

AMERICAN SOCIETY
OF
HIGHWAY ENGINEERS

ALTOONA SECTION

ESTABLISHED
By
CHARTER NO. 4

ISSUED

October 4, 1962
By-Laws Amended **April 26, 2018**

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BY-LAWS OF THE ALTOONA SECTION
OF THE
AMERICAN SOCIETY OF HIGHWAY ENGINEERS

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NOTES: - All references to gender in this document refer to both male and female
- References to mail include electronic mail unless specified otherwise

ARTICLE I MEMBERSHIP, ADMISSION AND SEPARATION

- Section 1 - The election to membership has been entrusted to each local section.
- Section 2 - Any person desiring to become a member shall make written application to the Section Secretary. Such application shall be in such form and contain such data as prescribed by the National Board. Upon receipt of recommendation for acceptance, the application shall be submitted to the Section Board of Directors for approval. If approved, the application shall be forwarded to the National Secretary for inclusion in the membership roster.
- Section 3 - Each applicant shall be notified by the Section Secretary of their election or rejection. The Section Secretary shall bill each elected applicant for Section dues and National Assessment or Initiation Fees, which become due upon his election or transfer to a higher grade.
- Section 4 - Membership shall consist of the grades specified in Article II of the National Constitution
- Section 5 - Election to the grade of Honorary Member shall be as described under Article II of the National Constitution. Honorary members shall not exceed one percent (1%) of the ASHE membership. They shall be proposed to the National Board by petition of not fewer than 10% of the ASHE membership. The Board shall elect Honorary Members. No member of the National Board shall vote on his/her own admission to Honorary Membership. A person elected to Honorary Membership shall be notified within (90) days of approval.
- Section 6 - Non-paying members (Life members) shall be separated into two (2) sub categories; Senior and Junior Life members, for the Altoona Section based upon the following criteria:
- A. Senior Life would be those qualified under Article IV Section 2 of the constitution and:
 - (1) Became a Life member prior to January 1991, or
 - (2) Have reached the age of sixty-five (65) by March 1 of the present year, or
 - (3) Those who have served as an Altoona Section President
 - B. Junior Life would be those under age sixty-five (65) and have qualified as a life member.

All Senior Life member assessments will be paid for by the Section. All National assessments made against an individual Junior Life member will be passed on to that member. This action is retroactive for those members who have become Life members after January 1991. (approved 2-12-92)

- Section 7 - A member whose dues become six months in arrears shall lose the right to vote and to receive publications normally furnished without special charge to members in good standing. Any member whose dues become twelve (12) months in arrears by June 1 shall forfeit his membership with Society, subject to an investigation and recommendation by the Altoona Board of Directors.
- Section 8 - Any member of the Section may be recommended for suspension or expulsion by vote of its Board of Directors. The affirmative votes of not less than eighty (80) percent of its entire board of directors shall be required to expel. A member whose expulsion is being considered shall be notified by the section secretary by registered mail and shall be advised of the charges against him. If said member so desires, he may submit a defense, either in person or in writing which shall be considered by his section board of directors as a part of the suspension/expulsion procedure. A recommendation to suspend or expel shall be forwarded to the National Board of Directors for approval in accordance with the Society's By-Laws.
- Section 9 - Reinstatement of a suspended or expelled member shall be in accordance with the Society's By-Laws.
- Section 10 - Student membership shall be offered to any student registered by an acknowledged college or university, in accordance with Article II of the National Constitution. A minimal charge will be assessed to cover any cost incurred by the Section. Also, the Student Member shall only be recognized by the Altoona Section and shall not be a voting member or able to serve on the Board of Directors. (approved 6-17-92)
- Section 11 - Any member of ASHE may resign his membership by a written communication to the Section Secretary.

ARTICLE II INITIATION FEES, DUES AND FINANCES

- Section 1 - An initiation fee in the amount set annually by the National Board of Directors and the first year's dues shall accompany each application for membership. The full initiation fee and first year's dues assessment shall be submitted with the application when it is transmitted to the National Board of Directors for acceptance. Such fees shall be retained by the National Society on approval of the application, and the National Board of Directors will forward the approved member's application with a membership pin and a certificate of membership to the respective Section Secretary. In case of application rejection, the full initiation fee and dues shall be returned to the applicant.
- Section 2 - Dues shall be payable annually in advance of June 1 in the amount prescribed by the Board of Directors of the Altoona Section.

- Section 3 - Before April 1 of each year, the Section Secretary or Treasurer shall mail to each member at his latest known address, a statement of the amount of his dues for the ensuing year.
- Section 4 - Any member who becomes exempt from the payment of dues under Article II of the Constitution shall be known as a Life Member.
- Section 5 - Any member who resigned in good standing may return to his former membership grade by a written request to the Section Secretary, and payment of the full National and Section dues.
- Section 6 - The Section fiscal year shall be from June 1 through May 31.

ARTICLE III MANAGEMENT

- Section 1 - The Altoona Section shall be governed by the Board of Directors or an Executive Committee elected by the Board.
- Section 2 - The officers shall consist of a President, First Vice President, Second Vice President, Treasurer, and a Secretary.
- Section 3 - The Board of Directors shall consist of a minimum of nine (9) directors, the elected officers and immediate past president. The directors to be elected by the Section shall desirably represent all elements of the highway industry. Every year one-third of the directors shall be elected for three-year terms except as provided in Section 6 of Article VI.
- Section 4 - The Executive Committee shall consist of the President, the Secretary, and one additional member chosen by the Board of Directors from its own members. Additional members may be appointed if desired by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

- Section 1 - The Board of Directors shall be the judge of the qualifications of its members and shall have authority to fill vacancies arising in its own number. The Section/ Region affected by the vacancy will have the option of nominating candidates as provided for in the Constitution and By-Laws. The Section/ Region nominations for Directors shall be accepted by the Board of Directors unless more than one nomination is received in which case the Board of Directors shall elect one of the candidates after consideration of their qualifications.
- Section 2 - The Board of Directors shall have charge of the technical and social interests and 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 power, within the limits of the Constitution and these By-Laws, to execute any measure whatsoever which seem necessary to further the interest of the Section.

- Section 3 - The Board of Directors or the Executive Committee shall meet at least once every month, but no business shall be transacted unless a **majority** (8) of the board members (15), as stated in Article III, Section 3 are present. Special meetings of the Board of Directors may be called by the President. (approved 3-19-03)
- Section 4 - At its first meeting, within 30 days after the annual meeting of the Section, the Board of Directors shall elect the required number of members of the Executive Committee to serve for the appointed terms.
- Section 5 - The Board of Directors shall have the authority to fill vacancies of unexpired terms of officers caused by illness, death, resignation or discharge from duty.

ARTICLE V EXECUTIVE COMMITTEE

- Section 1 - The Executive Committee in exercising the duties delegated by the Board of Directors shall have control of the business, finances, publications; and in the discharge of its duties, it shall have the power, within the limits of the Constitution and these By-Laws, to initiate and execute any measures which, in its judgment, may be necessary to further the interests of the Section.

ARTICLE VI OFFICERS

- Section 1 - The President, subject to the Board of Directors, shall have general supervision of the affairs of the Section. He shall preside at meetings of the Section and of the Board of Directors at which he may be present, and shall be ex-officio member of all committees. He shall be chairman of the Board of Directors, and in that capacity, shall have power to call a meeting of the Board whenever, in his discretion, it will further the interests of the Section.
- Section 2 - The First Vice President shall preside at all meetings in the absence of the President.
- Section 3 - The Second Vice President shall preside at all meetings in the absence of the President and the First Vice President.
- Section 4 - The Secretary shall, under the direction of the President and the Board of Directors, act as executive officer of the Section. He shall attend all meetings of the Section and the Board of Directors, and record the proceedings thereof. He shall have custody of all official papers and records. He shall conduct the correspondence of the Section and keep full records of same. At the Annual Meeting, he shall submit a

report in writing covering the duties and activities of his office, including a statement of the status of the membership of the Section. He shall see that all monies due the Section are collected and transferred to the custody of the Treasurer. In cases of his absence or disability, a substitute may be appointed by the President. At the expiration of his term of office, he shall transfer to his qualified successor all relevant documents, material and equipment for which he shall receive a receipt of compliance.

Section 5 - The Treasurer shall receive all monies and deposit the same in the name of the Section in a depository approved by the Board of Directors. He shall keep full records of the accounts of the Section. He shall pay all bills when certified and audited as provided in these By-Laws and as prescribed by the Board of Directors. At the expiration of his term of office, he shall turn over to his successor all books, papers, and monies belonging to the Section taking a receipt therefore. The Treasurer shall make an annual report, to be presented at the Annual Meeting. Also, he shall submit a cost form for receipts and expenditures for his term, for tax purposes. Yearly, the Section's Auditing Committee shall conduct a review of the Section's financial records and present a report to the Section Board. The Vice President is responsible for obtaining the review on behalf of the Section.

Section 6 - All active members shall be eligible for committee appointments. No such committees shall have the power or authority as to the following:

- (a) The submission to members of any action required by statute to be submitted to the members for their approval.
- (b) The filling of vacancies in the Section Board.
- (c) The adoption, amendment, or repeal of these By-Laws.
- (d) The amendment or repeal of any resolution of the Section Board.
- (e) Action on matters committed by these By-Laws or resolution of the Board to another Committee of the Section Board.

Section 7 - The Section's Board of Directors will select a representative to the Regional Board of Directors as provided for in the Constitution and National By-Laws. If the Section's selected representative to the Regional Board is not available to fulfill his duties, the Section's First Vice President will serve as the Section's representative until the Section's Board can select another representative..

Section 8 - The Section Officers shall hold their term of office as noted below and shall have authority and perform such duties as provided by these By-Laws. It is recommended that the Section President, First Vice President, and Second Vice President to previously serve on the Board. The Board may secure the fidelity of any or all such Section Officers by bond or otherwise. The term of office for elected officers shall be as follows:

- President - One Year [Not to Serve More Than Two Consecutive Terms]
- Vice President - One Year [Not to Serve More Than Two Consecutive Terms]
- Secretary - One Year [May Serve Consecutive Terms]

Treasurer - One Year [May Serve Consecutive Terms]
Directors - Three Years [Not to Serve More Than Two Consecutive Terms]

- Section 9 - The term of office shall begin at the close of the Annual Meeting each year at which the officers are installed, and shall continue for the period stipulated above or until a successor is elected or appointed.
- Section 10 - The President's Assistant for the Section will be responsible for assisting the President in accomplishing his agenda. This position should be filled from the ranks of past presidents. If no past presidents are available to fill the position of President's Assistant, former Board Members in good standing may fill the position. The Board of Directors, by majority vote, shall approve the appointment of the President's Assistant. The term for the office will be a minimum of three years. (approved 08-15-03)
- Section 11 - The Past President will be responsible for picking one item from their agenda as President and continuing with its implementation and assisting the Section in accomplishing the goals set during his term. The term limit for the Past President is one year. However, it may take longer than a year to accomplish his goal. If the individual is willing, they will be asked to stay active in respect to his goal. He will have the support of the Board and will be able to act through the President's Assistant. (approved 08-15-03)

ARTICLE VII ELECTION OF OFFICERS (Amended 4/17/02)

- Section 1 - In January the Nominating Committee shall present a draft slate of officers to the Board of Directors for approval. The nominee so named shall be the official nominee for the respective office. After acceptance of the nomination by official nominees, the Secretary shall mail a list of nominees to the membership at least thirty (30) days before the March Section Meeting, at which the election of the above nominations will be held. Any member in good standing shall be eligible for nomination as one of the Directors and/or Officers, subject to the other Articles of these By-Laws and the Constitution.
- Section 2 - Nominations by petition as provided for in Article VI, Section 5, of the Constitution shall contain the signatures of at least ten percent of the membership and shall be accompanied by a letter from the nominee in acceptance of the nomination. Nomination by petition shall be filed with the Secretary not less than sixty (60) days prior to the annual date set for closing the balloting for the election of officers. Nominee by petition shall be so designated in the ballot for electing officers.
- Section 3 - All Section Member grades, with the exception of Student Members and Honorary Members, shall be entitled to vote as long as they maintain their membership in good standing.

- Section 4 - Immediately following the counting of the final ballots the outgoing Secretary shall notify the officers who have been elected and shall in writing secure from each person so elected his acceptance of election.
- Section 5 - A general announcement of the officers elected shall be published in the Section's official publication.

ARTICLE VIII OFFICIAL PUBLICATION

- Section 1 - The Section shall publish notices and announcements relating to Society affairs which shall be deemed to have been brought officially to the attention of the Society.

ARTICLE IX MEETINGS

- Section 1 - The Annual Meeting for the installation of officers and Directors and for the transaction of other business of the Section shall be held during the month of May at such place and time as the Board of Directors may designate.
- Section 2 - Regular monthly meetings of the Section shall be held at such place and time as the Board of Directors may designate.
- Section 3 - The President shall present or cause to be presented a brief report of the activities of the Section at regular monthly meetings.

ARTICLE X ORDER OF BUSINESS

- Section 1 - The order of business for regular monthly meetings of the Board of Directors and Executive Committee shall be:
- A. Call to order
 - B. Reading of minutes of previous meeting
 - C. Treasurer's report
 - D. Reading of communications and presentation of bills
 - E. Report of officers
 - F. Report of committees
 - G. Unfinished business
 - H. New business
 - I. Adjournment

ARTICLE XI COMMITTEES

- Section 1 - Section President shall, within (30) days after the annual meeting of the Section, appoint the following Committees from the active membership:
- a) Budget and Finance Committee
 - b) Communications (Newsletter, Adopt-a-Highway, Website and Public Relations) Committee
 - c) Constitution, Legislative, Technical, By-Laws, Ethics and Practices Committee
 - d) Education and Scholarship Committee
 - e) Nominating and Membership Committee
 - f) Programs and Entertainment Committee – includes the PDH Coordinator position
 - g) Section Auditing Committee

The Officers and Directors for the upcoming year will be automatically placed in each committee as follows:

- President - Education and Scholarship Committee Co-Chairman (Scholarship)
Awards Banquet Chairman
- 1st Vice President - Communications Committee Chairman
Budget and Finance Committee
- 2nd Vice President - Programs and Entertainment Committee Chairman
- Past President - Nominating and Membership Committee Co-Chairman (Nominating)
- Treasurer - Budget & Finance Committee Chairman
- Secretary - Nominating and Membership Committee
Education and Scholarship Committee (Scholarship)
- 1 Year Director - Education and Scholarship Committee Co-Chairman (Education)
Communications Committee (Adopt-a-Highway) *
Constitution/Legislative/Technical/By-Laws Chairman *
- 2 Year Director - Communications Committee (Public Relations) *
Programs and Entertainment Committee
Constitution/Legislative/Technical/By-Laws Committee *
- 3 Year Director - Education and Scholarship Committee (Education)

- Director - Newsletter Editor – 3 year term. Position to be filled by a 3-year director on a rotating basis.
- Director - Website and E-mail Coordinator - 3 year term. Position to be filled by a 3-year director on a rotating basis.
- Director or Member - Nominating and Membership Committee Co-Chairman (Membership)
Section Auditing Committee

Each Director shall choose or be appointed by the President from the specific committees per their Year Directorship or one of the general Director positions.

* Due to the 3-year rotating terms for Newsletter Editor and Website and E-mail Coordinator these positions will be required to be filled by other year directors at times.

Section 2 - Special committees may be appointed at the discretion of the President

Section 3 - All grades of membership shall be eligible to committee appointments.

ARTICLE XII AMENDMENTS

Section 1 - At any meeting of the Board of Directors, a **majority** being present, the Board of Directors by a two-thirds vote, may amend the By-Laws in conformity with the Constitution, provided that a written notice of such proposed amendment shall have been given at a previous meeting of the Board of Directors, and provided further that the Secretary shall have mailed or e-mailed a copy of such proposed amendment to each member of the Board of Directors at least fifteen (15) days in advance of the meeting at which action thereon is to be taken.

Section 2 - Also a proposed amendment to these By-Laws may be petitioned to the Board of Directors by at least twenty-five (25) members of the Section.

ARTICLE XIII BOND

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

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

ARTICLE XIV DISSOLVEMENT

Section 1 - The Altoona Section may be dissolved by the National Board of Directors, either by petition from this section, or for cause. In the event of dissolution of the section, the charter of the Altoona Section shall be revoked by the National Board of Directors.

Section 2 - Any remaining funds or other assets together with official records and documents of the Altoona Section, after payment of all indebtedness, will be turned over to the National Board of Directors to be held in trust, for use in the event of reorganization of the section, for a period of three (3) years after which they will become the property of the National Society, as provided in Article V, Section 2, of the Constitution and in Article XV, Sections 2 and 3, of the National By-Laws. No responsibility for liabilities of the Altoona Section will accrue to the National Society. Section Members in good standing of the Altoona Section will be assigned, by the National Board of Directors, to an active Section.

ARTICLE XV BOOKS AND RECORDS

Section 1 - The Section shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its By-Laws, including all amendments thereto to-date certified by the Secretary, and an original, or a duplicate membership register, giving the names of the members, and showing their respective addresses. The Section shall also keep appropriate, complete, and accurate books or records of account. The records provided for herein shall be kept at the registered office of the Section or at the Offices of the Section Secretary and/or the Section Treasurer.

Section 2 - Every Section member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, book and records of account, and records of the proceedings of the members and directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interests of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorized the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Section Secretary.

ARTICLE XVI TRANSACTION OF BUSINESS

- Section 1 - The Section shall make no purchase of real property nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by the vote of two-thirds of the Section Board. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
- Section 2 - Whenever the lawful activities of the Section involve the charging of fees or prices for its service or products, it shall have the right to receive such income, and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Section, and in no case shall be divided or distributed in any manner whatsoever among the members including the Board.
- Section 3 - All checks or demands for money and notes of the Section shall be signed by such Officer or Officers as the Board may from time to time designate.

ARTICLE XVII NOTICES

- Section 1 - Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage pre-paid, or by fax, electronic mail, to his address appearing in the records of the Section, or, in the case of Section Directors, supplied by him for the purpose of notice. If the notice is sent by mail, fax, or electronic mail, it shall be deemed to have been given to the person entitled. A notice of meeting shall specify the date, time, location, and agenda/objective of the meeting and any other information required by statute or these By-Laws.
- Section 2 - Whenever any written notice is required to be given under the provisions of statute or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XVIII INDEMNIFICATION

- Section 1 - The Section shall indemnify each of its Directors, Officers, and employees whether or not then in service as such (and his executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him in connection with the defense of any litigation to which the individual may have been a party because he is or was a Director, Officer, or employee of the Section. The individual shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Section for negligence or misconduct in the performance of his duties, or was derelict in the performance of his duty as Director, Officer, or employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard for the duties of his office or employment. The right to indemnity for expenses shall also apply to the expenses of suits, which are compromised or settled if the court having jurisdiction in the matter shall approve such settlement.
- Section 2 - The Section may purchase and maintain insurance on behalf of the aforesaid persons to the extent authorized by law.
- Section 3 - A Director shall not be personally liable for monetary damages for any action taken or for any failure to take action, as a Director, unless (i) the Director has breached or failed to perform the duties of his office under Section 83863 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and (ii) the breach or failure to perform constitutes self-defeating, willful misconduct, or recklessness. These By-Laws shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or to the liability of a Director for the payment of taxes pursuant to Local, State, or Federal Law. No amendment to or repeal of these By-Laws shall apply to or have any effect on the personal liability for monetary damage of any Director for, or with respect to, any act or omission of such Director occurring prior to such amendment or repeal.
- Section 4 - The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, Officer, or employee may be entitled.

SECTION POLICIES

- Section 1 - National Conference Expenses – (revised 8-15-2003)
- A. The incoming President shall have his expenses paid for while attending the National Conference. (approved 6-10-81)
 - B. The incoming Secretary shall have his expenses paid for while attending the National Conference or shall receive \$ 100.00 compensation if he elects not to attend the National Conference. (approved 6-10-81)
 - C. Should the president not be able to attend the National Conference, the senior members of the board will be offered the chance to attend the National Conference. Senior members of the board are the president, the vice-presidents, and the past president. If none of the senior members can attend, then the rest of the board will be offered the chance to attend. If more than 2 members are willing to attend then the selection will go in order of seniority. Should the secretary not be able to attend, the same procedure will be followed except that the Treasurer will first be offered the chance to attend in place of the secretary.
 - D. Eligible charges for both the incoming president and the secretary (or their representative from Section 1-C) along with their guest are: hotel accommodations, registration fees, meals, one (1) technical tour, and parking at the National Conference.
 - a. If the National Conference is scheduled at a location greater than 500 miles away from Altoona, the section will pay for a plane ticket for each of the two representatives who attend the National Conference. The section will not pay for spouses' airfare. If the National Conference is less than 500 miles from Altoona, or if the members choose not to fly (when applicable), the section will pay for mileage not to exceed 500 miles one way or 1000 miles round trip, or round trip train ticket (when applicable). The prevailing state rate will be used to determine the amount of the payment.
 - E. Non-eligible charges are the annual golf tournament and tours with the exception of the one (1) noted above in Section 1.D.
 - All other charges not mentioned above or amendments to will be decided by a majority vote by the Board of Directors as to reimbursement eligibility.
 - The request must be in written form and submitted to the Section Secretary for inclusion on a Section Board meeting agenda. (approved 9-10-90)
- Section 2 - Convention Proceeds -
All proceeds netted from hosting a National Convention shall be turned over to the Scholarship Committee to be deposited into the Scholarship account. (approved 7-11-90)
- Section 3 - Dinner Meal Charges -
Any member or guest who makes a reservation and does not cancel the reservations prior to the cancelation date given in the dinner notice or who makes a reservation after the reservation date shall be responsible for paying all of the charges. An exception will be only if the Restaurant holding the dinner charges

only for the actual number attending, then there will be no charges passed onto the member or guest. (approved 2/19/14)

Section 4 - Late Dues Charges -

Dues notices will be sent to all non-Life members by the Treasurer or his agent by March 30th of every year and payable by May 1st of that same year. If after 60 days (June 30th) and the dues have not been paid, a penalty will be assessed as set by prior Board action at the March Board meeting of the same year. If Dues and penalty have not been paid by November 1st of the same year, the member shall be dropped from the Section roster and notification shall be made to the National Secretary by December 1st. (approved 2-17-93)

Section 5 Officer's Stipends -

The Section Secretary & Treasurer shall not have their annual dues and Dinner meals paid for by the Section, but their meals are reimbursable. Additionally, their guest's dinners shall be the responsibility of the respective Officer. (approved 3-17-93)

Section 6 - Dinner Meeting Speaker Reimbursement -

It has been the policy of previous Boards not to provide reimbursement for speakers other than providing meals and this action shall be encouraged in the future. However, the following guidelines shall be utilized when determining reimbursements for all ASHE Program Speakers upon request by the speaker.

1. Meals: The Section shall provide a meal for up to two people designated as speakers for a dinner meeting.
2. Mileage: Any speaker traveling over 100 miles in one direction to a meeting shall be entitled to the prevailing state rate will be used to determine the amount of the payment.
3. Per Diem: Any speaker traveling over 200 miles in one direction to a meeting shall be entitled to one night's accommodation as per the Pennsylvania Department of Transportation's allowances at the time of the meeting.

NOTE: These reimbursements are to be made available only upon request or as enticement to attract a speaker. (approved 11-17-93)

Section 7 - Responsibilities and Checklists –

The Section will keep a record of Board responsibilities and checklists to be used by the Board as guidance in conducting the Section's business (e.g., a checklist for each permanent committee's responsibilities, an action plan for the Annual Banquet, and selection procedures and criteria for the Section's Distinguished Service Award). This document or a copy will be stored on the Section's web site and with the Section's other records, as determined by the Board.

AMERICAN SOCIETY OF HIGHWAY ENGINEERS CONSTITUTION

Founded 1958
Revised April 19, 1968
Revised June 29, 2005 - Approved 10-01-05
**Including Amendments Adopted
May 14, 1976 and January 12, 1990**

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CONSTITUTION
of the
AMERICAN SOCIETY OF HIGHWAY ENGINEERS

PREAMBLE

The purpose of ASHE is 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.

ARTICLE I - NAME. LOCATION. AND FUNCTIONS

Section 1 - The name of ASHE shall be the American Society of Highway Engineers.

Section 2 - The headquarters office of ASHE shall be established in a geographical location that best serves the interest of ASHE. Such location may be perpetuated or re-established at the discretion of the National Board of Directors. In the event that a change in location is dictated, public announcement shall be made at the Annual Meeting proceeding the fiscal year in which this relocation shall become effective.

Section 3 - The functions of ASHE shall be to confer and suggest as to matters of policy, to cooperate with other societies and associates in matters of mutual interest, to study highway engineering problems, to encourage members to prepare and discuss papers appropriate to the aims of ASHE, to bring about a closer acquaintance and a spirit of cooperation between members of the highway design and construction community, and to advocate the registration of the members in their respective fields.

ARTICLE II - MEMBERSHIP

Section 1 - The active membership shall consist of Student, Member, Life, and Honorary who have practiced, or are now practicing, in the highway industry or its allied fields.

Student – A Student Member shall consist of those persons who are currently pursuing a degree in engineering, surveying, or other highway industry related fields from a university, college, or technical school. Persons in a Masters Program are ineligible to be a Student Member but are eligible to be a Member.

Member – A Member shall be working/practicing or has worked/practiced in the highway industry or its allied fields. All members shall have a high school education or its equivalent.

Life – A Life Member shall have been a dues paying member for twenty-five (25) years, and shall have been active in ASHE activities.

Honorary – A Honorary Membership shall be chosen only from those persons who are of acknowledged eminence in some branch of the highway industry or who have singularly advanced the interests of ASHE. The National Board of Directors of ASHE must award the approval and issuance of this classification of membership, as set forth in the By-Laws.

Section 2 - Membership shall not be contingent upon race, creed, color, sex, or national origin.

Section 3 - All applications for membership shall be transmitted to the Headquarters Office of ASHE from the applicable Section, in company with the current established initiation fee in the amount set forth in the By-Laws.

Section 4 - All active members shall be admitted to an applicable Section only through proper procedure by that Section and the National Board of Directors, as set forth in the By-Laws.

ARTICLE III - ADMISSION, RESIGNATIONS, EXPULSIONS, & SUSPENSIONS

Section 1 - Any member of a Section may be expelled for cause in accordance with the By-Laws.

ARTICLE IV - INITIATION FEES, DUES AND ASSESSMENTS

Section 1 – Annual National Assessment and Initiation Fees shall be established by the National, Board of Directors, collected by the Sections, and forwarded to the National Office.

Section 2 - Membership dues shall be established and collected by the Sections.

ARTICLE V – SUBDIVISIONS

Section 1 - Regions are a grouping of Sections, by the National Board of Directors, and shall be formed by geographical locations. Boundaries of Regions shall be subject to revision by the National Board of Directors, as deemed necessary.

Section 2 - A local Section may be established as set forth in the By-Laws in any locality and shall become official as soon as the By-Laws of the local Section shall have been approved by the National Board of Directors. A charter shall be presented to a Section when it accepts the Society Constitution and upon approval of its By-Laws. The National Board of Directors may terminate any Section for reasons deemed sufficient for such action, as set forth in the By-Laws.

ARTICLE VI - NOMINATIONS AND ELECTION OF OFFICERS

Section 1 - All National, Region, or Section Officers shall be elected annually and be members of ASHE

Section 2 - The elected officers of National ASHE shall be a President, two Vice Presidents, a Secretary, a Treasurer, and Directors.

Section 3 - The elected officers of a Section shall be a President, Vice President(s), Directors, a Secretary, a Treasurer, and Regional Director.

A. Temporary officers for a newly formed Section shall be approved by the core group to serve until the National Board of Directors has approved a Charter.

Section 4 - For the purpose of nominating candidates for National Office, a Nominating Committee of at least five members shall be appointed by the National President. The members of the nominating committee shall qualify as follows: A Past President and four members appointed by the current National President

Section 5 - In addition to the Nominating Committee, nominations may be submitted by petition as outlined in the By-Laws.

Section 6 - In case of disability, inability, or neglect in the performance of duties, or other disqualifications of any National Officer of ASHE, the National Board of Directors shall have power to declare the office vacant and the question may be raised by motion of the National Board. A vacancy in any National Office, due to the removal of the incumbent as prescribed above, shall be filled for the unexpired period by appointment of the National Board.

Section 7 - The National Board of Directors may, at its discretion, appoint Assistant Officers, either from the National Board or from the ASHE membership. Such Assistant Officer(s), unless already member(s) of the National Board, shall not be considered as members of the National Board and shall not be entitled to vote as such.

ARTICLE VII – MANAGEMENT

Section 1 - The National Board of Directors shall be vested with the exercise of all the powers of the Society, subject to this Constitution and the By-Laws. The By-Laws shall provide for the duties of the several officers and for the general administration of the affairs and property to the Society. The National President shall make an annual report at the annual meeting held at the National Conference, transmitting therewith the report of the Secretary and the Treasurer, and such other reports as it shall deem advisable.

Section 2 - Meetings of the National Board of Directors shall be held as outlined in the By-Laws.

Section 3 - The Executive Committee shall exercise, at times when the Board of Directors is not in session, such part of the authority of the National Board of Directors, in the administration of ASHE affairs, as may from time to time be delegated by the National Board of Directors. The Executive Committee is comprised of the National Officers. The National President may add members at his discretion.

Section 4 - The National Board of Directors shall have authority to appoint an Executive Secretary or Executive Director.

ARTICLE VIII – COMMITTEES

Section 1 - Standing committees are as set forth in the By-Laws.

Section 2 - Special committees may be appointed by the National President.

Section 3 – All committees shall only make recommendations to the National Board.

ARTICLE IX -AMENDMENTS

Section 1 - Either of the following procedures may be used to amend this Constitution:

- A. The proposed amendment shall be presented to the National Secretary in writing and upon approval of the National Board of Directors it shall be submitted to the membership for a decision.

- B. The proposed amendment shall be presented to the National Secretary in writing and signed by at least ten percent (10%) of the members of ASHE and the National Secretary will be required to submit the proposed amendment to the membership for a decision.

Section 2 - For the approval of a constitutional amendment, it shall be necessary that twenty-five percent (25%) of the eligible membership vote on said proposed amendment. It shall also be

required that two-thirds of those voting cast affirmative votes for said proposed amendment for its approval.

Section 3 - When a ballot is taken for a proposed amendment, a definite date shall be set by the National Board of Directors for the closing of the ballot. Such date shall permit a period of at least (30) days between the announcement of a proposed amendment and the closing of the balloting.

Section 4 - Proposed amendments and closing dates for balloting shall be published in the SCANNER and on the National ASHE Website.

This Constitution may be amended only by written ballot. The official ballot shall be prepared by the National Secretary and distributed to the Section Secretaries. The Section Executive Committee shall determine the date for balloting, subject to the limiting date as established by National and shall direct the distribution of the ballots to the Section membership and designate the address for the collection and receipt of ballots.

The Section Secretary shall tabulate the results of the ballots and then submit the ballots, together with certification of tally and eligibility of voting membership to the National Secretary within (15) days following the date of balloting.

The National Board of Directors may, at the time of establishing the date of closing of the ballot for a proposed amendment, direct that the results of the balloting be reported at a National Board of Directors Meeting or Annual Conference of ASHE.

Section 5 - The National Secretary shall notify the Sections of the results of the balloting within (30) days following the meeting of the National Board of Directors which recorded the results of the balloting. The National Secretary will record all amendments and provide the Sections with copies of the constitutional amendments.

Section 6 - Amendments to this Constitution shall become effective immediately following the meeting of the National Board of Directors at which the results of the balloting is announced, unless otherwise stated in the amendment.

AMERICAN SOCIETY OF HIGHWAY ENGINEERS

CODE OF ETHICS

Introduction

The members of the highway industry recognize that their work has a direct and vital impact on the quality of life for all people. As a result, the service provided by the various professionals, industries, and businesses requires honesty, impartiality, fairness, and equity, and must be dedicated to the protection of public health, safety, and welfare. ASHE members should be aware of the mission statement, understand its impact to their profession, and use it in their daily conduct of work.

I. Society Member Objectives

- A. The safety, health, and welfare of the public shall be held prominent in their conduct of work.
- B. Members shall provide or perform services only in areas of their expertise or competence.
- C. Members shall act in a professional manner for each employer and client as faithful agents or trustees.
- D. Members shall avoid improper acts in the solicitation of their services.

II. Code of Conduct

- A. The safety, health, and welfare of the public will be held prominent in the conduct of work by ASHE members.
 - 1. ASHE members shall perform their work recognizing the importance of protecting the safety, health, property, and welfare of the public.

2. If, during the conduct of work, a member's judgement is compromised or overruled in such a way that endangers the safety, health, property, or welfare of the public, the member shall notify the appropriate authority.
 3. Members shall refrain from association with any person or business venture, which they suspect to be engaged in fraudulent or dishonest business practices.
- B. Members should provide or perform services solely in areas of their expertise or competence.
1. ASHE members shall perform work assignments only when qualified by training, education, or experience in the specified field or service involved.
 2. ASHE members shall recommend, approve, or promote only those products or services in which they have complete competence and knowledge.
- C. Members should act in a proper business or professional manner for each employer and client as faithful agents or trustees.
1. ASHE members shall identify all known and potential conflicts of interest of their employers or clients informing them of any business association, which could influence or appear to influence their judgement or quality of service.
 2. ASHE members can accept compensation from more than one party for performing the same services providing that the circumstances are fully disclosed and agreed to by all interested parties.
- D. Members should maintain the utmost integrity in the solicitation of their products and services.
1. ASHE members shall be entirely truthful when representing their business experience, professional qualifications, or product performance.

2. ASHE members shall not offer, give, solicit, or receive any gift, political contribution, or other valuable consideration with the intent of receiving favorable consideration of a contract award, materials purchase or other work.

III. Member Obligations

- A. Members of ASHE shall be guided in their provision of service by the highest stands of integrity.
- B. Members of ASHE shall at times strive to serve the public interest.
- C. Members of ASHE shall refrain from all conduct or practice, which may discredit the highway industry or deceive the public.
- D. Members of ASHE shall not disclose confidential information concerning the business affairs or technical processes of any present or former client or employer without his consent.
- E. Conflicting interests shall not influence members of ASHE.
- F. Members of ASHE shall uphold the principle that adequate compensation be received for services provided to the highway industry.
- G. Members of ASHE shall be totally truthful in their efforts to gain employment or advancement and shall not criticize other members of the highway industry.
- H. Members of ASHE shall not attempt to injure, maliciously or falsely, directly or indirectly, the reputation, prospects, practice, or employment of other members of the highway industry.
- I. Members of ASHE shall cooperate with one another in extending the effectiveness of the highway industry by the exchange of information and experience with other members of ASHE and will provide opportunity for the advancement and development of other members of the highway industry.

The Mission of the American Society of Highway Engineers is to provide a forum for members and partners of the highway industry to promote a safe and efficient highway system through education, innovation, and fellowship.