

BY-LAWS
of the
AMERICAN SOCIETY OF HIGHWAY ENGINEERS
- FIRST STATE SECTION

AS AMENDED December 7, 2006

ARTICLE 1
GENERAL INTRODUCTION

Section 1. **Name**

The name of this corporation shall be **AMERICAN SOCIETY OF HIGHWAY ENGINEERS – FIRST STATE SECTION**; hereinafter referred to as “The Section.” The Section is associated with the **AMERICAN SOCIETY OF HIGHWAY ENGINEERS**, a Pennsylvania corporation, hereinafter referred to as “The National Organization.”

Official correspondence and publications issued by the Section shall conspicuously indicate the full name of the corporation, together with the words “A Delaware Non-Profit Corporation”

Section 2. **Location**

The Section address shall be determined by the “Board of Directors” and shall be announced to all of the Members of The Section before any changes are made, or as soon as practical afterward.

The National Organization shall also always have a record of the current address of the Section. Also, the current address of the National Organization will be announced to the Members of The Section before any changes are made, or as soon as practical afterward.

Section 3. **Function**

The function of The Section shall be to promote the mission of the National Organization and to offer an atmosphere of communication, education, and fellowship for our members.

ARTICLE II
MEMBERSHIP

Section 1. **Basis of Membership**

Membership shall consist of Senior Members, Members, Associate Members, and Honorary Members, who have an interest in the highway/transportation industry or its allied fields.

Section 2. **Initiating Membership**

In order to gain membership in The Section, a person must become a member of The National Organization and indicate interest in being active within The Section. To become a Member, an application for membership (furnished by The Section) must be completed and submitted to The Section by the interested person. The required initiation fees and dues

must also be submitted with the application; the initiation fees and dues are described in Article III.

Section 3. **Maintaining Membership**

In order to maintain membership, the person must not violate the Code of Ethics of The National Organization, and the person must not have outstanding fees or dues owed to The Section.

Section 4. **Terminating Membership**

Any member may resign their membership by notifying the Secretary of The Section with a written request. The effective date of termination shall be upon receipt of the written request by the Secretary.

Any member not having paid dues by November 1st of the current year may have their membership terminated at the discretion of the Board.

Any Member may be expelled for due cause by a proper vote by the Board of Directors. At least two-thirds of the Board of Directors must vote in support of expulsion before the person is considered expelled. The Member considered for expulsion shall be advised of the alleged cause, the action being considered, and that an opportunity will be provided to submit a defense before any actions are taken by the Board of Directors.

Section 5. **Re-instating Membership**

Any person who has resigned their membership while in good standing may return to being a member by submitting an application to The Section and by paying the current year dues for The Section plus any reinstatement fee as determined by The Section.

ARTICLE III
DUES and/or FEES

Section 1. **Initiation Fees**

A one time National Organization initiation fee must be paid to The Section by each new Member. The Section will be responsible for submitting this fee to the National Organization on behalf of each new member.

Section 2. **Annual Dues**

Dues shall be payable by Members after receipt of annual invoice of June 1st, and payment will maintain the Member in good standing through May 31st, of the following calendar year; payment of dues must be made by November 1st, of each year to maintain continuing membership.

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New members joining after April 1st, will be considered to have paid the Section dues, and the Annual National Organization fee for the period through May 31st, of the following year.

- Section 3. **Annual Membership Assessment Fees**
Annual Membership assessment fees, established by the National Organization, shall be paid by The Section to the National Organization on behalf of the Members of The Section.

ARTICLE IV
THE BOARD OF DIRECTORS

- Section 1. **Responsibility and Authority of The Board of Directors**
The Board of Directors shall be responsible for administering the technical and social interests of The Section. The Board shall act in all matters concerning the business and financial interests of The Section, and in the discharge of its duties. The Board shall have the power within the limitations of the Constitution and By-Laws of the National Organization and within the limitations of the Certificate of Incorporation and By-Laws, to execute any measure necessary to further the interests of The Section.

In the event that any provision of these By-Laws conflicts with the By-Laws of the National Organization, the National By-Laws shall govern, with the exception of any provision required by the Delaware Corporation Law, 8 *Del. Code*. §101, *et seq.* When any specific provision of the National By-Laws governs, that provision will be considered incorporated by reference into these By-Laws.

The Board shall appoint an Audit Committee to perform an audit of the books and records of the Treasurer on an as-needed basis. The Audit Committee shall consist of at least one Section Member who is not member of the Board of Directors. The Audit Committee shall perform the audit and report its findings to the Board within 30 days of receiving direction to proceed with the Audit from the Board. The Board will determine any further action upon review of the Audit Committee findings.

There shall be no direct financial gain received for fulfilling the responsibilities or performing the services associated with being a member of the Board of Directors.

- Section 2. **Composition of The Board of Directors**
The Board of Directors shall consist of the Officers and Directors of The Section. The composition of Officers and Directors of The Section shall be the following:

OFFICERS (Five Positions)

- ◆ President
- ◆ First Vice-President
- ◆ Second Vice-President
- ◆ Treasurer
- ◆ Secretary

DIRECTORS

- ◆ A minimum of six; a maximum of nine
- ◆ Immediate Past President
- ◆ Regional Director
- ◆ Executive Director (position to be held by a Past President of The Section)
- ◆ Past Presidents (**ex-officio*, non voting Directors)
- ◆ Section Members serving as National Officers or Directors (* *ex-officio*, non voting Directors)

The people serving in these positions shall be Members of The Section, shall meet the qualifications of the office, shall perform the required duties of the office which they hold, and shall be chosen in accordance with “The Section Operating Manual” issued by The National Organization.

Section 3. ***Duties of the Officers and Directors***

PART A **The President**

The President shall be responsible for executing The Section functions, which are described in these By-Laws, and those as required by the National Organization, and for executing The Section activities which are approved by the Board of Directors.

The President shall determine when regular Board of Directors meetings are held. The President shall preside at and participate in all regular and special Board Meetings, General Membership Meetings, and other Meetings of The Section.

The President may assemble Members into Committees for various specific tasks and shall appoint all Committee members; The President is an *ex-officio* member of all Committees. The President will oversee the actions of the Committees.

The President may select a replacement (Member) as approved by the Board of Directors to act in the position of a vacant Office of Second Vice-President, First Vice-President, Treasurer, Secretary, or Director until a scheduled election.

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The President shall administer the voting process at the Annual Term-End General Membership Meeting.

PART B The First Vice-President.

The First Vice-President shall perform the duties of the President during any absence of the President. The First Vice-President shall also perform any other duties assigned by the President.

PART C The Second Vice-President

The Second Vice-President shall perform the duties of the President during the temporary absence of both the President and the First Vice-President. The Second Vice-President shall also perform any other duties assigned by the President.

PART D The Secretary

The Secretary shall maintain the records of the Section, including all meeting Minutes and all correspondence. The Secretary shall maintain the current list of all Members. The Secretary shall maintain the list of the current Board of Directors and Committees.

The Secretary shall supply the above information and the current address of The Section to The National Organization in an expedient manner.

The Secretary shall conduct administrative correspondence with The National Organization. The Secretary shall also perform any other duties assigned by the President.

PART E The Treasurer

The Treasurer shall administer the receipt of all monies from all sources due or otherwise, made payable to The Section. The Treasurer shall deposit all monies received directly into the depository approved by the Board of Directors under the name of The Section as soon as practical.

The Treasurer shall maintain the records required for IRS purposes.

The Treasurer shall provide a financial report to the Board of Directors at each Board meeting.

The Treasurer shall provide an annual financial report to the Board of Directors for presentation at the Annual Term-End General Membership Meeting. The reporting period shall begin May 1st of the prior calendar year and end April 30th of the current calendar year.

The Treasurer shall provide all records maintained and in the possession of the Treasurer for an Audit by the Auditing Committee when so directed by the Board.

The Treasurer shall provide additional information as requested by the President.

PART F **Directors**

Directors serve as liaison to the General Membership and vote on membership acceptance or expulsion. They may serve on committees and chair committees. They also act on recommendations of various committees, and vote on various issues brought before The Board.

Section 4. **Terms of Office:**

The term of office for the President, the First Vice-President, and the Second Vice-President shall be for one year only with a limit of two consecutive terms.

The term of office for the Secretary is one year. No limit on the amount of consecutive terms.

The term of office for the Treasurer is one year. No limit on consecutive terms.

The term of office for each Director is three years with a maximum of two consecutive terms.

The Immediate Past-President is a one year term only.

ARTICLE V

ELECTION TO THE BOARD OF DIRECTORS

Section 1. **Requirements and Restrictions**

The persons serving on the Board of Directors must be Members of The Section. No person may hold more than one office at any one time except for periods of limited term when temporary absences require replacement.

Each nominee for election to the Board of Directors must agree that upon election he or she will accept the responsibilities of the office for which he or she has been nominated. Each nominee must expect to serve for the full term of office.

Should a person serving on the Board of Directors fail to attend at least 50% of the scheduled Director's meetings in any give year of their term, or otherwise fail to fulfill the responsibilities of the office to which that person was elected or appointed, the Board of Directors may remove that person from office by a vote of two-thirds of the Board.

Section 2. **Board of Directors Candidates from a Nominating Committee**

No later than February 15th of each year, the President shall appoint a Nominating Committee, composed of at least three Members of The Section. The Nominating Committee shall prepare a list of at least one nominee for each of the elected positions on the Board of Directors anticipated to be vacant. These offices include the following:

- ◆ President
- ◆ First Vice-President
- ◆ Second Vice-President
- ◆ Treasurer
- ◆ Secretary
- ◆ At least three (3) Directors
- ◆ Additional offices due to resignations or other vacancies

The names of the nominees proposed by the Nominating Committee shall automatically be recognized by the Board of Directors and should be announced by the Secretary to all Members of The Section no later than April 1st of each year.

Section 3. **Additional Nominees**

No later than April 15th of each year, additional nominees may be proposed by Members of The Section for any office; this includes a Member proposing him/herself as a nominee. Any nominee will automatically be recognized by the Board of Directors if the nominee is a Member of The Section and has the signed support of five other Members of The Section and meets the requirements for the office. No additional nominees will be recognized by the Board of Directors or may be considered for election after this deadline.

Section 4. **Announcing of Nominees**

The names of all nominees recognized by the Board of Directors should be announced to all Members of The Section at least fourteen days before the Annual Term-End General Membership Meeting.

Section 5. **Election and Installation**

The election and installation of all the new officers and directors shall occur at the Annual Term-End General Membership Meeting. For each contested position (where there are more candidates than vacant positions), a paper ballot shall be provided to each Member of The Section in attendance for voting purposes. The President shall administer the voting process. The candidates receiving the greatest number of votes shall be considered the successful candidates for the offices.

There is no quorum requirement. Absentee votes will not be accepted.

ARTICLE VI
MEETINGS

Section 1. **Meetings of the Board of Directors**

Meetings shall be held at intervals and at locations chosen by the President.

Board of Directors meetings may also be held upon notification of the Secretary of The Section and at least two Members of the Board of Directors, that a Board Meeting is desired.

Meetings held upon request shall occur within twenty-one days unless all the persons who requested the special meeting waive this requirement in writing to the Secretary. The Secretary of The Section shall comply with the announcement requirements previously stated.

All Board of Directors meetings shall be announced at least seven days prior to their planned starting time to each member of the Board of Directors, and to any Member of The Section who has requested, in writing to the Secretary of The Section, to be notified of Board of Directors meetings.

A quorum of at least seven members of the Board of Directors is required in order to perform business. Should the required quorum not be in attendance at a meeting, those items of business remaining outstanding shall be addressed at the next possible appropriate meeting that can be scheduled.

The President shall conduct the proceedings of the meeting. Meetings can be conducted informally; however, when questions of procedure arise, Roberts Rules of Order should be followed.

Section 2. **General Membership Meetings**

General Membership meetings shall be announced to each Member of The Section at least seven days prior to their planned starting time.

General Membership Meetings shall be held at intervals and at locations approved by the Board of Directors. The Board should also approve the complete agenda for each meeting.

The President shall conduct the proceedings of the meeting. Meetings can be conducted informally, however, when questions of procedure arise, Roberts Rules of Order should be followed.

Section 3. **Annual Term-End General Membership Meetings**

An Annual Term-End General Membership Meeting shall be held in May of every year. The agenda of this meeting shall include the election of the Officers and Directors of The Section, acceptance of the Minutes of the previous years Term-End General Membership Meeting, and acceptance of the Annual Treasurer's Report.

Written notice of this meeting shall be given which shall state the place, date and hour of the meeting. Unless otherwise provided by applicable law or the Certificate of Incorporation, the written notice of this meeting shall be given not less than fourteen nor more than sixty days before the date of the meeting to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the mail, postage prepaid, directed to the Member at his or her address as it appears on the records of the Section. Transmission by electronic mail (e-mail) to each Member who submitted an e-mail address on their membership application for the current year to that submitted e-mail address shall constitute written notice for the purposes of this section and shall be deemed delivered upon transmission by the Secretary. Members without submitted e-mail addresses and Members whose e-mail notice has been returned undeliverable to the Secretary shall be transmitted written notice by mail as described above.

Section 4. **Meeting Records**

The records or minutes of all meetings, including all General Membership, Annual Term-End General Membership, and Board of Directors meetings, whether a quorum was present or not, shall be maintained by the Secretary of The Section. All important information shall be recorded.

Should the Secretary be unable to attend a meeting, or otherwise unable to record the Minutes, the President shall appoint someone to perform this task. The Minutes for any meeting shall be available for review. Recommendations for corrections to the minutes may be submitted to the Secretary by any Member of The Section.

A copy of all Minutes, and all recognized corrections to Minutes, shall be retained permanently for The Section by the Secretary. All Minutes and recognized corrections to Minutes should be forwarded to the Secretary of the National Organization by The Section Secretary.

ARTICLE VII
AMENDMENTS OF THESE BY-LAWS

Section 1. **Amendment Procedure**

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These By-Laws may be amended by fully and successfully completing each and every step of the following process, in the order listed:

- ◆ Announced on the agenda of a Board of Directors meeting. Each member of the Board of Directors shall receive an announcement of the meeting and a complete copy of the proposed amendment(s) at least seven days prior to the planned meeting.
- ◆ Approved by a majority of the members of the Board of Directors.

Section 2. **Effective Date of Amendments**

The effective date of the amendment shall be the date of approval by The Board of Directors pending acceptance of revised by-laws by the National Organization.

**ARTICLE VIII
DISSOLUTION**

Section 1. **Cause for Dissolution**

The Section may be dissolved due to justified cause; examples of a justified cause include the following situations:

- ◆ Unanimous request for dissolution by the Board of Directors of The Section;
- ◆ Failure of The Section to remain financially solvent; or;
- ◆ Failure of The Section to maintain a Board of Directors consisting of at least six people.

Section 2. **Settlement of Assets Upon Dissolution**

Upon dissolution, any remaining monies and other assets, after payment of all indebtedness, shall be turned over to the National Organization. Should the amount of indebtedness exceed the amount of assets available, the National Organization is not liable for any outstanding amounts.

The National Organization shall receive all official records and documents of The Section.

Section 3. **Rights of Members Upon Dissolution**

All Members of The Section shall maintain full rights and responsibilities as Members of the National Organization through to the end of their term of membership as previously established by The Section.