

**DRAFT BY-LAWS
of the
CHESAPEAKE SECTION
of the
AMERICAN SOCIETY OF HIGHWAY ENGINEERS**

Amended: October 25, 2016

ARTICLE I - ORGANIZATION

1. The name of this Section of the American Society of Highway Engineers (ASHE) is the Chesapeake Section, hereinafter referred to as “Section”.
2. All references to “the Section Board” in these By-Laws shall mean the Board of Directors of the ASHE Chesapeake 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.
3. The Chesapeake Section is considered a member of the Mid-Atlantic Region of ASHE, as established by the National Board of Directors.

ARTICLE II - MEMBERSHIP

1. The active membership shall consist of Member, Life, Student, and Honorary members who have practiced, or are now practicing, in the highway industry or its allied fields. Election to membership will be entrusted to the Section.
2. Any person desiring to become a member shall provide a completed application form to the Section Secretary. Such application shall be in such form and contain such data, as prescribed by the National Board of Directors. The Secretary shall present the application to the Section Board of Directors for approval. If approved, the Secretary shall forward the application, along with the current initiation fee, to the National Secretary. 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 his/her election to membership.
3. Election to the grade of Life or Honorary Member shall be as described in 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 fiscal 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.

4. A full time student in a university, college or technical school may apply to be a Student Member. The initiation fee and annual dues for student members may be different than other classes of members at the discretion of the Section Board.
5. All applications for membership shall be subject to an initiation fee in accordance with Article VII, Section 1 of these By-Laws.
6. Any member of ASHE may transfer his/her membership by a written communication to both the current Section Secretary where the membership resides and the Section Secretary of the section to which the member is transferring.
7. Any member of ASHE may resign his/her membership by a written communication to their Section Secretary.
8. The Section Board may suspend or expel a member for any violation of the National Constitution, the National or Region By-Laws, the Section By-Laws, or policies established by the National Board. The affirmative votes of not less than 80% of the entire Section Board of Directors shall be required to expel a member. 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 his/her Section Board of Directors 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

1. The Section shall be governed by the Section Board of Directors. All members of the Section Board shall be members of ASHE in good standing, and desirably represent all elements of the highway industry. Any Section Board member whose Section dues are in arrears on October 1st shall forfeit their membership on the Board of Directors.
2. The Section Board of Directors shall comprise, as a minimum, a President, Vice President, Secretary, Treasurer, Immediate Past President, Regional and Advocate Directors for the Section. 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.
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 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. The Executive Committee shall meet at the direction of the President. A majority of the members of the Committee shall constitute a quorum.

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.
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.
6. The Section Board shall have charge of the technical, social interests and activities of the Section as it relates to the highway industry. 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 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.
7. If a position on the Executive Committee of the Section Board becomes vacant for any reason, the Section Board may appoint a successor to serve remainder of the unexpired term.
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.
9. Liability insurance for special events may be acquired at the discretion of the Section Board.

ARTICLE IV - NOMINATION AND ELECTION OF OFFICERS

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

<u>Office</u>	<u>Max. 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	Two Year	Maximum one term
Treasurer	Two Year	Maximum one term
Region Director	*	Maximum two consecutive terms
Director(s)	Three Years	Maximum two consecutive terms

* The term limit for the Region Director should be the same as that specified in the By-Laws of the Region to which the Section is a member.

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. Directors shall be elected for staggered terms so that no more than half of the Directors are elected in any given year.

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 in Article IV, Section 2 of these By-Laws and who has been a member of the Section for more than one year.
4. The Nominating Committee shall meet no less than 60 days prior to the Annual Board Meeting held no later than May 30th of each year. The Nominating Committee shall nominate at least one willing candidate for each office to be elected and deliver the slate to the Section Board for approval. Following Section Board approval, the Secretary shall publish the slate of candidates to the membership no less than thirty (30) days prior to the Annual Board Meeting.
5. Additional nominations may be submitted by correspondence to the Secretary until 21 days prior to the general election at the Annual Board 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.
6. The Section Board shall conduct the election of officers using one of three methods and dependent on whether there are contested votes:
 - a. If there are no offices with contested races, the President shall conduct the election of officers at the Annual Board Meeting by voice vote, requesting a motion to confirm the nominated slate by acclamation. The Secretary also shall publish the results of the election via email or in the next mailing to the general membership.
 - b. If there are one or more offices with more than one nominee, then the Nominating Committee shall conduct the election as follows:
 - i. Distribute ballots of the candidates in electronic format, to the membership 21 days prior to the general election held no later than May 15th.
 - ii. At the Annual Board Meeting, using a secret, written ballot, the Committee shall tally the ballots and announce the results.
7. In the event there are one or more nominees for an office position, all members of the Section 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 be produced as evidence of

the right to vote of the person challenged. All membership rights in the organization shall cease on the termination of his/her membership for any reason.

8. 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 & DUTIES

1. The President shall:

- Have general and active management of the affairs of the Section.
- Serve as official representative and spokesperson for the Section
- Preside at all Section meetings
- Prepare the Agenda for Section Board meetings
- Appoint and discharge all committees and committee members

2. The Vice President shall:

- Perform President's duties in the absence of the President

3. The Secretary shall:

- Serve as General Administrative Assistant
- Perform all Section business transactions
- Assist the President in preparing meeting Agenda
- Record Minutes of all action taken at Section Board and Executive Committee meetings
- Prepare and distribute Minutes of Section Board meetings
- Maintain custody of all official papers and records
- Keep a current roster of all Section Board members and provide to National Secretary
- Maintain a current mailing address for the Section
- Provide additional information to National Secretary as deemed necessary
- Send out Annual Dues Notice to the entire membership
- Collect all dues and transfer to the custody of the Treasurer

4. The Treasurer shall:

- Establish/maintain a Bank Account(s). The Bank name, address, and account number(s) shall be provided to the National Treasurer.
- Any expense greater than \$25 shall be voted upon and approved by the Board of Directors.
- Obtain and maintain a TIN (Tax Identification Number). The Section's TIN shall be provided to the National Secretary.
- Keep full records of receipts and expenditures
- Receive all monies and pay bills

- Prepare Financial Reports for Section Board meetings
 - Prepare Form 990 for National prior to June 15th of each year
5. The Region Director shall serve on both the Section and Region Board, and serve as the primary liaison between the activities of the Section and the Region. In addition to the duties outlined in the Region By-Laws, the Region Director shall provide reports of Region activities at Section Board meetings.
 6. The Immediate Past President shall:
 - Chair the Nominating Committee
 - Act on recommendations of Committees
 - Chair and serve on Committees
 7. The Directors shall serve as Committee Chairpersons and general members of the Board of Directors. Directors shall provide reports at each Board meeting summarizing the activities of each Committee, and will also vote on various issues brought before the Section Board.
 8. All officers, upon expiration of his/her term of office, shall transfer all relevant documents, material, and equipment to his/her successor.

ARTICLE VI - SECTION BOARD MEETINGS

1. The Section Board shall hold a minimum of five meetings per fiscal year at such places and times to be designated by the Section Board.
2. The President may call special meetings of either the Section Board or Executive Committee at any time.
3. Written or electronic notice, stating the time and location, of every meeting of the Section Board shall be given by, or at the direction of, the President or Secretary, to each member of the Section Board at least seven days prior to the scheduled date of the meeting.
4. 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.
5. Each individual Board member shall have one vote in all Section matters, regardless of the number of offices held.
6. Voting may be by ballot, consent, mail, or any other reasonable means determined by the Section Board.

7. Minutes of each Section Board meeting shall be provided to either the National or Region Secretary at their request.
8. Section Board meetings shall be conducted in general accordance with Article V of the National By-Laws.
9. 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 ten 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.

ARTICLE VII - ASSESSMENTS, DUES, AND FEES

1. The application fee for membership shall be Eighty-five (\$85.00) 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 forty (\$40.00) dollar fee for the annual Section dues.
2. 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.
3. The annual dues shall be Forty (\$40.00) dollars for all members, 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, and the Regional Assessment fee.
 - a. The Section Board shall provide a dues statement to each member no later than June 1st. The Section shall notify those members whose dues are delinquent as of September 15th that their membership will lapse if dues are not paid by September 20th.
 - b. The annual National Assessment will be paid prior to October 1st of each fiscal year.
 - c. Any member whose annual dues are delinquent as of September 30th 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. The National Secretary shall also be notified by October 1st of the Section's delinquent members for removal from the National membership roster.
4. 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.
5. A member who is transferring membership from one section to another will not be subject to additional initiation fees or dues as long as they are in good standing with the Society.

6. The Section fiscal year shall be from June 1st through May 31st.
7. 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.
8. The Regional Board may elect to levy a special assessment for the purposes of raising funds for a special event such as the Annual Conference. This assessment will be a minimal amount and shall be levied each year until the special event is held. As an example, as of Fiscal Year 2012, a special assessment of \$3.00 is levied annually to all Section membership in the Mid-Atlantic Region for the purpose of raising funds for the 2015 National Conference in Baltimore.

ARTICLE VIII – COMMITTEES

1. The Section Board may, at its discretion, 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.
2. All active members in good standing of a Section within the Region shall be eligible for appointment.
3. 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

1. The Section Board, a quorum being present, may, by two-thirds vote of the Board, 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 shall have been given to each member of the Section Board at least (30) days in advance of the action.
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.
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

1. The ASHE National Board may dissolve the Section either by moving the Section to another active Region or for just cause. In the event of such dissolution, and upon payment of all

indebtedness, all remaining funds and/or other assets, together with official records and documents of the Section shall be turned over to the National Board.

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

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