

**BYLAWS OF IOWA STATEWIDE URBAN DESIGN
AND SPECIFICATIONS CORPORATION**

ARTICLE I. OFFICES

The principal office of the Iowa Statewide Urban Design and Specifications (SUDAS) Corporation in the State of Iowa shall be located in the City of Ames, County of Story at the Iowa State University Institute for Transportation (InTrans). The Corporation may have other offices as the Board of Directors may determine or as affairs of the Corporation may require.

The Corporation shall maintain in the State of Iowa a registered office and a registered agent as required by the Iowa Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office and registered agent may be changed from time to time by the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. General Powers of the Board of Directors

The affairs and management of this Corporation, including the control and distribution of its property and funds, are vested in the Board of Directors. All powers of this Corporation, including the power to amend and adopt bylaws, are vested in the Board of Directors. The Board of Directors shall be the policymaking body of the Corporation and have, but not limited to, the following powers of the Corporation:

- Act on issues and requests brought by stakeholders.
- Review and approve design standards and standard specifications changes.
- Provide policy and direction to contract staff.
- Have established meetings with participants that will present information gathered and serve as a sounding board and idea exchange forum.
- Assist in coordination of studies and research provided by member entities and outside sources.
- Approve the yearly work plan and the budget.
- Actively promote the vision, mission, and purpose.
- Elect a President, Vice President, Secretary, and Treasurer from its membership at its annual business meeting.

SECTION 2. Type and Number of Directors

The Board of Directors shall consist of representatives from the following stakeholder groups and organizations:

A. Voting

- One representative appointed by each state Metropolitan Planning Organization (MPO)
- One representative appointed by each state Transportation Management Areas (TMA)
- Two representatives from each Regional Committee (Chairs and Vice Chairs of each region)
- Six representatives appointed by Iowa Chapter, American Public Works Association (APWA) (two from each region and at least half must be directly employed by governmental agencies)
- Six representatives appointed by the Iowa County Engineers Association (ICEA) (two from each region)
- Two representatives appointed by the Iowa American Council of Engineering Companies (ACEC)
- One representative appointed by each city with a population over 100,000
- Six representatives appointed by the Iowa Department of Transportation (DOT)

B. Advisory (non-voting). A maximum of:

- One representative appointed by the Iowa Concrete Paving Association
- One representative appointed by the Asphalt Paving Association of Iowa
- One representative appointed by the Associated General Contractors of Iowa

The number of advisory non-voting members on the Board may be increased by vote of the Board of Directors.

SECTION 3. Qualifications of Voting Directors

To be eligible to serve as a Voting Member of the Board of Directors, an individual must be licensed as a professional engineer in the State of Iowa.

SECTION 4. Board of Directors Meetings

The Board of Directors shall meet two times per year or as deemed necessary by the President. Notice of any meeting of the Board of Directors shall be transmitted by mail or electronically to the last known address of each Board member at least 21 days before the scheduled date of the meeting. The Corporation's annual meeting shall be designated as the first meeting of the calendar year.

SECTION 5. Term of Office of Board Members

The term of office for Board of Directors members shall be two years, and there will be no limit on consecutive terms served. The terms of office shall begin at the time of the annual meeting and shall continue until the second annual meeting following their election and until their successor shall have been elected and shall have qualified.

SECTION 6. Vacancies

If a member cannot complete a term, the appropriate stakeholder group or organization shall appoint a replacement to complete the remainder of the term.

SECTION 7. Quorum

A majority of the voting members shall constitute a quorum at such meeting. If a quorum is not present, a majority of the voting members present may adjourn the meeting without further notice.

SECTION 8. Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

SECTION 9. Action by Directors without Meeting

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing (sent via email or other electronic means), setting out the action so taken, shall be approved by a majority of the Board of Directors.

ARTICLE III. OFFICERS

SECTION 1. Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer.

SECTION 2. Election and Term of Office

The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until the second annual meeting following their election and until their successor shall have been elected and shall have qualified.

SECTION 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by such director's removal.

SECTION 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors until the next annual meeting.

SECTION 5. President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors, as well as at the meetings of the Executive Committee of the Board of Directors. The President shall sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

SECTION 6. Vice President

In the absence of the President or in event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform any such other duties as may be assigned by the President or by the Board of Directors.

SECTION 7. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII (Contracts, Checks, Deposits and Funds) of these Bylaws. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or by the Board of Directors. The Treasurer may delegate these duties to InTrans Staff to perform in conformance with all applicable policies and procedures of Iowa State University and report to the Treasurer.

SECTION 8. Secretary

The Secretary shall keep the minutes of the Board of Directors and Committee meetings, see that all notices are given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records, and keep a register of the post office address of each member which shall be furnished to the Secretary by that member. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors. The Secretary may delegate these duties to InTrans Staff to perform in conformance with all applicable policies and procedures of Iowa State University and report to the Secretary.

ARTICLE IV. COMMITTEES

SECTION 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees in addition to the committees identified in this Article. The committees shall be advisory to the Board of Directors and shall not have and exercise the authority of the Board of Directors in the management of the Corporation. Except as otherwise provided in these Bylaws or in the Resolution establishing the committee, members of each such committee shall be voting members of the Board of Directors of the Corporation, and the President of the Corporation shall appoint the members of the committees. Any member may be removed by the President whenever, in his/her judgment, the best interests of the Corporation shall be served by such removal. InTrans staff shall perform the support duties for all committees.

SECTION 2. Executive Committee of the Board of Directors

The Executive Committee of the Board of Directors shall be comprised of the Board of Directors President, Vice President, Secretary, Treasurer, the three Regional Committee Chairs and Vice Chairs, and one Iowa DOT representative designated by Iowa DOT. The President shall serve as the Chair of the Executive Committee and the Vice President shall serve as the Vice Chair. The Executive Committee shall have, but not be limited to, the following powers of the Corporation:

- a. Provide guidance to staff in accordance with Board-established policy on issues that need timely attention.
- b. Review and recommend the yearly work plan and the budget for final approval by the Board.

The Executive Committee shall meet any time deemed necessary by the Chair. Notice of any meeting of the Executive Committee shall be transmitted electronically to the last known address of each member at least seven days before the scheduled date of the meeting.

SECTION 3. Regional Committees

Regional Committees shall be formed to represent the interests of stakeholders in each of the three established SUDAS Regions (boundaries being the same as recognized Iowa DOT Local Systems Bureau). The purpose of the regional committees will be to review and recommend proposed revisions to the SUDAS manuals to the Board of Directors. A minimum of three Regional Committee meetings, either face-to-face or electronic, will be held annually. The Regional Committees shall be comprised of representatives from the following stakeholder groups and organizations, but limited to one vote per agency or firm:

A. Voting members:

- Local (city and county) and state government engineers.
- Municipal public works administrators.
- Consulting engineers acting in the official capacity of a city or county engineer.
- Consulting engineers whose firm is working for a city, county, or state agency.
- Additional membership shall be subject to approval by a majority of the Regional Committee members.

B. Advisory (non-voting) members:

- Regional Committees are encouraged to solicit advisory members such as contractors, material suppliers, association representatives and other construction related persons that can be a resource for discussion of agenda items.

Regional Committees shall elect a Chair and a Vice Chair from its voting membership. Elections will be held every two years at the Regional meeting prior to the Board of Directors' annual meeting, and there will be no limit on consecutive terms served. The Chair and Vice Chair shall each be licensed as a professional engineer in the State of Iowa. The Regional Committee Chair will preside over the Regional Committee meetings; however, the Vice Chair shall preside in the absence of the Chair. The Chair and Vice Chair of each Regional Committee will represent the region as a member of the Board of Directors.

SECTION 4. Technical Committees

The President may create Technical Committees to study, evaluate and report on various technical issues as the need arises. InTrans staff will assemble the necessary technical experts, to serve on each Technical Committee, who shall serve until the technical issue is resolved.

SECTION 5. Nominating Committee

The President shall appoint a four-member Nominating Committee from the Board of Directors' voting members that will recommend a slate of candidates for the offices of the Board of Directors. The Nominating Committee will submit the slate to the Board of Directors every two years at its annual meeting. To the extent possible, the Nominating Committee shall strive to nominate candidates from different geographical areas of the state, and from large, medium, and small cities and counties. A new Nominating Committee shall be appointed every two years.

ARTICLE V. RELATIONSHIP TO INTRANS

SECTION 1. Place of Business

The primary place of business of the Corporation shall be in the offices of InTrans. Support staff and services which shall consist of any necessary personnel and consultant services, as deemed necessary, to achieve the purposes of the Corporation will be provided to the Corporation by InTrans as a contractual service.

SECTION 2. Iowa State University (InTrans) Staff Policy

InTrans is a unit of Iowa State University, and contracted staff shall follow all policies and procedures of the University. Intrans is a non-sectarian and non-political organization. It is expressly noted that the InTrans staff will not engage in legislative activity. Any public reports or presentations regarding the Statewide Urban Standards shall be reported to the Corporation. Iowa State University and the Iowa Department of Transportation (Iowa DOT) will be informed if any report is made to the Iowa Legislature.

ARTICLE VI. FUNDING RELATIONSHIPS

SECTION 1. Iowa State University Policy for Funding

InTrans is a unit of Iowa State University and all funding arrangements of the Corporation including yearly budgets, contracts with the Iowa DOT, consultants, associations, other state or federal agencies, or for other contract services shall be subject to the policies and procedures and approval by the appropriate Iowa State University business offices.

ARTICLE VII. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any member of the Board of Directors for any proper purpose at any reasonable time.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, drafter's notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by those officers or agents of the Corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the Corporation. The Board of Directors may delegate these duties to InTrans Staff to perform in conformance with all applicable policies and procedures of Iowa State University.

SECTION 3. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X. WAIVER OF NOTICE

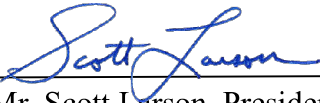
Whenever any notice is required to be given under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

ARTICLE XI. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting if proper notice is given of intention to alter, amend, or repeal or to adopt new bylaws at the meeting.

05/18/2023

Date adopted



Mr. Scott Larson, President