

**BY-LAWS
of the
REGION
Of The
AMERICAN SOCIETY OF HIGHWAY ENGINEERS**

ARTICLE I-ORGANIZATION

1. The name of this Region of the American Society of Highway Engineers (ASHE) shall be the _____ Region.
2. The _____ Region is comprised of the following local ASHE Sections:
(list local sections)

Any changes to the existing boundaries or local Member Sections that the Region wishes to make shall require the approval of the National Board. All references to Region in these By-Laws shall mean the ASHE _____ Region. All references to National or National board shall refer to the ASHE National Board of Directors.

3. All members of the above listed local Sections are considered members of the _____ Region.

ARTICLE II-MEMBERSHIP

1. The election to membership shall be entrusted to the individual Section's Board of Directors.
2. Any member of the Region Board of Directors may resign his/her membership by written communication of the Secretary. His/her resignation shall be accepted, and the Secretary of the Region Board of Directors shall formally notify the individual and the Secretary of the Section represented within thirty (30) days thereafter.
3. The Region Board may add active ASHE members to Region Board Committees in conjunction with Article VIII of the National By-Laws. Such members are not considered Region Directors and shall not be entitled to vote on any matters before the Region Board.
4. The Regional Board, in its sole discretion, may suspend or expel a board member for engaging in conduct that violates the ASHE National Constitution, the ASHE Code of Ethics, National By-Laws, or the guidelines and policies established by the National Board. The Regional Board also may suspend or expel a board member convicted of Local, State or Federal felonies. The affirmative vote of not less than 80% of the entire Regional Board of Directors shall be required to suspend or expel a member. A board

member whose suspension or expulsion is being considered shall be notified by the Regional 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 board member so desires, he/she may submit a defense either in person or in writing, which shall be considered by his/her Regional Board of Directors as part of the expulsion procedure. Any board member against 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 Region shall be governed by the Region Board of Directors. In the absence of a Board of Directors, the National Region Director(s) shall have governing authority over the Region and shall report directly to the National Board.
2. The National Board of Directors shall approve any person desiring to become the National Region Director. Recommendations from a Member Section shall be forwarded to the Region Board of Directors for nomination.
3. The Region Board of Directors shall comprise, as a minimum, a President, Vice President(s), Secretary, Treasurer, the Immediate Past President, Region Director from each Section, and the National Director(s) for the Region. An individual may occupy more than one position but is entitled to only one vote. The Region Board may establish additional Board Members as needed.
4. The Region Executive Committee shall consist of the Region President, Vice President(s), Secretary, Treasurer, and the National Director(s) for the Region. The Executive Committee will assess and implement the annual operating strategy of the Region Board and conduct administrative regional ASHE affairs at times when the Region Board is not in session.
5. The Region Board may at its discretion appoint active ASHE members to Region Committees to carry out Region functions. All active members in good standing of the Sections within the Region shall be eligible for appointment. Such members are not considered Region Directors and shall not be entitled to vote on any matters before the Region Board.
6. The mailing address of the Region will be designated by the Region Secretary and will be provided in writing to all Region Board members, the National Secretary, the National and Region Treasurer, and the Secretaries of all Sections in the Region. The Region Board will coordinate the mailing address used for correspondence with the address used for financial statements etc. related to Region affairs (e.g., bank accounts etc.) By default, the address will be that of the Region Secretary.

7. The Region Board shall act in accordance with the National Constitution and By-Laws. Region activities should be focused on the interests of all the Sections within the geographic region 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. Region activities should support the goals and objectives found in the National Strategic Plan. In the event of conflict between the National Constitution and By-Laws with any provisions of the Regional Organization Plan and Guidelines, the National Constitution and By-Laws shall prevail.
8. The election of Region Directors shall be entrusted to the Board of Directors of each individual Section in the Region. The Region Directors shall desirably represent all elements of the highway industry.
9. Standing Section Presidents of the local Sections are ex-officio (non-voting) members of the Region Board unless designated to be the Region Director for that Section.
10. Other than the Immediate Past President, Past Presidents may become ex-officio non-voting members of the Board.
11. Fidelity Bonds for the Treasurer or other Officers of the Region may be acquired at the discretion of the Board.
12. Liability insurance for the Region Board may be acquired at the discretion of the Board.

ARTICLE IV-NOMINATION AND ELECTION OF OFFICERS

1. All officers of the Board of Directors shall hold office until their term expires (see Section 3) and their replacements are elected.
2. The Region Board of Directors shall consist of a President, Vice President(s), Secretary, Treasurer, the Immediate Past President, Region Director from each Section, and the National Director(s) for the Region. An individual may occupy more than one position but is entitled to only one vote.

3. The terms of office for the elected Region Board of Directors shall be as follows:

Officer	Max. Term Limit	Number of Terms
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	One Year	Maximum two consecutive terms
Director(s)	Three Years	Maximum two consecutive terms
Immediate Past President	One Year	
Immediate Past Nat. Region Director	One year	If not serving in another capacity

The term of office shall begin June 1st each year and shall continue for the period stipulated above or until a successor is appointed or elected.

4. Nominations for the Board of Directors shall be made from the Member Sections. Candidates for the Board of Directors should be Members in good standing of ASHE, and it is desirable that their occupation is related to the Highway Industry.
5. In case of disability, inability, or neglect in the performance of duties or disqualifications of any of the Board of Directors, the Board of Directors shall have the power to declare the position vacant.
6. The Board shall elect the President, Vice President(s), Secretary and Treasurer by a majority vote of the Board. The Board shall by majority vote also nominate a National Region Director candidate for election by the National Board. Other officers may be elected as determined by the Board.

ARTICLE V-OFFICERS & BOARD MEMBER DUTIES

1. The **President** shall be elected by the Board and shall:
 - Have General and Active Management of the Affairs of the Region.
 - Serve as Official Representative and Spokesperson for the Region
 - Preside at all Region Meetings.
 - Prepare Meeting Agenda
 - Appoint and Discharge all Committees, Membership and Chairs
 - Upon Expiration of Term of Office shall transfer all relevant documents, material, and equipment to successor.
2. The **Vice President(s)** shall be elected by the Board and shall:
 - The Region 1st Vice President shall preside at all meetings in the absence of the Region President. He/she shall also act in capacity of Region liaison representative with other

ASHE Sections, organizations, or societies. He/she shall also monitor Committee progress activities for those assigned to him/her by the President or Board of Directors.

- The Region 2nd Vice President shall preside shall at all meetings in the absence of the Region President and 1st Vice President. He/she shall support the President and Board of Directors in other duties/responsibilities assigned including monitoring Committee progress activities for those committees assigned to him/her by the President or Board of Directors.

3. The **Secretary** shall be elected by the Board and shall:

- Perform all membership Region business transactions.
- Assist President in preparing meeting agenda.
- Record minutes of all action taken at board meeting.
- Prepare and distribute meeting minutes.
- Keep current roster of all region board members.
- Maintain a current address for the Region.
- Provide information to National Secretary as deemed necessary.
- In cases of his/her absence or disability, a substitute may be appointed by the President.
- Upon expiration of term of office shall transfer all relevant documents, materials, and equipment to successor.

4. The **Treasurer** shall be elected by the Board and shall:

- Establish a bank account (Provide current account number, bank name and address to National Treasurer).
- Obtain and maintain a TIN (Tax Identification number) or EIN (Employer Identification Number). Maintain current number with the National Secretary and/or National Treasurer.
- Keep full records of receipts and expenditures.
- Receive all monies and pay bills.
- Prepare financial reports for board meetings.
- In case of his/her absence or disability, a substitute may be appointed by the President.
- Upon expiration of term of office shall transfer all relevant documents, material, and equipment to successor.

5. The **National Region Director** shall be nominated by his/her member section, endorsed by the Region Board of Directors, and reviewed and recommended by the National Nominating Committee for elections by the National General Membership. The National Region Director will serve on both the National Board and the Region Board. They will serve as the primary liaison between the activities of the Region and National ASHE.

6. **Region Directors** shall be nominated and elected by their local Member Section. The Region Directors should be members of the Board of Directors of their local Member Section. Region Directors shall:
 - Act on recommendations of committees
 - Chair and serve on committees.
 - General membership liaison with local Member Sections
 - Vote for Board Officers
 - Vote on various other issues brought before the board including changes to by-laws, region assessments, and expenditures etc.
 - Serve as a general communication liaison between the Region and local Member Section on activities and initiatives in which both entities are active.
 - Provides status of Region activities at local Member Section Board of Director meetings.
7. The **Immediate Past President** and **Immediate Past National Region Director** shall have all voting rights and privileges as other Region Directors for a period of one year unless he/she is elected by their local Member Section to be a Region director for another term. He/she shall chair the nominating committee. In the absence of a Past President or immediate Past National Region director, one of the Vice Presidents shall perform this function in the year of re-election of Region officers (President, Vice President(s), Secretary and Treasurer).
8. Any member of the Region Board may be removed by a two-thirds vote of the Region Board of Directors, when, in its judgement the best interests of the Region will be served thereby. In the absence, disqualifications, or disability, the Region Board shall have the power to declare the position vacant and appoint a replacement for the remainder of the unexpired term.
9. The Board of Directors may, at its discretion, appoint assistant officers, either from the Board or Member Sections Membership.
10. Region Directors shall not receive any stated salary for their services but by resolution of the Region Board of Directors either the actual expenses or a fixed sum or combination of both may be allowed for attendance at regular or special meeting of the Board of Directors.

ARTICLE VI-REGION BOARD MEETINGS

1. Meetings of the Board Members shall be held at such places and times the Region Board of Directors may designate. Section Presidents are encouraged to attend the Region meetings. A minimum of three meetings shall be held each fiscal year. Region Board Meetings should rotate to every Section in the Region as much as possible.
2. The President may call special meetings of the Board at any time.

3. Written or electronic notice of every meeting of the members, stating the time and place shall be given by, or at the direction of, the Secretary to each member of the Region Board at least seven (7) days prior to the day named for the meeting.
4. A simple majority of the Region Board in office shall be necessary to constitute a quorum for the transaction of business.
5. The President, immediate Past President and one representative of each Section shall have one vote in all Region matters.
6. Minutes of each Region Board meeting shall be distributed to the National President, National Secretary, and the President and Secretary of all Sections in the Region.
7. Region Board Meetings shall be conducted in accordance with Article V of the National By-Laws.
8. One or more persons may participate in Region Board Meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participating in a meeting in this manner shall constitute presence in person at such a meeting.

ARTICLE VII-DUES

1. Dues assessments for each Member Section will be reviewed and established for the following fiscal year by the Region Board of Directors each year.
2. Any Region Board member whose Section dues become in arrears by September 30 shall forfeit their voting rights on the Board of Directors.
3. The Region fiscal year shall be from June 1st through May 31st.
4. The Region may levy an annual Region fee assessment to the local member Sections only with the approval of the Board of Directors. This fee may be established but shall only be done so with definition of the duration and purpose of the assessment by the Board of Directors. When such a fee is established, a duration for the assessment shall be identified so the Member sections may plan accordingly with their respective memberships and coordinated with their annual membership dues cycles. The Region Treasurer should notify each Section President, Secretary, and Treasurer of the Region assessment in the same time frame as the National assessment so Sections may adjust their budgets for the coming fiscal year and Section assessments accordingly. The Region assessment is due no later than September 30 of each year, just like the National Assessment.

ARTICLE VIII-COMMITTEES

1. The Region Board may at its discretion, appoint active ASHE members to Region Committees to carry out Region function.
2. All active members in good standing of the Region shall be eligible for appointment to a committee.
3. Committees shall consist of not less than three (3) members. The President or Committee Chairman 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 Board of Directors, by two-thirds vote of the Board Membership may amend these By-Laws in conformity with the ASHE Constitution, provided that a written or electronic notice of such proposed amendment shall have been given to each member of the Board of Directors at least thirty (30) days in advance of the action.
2. Amendments to the Region By-Laws or any part thereof shall become effective upon approval of such amendments by the ASHE National Board of Directors.
3. Proposed Amendments to the Region By-Laws, as approved by the Region 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 Region's previously approved By-Laws shall be highlighted or identified for comparison by the Committee.

ARTICLE X-DISSOLUTION

1. The National Board of Directors may dissolve the Region either by moving the Sections 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 Region after payment of all indebtedness shall be turned over to the National Board of Directors.
2. The National Board of Directors will assign members in good standing of a dissolved Region Section to an active Region.
3. The Region is not authorized to assume any liability in the name of ASHE National; therefore, ASHE National assumes no responsibility for Region liabilities. The Region shall NOT have the authority to incur debt on behalf of ASHE.