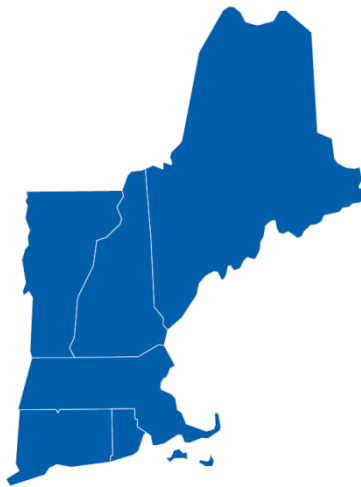




CHARTER

NEW ENGLAND SECTION of the INSTITUTE OF TRANSPORTATION ENGINEERS

Last Updated: January 24, 1995



ARTICLE I - PREAMBLE

Section 1.1 - As authorized by the Constitution of the INSTITUTE OF TRANSPORTATION ENGINEERS, hereinafter referred to as the Institute, District One, hereinafter referred to as the District, as recorded in the minutes of the District Board meeting on January 28, 1986, and as approved by the Board of Direction of the Institute as recorded in the minutes of its meeting on August 14, 1987, and as amended by the mail ballot of the District Board on December 9, 1994 and by the Board of Direction of the Institute as recorded in the minutes of its meeting on January 21, 1995, grants this Charter for the New England Section of the Institute, hereinafter referred to as the Section.

Section 1.2 - This Charter shall be effective upon Institute approval and shall remain in effect, including any amendments until rescinded by the District Board.

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

ARTICLE II - AREA AND PURPOSE

Section 2.1 - The area designated as that of this Section shall be the States of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont or as the area shall be established from time to time by the District Board or as the area shall be established from time to time as an outcome of amendments to the area designated as the District by the Board of Direction of the Institute, as described in the attachment(s) hereto.

Section 2.2 - To assist in advancing the purposes shown below, this Section 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 Section shall include:

- 1) advance the objectives of the Institute;
- 2) foster closer association of Institute members;
- 3) encourage members to prepare or discuss papers;
- 4) prepare suggestions on matters of policy to the Board of Direction of the Institute;
- 5) consider local transportation and traffic engineering problems;
- 6) cooperate with other local engineering groups on matters of common interest;

7) present the transportation and traffic engineering point of view consistent with established Institute policies; and,

8) encourage the introduction of transportation and traffic engineering courses in colleges, universities and technical schools in the Section.

Section 2.3 - Notwithstanding any other provisions of this Charter, the Section is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Internal Revenue Code 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

Section 2.4 - No part of the net earnings of this Section shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, director, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

Section 2.5 - No substantial part of the activities of the Section shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by the Internal Revenue Code 501(h)] and it does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 2.6 - In the event of dissolution, all of the remaining assets and property of the Section shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 2.7 - In any taxable year in which the organization is a private foundation as described in Internal Revenue Code 509(a), 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 (a) engage in any act of self-dealing as defined in Internal Revenue Code 4941(d); (b) retain any excess business holdings as defined in Internal Revenue Code 4943(c); (c) make any investments in such a manner as to subject the organization to tax under Internal Revenue Code 4944; or (d) make any taxable expenditures as defined in Internal Revenue Code 4945(d) or corresponding provisions of any subsequent Federal tax law.

ARTICLE III - MEMBERSHIP

Section 3.1 - Any Institute member who resides within the Section, and who is in good standing with the District, shall be a member of the Section.

Section 3.2 - Any Institute member may become a member of the Section, without residing in the Section area, upon approval of the Section Executive Board and upon payment of Section fees and dues.

Section 3.3 - The Section may adopt one or more types of Section affiliation for persons who are either:

- 1) not eligible to be voting members of the Institute but who are accumulating experience toward Institute membership;
- 2) in sub-professional work in transportation or traffic engineering;
- 3) students in a recognized engineering school;
- 4) professionally engaged in related field; or
- 5) in a position to work with and assist transportation or traffic engineers by virtue of official positions or commercial employment.

Section 3.4 - All persons who are affiliated with the Section as provided in Section 3.3 shall be clearly identified as "Section Affiliates" and not as members of the Section. The Section Executive Board shall submit the names and addresses of all "Section Affiliates" to the Institute prior to February 1 of each year.

Section 3.5 - The Section by-laws shall establish the manner in which persons may apply for or be invited into Section membership or affiliation as well as the manner in which such membership or affiliation may be terminated; but, no restrictions on Section membership shall be placed on any voting member of the Institute other than those stated in Section 3.1 or 3.2.

Section 3.6 - Members of the Section shall be entitled to the privileges of the Section specified in the Section by-laws. Student members of the Institute and Institute Affiliate members may not vote or hold elective office in the Section. Section affiliates shall be entitled to the privileges of the Section and may vote and/or hold elective office in the Section as specifically provided in the Section by-laws.

ARTICLE IV - GOVERNMENT

Section 4.1 - The government of the Section shall be vested in Elective Officers and Directors, who shall constitute an Executive Board. The Section by-laws shall specify the Elective Officers and Directors of the Section provided that the Elective Officers shall include a president, at least one vice president, a secretary and a treasurer or a secretary-treasurer.

Section 4.2 - The Executive Board of the Section shall manage the affairs of the Section in conformity with the provisions of this Charter, the by-laws of the Section, the policies of the Institute, and the policies of the Board of Direction of the Institute.

Section 4.3 - The Section shall adopt by-laws setting forth the structure of the Executive Board and providing the manner of nominating, electing or appointing Elective Officers and Directors of the Section and specifying their terms of office.

Section 4.4 - The Section shall also adopt by-laws to govern appointment of committees, number and times of meetings, assessment of fees and dues, method of amending by-laws and such other matters as the Section may desire, provided such by-laws do not conflict with this Charter, the District Charter, the Constitution of the Institute, the policies of the Institute or the policies of the Board of Direction of the Institute.

Section 4.5 - The by-laws of the Section may be adopted, and amended after adoption, only if the proposition is submitted in writing to all voting members of the Section at least thirty days in advance of the date on which action is proposed. Adoption and amendment shall require an affirmative two-thirds vote of those voting. Section by-laws shall be filed with the District Board and the Institute within thirty days after adoption or amendment, and shall take effect upon being filed with the District Board.

Section 4.6 - At any time the District Board may annul any part of the Section by-laws which it considers to be contrary to the Section Charter, the District Charter, the Constitution of the Institute or the best interests of the District or the Institute, by giving notice in writing to the Section Executive Board.

Section 4.7 - The Section Executive Board may charter subsections to meet specific needs within its boundaries upon written request of at least five members of the Section residing in the proposed subsection area. Subsections shall adopt by-laws that are not inconsistent with the subsection Charter or the Section Charter. Subsection by-laws shall be filed with the Section Executive Board, the District and the Institute within thirty days of adoption or amendment and shall take effect upon being filed with the Section Executive Board. The Section Executive Board may rescind a subsection Charter by giving notice in writing to the subsection.

ARTICLE V - RELATION OF SECTION TO DISTRICT AND INSTITUTE

Section 5.1 - The Section shall not speak for the District or the Institute unless authorized in the particular matter by the District Board or the Board of Direction of the Institute, respectively.

Section 5.2 - The Section shall not identify itself with national groups or organizations but may identify itself with local or area-wide groups or organizations.

Section 5.3 - Names and addresses of Elective Officers and Directors of the Section and the dates on which the term of each begins and expires shall be reported in writing by the Section Executive Board to the District Board, to the District Director(s), and to the Institute within 30 days after election or appointment.

Section 5.4 - The Section Executive Board shall submit a written annual report to the District Board prior to January 15 of each year. The report shall include a summary of the Section's activities for the previous year.

Section 5.5 - The District and the Institute will not be responsible for debts contracted by the Section. The Institute will not give financial assistance to the Section. The District shall remit to the Section that portion, specified in the District by-laws, of the District dues and fees of resident

Section members (as described in Section 3.1), collected by the Institute and remitted to the District. No dues or fees will be required to be paid by the Section to the Institute or the District.

ARTICLE VI - AMENDMENT OF CHARTER

Section 6.1 - The District Board may amend or rescind this Charter. The Section Executive Board will be notified in writing by the District Board of any proposed amendment to, or rescission of, this Charter so that the Section may have an opportunity for a hearing before the District Board concerning the proposed amendment or rescission. An amendment, with or without change, shall be submitted by the District Board to the Board of Direction of the Institute for approval. Rescission or the approved amendment shall become effective on the date determined by the District Board.

Section 6.2 - The Section Executive Board may petition the District Board to amend this Charter. The District Board shall meet and act on the petition within six months of its receipt. If the petition is approved, the District Board shall then petition the Board of Direction of the Institute for approval of the proposed amendment. The Board of Direction of the Institute shall act on this petition in the same manner as provided for amending the District Charter. Amendments to the Section Charter initiated by petition from the Section Executive Board shall become effective upon approval by the Board of Direction of the Institute.

**SUBSCRIBED FOR THE DISTRICT BOARD OF DISTRICT 1 OF THE INSTITUTE OF
TRANSPORTATION ENGINEERS**

Frank Dolan, Secretary/Treasurer
August 14, 1987

Thomas J. Soyk, Secretary/Treasurer
January 24, 1995