

BYLAWS OF THE HARRISBURG SECTION
OF THE
AMERICAN SOCIETY OF HIGHWAY ENGINEERS

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May 8, 1961

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NAME, ORGANIZATION AND ADMINISTRATION

The Harrisburg Section of the American Society of Highway Engineers is established in accordance with Article V of the National Constitution of the American Society of Highway Engineers by the issuance of Charter No. 1 dated May 8, 1961.

The regulation and administration of the affairs of the Harrisburg Section shall be in accordance with the National Constitution of the American Society of Highway Engineers and the Harrisburg Section Bylaws as hereby set forth.

NOMENCLATURE

The nomenclature and phraseology used in these Bylaws shall be interpreted as follows:

“National”, "National Society" or "Society" shall mean the American Society of Highway Engineers.

"Section" shall mean the ASHE Harrisburg Section.

ARTICLE I MEMBERSHIP, ADMISSION AND SEPARATION

- Section 1 - The election to membership set forth in the National Constitution shall be entrusted to the National Board of Directors upon the recommendation of the Harrisburg Section, and the decision of the National Board of Directors as to eligibility shall be final.
- Section 2 - Any person desiring to become a member of the Harrisburg Section shall make written application to the Section Secretary. Such application shall be such form and contain such data as may be prescribed by the National Board of Directors. The applicant shall provide the name of his sponsoring member. The Secretary or Administrator shall request action on each application by the Membership Committee and the Board of Directors. On receipt of recommendation for acceptance, the application shall be forwarded to the National Secretary for final consideration of election or rejection of membership.
- Section 3 - Each applicant shall be notified by the Section Secretary of his/her election or rejection.
The Section Secretary shall bill each elected applicant for Section dues.
- Section 4 - Honorary members shall not exceed one (1) percent of the Members of the Society. They shall be proposed to the National Board of Directors by petition of not fewer than ten (10) percent of the Society members. Election to the grade of Honorary Members shall be provided under Article II and Article III of the Constitution.

Section 5 - A member whose dues become six months in arrears shall lose the right to vote and to receive publications normally furnished without special charge to members in good standing. Any member whose dues become twelve (12) months in arrears by June 1 shall forfeit membership with Society, subject to an investigation and recommendation by the Section Board of Directors.

Section 6 - Members may request exemption from paying further dues, if they meet any of the following criteria and petition the Board of Directors for approval. These non-paying dues members shall be known as Life Members, but this term shall not be used as a separate grade of membership.

- A. They shall have paid dues for twenty-five (25) years; or
- B. They shall have reached the age of sixty-five (65) years, and have paid dues for not less than twenty (20) years; or
- C. They shall have reached the age of seventy (70) years, and have paid dues for not less than fifteen (15) years; or
- D. They shall have reached the age of seventy-five (75) years, and have paid dues for not less than ten (10) years; or
- E. They shall have reached the age of eighty (80) years, and have paid dues for not less than five (5) years.

These criteria shall not be retroactively applied to members already known as Life Members. All assessments owed to ASHE National for Life Members will be paid by the Section.

ARTICLE II INITIATION FEES, DUES AND FINANCES

Section 1 - An initiation fee in the amount set annually by the National Board of Directors shall accompany each application for membership. The full initiation fee shall be submitted with the application when it is transmitted to the National Board of Directors for acceptance. Such fees shall be retained by the National Society on approval of the application, and the National Board of Directors will forward the approved member's application with a membership pin and a certificate of membership to the respective Section Secretary. In case of application rejection, the full initiation fee shall be returned to the Section for refund to the applicant.

Section 2 - Dues shall be payable annually in advance of June 1 in the amount prescribed by the Board of Directors of the Harrisburg Section.

Section 3 - Before April 1 of each year, the Section Secretary shall mail to each member at his latest known address, a statement of the amount of his dues for the ensuing year.

Section 4 - Any member who becomes exempt from the payment of dues under Article IV of the National Constitution shall be known as a Life Member, but this term shall not be used as a separate grade of membership.

- Section 5 - 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
- Section 6 - The Section fiscal year shall be from June 1 through May 31.
- Section 7 - A person admitted to membership between June 1 and February 28 shall pay the year's dues; a person admitted to membership March 1 or after shall not be charged for the ASHE year.

ARTICLE III MANAGEMENT

- Section 1 - The Harrisburg Section shall be governed by the Board of Directors
- Section 2 - The Officers shall consist of a President, First Vice President, Second Vice President, Treasurer, Assistant Treasurer, Administrator, a Secretary and Regional Director, and Immediate Past President?
- Section 3 - The Board of Directors shall consist of a minimum of nine (9) Directors and (1) Young Member Director, the elected Officers and Immediate Past President. A Young Member is defined as any current Section member that is age 30 or below at the time the Board of Directors solicits nominations for new Directors. The Directors to be elected by the Section shall desirably represent all elements of the highway industry. Every year the Directors and Young Member Directors shall be elected for three year terms. In the event the minimum number of Directors and Young Member Directors cannot be met through election, they may be appointed by the Board. Additionally, the Directors shall serve as Chairpersons or members of the Section Committees and Subcommittees.

ARTICLE IV OFFICIAL PUBLICATION

- Section 1 - The Section shall publish notices and announcements relating to Society affairs which shall be deemed to have been brought officially to the attention of the Society.
- Section 2 - This official publication shall be called “The Profile” and shall be published monthly, from September to May of each year.

ARTICLE V BOARD OF DIRECTORS

- Section 1 - The Board of Directors shall be the judge of the qualifications of its members and shall have authority to fill vacancies arising in its own number.
- Section 2 - The Board of Directors 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 power, within the limitations of the National Constitution and these Bylaws, to execute any

measure whatsoever which seem necessary to further the interest of the Section.

Section 3 - The Board of Directors shall meet at least once every month from September thru April, but no business shall be transacted unless a majority of the members are present. Special meetings of the Board of Directors may be called by the President or two (2) members of the Board of Directors.

Section 4 - The Board shall purchase Board of Directors' liability insurance on an annual basis.

ARTICLE VI OFFICERS

Section 1 - The President, subject to the Board of Directors, shall have general supervision of the affairs of the Section. He/She shall preside at meetings of the Section and of the Board of Directors at which he/she may be present, and shall be ex-officio Member of all Committees. He/She shall be chairman of the Board of Directors, and in that capacity, shall have power to call a meeting of the Board whenever, in his/her discretion, it will further the interests of the Section.

Section 2 - The First Vice President shall preside at all meetings in the absence of the President. Among the duties of the First Vice President are arranging, developing and presiding over the Section's monthly meetings.

Section 3 - The Second Vice President shall preside at all meetings in the absence of the President and the First Vice President. Among the duties of the Second Vice President is soliciting for entries, managing the receipt of entries, selection and otherwise presiding over all duties related to the Section's yearly Scholarship program.

Section 4 - The Secretary shall, under the direction of the President and the Board of Directors, act as executive officer of the Section. He/She shall attend all meetings of the Section and the Board of Directors, and record the proceedings thereof. He/She shall have custody of all official papers and records. He/She shall conduct the correspondence of the Section and keep full records of same. Before April 10, he/she shall submit a report in writing covering the duties and activities of his/her office, including a statement of the status of the membership of the Section. He/She shall see that all monies due the Section are collected and transferred to the custody of the Treasurer. In cases of his/her absence or disability, a substitute may be appointed by the President. At the expiration of his/her term of office, he/she shall transfer to his/her qualified successor all relevant documents, material and equipment for which he/she shall receive a receipt of compliance.

Section 5 - The Treasurer is responsible for Section funds, their receipts, safekeeping, and disbursement. He/She shall establish and maintain a bank checking account, including investment accounts. He/She shall reconcile monthly bank statements and keep record of all investments and maturity dates. He/she shall receive all monies and pay bills. He/she shall keep full records of the accounts of the

Section. He/She shall prepare financial reports for board meetings. He/she shall prepare Form 990 for National by June 15 of each year. He/she shall serve as Chairperson of the Finance and Audit Committee and coordinates the preparation of the Section Budget and annual audit with Section Administrator.

At the expiration of his/her term of office, he/she shall turn over to his/her successor all books, papers, and monies belonging to the Section taking a receipt therefore. In case of absence, Assistant Treasurer, or a substitute appointed by the President, will perform above duties.

Section 6- The Administrator shall be involved with the daily duties of the Section. Among the duties of the Administrator are maintaining the Section membership database. Report list of Section members to be dropped before October 1 each year. Lead committee to develop yearly Budget. Coordinate yearly financial audit for Section. Check Section post office box and distribute correspondence as necessary.

Section 7- The Regional Director shall serve on both the Section and Northeast 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 Northeast Region Bylaws, the Regional Director shall provide reports of the Region activities at Section Board meetings. The Regional Director shall also provide updates and reports on National ASHE activities.

Section 8 - The Immediate Past President shall chair the Nominating Committee, act on recommendations of Committees Chair and serve on committees, and perform such other duties assigned by the President.

ARTICLE VII INDEMNIFICATION

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

Section 2 - A Director or Officer shall not be personally liable for monetary damages for any action taken or for any failure to take action as a Director or Officer, unless (1) the Director or Officer has breached or failed to perform the duties of his or her office under Section 83863 of Title 42 (Judiciary and Judicial Procedure) or the Pennsylvania Consolidated Statutes, and (2) the breach or failure to perform constitutes self-defeating, willful misconduct or recklessness. This section of the

Bylaws shall not apply to the responsibility or liability of a Director or Officer pursuant to any criminal statute or to the liability of a Director or Officer for the payment of taxes pursuant to local, state or federal law. No amendment to or repeal of this by-law shall apply to or have any effect on the personal liability of monetary damage of any Director or Officer for, or with respect to, any act or omission of such Director or Officer occurring prior to such amendment or appeal.

ARTICLE VIII ELECTION OF OFFICERS AND BOARD OF DIRECTORS

- Section 1 - The Nominating Committee shall solicit membership for prospective candidates to the Board of Directors in October. All nominees should be entered to Nomination Committee by December. Nominees to be vetted by Nomination Committee/Section Board in January. Nominees announced/published in February. If necessary, Members vote on nominees in March. Election results announced/published in April. The nominee so named shall be the official nominee for the respective office. Only members in good standing shall be eligible for nomination to elected offices. After acceptance of the nomination by official nominees, the Secretary shall publish a list of nominees in "The Profile".
- Section 2 - The Nominating Committee may from time to time recommend that certain Board of Director nominees be selected by majority vote of the Board of Directors to fill an existing or soon to be vacant office. If the office is due to be filled at the next regularly scheduled election of officers, the vote of the majority of the Board of Directors shall be considered sufficient to have filled that specific office.
- Section 3 - Nominations by petition as provided for in Article VI, Section 8, of the Constitution shall meet the following criteria: 1) be a member in good standing; 2) contain the signatures of at least ten (10) percent of the membership; and 3) shall be accompanied by a letter from the nominee in acceptance of the nomination. Nomination by petition shall be filed with the Nominating Subcommittee Chairperson by March 1. Nominee by petition shall be so designated in the ballot for electing Officers and Directors.
- Section 4 - A general election will be conducted in March as determined by the Board for those offices with more than the minimum number of candidates. All Members shall be entitled to vote as long as they maintain their membership in good standing.
- Section 5 - Verification of the final ballots shall be completed before April 1. The Nominating Subcommittee Chairperson shall notify the individuals who have been elected and shall secure from each person so elected, his/her acceptance of the election.
- Section 6 - A general announcement of the Officers and Directors elected shall be published in the April edition of "The Profile".
- Section 7 - Officers that have been approved by the Board of Directors or elected by the Membership will participate in an official swearing in ceremony, generally at the Annual Banquet.

Section 8 - Any Officer or Board of Directors member may be removed by the majority vote of the Board of Directors, whenever in its judgment the best interests of ASHE will be served thereby, but such removal shall be without prejudice to the individual rights of any person so removed.

Section 9 - In case of disability, inability, neglect in the performance of duties (such as not attending Board meetings or participating in Section events), disqualification, voluntary resignation of any of the Section Officers or Board members, the Board of Directors, by majority vote, shall have the power to declare the position vacant. A vacancy in the office of the First Vice President, Second Vice President, the Secretary, Treasurer, Administrator, and or Region Director shall be filled, for the remainder of the term, by appointment of the President, subject to approval of the majority vote of the Board of Directors. A vacancy in the office of President shall be filled by the majority vote of the Board of Directors then in office. In case of a vacancy of the Past President, the President shall also fulfill that office's duties until the next Board election.

ARTICLE IX MEETINGS

Section 1 - The election of Officers and Directors and for the transaction of other business of the Section shall be held during the month of March at such place and time as the Board of Directors may designate.

Section 2 - Regular monthly meetings of the Section shall be held at such place and time as the Board of Directors may designate.

Section 3 - The President shall present or cause to be presented a brief report of the activities of the Section at regular monthly meetings.

Section 4 - The meetings and proceedings of the Section shall be regulated and controlled by Roberts Rules of Order (revised) for parliamentary procedures, except as may be otherwise provided by these Bylaws.

ARTICLE X ORDER OF BUSINESS

Section 1 - The order of business for regular monthly meetings of the Board of Directors shall be:

- A. Call to order
- B. Reading of minutes of previous meeting
- C. Treasurer's report
- D. Reading of communications and presentation of bills
- E. Report of Committees
- F. Unfinished business
- G. New business
- H. Adjournment

ARTICLE XI COMMITTEES & SUBCOMMITTEES

Section 1 - The following are the standing Committees of the Section:

- A. Administration & Operations
- B. Finance & Audit
- C. Program & Professional Development
- D. Scholarship & Student Development
- E. Public Relations (
- F. Membership
- G. Legislative & Government Affairs
- H. Communications
- I. Fellowship
- J. Awards Committee (Section and National Project of the Year Awards)

Section 2 - Before the September meeting the President shall make appointments for Chairpersons of all Committees, and appoint Officers and Directors as Members of Committees as appropriate: The Chairperson of each Committee shall be a member of the Board of Directors. The President shall serve as an ex-officio member of all Committees.

Section 3 - The Board may establish, consolidate, or abolish Subcommittees from time to time as appropriate, except for the following which are required by the National Society:

- National Constitution & Bylaws Subcommittee
- Ethics and Practices Subcommittee
- Budget Subcommittee
- Auditing Subcommittee
- Nominating Subcommittee
- Technical Subcommittee
- Auditing Subcommittee

Section 4 - The Board will assign each Subcommittee to one of the nine standing Committees. Establishing, reassigning, consolidating, or abolishing Subcommittees, or a subsequent modifying of the list of required Committee/Subcommittees by the National Society, shall not be sole cause for formal modification of these Bylaws.

Section 5 - All membership shall be eligible to Committee and Subcommittee appointments.

Section 6 - The Chairperson of each Committee shall designate before October 10 (or within 40 days of the establishment or consolidation of new Subcommittees) the Chairperson of all Subcommittees assigned to his/her Committee. Unless specifically cited in these Bylaws, the Chairperson of a Subcommittee does not need to be a Member of the Board of Directors. Committee Chairpersons will serve as an ex-officio member of all Subcommittees assigned to his/her Committee.

Section 7 - The Board of Directors shall announce the Chairpersons of all Committees and Subcommittees, and the list of all standing and/or special Subcommittees for the

Section in “The Profile.”

Section 8 - To recognize the importance of promoting student interest in the planning, design and construction for the development and use of highways, the Section shall sponsor a Student Scholarship Award Program. The Program shall be developed to promote and further the Mission of ASHE. In general, the Program shall meet the following guidelines; however, the Board of Directors may from time to time expand and/or adjust the Program in the best interests of Program

(a) The competition for these awards is generally targeted to students who are:

- Engineering applicants enrolled in, or planning to enroll in, a four-year college program leading to a bachelor’s degree in engineering, preferably civil engineering.
- Non-Engineering applicants enrolled in, or planning to enroll in, one of the following:
 - 4-year college program in applied sciences and construction technology; or,
 - 2-year college or technology institute for trades, skilled labor, construction inspection or surveying; or,
 - Heavy equipment operator training school or academy.

(b) Resided during their senior year of high school or currently resides in one of the following counties:

Adams	Franklin	Lebanon
Cumberland	Juniata	Perry
Dauphin	Lancaster	York

(c) The number of scholarships and amounts will be determined by the Board of Directors and are to be applied for tuition or other expenses as follows:

- For Engineering applicants; at any college of engineering accredited by the Engineering Council for Professional Development or recognized by the State Registration Board
- for Non-Engineering applicants: 4-year college program in applied sciences or construction technology; or 2-year college or technology institute for trades, skilled labor, construction inspection or surveying; or heavy equipment operator training school or academy for Non-Engineering applicants.

(d) Presentation of the scholarship awards each year are not mandatory.

(e) All applications must be submitted by the due date as advertised on the Scholarship announcement.

(f) The selection of the recipients for the awards is the responsibility of the Scholarship & Student Development Committee of the Section subject to ratification by the Board of Directors.

(g) The Scholarship & Student Development Committee shall notify all scholarship applicants of the results of the selection of the recipients of the scholarship awards.

(h) As long as the Mission of ASHE is promoted, changes/adjustments/expansions in the Student Scholarship Program may be adopted by the Board of Directors without requiring an Amendment to the Bylaws.

ARTICLE XII POLICIES AND PROTOCOLS

Section 1 The Board of Directors will, from time to time as appropriate, establish, modify, or delete any Policy or Protocol for the Section. These documents are independent of these Bylaws and shall be approved at any Board Meeting by majority vote of the Board Members present. These documents shall not conflict with the Bylaws of the Section or the Bylaws of the National Society. Within 40 days of approval, an approved Policy or Protocol shall be signed by an Officer of the Section and posted in portable document format on the official web page of the Section.

ARTICLE XIII 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 the Bylaws in conformity with the Constitution, provided that a written notice of such proposed amendment shall have been given at a previous meeting of the Board of Directors, and provided further that the Secretary/Administrator shall have provided a copy of such proposed amendment to each member of the Board of Directors at least fifteen (15) days in advance of the meeting at which action thereon is to be taken.

Section 2 - Also, a proposed amendment to these Bylaws may be petitioned to the Board of Directors by at least twenty-five (25) members of the Section.

ARTICLE XIV BOND

Section 1 - The Secretary, the Treasurer, and the Assistant Treasurer shall each provide a fidelity bond in an amount to be determined by the Board of Directors from time to time in accordance with the financial condition of the Section, indemnifying the Section from loss. The premium of said bonds is to be paid by the Society. The Board of Directors shall determine the amount on an annual basis.

Section 2 - Certification that such fidelity bonds have been provided by the Section for the respective fiscal officers shall be furnished annually to the National Board of Directors.

ARTICLE XV DISSOLVEMENT

Section 1 - The Harrisburg Section may be dissolved by the National Board of Directors, either by petition from this section, or for cause. In the event of dissolution of the section,

the charter of the Harrisburg Section shall be revoked by the National Board of Directors.

Section 2 - Any remaining funds or other assets together with official records and documents of the Harrisburg Section, after payment of all indebtedness, will be turned over to the National Board of Directors to be held in trust, for use in the event of reorganization of the section, for a period of three (3) years after which they will become the property of the National Society, as provided in Article VI, Section 2, of the National Constitution and in Article XV, Sections 2, 3 and 4, of the National Bylaws. No responsibility for liabilities of the Harrisburg Section will accrue to the National Society. Section Members in good standing of the Harrisburg Section will be assigned, by the National Board of Directors, to an active Section.