

CAROLINA TRIANGLE SECTION OF THE AMERICAN SOCIETY OF HIGHWAY ENGINEERS

BY-LAWS

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Date Revised	Article Revised
05-10	Revised Article VII, Section 2 for March Gen. Mtg. Date
06-04	Revised Article VI, Section 1 to Include Email Allowance
06-02	Added Article VII, Section 11
03-01	Revised Article VII, Section 2
05-98	Revised to Agree with National Original
09-96	Article VIII, Section 1, Added Events Committee
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10-93	Revised to Agree with National Original

BY-LAWS
OF THE
CAROLINA TRIANGLE SECTION
OF THE
AMERICAN SOCIETY OF HIGHWAY ENGINEERS

June 1, 2004

Preamble

This organization is the Carolina Triangle 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 Carolina Triangle 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. The Carolina Triangle Section shall, at it's discretion, propose Honorary members to the National Board of Directors by petition of not fewer than ten (10) percent of the Section members. Election to the grade of Honorary Member shall be provided under Article II and Article III of the Constitution.

Section 5. The Membership of members and associate members shall cease after four (4) years of membership in their respective grades unless they shall have been transferred to a higher grade of membership or unless they have not fulfilled the requirements of the next higher grade. Applications for transfer to a higher grade of membership in the Section shall be recommended to the National Secretary for approval.

Section 6. Membership in the Section shall be a individual membership and is not transferable nor assignable.

Section 7. Any member who resigned in good standing may return to their former membership grade by a written request to the Section Secretary, and payment of the full current year's dues and National assessment.

Section 8. Every member shall be entitled to one vote. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the Section. If at any meeting the right of any person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right to the person challenged to vote, and all persons who appear by such books or records to be members entitled to may vote. The right of a member to vote, and his right, title, and interest in the Section or its property, shall cease on the termination of their membership.

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. Said dues shall be inclusive of the annual assessment of the National Board of Directors authorized by Article IV, Section 3 of the 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 March 1st shall pay full annual dues. A person admitted to membership on or after March 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 will have their membership lapse September 1st

Section 6. A member whose dues are delinquent on September 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 October 1st.

Section 7. The Carolina Triangle Section of the American Society of Highway Engineers may be dissolved by the National Board of Directors either by a petition from this section or for a cause. In the event of such dissolution, any remaining funds or other assets together with official records and documents of the section, after payment of all indebtedness, shall be turned over to the National Board of Directors to be held in trust, for use in the event of reorganization of the section within a three (3) year period. If the section is not reorganized within such period, the property will revert to the

National Board.

Section 8. Members in good standing of a dissolved section will be assigned to an active section by the National Board of Directors.

Section 9. Whenever the lawful activities of the Section involve among other things the charging of fees or prices for its services 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, directors or officers of the Section.

Section 10. 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.

Section 11. The budget amount for the National Conference Reimbursement will be divided equally among the Carolina Triangle Members requesting financial assistance to attend the conference and who have not received any reimbursement from their employer. The maximum amount of reimbursement shall not exceed \$400 per member unless otherwise authorized by the Board of Directors.

ARTICLE III - MANAGEMENT

Section 1. The Section shall be governed by the Board of Directors or the Executive Committee as authorized by the Board and provided for in Article VI, Section 3 of the Constitution.

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 the Board of Directors, shall have supervision of the affairs of the Section; shall serve as, or appoint a National Representative, 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.

Section 2. The First Vice-President shall preside at all meetings in the absence of the President, shall act as the Section's liaison representative to other technical associations or societies, and shall chair one of the standing committees.

Section 3. The Second Vice-President shall preside at all meetings in the absence of the President and First Vice-President and shall chair one of the standing committees.

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 records of same.
- (5) submit a report at the annual meeting of the Section as to the activities of the office including the status of the membership.
- (6) see that all monies due the Section are collected and transferred to the custody of the Treasurer.

Section 5. The Treasurer shall:

- (1) receive all monies and deposit same in the name of the Carolina Triangle 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 of same to each meeting of the Board and Executive Committee.
- (4) present an annual report to the Membership at the May meeting.

ARTICLE V - ELECTION OF OFFICERS

Section 1. Not less than sixty (60) days preceding the annual meeting, the Nominating Committee shall nominate at least one willing candidate for each office to be elected and deliver the slate to the Secretary.

The Secretary shall distribute a ballot of candidates to the membership no less than thirty (30) days prior to the annual meeting.

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

Section 3. Ballots shall be returned to the Secretary not less than seven (7) days prior to the annual meeting.

Section 4. The Secretary shall publish the results of the election in the next mailing to the general membership.

Section 5. All grades of membership shall be eligible to vote.

Section 6. Directors shall be elected for staggered terms so that at least two are elected in each year as authorized by Article V of the Constitution.

Section 7. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board may choose a successor or successors, as authorized by Article V, Section 8 of the Constitution.

Section 8. The Section shall elect one Region Director from its membership. The Region Director shall represent one section on the Region Board of Directors. The Region Director shall serve a term of (3) years as initiated with the (June 1, 1996 - May 31, 1999) term.

Section 9. Any active ASHE member nominated by the Region Board of Directors and approved by the National Board of Directors may represent the Region on the National Board of Directors. Each section in a region will have one vote for National Director. The National Board of Directors will cast a tie-breaking vote when a tie vote occurs. A Region Director may serve as a National Director for unlimited terms, but not more than two consecutive terms. The National Director will also serve as the President of the Region Board of Directors. A National Director elected to serve as a National Officer will be replaced on the National Board of Directors by a new National Director from the region for the vacated position.

ARTICLE VI - OFFICIAL PUBLICATIONS

Section 1. The Section may publish newsletters and meeting notices, distribute and receive election ballots, or make general mailings as determined by the Board of Directors. Such distribution shall be

made by regular U.S. Mail or electronic mail (Email) to the address of record of each member. Such mailings shall be considered official notice to the membership of actions taken by the Section, Board of Directors or Officers as required under the Constitution or By-Laws. Or, in the case of receiving votes for election ballots, the mailing shall be considered official notice to the Section of action taken by the membership as determined valid by the Board of Directors.

ARTICLE VII - MEETINGS

Section 1. The annual meeting for the election of officers and directors and for transaction of any other business of the Section shall be held on the fourth Thursday of May at such place and time as designated by the Board of Directors.

Section 2. General membership meetings will be held as follows (or as otherwise directed by the Board of Directors):

- Fourth Thursday of January
- Third Tuesday of March
- Fourth Thursday of May
- Fourth Thursday of September
- Second Thursday of November.

- Additional general membership meetings or social functions may be held at the discretion of the Board of Directors.

Section 3. 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 thirty (30) days after the annual meeting, appoint the following standing committees and any discretionary special committees as necessary:

- a. Public Relations Committee
- b. Program Committee
- c. Membership Committee
- d. Nominating Committee
- e. Constitution and By-Laws Committee
- f. Technical Committee
- g. Events Committee

Section 2. All grades of membership are eligible for committee participation.

Section 3. Guidelines

3.1 Section Technical Committee: A Technical Committee shall be established in each section of the Society. The Technical Committee shall be charged with obtaining information on technical advancements in the planning, design, construction, maintenance, and operation aspects of the highway industry and distributing such information to the section membership.

Additional duties shall be to solicit and develop technical articles for publication in the SCANNER in accordance with the schedules developed by the National Board of Directors and to assist the Section Program Committee in identifying technological advances that can be presented as a section meeting program.

The Committee shall include:

- Chairperson selected by the section president
- Section vice-president
- One additional board member

The makeup of the Committee should be representative of the Society's composition of contractors, suppliers, consultants, and government membership.

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 be bonded in an amount set by the Board of Directors indemnifying the Section from loss. The amount of bond shall be set as directed by the Board annually.

Section 2. If bonding is approved, certification that such bonds have been provided shall be furnished annually to the National Board of Directors. The expense of bonding shall be the responsibility of the Section.