

**BY-LAWS
of the
CENTRAL OHIO SECTION
of the
AMERICAN SOCIETY OF HIGHWAY ENGINEERS**

Amended:

October 29, 1985	April 27, 1993	March 28, 2000
February 23, 1988	March 28, 1995	January 22, 2008
March 22, 1989	October 24, 1995	May 11, 2010
May 23, 1991	February 25, 1997	December 2015
April 26, 1992	May 27, 1997	

ARTICLE I - ORGANIZATION

1. The name of this Section of the American Society of Highway Engineers (ASHE) is the Central Ohio Section, hereinafter referred to as "Section".
2. All references to "the Section Board" in these By-Laws shall mean the Board of Directors and Officers of the ASHE Central Ohio Section. All references to "the National Board" shall mean the National Board of Directors of ASHE. All references to "the Region Board" shall mean the Board of Directors of the ASHE Region to which the Section has been assigned by the National Board.
3. The Central Ohio Section is considered a member of the Great Lakes Region of ASHE, as established by the National Board of Directors.

ARTICLE II - MEMBERSHIP

1. The active membership shall consist of Member, Life, Student, and Honorary members who have practiced, or are now practicing, in the highway industry or its allied fields. Election to membership will be entrusted to the Section.
2. Any person desiring to become a member shall provide a completed application form to the Section Secretary. Such application shall be in such form and contain such data, as prescribed by the National Board of Directors. The Secretary shall present the application to the Section Board for approval. If approved, the Secretary shall forward the application, along with the current initiation fee, to the National Secretary. The National Secretary shall notify the Section Secretary after the applicant has been included in the National membership roster, after which the Section Secretary shall notify the applicant of his/her election to membership.

Election to the grade of Life shall be as described as a dues paying member of the Section for 25 years, and shall have been active in ASHE activities. The Section membership roster should be reviewed each year by the Section Secretary to determine potential Life Members for the following fiscal year. Honorary Members shall be proposed to the National Board by petition of

not fewer than 10% of the entire ASHE membership. The National Board shall elect Honorary Members.

3. All applications for membership shall be subject to an initiation fee in accordance with Article VII, Section 1 of these By-Laws.
4. Any member of ASHE may resign his/her membership by a written communication to their Section Secretary.
5. The Section Board may suspend or expel a member for any violation of the National Constitution, the National or Region By-Laws, the Section By-Laws, or policies established by the National Board. The affirmative votes of not less than 80% of the entire Section Board 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 - MANAGEMENT

1. The Section shall be governed by the Section Board. All members of the Section Board shall be members of ASHE in good standing, and preferably represent all elements of the highway industry.
2. The Section Board shall encompass both the Section Officers and Directors. The Section Officers shall be comprised of the President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President, and a Region Director. The Section Directors shall include the Program Director, Public Relations, Technical Director, and Membership/Legislative Liaison. An individual may occupy more than one position, but is entitled to only one vote. The Section Board may establish additional Directors, as needed, to chair various committees such as those listed in Article VII of the National By-Laws.
3. Meetings of the Section Board shall be held on the 4th Tuesday of every month at a location and time determined by the President. A two-thirds majority of the Section Board shall constitute a quorum. A vote must be conducted for any expenditure item that exceeds a monetary value of five hundred dollars (\$500).
4. The mailing address of the Section will be designated by the Section Secretary, and will be provided by correspondence to all Section Board members, the National Secretary, the National Treasurer, and the Region Secretary within 30 days of the Section Secretary taking office.
5. The Section Board may, at its discretion, appoint active ASHE members to supplement Section Committees and assist with Section functions. All active members in good standing of the Section shall be eligible for appointment. Such additional committee members are not

considered Section Directors and shall not be entitled to vote on any matters before the Section Board.

6. The Section Board shall act in accordance with the ASHE National Constitution and By-Laws. Section activities should be focused on the interests of the members, 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. Section activities should support the goals and objectives found in the current ASHE Strategic Plan. In the event of a conflict between the ASHE National Constitution and By-Laws and the Section By-Laws, the National Constitution and By-Laws shall prevail.
7. Fidelity Bonds for the Treasurer or other Officers of the Section that are included as signatories for Section checks may be acquired at the discretion of the Section Board.
8. Liability insurance for the Section Board may be acquired at the discretion of the Section Board.

ARTICLE IV - NOMINATION AND ELECTION OF OFFICERS

1. The annually elected officers and directors of the Section shall be a President, First Vice President, Second Vice President, Program Director, Public Relations Director, Membership/Legislative Liaison, Technical Director, and Region Director.
2. The terms of office for the elected Section Board shall be as follows:

Office	Term Limit	Number of Terms
President	One Year	Maximum one consecutive term
Vice President(s)	One Year	Maximum one consecutive term
Secretary	Two Years	Consecutive terms may be served
Treasurer	Two Years	Consecutive terms may be served
Region Director	Two Year	Consecutive terms may be served
Director(s)	One Year	Consecutive terms may be served

The term of office shall begin June 1st each year. All officers of the Section Board of Directors shall hold office for the period stipulated above, or until a successor is appointed or elected, and the term of their replacement commences.

3. For the purpose of nominating candidates for the Section Board, a person may be eligible if they receive a nomination from an existing Section Board Member.
4. Not less than sixty (60) days preceding the Section's Annual Membership meeting, the potential candidates must have been identified. Following Section Board approval, the Secretary shall publish the slate of candidates to the membership no less than thirty (30) days prior to the Annual Membership meeting.
5. Additional nominations may be submitted by correspondence to the Secretary at any time prior to the election, provided they have secured three (3) members signature on the nomination and the nominee has agreed to serve if elected.

6. The incoming Section Board shall be elected by a majority vote by the current Section Board prior to the annual May meeting.
7. Any member of the Section Board may be removed by a two-thirds vote of the Section Board when, in its judgment, the best interests of the Section will be served thereby. In the case of absence, disqualification, or disability, the Section Board shall have the power to declare the position vacant and appoint a replacement for the unexpired term.

ARTICLE V - OFFICERS & DIRECTORS DUTIES

The following duties outlined below may not be the sole responsibilities of the Officer or Director, they may be assigned additional duties as determined by the Section Board.

1. The President shall:
 - Have general and active management of the affairs of the Section.
 - Serve as official representative and spokesperson for the Section
 - Preside at all Section meetings
 - Prepare the Agenda for Section Board meetings
 - Appoint and discharge all committees and committee members
2. The First-Vice President shall:
 - Perform President's duties in the absence of the President
 - Serve on the E-week Committee
3. The Second-Vice President shall:
 - Perform the President's duties in the absence of the President and First Vice-President.
 - Responsible for the Section Newsletter publication and distribution (minimum 3 publications a year).
4. The Secretary shall:
 - Serve as General Administrative Assistant
 - Perform all Section business transactions
 - Assist the President in preparing meeting Agenda
 - Record Minutes of all action taken at Section meetings
 - Prepare and distribute Minutes of Section meetings
 - Keep a current roster of all Section Board members and provide to National Secretary
 - Maintain a current mailing address for the Section
 - Provide additional information to National Secretary as deemed necessary
5. The Treasurer shall:
 - Establish/maintain a Bank Account(s). The Bank name, address, and account number(s) shall be provided to the National Treasurer.
 - Obtain and maintain a TIN (Tax Identification Number). The Section's TIN shall be provided to the National Secretary.
 - Keep full records of receipts and expenditures
 - Receive all monies and pay bills
 - Prepare Financial Reports for Section Board meetings

- Prepare Form 990 for National prior to June 15th of each year
6. The Region Director shall serve on both the Section and Region Board, and serve as the primary liaison between the activities of the Section and the Region. In addition to the duties outlined in the Region By-Laws, the Region Director shall provide reports of Region activities at Section Board meetings. The Region Director shall also be responsible for updating the Section Website.
 7. The Immediate Past President shall:
 - Be responsible for the Highway Club Members.
 - Organize Adopt-a-Highway Cleanup Events
 - Act on recommendations of Committees
 - Chair and serve on Committees
 8. The Directors shall serve as general members of the Section Board. Directors shall provide reports at each Board meeting summarizing the activities of each Committee, and will also vote on various issues brought before the Section Board.
 - a. Program Director shall:
 - Organize Section Luncheons at a minimum of five (5) luncheons per year.
 - b. The Technical Director shall:
 - Prepare and organize one (1) technical seminar per year.
 - c. The Public Relations Director shall:
 - Organize, promote, and facilitate the Section Project of the Year Award.
 - Submit the Section SCANNER article as requested by National.
 - Secure a booth space for ASHE at the Ohio Transportation Engineering Conference (OTEC).
 - d. The Membership & Legislation Director shall:
 - Organize networking events
 9. All Officers and Directors, upon expiration of his/her term of office, shall transfer all relevant documents, material, and equipment to his/her successor.

ARTICLE VI - SECTION BOARD MEETINGS

1. The Board of Directors shall hold a minimum of five meetings per fiscal year at such places and times to be designated by the President.
2. The President may call special meetings of the Section Board at any time.
3. Written or electronic notice, stating the time and location, of every meeting of the Section Board shall be given by, or at the direction of, the Secretary, to each member of the Section Board at least seven days prior to the scheduled date of the meeting.
4. A majority of the Section Board currently in office shall be present to constitute a quorum for the transaction of business. Board members may participate in the Section Board meetings by means of conference telephone or similar communications equipment through which all persons participating in the meeting can clearly hear each other.

5. Each individual Board member shall have one vote in all Section matters, regardless of the number of offices held.
6. Voting may be by ballot, consent, mail, or any other reasonable means determined by the Section Board.
7. Minutes of each Section Board meeting shall be provided to either the National or Region Secretary at their request.
8. Section Board meetings shall be conducted in general accordance with Article V of the National By-Laws.
9. An annual luncheon of the general Section membership shall be held each year between May 1st and June 30th where members will elect and install the Section Board. Such a meeting of members duly called shall not require specific attendance requirement for the transaction of business.
10. Written or electronic notice of all meetings of the general membership, stating the time, place, and purpose, shall be given by, or at the direction of, the Secretary, to each member of the Section at least ten days prior to the date of the meeting. 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.

ARTICLE VII - ASSESSMENTS, DUES, AND FEES

1. The application fee for membership shall be thirty-five (35) dollars. This fee shall consist of: a twenty-five (25) dollar National initiation fee; and ten (10) dollars towards the National annual dues assessment; the remaining ten (10) dollar fee to the National annual dues shall be compensated by the Section.
2. The full initiation fee and first year's assessment shall be submitted with the application when it is transmitted to the Section for processing. Upon notification of approval from the National Board, the new member will be presented with their certificate, ASHE pin, and their first luncheon as a member will be compensated by the Section. In case of rejection of the application, the full initiation fee and first year's assessment shall be returned to the applicant.
3. The annual dues shall be thirty-five (35) dollars for all members, 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 1 of the Constitution.
 - a. The Secretary shall provide a dues statement to each member no later than May 1st. The Section shall warn those members whose dues are delinquent as of September 1st that their membership will lapse if dues are not paid by September 30th and that they will be responsible for an additional ten (10) dollar fee in addition to the normal application fee.
 - b. The annual National Assessment will be paid prior to October 1st of each fiscal year.
 - c. Any member whose annual dues are delinquent as of September 30th 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 the Section's membership roster. The National Secretary shall also be notified by October 1st of the Section's delinquent members for removal from the National membership roster.

4. A person who meets the Life or Honorary Membership criteria established in Article II – Membership in these Section By-Laws shall be exempt from paying annual dues.
5. The Section fiscal year shall be from June 1st through May 31st.
6. The Section Board shall not receive any stated salary for their services, but by resolution of the Section Board, may be reimbursed for actual expenses for attendance at regular or special meetings of the Board of Directors.

ARTICLE VIII – COMMITTEES

1. The Section Board may, at its discretion, appoint active ASHE members to Section Committees to carry out Section functions. Committee appointments may include, but will not be limited to, Golf Committee, Scholarship Committee, Audit Committee, and those also listed in Article VII, Section 1 of the National By-Laws. Such members are not considered Section Directors and shall not be entitled to vote on any matters before the Section Board.
2. All active members in good standing of a Section shall be eligible for appointment.
3. Committees shall consist of not less than three members. At the direction of the Section President, the Director overseeing a Committee 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 Section Board, a quorum being present, may, by two-thirds vote of the Board, amend these By-Laws in conformity with the ASHE National Constitution and By-Laws, provided that a written or electronic notice of such proposed amendment shall have been given to each member of the Section Board at least (30) days in advance of the action.
2. Proposed Amendments to the Section By-Laws, as approved by the Section 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 Section's previously approved By-Laws shall be highlighted.
3. Amendments to the Section By-Laws or any part thereof shall become effective upon approval of such amendments by the ASHE National Board of Directors.

ARTICLE X – DISSOLUTION

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

ARTICLE XI – OFFICIAL PUBLICATIONS

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 as required under the National Constitution and By-Laws of ASHE. It is the responsibility of the individual member to report changes of address to the Section Secretary.

ARTICLE XII – OFFICER’S BOND

1. The Secretary 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.
2. Documentation that such bonds have been obtained shall be furnished annually to the National Board of Directors.

ARTICLE XIII – FINANCIAL AUDIT COMMITTEE

1. The Audit Committee’s purposed is to perform a yearly review that is to take place between the months of July and August to audit the previous year’s finances. At this meeting they may also review the Section’s current investments and make recommendations to the Section Board. The Audit Committee shall consist of at a minimum:
 - Section Treasurer
 - Section President
 - Section Immediate Past President