

**TRANSPORTATION AND DEVELOPMENT INSTITUTE  
OF THE  
AMERICAN SOCIETY OF CIVIL ENGINEERS**

**BYLAWS**

**ARTICLE 1. GENERAL**

**1.0 Name.** The name of this Institute shall be Transportation and Development Institute (hereinafter referred to as the "Institute or T&DI") of the American Society of Civil Engineers (hereinafter referred to as the "Society").

**1.1 Objective.** The Objective of this Institute shall be to advance knowledge and practice in sustainable transportation and development.

**ARTICLE 2. MEMBERSHIP**

**2.0 Membership Qualifications.** Membership in the Institute shall be open to any Society member in good standing as well as to other persons and organizations interested in advancing the objective of the Institute.

**2.1 Membership Categories.** The Membership Categories shall be differentiated as Individual Member and Group Member.

**2.1.1 Individual Member.** Individual Member applies to a single person joining the Institute and shall be open to individuals involved in policies, programs and projects related to the interests of the Institute. There are five (5) Individual Member classifications within the Institute.

**2.1.1.1 Student Member.** Individuals who are undergraduate or graduate students enrolled in an engineering or technology degree program with an interest in the Institute's focus.

**2.1.1.2 Member.** Any Society member in good standing interested in advancing the objective of the Institute.

**2.1.1.3 Institute-only Member.** Any person who is not a member of the Society and who is interested in advancing the objective of the Institute.

**2.1.1.4 T&DI Fellow.** The Institute may award Fellow membership to an Individual Member based on accomplishments, achievements or scholarship, as recognized by the Board.

**2.1.1.5 T&DI Honorary Member.** The Institute may award honorary membership to an Individual Member with exemplary service to the Institute and the profession, as recognized by the Board of Governors.

**2.1.2 Group Member.** There are two (2) Group Member classifications within the Institute. A Group Member shall designate qualified individuals to become Individual Members of the Institute. The number of Individual Members shall be as defined in the T&DI Operating Procedures.

**2.1.2.1 Organizational Member.** Organizational Member shall apply to associations, government agencies, or corporations engaged in the interests of the Institute. Organizational Member does not imply that all members of the organization are members of the Institute.

**2.1.2.2 Sustaining Member.** A Sustaining Member shall apply to associations, government agencies, or corporations engaged in the interests of the Institute. Sustaining Member does not imply that all members of the organization are members of the Institute.

**2.1.3 Member Participation.** With the exception of Student Members, Individual Members in good standing may be appointed to and participate on Institute committees and may vote on all Institute procedural issues and elections put forth to the Institute membership.

**2.1.4 Non-Member Participation.** Non-members of the Institute may participate on Institute Committees and Task Committees but may not serve as a Committee or Task Committee chair. Non-members of the Institute may not vote on Institute procedural issues or in elections. At the discretion of the Board of Governors, non-members of the Institute may serve on the Institute Standards Committees as voting members.

## **ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS**

**3.0 Code of Ethics.** All members of the Institute and non-member participants shall be familiar with the Society's Code of Ethics and bound by its provisions.

**3.1 Separations from Institute Membership.** Institute membership shall be terminated by (a) death of the member, (b) nonpayment of dues, (c) resignation, or (d) expulsion.

**3.1.1 Nonpayment of Dues.** Institute membership shall terminate in the event the Institute member's dues become twelve (12) months in arrears.

**3.1.2 Resignations.** Any member of the Institute may tender resignation of Institute membership. Separation from Institute membership shall be effective upon receipt of notification or upon acceptance by the Board of Governors for resignations received while under investigation for Code of Ethics violations.

**3.1.3 Expulsion.** Any member of the Institute may be expelled for conduct in violation of the Institute Bylaws or the Society's Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure or Code of Ethics, as applicable, or for conduct which, in the opinion of the Board of Governors, is improper and prejudicial to the best interest of the Society or the Institute. Except for cases under the purview of the Society's Committee on Professional Conduct, a decision to expel shall be preceded by a fair hearing at a meeting of the Board of Governors.

**3.1.3.1 Separation Procedures.** Separation from membership in the Institute and disciplinary proceedings shall generally follow the procedures outlined in the Society's Bylaws. For cases not under the purview of the Society's Committee on Professional Conduct, the Board of Governors acts on behalf of the Institute. Decisions of the Board of Governors shall not be open to appeal except in cases involving a recommendation to expel a Society member, in which cases appeal may be made to the Society Board of Direction, whose decision is final.

Cases involving Society members accused of violating the Society's Code of Ethics shall be referred to the Society Committee on Professional Conduct for determination on behalf of the Institute as provided in the Society's Bylaws.

## **ARTICLE 4. FEES AND DUES**

**4.0 Dues Year.** The Institute's dues year is from January 1 through December 31.

**4.1 Right to Levy Fees and Dues.** The Board of Governors shall establish member dues.

**4.2 Obligation to Pay.** In advance of January 1, every Institute member shall be obligated to pay the fees and dues established by the Board of Governors. An individual or group joining the Institute after the last day of June in any calendar year shall pay one-half (1/2) of the Annual Dues for that calendar year. An individual who is advanced from any grade to a higher grade in the Institute shall pay the Annual Dues of the higher grade, effective the next Institute membership year.

**4.2.1 Good Standing.** An Institute member whose obligation to pay is current shall be an Institute member in good standing.

**4.3 Statements.** Not later than December 1 each year, the Institute shall distribute to each Institute-only member, at the latest address known to the Institute, a statement of current indebtedness, if any, of the Institute member and the amount of dues for the ensuing calendar year.

**4.4 Abatement of Dues.** The Board of Governors, for cause deemed by it to be sufficient, may excuse any Institute member from the payment of Annual Dues, temporarily or permanently; may excuse the whole or any part of the dues which may be in arrears; and may remove any name from the list of those permanently excused from the payment of dues.

**4.5 Refunds.** There shall be no refund of dues remitted.

**4.6 Delinquency.** Any Institute member who is not in good standing may forfeit rights and privileges of membership as determined by the Board of Governors.

## **ARTICLE 5. MANAGEMENT**

**5.0 Board of Governors.** The affairs, activities, and concerns of the Institute shall be under the direction of a Board of Governors (hereinafter the "Board"). The Board shall manage the affairs for the Institute. The Board has fiduciary, legal and strategic responsibilities, focuses on continuous strategic planning, determines desired outcomes, develops and approves policy imperatives to guide operations, and ensures that the Institute uses these policies to work toward meeting its objective.

**5.1 Composition.** The Board of Governors shall have eight (8) voting members as follows: four (4) Officers; two (2) At-Large Governors appointed by the Board; one (1) Younger Member Governor appointed by the Board; and one (1) Governor who shall be appointed by the Society's Board of Direction.

**5.2 Institute Director.** The Institute Director, who shall serve as Secretary, shall be a non-voting attendee of the Board. The Institute Director shall be employed by the Society and is subject to Society employment rules. The Institute Director will be reviewed annually by the Society's Executive Director, or his or her designee, after input from the Past President of the Board. The Institute Director is appointed, and can be removed, with or without cause, by the Executive Director of the Society after consultation with the Board of the Institute.

The Institute Director shall retain independent contractors and other suppliers and agents, subject to direction by the Board. The Institute Director shall comply with policies and procedures of the Society, which shall be applicable to and binding on the Institute.

**5.3 Financial Management.**

**5.3.1 Fiscal Year.** The fiscal year of the Institute shall be from October 1 through September 30.

**5.3.2 Annual Budget.** The Institute annual budget shall be approved by the Board and be in accordance with guidelines established by the Society's Board of Direction. The Society's Board of Direction shall review and approve the budget prior to the start of each fiscal year.

**5.3.2.1 Unbudgeted Expenses.** The Institute Board shall be notified of any changes to the budget, any expenditure in excess of budgeted amounts, or expenditures for unbudgeted items.

**5.4 Assets.** All assets held by or for the Institute are vested in the Society and shall be handled according to the Society's fiscal policies.

**5.5 Fiscal Responsibility.** The Board, with due responsibility to the Society's Board of Direction, shall oversee the funds and assets of the Institute and shall direct the Institute Director in their management. Neither the Institute nor any individual Governor, Officer, member, or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way financially bind the Society.

**5.6 Revenues.** The Institute may raise revenue by means other than fees and dues, provided such means are consistent with the Society policy and maintain the Society's tax-exempt status. Any proposed solicitations, and the proposed acceptance of any grant or donation which contains any restriction, shall first be submitted to and approved by the Society Executive Director, as permissible. The Society Executive Director shall investigate and notify the Institute of his or her determination, including any restrictions or modifications on which approval is conditioned.

**5.7 Institute Reserves.** The Society shall create a general reserve fund when Institute revenues exceed Institute expenditures. The Institute shall control this reserve fund and shall use funds from this reserve for programs and activities of the Institute.

**5.8 Records.** The books and accounts of the Institute shall be kept by the Institute Director.

**5.9 Reporting.** Within ninety (90) days from the close of each fiscal year, the Institute Director shall provide to the Board a full and correct statement of the affairs of the Institute, including but not limited to, a balance sheet and fiscal statement of operations for the preceding year.

**5.10 Audit.** The Institute Director shall procure annually an external audit of the books and records of the Institute. Such audit may be performed in conjunction with the Society annual audit. The books and records shall be made available to the Society Treasurer or his or her representative upon reasonable notice.

## **ARTICLE 6. OFFICERS AND GOVERNORS**

**6.0 Officers.** The elected Officers of the Institute shall be the President, Vice-President, Past-President continuing to be a member of the Board, and Treasurer. The Institute Director shall serve as Secretary.

## **6.0.1 President.**

**6.0.1.1 Qualifications.** The President shall be a voting Institute member in good standing and shall have served on the Board.

**6.0.1.2 Term.** The President shall serve a one (1) year term and assume the office immediately following the conclusion of a term as Vice-President. After serving one (1) full term, the President shall be ineligible for re-election to the same office.

**6.0.1.3 Vacancy.** A vacancy in the office of President shall be filled for the unexpired portion of the term by a qualified member of the Board, as determined by the Board at the time of the vacancy.

**6.0.1.4 Compensation.** The President does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

**6.0.1.5 Duties.** The President shall preside at meetings of the Board and Business Meetings of the Institute. The President may call special meetings of the Board or of the members as may be deemed proper. The President shall be empowered to nominate, subject to approval of the Board, chairpersons and members for those committees and task committees deemed necessary for the effective functioning of the Institute. The President, or the appointed designee, shall attend regular and special meetings of the Society Board of Direction and report at such meetings, if requested to do so. The President shall make available to the membership an annual report for the preceding fiscal year within one hundred and twenty (120) days of the conclusion of the subject fiscal year.

## **6.0.2 Vice-President.**

**6.0.2.1 Qualifications.** The Vice-President shall be a voting Institute member in good standing and shall have completed one (1) full term of service on the Board as Treasurer.

**6.0.2.2 Term.** The Vice-President shall serve a one (1) year term and assume the office immediately following conclusion of a term as Treasurer. After serving one (1) full term, the Vice-President shall be ineligible for re-election to the same office.

**6.0.2.3 Vacancy.** A vacancy in the office of Vice-President shall be filled for the unexpired portion of the term by a qualified member of the Board, as determined by the Board at the time of the vacancy.

**6.0.2.4 Compensation.** The Vice-President does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

**6.0.2.5 Duties.** The Vice-President shall act in place of the President when the President is not available. The Vice-President shall also serve as the vice-chair and attend all meetings of the Board and Business Meetings.

### **6.0.3 Past President.**

**6.0.3.1 Qualifications.** The Past President shall be a voting Institute member in good standing and shall have served a term as President.

**6.0.3.2 Term.** The Past President shall serve a one (1) year term immediately following the conclusion of a term as President. A Past President may be recalled to serve as needed.

**6.0.3.3 Vacancy.** A vacancy in the office of Past President shall be filled by the most recent available Past President who is available and willing to serve.

**6.0.3.4 Compensation.** The Past President does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

**6.0.3.5 Duties.** The Past President shall attend all meetings of the Board and Business Meetings and perform such other duties as may be assigned from time to time by the President. The Past President shall chair the Awards and Membership Committees and shall serve as a member of the Nominating Committee.

### **6.0.4 Treasurer.**

**6.0.4.1 Qualifications.** The Treasurer shall be a voting Institute member in good standing for a period of at least one (1) year at the time of election.

**6.0.4.2 Term.** The Treasurer shall serve a one (1) year term, which shall commence on October 1 and continue until a successor is installed. After serving one (1) full term, the Treasurer shall be ineligible for re-election to the same office.

**6.0.4.3 Vacancy.** A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by a qualified member of the Institute as determined by the Board at the time of the vacancy.

**6.0.4.4 Compensation.** The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society

**6.0.4.5 Duties.** The Treasurer shall monitor the general funds of the Institute, shall oversee all transactions of the Institute and shall provide an annual financial report to the Board. The Treasurer shall attend all meetings of the Board and Business Meetings.

## **6.0.5 Secretary.**

**6.0.5.1 Qualifications.** The Institute Director shall serve as Secretary.

**6.0.5.2 Term.** The term of the Secretary coincides with the term of employment of the Institute Director.

**6.0.5.3 Vacancy.** A vacancy in the office of Secretary shall be filled by the Society's Executive Director in consultation with the Institute Board.

**6.0.5.4 Compensation.** The Secretary shall be compensated by the Society for duties performed as the Institute Director.

**6.0.5.5 Duties.** The Secretary shall attend all meetings of the Board and serve as Secretary at all meetings of the Institute, except for Executive Sessions for which the Secretary may or may not be invited by the Board to attend. The Secretary shall be responsible for all correspondence of the Board and shall give notice of, and keep minutes of all meetings of the Board.

**6.1 Appointed Institute Governors.** There shall be two (2) At-Large Institute Governors appointed by the Board; one (1) Younger Member Institute Governor appointed by the Board; and one (1) Society appointed Institute Governor. The four (4) appointed Institute Governors shall perform all duties required by law and the Institute's governing documents, and those duties incident to the office or as may be assigned.

### **6.1.1 At-Large Institute Governors.**

**6.1.1.1 Qualifications.** The At-Large Institute Governors shall be any voting Institute member in good standing for a period of at least one (1) year at the time of appointment.

**6.1.1.2 Term.** The term of the At-Large Institute Governors shall be two (2) years and commence on October 1. The At-Large Institute Governors may be reappointed to serve one (1) additional term. An At-Large Institute Governor is eligible to serve as an Elected Institute Governor upon completion of their term of appointment.

**6.1.1.3 Vacancy.** A vacancy in an At-Large Institute Governor position shall be filled for the unexpired portion of the term by appointment of the remaining Board members.

**6.1.1.4 Compensation.** At-Large Institute Governors do not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

**6.1.1.5 Duties.** At-Large Institute Governors represent the Institute's best interests as a member of the Board. At-Large Institute Governors help monitor and steer the Institute toward its goals. At-Large Institute Governors may also serve on Board committees, task committees, and/or in other roles as assigned.

## **6.1.2 Younger Member Institute Governor.**

**6.1.2.1 Qualifications.** The Younger Member Institute Governor shall be an individual thirty-five (35) years of age or younger at the time of appointment and be an Institute member in good standing for a period of at least one (1) year at the time of appointment by the Board.

**6.1.2.2 Term.** The term of the Younger Member Institute Governor shall be two (2) years and commence on October 1. The Younger Member Institute Governor is not eligible for reappointment. The Younger Member Institute Governor is eligible to serve as an Elected Institute Governor upon completion of their term of appointment.

**6.1.2.3 Vacancy.** A vacancy in the Younger Member Institute Governor position shall be filled for the unexpired portion of the term by appointment of the remaining Board members.

**6.1.2.4 Compensation.** The Younger Member Institute Governor shall not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

**6.1.2.5 Duties.** The Younger Member Institute Governor represents the Institute's best interests as a member of the Board. The Younger Member Institute Governor helps monitor and steer the Institute toward its goals. The Younger Member Institute Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

## **6.1.3 Society Institute Governor.**

**6.1.3.1 Qualifications.** The Society Institute Governor shall be a voting Institute and Society member in good standing for a period of at least one

(1) year at the time of appointment. The Society Institute Governor shall be appointed by the Board of Direction upon recommendation of its President or President-elect.

**6.1.3.2 Term.** The term of office of the Society Institute Governor shall be one (1) year. The Society Institute Governor may be reappointed to successive one (1) year terms but shall not exceed four (4) years of total service. The Society Institute Governors is eligible to serve as an Elected Governor upon completion of their term of appointment.

**6.1.3.3 Vacancy.** A vacancy in the Society Institute Governor position shall be filled for the unexpired portion of the term by the Board of Direction, upon recommendation of the President or President-elect.

**6.1.3.4 Compensation.** The Society Institute Governor shall not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

**6.1.3.5 Duties.** The Society Institute Governor represents the Institute's best interests as a member of the Board and serves as a liaison to the Society's Board of Direction. The Society Institute Governor helps monitor and steer the Institute toward its goals. The Society Institute Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

**6.2 Removal from Office.** The incapacitation of any Institute Officer or Institute Governor, neglect in the performance of the duties of the office, or failure to remain an Institute member in good standing, may be grounds for removal from the Board. An Institute Officer or Institute Governor may be removed from office by a two-thirds (2/3) majority vote of the Board and concurrence of the Society's Board of Direction. The vacancy shall be filled in accordance with applicable provisions of the Institute Bylaws.

**6.2.1 Absences from Meetings of the Board of Governors.** In the event of absence of an elected or appointed Institute Governor from two (2) consecutive meetings of the Board, the Governor shall be automatically removed from the Board at the conclusion of such second meeting, unless retained by the majority vote of the Board before the conclusion of such second meeting.

## **ARTICLE 7. NOMINATIONS AND ELECTIONS**

**7.0 Address of Record.** The mailing address designated by the Institute member, except an APO or other temporary address, shall be considered as the Address of Record unless the Institute member instructs otherwise.

**7.1 Candidate.** A Candidate is a qualified Institute Member who is pursuing or considering the pursuit of an elected office within the Institute.

**7.2 Nominee.** A Nominee is a Candidate who has received the nomination of a Nominating Committee, or who has submitted a validated petition for nomination to the Chair of the Nominating Committee.

**7.3 Composition of Nominating Committee.** The Nominating Committee shall consist of the current President, and the three (3) most recent Past-Presidents available and willing to serve. The individual who has been Past-President of the Institute for the longest time shall serve as chair. No Candidate for office shall be a member of the Nominating Committee.

**7.4 Nominations.**

**7.4.1 Potential Candidate Pool.** The Nominating Committee shall solicit Candidates from the general membership of the Institute and Institute Organizational Entities for the positions to be filled. Candidates may also be proposed for consideration by members of the Nominating Committee.

**7.4.2 Declaration of Intent to Serve.** No later than February 1 of the year in which the election is to be held, Candidates shall submit to the Secretary a signed letter indicating acceptance and willingness to serve if elected or appointed, as well as biographical, occupational and geographical information in a format prescribed by the Secretary.

**7.5 Nominating Committee Procedure.** Candidates for office shall be fully informed by the Nominating Committee of the duties and requirements of the office being considered. The Nominating Committee shall refer to the T&DI Operating Procedures for nominating guidelines. The Nominating Committee shall submit to the Board a list of one (1) or more Candidate names for each of the open positions.

**7.6 Nomination by Board of Governors.** The Board may nominate one (1) or more of the Candidate(s) submitted by the Nominating Committee; or nominate one (1) or more additional Candidate(s) from the declared Candidate pool; or nominate one (1) or more Candidates from the declared Candidate pool in lieu of the Candidate(s) submitted by the Nominating Committee, for each open position. The nominated Candidate(s) shall be identified as Official Nominees.

**7.7 Announcement of Official Nominees.** The Official Nominee(s) shall be announced to the membership in an official Institute publication or other appropriate means, including the Internet, not later than March 15.

**7.8 Petition to Election Ballot.** Declared Candidates who were not selected as Official Nominees may pursue election by petition. The signatures of at least one hundred and fifty (150) eligible voting Institute members, validated by the Secretary, shall be received not later than May 1. Receipt of the required petition signatures will place the individual on the election ballot as a Petition Nominee.

**7.9 Notification of Nominees.** The Secretary shall notify all Institute members, by notice in an Institute newsletter or such other appropriate means, of the Official and Petition Nominee(s) for each vacant office.

**7.10 Distribution of Ballot.** If there is more than one (1) Nominee for elected office the Secretary shall distribute a ballot to all voting members of the Institute in good standing as of May 15. The current year's election ballot and instructions for voting shall be sent to the Address of Record not later than June 15, if a ballot is required. If there is only one (1) Nominee, the Board shall declare that individual elected, and no ballot shall be required.

**7.11 Deadline for Receipt of Ballots.** The polls for the election shall close at the end of business on August 14 and the ballots shall be counted on August 15, except that if either date falls on a Saturday, Sunday or holiday, the Secretary shall change either or both dates so that the close of balloting and the counting of ballots shall fall on business days, and provided further that election ballots shall be counted not later than August 17.

**7.12 Tellers Committee.** The ballots shall be verified under the supervision of no fewer than three (3) Tellers who shall be appointed by the President from among the voting Institute members in good standing. These Tellers comprise the Tellers Committee. No count or listing of votes cast in any Institute election shall be permitted until after the polls have closed and then only by the Tellers Committee. The person who receives the largest number of valid votes for an office shall be declared elected. In the event of a tie between two (2) or more persons for the same office, selection shall be made by the Board from the persons so tied.

**7.13 Election Results.** Upon adjournment of the Tellers Committee, the Secretary shall immediately announce to the Institute membership the election results.

**7.14 Technical Region Director.** The Board may select by a majority vote of those present and voting at least one (1) Candidate to be forwarded to the Technical Region Board of Governors for consideration as an Official Nominee for the office of Technical Region Director on the Society's Board of Direction.

## **ARTICLE 8. MEETINGS**

### **8.0 Business Meetings.**

**8.0.1 Annual Membership Meeting.** The Institute shall convene at least one (1) business meeting annually, termed the Annual Membership Meeting.

**8.0.1.1 Quorum.** A quorum for the Annual Membership Meeting shall be twenty (20) voting members.

**8.0.2 Other General Business Meetings.** The Institute may convene additional General Business Meetings.

**8.0.2.1 Requirements.** Additional Business Meetings of the Institute may be convened at such date and place as shall be determined by the Board and designated in a notice to the membership at least thirty (30) days in advance of the meeting.

**8.0.2.2 Quorum.** A quorum for any other General Business Meeting shall be fifteen (15) voting members.

**8.0.3 Special Business Meetings.** The Institute may call Special Business Meetings.

**8.0.3.1 Requirements.** The President may call Special Business Meetings of the Institute or upon written request of not less than two hundred (200) voting members. Notice of a Special Business Meeting shall be published in an official Institute publication at least thirty (30) days prior to the date of the Special Business Meeting, or by special notice mailed to the members of the Institute not less than twenty (20) days prior to the date of the Special Business Meeting. Notice of a Special Business Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Business Meeting.

**8.0.3.2 Quorum.** A quorum for a Special Business Meeting shall be fifteen (15) voting members.

**8.0.4 Board of Governors Meetings.**

**8.0.4.1 Requirements.** At least one (1) meetings of the Board shall be held annually to conduct any business that might properly come before it. The President shall establish the place and date for the Board meeting. Notice of the meeting shall be given to the members of the Board at least thirty (30) days in advance of the meeting.

**8.0.4.2 Special Meetings of the Board of Governors.** Special Meetings of the Board of Governors may be called as determined by the Board at a previous meeting, or upon the request of any three (3) Board members. Notice of a Special Meeting shall be given to the members of the Board at least fifteen (15) days in advance. No business other than that stipulated in the notice shall be considered at any such Special Meeting.

**8.0.4.3 Quorum.** A majority of the members of the Board shall constitute a quorum at any meeting of the Board except for consideration of disciplinary action against a member. Seventy-five percent (75%) of the

members of the Board shall constitute a quorum for the consideration of disciplinary action against a member.

**8.0.4.4 Board of Governors Executive Sessions.** Meetings of the Board may go into Executive Session upon the call of the meeting chair, or upon the motion of any member of the Board and affirmative vote of the Board. All voting members of the Board attend Executive Session as well as any individuals invited by the Board. Minutes reflecting actions taken in Executive Session shall be kept on file by the Society's Managing Director of Engineering Programs.

**8.1 Parliamentary Authority.** The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with the laws of the State in which the Institute is incorporated or with the Institute's Bylaws.

**8.2 Meeting Participation by Alternative Means.** Any member of the Board or any Board committee may participate in a meeting of the Board or any Board committee by means of a conference telephone or similar communications system that allows all persons participating in the meeting to hear each other at the same time. Such participation shall be considered presence in person at the meeting.

**8.3 Action without a Meeting.** Any corporate action required or permitted to be taken by the Board or any Board committee may be taken without a meeting if all members of the Board or Board committee unanimously approve such action in writing.

## **ARTICLE 9. COMMITTEES, ACADEMIES, AFFILIATED AND OTHER ORGANIZATIONAL ENTITIES**

**9.0 Objectives and Purposes of Organizational Entities.** The objectives and purposes of the Institute's committees, academies, technical divisions, affiliated and other Organizational Entities shall be consistent with those of the Institute.

**9.1 Organizational Entities.** The Board may define, establish and discharge Organizational Entities such as standing councils and committees, student chapters, local chapters, and task committees as necessary or desirable to conduct the affairs of the Institute.

**9.2 Committees.** The Board has the authority and responsibility to create and disband committees, establish duties, conditions, and terms of service, and approve committee appointments, including designation of the chair and other committee officers. Committees may create constituent committees, subcommittees, divisions, task groups or similar entities as required to accomplish their charge.

**9.3 Tangible and Intangible Property.** Committee chairs shall return a committee's tangible property and records, and all records relating to any intangible property and work

product of the committee to the Institute when discharged, or when requested by the Board. Such materials and any intangible property including work products of the committee belong to the Institute. All committees (including any subcommittees), and all special delegates and representatives unless otherwise directed by the Board, shall be governed by this provision.

## **ARTICLE 10. ADMINISTRATIVE PROVISIONS**

**10.0 Organization.** The Institute is organized within the Society. All policies and activities of the Institute shall be consistent with and subject to:

**10.0.1** The Society's Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure and Code of Ethics;

**10.0.2** Applicable federal, state, and local antitrust, trade regulation, and other laws, regulations and legal requirements;

**10.0.3** All requirements to maintain the status of the Society as a not-for-profit organization exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the Code), qualifying at all times as an organization to which tax deductible contributions may be made pursuant to applicable sections of the Code;

**10.0.4** All requirements imposed by relevant jurisdiction for maintenance by the Society of any license, permit, or authority it may hold to conduct activities and do business as a foreign not-for-profit corporation within that jurisdiction; and

**10.0.5** Such other policies and procedures as are authorized under these documents.

**10.1 Policy Statements.** The Institute may issue its own statements of policy but must identify them as such. Any amplification, interpretation, or application of Society policies other than by the Society Board of Direction must be clearly identified as the views of the component so engaged and not of the Society. The Institute shall not take any action that may be deemed to express an attitude or action of the Society.

**10.2 Resolutions.** Resolutions or recommendations may be addressed to the Society Board of Direction for consideration or approval and promulgation.

**10.3 Relationships with Other Organizations.** The Institute may form relationships with other groups and may serve as the United States of America member Society to various international organizations, as approved by the Institute. These relationships shall not be in conflict with Society policies.

**10.4 Conferences and Conventions.** The Institute may conduct conferences and conventions by itself or acting in conjunction with other units of the Society or other

affiliated organizations subject to the terms and conditions described in agreements then in place between the Society and the Institute.

**10.5 Publications.** Publications of the Institute shall be consistent with written agreements that exist between the Society and the Institute. The Institute may develop journals, magazines, manuals of practice, miscellaneous publications and standards by itself or in conjunction with the Society or other organizations. The Society shall have the right of first refusal to act as the publisher of such publications.

All members of the Institute shall be entitled to receive Institute publications at member rates and other Society distributed publications at the rates determined by the Society.

**10.6 Indemnification.** The Society shall indemnify the Institute's Officers, Institute Director, members, employees, and agents, in their respective capacities as such, by providing each the same rights of indemnification as are given by the Society to Society Officers, members, employees, and agents.

**10.7 Dissolution.** At any duly constituted meeting, the Board, by a two-thirds (2/3) majority of those present and voting, may recommend dissolution of the Institute by the Society Board of Direction, provided that a written notice of this proposed action shall have been given at a previous meeting of Board, and provided further that the proposed dissolution shall have been published, together with an announcement soliciting membership comments, in an Institute, Society, or third party publication that normally reaches the entire membership by other means.

## **ARTICLE 11. AMENDMENTS**

**11.0 Amendment.** The Institute Bylaws may be amended at a duly constituted meeting of the Board by a two-thirds (2/3) majority of those present and voting, provided that a written notice of such proposed amendment shall have been given at the previous meeting of the Board.

No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.