

**NATIONAL BY-LAWS OF THE
AMERICAN SOCIETY OF HIGHWAY ENGINEERS**

Revised January 27, 1997

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ARTICLE I - OFFICES

1. The registered office of the American Society of Highway Engineers (“ASHE”; the “Corporation” or the “Society”) shall be located at 113 Heritage Hills Road, Uniontown, PA 15401, or such other address set forth from time to time by the National Board of Directors (“National Board”).
2. The corporation may also have offices at such other place as the Board of Directors may appoint or the activities of the corporation may require.

ARTICLE II – SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Pennsylvania”.

ARTICLE III - MEMBERS

1. The election to membership shall be entrusted to each local section.
2. Any person desiring to become a member shall make written application to a Section Secretary. Such application shall be in such form and contain such data as prescribed by the National Board. Upon receipt of recommendation for acceptance, the application shall be submitted to the Section Board of Directors for approval. If approved, the application shall be forwarded to the National Secretary for inclusion in the membership roster. The National Secretary shall notify the Section Secretary of the inclusion of new members in the National Roster.

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 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.
4. National Dues Assessments and Initiation Fees shall be established by the National Board, collected by the Sections, and forwarded to the National Office.
5. The initiation fee and first year's dues assessment shall be submitted with the application when it is transmitted to the National Board for approval. Such fees shall be retained by ASHE National upon approval of the application, who will forward the approved member's application with membership pin and certificate of membership, to the Section Secretary.

Each Section shall be advised of the annual National Dues Assessment by March 1 of each year. Annual dues assessments will be sent by the Section Secretary to the National Secretary by October 1 of each fiscal year. A ten percent (10%) late fee will be added to the assessments by the National Secretary for Sections not paying their annual dues assessment by the October 1 due date. The initiation fee and first year's dues assessment shall be subject to annual review by the National Board.

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 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.

7. Any member of ASHE may resign his/her membership by a written communication to their Section Secretary.
8. Upon written request, signed by any suspended or expelled member and filed with the National Secretary, the National Board may, by the affirmative vote of two-thirds, reinstate the member upon such terms as the National Board may deem appropriate.
9. Membership in this organization is neither transferable nor assignable to another member or non-member.
10. Any member who becomes exempt from the payment of dues under Article II of the National Constitution shall be known as a Life Member. Those members who attained Life Membership status prior to 1991 are exempt from National Assessment. The National Assessment for those who attained Life Membership status subsequent to 1991 will be billed to and paid by the Life Member's Section.
11. Any member who resigned in good standing may return to his/her former membership by a written request to the Section Secretary, and payment of the National and local section dues.

ARTICLE IV – NATIONAL AND REGIONAL MANAGEMENT

1. The National Board shall be comprised of the Officers, the Immediate Past President, and a National Director from each region.
2. ASHE will be governed by the National Board. The National Board shall manage the membership and conduct the administrative affairs.
3. Elected National Board Officers shall be a President, Vice-President(s), Treasurer, and Secretary.
4. Each Region shall elect a National Director as their representative to the National Board. It is desirable that the National Directors elected by ASHE represent all elements of the highway industry. Each year one-third of the National Directors shall be elected for a three year term except as provided in Section 1 of Article VI.
5. Elected representatives of each section comprising a Region shall make up the Regional Board of Directors. The function of the Regional Board is to provide a governing link between the National Board and the Sections.
6. The Regional Board of Directors shall elect a Regional President, Secretary, and a treasurer from its membership. The Regional Board has the authority to assess Regional dues from each section within their Region to maintain a treasury for operating expenses.

ARTICLE V - MEETINGS OF NATIONAL BOARD MEMBERS

1. The National Board shall meet at the National Conference and a minimum three other times within the fiscal year. No business shall be transacted unless a majority of the National Board is present.
2. Meetings of the National Board shall be held at such places and times to be designated by the National President.

3. The Annual Membership Business Meeting shall be held at the National Conference where members will elect the National Board and transact other appropriate business. The Annual Meeting shall be held between May 1 and June 30 of each year. If the Annual Meeting is not called and held within said designated time, any National Board Member may call such meeting.
4. Written notice of every meeting of the National Board, stating the date, time, location, and agenda/objective, shall be given by the National Secretary, to each member of record entitled to vote at the meeting at least ten (10) days prior to the day named for the meeting unless a greater period of notice is required by statute in a particular case.
5. Any action which may be taken at a meeting of the National Directors may be taken without a meeting, if a consent in writing setting forth the action so taken, is signed by a majority of the National Directors in office, and filed with the National Secretary, or the National Secretary certifies that a majority of National Directors have approved said action by other communications. Other forms of communications include the use of electronic mail.
6. The order of business for meetings of the National Board and the National Executive Committee shall be:
 - a) Call to Order
 - b) Welcome, Introductions and Remarks
 - c) Approval of Minutes of the Previous Meeting
 - d) National Secretary's Report
 - e) National Treasurer's Report
 - f) National President's Report
 - g) National President's Assistant's Report
 - h) National Committee Reports
 - i) Unfinished Business

- j) New Business
- k) National Directors' Reports
- l) Next Board Meeting Information
- m) Adjournment

7. The National Board Member's Reports shall be forwarded via electronic mail to the Assistant to the National President a minimum seven (7) days prior to the National Board Meeting.
8. Special meetings of the National Board may be called at any time by the National President, or by a majority of the National Board, or by petition, containing the signatures of at least ten percent (10%) of the eligible voting membership of ASHE. After any of these requirements have been met, the National Secretary shall be notified and it shall be the duty of the National Secretary to fix the time of the meeting which shall be held not more than (60) days after the receipt of the request. If the National Secretary shall neglect or refuse to fix the time 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. Business transacted at all special meetings shall be confined to the objects stated in the meeting notice.
9. Persons authorized or required to give notice of a meeting of the National Board may, in lieu of any written notice of such a meeting, officially publish such meeting notice in the SCANNER and on the National ASHE Website.
10. In electing National Board Members, every member of the ASHE organization shall be entitled to one vote. No member shall sell his/her 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 ASHE organization. If at any meeting the right of any person to vote is challenged based on reasonable information and data, the Presiding

Officer shall require such books or records to be produced as evidence of the right of the person challenged to vote. All membership rights in the organization and its property shall cease on the termination of his/her membership for any reason.

11. Voting may be by ballot, consent, mail, or any other reasonable means determined by the Board.
12. In advance of any meeting of the National Board, the Board may appoint judges of election, who need not be members, to act at such meetings if deemed necessary. If judges of election are not so appointed, the Presiding Officer of any such meeting may, and on the request of any member, 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 a judge of election.

ARTICLE VI – NATIONAL DIRECTORS

1. Regional nominations for the National Director shall be made through the Regional Board of Directors. If a consensus is not possible, nominees will be solicited from each Section and the National Board will make the final selection.
2. The National Board shall have charge of the technical and social interests and activities of ASHE. The National Board shall act in all matters concerning the business and financial interests of ASHE, and in the discharge of its duties, shall have power, within the limitations of the National Constitution and these By-Laws, to execute any measure deemed necessary.
3. National Board Members shall not receive any stated salary for their services, but by resolution of the National Board. Either the actual expense of attendance, a fixed sum, or a combination of both, may be allowed for the attendance at each regular or special

meeting of the Board, or other official Regional activities as approved by the National Board.

4. Paid support staffs, that are not members of the National Board, may be used by the National Board as deemed necessary.

ARTICLE VII – OFFICERS

1. The National President shall, within (30) days after the Annual Business Meeting to be held at the ASHE National Conference, appoint the following National Committees from the active membership with the exceptions stated below:
 - a. Public Relations
 - b. Constitution/By-Laws
 - c. Ethics/Practices
 - d. New Sections
 - e. Budget/Auditing
 - f. Nominating
 - g. Technical/SCANNER
 - h. Conference
 - i. Strategic Plan
 - j. Website
 - k. Operating Manual

Exceptions: The Past President serves as Chair of the Nominating Committee; the 1st Vice President serves as Chair of the Audit/Budget Committee; the 1st and 2nd Vice Presidents serve on the Strategic Plan Committee.

Special Committees may be appointed at the discretion of the National President.

2. The National Officers shall hold their term of office as noted below and shall have authority and perform such duties as provided by these By-Laws. It shall be necessary for the National President, First Vice President, and Second Vice President to previously serve on the Board. The Board may secure the fidelity of any or all such National Officers by bond or otherwise. The term of office for elected officers shall be as follows, except as provided otherwise in Section 11 of this Article:

President - One Year	[Not to Serve More Than Two Consecutive Terms]
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]
Directors - Three Years	[Not to Serve More Than Two Consecutive Terms]

3. The term of office shall begin at the close of the Annual Meeting each year at which the officers elections are announced, and shall continue for the period stipulated above or until a successor is elected or appointed.
4. The President shall be the Chair of the National Board and the First Vice President shall be the Vice Chair.
5. Any National Officer or agent may be removed by the National Board, whenever in its judgment the best interests of ASHE will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
6. The National President, subject to the National Board, shall have supervision of the affairs of ASHE. The National President shall have general and active management of the affairs of ASHE shall see that all orders and resolutions of the National Board are carried into effect, subject, however, to the right of the National Directors to delegate any specific powers, except such as may be by statute of the Commonwealth of Pennsylvania, exclusively conferred on the National President, to any other National Officer(s) of ASHE.

The National President shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation.

7. All active members shall be eligible for committee appointments. No such committees shall have the power or authority as to the following:
 - (a) The submission to members of any action required by statute to be submitted to the members for their approval.
 - (b) The filling of vacancies in the National Board.
 - (c) The adoption, amendment, or repeal of these By-Laws.
 - (d) The amendment or repeal of any resolution of the National Board.
 - (e) Action on matters committed by these By-Laws or resolution of the Board to another Committee of the National Board.
8. The National First Vice-President shall preside at all meetings in the absence of the National President. He/she shall also act in the capacity of liaison representative with other ASHE Sections, organizations, or societies. He/she shall also monitor the Committee progress in achieving the goals established in the Strategic Plan.
9. The National Second Vice-President shall preside at all meetings in the absence of the National President and National First Vice-President.
10. The National Secretary shall, under the direction of the National President and the National Board, act as National Executive Officer of ASHE. When possible, he/she shall attend all meetings of the National Board and/or all meetings of National Committees appointed by the National Board, and record the proceedings. He/she shall have custody of all official papers and records. He/she shall conduct the official correspondence of ASHE and keep complete records. At the Annual Business Meeting held at the ASHE National Conference, he/she shall submit a report, in writing, concerning the duties and

activities of the ASHE Office, including a statement of the status of the membership of ASHE. He/she shall see that all monies due ASHE are collected and transferred to the custody of the National Treasurer. In cases of his/her absence or disability, a substitute may be appointed by the National President. At the expiration of his/her term of office he/she shall transfer to his qualified successor all relevant documents, material, and equipment for which he/she shall receive a receipt of compliance. He/she shall give, or cause to be given, notice of National Meetings of the members and of the National Board, and shall perform such other duties as may be prescribed by the National Board or National President, under whose supervision he/she shall be. He/she shall keep in safe custody the corporate seal of ASHE, and when authorized by the National Board, affix the same to any instrument requiring it.

11. The National Treasurer shall receive all monies and deposit the same in the name of ASHE in depositories approved by the National Board. He/she shall keep full records of ASHE National receipts and expenditures. He/she shall pay all bills when certified and audited as provided by these By-Laws and as prescribed by the National Board. He/she shall prepare a detailed quarterly treasurer's report, containing an itemized description of all expenditures and receipts during that time period compared to the annual budget, to be distributed at the National Board Meeting. The National Treasurer shall make an annual report to the membership at the Annual Business Meeting held at the ASHE National Conference. Yearly, a certified CPA shall conduct an audit report of the National Treasurer's records. The National President should be responsible for obtaining the audit on behalf of ASHE. At the expiration of his/her term of office, he/she shall turn over to his successor all books, papers, and monies belonging to ASHE and take a receipt thereof.

12. One hundred twenty (120) days before the Annual Meeting, the National Nominating Committee shall nominate candidates for the elective offices. The nominees so named shall be the official nominee of the respective office. After acceptance of the nomination by official designated nominees, thereupon the National Secretary shall publish a list of the nominees to the membership.
13. Nominations by petition, as provided in the National Constitution, shall contain the signatures of at least ten percent (10%) of the eligible voting membership of ASHE and shall be accompanied by a letter from the nominee in acceptance of the nomination. Nomination by petition shall be filed with the National Secretary not less than (60) days prior to the published annual date set for concluding the balloting for the election of officers. The annual date shall coincide with that of the Annual Meeting to be held at the National Conference. The submission of nominating petitions will require the preparation and distribution of ballots to the membership of ASHE.
14. Immediately following the counting of the final ballots, the National Secretary shall notify officers who have been elected
15. A general announcement of the National Officers elected shall be published in the SCANNER and on the National ASHE Website.

ARTICLE VIII - EXECUTIVE COMMITTEE

1. The National Executive Committee consists of the National President, the 1st and 2nd Vice Presidents, the Past National President, and others designed by the National President.
2. The function of the Executive Committee is to assess and implement annual operating strategy of the National Board and to conduct the administrative ASHE affairs, at times when the National Board is not in session.

3. Standing committees shall consist of not less than three members. Whenever the scope and duties of any standing committee warrant larger membership, the National President shall be empowered to increase the committee to the desired proportion.

ARTICLE IX - VACANCIES

1. The National Board shall be the judge of the qualification of the new National Directors. The Region affected by the vacancy will have the option of nominating candidates as provided for in the National Constitution and these By-Laws. Regional nominations shall be made through the Regional Board of Directors. If a consensus is not possible, nominees will be solicited from each Section and the National Board will make the final selection.
2. If a position on the National Board becomes vacant for any reason, the National Board may choose a successor to hold the position for the unexpired term.

ARTICLE X - BOOKS AND RECORDS

1. ASHE shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its By-Laws, including all amendments thereto to-date certified by the National Secretary of ASHE, and an original, or a duplicate membership register, giving the names of the members, and showing their respective addresses. ASHE shall also keep appropriate, complete, and accurate books or records of account. The records provided for herein shall be kept at the registered office of ASHE in this Commonwealth or at the Offices of the National Secretary and/or the National Treasurer.
2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, book and records of account, and records of

the proceedings of the members and directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interests of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorized the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE XI - MEMBERSHIP CERTIFICATES

1. Membership in ASHE may, at the discretion of the Board, be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board may determine. Certificates shall be signed by the National President, or a National Vice-President, and by the National Secretary, or a National Assistant Secretary, and shall bear the corporate seal.

ARTICLE XII - TRANSACTION OF BUSINESS

1. ASHE shall make no purchase of real property nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by the vote of two-thirds of the National Board. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of ASHE involve the charging of fees or prices for its service 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 ASHE, and in no case shall be divided or distributed in any manner whatsoever among the members including the National Board.

3. All checks or demands for money and notes of ASHE shall be signed by such Officer or Officers as the National Board may from time to time designate.

ARTICLE XIII - ANNUAL REPORT

1. The National Board shall present annually to the members a report, verified by the National President and National Treasurer, or by a majority of the National Directors, showing in appropriate detail the following:
 - (a) The assets and liabilities, including trust funds, of ASHE as of the end of the fiscal year immediately preceding the date of the report.
 - (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - (c) The revenue or receipts of ASHE, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for ASHE.
 - (d) The expenses or disbursements, for both general and restricted purposes during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for ASHE.
 - (e) The number of members of ASHE as of the date of the report, together with a statement of income or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the Annual Meeting of members.

ARTICLE XIV- NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage pre-paid, or by fax, electronic mail, to his/her address appearing in the records of ASHE, or, in the case of National Directors, supplied by him/her for the purpose of notice. If the notice is sent by mail, fax, or electronic mail, it shall be deemed to have been given to the person entitled. A notice of meeting shall specify the date, time, location, and agenda/objective of the meeting and any other information required by statute or these By-Laws.
2. Whenever any written notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law statute or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XV - SUBDIVISIONS

1. Local Sections, as provided for in the National Constitution, may be organized by a petition of thirty (30) persons qualified for membership in ASHE.
2. Local Sections may be dissolved by the Board, either by petition from a Section, or for just cause. In the event of dissolution of a Section, the issued Charter to such Section shall be revoked by the National Board.
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 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 National ASHE. 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.
4. Members of a dissolved Section will be assigned, by the National Board, to an active Section.

ARTICLE XVI - BONDS

1. The National Secretary and National Treasurer shall each provide a Fidelity Bond in an amount to be determined annually by the Board in accordance with the financial condition of ASHE, indemnifying ASHE from loss, the premium of said bonds to be paid by the ASHE. Additionally, the National Board may secure the fidelity of any or all such National Officers with the purchase and maintenance of bond, insurance or any other means permitted by law.

2. Fidelity Bonds for the respective financial officers of each Section and each Region shall not be required to be obtained by the National Board. However, it is strongly suggested that such a Fidelity Bond be obtained in order to protect each Section and each Region. The National Board and ASHE shall not bear any responsibility or liability to the Sections and the Regions whether or not a Fidelity Bond is obtained in any Section or Region.

ARTICLE XVII - MISCELLANEOUS PROVISIONS

1. The fiscal year of ASHE shall begin on June 1.
2. Members may participate, at their cost, in a meeting of the National Board 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 pursuant to this Section shall constitute presence in person at such a meeting.

ARTICLE XVIII - INDEMNIFICATION

1. ASHE shall indemnify each of its National Directors, Officers, and employees whether or not then in service as such (and his/her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was a National Director, Officer, or employee of ASHE. The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to ASHE for negligence or misconduct in the performance of his/her duties, or was derelict in the performance of his/her duty as National Director, Officer, or employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard for the duties of his/her office or employment. The right to indemnity for

expenses shall also apply to the expenses of suits, which are compromised or settled if the court having jurisdiction in the matter shall approve such settlement.

2. ASHE may purchase and maintain insurance on behalf of the aforesaid persons to the extent authorized by law.
3. A National Director shall not be personally liable for monetary damages for any action taken or for any failure to take action, as a National Director, unless (i) the National Director has breached or failed to perform the duties of his/her office under Section 83863 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and (ii) the breach or failure to perform constitutes self-defeating, willful misconduct, or recklessness. These By-Laws shall not apply to the responsibility or liability of a National Director pursuant to any criminal statute or to the liability of a National Director for the payment of taxes pursuant to Local, State, or Federal Law. No amendment to or repeal of these By-Laws shall apply to or have any effect on the personal liability for monetary damage of any National Director for, or with respect to, any act or omission of such National Director occurring prior to such amendment or repeal.
4. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such National Director, Officer, or employee may be entitled.

ARTICLE XIX - AMENDMENTS

A proposed amendment to these By-Laws may be submitted to the National Board by written petition, containing the signatures of at least ten percent (10%) of the eligible voting membership of ASHE, or by petition of a Section Board of Directors. At any meeting of the National Board, a majority being present, the National Board by a two-thirds vote may amend these By-Laws in conformity with the National Constitution, provided that a written notice of such proposed

amendment shall have been given to each member of the National Board at least thirty (30) days in advance of the meeting at which action thereon is to be taken.