



**AMERICAN SOCIETY OF HIGHWAY ENGINEERS
ALBANY NEW YORK SECTION**

BY-LAWS

BY-LAWS ADOPTED

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BY-LAWS

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September 8, 2015

BY-LAWS
of the
ALBANY SECTION
OF THE AMERICAN SOCIETY OF HIGHWAY ENGINEERS

SEPTEMBER 8, 2015

Preamble

This organization is the **Albany Section** of the American Society of Highway Engineers, and as such, is subject to Constitution and By-Laws of the American Society of Highway Engineers. Nothing in this document is intended to supersede that of the Society when in conflict.

ARTICLE I - MEMBERSHIP

Section 1 - The election to membership of all classes is entrusted to the National Board of Directors.

Section 2 - Any person desiring to become a member shall make written application to the Secretary of the Albany Section. Such application shall be on the form and provide the information specified by the National Board of Directors and shall be accompanied by the current initiation fee and dues. The Secretary will cause the application to be reviewed by the Membership Committee and the Board of Directors. Upon receiving a favorable recommendation of the Board of Directors, the Secretary shall forward the application to the National Secretary for final certification of membership.

Section 3 - The Secretary shall notify the applicant of the action by the National Board of Directors.

Section 4 - A full time student in a university, college or technical school may apply to be a Student Member. The initiation fee and annual dues for student members may be different than other classes of members at the discretion of the Board. See Article II, Section 7.

Section 5 - The Albany Section shall, at its' discretion, propose Honorary Members to the National Board of Directors by petition of not fewer than ten percent (10%) of the Section members. Election to the grade of Honorary Member shall be provided under Article II of the National Constitution.

Section 6 - The National Board, by affirmative vote of two-thirds, may suspend or expel a member for any violation of the National Constitution, these By-Laws, Code of Ethics, guidelines, or policies established by the National Board. 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 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 the Board of Directors. The Section Board shall then forward the defense along with their recommendation for further action to the National Board 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 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 II - DUES, FEES AND FINANCES

Section 1 - The fiscal year shall be June 1 through May 31.

Section 2 - The annual dues shall be established by the Board of Directors for all classes of membership, payable as of June 1st (see Section 7). Said dues shall be inclusive of the annual assessment of the National Board of Directors authorized by Article IV, Section 3, of the National Constitution.

Section 3 - An initiation fee, as established by the National Board of Directors, shall accompany each application for membership. This initiation fee is in addition to the annual dues.

Section 4 - A person admitted to membership prior to January 1st shall pay full annual dues. A person admitted to membership on or after January 1st shall pay one-half of the amount for the year admitted.

Section 5 - The Secretary shall mail a dues statement to each member by May 1st. The Secretary shall mail a delinquent notice to unpaid members on July 1st notifying them that those members whose dues are delinquent as of September 1st shall forfeit their voting rights.

Section 6 - A member whose dues are delinquent on November 1st 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 membership prior to December 1st.

Section 7 – Annual dues to the Albany Section have been established and are as follows. National dues and initiation fee are established by the National Board of Directors:

Yearly Albany Section Dues:	Regular Member	\$15.00
	Student Member	\$0.00

The yearly Albany Section Dues will be waived for a Regular Member who recruited a new Regular Member the previous year.

ARTICLE III - MANAGEMENT

Section 1 - The Section shall be governed by the Board of Directors and the Executive Committee. The Board of Directors shall consist of the President, the 1st and 2nd Vice-Presidents, the Secretary, the Treasurer, the immediate Past-President, and at least 3 elected Directors.

Section 2 - The Board shall have charge of the technical, 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 the power, within the limitations of the National Constitution and By-Laws, to execute any measures whatsoever which it deems necessary to further the interests of the Section.

Section 3 - Meetings of the Board of Directors shall be held at the direction of the President, but not less than twice each fiscal year. A meeting may also be called by agreement of three members of the Board. A majority of the members of the Board shall constitute a quorum.

Section 4 -The Executive Committee shall meet at the direction of the President. A majority of the members of the Committee shall constitute a quorum.

ARTICLE IV - OFFICERS

Section 1 - The President, subject to approval of the Board of Directors, shall have supervision of the affairs of the Section, shall preside at meetings of the membership, Board of Directors, and the Executive Committee; shall make all committee appointments, and shall be an ex-officio member of all committees. The term of the President shall be two years. The term may be extended one year if, as determined by a unanimous vote of the Board of Directors, it is in the best interest of the Section to maintain the Section's leadership structure.

Section 2 - The First Vice-President shall preside at all meetings in the absence of the President, and shall act as the Section's liaison representative to other technical associations or societies. The term of the First Vice-President shall be two years. The term may be extended one year if, as determined by a unanimous vote of the Board of Directors, it is in the best interest of the Section to maintain the Section's leadership structure. At the end of the President's term, the First Vice-President shall ascend to the Presidency.

Section 3 - The Second Vice-President shall preside at all meetings in the absence of the President and First Vice-President. The term of the Second Vice-President shall be two years. The term may be extended one year if, as determined by a unanimous vote of the Board of Directors, it is in the best interest of the Section to maintain the Section's leadership structure. At the end of the First Vice-President's term, the Second Vice-President shall ascend to the First Vice-Presidency.

Section 4 - The Secretary shall:

- (1) Under the direction of the President and the Board of Directors, act as executive officer of the Section.
- (2) Attend all meetings of the Section, the Board of Directors, and the Executive Committee and record the proceedings thereof.
- (3) Have custody of all official papers and records.
- (4) Conduct the correspondence of the Section and keep appropriate records of correspondence and minutes.
 - (a) Shall maintain the Section mailing address as adopted by the Board of Directors.
 - (b) Shall maintain the official Section Officers Roster and report annually.
 - (c) Shall notify the national Secretary of any member's change of address, employer, phone number(s), and e-mail address in a timely fashion.
 - (d) Shall submit new member applications to National, and notify new members upon acceptance to membership.
 - (e) Shall acknowledge, in writing, all contributions to the Section that exceed \$250.00.
- (5) Submit a report at the annual meeting of the Section as to the activities of the office including the status of the membership.
- (5) See that all monies due the Section are collected and transferred to the custody of the Treasurer.
- (6) The term of the Secretary shall be 3 years.

Section 5 - The Treasurer shall:

- (1) Receive all monies and deposit same in the name of the Albany Section in a depository approved by the Board of Directors.
- (2) Pay all bills when approved by the Board of Directors, or if so authorized by the Board, the Executive Committee.
- (3) Keep full records of the accounts of the Section and provide a report on each account to each meeting of the Board and Executive Committee.
 - (a) Maintain the Section Federal Tax Identification Number.
 - (b) File Federal Tax form 1099 annually if needed.
 - (c) Annually file year-end financial report (Form 990) to National.
- (4) Present an annual report to the Membership at the May meeting.
- (5) The term of the Treasurer shall be 3 years.

Section 6 - There shall be a minimum of 3 Directors who shall:

- (1) Serve a 3-year term.
- (2) Chair and serve on Committees.
- (3) Act on recommendations of Committees.
- (4) Vote on membership acceptance or expulsion.
- (5) Vote on various other issues that may be brought before the Board including:
 - (a) Changes to By-Laws.
 - (b) Membership Dues.
 - (c) Budgets and Section Expenditure Items.
 - (d) Other policy matters as may be brought before the Board.

Section 7 - The Immediate Past President shall serve as a member of the Board of Directors, and as Chair of the Nominating Committee

Section 8 - A Regional Director shall be appointed by the President based on recommendation of the Nominating Committee who shall:

- (1) Serve a 3-year term.
- (2) Attend all Regional meetings.
- (3) Act as Section Liaison to other sections within the Region.
- (4) Provide Regional reports at Section Board Meetings.

ARTICLE V - ELECTION OF OFFICERS

Section 1 - Not less than 60 days preceding the annual meeting, the Nominating Committee shall nominate at least one willing candidate for each open office to be elected and deliver the slate to the Secretary. All candidates should be members in good standing and with active Section participation. The Secretary shall distribute a ballot of candidates (either on paper or in electronic form) to the membership no less than 30 days prior to the annual meeting.

Section 2 - The ballot shall consist of the nominee(s) for each position and allow space for write-in candidates for each position.

Section 3 - Ballots shall be returned to the Secretary prior to the annual meeting on a schedule established by the Board.

Section 4 - The Secretary shall publish the results of the election in the next mailing and/or electronic distribution to the general membership.

Section 5 - All members in good standing shall be eligible to vote.

Section 6 - Directors shall be elected for staggered terms so that at least one is elected in each year.

Section 7 - In the event of a vacancy occurring on the Board of Directors, the Board shall have the power to fill the unexpired term with a member in good standing.

ARTICLE VI - OFFICIAL PUBLICATIONS

Section 1 - The Section may publish newsletters, meeting notices, or make general mailings as determined by the Board of Directors. Such distribution may be made electronically or by regular U.S. Mail to the address of record of each member. Such distribution shall be considered to be official notice to the membership of actions taken by the Section, Board of Directors or Officers, as required under the Constitution or By-Laws.

ARTICLE VII - MEETINGS

Section 1 - An annual meeting for the election of officers and directors and for transaction of any other business of the Section shall be held at such place and time as designated by the Board of Directors. The general membership shall be notified at least 30 days prior to the meeting, of the time, and location.

Section 2 - General membership meetings will be held on a regular basis as determined by the Board of Directors. To the extent possible, an annual calendar shall be established prior to September 1st and the membership notified. Additional general membership meetings or social functions may be held at the discretion of the Board of Directors.

Section 3 - The Board of Directors shall meet at least twice yearly to conduct the business of the Section. The Board may establish an Executive Committee, to be chaired by the Section President, to conduct business affairs in the absence of a full Board Meeting.

Section 4 - All meetings of the Section, Board of Directors, and Committees shall be conducted according to the latest edition of Robert's Rules of Order.

ARTICLE VIII - COMMITTEES

Section 1 - The President shall, within 30 days after the annual meeting, appoint the following standing committees as necessary:

1. Public Relations Committee
2. Ethics and Practices Committee
3. Nominating Committee
4. Constitution and By-Laws Committee
5. Program / Technical Committee
6. Budget Committee
7. Financial Review Committee
8. Executive Committee
9. Membership Committee

Section 2 - Other committees may be appointed as desired by the President. The scope, duties, chairperson, and makeup of these Committees shall be determined by the President.

Section 3 - All members in good standing are eligible for committee participation.

Section 4 - Guideline

a. Executive Committee: The Executive Committee shall consist of the President along with the Secretary and Treasurer. Other members may be included as determined by the President. This Committee shall exercise such powers of the Board as may be delegated to it by the Board.

b. Nominating Committee: The Nominating Committee shall consist of a minimum of 5 members. The Immediate Past President shall be one member, the Secretary shall be one member, and at least 3 other members that are members that have held membership for at least one year and do not hold office. Additional Committee members may be selected as desired by the President.

c. Other Standing Committees: The chair, makeup, and duties of the other Committees shall be determined by the President and Board of Directors.

ARTICLE IX - AMENDMENTS

Section 1 - At any meeting of the Board of Directors, a quorum being present, the Board of Directors by a two-thirds vote may amend these By-Laws, provided that a written notice of such proposed amendment has been given to each member of the Board at least two weeks prior to the meeting.

ARTICLE X - OFFICER'S BONDS

Section 1 - The Secretary and Treasurer may each be bonded in an amount set by the Board of Directors indemnifying the Section from loss.