

BY-LAWS
of the
SOUTHWESTERN PENNSYLVANIA SECTION
of the
AMERICAN SOCIETY OF HIGHWAY ENGINEERS
FOUNDED JANUARY 1963
ORIGINAL BYLAWS AMENDED AUGUST 15, 1968
ORIGINAL BYLAWS AMENDED MAY 30, 2007
AMENDED BYLAWS ADOPTED May 26, 2021

ARTICLE I - ORGANIZATION

1. The name of this Section of the American Society of Highway Engineers (ASHE) is the Southwestern Pennsylvania 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 Southwestern Pennsylvania 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 Southwestern Pennsylvania Section is considered a member of the Northeast Region of ASHE, as established by the National Board of Directors.

ARTICLE II - MEMBERSHIP

1. The active membership shall consist of Member, Life, 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.

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 will 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.

3. All applications for membership shall be subject to an initiation fee in accordance with Article VII, Section 1 of these By-Laws.
4. Any member of the Section may resign his/her membership by a written communication to their Section Secretary.
5. 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 thirty (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 thirty (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, and a Region Representative 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, First Vice President, Second Vice President, Recording Secretary, Treasurer, and the Immediate Past President. The Section President shall be the Chair of the Board of Directors and the First 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.
4. The mailing address of the Section will be designated by the Section Executive Secretary, and will be provided by correspondence to all Section Board members, the National Secretary, the National Treasurer, and the Region Secretary within thirty (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 Section members in good standing 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 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 are encouraged to 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 choose 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 the Section Board will be provided by ASHE National.

ARTICLE IV - NOMINATION AND ELECTION OF OFFICERS

1. The annually elected officers of the Section shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, a minimum of one Director, and a Region Representative.
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
Executive Secretary	One Year	Consecutive terms may be served
Recording Secretary	One Year	Consecutive terms may be served
Treasurer	One Year	Consecutive terms may be served
Region Representative	One Year	Consecutive terms may be served
Director(s) Min. 9 – Max. 12	Three Years	One term. Every year, 1/3 of the Directors will be elected.
Directors at Large - Max. 6	No Max.	Consecutive terms may be served

* 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. Nominating Committee will include the Immediate Past President and 2 to 3 board members or Section members in good standing. The Chair of the committee will be appointed by consensus of the Committee.
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.
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.
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 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.
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 their 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.
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 First Vice President shall:
 - Perform President's duties in the absence of the President
 - Serve as liaison representative with other organizations
3. The Second Vice President shall:
 - Perform First Vice President's duties in the absence of First Vice President
 - Serve as Section meeting program director
4. The Executive Secretary shall: (No Voting Rights)
 - Serve as General Administrative Assistant
 - Perform all Section business transactions
 - Assist the President in preparing meeting Agenda
 - 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
5. The Recording Secretary shall: (Has Voting Rights)
 - Record Minutes of all action taken at Section meetings
 - Prepare and distribute Minutes of Section meetings
6. 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.)**
 - 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
7. The Region Representative 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 Representative shall provide reports of Region activities at Section Board meetings.

8. The Immediate Past President shall:
 - Serve on the Nominating Committee
 - Act on recommendations of Committees
 - Chair and serve on Committees
9. 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.
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

1. The Section Board shall hold a minimum of two 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 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 60 percent of the Section Board meetings 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. An annual meeting of the general Section membership shall be held each year between May 1st and June 30th 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 requirement for the transaction of business.
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 neglects or refuses 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 thirty-five (35) dollars.
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 application fee shall be returned to the applicant.
3. The annual dues shall be thirty (30) 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.
 - a. The Section Board shall provide a dues statement to each member no later than May 1st. The Section 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.
 - 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. The Section fiscal year shall be from June 1st through May 31st.
6. 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

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. 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

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 thirty (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 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.
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.