

Institute of Transportation Engineers Mid-Colonial (District Two) District Charter

ARTICLE I -- PREAMBLE

Section 1.1 -- As authorized by the Constitution of the INSTITUTE OF TRANSPORTATION ENGINEERS, INC., hereinafter referred to as the Institute, the Board of Direction of the Institute, as recorded in the minutes of its meeting on October 27, 2007, grants this Charter for Mid-Colonial District (District Two) of the Institute of Transportation Engineers, hereinafter referred to as the District.

Section 1.2 -- This Charter shall be effective beginning January 1, 2008, and shall remain in effect including any amendments until rescinded by the Board of Direction of the Institute.

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

ARTICLE II -- AREA AND PURPOSE

Section 2.1 -- The area designated as that of this District shall be Delaware, Maryland, New Jersey (south of the northern borders of Burlington and Ocean counties), Pennsylvania, the Virginia counties of Fairfax and Arlington and towns located within the confines of those counties and West Virginia, or as the area shall have been established from time to time by the Board of Direction of the Institute in accord with Article VIII, Section 1 of the Constitution as described in the attachment(s) hereto.

Section 2.2 -- To assist in advancing the purposes shown below, this District 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 District shall be to improve the administration of the Institute affairs, provide member representation on the International Board of Direction, conduct an annual meeting for the interchange of technical and professional information, provide a regional conduit for the flow of information, and provide an opportunity for membership participation in Institute affairs.

Section 2.3 -- This district is organized exclusively for educational purposes within the meaning of Section 501 ©(3) of the Internal Revenue Code. Notwithstanding any other provisions of this Charter, the By-laws of this District or the Constitution of the Institute of Transportation Engineers, this District shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or by an organization contributions to which are deductible under Section 170©(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 2.4 -- No part of the net earnings of this District shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that this District shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes and objects. No substantial part of the activities of this District shall be the carrying on of propoganda or otherwise attempting to influence legislation, and this District shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 2.5 -- Upon the winding up and dissolution of this District after paying or adequately providing for the debts and obligations of this District, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has been established as tax exempt status under Section 501c(3) of the Internal Revenue Code.

Section 2.6 -- 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:

- engage in any act of self-dealing as defined in Internal Revenue Code 4941 (d);

- retain any excess business holdings as defined in Internal Revenue Code 4943 (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 -- Institute members of any grade who, according to Institute records, reside within the area designated for the District shall be a member of the District.

Section 3.2 -- Institute members who are members of the District shall be entitled to all privileges of the District, except that Student members and Institute Affiliate members may not vote or hold elective office in the District unless the District Bylaws specifically grant such privileges and specify that such privileges extend only to those actions, elections, and offices which fall within the exclusive jurisdiction of the District.

ARTICLE IV -- GOVERNMENT

Section 4.1 -- The government of the District shall be vested in its elected officers and representatives who shall constitute a District Board. The International Director(s) shall be an ex-officio voting member(s) of the District Board.

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

Section 4.3 -- The District shall adopt bylaws setting forth the structure of the District Board in accordance with this Charter and providing the manner of nominating and electing District officers and Section representatives and shall specify their terms of office.

Section 4.4 -- The District should elect and announce the names of their successful candidate for International Director at least fifteen (15) days prior to the date of the Annual Business Meeting of the Institute in the year prior to that Director's three (3) year term of office. Should the office of Director become vacant, the District Board may appoint a Director to complete the unexpired term. If the District Board fails to act within sixty days of

notification of the vacancy, or at the request of the District Board, the Institute Board of Direction may appoint a Director to complete the unexpired term.

Section 4.5 -- The District bylaws shall establish and govern appointment of committees as otherwise provided heretofore, number and times of meetings, methods of amending bylaws, and such other matters as the District may desire, provided such bylaws do not conflict with this Charter, the Constitution, and policies of the Institute or policies of the Institute Board of Direction.

Section 4.6 -- Bylaws of the District may be adopted and amended after adoption only if the proposition is submitted as a ballot to all voting members of the District at least thirty days in advance of the date on which action is proposed. Adoption and amendment shall be by an affirmative vote of a majority of those voting.

Section 4.7 -- Bylaws of the District shall take effect thirty days after being filed with the Institute. At any time the Institute Board of Direction may annul any part of the District's bylaws which it considers contrary to the Constitution or best interest of the Institute by giving notice in writing to the District.

ARTICLE V -- ADMINISTRATION

Section 5.1 -- The District may issue a Charter establishing a Section within its area upon written request of at least eight voting members residing in the proposed Section area. The Charter shall be in a form approved by the Institute Board of Direction. The District may rescind a Section Charter in the manner provided in the Section Charter.

Section 5.2 -- The District may issue a charter establishing a Student Chapter at a graduate or undergraduate school of recognized standing within its area upon written request from the Faculty Advisor in charge of transportation and traffic engineering courses. The charter shall be in a form approved by the Institute Board of Direction. A Student Chapter charter may be withdrawn by a district.

ARTICLE VI -- RELATION OF DISTRICT TO INSTITUTE

Section 6.1 -- The District shall not speak for the Institute unless authorized in the particular matter in question by the Board of Direction of the Institute. The District may speak for itself on matters pertinent to its geographical area.

Section 6.2 -- The District may not identify itself with groups or organizations that are identified with a geographical area not wholly within the District boundary. It may identify itself with groups of organizations serving wholly within the geographical area of the District.

Section 6.3 -- Names and addresses of all elected officers of the District and the dates on which the terms of each begins and expires shall be reported in writing to Institute Headquarters within 30 days after election.

Section 6.4 -- The Institute will not be responsible for debts contracted by the District. No dues or fees will be required to be paid by the District to the Institute.

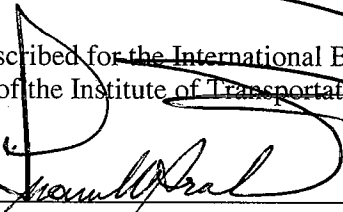
Section 6.5 -- The District may charge annual dues, fees and special assessments as provided in the District bylaws. All dues and fees shall be billed by the Institute at the time of billing Institute dues, and upon collection remitted to the District. Annual dues for Districts shall be levied so as to cover time periods identical with those covered by annual dues of the Institute.

ARTICLE VII -- AMENDMENT OF CHARTER

Section 7.1 -- The District's elected officers will be notified in writing by the Board of Direction of the Institute of any proposed amendment to or withdrawal of this Charter at least 30 days prior to the next Board of Direction meeting so that the District may have an opportunity for a hearing before the Board of Direction concerning the proposed amendment or withdrawal. The amendment with or without change shall become effective 30 days after the next scheduled Board of Direction meeting following notification.

Section 7.2 -- The District may petition the Board of Direction to amend this Charter or rescind withdrawal action. The Board of Direction will act on the petition at its next regular meeting scheduled at least 45 days after receipt of the petition or at its discretion at the next regular meeting and thus initiate the procedure described in Section 7.1 of this Charter, giving the District an opportunity for a hearing if the question is denied.

Subscribed for the International Board of Direction
of the Institute of Transportation Engineers



Thomas W. Brahms, Secretary

This copy was issued on January 17, 2008.