



First Coast Chapter Bylaws

ARTICLE I – NAME AND PURPOSE

Section 1.1 – As granted and chartered by the Institute of Transportation Engineers, Inc., hereinafter referred to as “ITE,” Central-Northeast Florida Section, hereinafter referred to as the “Section,” the name of this organization shall be First Coast Chapter, hereinafter referred to as the “Chapter”.

Section 1.2 – The mission and purpose of this Chapter shall be to:

- Serve as an extension of an ITE Section at a local level;
- Support the overall goals and objectives of ITE;
- Support Section activities and coordinate with the Section in carrying out the Chapter mission and purpose;
- Foster closer association of ITE members;
- Encourage members to share knowledge;
- Consider local transportation issues;
- Collaborate with other local transportation professionals on matters of common interest;
- Present points of view consistent with established ITE policies;
- Support and mentor students and student chapters within the Chapter.

The Chapter shall be exclusively administered and operated to receive, administer, and expend funds for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 1.3 – The Chapter logo shall be developed by the Chapter, following guidance in the “ITE Logos and Specifications.” The authorized use of the ITE International logo shall be determined by ITE’s Executive Director.

Section 1.4 – This corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized for public purposes.

ARTICLE II – MEMBERSHIP

Section 2.1 – Any ITE member who resides within the geographic area designated for the Chapter in its Charter with ITE, and who is in good standing with ITE, shall be a member of the Chapter. Throughout these Bylaws, the term “resides” refers to the individual’s preferred ITE mailing address, at home, place of business, or educational institution.

Section 2.2 – Chapter members shall be entitled to all the privileges of the Chapter except that Student

Members may not vote or hold elective office in the Chapter.

Section 2.3 – Any Chapter member whose ITE membership has been forfeited shall also forfeit membership in the Chapter. Any Chapter member who is placed on inactive status by ITE shall also be placed on inactive status by the Chapter Board. Members will be reinstated to membership in the Chapter only if reinstated to membership in ITE.

ARTICLE III – DUES AND ASSESSMENTS

Section 3.1 – The Chapter may not charge dues.

Section 3.2 – The Chapter may not charge any special assessments.

Section 3.3 – Any member whose ITE dues are more than three months in arrears to ITE shall lose the right to vote. If dues become one year in arrears and their membership is terminated by ITE, by extension their membership to the Chapter is also terminated. Restoration of membership in the Chapter is contingent upon the clearing of arrears and reinstatement of membership by ITE.

Section 3.4 – The Chapter will receive an annual allotment of \$1,000 from the Section for operating costs. The Section will evaluate each special needs request on a case-by-case basis and will either approve or disapprove the request within 30 calendar days from the original application.

ARTICLE IV– OFFICERS AND BOARD

Section 4.1 – The elective officers of the Chapter shall be {at a minimum}: President, Vice President, and Secretary-Treasurer. Officers shall be elected annually for a term of one year and shall take office January 1. No member shall occupy the same elective office of President, Vice President, or Secretary-Treasurer for more than two consecutive terms.

Section 4.2 – The voting members of the Section Board shall consist of the Elective Officers of the Chapter described in *Section 4.1*, the Past President, and Chapter Representative to the Section Board. All members of the Chapter Board must be voting members of the Chapter. No elective officer shall occupy simultaneously more than one office on the Chapter Board and no member shall occupy the same elective office for more than two consecutive terms.

Section 4.3 – One Representative from the Chapter shall serve on the Section Board. This Chapter Representative must be a voting member of their respective Chapter Board. Each Chapter Representative's term of office shall be for a period of 1 year.

Section 4.4 – The Chapter Board shall assign the role of *Chapter Representative to the Section Board* to the Chapter's Past President. In the inability of Past President to attend a meeting, they may choose a proxy in their absence. If a Past President cannot or will not serve this role, the voting members of the Chapter Board will appoint another Chapter Representative.

Section 4.5 – In the event of a vacancy occurring in the office of Chapter President, the unexpired term shall be filled by the Vice President. In the event of a vacancy occurring in any other elective office as per *Section 4.1*, the Chapter Board, at its discretion, may appoint a Board Member to fill the unexpired term

and/or choose to temporarily assign the respective duties of the vacant position among the remaining elected Chapter Board members, or appoint a member who was previously elected to the Chapter Board, to the position.

If a vacancy occurs in the office of Past President, the Past President whose term has most recently expired and who remains a member of the Chapter may fill the unexpired term.

In the event of a vacancy in the office of Chapter Representative, the Chapter Board shall appoint a member who was previously elected to the Chapter Board, to serve as Chapter Representative until the next Chapter election. However, if the Chapter fails to do so within 60 days, the Section Board shall appoint a qualified member from the Chapter to serve out the unexpired term.

Section 4.6 – The Chapter Board shall report the names and contact information of its officers and the beginning and ending dates of their term of office to the Section Board within 30 days after their election or appointment.

ARTICLE V - NOMINATION AND ELECTION OF OFFICERS

Section 5.1 -- The Chapter President shall appoint a Nominating Committee chaired by the immediate Past President of the Chapter.

Section 5.2 – The Nominating Committee shall nominate one or more qualified candidates for each office that is up for election. Written consent to serve in the office if elected, must be received from each person nominated.

Section 5.3 – Elections may be held by written ballot or electronically as prescribed in *Article IX - Voting and Voter Eligibility, Section 9.2*.

Section 5.4 – The timeline for the election of Officers shall be as follows:

Section 5.4.1 – The date of the end of balloting will be determined by the Chapter Board in all instances.

Section 5.4.2 – The Nominating Committee shall transmit its list of nominees and their written consent to serve to the Chapter President who shall immediately transmit it to the Chapter Board at least seventy-five (75) days prior to the end of balloting.

Section 5.4.3 – At least sixty (60) days before the end of balloting, the Chapter shall announce to the voting members of the Chapter a list of the candidates nominated by the Nominating Committee.

Section 5.4.4 – At least thirty (30) days before the end of balloting, the Chapter shall send to each eligible voter a final ballot or electronic message with instructions for voting.

Section 5.4.5 – The votes shall be tabulated within ten (10) days from the end of balloting. The Chapter Board shall be informed immediately, followed by notification to the candidates.

Section 5.5 – The candidate receiving the highest number of votes for each office shall be declared elected. In case of a tie vote, refer to *Article IX - Voting and Voter Eligibility, Section 9.6*.

Section 5.6 – Terms of the elective officers, as per *Article IV - Officers and Board, Section 4.1*, and Chapter

Representatives shall begin on January 1 and expire on December 31.

ARTICLE VI - GOVERNMENT

Section 6.1 – The Chapter President shall preside at meetings of the Chapter and of the Chapter Board. In the absence of the President, the Vice President shall preside at meetings and discharge the President’s duties.

Section 6.2 – Official transaction of business at any Chapter Board meeting requires a quorum. A majority of the Chapter Board shall constitute a quorum. Once a quorum of the Chapter Board is established, the affirmative vote of a majority of the Chapter Board voting members in attendance shall be necessary to take any action. In case of a tie vote, the action is not approved.

Section 6.3 – The Chapter President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 6.4 – The Chapter President, in concurrence with the Chapter Board, shall create committees and appoint chairs as may be desirable, with the approval of the Chapter Board.

Section 6.5 – The Chapter Board may establish a Chapter Administrator position. The Administrator shall have a voice at all meetings of the Chapter Board and should be included in all Board communications but be a non-voting participant of the Board meetings.

Section 6.6 – The membership may, by petition to the Chapter Board, initiate a vote to determine if a Chapter officer shall be removed from office. The petition must include at least 20 percent of the eligible voters in the Chapter. Within 30 days after receipt of the petition by the Chapter Board, the following question shall be submitted to each voting member in the Chapter for vote by secret ballot: "Shall (Name) be removed from the office of (Office)?" Should the affirmative be carried by two-thirds majority, and at least 25 percent of the eligible voters cast ballots, the office shall be declared vacant and the vacancy filled in the manner consistent with these Bylaws.

Section 6.7 – The membership may, by petition to the Chapter Board, initiate a vote to determine if any action of the Chapter Board shall be rescinded. The petition must include at least 20 percent of the eligible voters in the Chapter. Within 30 days after receipt of the petition by the Chapter Board, the petitioned action shall be immediately suspended. The Chapter Board must either rescind the disputed action or within 30 days the following question: "Should the following action of the Chapter Board be rescinded?" must be submitted to the Chapter membership for a vote. Should the positive carry a majority, and at least 25 percent of the eligible voters cast ballots, the Chapter Board action will be rescinded.

Section 6.8 – The Chapter Board should establish and maintain a Chapter Procedures Manual for conducting the business of the Chapter. Such procedures should be in writing and should be contained in a manner available for viewing by members of the Chapter. Procedures may be established or modified by a majority vote of Chapter Board members. Chapter Procedures may not be in violation of the Bylaws. Once established, they should guide the actions of the Board and the Chapter as long as they are applicable.

ARTICLE VII – MEETINGS

Section 7.1 – There should be an organizational meeting of the Chapter Board and its committees to plan the new year’s administrative functions of the Chapter including development of line item budgets, preparation of a calendar of meetings, establishment of committee chairs and discussion of any initiatives or other pertinent matters necessary for the conduct of the Chapter.

Section 7.2 – Technology such as emails and/or telephone or video conference calls may be employed for transacting business and increasing participation of board members at all Chapter Board meetings.

Section 7.3 – The Chapter President may call unanticipated additional meetings of the Chapter Board, via conference call, as need dictates or upon receipt of a petition signed by the majority of the other members of the Chapter Board.

Section 7.4 – There shall be a minimum of two meetings of the Chapter each year, one of which shall be the Annual Business Meeting. The Chapter Board shall set the date, time and place of regular Chapter meetings.

Section 7.5 – Robert's Rules of Order shall govern the conduct of Chapter Board meetings in all cases to which they are applicable and shall not be in conflict with ITE's Constitution, other procedural rules of the Chapter Board, and these Bylaws.

ARTICLE VIII – SECTIONS AND CHAPTERS

Section 8.1 – The Chapter shall support and coordinate with any Student Chapters established within its area.

Section 8.2 – The process by which the Chapter’s Charter may be revoked is in the Section bylaws, Section 8.4.

ARTICLE IX – VOTING AND VOTER ELIGIBILITY

Section 9.1 – Any member of ITE in good standing, excluding student members, shall have voting privileges in the Chapter if they meet the requirements in *Article II-Membership*.

Section 9.2 – Voting for elective positions, amendments to these Bylaws, petitions to amend the Chapter Charter, and other matters so designated by the Chapter Board shall be by secret ballot. The exact methods, written or electronic, used to conduct elections including ensuring secrecy and validation of votes shall be as prescribed and approved by the Chapter Board.

Section 9.3 – The timelines for voting shall be as indicated in *Article V - Nominations and Elections of Officers* and *Article X - Amendments* of these Bylaws.

Section 9.4 – The Chapter President shall appoint a Tellers Committee.

Section 9.5 – Final ballots returned by eligible voters to the designee of the President, or the tabulated electronic results, shall be reviewed by the Tellers Committee. The Tellers Committee shall report the results to the Chapter President.

Section 9.6 – Except as stated elsewhere within these Bylaws, the candidate, resolution, or petition receiving the highest number of votes, through a membership vote, shall be declared elected or approved. In case of a tie vote, the Chapter Board shall make the final decision. In the case of a tied election, the outgoing Chapter Board, excluding any Board member who is a candidate for the position subject to a tie vote, shall select one of the candidates. In the case of amendments, the adoption provisions of *Article X - Amendments* shall apply.

ARTICLE X – AMENDMENTS

Section 10.1 – Proposals to amend these Bylaws may be made by resolution of the Chapter Board or written petition of at least five percent of the voting members of the Chapter.

Section 10.2 – Bylaws of the Chapter may be amended after adoption by an affirmative vote of two thirds of the Chapter Board. Amendments to the Bylaws must be approved by the Section after adoption and shall take effect in accordance with the Chapter Charter. At the Chapter Board’s discretion, the amendment can instead be put up to the full membership for a vote according to the procedures outlined in *Section 10.3*

Section 10.3 – Amendments that are determined to go to a vote of the membership by the Chapter Board must be submitted to the voting membership and shall be on the agenda of the next succeeding Chapter Meeting occurring not less than 30 days subsequently. Such proposals may be amended by majority vote of the members present at the meeting in any manner pertinent to the original proposal. The proposal, in form as amended, shall be submitted within 30 days after the meeting to the qualified voters and voted upon not less than 30 nor more than 45 days after the meeting. An affirmative vote of two thirds of all ballots cast by qualified voters shall be necessary for the adoption of such proposals.

Approved by the Section Board of Central-Northeast Florida
Section of the Institute of Transportation Engineers

Megan Ferguson

Central Northeast Florida ITE Section President

April 21, 2023

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