

**BY-LAWS OF THE PLANNING AND DESIGN DIVISION**  
**ILLINOIS ROAD AND TRANSPORTATION BUILDERS ASSOCIATION**

(Amended November 2018)

**Article I**

Name

The Division Shall be known as the Planning and Design Division of the Illinois Road and Transportation Builders Association. Unless otherwise stated, the following words and abbreviations, wherever used herein, shall have the meaning here set forth:

- A. IRTBA shall mean Illinois Road and Transportation Builders Association.
- B. Division shall mean the Planning and Design Division of the IRTBA.
- C. Board shall mean the Board of Directors of this Division.
- D. Chair shall mean the Chairman of the Board of Directors of this Division.
- E. Members shall mean members in good standing of the Planning and Design Division and shall include Representatives of member-firms.
- F. Managing Director shall mean the person employed by IRTBA to handle the business and administrative affairs of the Division.

**Article II**

Relation to IRTBA

The Division is a segment of the IRTBA. Any action taken by the Division is binding upon the IRTBA only by and with the approval of the Board of the IRTBA.

**Article III**

Location

The headquarters of the Division shall be located in the headquarters of the IRTBA.

**Article IV**

Objectives and Principles

- A. The general objectives of the Division are:
  - 1. To support the purpose and objectives of the IRTBA.
  - 2. To engage in such activities and support all measures favorable to the development and maintenance of the professional standards of planning and design for all forms of transportation.
  - 3. To insure effective utilization of private firms in the planning, design and construction for all forms of transportation.

4. To encourage selection of individuals and firms on the basis of professional qualifications, as opposed to price competition, and the determination of compensation for professional services by negotiations.

## **Article V** Membership

- A. Membership in the Division shall be open to individuals or firms in private practice engaged in professional planning and design of transportation facilities. However, nothing in this section shall preclude the Board of Directors from establishing rules that provide for an “emeritus” level of membership for distinguished retirees.
- B. Firms or partnerships holding membership in the Division as above defined shall advise the Managing Director in writing the name of the individual who will represent the firm or partnership. Such representative, or the member, may designate an alternate or a proxy.
- C. A firm or partnership holding membership in the Division may obtain Service Memberships for individuals who are salaried employees, partners or other bona fide representatives of the firm or partnership. A Service Member may participate in all activities of the Division and has the same rights, privileges and responsibilities as Representatives of member-firms, except the right to vote.
- E. Dues for the Division shall be determined by the Board of the IRTBA provided that these dues shall not be effective until approval by the Division Board.
- F. Membership may be terminated as provided in the By-Laws of the IRTBA.

## **Article VI** Board of Directors

### Section 1. Responsibility and Composition

The governance and policy-making responsibilities of the Division shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. The Board shall schedule meetings at least quarterly.

The Board of Directors shall be composed of:

- 1) The directly elected officers of Chair and Vice Chair.
- 2) There shall be nine (9) directors, selected from Division member firms in good standing.
- 3) The immediate Past-Chair shall also serve on the Board with full privileges accorded to any director except for the power to vote on any matter before the Board. If for some reason, the most immediate Past-Chair is unable or unwilling to serve on the Board, that position shall be filled with the most immediate prior Past-Chair. For the first year following his or her service as Past Chair, that individual shall not be eligible to be elected to the Board of Directors. In no event shall more than 2 Past-Chairs, not including the immediate

Past-Chair, be eligible to serve as a member of the Board of Directors.

No individual shall be compensated for the service as a member of the Board other than reimbursement for direct expenses incurred in their duty as a director. No individual may serve more than two consecutive terms. In the event an individual is named to serve the remainder of an unexpired Board term, that individual may serve no more than two three-year terms.

## Section 2. Officers

- A. The Division shall be governed by a Board consisting of nine (9) directors, a Chair and a Vice Chair elected by the membership of the Division as hereinafter provided. The President of the IRTBA will be ex officio Secretary of the Division. The Treasurer of the IRTBA shall be ex officio Treasurer of the Division. The Division Chair or their designate shall serve as an ex officio voting member of the IRTBA Board of Directors. The immediate past Chair of the Division shall serve as an ex officio non-voting member of the Board.
- B. The duties of the Chair and Vice Chair shall be those usually pertaining to such office. The Chair, with the advice and consent of the Board, shall appoint the personnel of such committees as are needed to carry on the work of the Division.
- C. Membership in any other division of the IRTBA or in its governing board, shall not disqualify a member of the Division from holding any office.
- D. A Managing Director will be employed in accordance with the IRTBA Constitution and By-Laws and shall attend all meetings of the Division's Board of Directors and other Division meetings to perform the required administrative duties.
- E. The number of employees of the Division, and rates of compensation, shall be fixed in accordance with the IRTBA Constitution and By-Laws.
- F. The Division may engage in such activities as are authorized by the IRTBA. Any expense incident thereto shall first be authorized by the Board of Directors of the IRTBA and all receipts shall accrue to the IRTBA except that the Division can assess their member-firms monies for special activities of the Division without authorization by the Board of Directors of the IRTBA and without these monies accruing to the IRTBA including but not limited to the following:
  - 1. Costs associated with Division committee meetings.
  - 2. Costs associated with specific Division activities such as Headquarter Suites at conventions and special funds.
  - 3. Costs associated with Special Division projects.

## Section 3. Election and Removal of Officers and Directors

- A. Except as hereinafter provided, the Directors shall be elected by the members of the Division eligible to vote. Three Directors shall be elected each year for the term of

three years. Nominees shall be Division members selected in such a manner as to provide fair and equitable representation for the members, with due regard given to geographical distribution and diversity within membership. The Chair and Vice Chair shall be elected for a term of one year, and may be re-elected for one succeeding term. The term of office shall commence on January 1.

- B. If the Vice Chair, or any Director resigns or is ineligible or unable to serve, the vacancy thus created shall be filled by an appointment by the Chair. If the Chair becomes vacant, the Vice Chair will immediately become Chair and the Board of Directors will appoint a Vice Chair. Any member of the Board of Directors, including the Chair and Vice Chair, who is no longer employed by a member firm shall notify the Chair and Secretary of his or her status within thirty (30) days of any such change in employment; failure to provide such notice will be deemed an automatic resignation from the Board. Any such member shall be deemed ineligible to continue to serve and the position shall be deemed vacant. Any member of the Board of Directors who misses three regular meetings of the Board of Directors in a calendar year for any reason shall be deemed to have resigned his or her seat and the Chair shall immediately name a replacement. The person who was deemed to have resigned in this manner shall not be eligible to be named to that vacancy. In the event a vacancy occurs among the voting members of the Board, the Chairman will appoint an individual to complete the balance of the vacated or unexpired term. The individual appointed to complete the balance of a vacated/unexpired term is eligible to run for a regular three-year term upon the conclusion of the vacated/unexpired term. He/she may also serve a second, consecutive three-year term.
- C. The Directors shall be nominated for election by a Nominating Committee, appointed by the Board of Directors, consisting of three (3) Board Members, and two (2) other Active Members. The Chair shall designate the Committee Chair. No member of the Nominating Committee may serve for more than two consecutive terms. The Nominating Committee, on or before the first day of the second month immediately preceding the annual meeting of the IRTBA, shall select and secure the consent of one candidate for each of the offices to be filled, which such nominations shall be designated as Official Nominations.
- D. A ballot shall be prepared by the Managing Director showing names of all nominees. One ballot shall be disseminated to each eligible active member of the Division in the month of October annually, and voting shall be open for not less than three (3) business days, when the polls will close. The Board may choose the method of election. If a paper ballot is utilized, it shall be returned to Division headquarters in an envelope showing on the front in the upper left corner the name and business address of the member voting. A similar method of member identification shall also be required if electronic balloting is permitted. The ballots will be canvassed in IRTBA headquarters and retained there. A certified statement of the canvass of the ballots will be furnished by the Managing Director to the Chair at last regular meeting preceding the annual meeting.

The nominees having the largest number of votes for the respective offices shall be declared elected effective on the date of the annual meeting.

**Article VII**  
Meetings

- A. The annual meeting of the Division and the Board shall be held at the time and place as provided by the Board.
- B. Special meetings of the Division may be called by the Chair with the consent of the Board, at any time, or only be called upon a written petition signed by at least ten (10) members of the Division. Said petition shall state the purpose and shall be provided to all members as soon as practicable in advance of the meeting. No business may be considered other than that stated in the official notice unless two thirds of the membership present at the special meeting vote otherwise providing that a Quorum of the membership votes.
- C. Special meetings of the Board shall be held at the call of the Chair or upon written request signed by three (3) members of the Board. Written notice of all meetings of the Board shall be provided to members of the Board as soon as practicable prior to any such special meeting.
- D. Roberts' Rules of Order shall apply in all meetings of the Division, Board and Committees.

**Article VIII**  
Quorum

- A. Five (5) Directors in addition to the Chair, or the Vice Chair or any acting Chair, named by the Chair, shall constitute a quorum at any regular or special meeting of the Board of Directors.
- B. Nineteen (19) members in addition to the Chair, or the Vice Chair or an acting Chairperson, named by the Chair, shall constitute a quorum at any regular or special meeting of the Division.

**Article IX**  
By-Laws

- A. The Constitution of the IRTBA is the Constitution of this Division. The By-Laws of the Division are subordinate to the IRTBA Constitution and By-Laws.
- B. The By-Laws of the Division provide accessory rules especially for the affairs of the Division. They are made by the Division Board of Directors and approved by the IRTBA Board.

**Article X**  
Amendments

To change these By-Laws a proposed amendment must be submitted in writing to the Division Board by at least three (3) members. Approval requires a two-thirds or greater vote of the Board.

**Article XI**  
Referendum

The Division Board may at any time and on any question send letter ballots to all members of the Division for a referendum on any subject coming within the scope of the objectives or affecting the activities of the Division, and the result of such letter ballot shall be as effective as though the action had been taken at any regularly called meeting of the Division. A majority vote of all ballots cast shall determine the position of the Division on any question so presented. The Managing Director shall canvass such ballots and certify the result to the Board.

**IRTBA**  
Planning & Design Division  
MISSION STATEMENT

The mission of the Planning & Design Division is to support the activities of the Illinois Road and Transportation Builders Association in representing the interest of the transportation industry at the local, state and national levels. This support should be participatory and financial.

To accomplish this Mission:

1. The Division should encourage participation of its members on the modal and other committees and councils to address their particular issues at the local, state and national levels and to support IRTBA as a whole with the objective of having the size of IRTBA and its influence in Springfield and Washington fully coordinated with IRTBA management and staff.
2. The Division should participate in all activities related to the Transportation industry. This would include assistance and initiative in establishing Policy Statements, responding to request for communications to the Legislature and transportation agencies concerning legislation and regulations, including, testifying on behalf of IRTBA when requested.
3. The Division should cooperate with other national and state professional societies and transportation related organizations in the development of transportation and business policies.
4. Dues and any special assessments should be paid regularly and promptly.

Specifically,

The Board of Directors, under the leadership of the Chair of the Division, should be active in the conduct of the business of the Division. It should meet at least four times each year to receive the reports of its Committees, take necessary actions to approve and submit to the IRTBA Board of Directors the position and concerns of the Committees, review the recommendations of the Committees toward the development of the current IRTBA Statement of Policy, and be concerned with the retention and addition of the membership to support its activities. Efforts should be made to establish activities of Intermodal Advisory Councils. If the Advisory Councils have been eliminated from the process, the Division Chair should be the link to the IRTBA Board. Efforts should be made to improve the relationship between P&D and IDOT Executives. Professional and legislative programs should be held in Springfield which could be supplemented with legislative lobbying visits. The Planning and Design Division should support ASCE and NSPE in their efforts on a technical level. The Division should participate with members from other organizations such as ACEC, CECI, NSPE, and others where such cooperation will produce desirable synergism to achieve the results that are of mutual interest.

Committees should be a forum for exchange of information and ideas, as well as an opportunity to meet peers and network. Committees should undertake activities affecting the business operations of the membership of the Division, including business practices such as Total Quality Management, Quality Assurance and Quality Control. Committees should only exist if they have a function and can be active. Also, Committees should meet as frequently as possible but, at least twice each year to address state and national issues, if warranted, and report their findings to the whole Division. The Statement of Policy section pertaining to any committee should be reviewed during the year with the objective of supplying our positions to the Board of Directors of the Planning & Design Division. As new methods, regulations, and procedures are enacted or distributed, the committees should be prepared to address these with position papers, or manuals, again utilizing the Task Force method. The results of the Committee work should produce ideas that can become future legislation and official IRTBA policy. Committees should access other Divisions and Committees of IRTBA to seek their input and cooperation where issues transcend the interest of more than one committee.

Membership participation is the key to retention and growth. The membership needs to be active if the Division is to survive and be dynamic. The act of membership should be a commitment to participation and the opportunity to participate should be available. With the assistance of IRTBA Staff, members should be directly involved in the lobbying effort, meeting with Legislative staff and key members of House and Senate at both Federal and State levels on issues that concern the transportation industry. Members should be involved in the analysis and writing of legislation, in whole or in part, receiving direct assignments from IRTBA Board of Directors.

IRTBA staff participation is essential to the activities of the Division. A sufficient amount of time from a staff member should be assigned to the Division by IRTBA management to allow the Division to fulfill its Mission. Telephone calls, fax transmissions, electronic mail, meeting attendance, and letter writing are only some of the activities that could be pursued.

The Chairman of IRTBA should be invited to the Planning & Design Division meetings, particularly the Board of Directors meeting.