

**DEEP SOUTH SECTION
DISTRICT 5 OF THE INSTITUTE OF TRANSPORTATION ENGINEERS
BY LAWS**

ARTICLE 1 – MEMBERSHIP

Section 1.1 – The membership of the Section shall consist of MEMBERS, and AFFILIATES.

Section 1.1.1 – Definitions

- A. MEMBER – Any individual with current voting membership in the INSTITUTE OF TRANSPORTATION ENGINEERS.
- B. AFFILIATE – Any individual with current affiliate membership in the INSTITUTE OF TRANSPORTATION ENGINEERS or person(s) working or residing in Louisiana or Mississippi:
1. Who are engaged in sub-professional work in traffic or transportation engineering, or
 2. Who are professionally engaged in related fields, or
 3. Who are in a position to cooperate with MEMBERS of the Who are accumulating experience toward INSITUTE Membership, or
 4. SECTION by virtue of official positions or commercial employment, and
 5. Who are not otherwise eligible for MEMBER status in the SECTION.

These AFFILIATE applicants, except students shall include as references the names of not less than three(3) active MEMBERS of the DEEP SOUTH SECTION, in good standing, to whom they are personally know, and who have knowledge of their qualifications to become an AFFILIATE. The qualifications of these AFFILIATE applications shall be approved by the SECTION membership committee. An affirmative vote by a majority shall be required for approval.

- C. STUDENT – Any student member of the INSTITUTE OF TRANSPORTATION ENGINEERS.
- D. When a name (individual or group) membership grade and/or phrase are capitalized it will refer to that respective individual, group, office, membership grade, and phrase, when the same is not capitalized it will refer to all individuals or person(s) in that category.

Section 1.2 – Any DISTRICT or INTERNATIONAL MEMBER, working or residing in Louisiana or Mississippi shall automatically become a MEMBER of the SECTION upon filing an appropriate application with the Secretary-Treasurer of the SECTION and upon payment of the SECTION dues. Throughout these BYLAWS, the term “residing” refers to the individual’s preferred Institute mailing address, either home or place of business.

Section 1.3 – Any DISTRICT or INTERNATIONAL AFFILIATE, working or residing in Louisiana or Mississippi shall automatically become a MEMBER of the SECTION upon filing an appropriate application with the Secretary-Treasurer of the SECTION and upon payment of the SECTION dues. STUDENT MEMBERS of the INSTITUTE will be recognized and afford all privileges of the SECTION membership except the right to vote.

Section 1.4 – SECTION MEMBERS and AFFILIATES shall be entitled to all the privileges of the SECTION except that affiliates may not vote in the election of Section officers, in any business affecting the SECTION’S relationship with the DISTRICT or the INSTITUTE or hold elective office, except as an Affiliate Director in the SECTION.

Section 1.5 – There shall be a SECTION Membership Committee consisting of the elected officers (President, Vice President and Secretary-Treasurer). The committee shall review and take action on applications for admission or transfer to the SECTION. Applications shall be filed on forms prescribed by the Section Board of Directors and all applicants must meet the requirements for SECTION membership outlined in these BYLAWS. An affirmative, majority vote of the membership committee shall constitute election or transfer to the SECTION.

Section 1.6 – Any SECTION MEMBER whose INSTITUTE membership has been forfeited shall also forfeit membership in the SECTION. A MEMBER may be reinstated to membership in the SECTION if reinstated to membership in the INSTITUTE. An individual may be reclassified to an AFFILIATE upon written request to the membership committee when the Institute membership is forfeited, providing the individual satisfies all other requirements for such membership status in the SECTION.

ARTICLE II – OFFICERS AND BOARD OF DIRECTORS

Section 2.1 – The elective officers of the SECTION shall be President, Vice President, Secretary-Treasurer, Section Representative and Affiliate Director (who shall represent and be elected by the AFFILIATE group). The President, Vice President and Secretary-Treasurer shall be elected annually for a term of one year and shall take office January 1st following the election. The Affiliate Director shall be elected biannually for a term of two years and shall take office on January 1st of the even numbered year following the election. The Section Representative shall be elected biannually for a term of two years and shall take office January 1st of the even numbered year following the election. The SECTION Board of Directors shall consist of the Elective Officers and the Past President whose term has most recently expired and is currently residing in either Louisiana or Mississippi.

Section 2.2 – No member shall occupy the same elective office for more than two (2) consecutive terms.

Section 2.3 – In the event of a vacancy occurring in the office of President, the non-expired term shall be filled by the Vice President. In the event of a vacancy occurring in any other elective office, the Section Board shall elect a member to fill the non-expired term, except that the affiliate Director cannot vote to fill the offices of Vice – President or Secretary – Treasurer. In the event of a vacancy in the office of Affiliate Director the President shall appoint a committee of three (3) members of the AFFILIATE group to select a replacement to fill the expired term.

ARTICLE III – NOMINATION AND ELECTION OF OFFICERS

Section 3.1 – Except for the office of Secretary – Treasurer, the Nominating Committee shall nominate from the Section Membership at –large, one (1) or more qualified candidates for each elective office. The Nominating Committee shall nominate at least two (2) 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 by no later than the first (1st) of July, who shall immediately transmit to the Section Board.

Section 3.2 – No later than sixty (60) days before the Annual Meeting, the Secretary-Treasurer shall send to the eligible voting members of the Section a list of the candidates nominated by the Nominating Committee. Additional Section nominations for any office may be made by petition, signed by not less than eight (8) members eligible to vote. Each such petition shall be accompanied by the written consent of the nominee to run for the office for which he is nominated and must be received by the Secretary-Treasurer at least forty-five days before the Annual Meeting. If a member is nominated from more than one (1) office, he shall be considered a candidate only for the (1) office for which he prefers.

Section 3.3 – Not later than thirty (30) days prior to the Annual Meeting, the Secretary-Treasurer shall send to each eligible voting Member a final ballot, listing the candidates nominated for officers and to the eligible voting AFFILIATES a final ballot listing the candidates for the Affiliate Director. Final ballots returned by eligible voters to the Secretary-Treasurer either before or at the Annual Meeting prior to the election at the Annual Meeting shall be canvassed at the Annual Meeting by three (3) tellers (two(2) MEMBERS and one (1) AFFILIATE) appointed by the President, and they shall report in a manner prescribed by the Section Board. The candidates receiving the highest number of votes for each office to be filled shall be declared elected. In case of a tie vote, the new Section Board of Directors at their first meeting shall choose the successful candidate.

Section 3.4 – The fiscal year of the SECTION shall run concurrently with the calendar year and newly elected officers shall take office at the beginning of the fiscal year.

ARTICLE IV – NOMINATION AND ELECTION OF SECTION REPRESENTATIVE

Section 4.1 – The Nominating Committee shall nominate at least two (2) qualified candidates, who must be MEMBERS of the SECTION residing in either Louisiana or Mississippi, for the vacancy in the position of Section Representative. Written consent to accept the office must be received from each person nominated. The Nominating Committee shall transmit its list of nominees to the Secretary-Treasurer by no later than the first (1st) of July, who shall immediately transmit to the Section Board.

Section 4.2 – No later than sixty (60) days before the Annual Meeting, the Secretary-Treasurer shall send to the eligible voting members of the Section a list of the candidates nominated by the Nominating Committee. Additional Section nominations for any office may be made by petition, signed by not less than eight (8) members eligible to vote. Each such petition shall be accompanied by the written consent of the nominee to run for the office for which he is nominated and must be received by the Secretary-Treasurer at least forty-five (45) days before the Annual Meeting.

Section 4.3 – Not later than thirty (30) days prior to the Annual Meeting, the Secretary-Treasurer shall send to each eligible voting Member a final ballot listing the candidates nominated for officers and the eligible voting AFFILIATES a final ballot listing the candidates for the Affiliate Director. Ballots shall be returned to the Secretary-Treasurer either before or at the Annual Meeting, but prior to the election at the Annual Meeting.

Section 4.4 – The President shall appoint a Tellers Committee. The ballots shall be canvassed and the candidate receiving the highest number of votes shall be declared elected. In case of a tie vote the new SECTION Board of Director at their first (1st) meeting shall choose the successful candidate.

ARTICLE V – GOVERNMENT

Section 5.1 – The government of the SECTION shall be in accordance with Article IV of the Charter, and shall be vested in the SECTION Board of Directors.

Section 5.2 – The SECTION Board of Directors shall consist of the current President, Vice-President, Secretary-Treasurer, Affiliate Director, Section Representative, and the past President whose term has most recently expired currently residing in either Louisiana or Mississippi. The Affiliate Director shall be considered as a non-voting member of the SECTION Board of Directors in any matters pertaining to the Section's relationship with the District and/or the Institute.

Section 5.3 – The President shall preside at meetings of the SECTION and of the SECTION board of Directors, provided, however, that when the President is unable to do so, the Vice-President shall preside at meetings and discharge the duties of the President.

Section 5.4 – A majority of the SECTION Board of Directors shall constitute a quorum.

Section 5.5 – The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 5.6 – The President shall appoint annually a Nominating Committee which shall include at least one (1) MEMBER from each state and one (1) AFFILIATE from either state. The immediate Past President, residing in Louisiana or Mississippi shall chair this committee.

Section 5.7 – The President shall appoint the chairperson and members of all standing committees and special committees as may be desirable.

Section 5.8 – An annual line item budget shall be adopted at the first (1st) organizational meeting of each new SECTION Board of Directors.

Section 5.9 – The SECTION Board of Directors shall approve the establishment of Chapters within its area upon written request of at least five (5) voting members residing in a proposed Chapter area.

Section 5.10 – Chapters within the SECTION may be formal or informal. If a formal organization is chosen, then the requirements of Article X of these BYLAWS will govern the organization of the Chapter. A Charter in a form approved by the SECTION Board of Directors will be issued to each formally established Chapter. If an informal organization is chosen, then no Charter will be issued.

Section 5.11 – All Chapters (formal and informal) shall submit a written annual report sixty (60) days in advance of the Annual Meeting summarizing the Chapter's activities for the previous year and a current roster of the Chapter's active membership to the SECTION Secretary-Treasurer. If necessary, the SECTION Board of Directors and DISTRICT Executive Board can specify other terms to be included in the Annual Report.

Section 5.12 – A Chapter (formal or informal) shall not speak for the SECTION, DISTRICT or the INSTITUTE on any matter unless specifically authorized in writing to do so by the appropriate board of that organization.

Section 5.13 – The SECTION and DISTRICT will not be responsible for the debts contracted by a Chapter (formal or informal) nor will it provide financial assistance to the Chapter.

Section 5.14 – The SECTION Board of Directors is specifically empowered to establish and maintain Standard Operating Procedures for conducting business of the SECTION. Such procedures shall be in writing or recorded in the minutes of the SECTION meeting or the Board of Director's meeting at which time the procedure(s) were adopted and may be contained in a volume open to inspection by members of the SECTION. Procedures may be established or modified by a majority vote of the Board of Directors at any regularly scheduled meeting. Standard Operating Procedures may not be in violation of the BYLAWS. Once established, they shall be considered binding upon the actions of the Board of Directors and the SECTION. In absence of specific rules, Robert's Rules of Order shall prevail.

ARTICLE IV – MEETINGS

Section 6.1 – Regular meetings of the SECTION shall be held as determined by the SECTION Board of Directors, but not less than three (3) meetings a year shall be held. One (1) meeting shall be held in conjunction with Annual District Meeting. Aside from this meeting, no other SECTION Meeting shall be held for thirty (30) days before or after the Annual District Meeting and/or the Annual Institute Meeting. The SECTION Board of Directors shall meet in conjunction with the District Annual Meeting and may call a Special Meeting when conditions justify. No action affecting the SECTION shall be taken at any special meeting, however, unless at least fourteen (14) days written notice concerning the matter has been sent to all members.

Section 6.2 – An Annual Meeting of the SECTION shall be held at a time and place selected by the SECTION Board of Directors and will be the last regularly scheduled meeting in any calendar year in order to allow the election of officers so that the new Board of Directors may take office at the beginning of the next calendar year. A report of the financial condition of the SECTION shall be made by the Treasurer at the Annual Meeting. Committee reports may be made at any meeting.

ARTICLE VII – VOTING AND VOTING ELIGIBILITY

Section 7.1 – Voting for Officers, Section Representative and Affiliate Director, for amendments to these BYLAWS, for petitions to amend the Charter, and for other matters which affect the relationship of the SECTION to the DISTRICT and the INSTITUTE shall be by secret ballot.

Section 7.2 – When a secret written ballot is required, except as otherwise indicated in Section 3.2 and Section 4.3 not later than thirty (30) days prior to the canvassing date, the Secretary – Treasurer shall send to each eligible member of the SECTION, except Student Members of the INSTITUTE:

1. A ballot via electronic means or via the US Postal Service. If the transmission of a ballot to an address is returned to the sender, the Secretary/Treasurer will report to the Section Board the names of the members that had ballots returned undeliverable within 7 days of the rejected delivery.
2. When ballots are cast electronically utilizing email, the ballot must be returned to the Secretary/Treasurer for the vote to be valid. The Secretary/Treasurer will turn the ballots over to the Tellers Committee and shall keep the voting information confidential.
3. Voting instructions

Section 7.3 – The President shall appoint a Tellers Committee which shall be composed of at least three (3) 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. All pre-addressed envelopes 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 President.

ARTICLE VIII – AMENDMENTS

Section 8.1 – Proposals to amend these BYLAWS or to petition the DISTRICT Executive Board of Directors to amend the CHARTER or to rescind its withdrawal action may be made by resolution of the SECTION Board of Directors or by written petition signed by at least twenty (20%) percent of those members eligible to vote. Affiliates cannot vote on issues affecting the SECTION relationship with the DISTRICT or the INSTITUTE.

Section 8.2 – Proposed amendments to these BYLAWS shall be submitted to the membership in accordance with ARTICLE VII. An affirmative vote of two-thirds (2/3) of all ballots cast, provided that the total number of ballots cast is not less than a majority of the membership eligible to vote, shall be necessary for the adoption of any amendment.

Section 8.3 – Proposed amendments to these BYLAWS, or to petition the DISTRICT Executive to amend the CHARTER or to rescind its withdrawal action shall be submitted to all members of the SECTION eligible to vote on the issue to be considered at least thirty (30) days in advance of the meeting at which time they are to be placed on the Order of Business for consideration. Such amendments or petitions may be amended by a two-thirds (2/3) vote of the eligible members at the meeting in any manner pertinent to the original amendment or petition. Such amendments or resolutions, as originally proposed or as amended at the time at which they are considered shall be submitted as required in ARTICLE VII of these BYLAWS within thirty (30) days after the meeting and canvassed not less than forty-five (45) days following such submission by three (3) tellers appointed by the President.

Section 8.4 – Amendments to the BYLAWS or petitions to the DISTRICT to amend the CHARTER so adopted shall take effect upon filing with the DISTRICT Executive Board or upon final action by the DISTRICT Executive Board regarding petitions as provided in the CHARTER.

ARTICLE IX – DUES, FEES AND ASSESSMENTS

Section 9.1 – No entrance fees will be required for membership in the SECTION.

Section 9.2 – Dues will be collected by the Secretary-Treasurer using a dues notice form approved by the SECTION Board of Directors. Dues will be considered payable on January 1st of every year and be considered past due after April 1st of each year. Dues for new MEMBERS and AFFILIATES shall be payable upon application.

Section 9.3 – Any SECTION MEMBER or AFFILIATE whose dues are six (6) months or more arrears shall lose the right to vote. Should such dues become one (1) year in arrears, membership in the SECTION shall be forfeited. Any member dropped for non-payment of dues may be reinstated by the SECTION Board of Directors upon payment to the Secretary-Treasurer of past year's dues owed plus the dues for the current year.

Section 9.4 – Special assessments and dues increases less than or equal to five dollars in any calendar year as recommended by the SECTION Board of Directors shall be submitted by letter to all members of the SECTION eligible to vote on the special assessment or dues increase at least thirty (30) days in advance of the meeting at which time the special assessment or dues increase is to be placed on the order of Business for consideration. Such special assessments or dues increases may be approved by an affirmative vote of the majority of the eligible members at the meeting. Upon approval of the special assessment or dues increase, the special assessment shall take effect at the next meeting and the dues increase shall take effect on January 1st of the year following the vote.

Section 9.5 – Special assessments and dues increases in excess of five dollars in any calendar year as recommended by the SECTION Board of Directors shall be approved by the membership in accordance with ARTICLE VII.

ARTICLE X – FUNCTIONAL ORGANIZATIONS

Section 10.1 – A functional organization may 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 upon written request signed by at least five (5) voting members of the SECTION. The written request shall be accompanied with a preliminary set of Bylaws adopted by the requesting members. Upon approval of the Bylaws by the SECTION Board of Directors and the DISTRICT Executive Board, a CHARTER approved by the INSTITUTE Board of Direction will be issued by the SECTION.

Section 10.2 – Membership in a functional organization shall be granted by the organization's Executive Board at its discretion upon receipt of an application in a form approved by the SECTION Board of Directors. Membership may be canceled at any time by the SECTION Board of Directors or the organization's Executive Board for cause.

Section 10.3 – A functional organization may amend their Bylaws to be effective when approved by the SECTION Board of Directors, the DISTRICT Executive Board and the INSTITUTE Board of Direction, elect officers, hold meetings, adopt and enforce a code of ethics for its members, collect and disburse funds and carry on such other activities as are authorized by its Bylaws. A functional organization shall not speak for the SECTION, the DISTRICT, or the INSTITUTE on any matters unless specifically authorized in writing by the SECTION Board of Directors, the DISTRICT Executive Board and the INSTITUTE Board of Directors.

Section 10.4 – A functional organization's elected officers will be notified in writing by the SECTION Board of Directors or the DISTRICT Executive Board of any proposed amendment to their Charter or Bylaws approved by the INSTITUTE Board of Directors so that the organization may have an opportunity for a hearing before the SECTION Board of Directors or the

DISTRICT Executive Board concerning the proposed amendment. The amendment with or without change shall become effective six (6) months after such notification.

Section 10.5 – A functional organization shall select a representative who will serve with the SECTION Board of Directors and have the privileges and responsibilities thereof, except the right to vote.

Section 10.6 – Representatives of a functional organization, as recommended by the organization's Executive Board may serve as members of committees.

Section 10.7 – A functional organization shall submit a written annual report sixty (60) days in advance of the Annual Meeting summarizing the organization's active membership to the SECTION Secretary-Treasurer. If necessary, the SECTION Board of Directors and/or the DISTRICT Executive can specify other items to be included in the Annual Report.

Section 10.8 – The SECTION and DISTRICT will not be responsible for debts contracted by a functional organization nor will it give financial assistance to a functional organization.

ARTICLE XI – OUTSTANDING SECTION MEMBER AWARD

Section 11.1 – Each year an Outstanding Section Member Award will be presented to the MEMBER or AFFILIATE, nominated and selected by a committee appointed by the President.

Section 11.2 – A committee consisting of the immediate Past President residing in Louisiana or Mississippi and one (1) representative from Louisiana and one (1) representative from Mississippi appointed by the President shall select the Outstanding Section Member. A majority written vote of the Committee shall be presented to the President at least thirty (30) days prior to the Summer Meeting and award will be presented at the Summer Meeting.

Section 11.3 – The Outstanding Section Member Award will consist of an individual plaque and traveling plaque. Both plaques will be presented to the selected member at the Summer Meeting, the traveling plaque will be returned to the President at least forty-five (45) days prior to the next Summer meeting so that it can be engraved for the next presentation.

Section 11.4 – Award Guidelines

- a. Must be a member in good standing of the SECTION.
- b. Service to the SECTION through committee, office or other action.
- c. Recognition for other Institute involvement.
- d. Distinguished service in the Transportation/Traffic Engineering Profession