

# Institute of Transportation Engineers Inc.

## Constitution

### Article I—Name, Location and Purpose

**Sec. 1.** The name of this organization shall be the Institute of Transportation Engineers, Incorporated, hereinafter called the “Institute.”

**Sec. 2.** The Institute shall maintain a headquarters office at such place as may be designated by the International Board of Direction. The International Board of Direction shall hereinafter be called the “Board.”

**Sec. 3.** The purpose of the Institute shall be to enable transportation and traffic engineers, transportation planners, and other professionals with knowledge and competence in transportation and traffic engineering to contribute individually and collectively toward meeting human needs for mobility and safety. The Institute shall facilitate the application of technology and scientific principles to research, planning, functional design, implementation, operation, policy development and management for any mode of transportation by promoting professional development of members, supporting and encouraging education, stimulating research, developing public awareness, and exchanging professional information; and by maintaining of a central point of reference and action.

**Sec. 4.** The Institute logo shall be developed by the Board and the authorized use of the logo shall be determined by the Board.

### Article II—Membership

**Sec. 1.** The membership of the Institute shall consist of Honorary Members, Fellows, Members, Student Members, and Institute Affiliates.

**Sec. 2.** Honorary Members, Fellows, and Members shall be equally entitled to all privileges of the Institute excepting that only Fellows shall be eligible to hold office as President or Vice President and that only Fellows and Members shall be eligible to hold office as Director. Institute Affiliates and Student Members shall enjoy all privileges of membership except the right to vote and to hold office. Any person elected an Honorary Member who at the time of the election was a Fellow, or Member may retain such membership status with all privileges and obligations pertaining thereto.

**Sec. 3.** There shall be no direct admission to the grade of Fellow.

**Sec. 4.** To be eligible for transfer to the grade of Fellow, an applicant shall:

- (a) have been a Member for at least five years; and
- (b) have 10 years of professional experiences; and
- (c) have attained significant professional stature that may be demonstrated by being a legally registered engineer, by having a peer-refereed license or certification based on education, examination and experience, or by comparable evidence of professional status as determined by the Board; and
- (d) have had responsible charge of important transportation or traffic engineering work, including scientific, educational and managerial activities, for at least five years; and
- (e) have demonstrated an active commitment and contribution to the work of the Institute or the profession.

**Sec. 5.** To be eligible for admission or transfer to the grade of Member, an applicant:

- (a) Shall be a graduate from a transportation related program at a school of recognized standing and in the active practice of transportation or traffic work; or shall have had:
  - (b) If not a graduate from a transportation related program at a school of recognized standing shall have five years of professional experience and shall be in transportation or traffic engineering work.:

**Sec. 6.** To be eligible for admission to the grade of Student Member, an applicant shall be:

- (a) enrolled as a student in a graduate or undergraduate transportation related program at a school of recognized standing; and
- (b) not otherwise eligible for another grade of membership. Student Membership shall cease if a Student Member withdraws from the transportation related program.

If a Student Member accepts a position in the field of transportation or traffic engineering within one year after graduation, the Student Member shall become a Member upon application.

**Sec. 7.** To be eligible for admission to the grade of Institute Affiliate, the applicant shall be a person who

is not otherwise eligible for Institute membership or who may be accumulating experience towards Institute membership; and

(a) is engaged in transportation or traffic engineering work; or

(b) is in a related field who by virtue of stature or official position is in a position to contribute to the work of transportation professionals; or

(c) is engaged in commerce or industry and comes into frequent contact with transportation professionals and who has an interest in the profession or is in a position to work with and assist transportation professionals.

**Sec. 8.** An Honorary Member shall be a person who has performed notable and outstanding service in the interest of transportation or traffic engineering. The number of living Honorary Members shall not exceed one per 500 voting members at the time a new Honorary Member is elected.

**Sec. 9.** The Board shall establish standards and procedures to be followed in the admission or transfer of members.

**Sec. 10.** Honorary Members shall be selected by the Board. At least 75 percent of the members of the entire Board must cast affirmative ballots for extension of an invitation. Acceptance of such invitation shall constitute election.

**Sec. 11.** A Life Member shall be considered as any member in good standing who has reached the age of 65

and has paid dues above the Student Member level for 25 years, including the current year, or who has reached the age of 55, has paid dues above the Student Member level for 15 years including the current year

and has paid a one-time fee.

**Sec. 12.** A Retired Member is to be considered as one who has reached the age of 55 and no longer derives a principal income from the practice of transportation or traffic engineering.

**Sec. 13.** The Board may place a member in inactive status, relieving the member of normal dues obligation. A member in inactive status shall not have any vested right to privileges of membership and may be restored to active status only upon re-application and evidence that such restoration would be in the best interests of the Institute.

**Sec. 14.** A member may resign by written communication to the Institute at its headquarters office. If all current financial obligations to the Institute have been met and if no charges are pending against the member, a resignation shall be accepted in good standing. If these conditions are not met, the Board may accept the resignation with prejudice or take other action as provided by appropriate sections of this Constitution.

**Sec. 15.** Reinstatement of a member who has resigned shall require payment of a reinstatement fee and submission of further information as prescribed by the Board.

**Sec. 16.** The Board shall consider proceedings looking toward the discipline, which may include expulsion, suspension or admonition, of any member upon:

(a) information coming to its notice; or

(b) the written request of five or more Fellows or Members that, for cause set forth, a member be disciplined. If the circumstances appear to warrant further action, the Board shall advise the accused in writing of the charges and of the date on which the charges will be considered. The accused may present a defense, either in person or in writing, on the date set forth in the letter. The final action of the Board shall be taken at a later meeting. A two-thirds vote of the entire Board shall be required for expulsion, while all other disciplinary action may be by majority vote of the entire Board. The Board shall notify the membership of any action resulting in expulsion, and may notify the membership of any other disciplinary action.

### **Article III—Fees and Dues**

**Sec. 1.** Fees and annual dues of the Institute shall be established by the Board. Annual dues of U.S./Canadian Fellow Members shall not be increased more than ten per cent in any year without a majority vote of the voting membership. The Board shall not establish District or Section fees or dues.

**Sec. 2.** Any member who has not paid entrance fees and initial dues or whose dues are more than three months in arrears shall not have the right to vote and shall not receive publications. Members whose dues become one year in arrears shall have their membership terminated. The Board, however, may for cause extend the time for payment and for the application of these penalties.

**Sec. 3.** All Honorary Members shall have their annual dues automatically waived.

#### **Article IV—Officers and Board**

**Sec. 1.** The elective officers shall be a President, Vice-President and Directors. Each District shall elect one Director. When a district's voting membership, as of January 1 of the year of election, constitutes more than 15 per cent of the total voting membership, an additional Director shall be elected for each additional ten per cent. Any additional Director elected under the conditions of this section shall be entitled to serve a full term. A district will lose the right to elect that additional director when the district's voting membership, as of January 1st of the year of the election, declines by more than 1.5 percent of the total voting membership from the level required to elect the additional Director.

**Sec. 2.** The terms of President and Vice-President shall be one year. The terms of Directors shall be three years with approximately one-third of said terms expiring annually. The terms of elective officers shall begin on January 1 following election. No member shall occupy the office of President for more than two consecutive years.

**Sec. 3.** The Board shall consist of the elective officers and the living Past President whose term has most recently expired.

**Sec. 4.** In the event of a vacancy occurring in the office of President, the unexpired term shall be filled by the Vice-President. In the event of a vacancy occurring in the office of the Vice-President, the Board of Direction shall appoint a Director to fill the unexpired term. In the event of a vacancy occurring in the office of Director, the unexpired term shall be filled as prescribed in the District Charter.

**Sec. 5.** The Board of Direction may appoint a Secretary of the Institute.

#### **Article V—Nomination and Election of Officers and Directors**

Sec. 1. The Board shall appoint a Nominating Committee consisting of one member from each District and a Chairperson. The Institute's Immediate Past President shall be the Chairperson unless a conflict of interest or other circumstance dictates that he or she cannot perform this duty. If the Immediate Past President cannot serve, the Board shall select another Institute Past President to serve as Chairperson. Members shall be selected from nominations made by the Districts. Not later than June 30th of the year preceding the election, the Board shall confirm the appointment of the Committee. The Committee shall nominate one or more qualified candidates for President and Vice President. Written consent to hold office must be received from each person nominated. No later than November 30th of the year preceding the election, the Committee shall transmit a list of its nominees to the Board.

Sec. 2. Directors shall be elected by the Districts in accordance with the provisions of their District Charters.

Sec. 3. Not later than January 1st of the year of election, the Board shall announce to the voting members a list of the candidates nominated by the Nominating Committee. Additional nominations for President or Vice President may be made by petition signed by at least 2% of the members entitled to vote as of October 1st of the year preceding the election. The petitioners shall represent at least half of the Districts with not less than ten signatures from each and the petitioner shall not have greater than 30% of the signatures required from any one district. Each such petition shall be accompanied by the written consent of the nominee to run for the office nominated and must be received by the headquarters office by March 1st of the year of the election. Any member nominated for more than one office shall be considered a candidate only for the one office the member prefers.

Sec. 4. Not less than 30 days prior to the Annual Meeting, the Board shall send to each eligible voter a ballot listing the candidates nominated for President and Vice President. The closing of the ballot shall be not less than 14 days prior to the Annual Meeting. The Institute's Certified Public Accountant shall validate the ballot results and convey them to the Institute's President at least 7 days prior to the Annual Meeting. The candidate receiving the higher number of votes for such office shall be declared elected. In case of a tie vote, the Board shall select the successful candidate. The candidates shall be notified of the election results at least 7 days prior to the Annual Business Meeting.

Sec. 5. Voting for officers and amendments to the Constitution shall be by secret ballot in a manner prescribed by the Board.

Sec. 6. Should a District fail to elect a Director as provided for in this Constitution, the Board shall appoint a Fellow or Member of the District to serve as Director.

#### **Article VI—Government**

**Sec. 1.** The government of the Institute shall be vested in the Board.

**Sec. 2.** The Board shall establish policies for the operation of the Institute in conformity with the

provisions of this Constitution.

**Sec. 3.** The Board shall meet at the time of the Annual Meeting and at such other times and places as it may determine.

**Sec. 4.** The President shall preside at meetings of the Institute and of the Board. In the absence of the President, the Vice-President shall preside at meetings and discharge the President's duties. A majority of the Board shall constitute a quorum.

**Sec. 5.** The Board shall act upon all proposals received from its Committees, Councils, Districts, Divisions or the membership assembled at the Annual Meeting on matters intended as policies or recommendations of the Institute. Approval by the Board shall be required before policies or recommendations shall be official statements. The Board shall hear and act on all appeals from the actions of the standards setting board of the Institute.

**Sec. 6.** There shall be an Executive Committee of the Board consisting of the President, Vice-President, and the living Past President whose term has most recently expired. The President shall be the Chairman of the Executive Committee. The Executive Committee shall function between Board meetings and shall be responsible to the Board.

**Sec. 7.** The Board shall delegate to the Executive Committee the authority to employ an executive officer and other employees and shall delegate to the executive officer such duties, powers, and responsibility as it may prescribe.

**Sec. 8.** The Board may delegate to the Executive Committee such other duties, powers and responsibilities as it may prescribe.

**Sec. 9.** There shall be a Fee Fund established to which shall be added all moneys received from entrance fees and all income from investment of the Fund. There shall also be added to the Fund any moneys voted to be so added by the Board. No money shall be appropriated from the Fund except by a three-fourths vote of the entire Board.

**Sec. 10.** The membership may, by petition to the Board, initiate a vote to determine if any officer shall be deposed from office. When the question involves the President or Vice-President, the petitioners must include

at least 20 per cent of the eligible voters provided further that such petitioners must include at least 20 per cent

of the eligible voters in each of three Districts. When the question involves a Director, the petition must include at least 20 per cent of the eligible voters in the Director's District.

Within 30 days after receipt of the petition at the headquarters office, the following question shall be submitted to each member eligible to vote for the office in question for vote by secret ballot:

Shall (Name) be deposed from the office of (Office) ?

Should the affirmative carry a majority and if at least 50 per cent of the eligible voters cast ballots, the office

shall be declared vacant and the vacancy filled in the manner prescribed in Article IV, Section 4.

**Sec. 11.** The membership may, by petition to the Board, initiate a vote to determine if any action of the Board shall be rescinded. The petitioners must include at least 20 per cent of the eligible voters and provided

further that such petitioners must include at least 20 per cent of the eligible voters in each of three Districts.

Upon receipt of such petition at the headquarters office, the petitioned action shall be suspended and within 30 days the following question shall be submitted to each eligible voter for vote by secret ballot:

Should the following action of the Board be upheld?

Should the negative carry a majority and if at least 50 per cent of the eligible voters cast ballots, the petitioned action shall be rescinded; otherwise, the suspension shall be lifted.

**Sec. 12.** The membership may, by petition to the Board signed by at least five percent of the eligible voters, cause any subject to be placed on the agenda of the Annual Meeting. Such petition must be received at headquarters office at least 30 days prior to the Annual Meeting. At the Annual Meeting, the membership assembled may advise the Board in any manner germane to the petition. The Board, within six months, shall report to the membership its action on the subject.

## **Article VII—Meetings**

**Sec. 1.** The Annual Meeting shall be held not earlier than July 15, nor later than November 15, in each year. The exact date shall be set by the Board. One or more other meetings may be held each year at the discretion of the Board.

**Sec. 2.** A report of the financial condition of the Institute and reports of principal officers and committees shall be presented at each Annual Meeting.

**Sec. 3.** The Rules contained in the current edition of Robert's Rules of Order shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order the Institute may adopt.

#### **Article VIII—Districts and Sections**

**Sec. 1.** The Board shall establish Districts consisting solely of all Institute members residing in a geographic area. In establishing the boundaries of Districts, the Board shall give due regard to equality of representation, mutuality of interests and facility of travel.

There shall be eight or more Districts, at least one of which shall be comprised solely of members residing outside the United States and Canada.

Three years after the effective date of this Constitution and every three years thereafter, the Board shall review the distribution of membership and may re-establish the District boundaries or establish new Districts.

**Sec. 2.** The Board shall issue a Charter to each District and may withdraw or amend such Charter. The Charter shall specify the purposes, boundaries, rights and duties of the District; and may specify such other matters as the Board deems appropriate. Each District shall have the right to create Sections and Student Chapters by the issuance of Charters of a form approved by the Board and to conduct elections of Directors, District Officers, and other representatives.

**Sec. 3.** A Section may be issued a Charter by the District in which it is located only at the written request of at least eight voting Members residing in the proposed Section area. A Charter may be withdrawn by the District.

**Sec. 4.** All members of the Institute residing in Section area and other persons meeting requirements established in the Charter shall be eligible for Section membership.

#### **Article IX—Transportation Industry Division**

**Sec. 1.** A forum, to be named by the Board, shall be established with membership composed of corporations, partnerships, associations and other business entities working in or related to the field of transportation or traffic engineering.

**Sec. 2.** Membership in the forum shall be granted by the Board at its discretion upon receipt of an application in a form approved by the Board. Membership may be canceled at any time by the Board for cause.

**Sec. 3.** Members of the forum shall pay an annual fee set by the Board.

**Sec. 4.** The Board may appoint a chair of the forum and the forum may hold meetings and carry on such other activities as are authorized in the Board procedures. The forum shall not speak for the Institute on any matter unless specifically authorized by the Board.

**Sec. 5.** Employees of member organizations of the forum may serve as voting members of technical committees.

**Sec. 6.** Membership in the forum shall be recognized by the Board by a certificate and appropriate public notice

#### **Article X—Councils and Committees**

**Sec. 1.** There shall be a Coordinating Council to coordinate the technical and other activities of the professional activity groups of the Institute. The Chairperson of the Coordinating Council will serve on the Board and have the privileges and responsibilities of a member thereof except the right to vote.

**Sec. 2.** The Board may authorize other committees and professional activity groups as deemed necessary. The chairpersons shall be appointed by the President with the approval of the Board. The Board may establish professional activity groups when so petitioned, to be composed of members having professional activities or interests in common, for the purpose of exchanging views, developing technical and educational programs and conducting research regarding common problems and programs. Such groups shall operate under rules of procedure approved by the Board.

#### **Article XI—Amendments**

**Sec. 1.** Proposals to amend this Constitution may be made by the Board or by petition signed by at least 50 members entitled to vote. The petitioners shall represent at least three Districts with not less than ten

members from each.

**Sec. 2.** Proposed amendments to the Constitution shall be submitted by letter to the membership entitled to vote and shall be on the order of business of the next succeeding Annual Meeting occurring not less than 30 days subsequently. Such amendments may be amended by majority vote of the meeting in any manner pertinent to the original amendment. The amendments, in form as amended, shall be submitted within 30 days after the meeting to the qualified voters and canvassed not less than 30 nor more than 45 days after such submission.

**Sec. 3.** An affirmative vote of two-thirds of all ballots cast shall be necessary for the adoption of any amendment to this Constitution.

**Sec. 4.** Amendments so adopted shall take effect 30 days after adoption unless otherwise indicated in the amendment.

As amended October, 2006