

**AMERICAN SOCIETY OF HIGHWAY ENGINEERS
CONSTITUTION**

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CONSTITUTION
of the
AMERICAN SOCIETY OF HIGHWAY ENGINEERS

PREAMBLE

ASHE provides a forum for members and partners of the highway industry that supports education, innovation and fellowship, and promotes a safe and efficient transportation system for mobility now and in the future.

ARTICLE I – NAME, LOCATION, AND FUNCTIONS

Section 1 – The name of the organization is the American Society of Highway Engineers (ASHE).

Section 2 – The registered office of the American Society of Highway Engineers (“ASHE”; the “Corporation” or the “Society”) shall be located at Business Filings Incorporated, 116 Pine Street, Suite 320, Harrisburg, PA 17101. The corporation also may have offices at such other place as the Board of Directors may appoint or the corporation activities may require. The ASHE business address will be designated by the current National Secretary and approved by the National Board.

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 transportation planning, design and construction communities, to advocate the registration and certification of the members in their respective fields, and provide continuing education opportunities to support member registration and certification.

ARTICLE II – MEMBERSHIP

Section 1 – The active membership shall consist of Student, Member, At-Large/International, Life and Honorary members who have practiced, are now practicing, or have an interest 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. Membership eligibility for students in advanced degree programs shall be determined by the individual ASHE sections.

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.

At-Large/International – An At-Large Member shall live and work outside of an established geographical 50 mile section boundary and not be a member of any section in good standing. An International Member shall live and work outside of the USA. Both At-Large and International members shall be working/practicing or have 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 – An 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 ASHE Business Office from the applicable Section, in company with the current established initiation fee in the amount set forth in the By-Laws.

Section 4 – All member applicants shall be admitted to the Society using proper procedure by an established Section and the National Board of Directors, as set forth in the National By-Laws. At-Large and International member applicants shall be admitted to the Society using the proper procedure by the National Board of Directors, as set forth in the National By-Laws.

Section 5 – At-Large/Domestic members- Those members deemed by the National Board to be outside of an established fifty (50) mile geographical section boundary shall be considered At-Large members and will receive representation by the National Organization.

Section 6 – At-Large/International members – Those members who live and work outside of the USA shall be considered International members and will receive representation directly from the National Organization.

ARTICLE III – ADMISSIONS, RESIGNATIONS, EXPULSION & SUSPENSIONS

Section 1 – Any Section, At-Large or International member may be expelled for cause in accordance with the By-Laws and Code of Ethics.

ARTICLE IV – INITIATION FEES, DUES AND ASSESSMENTS

Section 1 – National Initiation Fees and Annual Assessments shall be established by the National Board of Directors, collected by the Sections and forwarded to the National Secretary at the ASHE business address.

Section 2 – Membership dues shall be established and collected by the Sections. Membership dues for At-Large and International members shall be established and collected by the National Organization.

ARTICLE V – SUBDIVISIONS

Section 1 – Regions are a grouping of Sections prescribed by the National Board of Directors, and shall be formed by geographical boundaries. Region boundaries 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 National By-Laws in any locality and shall become official with the establishment of officers and a treasury, and approval of the By-Laws by the National Constitution and Bylaws Committee. 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 National By-Laws.

ARTICLE VI – NOMINATIONS AND ELECTION OF OFFICERS AND DIRECTORS

Section 1 – All National, Region and Section Officers and Directors shall be elected annually and be members of ASHE.

Section 2 – The elected governing body of National ASHE shall be a President, Immediate Past President, two Vice Presidents, a Secretary, a Treasurer and Directors.

Section 3 – The elected governing body of a Region shall be a President, Immediate Past President, Vice President(s), a Secretary, a Treasurer, and Directors.

Section 4 – The elected governing body of a Section shall be a President, Immediate Past 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 Section core group to serve until the National Board of Directors has approved a Charter.

Section 5 – For the purpose of nominating candidates for National Office, a Nominating Committee of at least five members shall be selected by the incoming National President. The members of the nominating committee shall qualify as follows: The outgoing President, who will serve as the chair of the committee and four experienced members selected by the incoming National President.

Section 6 – In addition to the Nominating Committee, nominations may be submitted by petition as outlined in the By-Laws.

Section 7 – 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, by motion to the Board, shall have the authority to declare the office vacant. 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 8 – 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 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, comprised of the National Officers, shall govern, at times when the Board of Directors is not in session, such part of the National Board of Directors’ authority, in the administration of ASHE affairs, as may from time to time be delegated by the National Board of Directors. The National President may add up to three members to the Executive Committee at his/her 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 National By-Laws. Committee appointments are at the discretion of the President, except as defined in this Constitution or in the Bylaws.

Section 2 – Special committees may be established by the National President.

Section 3 – All committees shall only make recommendations to the National Board with the exception of taking actions delegated to them by 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 shall be submitted to the membership for a decision. Handwritten and electronic responses approving or disapproving the amendment will be accepted.
- B. The proposed amendment shall be presented to the National Secretary in writing and signed in person or electronically by at least ten percent (10%) of ASHE members. The National Secretary will be required to submit the proposed amendment to the

membership for a decision. Handwritten and electronic responses approving or disapproving the amendment will be accepted.

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 thirty (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/or on the National ASHE Website.

This Constitution may be amended by written or electronic ballot. The official ballot shall be prepared by the National Secretary and distributed by hardcopy or e-mail to the Section Secretaries. The Section Executive Committee shall choose a voting protocol and determine the timeframe for voting, subject to the limiting date as established by National and shall direct the distribution of the ballots to the Section membership and designate the hard copy and/or e-mail addresses 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 fifteen (15) days following the date of balloting.

The National Board of Directors may, at the time of establishing the ballot closing date 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 thirty (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 are announced, unless otherwise stated in the amendment.