



ASHE

***Greater
Hampton Roads***

BY-LAWS

**BY-LAWS ADOPTED May 2008
Amended September 17, 2013**

BY-LAWS

ARTICLES OF CONTENT

| | Page |
|---|------|
| Article I Organization | 3 |
| Article II Membership..... | 3 |
| Article III Management..... | 4 |
| Article IV Nomination and Election of Officers..... | 5 |
| Article V Officers and Duties..... | 7 |
| Article VI Meetings..... | 9 |
| Article VII Assessments, Dues, Fees and Finances..... | 10 |
| Article VIII Committees..... | 11 |
| Article IX Amendments..... | 11 |
| Article X Dissolution..... | 12 |
| Article XI Official Publication | 12 |

BY-LAWS
Of the
GREATER HAMPTON ROADS SECTION
OF THE AMERICAN SOCIETY OF HIGHWAY ENGINEERS

Adopted May 20, 2008
Amended September 17, 2013

ARTICLE 1-ORGANIZATION

Section 1 - This organization is the Greater Hampton Roads Section, hereinafter referred to as “Section” of the American Society of Highway Engineers, and as such, is subject to the Constitution and By-Laws of the American Society of Highway Engineers. Nothing in this document is intended to supersede that of the Society when in conflict.

Section 2 - All references to “the Section Board” in these By-Laws shall mean the Board of Directors of the ASHE Greater Hampton Roads Section. All references to “the National Board” shall mean the National Board of Directors of ASHE. All references to “the Region Board” shall mean the Board of Directors of the ASHE Region to which the Section has been assigned by the National Board.

Section 3 - The Greater Hampton Roads Section is considered a member of the Mid-Atlantic Region of ASHE as established by the National Board of Directors.

ARTICLE II - MEMBERSHIP

Section 1 – The active membership shall consist of Member, Life, Student and Honorary members. Election to membership will be entrusted to the Section. A Member shall be working or practicing in the highway industry or its allied fields. All members shall have a high school education or its equivalent. A Student Member shall consist of those persons who are currently pursuing a degree in engineering, surveying or other highway industry fields from a university, college or technical school. A Life Member shall meet requirements set forth below in Section 4 of this Article II.

Section 2 - Any person desiring to become a member shall make written application to the Secretary of the Greater Hampton Roads Section. Such application shall be on the approved application form and provide the information specified by the National Board of Directors and shall be accompanied by the current initiation fee and dues. The Secretary will cause the application to be reviewed by the Membership Committee and the Section Board of Directors. Upon receiving a favorable recommendation of the Board of Directors, the Secretary shall forward the application, along with the current initiation fee, to the National Secretary for final certification of membership.

Section 3 - The National Secretary shall notify the Section Secretary after the applicant has been included in the National membership roster, after which the Section Secretary shall notify the applicant of the action by the National Board of Directors.

Section 4 - Election to the grade of Life or Honorary Member shall be provided under Article II of the National Constitution and Article III of the National By-Laws. Life Members shall have been a dues paying member of the Section for 25 years, and shall have been active in ASHE activities. The Section membership roster should be reviewed each year to determine potential Life Members for the following year. Honorary Members shall be proposed to the National Board by petition of not fewer than 10% of the entire ASHE membership. The National Board shall elect Honorary Members.

Section 5 – All applicants for membership shall be subject to an initiation fee in accordance with Article VII of these By-Laws.

Section 6 - The National Section Board, by affirmative vote of not less than 80% of the entire Section Board, may suspend or expel a member for any violation of the National Constitution the National or Regional By-Laws, these Section By-Laws, Code of Ethics, guidelines, or policies established by the National Board. A member whose suspension or expulsion is being considered shall be notified by the Section Secretary by registered mail, and shall be advised of the charges against them at least 30 days prior to the proposed date of suspension or expulsion. If the member so desires, he/she may submit a defense, either in person or in writing, which shall be considered by the Section Board of Directors. The Section Board shall then forward the defense along with their recommendation for further action to the National Board as part of the expulsion procedure. Any member against whom such action is taken May, upon written application, appeal to the National Board. Such written application must be presented within 30 days of notice of expulsion or it will not be considered. The action taken by the National Board shall be binding and final.

ARTICLE III - MANAGEMENT

Section 1 - The Section shall be governed by the Section Board of Directors and the Executive Committee. All members of the Section Board shall be members of ASHE in good standing. It is desirable that all elements of the highway industry are represented by members of the Section Board. Any Section Board member whose Section dues are in arrears on October 1st shall forfeit their membership on the Board of Directors.

Section 2 - The Section Board of Directors shall be comprised of a President, Vice-President, Secretary, Treasurer, Immediate Past-President, Regional Director for the Section and six (6) Directors. An individual may occupy more than one position, but is entitled to only one vote. The Section Board may establish additional Board Members (e.g. Second Vice President or additional Directors), as needed, to chair various committees such as those listed in Article VII of the National By-Laws.

Section 3 - The Section Executive Committee shall consist of the Section President, Vice President(s), Secretary, Treasurer, and the Immediate Past President. The Section President shall be the Chair of the Board of Directors and the senior Vice President shall be the Vice-Chair. The Executive Committee will assess and implement the annual operating strategy of the Section Board and conduct administrative ASHE affairs at times when the Section Board is not in session.

Section 4 - The mailing address of the Section will be designated by the Section Secretary, and will be provided by correspondence to all Section Board members, the National Secretary, the National Treasurer, and the Region Secretary within 30 days of the Section Secretary taking office.

Section 5 - The Section Board may, at its discretion, appoint active ASHE members to supplement Section Committees and assist with Section functions. All active members in good standing of the Section shall be eligible for appointment. Such additional committee members are not considered Section Directors and shall not be entitled to vote on any matters before the Section Board.

Section 6 - The Section Board shall act in accordance with the ASHE National Constitution and By-Laws. Section activities should be focused on the interests of the members. In particular, those interests should relate to the highway industry and shall be in accordance with the purpose and provisions contained in the ASHE National Constitution and By-Laws. Section activities should support the goals and objectives found in the current ASHE Strategic Plan. In the event of a conflict between the ASHE National Constitution and By-Laws and the Section By-Laws, the National Constitution and By-Laws shall prevail.

Section 7 - If a position on the Executive Committee or the Section Board becomes vacant for any reason, the Section Board may choose a successor to serve remainder of the unexpired term.

Section 8 - Fidelity Bonds for the Treasurer or other Officers of the Section that are included as signatories for Section checks may be acquired at the discretion of the Section Board.

Section 9 - Liability insurance for the Section Board may be acquired at the discretion of the Section.

Section 10 - The Board shall have charge of the technical and social activities of the Section. It shall act in all matters concerning the business and financial interests of the Section and, in the discharge of its duties, shall have the power, within the limitations of the National Constitution and By-Laws, to execute any measures whatsoever which it deems necessary to further the interests of the Section.

Section 11 - Meetings of the Board of Directors shall be held at the direction of the President, but not less than twice each fiscal year. A meeting may also be called by agreement of three members of the Board. A majority of the members of the Board shall constitute a quorum.

Section 12 -The Executive Committee shall meet at the direction of the President. A majority of the members of the Committee shall constitute a quorum.

ARTICLE IV – NOMINATION AND ELECTION OF OFFICERS

Section 1 – The annually elected officers of the Section shall be a President, Vice President(s), Secretary, Treasurer, a minimum of one Director, and a Region Director. Elected officers of The Greater Hampton Roads Section shall include a first Vice President, a second Vice President, six (6) Directors and a second Region Director.

Section 2 - The terms of office for the elected Section Board of Directors shall be as follows:

| <u>Office</u> | <u>Maximum Term Limit</u> | <u>Number of Terms</u> |
|--------------------|---------------------------|---------------------------------|
| President | One Year | Maximum two consecutive terms |
| Vice President(s) | One Year | Maximum two consecutive terms |
| Secretary | One Year | Consecutive terms may be served |
| Treasurer | One Year | Consecutive terms may be served |
| Region Director(s) | Two Years | Maximum two consecutive terms |
| Director(s) | Three Years | Maximum two consecutive terms |

The term of office shall begin June 1st each year. All officers of the Section Board of Directors shall hold office for the period stipulated above, or until a successor is appointed or elected, and the term of their replacement commences.

Section 3 – For the purpose of nominating candidates for the Section Officers, or other Offices of the Section, a nominating Committee consisting of a minimum of three (3) members shall be appointed by the President of the Section. The Chair of the Nominating Committee shall be the Immediate past President of the Section. At least one (1) member of the nominating Committee should be a member in good standing of the Section who does not hold an office stated above in Article IV, Section 2 of these By-Laws and who has been a member of the Section for more than one year.

Section 4 - Not less than 60 days preceding the annual business meeting, the Nominating Committee shall nominate at least one willing candidate for each office to be elected and deliver the slate to the Secretary Section Board for approval. All candidates should be members in good standing and with active Section participation. Following Section Board approval, the Secretary shall distribute a ballot of candidates (either on paper or in electronic form) to the membership no less than 45 days prior to the annual business meeting for review and consideration of “write in” candidates. Following Section Board approval, the Secretary shall distribute the final ballot to the membership with any “write in” candidates no less than 30 days prior to the annual business meeting.

Section 5 – Additional nominations may be submitted by correspondence to the Secretary until 21 days prior to the general election at the annual business meeting, provided the nomination has been signed by at least 10 percent of the Section membership or no less than five (5) members in good standing, and the nominee has agreed to serve if elected.

Section 6 - The ballot shall consist of the nominee(s) for each position and allow space for write-in candidates for each position.

Section 7 - Ballots shall be returned to the Secretary prior to the annual business meeting on a schedule established by the Board.

Section 8 - The Secretary shall publish the results of the election in the next mailing and/or electronic distribution to the general membership.

Section 9 - All members in good standing shall be eligible to vote, and shall be entitled to one vote. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the Section. If at any meeting the right of any person to vote is challenged based on reasonable information, the presiding Section officer shall require such books or records to be produced as evidence of the right of the person challenged to vote. All membership rights in the organization shall cease on the termination of his/her membership for any reason.

Section 10 - Directors shall be elected for staggered terms so that half are elected in each year.

Section 11 – If there are no offices with contested races, the President shall request a motion to confirm the nominated slate by acclamation. Acclamation may be either voice vote or show of hands. If there is an office with more than one nominee, then the Nominating Committee shall conduct the election of officers at the annual meeting by secret, written ballot. The committee shall tally the ballots and announce the results. The Secretary shall also publish the results of the election in the next mailing to the general membership.

Section 12 – Any member of the Section Board may be removed by a two-thirds vote of the Section board when, in its judgment, the best interests of the Section will be served thereby. In the case of absence, disqualification, or disability, the Section Board shall have the power to declare the position vacant and appoint a replacement for the unexpired term.

ARTICLE V – OFFICERS AND DUTIES

Section 1 - The President, subject to approval of the Board of Directors, shall have supervision and active management of the affairs of the Section, shall preside at meetings of the membership, Board of Directors, and the Executive Committee; shall prepare the Agenda for Section Board meetings; shall make all committee appointments; shall be an ex-officio member of all committees and shall serve as official representative and spokesperson for the Section.

Section 2 - The First Vice-President shall perform the president's duties in the absence of the President and shall act as the Section's liaison representative to other technical associations or societies.

Section 3 - The Second Vice-President shall perform president's duties in the absence of the President and First Vice-President.

Section 4 - The Secretary shall:

- (1) Under the direction of the President and the Board of Directors, act as executive officer of the Section.
- (2) Attend all meetings of the Section, the Board of Directors, and the Executive Committee; assist the president in preparing meeting Agenda; record and distribute the proceedings thereof.
- (3) Perform all Section business transactions and have custody of all official papers and records.
- (4) Serve as General Administrative Assistant, conduct the correspondence of the Section and keep appropriate records of correspondence and minutes.
 - (a) Shall maintain the Section mailing address as adopted by the Board of Directors.
 - (b) Shall maintain the official Section Officers roster and shall report same to the National Secretary annually.
 - (c) Shall notify the national Secretary of any member's change of address, employer, phone number(s), and e-mail address in a timely fashion.
 - (d) Shall submit new member applications to National, and notify new members upon acceptance to membership.
 - (e) Provide additional information to National Secretary as deemed necessary.
 - (f) Shall acknowledge in writing all contributions to the Section that exceed \$250.00.
- (5) Submit a report at the annual business meeting of the Section as to the activities of the office including the status of the membership.
- (5) See that all monies due the Section are collected and transferred to the custody of the Treasurer.

Section 5 - The Treasurer shall:

- (1) Establish/maintain a Bank Account(s). The Bank name, address, and account number(s) shall be provided to the National Treasurer. **(Note: Signatures of two members of the Committee are required on all checks issued.)**
- (2) Receive all monies and deposit same in the name of the Greater Hampton Roads Section in a depository approved by the Board of Directors.
- (3) Pay all bills when approved by the Board of Directors, or if so authorized by the Board, the Executive Committee.
- (4) Keep full records, receipts and expenditures of the accounts of the Section and provide a report on each account to each meeting of the Board and Executive Committee.
 - (a) Maintain the Section Federal Tax Identification Number.
 - (b) File Federal Tax form 1099 annually if needed.
 - (c) Annually file year-end financial report (Form 990) to National prior to June 15th of each year.
- (5) Prepare Financial Reports for Section Board meetings.
- (6) Present an annual report to the Membership at the annual business meeting.

Section 6 - There shall be six (6) Directors who shall:

- (1) Chair and/or serve on Committees.
- (2) Act on recommendations of Committees.
- (3) Vote on membership acceptance or expulsion.
- (4) Vote on various other issues that may be brought before the Board including:
 - a. Changes to By-Laws.
 - b. Membership Dues.
 - c. Budgets and Section Expenditure Items.
 - d. Other policy matters as may be brought before the Board.
- (5) Provide reports at each Board meeting summarizing activities of each committee.

Section 7 - The Immediate Past President shall serve as a member of the Board of Directors, and also:

- (1) Chair the Nominating Committee
- (2) Act on recommendations of Committees
- (3) Chair and Serve on Committees

Section 8 – The Region Directors shall:

- (1) Serve on both the Section and Region Board
- (2) Attend all Regional meetings.
- (3) Act as Section Liaison to other sections within the Region.
- (4) Provide Regional reports at Section Board Meetings.

Section 9 – A second Region Director may be appointed by the President based on recommendations of the Nominating Committee.

Section 10 – All officers, upon expiration of his/her term of office shall transfer all relevant documents, material and equipment to his/her successor.

ARTICLE VI - MEETINGS

Section 1 - An annual business meeting of the general Section membership for the election and installation of officers and directors and for transaction of any such other business as may be properly brought before the meeting of the Section shall be held at such place and time as designated by the Board of Directors each year between May 1st and June 30. The general membership shall be notified at least 30 days prior to the meeting of the time and location of the meeting.

Section 2 - General membership meetings will be held on a regular basis as determined by the Board of Directors. To the extent possible, an annual calendar shall be established prior to September 1st and the membership notified. Additional general membership meetings or social functions may be held at the discretion of the Board of Directors.

Section 3 – Written or electronic notice of all meetings of the general membership, stating the time, place, and purpose, shall be given by, or at the direction of, the Secretary, to each member of the Section at least seven days prior to the date of the meeting. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

Section 4 – The Section Board of Directors shall hold a minimum of five meetings per fiscal year to conduct the business of the Section at such places and times as designated by the Section Board. The Board may establish an Executive Committee, to be chaired by the Section President, to conduct business affairs in the absence of a full Board Meeting.

Section 5- The President may call special meetings of either the Section Board or Executive Committee at any time.

Section 6 - Written or electronic notice stating the time and location of every Section Board meeting shall be given by, or at the direction of, the Secretary to each member of the Section Board at least seven days prior to the scheduled date of the meeting.

Section 7 - A majority of the Section Board currently in office shall be present to constitute a quorum for the transaction of business. Board members may participate in the Section Board meetings by means of conference telephone or similar communications equipment through which all persons participating in the meeting can clearly hear each other. Participating in a meeting in this manner shall constitute presence in person at such a meeting; however, each Section Board member should endeavor to attend in person at least one Section Board meeting per year.

Section 8 - Each individual Board member shall have one vote in all Section matters, regardless of the number of offices held.

Section 9 - Voting may be by ballot, consent, mail, or any other reasonable means determined by the Section Board.

Section 10 - Minutes of each Section Board meeting shall be provided to either the National or Region Secretary at their request.

Section 11 - Section Board meetings shall follow the order of business described by Article V of the National By-Laws. Otherwise, all meetings of the Section, Board of Directors, and Committees shall be conducted according to the latest edition of Robert's Rules of Order.

ARTICLE VII - ASSESSMENTS, DUES, FEES AND FINANCES

Section 1 - The fiscal year shall be June 1 through May 31.

Section 2 - The application fee for membership shall be Seventy (70.00) dollars. This fee shall consist of: a Twenty-Five (25.00) dollar National initiation fee; a Twenty (20.00) dollar National annual dues assessment; and, a Twenty-Five (25.00) dollar fee for the annual Section dues.

Section 3 - The full initiation fee and first year's assessment shall be submitted with the application when it is transmitted to the Section for processing. Upon notification of approval from the National Board, the new member will be presented with their certificate and ASHE pin. In case of rejection of the application, the full initiation fee and first year's assessment shall be returned to the applicant.

Section 4 - The annual dues shall be Forty-Five (45.00) dollars for all classes of membership, excluding Life and Honorary Members, payable as of June 1st. Said dues shall be inclusive of the annual assessment of the National Board of Directors authorized by Article IV, Section 1, of the Constitution.

Section 5 - A person admitted to membership prior to January 1st shall pay full annual dues. A person admitted to membership on or after January 1st shall pay one-half of the amounts for the year admitted.

Section 6 - The Section Board shall provide a dues statement to each member no later than May 1st. The Section shall provide a delinquent notice to unpaid members on July 1st notifying them that those members whose dues are delinquent as of September 1st shall forfeit their voting rights. The Secretary shall warn those members whose dues are delinquent as of September 1st that their membership will lapse if dues are not paid by September 30th.

Section 7 - The annual National Assessment will be paid prior to October 1st of each fiscal year.

Section 8 - A member whose dues are delinquent as of September 30 shall forfeit membership in the Section. The Board of Directors shall review the accuracy of the list of delinquent members and take formal action to remove those listed from the Section's membership roster prior to December 1st. The National Secretary shall also be notified by October 1st of the Section's delinquent members for removal from the National membership roster.

Section 9 - A person who meets the Life or Honorary Membership criteria established in Article II of the ASHE Constitution shall be exempt from paying annual dues.

Section 10 - The Section Board shall not receive any stated salary for their services, but by resolution of the Section Board, may be reimbursed for actual expenses for attendance at regular or special meetings of the Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1 – At its discretion, the Section Board may appoint active ASHE members to Section committees to carry out Section functions. Committee appointments may include, but will not be limited to, those listed in Article VII, Section 1 of the National By-Laws. Such members are not considered Section Directors and shall not be entitled to vote on any matters before the Section Board. Within 30 days after the annual business meeting, the President shall appoint the following standing committees as necessary:

1. Public Relations Committee
2. Ethics and Practices Committee
3. Nominating Committee
4. Constitution and By-Laws Committee
5. Technical Committee
6. Budget Committee
7. Financial Review Committee
8. Executive Committee

Section 2 - Other committees may be appointed as desired by the President. The scope, duties, chairperson, and makeup of these Committees shall be determined by the President.

Section 3 - All members in good standing are eligible for committee participation.

Section 4 – Committees shall consist of not less than three members. At the direction of the Section President, the Director overseeing a Committee shall be empowered to increase the Committee to the desired proportion whenever the scope and duties of any Committee warrant larger membership.

ARTICLE IX - AMENDMENTS

Section 1 - At any meeting of the Section Board of Directors, a quorum being present, the Board of Directors by a two-thirds vote may amend these By-Laws in conformity with the ASHE National Constitution and By-Laws, provided that a written or electronic notice of such proposed amendment has been given to each member of the Board at least two weeks 30 days prior to the meeting.

Section 2 - Proposed Amendments to the Section By-Laws, as approved by the Section Board, shall be submitted to the ASHE National Constitution and By-Laws Committee for review and recommendation for approval to the ASHE National Board of Directors. All changes from the Section's previously approved By-Laws shall be highlighted.

Section 3 - Amendments to the Section By-Laws or any part thereof shall become effective upon approval of such amendments by the ASHE National Board of Directors.

ARTICLE X – DISSOLUTION

Section 1 – The ASHE National Board may dissolve the Section either by moving the Section to another active Region or for a just cause. In the event of such dissolution, any remaining funds or other assets together with official records and documents of the Section after payment of all indebtedness shall be turned over to the National Board.

Section 2 – The National Board will assign members in good standing of a dissolved Section to an active Section.

Section 3 – The Section is not authorized to assume any liability in the name of ASHE National or the Region; therefore, ASHE National assumes no responsibility for Section liabilities. The Section shall NOT have the authority to incur debt on behalf of ASHE National or the Region

ARTICLE XI - OFFICIAL PUBLICATIONS

Section 1 - The Section may publish newsletters, meeting notices, or make general mailings as determined by the Board of Directors. Such distribution may be made electronically or by regular U.S. Mail to the address of record of each member. Such distribution shall be considered to be official notice to the membership of actions taken by the Section, Board of Directors or Officers, as required under the Constitution or By-Laws. It is the responsibility of the individual member to report changes of address to the Section Secretary.