



# IRF BYLAWS

# INTERNATIONAL ROAD FEDERATION

BYLAWS  
of the  
International Road Federation

The International Road Federation (IRF) shall be bound by its Articles of Incorporation, and by the supplementary articles of particular application found in these Bylaws, to the extent consistent with the Articles of Incorporation. These Bylaws were adopted in their original form by the members of the International Road Federation by mailed ballot in August 1998, and amended by email ballot in 2005 and 2011, by an extraordinary meeting of the General Assembly in May 2012, and General Assembly in February 2015 and General Assembly in October 2022.

## **ARTICLE 1: LEGAL FORMATION, NAME AND AUTHORITY**

- 1.1** The IRF was established 5 May 1948 in the United States under the name “International Road Federation,” in conformity with the provisions of Title 29, Chapter 6 of the District of Columbia Code, 1940 Edition.
- 1.2** Bylaws for governing this organization shall be made by the Board of Directors. These Bylaws were issued by the Board of Directors pursuant to their granted authority.

## **ARTICLE 2: SEAL**

- 2.1** The official seal shall be circular in form and bear the words “International Road Federation, Incorporated 1948, District of Columbia.”

## **ARTICLE 3: LOCATION OF HEADQUARTERS AND SUB-PROGRAM CENTER OFFICES**

- 3.1** The headquarters of the IRF shall be located in the Washington, DC metropolitan area.
- 3.2** The Board of Directors may authorize the opening of other sub-program center offices

## **ARTICLE 4: PURPOSE**

- 4.1** The International Road Federation (IRF) is a federation whose primary goals are to support the sustainable growth and preservation of the global transportation infrastructure to meet the public and business demand for safe and efficient mobility. In support of this mission, IRF also provides programs and services designed to give its members a global competitive edge.

**4.1.1** Vision Statement

To be the leading provider of knowledge, best practices and business opportunities for its members

**4.1.2** Mission Statement

To influence key decision-makers to apply best practices in developing, operating and maintaining better, safer and more sustainable transportation systems

**4.1.3** Value Statement

To maintain the highest level of integrity in the global exchange of information

**ARTICLE 5: ACTIVITIES**

**5.1** The IRF will pursue activities that advance its objectives. They will include the following so identified by the Board of Directors:

**5.1.1** Working with governments and ministries at the federal, state, municipality and local officials in order to bring about the enactment of sound policy and to provide funding and statutory authority to build and maintain safe and efficient and sustainable transportation systems and to guard against unnecessary rules and regulations.

**5.1.2** Working with national, regional and other international organizations in order to explore issues and achieve consensus positions on important transportation-related issues.

**5.1.3** Maintaining an organizational structure within IRF whereby the interests and concerns of its members can be addressed directly and in a manner consistent with the overall objectives of the IRF.

**5.1.4** Maintaining committee and working group structures within IRF whereby technical, economic and political issues can be examined and the combined expertise of all members can be applied to the solution of transportation-related problems.

**5.1.5** Holding regional congresses and conferences, training seminars and workshops and other meetings, as appropriate, and the publishing of newsletters, bulletins, and journals in order to facilitate the exchange of information and viewpoints of its members.

**ARTICLE 6: MEMBERSHIP**

- 6.1** Eligibility - Individuals, partnerships, corporations, public agencies, education and research institutions, and road associations with a substantial interest in transportation construction and development are eligible for membership. The president/chief executive officer shall enroll members subject to such procedures as may be prescribed by the Board of Directors.
- 6.2** Voting Rights - All members shall have full voting rights without regard to membership type.
- 6.3** Annual Dues Investment - Annual dues for each class of membership shall be determined by the Board of Directors.
- 6.4** Payment of Membership Dues - Membership dues are payable upon receipt and are due within 30 days from the date of billing.
- 6.5** Membership Cancellation Policy - Membership cancellations shall be effective on the first day of the month following the date on which the IRF receives written notice of such cancellation. Members are responsible for their pro-rata share of annual membership dues up to the effective date of membership cancellation.
- 6.6** Honorary Life Members - Honorary life members shall be those individuals who have provided extraordinary, distinguished and outstanding service in the promotion of IRF's mission of "Better Roads. Better World." and in the cause of transportation development, and are so nominated and elected by the Executive Committee by a two-thirds majority vote and subsequently approved by the Board of Directors by simple majority, and thereby, granted membership without payment of dues.
- 6.6.1** The nomination requirement for Honorary Life Membership must satisfy the following requirements: the individual must be a member in good standing, actively served in a leadership position on the IRF Board of Directors or Committees for at least fifteen years, made significant contribution in the promotion of IRF's mission "Better Roads. Better World.", and has a desire to continue to serve the organization.

**ARTICLE 7: DESCRIPTIONS OF MEMBERSHIP CATEGORIES****7.1** Private Sector

Private Sector members shall be comprised of individuals, firms, partnerships, corporations and joint ventures that construct, recon-

struct, rehabilitate or maintain publicly- or privately-financed transportation facilities and their appurtenances, including but limited to contractors, equipment manufacturers involved in sale, rental, or distribution of equipment and related components used in transportation construction and infrastructure maintenance, material and service suppliers, public-private partnerships, consultants, traffic and road safety.

## **7.2 Research and Education**

Research and Education members shall be comprised of individuals who are teachers of highway or transportation engineering, business and construction management, or related subjects, or who are administrators, supervisors, teachers, or directors of extension services, or whose major duties are the training of personnel for transportation-related work, and students studying transportation-related subjects in engineering colleges and technical institutions.

## **7.3 Public Sector**

Public Sector members shall be comprised of officials and engineers at all levels of government professionally concerned with the planning, design, construction, maintenance and operation of transportation facilities.

## **7.4 Local, Regional, National and International Road Associations**

Local, regional, national and international road associations members shall be comprised of membership organizations that represent individuals, firms, partnerships, corporations and joint ventures that construct, reconstruct, rehabilitate or maintain publicly- or privately-financed transportation facilities and their appurtenances, including but limited to contractors, equipment manufacturers involved in sale, rental, or distribution of equipment and related components used in transportation construction and infrastructure maintenance, material and service suppliers, public-private partnerships, consultants, traffic and road safety.

# **ARTICLE 8: BOARD OF DIRECTORS**

## **8.1 Role and Responsibilities of the Board of Directors**

The Board of Directors shall be responsible for directing the general management of the IRF, act as trustees in conformity with the laws under which the IRF is organized and as provided by these Bylaws. The Board shall direct the investment and care of the funds of the IRF, make appropriations for specific purposes and take measures to advance the interests of the IRF.

All incurred expenses associated with fulfilling these roles and responsibilities are to be paid for by the Director and/or their organization. Any exception to this requirement must be pre-approved by the Executive Committee and documented in writing by the Treasurer.

## **8.2** Composition of the Board of Directors

The Board of Directors shall consist of a chairman Emeritus, chairman, senior vice chairman, up to four vice chairmen, a treasurer, a secretary, up to 60 directors of which up to eight directors can be elected to serve on the executive committee, past chairmen, the chairman of the IRF International Road Educational Foundation (IREF). The president/chief executive officer of the IRF shall serve as the secretary and be a non-voting member of the Board of Directors.

**8.2.1** The chairman, vice chairmen, and the treasurer shall each be elected to a term of two years and shall serve until each of their successors are duly elected and installed.

**8.2.1.1** If warranted, the Executive Committee, by simple majority vote, at a regularly called meeting, may extend the chairman's, vice-chairmen's and/or treasurer's terms.

**8.2.1.2** One of the vice chairmen will be appointed at the beginning of the second year of the chairman's term to serve as the senior vice chairman and will be the chairman-elect unless the chairman's term has been extended, in which case, a vice chairman will be appointed at the beginning of the final year of the chairman's term.

**8.2.2** Directors to serve on the executive committee shall each be elected to serve a one-year term and shall serve until their successors are duly elected. They may serve more than one term.

**8.2.3** Directors shall be elected for two year terms and shall serve until their successors are duly elected and installed. Directors may serve more than one term.

**8.2.4** The president/chief executive officer shall serve on the executive committee as a non-voting member.

**8.2.5** The Board of Directors shall include "Ex Officio Directors". They are not required to attend Board meetings, but may at-

tend if they so choose. They may vote on Board actions and shall be counted in determining a quorum if they vote. If they do not attend or vote, they shall not be counted in determining a quorum.

**8.2.6** Overall representation of the Board of Directors shall include at least three members from each of the established membership categories.

**8.3** Board of Directors Quorum

A quorum is necessary to conduct votes of the Board of Directors. Thirty-three percent of all directors shall constitute a quorum, whether at a regular or special meeting of the Board of Directors or by email ballot.

**8.4** Participation Requirement

Any director or officer who misses three consecutive meetings shall relinquish their seat on the Board. The director shall be notified in writing by the secretary of this policy after missing two consecutive meetings.

**8.5** Approval of Affiliation Agreements

The Executive Committee is empowered to approve charters and affiliation agreements with other organizations.

## **ARTICLE 9: OFFICERS**

**9.1** Officer Titles

The officers of the organization shall consist of the chairman emeritus, chairman, senior vice chairman, vice chairmen, treasurer, immediate past treasurer, and president/chief executive officer who shall also serve as secretary.

**9.2** Officers' Term of Duty

The chairman, senior vice chairman, vice chairmen, treasurer shall each be elected for a term of two years and shall serve until their successors are duly elected and installed.

**9.3** Role and Responsibilities of the Chairman Emeritus and Chairman

The chairman emeritus and chairman shall be the presiding officer at all official meetings of the IRF. The chairman emeritus and chairman shall be the chairman of the Board of Directors and the executive committee. The chairman emeritus and chairman may appoint special committees and may accept as the Board of Directors may otherwise direct, and shall determine the scope and term of these special committees.

**9.4 Role and Responsibility of the Senior Vice Chairman and Vice Chairmen**

The senior vice chairman and vice chairmen shall perform such duties as may be assigned by the chairman emeritus and chairman. In the absence of the chairman emeritus and chairman at official meetings of the IRF, the senior vice chairman or one of the vice chairmen shall preside and perform the duties of the chairman.

**9.5 Role and Responsibility of the Treasurer**

The treasurer shall keep themselves informed of the financial condition of the IRF and report thereon to the Board of Directors and its appropriate committees and to the General Assembly. The treasurer shall review the IRF budgets before the presentation to the Board of Directors. The treasurer also serves as the chairman of the finance committee.

**9.6 Role and Responsibilities of the President/Chief Executive Officer and Secretary**

**9.6.1** The president/chief executive officer shall have entire charge of management of the IRF under the direction of the Executive Committee. The president/chief executive officer is solely responsible for the hiring and compensation of all employees as he deems necessary to conduct the business of the organization, subject only to budget limitations. The president/chief executive officer shall make an annual report to the Board of Directors.

**9.6.2** In the capacity of secretary, the president/chief executive officer shall be the custodian of the seal, records and accounts of the IRF and shall record the proceedings of the meetings of the Board of Directors and the Executive Committee, and perform other duties as shall be assigned by the chairman, that are pertinent to the office of secretary.

**ARTICLE 10: SELECTION AND ELECTION OF DIRECTORS AND OFFICERS****10.1 Elected by the Membership**

The directors and elected directors to serve on the executive committee of the organization, with the exception of the president/chief executive officer, shall be elected by vote of the members of the organization during the General Assembly.



## **10.2** Composition of the Nominating Committee

A Nominating Committee shall be comprised of the chairman emeritus, who will act as the committee chairman, immediate past IRF chairman, the chairman, the senior vice chairman, all past chairmen who remain active in the IRF, the president/chief executive officer, and the chairman of the International Road Educational Foundation.

## **10.3** The Nomination Process

**10.3.1** The Nominating Committee, on or before the first day of the month immediately preceding the General Assembly, shall report to the executive committee candidates for directors and one candidate for each of the offices to be filled in the position of chairman, senior vice chairman, vice chairmen, treasurer and up to eight directors to serve as elected directors to serve on the executive committee. The executive committee may modify the nominations.

**10.3.2** The directors that have been nominated to serve on the Board of Directors; and the directors that have been nominated to serve on the Executive Committee, will be designated as the “Official Nominations.” Before the ‘official nominations’ are sent to the members for a vote, the Nominating Committee shall have secured the consent of the nominees to serve.

## **10.4** The Election Ballot

The secretary shall prepare a ballot listing the “Official Nominations.” One ballot shall be sent via electronic means, if possible, to each member of the organization at least 30 days before the first day of the annual General Assembly, stating the deadline for returning the ballot. Any member may insert on the ballot the name of any member, or members, of the organization eligible to serve as a director. Space for such insertion shall be provided on the ballot as ‘write-in’ candidate(s). The ballot shall be returned to the secretary via electronic transmission no later than 15 days before the first day of the annual General Assembly.

## **10.5** Eligibility

Only members in good standing shall be entitled to serve and vote.

## **10.6** Criteria for Election and Start of Term

**10.6.1** At the General Assembly, the secretary shall report the results of the ballots to the chairman. The directors that received the largest number of votes shall be declared elected by the chairman. The directors shall be installed and take office at the close of the General Assembly.

**10.6.2** During the annual meeting of the Board of Directors, which shall follow the General Assembly, the newly constituted Board of Directors shall review the report of the Nominating Committee. The new constituted Board of Directors may modify the Nominating Committee Report by simple majority. The individuals with the largest number of votes for each position shall be declared elected.

**10.7** Filling Officer and Director Vacancies

The chairman may fill any vacancies existing among the officers or directors, and such appointees shall serve the remainder of the unexpired term. In the event the office of the chairman becomes vacant, the senior vice chairman will immediately become chairman.

**10.7.1** The chairman may fill vacancies of officers or directors who resign and such appointees shall serve the remainder of the unexpired term of the individuals who resigned. The chairman may also make up to six (6) mid-term director appointments during each of their two-year terms as long as the maximum of sixty (60) directors is not exceeded. These appointments require approval by simple majority of the full executive committee. Once approved, these individuals may begin serving on the Board and fulfilling their responsibilities. In preparation for the annual general assembly meeting, the nominating committee chairman, will place the names of mid-term appointed officers or directors on the recommended slate to serve a full two-year term.

## **ARTICLE 11: EXECUTIVE COMMITTEE**

**11.1** Role and Responsibilities of the Executive Committee

The Executive Committee shall have full power to transact the official business of the IRF in the interim between meetings of the Board of Directors, and shall report its actions to the Board of Directors. The Executive Committee shall have final jurisdiction on all issues pertaining to the rights and privileges of membership. The Executive Committee shall meet at the call of the chairman.

### **11.2 Composition of Executive Committee**

There shall be an executive committee consisting of the chairman, the immediate past chairman, the senior vice chairman, up to four vice chairman, the treasurer, president & chief executive officer and secretary, up to eight directors appointed to serve on the executive committee, the chairman of the IREF, and all past chairmen that want to remain active. During his/her term, with the approval by simple majority of the full executive committee, the chairman may remove any executive committee member who is not actively fulfilling their executive committee responsibilities.

### **11.3 Executive Committee Quorum**

A quorum is necessary for Executive Committee to conduct a vote. Six members shall constitute a quorum at any regular or special meeting of the Executive Committee.

## **ARTICLE 12: COMMITTEES, WORKING GROUPS, ADVISORY COUNCILS, AD HOC TASK FORCES**

### **12.1 Role of Committees, Working Groups, Advisory Councils and Ad Hoc Task Forces**

The Board of Directors shall establish committees, working groups, advisory councils and ad hoc task forces to study and suggest policy positions and to assist and advise the officers, executive committee, Board of Directors and president/chief executive officer as may be appropriate. Participation shall be open to all members.

### **12.2 Executive Committee Review of Policy Recommendations**

All policy recommendations advanced by committees, working groups, advisory councils, and ad hoc task forces, shall be reviewed and acted upon by the Board of Directors.

## **ARTICLE 13: MEETINGS**

### **13.1 Requirement for Annual Meeting of the Board of Directors and General Assembly**

The IRF shall hold an annual Board of Directors Meeting and General Assembly. The General Assembly of the organization will be for the purposes of presenting the State of Affairs of IRF, voting on the directors of the Board of Directors and elected directors to serve on the executive committee, adoption of resolutions, and the transaction of other business.

**13.2** Requirements for Calling Special Meetings

Special meetings of the organization may be called by the Board of Directors. A special meeting must be called by the Board of Directors upon request in writing from 30 members. The request shall state the purpose(s) of the meeting. Notice of such meeting shall be communicated by electronic means to the members at least 30 days in advance, and no other business may be considered at the meeting other than that stated in the notice.

**13.3** Committees, Working Groups, Advisory Councils and Ad Hoc Task Forces Meetings

IRF committees, working groups, advisory councils, and ad hoc task forces shall convene on an as needed basis, and when necessary, in conjunction with the Annual Meeting of the IRF Board of Directors and General Assembly.

**ARTICLE 14: FISCAL YEAR**

**14.1** The fiscal year shall coincide with the calendar year.

**ARTICLE 15: RESPONSIBILITY**

**15.1** The IRF shall not be responsible for, or bound by, any action of an individual member, an IRF committee, working group, advisory council, task force, or an affiliated organization unless it has been approved by the Board of Directors.

**ARTICLE 16: AUDITING**

**16.1** The president/chief executive officer will engage an outside firm of auditors to conduct an annual audit of the books. The results of the audit will be presented and approved by the Board of Directors on an annual basis.

**16.2** The auditors shall file tax returns on behalf of the IRF.

**ARTICLE 17: REVISIONS OR AMENDMENTS TO THE BYLAWS**

**17.1** Amendments to the Bylaws

These bylaws may be amended by a two-thirds majority vote of all members present at an ordinary or extraordinary meeting of the General Assembly, provided that written notice of such proposed amendment shall have been sent by the secretary to each member at least 30 days before the meeting at which action thereon is to be taken.

**ARTICLE 18: CONDUCT**

- 18.1** The International Road Federation promotes the valuable public service performed by its members, and in doing so, both supports and encourages the efforts of its members to adhere to those legal and ethical standards relevant to the transportation construction industry.
- 18.2** In recognition thereof and with respect thereto, the Executive Committee shall be empowered to remove or suspend a member from IRF, in addition to other disciplinary actions that may be deemed appropriate by the Executive Committee.

THIS IS TO CERTIFY that the foregoing is a true and correct copy of the Bylaws of the International Road Federation, a District of Columbia corporation, as adopted by its Board of Directors.



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**C. Patrick Sankey**  
IRF Secretary

October 31, 2022

Date

# GLOBAL

KNOWLEDGE • ADVOCACY • EDUCATION  
BEST PRACTICES • BUSINESS OPPORTUNITIES

**Better Roads. Better World.**



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[www.IRF.global](http://www.IRF.global)