

TRANSPORTATION ESTIMATORS' ASSOCIATION BY-LAWS

ARTICLE I - NAME

The name of this organization shall be Transportation Estimators' Association, hereinafter called the TEA.

ARTICLE II - ORGANIZATION

The TEA is organized as and will always remain a not-for-profit organization. Any additions, corrections or deletions to these guidelines will be adhered to.

The Registered Agent for TEA is Texas Registered Agent located in Austin, Texas.

ARTICLE III - OBJECTIVES

The objectives of the TEA are:

- ❖ To provide cooperative discussion and technical support for transportation project construction estimates.
- ❖ Facilitate communication between State DOT's, Consultants, and Contractors concerning estimating.

ARTICLE IV - MEMBERSHIP

Section 1 Member

Each state department of transportation (or equivalent) shall designate one contact person (MEMBER) to be the official point of contact for representation/voting and estimating issues.

Each designated MEMBER is entitled to a single vote during regularly scheduled meetings.

Section 2 Requests

Requests for membership as a MEMBER after approval of the Constitution and By-Laws shall require a simple majority vote of the Board of Directors for approval. Poll of the Board of Directors shall be by the Chair.

Section 3 Associate

Associate membership (ASSOCIATE) shall be open to any person or organization who is interested in and supports Transportation Estimation. Application for ASSOCIATE membership shall be approved or denied by a simple majority vote of the Board of Directors. (ASSOCIATES have no voting rights, nor are they eligible for any offices of the TEA).

Section 4 Fees

The Board of Directors may recommend a schedule of fees sufficient to carry out the objectives of the group and to defray the incidental costs of the group such as correspondence, meeting rooms, and newsletters. Any fees assessed ASSOCIATES shall be commensurate with the benefits derived from association with the TEA. The schedule of fees shall be approved by a two-thirds majority vote of the MEMBERS present (minimum 9 MEMBERS voting).

Section 5 Initiation Fee

The Board of Directors may establish an initiation fee for each new MEMBER to cover a share of any costs incurred by the current MEMBERS of the TEA.

Section 6 Misuse

Misuse of membership shall be assumed for any MEMBER or ASSOCIATE that uses the TEA for any purpose that conflicts with the objectives of the Group, or that attempts to use the floor, the mailings or the mailing lists of the TEA for the principle purpose of private or corporate gain.

Section 7 Affiliations

No affiliation of the TEA with other organizations may be made by the officers or membership in the TEA without specific change in these By-Laws and after careful consideration.

Section 8 Cooperation

Cooperation with other organizations, to the extent it does not compromise the TEA, is specifically allowed.

ARTICLE V - BOARD OF DIRECTORS

Section 1 Governing Body

The governing body of the TEA shall be a Board of Directors consisting of the Past Chair, Chair, Vice Chair, Secretary, Treasurer and up to four adhoc Board Members. A MEMBER may volunteer or be nominated for a Board position. At no time may a state have more than one person serving on the Board of Directors, unless otherwise approved by the unanimous vote of the current Board and approved by a vote of the majority of a quorum.

Section 2 Elected

The Vice Chair, Secretary, Treasurer and Board Members shall be elected by ballot at the Annual meeting.

Section 3 Filled

The office of the Chair shall be filled by advancement of the previous Vice Chair.

Section 4 Past Chair

The Past Chair will remain a member of the Board of Directors for the duration of one-year beginning with the elevation of the new Chair at the Annual Meeting.

Section 5 Quorum

A majority of votes cast by attending (in-person or virtual if available) MEMBERS at the annual meeting shall constitute an election.

Section 6 Vacancy

A vacancy in the office of Chair shall be filled by the Vice Chair. If the Vice Chair fills the vacancy of the Chair at any time other than the end of a term, he or she will finish that term and then continue on his or her regular term the next year. If a vacancy is made in the office of the Vice Chair at any time during a term of office, that position will be filled by the Secretary and the position of the Secretary will be filled by appointment by the Chair until the next election. A vacancy in the office of the Secretary shall be filled by appointment by the Chair. A vacancy in the office of the Treasurer shall be filled by appointment by the Chair.

Section 7 Duties

The duties of the officers shall be as set forth in the By-Laws. Revision of the duties may be only as a revision of the By- Laws.

Section 8 Authorized

The Chair, in addition to the normal duties of the office such as conducting meetings, shall be authorized to sign checks for the group in the absence of the Treasurer. The Chair can spend up to \$500.00 without the majority approval of the Board of Directors for venue deposits, supplies and merchandise needed for the annual meeting.

Section 9 Chair

The Chair, or Vice-Chair, shall be the official representative at all functions. The Chair shall schedule monthly virtual meetings with the Board of Directors and following years Host State to ensure all TEA business is handled in a timely manner and to help the Host State with the annual meeting. The Chair is a designated check signor.

Section 10 Past Chair

The immediate Past Chair shall assist the Chair and the remaining board of Directors and provide continuity throughout the term. Also, supply all files to the upcoming Chair and offer any information and/or explanation required for the smooth transition of the office of Chair. The immediate past chair will have voting rights for one year.

Any past board members may remain as non-voting board members as approved by the Chair.

Section 11 Vice Chair

The Vice Chair shall assist the Chair in scheduling and set up of the Annual Meeting.

Section 12 Secretary

The Secretary shall maintain the minutes and transcribe the proceedings of the annual meetings. The Secretary shall also be responsible for maintaining lists of all MEMBERS and ASSOCIATE MEMBERS with mailing addresses, phone numbers, email addresses, and records of attendance at meetings. The Secretary may not allow the use of such lists for commercial purposes.

Section 13 Treasurer

The Treasurer shall receive each member organization's membership fees, if assessed, maintain books of account, give a financial report at the annual meeting, file relevant Federal and State tax documents and expend funds as defined in the budget. Any expenditure not defined in the budget must be approved by a majority vote of the Board of Directors. The Treasurer has the authority to transact business with banking institutions. The Treasurer is a designated check signor. The Treasurer will be responsible for reconciling the association's bank statement and presenting it to the Board of Directors and the Annual Meeting, no later than January 31st and no later than July 31st of each calendar year.

Section 14 Past Treasurer

The Past Treasurer shall assist the Treasurer and the remaining Board of Directors and provide continuity throughout the term. Also, supply all files to the upcoming Treasurer and offer any information and/or explanation required for the smooth transition of the office of Treasurer. The Past Treasurer shall not be an official member of the Board of Directors. Upon the transfer of the position to the new Treasurer, the Past Treasurer will have all of the TEA bank accounts reconciled to current. Also a transfer of the banking responsibility will be made to the new Treasurer within 30 calendar days of the Annual Meeting.

Section 15 Annual Meeting

The Board of Directors' term of office shall be one year and begin at the close of the Annual Meeting in which they are elected and end with the elections at the next Annual Meeting.

Section 16 Objectives

The TEA Board of Directors is responsible for carrying out the objectives of Article III.

Article VI - Committees

Any of the duties specified in the By-Laws as the responsibility of the Board of Directors may be delegated to committees appointed by the Chair and confirmed by the Board of Directors.

Section 1 Institute and Dissolve

The MEMBERS of the TEA may, by two-thirds vote (minimum 9 MEMBERS voting) of those in attendance at any meeting, institute and dissolve any standing committees it desires, for any purpose, consistent with the TEA By-Laws.

Section 2 Special Committees

The Chair, with simple majority approval of the TEA Board of Directors, may institute special committees for a period of one (1) year or until the next annual meeting.

Section 3 Chair Shall Appoint

The Chair shall appoint all members of committees with the advice and counsel of the Board of Directors. The Chair shall further define the duties of and membership approval procedure of all committees and members.

Section 4 Report

All committees shall submit an annual or final report to the authority that caused their appointment. Such reports may be informal as directed by the Chair.

Section 5 Specific Projects

The Board of Directors is specifically empowered to represent the TEA in proposing specific projects.

Section 6 Member Lists

The Board of Directors shall make such decisions as are necessary, from time to time, governing the distribution of member lists as maintained by the Secretary.

ARTICLE VII - MEETINGS

Section 1 Time and Place

The time and place of each succeeding annual meeting shall be decided by the MEMBERS attending the annual meeting. The Chair, acting with approval of a majority of the Board of Directors, may change the time and place of the annual meeting with reasonable cause. Final notice of the meeting site, dates and agenda shall be sent by the Chair to all MEMBERS and ASSOCIATES six (6) to eight (8) weeks before the meeting. All such notices or other general correspondence shall be sent to the list of MEMBERS and ASSOCIATES that is maintained by the Secretary.

Section 2 Special Meetings

The Chair and a majority of the Board of Directors may call a special meeting of the membership. The call of the special meeting must state the business to be transacted, and no business shall be transacted except that stated in the call.

Section 3 Host State

The Host State for the annual meeting shall assume such duties/responsibilities as the following:

- ❖ Prepare a conference budget and present to the Board of Directors.
- ❖ Secure a venue and hotel for the annual conference.
- ❖ Plan meals / companion program / entertainment.
- ❖ Mail three notices regarding the conference in accordance with Article VI, Section 1.
- ❖ Maintain registration records and receipts for monies collected and expenses uncured.
- ❖ Provide personnel to work at the conference.
- ❖ Provide a complete list of conference attendees and their contact information to attendees.
- ❖ Provide financial records to the TEA Secretary-Treasurer for audit within 45 calendar days of the close of the conference.
- ❖ Provide a financial statement to the next Host State within three months of the close of the conference.
- ❖ Perform miscellaneous other duties as required in order to ensure a successful conference.

ARTICLE VIII - AMENDMENTS

Section 1 Considered

Amendments to the By-Laws may only be considered at the Annual Meeting or at a special meeting as defined in Article VII, Section 2.

Section 2 Submitted

Amendments to the By-Laws may be submitted by any MEMBER through the Secretary. Such proposed amendments must be circulated to the MEMBERS of the TEA no later than 15 calendar days before the TEA Annual meeting at which such amendment will be considered.

Section 3 Approval

By-Law amendments require approval by two-thirds majority vote of the MEMBERS in attendance (minimum 9 MEMBERS voting).

Section 4 By-Laws

By-Laws may be adopted, amended, or repealed at any scheduled meeting by two-thirds vote of the MEMBERS in attendance (minimum 9 MEMBERS voting).

Section 5 Standing Rules

Standing rules for the conduct of business at any meeting may be adopted for that meeting by a simple majority vote. Subsequent amendments or repeal of such standing rules requires a two-thirds vote of the MEMBERS in attendance (minimum 9 MEMBERS voting).

ARTICLE IX - DISSOLUTION

In the event that the organization is dissolved, the following procedures will be followed:

1. A written notification will be sent to all the MEMBERS (as supplied by the Secretary) by the Board of Directors.
2. A 2/3 vote is needed by the MEMBERS in attendance (minimum 9 MEMBERS voting) to disband the organization.
3. Articles of Dissolution will be prepared.
4. The Treasurer will report on outstanding debts and bank balances to the Board of Directors. Payment of outstanding debts will be paid in full.
5. Any remaining assets, (cash), will be sent upon approval of the Board of Directors to an active Non-Profit organization, with at least 100 members, serving the national Transportation Estimating Community and/or national Transportation Engineering Community.