

**SOUTHERN ARIZONA CHAPTER CHARTER
OF THE ARIZONA SECTION
DISTRICT 6
INSTITUTE OF TRANSPORTATION ENGINEERS**

Adopted November 30, 2000
Amended June 20, 2004

ARTICLE I - PREAMBLE

Section 1.1 - As authorized by the Constitution of the Institute of Transportation Engineers, Inc., hereinafter referred as the Institute, and as authorized by Article IV, Section 4.6 of the Charter granted to the Arizona Section by District 6, the Executive Board of the Arizona Section, as recorded in the minutes of its meeting on November 30, 2000, meeting date grants this Charter for the Southern Arizona Chapter of the Institute, hereinafter referred to as the Chapter.

Section 1.2 - This Charter shall be effective beginning December 1, 2000, and shall remain in effect, including any amendments, until rescinded by the Arizona Section Executive Board.

Section 1.3 - This Charter shall, on the date it becomes effective or amended, supersede any previous charter of the Chapter and shall annul any Bylaws of the Chapter that may be in conflict with it.

ARTICLE II - AREA AND PURPOSE

Section 2.1 - The designated area for this Chapter shall be the area encompassed by the Counties of Cochise, Graham, Greenlee, Pima, and Santa Cruz, in the State of Arizona.

Section 2.2 - The purpose of this Chapter shall be to:

- a. Advance the objectives of the Institute and the Arizona Section;
- b. Foster closer association of Chapter members with each other and with members of the Arizona Section and the Institute;
- c. Encourage members to prepare and/or discuss documentation;
- d. Encourage members to discuss transportation experiences or matters of local interest;
- e. Prepare suggestions on matters of policy to the Arizona Section and the Institute Boards of Direction;
- f. Cooperate with other local engineering groups on matters of common interest;
- g. Present the transportation and traffic engineering point of view consistent with established Institute policies; and
- h. Encourage transportation and traffic engineering education to fulfill local and statewide needs.

Section 2.3 – To assist in advancing the purposes shown above, this Chapter shall be exclusively administered and operated to receive, administer and expend funds for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax in that Internal Review Code section.

Section 2.4 – No substantial part of the activities of the Chapter shall be directed toward carrying on propaganda or otherwise attempting to influence legislation (except otherwise provided by Internal Revenue Code 501(h)) and it does not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2.5 – No part of the net earning of the Chapter 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 2.6 – In the event of dissolution, all of the remaining assets and property of the Chapter 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.

Section 2.7 – 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:

- 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 4942(c)
- c. Make any investments in such 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 4944, or corresponding provisions of any subsequent Federal tax law.

ARTICLE III - MEMBERSHIP

Section 3.1 – Throughout this charter the term “resides” refers to the individual’s preferred Institute mailing address, either home or place of business.

Section 3.2 - Any Institute member or Arizona Section Affiliate who resides within the area designated for the Chapter shall be eligible for membership in the Chapter.

Section 3.3 - Any Institute member or Arizona Section Affiliate who does not reside in the Chapter designated area may join the Chapter even though they do not reside in the Chapter

designated area by obtaining approval of the Chapter and a waiver of objection from the Section or Chapter designated for the area in which they resides.

Section 3.4 - An individual may be eligible for membership as a Chapter Affiliate if:

- a. They are eligible to be an Institute member or an Arizona Section Affiliate, but have chosen not to pursue that form of membership;
- b. They are not currently eligible to be a member of the Institute, but is accumulating experience toward Institute membership or affiliation;
- c. They are performing sub-professional work in transportation or traffic engineering;
- d. They are a student in a recognized engineering school;
- e. They are professionally engaged in transportation, traffic engineering, or other related fields; or
- f. They are in a position to work with and assist transportation and traffic engineers by virtue of official position or commercial employment (elected or appointed officials and vendors or manufacturers in transportation or a related field).

Section 3.5 - The total number of approved Chapter and Arizona Section Affiliates shall not exceed 50 percent of the total number of Chapter members in the Chapter.

Section 3.6 - The Chapter shall establish the manner in which persons may apply for or be invited into Chapter membership or affiliation as well as the manner in which such membership or affiliation may be terminated. However no restrictions on Chapter membership shall be placed on any member of the Institute or Arizona Section Affiliate who is in good standing with the Institute or the Arizona Section other than those stated in this article.

ARTICLE IV - GOVERNMENT

Section 4.1 - The government of the Chapter shall be vested in its elected officers and available past president, who shall constitute a Chapter Executive Board, as provided in the Bylaws of the Chapter. The Chapter Bylaws may specify such elective officers as the Chapter desires, provided that there shall be a President, at least one Vice President, a Secretary and a Treasurer or a Secretary-Treasurer, who shall all be voting members of the Institute (Institute Affiliates and student members are excluded).

Section 4.2 - The Chapter Executive Board shall manage the affairs of the Chapter in conformity with the provisions of this Charter and Bylaws of the Chapter and the policies of the Institute and the Arizona Section.

Section 4.3 - Bylaws of the Chapter shall provide the manner of nominating and electing officers of the Chapter and shall specify their terms of office.

Section 4.4 - The Chapter shall adopt Bylaws to govern the appointment of committees, the number and times of meetings, the assessment of fees and dues, the method of amending the Bylaws and other matters as the Chapter may desire, provided such Bylaws do not conflict with

this Charter, the Constitution or policies of the Institute, the District 6 Charter and Bylaws, the Arizona Section Charter and Bylaws, or the Boards of Direction/Executive Board of the Institute, District 6, and the Arizona Section.

Section 4.5 - Bylaws of the Chapter may be adopted and amended after adoption only if the proposition is submitted in writing to all voting members of the Chapter at least thirty days in advance of the date on which action is proposed.

Section 4.6 - The Chapter does not have the authority to charter an organizational subdivision within its boundaries.

Section 4.7 - Bylaws of the Chapter shall not take effect until filed with and approved by the Arizona Section Executive Board and District 6 Board and the approved Bylaws have been filed with the Institute. At any time thereafter, the Arizona Section Executive Board may annul any part of the Chapter Bylaws that it considers to be contrary to the Constitution or best interests of the Arizona Section, District 6, or the Institute by giving notice in writing to the elected officers of the Chapter, District 6 and the Institute.

ARTICLE V - RELATION OF CHAPTER TO ARIZONA SECTION, DISTRICT 6, AND THE INSTITUTE

Section 5.1 - The Chapter shall not speak for the Arizona Section, District 6 or the Institute unless authorized in the particular matter in question by the Arizona Section Executive Board, the District Board or the Board of Direction of the Institute, respectively.

Section 5.2 - The Chapter 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 all elected officers of the Chapter and the dates on which the terms of each begins and expires shall be reported in writing to the Arizona Section, District 6, and the Institute within 30 days after election.

Section 5.4 - The Chapter shall submit a written annual report to the Arizona Section and District 6 in February of each year. The report shall include a summary of the Chapter activities for the previous year.

Section 5.5 - The Section, District 6, and the Institute will not be responsible for debts contracted by the Chapter. Upon mutual written agreement between the Executive Boards of the Arizona Section and the Chapter, the Arizona Section may allocate a percentage of the Arizona Section annual dues to the Chapter on a per Arizona Section member and Affiliate basis. No dues or fees will be required to be paid by the Chapter to the Arizona Section, District 6, or the Institute.

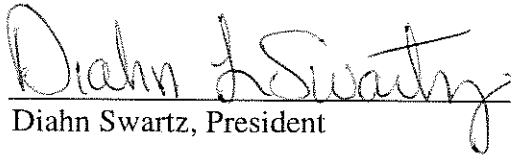
ARTICLE VI - AMENDMENT OF CHARTER

Section 6.1 – The Chapter Executive Board will be notified in writing by the Arizona Section and/or District 6 Executive Boards of any proposed amendments to or the withdrawal of this Charter at least 30 days prior to the next Arizona Section or District 6 Executive Board meeting so that the Chapter may have an opportunity for a hearing before the appropriate Executive Board concerning the proposed amendment or withdrawal. The amendment with or without change shall become effective 30 days after the next scheduled Executive Board meeting following notification.

Section 6.2 – The Chapter may petition the Arizona Section or District 6 to amend this Charter or rescind withdrawal action. The Arizona Section or District 6 will act on the petition at a regular Executive Board meeting scheduled within 90 days after receipt of the petition and thus initiate the procedure described in Section 6.1 of this Charter, giving the Chapter an opportunity for a hearing if the petition is denied.

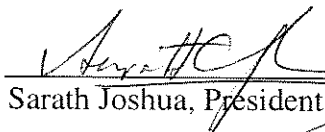
Section 6.3 – Proposals to amend Chapter Bylaws or petition amendments to the Charter may be made by resolution of the Chapter Executive Board or by written petition signed by at least 10 percent of the voting membership.

Approved by Southern Arizona Chapter, May 30, 2004



Diahn Swartz, President

Approved by Arizona Section, June 11, 2004



Sarath Joshua, President

Approved by District 6, June 20, 2004



Ransford S. McCourt, President