

BY-LAWS
OF THE
AMERICAN SOCIETY OF HIGHWAY ENGINEERS
PITTSBURGH SECTION

Amended: October, 1998
October, 2006 (National approval)
June, 2011
February, 2012
December, 2013 (National approval)

ARTICLE I – INTRODUCTION AND ORGANIZATION

Section 1 - The name of this Section of the American Society of Highway Engineers (ASHE) shall be Pittsburgh Section. The Pittsburgh Section is considered a member of the Northeast Region of ASHE, as established by the National Board of Directors. The Post Office address shall be that designated annually by the Board of Directors at their first meeting following the Section's Annual Meeting.

Section 2 - These By-Laws of the Pittsburgh Section are subject to the Constitution and By-Laws of the National Board of Directors of ASHE.

Section 3 - All references to "the Section Board" in these By-Laws shall mean the Board of Directors of the Pittsburgh 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.

Section 4 - Participation in the Pittsburgh Section shall not be denied based on race, color, religion, sex, disability or national origin.

ARTICLE II - MEMBERSHIP, ADMISSION AND SEPARATION

Section 1 – The active membership shall consist of Member, Life, and Honorary Members who have practiced, or are now practicing, in the highway industry or its allied fields. The election to membership of all grades shall be entrusted to the Section.

Section 2 – Any person desiring to become a member shall make written application to the Section Secretary. Such application shall be in such form and contain such data as prescribed by the National Board. The applicant shall give the names of at least three (3) members to whom he/she is known personally, one of whom shall be the sponsoring member. The Section Secretary shall request action on each application by the Membership Committee and the Section Board. On receipt of recommendation for acceptance, the application shall be forwarded to the National Secretary.

Section 3 – Each applicant shall be notified by the Section Secretary of his/her election or rejection. If elected, the Section Secretary shall forward the application, along with the current dues and 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.

Section 4 – Honorary members shall be elected in accordance with the ASHE National Constitution and By-Laws.

Section 5 – A member whose dues become six (6) months in arrears shall lose the right to vote, and receive publications normally furnished without special charge to members in good standing. Any member whose dues become twelve (12) months in arrears shall forfeit his/her membership in the Society.

Section 6 – Suspension or expulsion of a member shall be in accordance with Article III, Section 6 of the National By-Laws.

Section 7 – Life Member

A Pittsburgh Section member that attains 25 years as an ASHE Member, is in good standing, and is age 55 or older will be offered Life Membership.

Life Membership benefits will include the designation of “Life Member” and the Pittsburgh Section will waive their Section dues for life as long as they remain in good standing. In addition, for Pittsburgh Section members achieving Life Member status prior to June 1, 2009, the Section will continue to pay their ASHE National dues for life as long as they remain in good standing. Any member attaining “Life Member” on or after June 1, 2009 will be required to pay their ASHE National dues in order to remain a Life Member in good standing.

In order to remain a Life Member in good standing, the Life Member must respond to the Section’s yearly inquiry asking if they would like to continue to be a Life Member. Any Life Member failing to respond by September 30 will be classified as NOT in good standing and will be dropped from the ASHE membership rolls. A Life Member who is dropped from the ASHE membership rolls, upon written request, will be reinstated as a Life Member at their previous status provided the member pays the National initiation fee for reinstatement as an ASHE member at the time of the request for reinstatement.

ARTICLE III - INITIATION FEE, DUES AND FINANCES

Section 1 – An initiation fee and first year’s assessment, the amount of which shall be subject to annual review by the National Board, shall accompany each application for membership. The full initiation fee and first year’s assessment shall be submitted with the application when it is transmitted to the National Secretary. The

National Secretary will forward the approved member's application with membership pin and a certificate of membership to the Section Secretary.

Section 2 - The fiscal year shall be from June 1 through May 31. The annual dues, the amount of which is subject to annual review by the Section Board, shall be paid on or before the end of each fiscal year.

Section 3 - A person admitted to membership shall pay a full year's dues.

Section 4 - Each member shall be advised of the annual dues rate for the next fiscal year per his/her member classification by May 1st of each year.

Section 5 - Any member who resigned in good standing may return to his/her former membership grade by a written request to the Section Secretary, and payment of the full current year's dues and initiation fee.

ARTICLE IV - MANAGEMENT

Section 1 – The Pittsburgh Section shall be governed by the Section Board and ann Executive Committee when directed by the Board.

Section 2 – The six Section officers on the Board shall be President, First Vice-President, Second Vice-President, the Immediate Past President, the Treasurer and Secretary.

Section 3 – The Section Board shall consist of a minimum of nine (9) directors, the elected officers and the immediate Past President. It is desirable that the directors to be elected by the Section represent all elements of the highway industry. Every year one third of the directors shall be elected for three year terms.

Section 4 – The Executive Committee shall consist of the Section President, First and Second Vice Presidents, the Treasurer, Secretary, and the immediate Past President., The Executive Committee will assess and implement the annual operating strategy of the Section Board and conduct administrative ASHE affairs at times when the Section Board is not in session. Refer to ARTICLE VII for additional requirements.

ARTICLE V - BOARD OF DIRECTORS

Section 1 – The Section Board shall be the judge of the qualifications of its members and shall have authority to fill vacancies arising in the middle of a term. Section 2 – The Section 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 power, within the

limitations of the National Constitution and By-Laws and these By-Laws, to execute any measures what-so-ever which seem necessary to further the interests of the Section.

Section 3 – The Section Board shall meet and conduct business at least six (6) times in the fiscal year. No business shall be transacted unless a majority of the members are present. Special meetings of the Section Board may be called by the President or any three (3) members of the Section Board.

Section 4 – At its first Board Meeting of the new fiscal year (June), the Section Board will establish and confirm all committee chairpersons and members. Standing and/or special committees may be announced or formed on occasion.

ARTICLE VI - OFFICERS

Section 1 – The President, subject to the Section Board, shall have supervision of the affairs of the Pittsburgh Section. He/she shall, at a minimum:

- a. 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.
- b. Be chairman of the Section Board, and in that capacity, shall have power to call a meeting of the Board whenever, at his/her discretion, it will further the interest of the Section.

Section 2 – The First Vice-President shall preside at all meetings in the absence of the President.

Section 3 – The Second Vice-President shall preside at all meetings in the absence of the President and First Vice-President.

Section 4 – The Secretary shall, under the direction of the President and the Section Board, act as executive officer of the Section. He/she shall, at a minimum:

- a. Attend all meetings of the Section Board
- b. Record and distribute meeting minutes and proceedings thereof
- c. Maintain a current mailing address for the Section.
- d. Have custody of all official papers and Section records.
- e. Perform all Section business transactions.
- f. Conduct the correspondence of the Section and keep full records of the same.
- g. Maintain the Section membership roster and provide a statement of the status of the Section membership for the Section's Annual Meeting.
- h. Verify that all monies due the Section are collected and transferred to the custody of the Section Treasurer.
- i. Provide additional information to the National Secretary as deemed necessary.

In case of the Secretary's 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 shall, at a minimum:

- a. Receive all monies and deposit same in the name of the Pittsburgh Section in a depository or bank approved by the Section Board. Signatures of two (2) members of the Executive Committee are required on all checks issued.
- b. Keep the National Treasurer aware of the depository or bank name, address and account numbers.
- c. Keep full financial records and expenditures for the Section.
- d. Attend the Section Board meetings and prepare/submit a current Treasurer's Report for meeting minutes and for the Section's Annual Meeting.
- e. Pay all bills when certified and audited as provided in these By-Laws and as prescribed by the Section Board.

At the expiration of the Treasurer's term, he/she shall turn over to his/her successor all books, papers, and monies belonging to the Section and take a receipt therefore.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1 – As discussed in previous ARTICLE IV, MANAGEMENT, Section 4, the function of the Executive Committee is to assess and implement the annual operating strategy of the Section Board and conduct administrative ASHE affairs at times when the Section Board is not in session.

Section 2 - The Executive Committee shall have control of the business, finances, publications and approvals of members of the Pittsburgh Section; and in the discharge of its duties, shall have the power, within the limitations of these Section By-Laws, to initiate and execute any measures which, in its judgment, seem necessary to further the interest of the Society.

ARTICLE VIII - ELECTION OF OFFICERS

Section 1 – Sixty (60) days before the Section's Annual Meeting, the nominating committee shall nominate candidates for Elective Offices. The nominee so named shall be the official nominee for the respective office. After acceptance of the nomination by official designated nominees, the Secretary shall publish a list of the nominees to the general membership at least forty-five (45) days before the annual meeting. Only Members in good standing shall be eligible for election to the office of president and vice-president.

Section 2 – Nominations by petition may augment the proposed nominating committee's slate of candidates and shall contain the signatures of at least ten (10) percent of the eligible voting membership of the Section. It shall be accompanied by a letter from the nominee in acceptance of the nomination. Nomination by petition shall be filed with the Secretary not less than thirty (30) days prior to the published annual date with that of the annual meeting. The submission of the nominating petitions will require the preparation and distribution of ballots to the membership of the Section.

Section 3 – Members, Life Members, and Honorary Members shall be eligible to vote as long as they maintain their membership in good standing.

Section 4 – Immediately following the counting of the final ballots, the Secretary shall notify the officers who have been elected.

Section 5 – A general announcement of the officers elected shall be published in all Pittsburgh Section official publications and website.

ARTICLE IX - OFFICIAL PUBLICATIONS

Section 1 – The Section publishes and distributes a monthly newsletter (**The Pittsburgh Cross-Section**) containing meeting notices, Section information and general announcements relating to Society affairs which shall be deemed to have been brought officially to the attention of the Section. The Section also maintains a website containing similar and pertinent information

Section 2 – The newsletter and website shall be considered to be the official notice to the membership of actions taken by the Section Board as required under the National Constitution and By-Laws of ASHE.

Section 3 – It shall be the responsibility of the individual member to report changes of Post Office and e-mail addresses to the Section Secretary.

ARTICLE X – SECTION BOARD AND ANNUAL MEETINGS

Section 1 – The Section's Annual Meeting (for the election of officers and directors and for the transaction of other business of the Section) shall be the last scheduled meeting of the Section prior to June 1 at such place and time as the Board of Directors may designate.

Section 2 – The prescribed minimum of six (6) meetings of the Section Board per fiscal year and such meetings of the Executive Committee as shall be required, shall be held at such place and time as the President, the Section Board or the Executive Committee, may designate.

Section 3 – The Section Board, at its first meeting, shall fix the regular membership meetings for the year.

Section 4 – The President shall present or cause to be presented, a brief report of the Region/Section at regular membership meetings.

Section 5 - The President may call special meetings of either the Section Board or Executive Committee at any time.

Section 6 - 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.

ARTICLE XI - ORDER OF BUSINESS

Section 1 – The Order of Business for meetings of the Section Board and the Executive Committee shall be:

- a. Call to order
- b. Reading of minutes of the previous meeting
- c. Treasurer's Report
- d. Reading of communications and presentation of bills
- e. Report of officers
- f. Report of committees
- g. Unfinished business
- h. New business
- i. Adjournment

Section 2 – The order of business for the annual meeting shall be in accordance with the program/agenda established by the President.

Section 3 - 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. Participating in a meeting in this manner shall constitute presence in person at such a meeting. However, each Section Board member should endeavor to attend in person at least one Section Board meeting per year.

Section 4 - Each individual Board member shall have one vote in all Section matters, regardless of the number of offices held.

Section 5 - Voting may be by ballot, consent, mail, or any other reasonable means determined by the Section Board.

Section 6 - Minutes of each Section Board meeting shall be provided to either the National or Region Secretary at their request.

Section 7 - Board meetings shall be conducted in general accordance with Article V of the National By-Laws.

Section 8 - The Annual Meeting of the general Pittsburgh Section membership shall be the last scheduled Section meeting prior to June 1. At this Annual Section Meeting, members will elect and install the Board of Directors, and transact such other business as may properly be brought before this Annual Meeting.

ARTICLE XII - COMMITTEES

Section 1 – The President shall, within sixty (60) days after the Section’s Annual Meeting, appoint the following standing committees from active membership:

- a. Adopt a Highway
- b. Awards
- c. By-Laws/Rules/Operations
- d. Century Club
- e. Community Outreach/Public Relations
- f. Cross-Section Newsletter/Website
- g. Directory/Data Base
- h. Education Seminar
- i. Legislative/CLC
- j. Membership
- k. Nominations
- l. Past Presidents Banquet
- m. PDH/Technical
- n. Program
- o. Registration
- p. Young Members/Scholarship/Student Chapter

Section 2 – Special committees may be appointed at the discretion of the President.

Section 3 – All members in good standing shall be eligible for committee appointments.

Section 4 – The size of each committee shall be determined and agreed upon by the Section President, that Committee Chairperson, and the Section Board.

Section 5 - The duties, responsibilities and master schedule key dates of all Section Officers, Committees, and Committee Chairs are included in the **“ASHE PITTSBURGH SECTION DUTIES AND RESPONSIBILITIES MANUAL”**, as maintained and periodically updated by the Section By-Laws and Rules Committee. The Section Board will annually review and approve the **“ASHE PITTSBURGH SECTION DUTIES AND RESPONSIBILITIES MANUAL”**

ARTICLE XIII - AMENDMENTS

Section 1 – At any meeting of the Section Board, a majority being present, the Section Board by a two-thirds vote may amend the By-Laws in conformity with the Constitution and By-Laws of the National Board, provided that a written notice of such proposed amendment shall have been given to each member of the Section Board at least thirty (30) days in advance of the meeting at which action thereon is to be taken.

Section 2 – A proposed amendment to these By-Laws may be petitioned to the Section Board by at least ten (10) percent of the membership of the Section.

Section 3 - Proposed Amendments to these 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 National Board. All changes from the Section’s previously approved By-Laws shall be highlighted.

Section 4 – Amendments to the By-Laws shall become effective upon approval by the National Board.

ARTICLE XIV – BOND

Section 1 – Bonding of all Section Officers and Section Board will be determined annually by the Section Board 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 Section.

ARTICLE XV - DISSOLUTION OF THE SECTION

Section 1 – The Section may be dissolved in accordance with the By-Laws of the National Board, 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.

Section 2 – In case of Section dissolution, the National Board will assign members in good standing of a dissolved Section to an active Section.

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.

END OF PITTSBURGH SECTION BY-LAWS