

**BYLAWS
GEORGIA SECTION
INSTITUTE OF TRANSPORTATION ENGINEERS, INC.**

ARTICLE 1 NAME

Section 1.1 The name of this non-profit Corporation is Georgia Section, Institute of Transportation Engineers, Inc. It is hereinafter referred to in these Bylaws as the Section.

ARTICLE II MEMBERSHIP

Section 2.1 Classes. There shall be three classes of membership as described below: Members, Life Members, and Section Affiliates.

- A. Members of the Section shall consist of those INSTITUTE OF TRANSPORTATION ENGINEERS, INC., hereinafter referred to as the Institute, Members as specified in the 1988 Charter of the Georgia Section of the Institute of Transportation Engineers, hereinafter referred to as the Charter.

- B. Life Membership eligibility is determined by the International Institute of Transportation of Engineers, Inc. Reference International Institute of Transportation Engineers, Inc. Constitution: Article II, Sec. 11 regarding eligibility for Life Membership.

- C. Approval of Section Affiliates shall be by majority vote of the Section's Board of Directors, hereinafter referred to in these Bylaws as the Board. Persons who meet the following qualification may be affiliated with the Section as Section Affiliates:
 - 1. Engineers in the transportation profession who lack sufficient experience for Institute membership or who are in the process of applying for such membership, and persons engaged in sub-professional transportation engineering work.

 - 2. Professionals in related fields who by virtue of stature or official position are in a position to contribute to the work of transportation engineers.

3. Persons engaged in commerce or industry who have an interest in the profession, are in a position to work with and assist transportation engineers, and are in frequent contact with them.

Section 2.2 Voting Rights. Each Member and Section Affiliate of the Section shall have the right to vote on all matters to be voted on by the membership except as specified in these Bylaws.

Section 2.3 Other Rights and Privileges. All Members and Section Affiliates shall receive Section publications, shall have the privilege of attending the Section's meetings, and shall enjoy such other rights and privileges not inconsistent with these Bylaws as the Board may from time to time confer.

Section 2.4 Applications. Any individual desiring to become a Member or Affiliate of the Section shall apply to do so, on forms to be approved and supplied by the Board for that purpose. Applications must be accompanied by the dues required for the first year of membership, as established by the Board under the authority of section 2.5 of this Article.

Section 2.5 Dues. The Board shall establish, and may change from time to time, the amounts of dues required to be paid by members. Members and Section Affiliates whose dues are more than ninety (90) days in arrears shall be suspended pending payment. Members and Section Affiliates whose dues are not paid before the end of the year for which they were due shall have their Section membership terminated.

ARTICLE III RESIGNATION AND EXPULSION

Section 3.1 Membership in the Section shall terminate upon the resignation of a Member or Section Affiliate, upon his or her termination for failure to pay dues, or upon his or her expulsion from membership for violation of the Bylaws or commission of any act injurious to the reputation and standing of the industry or the Section.

Section 3.2 Any Member or Section Affiliate whose Section dues are more than ninety (90) days in arrears shall have his or her membership suspended from the Section, and will be charged non-member fees for Section activities.

Section 3.2 Any Member or Section Affiliate whose Section dues are more than one year in arrears shall be dropped from the Section.

- Section 3.3 Any Member whose Institute membership has been forfeited or put on inactive status shall have the same status in regards to Section membership.
- Section 3.4 A Section Affiliate shall forfeit affiliation with the Section without prejudice if by reason of change in occupation or profession the Section Affiliate shall cease to be in contact regularly and frequently with the transportation engineering profession and its engineers.
- Section 3.5 Expulsion. No member shall be expelled, except upon written recommendation by the Board after a hearing at which the member whose expulsion is being recommended was given an opportunity to be heard in his or her own defense. Expulsion shall be upon a two-thirds vote of the regular members of the Section present and voting at a duly constituted meeting held not less than thirty (30) days after the mailing of the Board's recommendation, at which the member whose expulsion is being recommended shall receive an opportunity to be heard in his or her own defense.
- Section 3.6 Forfeiture. Upon resignation or expulsion from the Section, any and all rights and privileges of membership, and any interest in the property or other assets of the Section, shall be forfeited.
- Section 3.7 Liability for dues. Resignation, suspension, or expulsion from membership shall not relieve an individual from liability for any unpaid dues or other duly assessed fees or charges.

ARTICLE IV BOARD OF DIRECTORS

- Section 4.1 The Board shall be comprised of the Officers, the living Immediate Past President, the Section Representative(s) to the Southern District Board and the Affiliate Director. Section Affiliates may only serve on the Board as Affiliate Director. The terms of the Officers and Affiliate Director shall be one (1) year, commencing after the Annual Business Meeting. No Officer or Affiliate Director can serve in the same office for more than one full term except where the Officer or Affiliate Director served the unexpired term of another person.
- Section 4.2 General Powers. The property, affairs, and business of the Section shall be managed and controlled by the Board. The Board may by general resolution delegate to Officers of the Section and to committees such powers as provided for in these Bylaws.
- Section 4.3 Officers.

- A. Officers of the Section shall be a President, a Vice President, and a Secretary-Treasurer.
- B. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.
- C. President.
 - 1. The President is the Chief Executive Officer of the Section and has ultimate responsibility for all Section activities and actions. The President is the elected "team" leader of the Section. It is the duty of the President to determine the course of action the Section will take during the year.
 - 2. The President must be a "Member" of the Section.
 - 3. The President may sign any bonds, contracts, or other instruments, and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board.
 - 4. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Section, provided such steps do not exceed the scope of authority granted him by the Bylaws.
 - 5. The President shall preside at meetings of the Section and the Board.
 - 6. The President shall be an ex-officio member of all committees, except the Nominating Committee.
 - 7. The President shall appoint all committees.
- D. Vice President.
 - 1. The Vice President shall perform such duties as may be assigned by the President.
 - 2. The Vice President, in the absence of the President, shall preside at meetings and discharge the President's duties.
 - 3. The Vice President must be a Member of the Section.

E. Secretary-Treasurer.

1. The Secretary-Treasurer is the financial officer and record keeper of the Section.
2. The Secretary-Treasurer shall be responsible for all funds and securities of the Section; receive and give receipts for monies due and payable to the Section from any source whatsoever and deposit all such monies in the name of the Section in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President.
3. The Secretary-Treasurer shall be responsible for the administration and oversight of the Section's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments.
4. The Secretary-Treasurer shall keep the minutes of the meetings of the Board and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Section and see that the seal of the Section is affixed to all documents, the execution of which on behalf of the Section under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Board Member which shall be furnished to the Secretary-Treasurer by such Board Member; and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President
5. The Secretary-Treasurer must be a Member of the Section.
6. The President with approval of the Board may appoint a Member as Comptroller to assist the Secretary-Treasurer in the undertaking of the duties as described in Section 4.3.E.2 and Section 4.3.E.3. The President with the approval of the Board may appoint a Member

or Section Affiliate to perform limited financial actions for special events such as the Summer Seminar.

7. The President with approval of the Board may appoint a Member or Section Affiliate as Clerk to assist the Secretary-Treasurer with keeping minutes of the meetings of the Board.

Section 4.4 Section Representatives shall represent the Section on the Southern District Board. Their number, length of term, and date of office are as specified in the Southern District Bylaws. They shall be elected by the Section at large. Section Representatives must be Members of the Section.

Section 4.5 The Affiliate Director shall represent the interests of the Section Affiliates on the Board, and encourage the full participation of Section Affiliates in the Section's activities. The Affiliate Director must be a Section Affiliate.

Section 4.6 Should the office of President become vacant, the unexpired term shall be filled by the Vice President. Should any other office become vacant the Board shall elect a Member to fill the unexpired term.

Section 4.7 Election. The Nominating Committee shall solicit nominations from the membership for the respective offices. The committee shall choose a candidate or candidates to run for the respective offices from the nominations submitted and other qualified Members or Section Affiliates as the committee deems appropriate. The Nominating Committee shall nominate at least one qualified Member for the offices of President, Vice President, Secretary-Treasurer, and Section Representative, and at least one Section Affiliate for the office of Affiliate Director. All nominees must be residents of Georgia. Board Members shall be elected by a majority of votes cast by secret ballot by Members or Section Affiliates either before or at the Annual Meeting.

Section 4.8 Terms. The Board Members shall serve a one-year term. Board Members may succeed themselves in office only after completing the unexpired term of another person.

Section 4.9 Resignation. Any Board Member may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

- Section 4.10 Removal. The vote of a majority of the number of the Board Members established by these Bylaws shall be required to remove a Board Member from office prior to the expiration of the term for which that Board Member has been elected.
- Section 4.11 Vacancies. The Board shall elect a Member, or Section Affiliate in the case of the Affiliate Director, to fill the unexpired term of a Board Member.
- Section 4.12 Meetings.
- A. The Board shall provide by resolution the time and place for the holding of the Annual Meeting.
 - B. Special meetings of the Board may be called by the President, or by a majority of the voting Board Members then in office, who may fix any place as the place for holding any special meeting.
- Section 4.13 Notice. Notice of the Annual Meeting or any special meeting of the Board shall be given at least fourteen days prior thereto. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice unless specifically required by law or by these Bylaws.
- Section 4.14 Quorum. The presence of a majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.
- Section 4.15 Manner of Acting. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. Board Members may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other, or may vote by mail or e-mail ballot.
- Section 4.16 E-Mail Balloting. Only the President can call for an e-mail vote. The Board may by general resolution specify the procedures for conducting an e-mail vote.
- Section 4.17 Informal Action. Any action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board Members.

Section 4.18 Compensation. Board Members shall not receive any stated salaries for their services as such, but by resolution of the Board expenses of attendance may be allowed for attendance at designated meetings; however, nothing herein contained shall be construed to preclude any Board Member from serving the Section in any other capacity and receiving reasonable compensation therefor.

ARTICLE V MEETINGS

Section 5.1 Regular and special meetings of the Section shall be held as determined by the Board, but not less than one meeting a year shall be held. No action affecting the Section shall be taken at any special meeting unless written notice concerning the matter has been sent to all Members and Section Affiliates at least fourteen days in advance.

Section 5.2 An Annual Meeting of the Section shall be held at a time and place selected by the Board, at which a report of the financial condition of the Section shall be made by the Secretary-Treasurer. Committee reports and reports by the President may be made at any meeting.

Section 5.3 Installation ceremonies of Officers, Affiliate Director, Past President, and Section Representatives shall be held at the Annual Meeting.

ARTICLE VI VOTING AND VOTING ELIGIBILITY

Section 6.1 Voting for Officers, Section Representatives, Affiliate Director, amendments to these Bylaws, and petitions to amend the Charter shall be by secret ballot.

Section 6.2 Members are eligible to vote for President, Vice President, Secretary / Treasurer, and Section Representatives only.

Section 6.3 Section Affiliates are eligible to vote for Affiliate Director only.

ARTICLE VII COMMITTEES

Section 7.1 Authority.
A. The President by resolution adopted by a majority of the Board may designate and appoint one or more committees

of its Members and Section Affiliates, each of which shall consist of one or more persons. These committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Section; provided, however, that no such committee shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Board Member of the Section; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Section; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Section; authorizing the voluntary dissolution of the Section or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Section; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Board Member of any responsibility imposed upon it or him/her by law.

- B. Other committees not having and exercising the authority of the Board in the management of the Section may be designated and appointed by the President. Membership on such committees need not be limited to Board Members.

Section 7.2 Term. Each member of a committee shall continue as such until the next Annual Meeting of the Board and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 7.3 Chairman. One member of each committee shall be appointed chairman by the President.

Section 7.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.5 Manner of Acting. Unless otherwise provided in the resolution of the President designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present

shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- Section 8.1 Contracts. The Board may authorize any Officer or Officers, agent, or agents of the Section in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Section and such authority may be general or confined to specific instances.

- Section 8.2 Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Section, shall be signed by such Officer or Officers, agent, or agents of the Section and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Secretary-Treasurer

- Section 8.3 Deposits. All funds of the Section shall be deposited from time to time to the credit of the Section in such banks, trust companies, or other depositories as the Board may select.

- Section 8.4 Funds. The Board may accept on behalf of the Section any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Section.

ARTICLE IX BOOKS AND RECORDS

- Section 9.1 The Section shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board.

ARTICLE X FISCAL YEAR

- Section 10.1 The fiscal year of the Section shall begin on the first day of January and end on the last day of December.

ARTICLE XI SEAL

- Section 11.1 The Board shall provide a corporate seal which shall be in a form selected by a resolution of the Board.

ARTICLE XII INDEMNIFICATION

Section 12.1 Any present or former Board Members or employee of the Section, or other such persons so designated in the discretion of the Board, or the legal representative of such person, shall be indemnified by the Section against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Board Member or employee serving or having served the Section, except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

ARTICLE XIII PROCEDURE

Section 13.1 The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Section where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XIV AMENDMENTS TO BYLAWS

Section 14.1 Proposals to amend these Bylaws or to petition amendment to the Charter may be made by resolution of the Board or by petition signed by at least five percent (5%) of the voting Members.

Section 14.2 Proposed amendments to these Bylaws shall be submitted to the eligible membership and shall be placed on the agenda of the next regular meeting. Such proposed amendments may be further amended in any manner pertinent to the original amendment by a two-thirds vote of Members and Section Affiliates in attendance at that Business Meeting, provided that the total number voting is not less than a majority of the voting membership in attendance. The amendment as originally proposed or as amended at this meeting shall be submitted as prescribed in Section 14.2 of these Bylaws within twenty (20) days of the meeting and canvassed within forty-five (45) days following such submission by three tellers appointed by the President.

Section 14.3 An amendment to these Bylaws shall be adopted if an affirmative vote of the majority of all ballots cast is received.

Section 14.4 Adopted Amendments to these Bylaws shall take effect after they have been filed with the Southern District Board and with the International Board of Direction, in accordance with the Charter. If amended by the Southern District Board and such amendments are acceptable to the Section's Board, the Bylaws so amended shall take effect without further action by the Members and Section Affiliates.