

**INSTITUTE OF TRANSPORTATION ENGINEERS  
DISTRICT 1 (aka Northeastern District)  
CHARTER**

**ARTICLE I—PREAMBLE**

Section 1.1—As authorized by the Constitution of the INSTITUTE OF TRANSPORTATION ENGINEERS, INC., hereinafter referred to as the Institute, the Board of Direction of the Institute, as recorded in the minutes of its minutes of DATE, grants this Charter for District One (aka Northeastern District) of the INSTITUTE OF TRANSPORTATION ENGINEERS, hereinafter referred to as the District.

Section 1.2—This Charter shall be effective beginning DATE, and shall remain in effect including any amendments until rescinded by the Board of Direction of the Institute.

Section 1.3—This Charter shall, on the date it becomes effective, supersede any previous charter or constitution of a District enrolling members from the designated area and shall annul any by-laws of such a District which may be in conflict with it.

**ARTICLE II—AREA AND PURPOSE**

Section 2.1—The area designated as that of the District shall be the States of Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont, and New Jersey north of the southerly boundaries of Mercer and Monmouth counties or as the area shall be established from time to time by the Board of Direction of the Institute, as described in the attachment(s) hereto.

Section 2.2—The purpose of the District shall be to improve the administration of Institute affairs and to provide greater opportunity for membership participation in Institute functions.

**ARTICLE III—MEMBERSHIP**

Section 3.1—Any Institute member who resides within the area designated for the District, and who is within good standing with the Institute and the District, shall be a member of the District.

Section 3.2—Members of the District shall be entitled to the privileges of the District specified in the District by-laws. Student members of the Institute and Institute Affiliate members may not vote or hold elective office in the District.

**ARTICLE IV—GOVERNMENT**

Section 4.1—The government of the District shall be vested in Elective Officers and Directors who shall constitute a District Board. The International Director(s) for the District, shall be an ex-officio voting member(s) of the District Board.

Section 4.2—The District Board shall manage the affairs of the District in conformity with the provisions of this Charter, the by-laws of the District, the Constitution, the policies of the Institute and the policies of the Board of Direction of the Institute.

Section 4.3—The District shall adopt by-laws setting forth the structure of the District Board and providing the manner of nominating, electing, or appointing Elective Officers, Directors, and the International Director(s) for the District, and specifying their terms of office.

Section 4.4—The District shall also adopt by-laws to govern appointment of committees, number and timing of meetings, methods of amending by-laws, assessment of fees and dues, and other such matters as the District may desire, provided such by-laws do not conflict with this Charter, the Constitution, policies of the Institute, or the policies of the Board of Direction of the Institute.

Section 4.5—By-laws of the District may be adopted and amended after adoption only if the proposition is submitted as a mail ballot to all voting members of the District 30 days in advance of the date on which action is proposed. Adoption and amendment shall be by an affirmative vote of a majority of those voting. District by-laws shall be filed with the Institute within 30 days after adoption or amendment, and shall take effect upon being filed with the Institute. At any time the Board of Direction of the Institute may annul any part of the District by-laws which it considers contrary to the Constitution, the District Charter, or the best interests of the Institute by giving notice in writing to the District Board.

## **ARTICLE V—ADMINISTRATION**

Section 5.1—The District shall elect and announce the name of the successful candidate for International Director at least 15 days prior to the date of the Annual Meeting of the Institute in the year prior to that Director's term of office. Should the office of Director become vacant, the District Board may appoint a Director to complete the unexpired term. If the District Board fails to act within 60 days of the notification of the vacancy, or at the request of the District Board, the Board of Direction of the Institute may appoint a Director to complete the unexpired term.

Section 5.2—The District Board may issue Charters establishing Sections within its area upon written request of at least eight voting members residing in a proposed Section area. The Charter shall be in a form approved by the Board of Direction of the Institute. The District Board may rescind a Section Charter in the manner provided in the Section Charter.

Section 5.3—The District Board may issue Charters establishing Student Chapters at graduate or under-graduate schools, whose standing is recognized by the Institute, within its area upon written request from the Faculty Advisor for transportation or traffic engineering courses. The Charter shall be in a form approved by the Board of Direction of the Institute. The District Board may rescind a Student Chapter Charter in the manner provided in the Student Chapter Charter.

Section 5.5—The District shall submit a written annual report to the Institute in a form and on a schedule determined by the Institute.

## **ARTICLE VI—RELATION OF DISTRICT TO INSTITUTE**

Section 6.1—The District shall not speak for the Institute unless authorized in the particular matter by the Board of Direction of the Institute. The District may speak for itself on matters pertinent to its geographic area.

Section 6.2—The District shall not identify itself with groups or organizations which are identified with a geographical area not wholly within the District boundary. It may identify itself with groups or organizations serving wholly within the geographical area of the District.

Section 6.3—Names and addresses of the Elective Officers of the District and the dates on which the term of each begins and expires shall be reported in writing to the Institute within 30 days after their election or appointment.

Section 6.4—The Institute will not be responsible for debts contracted by the District. No dues or fees will be required to be paid by the District to the Institute.

Section 6.5—The District may charge annual dues, fees and special assessments. Annual dues shall be billed by the Institute at the time of billing Institute dues, and upon collection remitted to the District Board. Annual dues for Districts shall be levied so as to cover time periods identical with those covered by annual dues of the Institute.

## **ARTICLE VII—AMENDMENT OF CHARTER**

Section 7.1—The Board of Direction of the Institute may amend or rescind this Charter. The District Board will be notified in writing by the Board of Direction of the Institute of any proposed amendment to, or rescission of, this Charter so that the District Board may have an opportunity for a hearing before the Board of Direction concerning the proposed amendment or rescission. An amendment, with or without change, or rescission, shall become effective on the date determined by the Board of Direction of the Institute.

Section 7.2—The District Board may petition the Board of Direction of the Institute to amend this Charter. The Board of Direction will act on the petition at its next regular meeting scheduled at least 45 days after receipt of the petition or at its discretion at the next meeting and thus initiate the procedure described in Section 7.1 of this Charter, giving the District an opportunity for a hearing if the question is denied. Amendments to the District Charter initiated by petition from the District Board shall become effective upon approval by the Board of Direction of the Institute.

**SUBSCRIBED FOR THE BOARD OF DIRECTION OF THE INSTITUTE OF  
TRANSPORTATION ENGINEERS**

Thomas W. Brahms, Secretary  
DATE



## DISTRICT BYLAWS

### Article I – Membership

*Section 1.1* - Any Institute member who resides within the area designated for the District, and who is in good standing with the Institute and the District, shall be a member of the District. Throughout these By-Laws, the term “resides” refers to the individual's preferred Institute mailing address, either home or place of business.

*Section 1.2* - District members shall be entitled to all the privileges of the District except that student members and Institute Affiliate members may not vote or hold elective office in the District.

*Section 1.3* - Any District member whose Institute membership has been forfeited shall also forfeit membership in the District, and will be reinstated to membership in the District only if reinstated to membership in the Institute. Any District member who is placed on inactive status by the Institute Board of Direction shall also be placed on inactive status by the District Board.

### Article II - Dues, Fees and Assessments

*Section 2.1* - Annual dues shall be established by the District and shall be billed by the Institute at the time of billing Institute dues. Annual dues shall be payable January 1 each year.

*Section 2.2* - The District Board may, by an affirmative vote of two-thirds of its entire membership, increase District dues by not more than ten percent in any calendar year. A dues increase in excess of ten percent shall be approved in accordance with Section 7.2.

*Section 2.3* - The District Board shall distribute 80 percent of all District dues received from the Institute to Sections within the District on a paid member basis.

### Article III - Nomination and Election of Officers and Directors

*Section 3.1* - The Elective Officers of the District shall be Chairman, Vice Chairman and Secretary-Treasurer. The District Board shall consist of the Elective Officers, the International Director(s) for the District

(ex-officio), the living Past Chairman whose term as Chairman has most recently expired, and 15 Directors who shall be representatives designated by each Section in proportion to the voting membership of the Sections. The Executive Committee of the District Board shall consist of the Elective Officers, the International Director(s) for the District, and the living Past Chairman whose term as Chairman has most recently expired. Officers shall be elected annually for a term of one year and shall take office January 1.

*Section 3.2* - No member shall occupy the same elective office for more than two consecutive terms. Serving International Directors and the immediate Past Chairman may not hold elective office.

*Section 3.3* - In the event of a vacancy occurring in the office of Chairman, the unexpired term shall be filled by the Vice Chairman. In the event of a vacancy occurring in any other elective office, the District Board shall elect a member to fill the unexpired term.

*Section 3.4* - For the purposes of establishing the rights of representation on the District Board, the census of the Sections within the District shall be the latest official census of the Institute.

*Section 3.5* - Except for the office of Secretary-Treasurer the Nominating Committee shall nominate from the District membership-at-large, one or more qualified candidates for each elective office. The Nominating Committee shall nominate at least two qualified candidates for the office of Secretary-Treasurer. Written consent to hold office must be received from each person nominated. The Nominating Committee shall transmit its list of nominees to the Secretary-Treasurer not later than October 1.

*Section 3.6* - Not later than November 1, the Secretary-Treasurer shall provide to all members of the District Board a ballot containing the names of all nominees, with voting instructions, voter validation and the Past Chairman's return address. The balloting instructions shall advise that ballots must be returned not later than November 20. After November 20 and prior to December 1, the ballots shall be canvassed by the Past Chairman and the candidate receiving the highest

number of votes for each office shall be declared elected. In the case of a tie, the Past Chairman, Chairman, and Vice-Chairman shall select one of the candidates.

#### **Article IV - Nomination and Election of International Directors**

*Section 4.1* - The Nominating Committee shall nominate two or more qualified candidates for the office of International Director. Written consent to hold office if elected must be received from each person nominated.

*Section 4.2* - The Nominating Committee shall transmit its list of nominees and letters of consent to hold office if elected to the Secretary-Treasurer not later than 60 calendar days prior to the Annual Meeting of the District.

*Section 4.3* - Not later than 30 days prior to the Annual Meeting of the District, the Secretary-Treasurer shall provide to the members of the District the list of candidates nominated by the Nominating Committee. Providing the list of candidates in newsletters and web sites of the District and its Sections shall be adequate.

*Section 4.4* - Additional nominations may be made by petition, signed by not less than 15 voting members of the District, with at least three petitioners from each Section in the District. Each such petition shall be accompanied by the written consent of the nominee to hold office if elected and each such petition shall be received by the Secretary-Treasurer not later than 15 days prior to the Annual Meeting of the District.

*Section 4.5* - Not later than 50 days prior to the Annual Meeting of the Institute, the Secretary-Treasurer shall provide to each member of the District, except student members of the Institute and Institute Affiliate members a ballot listing the candidates alphabetically, with voting instructions, voter validation and the Tellers Committee return address.

*Section 4.6* - The Executive Committee of the District Board shall at its January meeting, establish an official deadline for receipt of ballots that shall fall not later than 20 days prior to the Annual Meeting of the Institute.

*Section 4.7* - The District shall elect and announce the name of the successful candidate for International Director at least 15 days prior to the date of the Annual Meeting of the Institute in the year prior to that Director's term of office. Should the office of International Director become vacant, the District

Board shall appoint an International Director to complete the unexpired term.

#### **Article V – Meetings**

*Section 5.1* - There shall be an Annual Meeting of the District not later than 60 days prior to the Annual Meeting of the Institute. During the Annual Meeting of the District, there shall be both a meeting of the District Board and a District Business Meeting.

*Section 5.2* - There shall be an organizational meeting of the Executive Committee of the District Board during January to conduct the administrative functions of the District. The Executive Committee shall recommend an annual line item budget and other motions for adoption at the next meeting of the District Board. The District Chairman may call additional meetings of the District Board or the Executive Committee of the District Board as need dictates.

*Section 5.3* - The Annual Meeting shall be hosted by each Section of the District in rotation. The Host Section shall appoint the Local Arrangements Committee, including a Chairman and Vice Chairman, to organize and coordinate the arrangements for the Annual Meeting.

*Section 5.4* – Not later than the Executive Committee organizational meeting in the year prior to the Annual Meeting, the Local Arrangements Committee shall provide the Executive Committee with detailed evaluations, including preliminary budgets, proposed dates and hotel commitments, for three or more alternative venues. At or before the following District Board Meeting, the Executive Committee shall recommend one meeting proposal to the District Board for final ratification.

*Section 5.5* - The Executive Committee shall approve a final budget at the organizational meeting immediately preceding the Annual Meeting. The budget shall include an itemized schedule of expenditures and revenue, including fees for registration, sponsors, and exhibits. Thereafter, any anticipated expenditure that exceeds the budgeted amount by more than \$500 shall require Executive Committee approval.

*Section 5.6* - The District Board shall provide a monetary advance to the Local Arrangements Committee to cover the start-up costs of the Annual Meeting. As needed, the Host Section may provide a monetary advance to cover any additional start-up costs. A Host Section may provide a grant to sponsor an item that is identified in the approved budget or otherwise approved by the Executive Committee.

*Section 5.7* - The Local Arrangements Committee shall submit the hotel contract to Institute Headquarters for review, and should make any recommended changes. The Local Arrangements Committee shall obtain Executive Committee approval before signing any contract provision that Institute Headquarters deems questionable or objectionable.

*Section 5.8* - The Local Arrangements Committee shall provide a full financial accounting of the Annual Meeting to the Executive Committee within 60 days after the Annual Meeting. The Executive Committee shall approve the payment schedule before any payments, except contracted payments, are made.

*Section 5.9* - The proceeds from the Annual Meeting fees shall be used to pay budgeted Annual Meeting expenses. Payment shall be made in the following priority order: contracted costs, such as hotel and transportation; the District monetary advance; the Host Section monetary advance.

*Section 5.10* - The District bears full fiscal responsibility for the Annual Meeting. As such, it shall receive any surplus generated, and be liable for any shortfall. The District Board shall determine the means for covering the shortfall including using accumulated surpluses from previous Annual Meetings.

## **Article VI – Government**

*Section 6.1* - The Chairman shall preside at meetings of the District and of the District Board, provided, however, that when the Chairman is unable to do so, the Vice Chairman shall preside at meetings and discharge the duties of the Chairman.

*Section 6.2* - A majority of the District Board shall constitute a quorum.

*Section 6.3* - The Chairman shall be an ex-officio member of all committees, except the Nominating Committee.

*Section 6.4* - The Chairman shall appoint annually, in January, a Nominating Committee, which shall include at least one representative from each Section in the District.

*Section 6.5* - The Chairman shall appoint committees as may be desirable, with the approval of the District Board.

*Section 6.6* - The Executive Committee of the District Board shall appoint a District Administrator with the concurrence of the District Board. The function of the District Administrator shall be to assist the Executive

Committee in running the District. The District Administrator shall determine the mailing address of the District for banking and other purposes. The position of District Administrator shall have neither a vote on the District Board nor signature rights to the bank accounts.

*Section 6.7* - The District Board shall submit a written annual report to the Institute in a form and on a schedule determined by the Institute. The Immediate Past Chairman shall prepare the report.

*Section 6.8* - Sections shall submit a written annual report to the District not later than March 1. The report shall include a summary of Section activities for the previous calendar year.

*Section 6.9* - The Secretary-Treasurer shall inform the Institute in writing of the names and addresses of the Elective Officers of the District and the dates on which the term of each begins and expires, not later than 30 days after their election or appointment.

*Section 6.10* - The District Board may issue Charters establishing Sections within its area upon written request of at least eight voting members residing in a proposed Section area. The Charter shall be in a form approved by the Board of Direction of the Institute. The District Board may rescind a Section Charter in the manner provided in the Section Charter.

*Section 6.11* - The District Board may issue Charters establishing Student Chapters at graduate or undergraduate schools, whose standing is recognized by the Institute, within its area upon written request from the Faculty Advisor for transportation or traffic engineering courses. The Charter shall be in a form approved by the Board of Direction of the Institute. The District Board may rescind a Student Chapter Charter in the manner provided in the Student Chapter Charter.

*Section 6.12* - In matters where the District is to issue a public statement or take a public position on a transportation or traffic matter, the policy statement or public position shall be reviewed by the District Board, advising the membership as soon thereafter as practicable. Any public position taken by the District must conform to the official policies of the Institute.

## **Article VII - Voting and Voting Eligibility**

*Section 7.1* - Voting for Officers and International Directors, for amendments to these By-Laws, for petition to amend the Charter, and for other matters which affect the relationship of the District to the Institute shall be by secret ballot. The provisions of

Article VII apply except as otherwise indicated by Section 3.6 or Article IV.

*Section 7.2* - When a secret ballot is required, except as otherwise indicated in Section 3.6, not later than 30 days prior to the canvassing date, the Secretary-Treasurer shall provide to each member of the District, except student members of the Institute and Institute Affiliate members a ballot, with voting instructions, voter validation and the Secretary-Treasurer's return address.

*Section 7.3* – The Chairman shall appoint a Tellers Committee which shall be composed of three members.

*Section 7.4* – The Secretary-Treasurer shall provide the Tellers Committee with a list of members eligible to vote as of the canvassing date. The ballots shall remain unopened until validated by the Tellers Committee.

*Section 7.5* - The Tellers Committee shall tally the valid ballots and report the results to the Secretary-Treasurer. In the event of a tie, the vote shall be decided by the drawing of lots.

*Section 7.6* - The Executive Committee retains the authority to accept the report of the Tellers Committee and sanction the election results.

*Section 7.7* - The ballots shall only be destroyed at the direction of the District Board.

## **Article VIII – Amendments**

*Section 8.1* - Proposals to amend these By-Laws or to petition amendments to the Charter may be made by resolution of the District Board or by written petition signed by at least 15 voting members.

*Section 8.2* – Proposed amendments to these By-Laws shall be submitted to the membership in accordance with Article VII.

*Section 8.3* - An affirmative vote of a majority of all ballots cast shall be necessary for the adoption of any amendments to the By-Laws.

*Section 8.4* - Amendments to the By-Laws so adopted shall be filed within 30 days after adoption and shall take effect upon being filed with the Institute.

## **Article IX – District Awards**

*Section 9.1* - At the Annual Meeting, the District may present District Awards for Best Section, Best Student Chapter and Best Student Paper. These awards may be given to the District nominees for the International ITE Awards in the same categories.

*Section 9.2* - At the Annual Meeting, the District may present an award to an individual for Outstanding Service to the District. This Award shall be designated as the Harvey B. Boutwell Distinguished Service Award in honor of the first District One Administrator.