

# TRANSPORTATION ENGINEERS ASSOCIATION OF MISSOURI

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## CONSTITUTION AND BY-LAWS

Adopted - January 24, 1923  
Amended - February 7, 1964  
Amended – February 27, 1975  
Amended – February 16, 1989  
Amended - March 28, 2003  
Revised and Amended – March 23, 2017  
Revised and Amended – March 16, 2023

The purpose of the Transportation Engineers Association of Missouri ("Association") shall be to advance the knowledge of transportation engineering and to provide a forum for the continued education of and communication among all parties dedicated to promoting a quality transportation system that serves the public welfare of Missouri.

### ARTICLE I - Name and Privileges Within

*Section I.* The name of this Association shall be the Transportation Engineers Association of Missouri. The official abbreviation of the Association shall be "TEAM".

*Section II.* The following shall be eligible for privileges in the Association, including membership in the programming committee and governing board:

1) Federal, state, county and city engineers and other publicly or privately employed engineering professionals interested in promoting the transportation infrastructure of Missouri; 2) Public officials and administrators of highway and transportation facilities; 3) All other persons engaged in the planning, design, construction, maintenance and operation of transportation facilities or engaged in providing or manufacturing materials and equipment used in connection with any of these activities listed herein.

*Section III.* Any individual may be barred from participating in either the programming committee or governing board by a vote of not less than three-fourths of the members present at a joint programming committee / governing board meeting.

### ARTICLE II - Organization

*Section I.* The officers of the Association shall be president, a president-elect, two vice-presidents and an Executive Director. All shall be elected annually at the regular business meeting held at the annual conference, except the Executive Director and two vice-presidents, which will serve a two-year term. All officers will hold office until their successors are duly elected and approved.

*Section II.* The president, president-elect, two vice-presidents, immediate past president, Executive Director, three members appointed by the Executive Director, and a maximum of four members as nominated and approved by members of the board shall constitute the governing board of the Association. The president and Executive Director of the Association shall be chairman and Executive Director of the board. No action shall be taken by the Association unless a quorum of the governing board is present.

*Section III.* To maintain the conference diversity and character, the board shall consist of a good mixture of consultants, and state, county and local officials.

*Section IV.* Prior to their election as Executive Director, said individual shall serve in a responsible position on the programming committee a minimum of one year prior to serving on the governing board as Executive Director- elect for one year, before their appointment as Executive Director.

*Section V.* The chairman of the nominating committee shall be appointed by the Executive Director and approved by the president. The nominating committee shall consist of the chairman and two other members appointed by the chairman. They shall submit at least one name for each office of the Association.

*Section VI.* All elections shall be by majority vote of the membership in attendance at the Business Meeting held during the annual conference.

*Section VII.* The programming committee shall plan the content of the annual conference under the direction of the Executive Director. Responsible positions within the programming committee shall include General Session Coordinator, Breakouts Coordinator and Workshops & Tours Coordinator.

*Section VIII.* The Executive Director can make a recommendation to the board to hire a representative for needs regarding Financial Management Services, if needed and approved; however, the representative should have a minimum of three years of knowledge with the Association. The agreement should be in terms parallel to the annual conference calendar and may be renewed in up to two-year increments.

### ARTICLE III - Duties of Officers

*Section I.* The duties of the officers of this Association shall be those usually appertaining to their respective offices.

*Section II.* The president shall have general supervision of the affairs of the Association. The president shall preside at all meetings of the Association and of the governing board.

*Section III.* In the absence of the president, the president-elect shall discharge the duties prescribed for the president.

*Section IV.* The Executive Director shall keep a record of all proceedings and under the supervision of the governing board conduct the business of the Association. The Executive Director shall cause all members of the governing board and the programming committee to be notified in writing or by e-mail of each meeting of the Association. The Executive Director shall be responsible for the operation of the Association and make all necessary arrangements for its meetings and the annual conference.

*Section V.* The Executive Director shall collect all conference fees and keep the accounts of the Association.

*Section VI.* The governing board shall be the executive committee and shall have charge and control of the property of the Association. They shall constitute an auditing and financing committee for the annual examination of the books, records and accounts. The official address of the Association shall be P.O. Box 2105, Jefferson City, MO 65102.

#### ARTICLE IV - Meetings and the Annual Conference

*Section I.* The time and place of the annual conference of the Association shall be determined by the Executive Director and approved by a majority vote of the remaining members of the governing board. The annual conference may be cancelled by three-fourths vote of the governing board.

*Section II.* Those members present at any meeting shall constitute a quorum for the transaction of business.

*Section III.* Call meetings shall be by the Executive Director when so directed by the governing board. The Executive Director shall notify the governing board of the meeting at least one month in advance of the meeting.

*Section IV.* The Executive Director shall oversee the advertising and announcement of the annual conference to local transportation professionals.

#### ARTICLE V - Amendments to the Constitution and By-Laws

*Section I.* Amendments and revisions to the constitution and by-laws may be proposed by the governing board and presented for approval at the Business Meeting held during the annual conference. Approval shall be by a majority vote of those present.

#### ARTICLE VI - Dissolution of the Association

*Section I.* The Association may be dissolved only upon the recommendation of the governing board and approved by a majority vote of the governing board of the Association. The vote to dissolve will be by written ballot, and a majority vote will consist of a simple majority of the ballots returned for such purpose. Dissolution will become official one year following the majority vote to dissolve.

*Section II.* Within three months of a vote to dissolve the Association, the governing board will make a written recommendation to the members of a plan of resolution and liquidation of all Association assets. Upon a second, written majority vote as described in the section above, the Executive Director will carry out the final approved plan and will make any and all other necessary actions to fully dissolve the Association.