

# IAI BYLAWS

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## IAI BYLAWS

### ARTICLE I – NAME

The name of this Association shall be the Infrastructure Advancement Institute (hereinafter referred to as the Institute). The Institute shall maintain general offices in Texas, under the supervision of the Board of Directors of the Institute.

### ARTICLE II – PURPOSE

The Institute is organized exclusively to foster examination and evaluation of infrastructure financial models; development in bridge and other infrastructure construction, operation, and maintenance; technology transfer between public and private sectors related to infrastructure; to cooperate with other appropriate associations and agencies in considering matters of mutual interest in serving the public need.

The Institute may exercise any, all, and every power which a non-profit corporation, organized under the provisions of the Texas Business Organization Code for charitable, educational and scientific purposes, all for the public welfare, can be authorized to exercise, but not for any other purpose. No part of the net earnings of the Institute shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons.

Notwithstanding any other provisions of these bylaws, the Institute shall not carry on any other activity not permitted to be carried on: (a) By Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (b) by an association, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

### ARTICLE III – MEMBERSHIP

The membership of this Institute shall be open to any persons and organizations interested in advancing the object of the Institute.

1. Individual Members – The individual Member categories of the Institute are:
  - 1.1 Student Member – An individual who is currently enrolled in a higher education institution as full time student
  - 1.2 Member – Any individual interested in advancing the object of the Institute.
  - 1.3 Public Member – Any public employee interested in advancing the object of the Institute.
2. Organization Members – Organizations, public and private, that elect to support the objectives of the Institute.
3. Member Participation – Members in good standing may be appointed to and participate on Institute committees; may vote on all Institute procedural issues or elections put forth for the general membership; serve as committee chairs and vice chairs; qualify for an elected position on the board of Governors after holding membership in the Institute for a period of one (1) year; participate on the Board of Directors.
4. Non-Member Participation – Conferences, Publications, and other organized activities of the Institute shall be open to all persons through payment of designated fees. Non-Member may also be participating on Institute committees as non-voting member.
5. Admission of Members – Applicants shall be admitted to membership in the Institute in such manner as the Board of Directors may from time to time direct. Authority to admit new members may be delegated to the Institute Executive Director in accordance with requirements established by the Board of Directors.
6. Resignation – Any member of the institute in good standing may resign with written or electronic communication to the Institute Executive Director. A member will be considered to have resigned if they are more than 90 days delinquent in payment of dues.
7. Expulsion – Any member may be expelled from the Institute for conduct in violation of the Institute Bylaws, or the Institute 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 Directors is improper and prejudicial to the best interests of the Institute. A decision to expel shall be preceded by a fair hearing at a meeting of the Board of Directors; such meeting to be held in Executive Session if so requested by the member under consideration for expulsion.

The disciplinary proceedings shall follow the procedures outlined in the Institute's governing documents. Decisions of the Board of Directors shall not be open to appeal.

#### **ARTICLE IV – OFFICERS**

The officers of the Institute shall be a President, a Vice President, a Secretary-Treasurer, and an Executive Director. The Vice President shall be elected from the Members roster at the annual meeting of the Institute and to succeed the President at the end of his/her term, to hold office through the next annual meeting or until their successors have been elected and qualified; a Secretary-Treasurer who shall serve through two consecutive meetings; and also an Executive Director who shall be selected by the Executive Committee, with confirmation by the Board of Directors, and serve under the authority of the Board of Directors and the Executive Committee.

The President and the Vice President shall not be eligible to succeed themselves.

##### **PRESIDENT**

The President shall call and preside at all meetings of the Board of Directors and Executive Committee, and shall appoint all committees, except as otherwise provided. In the absence of the President and the Vice President, the members in attendance at any meeting of the Board of Directors or the Executive Committee shall select a President pro tempore.

##### **VICE PRESIDENT**

In case of a vacancy in the office of President, the Vice President shall succeed to the Presidency for the remainder of the term. As directed by the President, the Vice President shall preside at specific sessions of the annual meeting of the Institute.

The Vice President shall serve as Assistant Treasurer, and in the event of the incapacity of the Secretary-Treasurer will have the authority to discharge all duties and authorities of the Treasurer. The President shall determine the incapacity of the Secretary-Treasurer.

The Vice President shall succeed the President.

##### **SECRETARY-TREASURER**

The Secretary-Treasurer as Treasurer shall have oversight of all Institute funds and financial transactions, which shall be conducted in conformity with policies adopted by the Executive Committee. The Treasurer shall report on the financial condition of the Institute at all meetings of the Board of Directors and at other times when called upon by the President.

As Secretary, the Secretary-Treasurer or that person's designee shall keep a fair and true record of all proceedings of the meetings of the board of Directors and the Executive Committee.

##### **EXECUTIVE DIRECTOR**

The Executive Director shall have authority generally to supervise and direct the management of the affairs of the Institute, subject to the rules and regulations set forth by the Board of Directors and the Executive Committee. The Executive Director shall be the chief executive officer of the Institute and shall be responsible for carrying out the policies, procedures and programs of the Board of Directors and the Executive Committee. He or she shall keep a record of all transactions of the Institute, the Board of Directors and of the Executive Committee, issue all notices of meetings and perform such additional duties as the Board of Directors or Executive Committee may direct.

He or she shall be an Assistant Secretary, and shall be responsible for maintaining all Institute bank accounts and directing the disbursements necessary for the operation of the Institute. He or she shall be an ex officio non-voting member of all Institute committees, including the Board of Directors and the Executive Committee.

In the event of the incapacity of the Executive Director, the Executive Committee shall be empowered to direct all disbursements necessary for the operation of the Institute. The President shall determine the incapacity of the Executive Director.

## ARTICLE V – BOARD OF DIRECTORS

The Board of Directors shall be the governing body and the policy-making body of the Institute. It shall be concerned with such matters as the development of official policy statements, membership dues, adoption of the Institute strategic plan, changes in the Institute's Articles of Incorporation and bylaws, the establishment of the Standing Committees, Subcommittees, Special Committees, and all other policy matters pertaining to the operation or activities of the Institute. In acting on such matters, each Director shall have a single vote.

1. **Composition of the Board of Directors** – The Board of Directors shall have a minimum of eleven (11) Directors appointed or elected as follows: three (3) directors each elected to represent the public agencies, the engineering consulting firms, the construction firms, one (1) at large director from any of the abovementioned sectors, and the most immediate and available past-president of the IAI Board. In addition to the abovementioned board of directors, the elected Officers and the Executive Director round out the membership of the Board.
2. **Qualifications**
  - 2.1 **Public Agencies (PA)** – Membership on the Board of Directors from the public agencies shall comprise of participating agencies' Strategic Project Division Director (or equivalent), Bridge Division Director (or equivalent), and Construction Division (or equivalent) or his or her designee. In the event that the abovementioned director(s) is/are unable to serve, each Member agency shall designate by letter or electronic communication channel to the Executive Director prior to each Board meeting the individual who shall serve as the Member agency's representative on the Board.
  - 2.2 **Engineering Consulting Firms (ECF)** – Membership on the Board of Directors from the engineering consulting firms shall comprise of individual members in good standing of the Institute for a period of at least one (1) year at the time of election or appointment, currently employed by an engineering consulting firm.
  - 2.3 **Construction Firms (CF)** – Membership on the Board of Directors from the construction firms shall comprise of individual members in good standing of the Institute for a period of at least one (1) year at the time of election or appointment, currently employed by a construction firm.
3. **Terms of Office** – The term of office of a Director shall be three (3) years and shall be renewable. A director may resign at any time by giving written notice of such resignation to the Executive Director. Any elected officer or Director of the Institute shall, unless earlier having resigned or been removed, continue service until a successor qualifies and takes office.
4. **Nomination and Election** – Ten (10) Board of Directors' positions shall be filled as stated below:
  - 4.1 Each Sector shall be represented by a minimum of three (3) Directors. At least one (1) Director from each Sector shall be elected every year.
  - 4.2 One (1) at large Director shall be nominated by the BOD from any of the three sectors.
  - 4.3 All candidates for the BOD shall be nominated by the BOD and be elected by the members of the institute. Ballots shall include the name of each nominee and a line for a write-in candidate. In the event of a tie between two (2) or more persons for the same office, selection shall be made by the Board of Directors from the persons so tied.
  - 4.4 The Secretary-Treasurer shall announce immediately to the membership the names of the officers elected. These announcements shall appear in the institute newsletter, in the Institute's official publication(s), and on the Institute's official digital channels.
5. **Vacancies** – When a vacancy occurs on the Board of Directors by death, resignation, or other than by expiration of a Director's term, it shall be temporarily filled without undue delay as a direct appointment of the sector representative on the Board of Direction whose position has become vacant. An election for a new Director shall be part of the next annual election and shall be for the balance of the unexpired term. The term of the person so appointed temporarily shall commence upon appointment and expire at the meeting of the Board of Directors which immediately follows completion of the election process.
6. **Compensation** – Members of the Board of Directors shall not receive any salary or other compensation for their services as Directors, but they shall be entitled to reimbursement of reasonable expenses, if any, incurred by them as Directors, under procedures established by the Board of Directors.
7. **Removal** – Appointed or elected Directors may be removed from office by a two-thirds (2/3) vote of the board of Directors.

**ARTICLE VI – EXECUTIVE COMMITTEE**

There shall be an Executive Committee composed of the following voting members:

- (a) The President;
- (b) The Vice President;
- (c) The Secretary-Treasurer;
- (d) One representative each from the three sectors represented;
- (e) The immediate Past-President.

The Executive Committee also shall include the IAI Executive Director as an ex officio non-voting member:

The Executive Committee shall have the following prescribed responsibilities, which shall be executed within such policies and instructions as may be determined by a majority vote by the Board of Directors:

- a. Preparation and adoption of the Institute's annual budget, in accordance with procedures which it shall establish and in keeping with the Institute's dues structure as established by the Board of Directors
- b. Employment of the Executive Director, with confirmation by the Board of Directors, and establishing his or her compensation;
- c. Confirmation of the IAI President's appointments;
- d. Selection of the Institute's annual conference site;
- e. Handling of membership issues, including consideration and approval of applications for all membership grade;
- f. General management of the business of the Institute, including such matters as authorizing contracts, conducting audits, receiving and reviewing financial reports, establishing administrative procedures, and establishing general conditions of employment; and
- g. When necessary between meetings of the Board of Directors, deciding matters of policy on behalf of the Institute, after the President first determines that it is not feasible because of time constraints to submit the matter for a decision by the Board of Directors, utilizing the most efficient communication capabilities available to the institute; in such instances the President and Executive Director shall be responsible for informing the Board of Directors of decisions made as expeditiously as possible. When it is not feasible because of time constraints to submit the matter for a decision by the Executive Committee, the President shall decide matters of policy on behalf of the organization, utilizing input from the Executive Committee to the best extent possible and ensuring that such decisions are consistent with IAI's general transportation principles and related policies.

In such cases the President and Executive Director shall be responsible for informing the Executive Committee and Board of Directors as promptly as possible of the actions taken.

The President shall have the power to fill any vacancies in the Executive Committee other than that of the President, subject to approval of the Executive Committee. Any such appointment so made shall expire at the close of the next annual meeting. In the event of a vacancy in a term extending beyond the annual meeting, such vacancy for the balance of the unexpired term shall be filled by election at the annual meeting.

The President, subject to the approval of the Executive Committee, shall appoint the Chairs and the vice Chairs of all Standing Committees, Subcommittees, Select and Special Committees established in conformity with the bylaws; their terms of office shall be for a two-calendar-year period, which terminates at the end of the first Institute annual meeting after their term has lapsed. Committee Chairs and Vice Chairs may be appointed to succeed themselves for another two-year term. The President is authorized to appoint the other members of such committees as determined by the Board of Directors. Under authorization from the Board of Directors, or the Executive Committee, as appropriate, the President shall appoint such temporary committees as may be deemed necessary from time to time for the conduct of the business of the institute.

The majority of the voting members of the Executive Committee shall constitute a quorum for that committee to transact business. Two-thirds affirmative votes are required for approval of the budget. The Executive Committee shall meet during the Institute Annual Meeting. The Executive Committee shall meet at the Institute's Spring Meeting, during which a budget for the next Institute fiscal year shall be considered and adopted, and other necessary business of the Institute conducted. The Executive Committee shall also meet at the call of the President, or on a call signed by four voting members of the committee.

#### **ARTICLE VII – DUTIES OF MEMBER**

The Member and Organization Member of this Institute agree to maintain an active interest in all Institute affairs, to attend all meetings whenever possible, to make available of their organization's personnel (in the case of an Organization Member) such individuals as may be selected to serve on committees of the Institute, to vote upon all matters submitted to them for letter ballot and to maintain their good standing as Member or Organization Member in the Institute through the payment of the specified annual dues.

#### **ARTICLE VIII – DUES**

Dues shall be set by a two-thirds vote of all the members of the Board of Directors and the payment of annual dues by a Member and Organization Member in conformity with the schedule set forth by the Board of Directors shall entitle all representatives from such organization or individual to membership in the Institute.

The right to vote on any matter shall be limited to Member not owing dues at the time of the annual meeting of the Institute.

#### **ARTICLE IX – AMENDMENTS**

The Bylaws may be amended by two-thirds vote of all members of the Board of Directors at any duly called Board of Directors meeting provided at least two-thirds of the Member Sectors are duly represented in attendance and the proposed amendment has been in the hands of the Board of Directors at least 30 days prior to the meeting. Otherwise, unanimous consent of the Board of Directors must be secured for consideration of the proposed amendment.

#### **ARTICLE X – COMMITTEES**

Standing committees and subcommittees, together with their functions and membership, shall be established by a two-thirds vote of all members of the Board of Directors. Any changes in standing committees and subcommittees, or in their functions or membership shall also require such a two-thirds vote.

Special committees may be appointed by the Board of Directors for assignments of a special character, and shall be established under a standing committee unless there is a compelling reason to the contrary.

The President, Executive Committee, standing committees, subcommittees, and special committees may create such task forces as necessary to discharge their assigned duties, which shall be established under a committee or subcommittee and shall report thereto. When a task force completes its assignments, it will be discontinued. To avoid duplication, the Executive Director will be advised of the establishment of any task force.

#### **ARTICLE XI – REPORTS OF COMMITTEES**

All reports of the Executive Committee, standing committees, special committees, and subcommittees shall be made to the Board of Directors in the manner designated, unless instructed otherwise by the Board of Directors. Copies of all such reports shall be provided to the Executive Director, who shall be responsible for the correlating of the same and their submission to the Institute for appropriate or final action. Reports of subcommittees and special committees shall be made to the appropriate standing committee for correlation before submission to the Board of Directors.

All proposed transportation related policy statements and resolutions from the standing committees or other origin within the Institute shall be reported to the Executive Director prior to consideration by the Board of Directors.

When appropriate, the Executive Director, in consultation with the IAI President and Vice President, shall submit the proposed policy to the chair(s) of the standing committee(s) with jurisdiction over the issue for their consideration and recommended action. At the time of initial consideration of the policy by the Board of Directors,

the IAI President will call on the chair(s) of standing committee(s) to recommend approval, amendment, disapproval or referral of the policy.

**ARTICLE XII – GOVERNING RULES**

Roberts' Rules of Order Revised shall govern parliamentary questions.

**ARTICLE XIII – FISCAL YEAR**

The fiscal year shall commence on October 1 and shall end on September 30 each year.

**ARTICLE XIV – SEAL**

The Institute shall have a seal of such design as the Board of Directors may adopt.

**ARTICLE XV – INDEMNIFICATION**

Any Director or officer or former Director or officer of the Institute shall be indemnified by the Institute against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director or officer may be entitled, under any by-law, agreement, vote of Board of Directors or members, or otherwise

**ARTICLE XVI – ANTITRUST**

It is the policy of the Institute, and it is the responsibility of every one of its members, chapters, and employees, to comply in all respects with Federal and State antitrust laws. No activity or discussion at any IAI meeting or other function may be engaged in for the purpose of bringing about any understanding or agreement among members to: (a) raise, lower, or stabilize prices; (b) regulate production; (c) allocate markets; (d) encourage boycotts; (e) foster unfair trade practices; (f) assist monopolization; or (g) in any way violate Federal or State antitrust laws. Any questions regarding the meaning or applicability of this policy, as well as any concerns regarding activities or discussions at IAI meetings should be promptly brought to the attention of the IAI Executive Director or President.