



AMERICAN SOCIETY OF HIGHWAY ENGINEERS
CENTRAL OHIO SECTION BY-LAWS

Amended:	October 29, 1985	February 23, 1988
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	March 28, 1995	October 24, 1995
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ARTICLE I – NAME, LOCATION, AND FUNCTIONS

Section 1 – The name of this Section of the American Society of Highway Engineers shall be the Central Ohio Section.

Section 2 – The Post Office address of the Central Ohio Section of the Society shall be designated annually by the Board of Directors at their June organizational meeting.

Section 3 – The Central Ohio Section will serve to represent part of Region 1, as adopted by the National Board of Directors.

ARTICLE II – MEMBERSHIP

Section 1 – The active membership shall consist of, Members, Life Members, and Honorary Members who have practiced, or are now practicing, in the highway industry or its related fields.

Section 2 – Any person desiring to become a member shall make written application to the Central Ohio Section Secretary. Such application shall be in such form and contain such data, as prescribed by the National Board of Directors. The Secretary will cause the application to be reviewed by the Membership Committee and the Board of Directors. Upon receiving favorable action, the Secretary shall forward the application, along with the current initiation fee, to the National Secretary for final acceptance of membership. The Secretary shall notify the applicant of the action by the National Board of Directors.

Section 3 – 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 National 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 4 – Life Membership for the Central Ohio Section shall be granted to Section members who meet the following criteria: significant participation in ASHE functions; minimum (65) years of age and member of ASHE for (25) years; or, a Section member for (30) years. The age requirement will be based on the date of the January Board of Directors meeting.

A review of possible eligible Life Members will be made at the January Board of Directors Meeting.

Section 5 – A member whose annual dues are delinquent as of the day of the Central Ohio Section's September Board Meeting shall forfeit membership in the Section.

Section 6 – All applications for membership shall be subject to an initiation fee in accordance with Article III, Section 1 of these By-Laws.

Section 7 – Any member of the Central Ohio Section may resign his/her membership by a written communication to the Secretary, whereupon, if all his/her dues and assessments are paid, his/her resignation shall be accepted, and the Secretary of the Central Ohio Section shall formally notify the individual within (30) days thereafter.

Section 8 – The Central Ohio Board may suspend or expel a member for any violation of the National Constitution, the Central Ohio By-Laws, or policies established by the National Board. The affirmative votes of not less than 80% of the entire Board of Directors shall be required to expel a member. 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 his/her Section Board of Directors 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 III – DUES, FEES, & FINANCES

Section 1 – Membership application fee shall be sixty (60) dollars. This fee shall consist of; twenty five (25) dollars National initiation fee, twenty (20) dollars National dues assessment, and fifteen (15) dollars Central Ohio Section dues.

Section 2 – The full initiation fee and first year’s assessment shall be submitted with the application when it is transmitted to the Central Ohio Section for processing. Upon notification of approval from the National Board, the new member will be presented with their certificate and ASHE pin. In case of rejection of the application, the full initiation fee and first year’s assessment shall be returned to the applicant.

Section 3 – The annual dues shall be thirty-five (35) dollars for all classes of membership, excluding Life and Honorary Members, 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.

- a. The Secretary shall mail a dues statement to each member by May 1st. The Secretary shall warn those members whose dues are delinquent as of September 1st that their membership will lapse if dues are not paid.
- b. The annual National Assessment will be paid prior to October 1st of the new fiscal year.
- c. A member whose annual dues are delinquent as of the day of the Central Ohio Section's September Board Meeting 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 in accordance with Article II, Section 5 of these By-Laws.

Section 4 – A person who meets the Life or Honorary Membership criteria shall be exempt from paying annual dues.

Section 5 – The Section fiscal year shall be from June 1st through May 31st.

ARTICLE IV – NOMINATION AND ELECTION OF OFFICERS

Section 1 – All officers of the Central Ohio Section shall be elected annually, subject to the term of office, and shall hold office until their term expires.

Section 2 – The Central Ohio Section Board of Directors shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer, a minimum of four Directors, a Regional Director, a Website Director, and a Past President.

Section 3 – The annually elected officers of the Central Ohio Section shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, a 4 Year Director, and a Website Director. The Regional Director will be elected for a three year term.

Terms of office for elected officers shall be as follows:

President	- One Year	(Not to serve more than two consecutive terms)
First Vice President	- One Year	(Not to serve more than two consecutive terms)
Second 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)
Website Director	- One Year	(May serve consecutive terms)
Directors		(Total of four years and not to serve more than two consecutive terms in the same position)
Regional Director	- Three Years	(Not to serve more than two consecutive terms)

The terms of office shall begin at the close of the annual May meeting at which the officers elect are initiated and shall continue for the period stipulated above or until a successor is appointed or elected.

Section 4 – The President of the Central Ohio Section shall be the Chair of the Board of Directors and the First Vice President shall be the Vice-Chair.

Section 5 – For the purpose of nominating candidates for the Section Offices, or other Offices of the Section, a Nominating Committee of five members shall be appointed by the President of the Central Ohio Section. The Members of the Nominating Committee shall qualify as follows: One member shall be a member of the Board of Directors, one member shall be a Past President, and three members shall be other members of the Central Ohio Section who shall have held membership for at least one year and do not hold an office stated in Section 2 above.

Section 6 – Election Nominations - 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 publish the slate of candidates to the membership no less than thirty (30) days prior to the annual meeting.

Section 7 – Additional nominations may be submitted in writing to the Secretary at any time prior to the election, provided they have been signed by at least three members and the nominee has agreed to serve if elected.

Section 8 – If there are no offices with contested races, the President shall conduct the election of officers at the annual meeting by voice vote, requesting a motion to confirm the nominated slate by acclamation. If there is an office with more than one nominee, then the Nominating Committee shall conduct the election of officers at the annual meeting by secret, written ballot. The committee shall tally the ballots and announce the results.

Section 9 – All grades of membership shall be eligible to vote. Every member of the Section 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

of the person challenged to vote, and all persons who appear by such books or records to be members may vote. The right of a member to vote, and his/her right, title and interest in or to the Section or its property, shall cease on the termination of his/her membership.

Section 10 – Elections for officers need not be by ballot, except upon demand made by a member of the election and before voting begins.

Section 11 – The Secretary shall publish the results of the election in the next mailing to the general membership.

Section 12 – Directors shall be elected for staggered terms so that no more than two are elected in any given year.

Section 13 – In case of disability, inability, or neglect in the performance of duties, or other disqualifications of any officer of the Central Ohio Section, the Board of Directors shall have the power to declare the office vacant and the questions may be raised by motion of the Board. A vacancy in any office, due to the removal of the incumbent as prescribed above, shall be filled for the unexpired period by the Board.

Section 14 – In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as judge.

Section 15 – The Board of Directors may, at its discretion, appoint assistant officers, either from the Board or from the membership. Assistant officers should not be considered as members of the Board, and shall not be entitled to vote as such.

ARTICLE V - OFFICERS

President – (Not to Serve More Than Two Consecutive Terms)

The President, subject to 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; and, shall be an ex-officio member of all committees. The President shall serve as Chairman of the Financial Advisory Committee. The President shall also:

- Prepare Meeting Agenda
- Appoint and Discharge All Committees
- Appoint Standing Committee Members
- Organize and serve as Chairman of the Past President's Breakfast meeting.

First Vice-President – (Not to Serve More Than Two Consecutive Terms)

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 First Vice-

President shall serve as Chairman of the Legislative Review Committee and Golf Outing Committee. The First Vice-President shall also be an ex-officio member of the Program and Technical Committees.

Second Vice-President – (Not to Serve More Than Two Consecutive Terms)

The Second Vice-President shall preside at all meetings in the absence of the President and First Vice President. The Second Vice-President shall serve as Chairman of the Ethics and Practices Committee and of the Constitution and By-Laws Committee. The Second Vice-President shall also be an ex-officio member of the Public Relations and Membership Committees. The Second Vice-President shall be responsible for the publication and distribution of the Section newsletter.

Secretary – (May Serve Consecutive Terms)

- Under the direction of the President and the Board of Directors, act as executive officer of the Section.
- Attend all meetings of the Section, the Board of Directors and the Executive Committee and record the proceedings thereof.
- Have custody of all official papers and records.
- Conduct the correspondence of the Section and keep records of same.
- Submit a report at the annual meeting of the Section as to the activities of the office including the status of the membership.
- See that all monies due the Section are collected and transferred to the custody of the Treasurer.
- Maintain membership records and files.
- Prepare and distribute meeting minutes.
- Provides information to National Secretary, as necessary, including a roster and contact information for incoming Section officers by June 15th of each year.
- Upon expiration of term of office, transfer all relevant documents, materials, and equipment to Successor.

Treasurer – (May Serve Consecutive Terms)

- Receive all monies and deposit same in the name of the Section in a depository approved by the Board of Directors.
- Pay all bills when approved by the Board of Directors, or if so authorized by the Board, the Executive Committee.
- Keep full records of the accounts of the Section and provide a report of same to each meeting of the Board and Executive Committee.
- Maintain records of the Section's IRS Federal Identification number.
- Present an annual report to the Membership at the May meeting.
- Monitor all investments of the Section from month to month, reporting quarterly to the Financial Advisory Committee. If the need arises, the treasurer may request an interim meeting of the Financial Advisory Committee to propose changes to the financial plan and/or asset allocation. The Treasurer of the Section has the authority to make periodic transfers between funds in order to maintain the desired account balances as determined by the Financial Advisory Committee at the regular or interim meetings.
- Prepare Form 990 for National - Due no later than June 15th.

- Prepare IRS Form 1099 for Income Paid to Individuals, if required, and submit to the individual and IRS by January 15th with a copy to the National Treasurer.
- Report advertising income, if any, to National Treasurer by July 15th.
- Upon expiration of term of office, transfer all relevant documents, materials, and equipment to Successor.

Directors – (Total of Four Years and Not to Serve More Than Two Consecutive Terms in the Same Position)

The four Directors shall serve as general representatives and members of the Board of Directors. In addition, they shall serve committee functions as follows: the most senior Director as chairman of the Membership Committee; the next senior Director as chairman of the Technical Committee; the next senior Director as chairman of the Program Committee; and, the junior Director as chairman of the Public Relations Committee. In cases where the seniority on the Board cannot be determined, the duties will be decided by agreement of the Directors or the flip of a coin. The Directors will also vote on various issues brought before the board including:

- Changes to By-Laws
- Membership Dues
- Section Expenditures, Etc.

Immediate Past President

The Immediate Past President shall serve as Chairman of the Advisory Committee.

Regional Director – (Total of Three Years but Not to Serve More Than Two Consecutive Terms)

The Regional Director shall serve as the Section's representative to the Regional Board of Directors of the National Society. The Regional Director shall:

- Attend all Regional meetings.
- Act as Section Liaison.
- Provide Region reports at Section board meetings.

Website Director – (May Serve Consecutive Terms)

The Website Director shall manage the Central Ohio Website to provide a centralized location for the membership to communicate, and for the Section Board of Directors to advance the goals of ASHE. The Website Director shall:

- Support the mission and values of ASHE.
- Coordinate between the Board of Directors and Website administrator to communicate with the membership.
- Maintain and budget for the website host.
- Maintain the link to the ASHE National Website.

ARTICLE VI - MANAGEMENT

Section 1 – The Section shall be governed by the Board of Directors and the Executive Committee. The Board of Directors shall be vested with the exercise of all the powers of the Central Ohio Section, subject to the National Constitution and these established By-Laws of the Central Ohio Section.

Section 2 – The Board 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 the power, within the limitations of the National Constitution and these established By-Laws of the Central Ohio Section, to execute any measures whatsoever which it deems necessary to further the interests of the Section.

Section 3 – The Executive Committee shall exercise those duties specifically delegated to it by action of the Board of Directors when the Board of Directors is not in session. The authority of the Executive Committee must be reestablished each fiscal year by Board action.

Section 4 – 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 5 – The Executive Committee shall meet at the direction of the President. A majority of the members of the Committee shall constitute a quorum.

Section 6 – The Board of Directors shall be the judge of the qualifications of the members and shall have power to fill vacancies on the Board.

ARTICLE VII – COMMITTEES

Section 1 – The President may appoint the following standing committees:

Public Relations Committee **	Program Committee **
Membership Committee **	Nominating Committee **
Technical Committee **	Ethics and Practices Committee **
Constitution and By-Laws Committee **	Legislative Review Committee **
Advisory Committee **	Financial Advisory Committee**
Website Committee	

** Membership in these committees is partially specified elsewhere in the By-Laws or Constitution. Membership of the Advisory Committee shall consist of Past Presidents who are current Section members.

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

ARTICLE VIII – MEETINGS OF MEMBERS

Section 1 – General membership meetings or social functions will be held in the months of January, March, May, and September at the discretion of the Central Ohio Section Board of Directors.

Section 2 – All meetings of the Section, Board of Directors, and Committees shall be conducted according to the latest edition of Robert's Rules of Order.

Section 3 – The annual meeting of the members shall be held in the month of May in each year when the Central Ohio Section Board of Directors shall be installed and transact such other businesses, as may properly be brought before the meeting.

Section 4 – Special meetings of the members may be called at any time by the President.

Section 5 – Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary, to each member of record entitled to vote at the meeting at least ten days prior to the day named for the meeting unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

Section 6 – A meeting of members duly called shall not require specific attendance requirement for the transaction of business.

ARTICLE IX – OFFICIAL PUBLICATIONS

Section 1 – The Section may publish newsletters, meeting notices, or make general mailings as determined by the Board of Directors. Such distribution shall be made either by regular U.S. Mail or electronically to the address of record of each member. Such mailing 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. It is the responsibility of the individual member to report changes of address to the Secretary.

ARTICLE X – 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 fifteen (15) days prior to the meeting.

ARTICLE XI – OFFICER'S BONDS

Section 1 – The President and Treasurer shall each provide a fidelity bond in an amount set by the Board of Directors indemnifying the Section from loss, unless such a bond is provided by the National Society.

Section 2 – Documentation that such bonds have been obtained shall be furnished annually to the National Board of Directors.

ARTICLE XII – FINANCIAL ADVISORY COMMITTEE

Section 1 – The Financial Advisory Committee's purpose is to review and invest specific sums of money for the Section. The Financial Advisory Committee shall consist of:

- Section President - Chairperson
- Section Treasurer
- Section First Vice-President
- Section Immediate Past President
- Member At-Large Appointed by the Section President to serve a one year term

ARTICLE XI - DISSOLUTION

Section 1 – The Central Ohio Section 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 Central Ohio 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 year period. If the Section is not reorganized within such period, the property will revert to ASHE National.

Section 2 – Members in good standing of a dissolved Section will be assigned to an active Section by the National Board of Directors.

Section 3 – After payment of all such Section's debt, any remaining funds/assets, together with official records/documents including the Charter of the dissolved Section, will be turned over to the National Board to be held in trust for three years in the event of reorganization of the Section. If no re-organization of the Section occurs within the three year time frame, the assets/records will become the property of ASHE National.

Section 4 – Sections are not authorized to assume any liability in the name of ASHE National; therefore, ASHE National assumes no responsibility for Section liabilities. No Section shall have the authority to incur debt on behalf of ASHE.