

**First Coast Chapter Charter**

# ARTICLE I - PREAMBLE

**Section 1.1** - As authorized by the Constitution of the INSTITUTE OF TRANSPORTATION ENGINEERS, INC., hereinafter referred to as “ITE”, Central-Northeast Florida Section, hereinafter referred to as the “Section”, as recorded in the minutes of the Section Board meeting on 12/9/22, and as approved by the International Board of Direction of ITE, hereinafter referred to as the “IBOD” as recorded in the minutes of its meeting on {INSERT DATE}, grants this Charter for the First Coast Chapter of ITE (“FCITE”), hereinafter referred to as the “Chapter.”

**Section 1.2** - This Charter shall be effective beginning 01/01/2023, and shall remain in effect, including any amendments, until rescinded by the Section Board.

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

# ARTICLE II - AREA AND PURPOSE

**Section 2.1 -** The area designated as that of this Chapter shall be the following Florida counties: Nassau, Duval, Clay, St. Johns, Putnam, Alachua, Bradford, Union, Baker, Gilchrist, Suwannee, and Columbia, or as the area shall be established from time to time by the Section Board, or as the area shall be established from time to time as an outcome of amendments to the area designated as the Section by the IBOD.

**Section 2.2 -** To assist in advancing the purposes shown below, this 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. The 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.

**Section 2.3** - This Chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of this Charter, the Bylaws of this Chapter or the Constitution of the Institute of Transportation Engineers, the Chapter shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

**Section 2.4** - No part of the net earnings of this Chapter shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that this Chapter shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes and objects set forth in Article II hereof. No substantial part of the activities of this Chapter shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Chapter shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

**Section 2.5 -** Upon the winding up and dissolution of this Chapter, after paying or adequately providing for the debts and obligations of this Chapter, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has been established as tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

**Section 2.6** - In any taxable year in which the organization is a private foundation as described in Internal Revenue Code 501 the organization shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code 4942, and the organization shall not:

* engage in any act of self-dealing as defined in Internal Revenue Code 4941 (d)
* retain any excess business holdings as defined in Internal Revenue Code 4943 (c)
* make any investments in such manner as to subject the organization to tax under Internal Revenue Code 4944; or
* make any taxable expenditures as defined in Internal Revenue Code 4944 or corresponding provisions of any subsequent Federal tax law.

# ARTICLE III - MEMBERSHIP

**Section 3.1 -** ITE members of any grade who, according to ITE records, are located within the area designated for the Chapter, can be a member of the Chapter.

**Section 3.2 -** The chapter MAY request local corporate sponsorships for activities within their own geography.

**Section 3.3 –** A 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 IV - GOVERNMENT

**Section 4.1 -** The government of the Chapter shall be vested in its officers and representatives who shall constitute a Chapter Board.

**Section 4.2** – The Chapter Board shall manage the affairs of the Chapter in conformity with the provisions of this Charter, the policies and procedures of the Section, actions of the Section Board, the Constitution and policies of ITE, and the actions of the IBOD. the Constitution and policies of the Institute, and the actions of the International Board of Direction.

**Section 4.3** – Upon the adoption of this charter, the existing Chapter Board shall adopt bylaws that set forth the governance and administration of the Chapter in accordance with this charter.

**Section 4.4 -** The Chapter bylaws shall set forth the structure of the Chapter Board in accordance with this Charter and providing the manner of nominating and electing Chapter officers and representatives and shall specify their terms of office.

**Section 4.5** – The Chapter bylaws shall establish methods of amending bylaws, and such other matters as the Chapter may desire, provided such bylaws do not conflict with this Charter, the policies and procedures of the Section, actions of the Section Board, the Constitution, and policies of ITE, and the actions of the IBOD.

**Section 4.6** - The bylaws of the Chapter may be adopted and amended after adoption by an affirmative vote of two-thirds of the Chapter Board. At the Chapter Board’s discretion, the amendment can be put up to the full membership for a vote in accordance with the voting procedures established in the bylaws.

**Section 4.7** - Bylaws or amendments to the bylaws of the Chapter shall take effect thirty days after being filed with the Section Board. At any time the Section Board may annul or amend any part of the Chapter’s bylaws which it considers to be contrary to the Chapter Charter, or Constitution or the best interests of the Institute by giving notice in writing to the Chapter.

# ARTICLE V - RELATION OF CHAPTER TO SECTION AND ITE

**Section 5.1** - The Chapter shall not speak for the Section or ITE unless authorized in the particular matter by the Section Board, District Board, or the IBOD, respectively. The Chapter may speak for itself on matters pertinent to its geographical area.

**Section 5.2** - Chapters are encouraged to develop relationships with other not for profit associations at the same level in which the Chapter operates in the development of meetings and educational programs for ITE members. The Chapter should not enter into any formal partnerships or agreements, with either national or international organizations, without consent from the ITE International Executive Director.

**Section 5.3** – The Chapter shall submit a written annual report to the Section Board each year. The report shall include a summary of the Chapter’s activities for the previous year.

**Section 5.4** - The Section, District, and ITE will not be responsible for debts contracted by the Chapter. No dues will be required to be paid by the Chapter to ITE or the Section.

# ARTICLE VII - AMENDMENT OF CHARTER

**Section 7.1** – The Chapter will be notified in writing by the Section Board of any proposed amendment to, or withdrawal of, this Charter so that the Chapter may have an opportunity for a hearing before the Section Board concerning the proposed amendment or withdrawal. The amendment with or without change shall be submitted by the Section Board to the District Board, then to the IBOD for approval and shall become effective on the date determined by the Section Board.

**Section 7.2** - The Chapter may petition the Section Board to amend this Charter or rescind withdrawal action. The Section Board shall meet and act on the petition within six (6) months of its receipt. If the petition is approved, the Section Board shall then petition the IBOD for approval of the proposed amendment. The District Board, then the IBOD shall act on this petition in the same manner as provided for amending the Section Charter. Amendments to the Chapter Charter initiated by petition from the Chapter shall become effective upon approval by the Section Board, then by the District Board, then by the IBOD.

**Section 7.3** - This charter will be sunset at point in time the Chapter is elevated to a Section, or they are re-issued a Chapter Charter.

Subscribed for the Section Board of Central and Northeast Florida (CNFL) Section of the

Institute of Transportation Engineers



\_\_Arjun Chauhan\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_12/12/2022

{Section President’s signature} {Date}

ITE CNFLITE Section President