



# AMERICAN SOCIETY OF HIGHWAY ENGINEERS

*Delaware Valley Section*

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## **BY - LAWS of the AMERICAN SOCIETY OF HIGHWAY ENGINEERS DELAWARE VALLEY SECTION**

### **ARTICLE I – ORGANIZATION**

- Section 1      The name of this organization shall be the DELAWARE VALLEY SECTION of the AMERICAN SOCIETY OF HIGHWAY ENGINEERS (ASHE).
- Section 2      The mailbox of this Section shall be established in a geographical location as shall best serve the interests of the Section. Such location may be established at the discretion of the Board of Directors.
- Section 3      The purpose of this Section shall be to provide a forum for members and partners of the highway industry that supports education, innovation, and fellowship; promoting a safe and efficient highway system for mobility now and in the future. To that end, this Section will cooperate with other Sections and with other engineering societies and civic associations in matters of mutual interest, to study highway engineering problems, to bring a closer acquaintance and spirit of cooperation between professionals in the field of design and construction of highways, to encourage students to pursue transportation-related professions, and to advocate registration of the members in their respective fields.
- Section 4      The provisions of the American Society of Highway Engineers National By-Laws and Constitution are incorporated herein by reference and, when appropriate, shall govern where these Section By-Laws are silent.
- Section 5      All references to “the Section Board” in these By-Laws shall mean the Board of Directors of the ASHE Delaware Valley 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 6      The Delaware Valley Section is considered a member of the Northeast Region of ASHE, as established by the National Board of Directors.

## **ARTICLE II – MEMBERSHIP**

- Section 1 Membership in this Section shall represent all segments of the industry equally, if possible. It shall consist of all persons who are members of any grade of the American Society of Highway Engineers whose addresses, work or home, are within the Local Section area. Prospective members must meet the requirements set forth in Article II of the National Constitution.
- Section 2 Application for membership, suspension, expulsion and reinstatement to the Delaware Valley Section shall be in accordance with the requirements of Article III of the National By-Laws.
- Section 3 To be eligible for Life Membership in the Delaware Valley Section, a member must:
- (a) be a Life Member as defined by Article II, Section 1 of the National Constitution and
  - (b) be a Member with a minimum age of 65 years, have a minimum of 20 years participation in the Delaware Valley Section, serve at least 5 years as a member of the Delaware Valley Section Board of Directors, make significant contributions to the highway industry and the Delaware Valley Section, as determined by the Board of Directors, and be approved by the Board of Directors.

## **ARTICLE III - MANAGEMENT**

- Section 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.
- Section 2 The Section Board of Directors shall comprise, as a minimum, a President, Vice President, Secretary, Treasurer, Immediate Past President, and a Region Director for the Section. An individual may occupy the position of Secretary/Treasurer, 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, particularly as those interests 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 Section Board becomes vacant for any reason, the Section Board may choose a successor to serve remainder of the unexpired term.
- Section 8 Liability insurance for the Section Board may be acquired at the discretion of the Section.

#### **ARTICLE IV – NOMINATION AND ELECTION OF OFFICERS**

- Section 1 The elected officers of the Section shall be a President, two Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may, at its discretion, appoint assistant officers.

The Board of Directors shall consist of a minimum of twelve (12) individuals, including one (1) immediate past President and one (1) Region Director. The Government of the Section shall be vested in the Board of Directors.

- Section 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	One Year	Consecutive terms may be served
Treasurer	One Year	Consecutive terms may be served
Region Director	Three Years	Maximum two consecutive terms
Director(s)	Three Years	Consecutive terms may be served

A minimum of three (3) Directors shall be elected each year, preferably representing all segments of the industry equally, if possible.

In addition, a Section Executive may be appointed by the President to a one year term. Consecutive terms may be served.

The Term of office shall begin at the close of the Annual Membership Meeting (Article V) each year at which officers and Board are announced, and shall continue for a period stipulated above or until a successor is elected or appointed.

- Section 3      The President shall appoint a Nominating Committee of at least three (3) members of the Section. This Committee shall prepare a list of nominees for the elective offices for announcement at the scheduled meeting the month immediately prior to the scheduled meeting at which elections will be held. The First Vice President serves as the Chair of the nominating committee. 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.
- Section 4      Not less than sixty (60) days preceding the Section’s Annual Membership meeting, 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 Membership meeting.
- Section 5      Additional nominations may be submitted by correspondence to the Secretary until 21 days prior to the general election at the Annual Membership 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      If there are no offices with contested races, the President shall conduct the election of officers at the annual meeting by voice vote, requesting a motion to confirm the nominated slate by acclamation. If there is an office with more than one nominee, then the Nominating Committee shall conduct the election of

officers at the Annual Membership 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 7 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 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 8 Any member of the Section Board may resign or 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. A vacancy in any office shall be filled by the Board of Directors for the remainder of the unexpired term.

#### **ARTICLE V - OFFICERS & DUTIES**

Section 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

Section 2 The first Vice President (Senior) shall:

- Perform President's duties in the absence of the President
- Chair the Nominating Committee

The second Vice President (Junior) shall

- Perform President's duties in the absence of the President and first Vice President.
- Chair and serve on Committees

Section 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 meetings
- Prepare and distribute Minutes of Section meetings
- 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

\*These responsibilities may also be delegated to the Membership Committee Chairperson, but the Section Secretary is responsible.

- Section 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. (Note: Signatures of two members of the Executive Committee are required on all checks issued over the amount of \$1000.)
  - 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
- Section 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.
- Section 6      The Section Executive shall:
- Serve on the Section Board and provide consultation and counsel for the Section President and the Section Board, but does not have voting privileges
  - Provide liaison services with the Region and National as required
  - Be a person who has had considerable experience as a Section Board Officer and/or Director
  - Be an appointed position, designated by the President for a term of one year
- Section 7      The Immediate Past President shall:
- Act on recommendations of Committees
  - Chair and serve on Committees
- Section 8      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 also will vote on various

issues brought before the Section Board.

- Section 9 In order to assist the Section Secretary and/or Section Treasurer with transition, an ad-hoc Assistant Secretary and/or ad-hoc Assistant Treasurer may be appointed by the President with approval by the Board of Directors. These appointments are non-voting positions.
- 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 - SECTION BOARD MEETINGS**

- Section 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.
- Section 2 The President may call special meetings of either the Section Board or Executive Committee at any time.
- Section 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 Secretary in consultation with the President, to each member of the Section Board at least seven days prior to the scheduled date of the meeting.
- Section 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. Any Board member may give his/her proxy to any other Board member to count towards quorum or as a vote on any business transacted at a Section Board meeting. This proxy will be given in advance of the meeting in written or electronic form.
- Section 5 Each individual Board member shall have one vote in all Section matters, regardless of the number of offices held.
- Section 6 Voting may be by ballot, consent, mail, or any other reasonable means determined by the Section Board.
- Section 7 Minutes of each Section Board meeting shall be provided to either the National or

Region Secretary at their request.

- Section 8 Section Board meetings shall be conducted in general accordance with Article V of the National By-Laws.
- Section 9 An annual meeting of the general Section membership shall be held in April each year where members will elect and install the Board of Directors, and transact such other business as may properly be brought before the meeting. Such a meeting of members duly called shall not require specific attendance for the transaction of business.
- Section 10 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**

- Section 1 The application fee shall consist of a National initiation fee; a National annual dues assessment; and a fee for the annual Section dues. The annual Section dues of the members shall be determined by the Section Board of Directors.
- The Section Board of Directors may offer memberships to the top level Executives in any governmental or non-profit agency with strong ties to the highway industry. All required national fees and dues will be forwarded by the Section to the National Secretary as part of the application submissions.
- Section 2 The full initiation fee and first year's assessment shall be submitted with the application when it is transmitted to the Section for approval. The National Secretary will provide to the Section the new member certificate and ASHE pin which the Section will present to the new member. In case of rejection of the application by the Section, the full initiation fee and first year's assessment shall be returned to the applicant.
- Section 3 The annual dues for all members, excluding Life and Honorary Members, shall be payable as of July 1<sup>st</sup>. 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 4 The Section Board shall provide a dues statement to each member no later than June 1<sup>st</sup>. The Section shall warn those members whose dues are delinquent as of



September 1<sup>st</sup> that their membership will lapse if dues are not paid by September 15<sup>th</sup>.

- Section 5 The annual National Assessment will be paid prior to October 1st of each fiscal year.
- Section 6 Any member whose annual dues are delinquent as of September 15th 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 1<sup>st</sup> of the Section's delinquent members for removal from the National membership roster.
- Section 7 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. The Section shall cover the dues of Life Members owed to the National organization.
- Section 8 The Section fiscal year shall be from June 1<sup>st</sup> through May 31<sup>st</sup>.
- Section 9 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 The newly elected President shall, prior to the end of June, hold a meeting of the Board of Directors to appoint the following standing committees from the active membership:
- (a) Program Committee
  - (b) Nominating Committee
  - (c) Scholarship Committee
  - (d) Membership Committee
  - (e) Auditing Committee

Special committees may also be appointed at the discretion of the President. All grades of active membership shall be eligible for committee appointments. Such members are not considered Section Directors and shall not be entitled to vote on matters before the Section Board.

Section 2      The following named committees, and any others that may be deemed necessary by the Section, shall constitute the standing committees of the Section. Unless otherwise provided in these By-Laws, all members of standing committees shall serve for a period of one (1) year.

- (a) The Program Committee is solely responsible for securing and conducting pertinent, timely and interesting programs for presentation during the meetings, and for strictly social functions, which are planned for specific occasions during the year. At the discretion of the President, special committees may also be appointed to carry out portions of the Section program, including the Hotel Committee, the 50/50 Committee, Social/Society Relations, and the Golf Committee.
- (b) The Nominating Committee shall choose a slate of officers as follows: President, First Vice President, Second Vice President, Secretary, Treasurer and a maximum of four (4) Directors. The Board of Directors may request the Nominating Committee to recommend candidates to fill vacancies occurring in the Board of Directors or the aforementioned offices.
- (c) The Scholarship Committee shall administer the Scholarship Program of the Section. The Committee shall recommend all criteria for the scholarships, including announcement dates, application submission dates, eligibility factors, evaluation factors, and performance factors. The Scholarship Committee shall also recommend the number of awards and the minimum and maximum amounts of award. All Committee actions listed in this paragraph are subject to approval by the Board of Directors.

The Committee shall be composed of at least three (3) members, (five (5) is preferred), including at least two (2) Directors, one of whom shall serve as Committee Chairperson. Other members of the Committee may be members of the Section who have held membership for at least one (1) year, and do not then hold office.

- (d) The Membership Committee shall be responsible to foster, promote and encourage membership in the Section by all those actively engaged in the Highway Construction Industry. It must also receive, review, and evaluate all candidate applications for membership, and recommend to the Board of Directors either acceptance or rejection of a candidate for membership.

The Membership Committee shall also be sure to periodically review all classes of membership and ascertain the eligibility of a candidate for advancement to the next higher grade. To offer recommendations to the Board of Directors on all matters concerning membership; future

potentials, goals, classes of membership, and specific and unique problems. To promote active participation in Section affairs by all members and to make contact with delinquent members in order to keep membership loss to a minimum.

- (e) The Auditing Committee shall audit all financial records of the Section. This audit shall occur prior to the annual meeting, and shall include all transactions up to April 1. All financial records of the Section shall be presented to the Committee at their meeting by the Section Treasurer and Secretary. In addition to the audit of the books, an evaluation of bookkeeping procedures shall be made by this committee.

If requested by the Board of Directors, the Auditing Committee shall meet at any time during the year to conduct a special audit.

The Committee shall not include any Executive Committee officer of the Section, but shall include one (1) Director, who will act as Chairperson of the Committee.

#### **ARTICLE IX – AMENDMENTS**

- Section 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.
- 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 This Section may be dissolved by the National Board of Directors either by a petition from this section or for a 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 of Directors to be held in trust, for use in the event of reorganization of the section within a three (3) year period. If the section is not reorganized within such period, the property will revert to the National Board.

Section 2 Members in good standing of a dissolved section will be assigned to an active section by the National Board of Directors.

#### **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 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.

#### **ARTICLE XII - FIDELITY BONDS**

Section 1 The Secretary and the Treasurer shall each provide a fidelity bond in an amount to be determined by the Board of Directors in accordance with the financial condition of the Section, indemnifying the Section from loss, if so requested by the Board of Directors. The premium of said bonds to be paid by the Section.

Section 2 Certification that such fidelity bonds have been provided by the Section for their respective fiscal officers shall be furnished annually to the National Board of Directors.

Section 3 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.

Approved by  
Delaware Valley Section: 2-20-2013 [Revised 09/18/13] (Revised 10/16/13)\*

Approved by  
National Society: 09/26/13\*

\* - The 10/16/13 revision was to incorporate a change in wording requested by National in its 09/26/13 Approval e-mail. Thus, the 10/16/13 version was pre-approved by National on 09/26/13.