

AMERICAN SOCIETY OF HIGHWAY ENGINEERS

FRANKLIN SECTION BY-LAWS

ARTICLE I – NAME, LOCATION, AND FUNCTIONS

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

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

Section 3 – The Franklin Section will serve along with the Clearfield and Mid-Allegheny Sections to represent Region 2, as adopted by the National Board of Directors.

ARTICLE II – MEMBERSHIP

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

Section 2 – The election to membership shall be entrusted to the National Board of Directors upon the recommendation of the Franklin Section, and the decision of the National Board of Directors as to eligibility shall be final.

Section 3 – Any person desiring to become a member shall make written application to the Franklin Section Secretary. Such application shall be in such form and contain such data, as prescribed by the National Board of Directors. On receipt of recommendation for acceptance, the application shall be forwarded to the National Secretary for final acceptance of membership.

Section 4 – Election to the grade of Honorary Member shall be as described under Article II of the National Constitution. Honorary members shall not exceed one percent (1%) of the ASHE

membership. They shall be proposed to the National Board by petition of not fewer than 10% of the ASHE membership. The National Board shall elect Honorary Members. No member of the National Board shall vote on his/her own admission to Honorary Membership. A person elected to Honorary Membership shall be notified within (90) days of approval.

Section 5 – Life Membership for the Franklin Section shall be granted to Section members who meet the following criteria: Significant participation in ASHE functions; minimum (65) years of age; and member of ASHE for (25) years.

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

Section 6 – A member whose dues become four months in arrears shall lose the right to vote, and to receive publications normally furnished without special charge to members in good standing. If said member pays his dues after said four months, but less than twelve months after being due, the member may be reinstated at a cost of \$35.00. Any member whose dues become twelve months in arrears shall forfeit his/her membership to the Franklin Section.

Section 7 – All applications for membership shall be subject to an initiation fee, in the amount as set forth by the Franklin Section Board of Directors.

Section 8 – Any member of the Franklin Section may resign his/her membership by a written communication to the Secretary, whereupon, if all his/her dues and assessments are paid, his/her resignation shall be accepted, and the Secretary of the Franklin Section shall formally notify the individual within (30) days thereafter.

Section 9 – The Franklin Board may suspend or expel a member for any violation of the National Constitution, the Franklin By-Laws, or policies established by the National Board. The affirmative votes of not less than 80% of the entire Board of Directors shall be required to expel a member. A member whose suspension or expulsion is being considered shall be notified by the Section Secretary by registered mail, and shall be advised of the charges against them at least

(30) days prior to the proposed date of suspension or expulsion. If the member so desires, he /she may submit a defense, either in person or in writing, which shall be considered by his/her Section Board of Directors as part of the expulsion procedure. Any member against whom such action is taken may, upon written application, appeal to the National Board. Such written application must be presented within (30) days of notice of expulsion or it will not be considered. The action taken by the National Board shall be binding and final.

Section 10 – Membership in this organization is transferable.

ARTICLE III – DUES, FEES, & ASSESSMENTS

Section 1 – An initiation fee and first year’s assessment, the amount of which shall be subject to annual review of the Board of Directors, 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 Franklin Section for processing. Upon notification of approval from the National Board, the new member will be presented with their certificate and ASHE pin. In case of rejection of the application, the full initiation fee and first year’s assessment shall be returned to the applicant.

Section 2 – Dues for the Franklin Section will be established and collected as set forth by the Franklin Section Board of Directors, excluding Life and Honorary Members.

- a. Before June 1 of each year, the Section Secretary shall provide each applicable member with a statement of the amount of his/her dues for the ensuing year.
- b. All annual National Assessment will be paid prior to October 1 of the new fiscal year. (NOTE: A 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.)
- c. Any member whose dues become in arrears by September 15 shall forfeit their membership rights in accordance with Article II, Section 6 of these By-Laws.

Section 3 - A person who meets the Life or Honorary Membership criteria shall be exempt from paying annual dues.

Section 4 - Any member who resigns in good standing may return to their former membership by a written request to the Section Secretary, and payment of the full current year dues.

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

ARTICLE IV – NOMINATION AND ELECTION OF OFFICERS

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

Section 2 – The Franklin Section Board of Directors shall consist of a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, 3 Year Director, 2 Year Director, 1 Year Director, Regional Director and the latest living Past President.

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

Term of office for elected officers shall be as follows:

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

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

Section 4 – The President of the Franklin Section shall be the Chair of the Board of Directors and the 1st Vice President shall be the Vice-Chair.

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

Section 6 - Election Nominations

Solicit (90) Days before the Annual Meeting

- a. Qualifications for Officers - Members in Good Standing and Active Section Participation
- b. Qualifications for Directors - Members in Good Standing and Active Section Participation
- c. Occupation Should be Related to the Highway Industry

Section 7 – In addition to those nominations submitted by the Nominating Committee, nominations may be submitted by petition.

Section 8 – In case of disability, inability or neglect in the performance of duties, or other disqualifications of any officer of the Franklin Section, the Board of Directors shall have the power to declare the office vacant and the questions may be raised by motion of the Board. A vacancy in any office, due to the removal of the incumbent as prescribed above, shall be filled for the unexpired period by the Board.

Section 9 – The Board of Directors may, at its discretion, appoint assistant officers, either from the Board or from the membership. Assistant officers should not be considered as members of the Board, and shall not be entitled to vote as such.

ARTICLE V - OFFICERS & DUTIES

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

- Have General and Active Management of the Affairs of ASHE
- Serves as Official Representative and Spokesperson
- Preside at All Meetings
- Prepares Meeting Agenda
- Appoint and Discharge All Committees
- Appoint Standing Committee Members

1st Vice-President - (Not to Serve More Than Two Consecutive Terms)

- Serves as General Administrative Assistant
- Perform President's Duties in Absence of President
- Chair Nominating Committee (Optional)

2nd Vice-President - (Not to Serve More Than Two Consecutive Terms)

- Perform President's Duties in Absence of President and 1st Vice President

Secretary - (May Serve Consecutive Terms)

- Perform all Membership Section Business Transactions
- Maintain Membership Records and Files
- Prepare and Mail Monthly Meeting Notices
- Assists President in Preparing Meeting Agenda
- Records Minutes of all Action Taken at Board Meetings
- Prepare and Distribute Meeting Minutes
- Provides Information to National Secretary as Deemed Necessary
- Assist in Preparation of Section Newsletter
- Expiration of Term of Office - Transfer all Relevant Documents, Material, and Equipment to Successor

Treasurer - (May Serve Consecutive Terms)

- Establish Bank Account
(Note: Two Signatures are Required on all Checks Issued)
- Obtain TIN (Tax Identification Number) which may be obtained by completing Form SS-4. This form may be obtained at your financial organization, and should be listed as the American Society of Highway Engineers (Region or Section) Name. (Provide the National Office with this number for their files.)

- Keep Full Records of Receipts and Expenditures
- Receive All Monies and Pay Bills
- Prepare Financial Reports for Board Meetings
- Prepare Form 990 for National - Due No Later Than June 15
- Provides Treasurer's Records for Annual Audit
- Expiration of Term of Office - Transfer all Relevant Documents, Material, and Equipment to Successor

3 Directors Minimum - (Total of Three Years but Not to Serve More Than Two Consecutive Terms)

- Act on Recommendations of Committees
- Chair and Serve on Committees
- General Membership Liaison
- Vote on Membership Acceptance or Expulsion
- Vote on Various Issues Brought Before the Board Including:
 - a. Changes to By-Laws
 - b. Membership Dues
 - c. Section Expenditures, Etc.

Immediate Past President

- Serve as Chair of the Nominating Committee

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

- Attend all Regional Meetings
- Act as Section Liaison with Mid-Alleghany and Clearfield Sections
- Provide Region Reports at Section Board Meetings

ARTICLE VI - MANAGEMENT

Section 1 – The Board of Directors shall be vested with the exercise of all the powers of the Franklin Section, subject to the National Constitution and these established By-Laws of the Franklin Section.

Section 2 – Meetings of the Board of Directors shall be held quarterly.

- a. The organizational meeting for the following term of office will be held in June with subsequent meetings held in October, January, April, and June.

b. Special meetings of the Board of Directors may be called by the President.

Section 3 - The Board of Directors shall be the judge of the qualifications of the members and shall have power to fill vacancies on the Board.

Section 4 – The Executive Committee consisting of the President, Secretary and Treasurer shall exercise at times when the Board of Directors is not in session such part of the authority of the Board of Directors in the administration of the Franklin Section’s affairs as may from time to time be delegated to it by the Board of Directors.

Section 5 - The Board of Directors shall have charge of the technical and social interests and activities of the Section. It shall act in an advisory capacity concerning the business and financial interests of the Section and in the discharge of its duties shall have power, within the limits of these By-Laws.

ARTICLE VII – COMMITTEES

Section 1 – Standing committees preferably shall consist of not less than three members. Whenever the scope and duties of any standing committee warrant larger membership, the President shall be empowered to increase the committee to the desired proportion.

Section 2 – Special committees shall be appointed by the President as required, from the membership. He shall determine the size thereof and name the chairperson.

ARTICLE VIII – MEETINGS OF MEMBERS

Section 1 – Meetings of the members shall be held monthly at such places and times, either within or outside the Commonwealth of Pennsylvania, as designed by the Franklin Section Board of Directors.

Section 2 – The annual meeting of the members shall be held in the month of May in each year when the Franklin Section Board of Directors shall be installed and transact such other businesses, as may properly be brought before the meeting.

Section 3 – Special meetings of the members may be called at any time by the President.

Section 4 – Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary, to each member of record entitled to vote at the meeting at least ten days prior to the day named for the meeting unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

Section 5 – A meeting of members duly called shall not require specific attendance requirement for the transaction of business.

Section 6 – Every member of the Section shall be entitled to one vote. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the Section. If at any meeting the right of any person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to may vote. The right of a member to vote, and his/her right, title and interest in or to the Section or its property, shall cease on the termination of his/her membership.

Section 7 – Voting may be by ballot, mail, or any reasonable means determined by the Board of Directors. Elections for officers need not be by ballot, except upon demand made by a member of the election and before voting begins.

Section 8 – In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If

judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as judge.

ARTICLE IX – AMENDMENTS

Section 1 – Either of the following procedures may be used to amend these By-Laws:

- a. The proposed amendment shall be presented to the Franklin Section Secretary, in writing, and upon approval of the Board of Directors, it shall be submitted to the membership for a decision.
- b. The proposed amendment shall be presented to the Franklin Section Secretary, in writing, and signed by at least 5% of the Members of the Franklin Section, at which time the Secretary will be required to submit the proposed amendment to the membership for a decision.

Section 2 – When any letter ballot is taken, in the case of a proposed amendment or for any other purpose, a definite date shall be set for the closing of the ballot which shall permit at least a period of two weeks between the date of mailing the ballot and the date for closing the election.

Section 3 – These By-Laws may be amended only by letter ballot. A two-thirds majority, with not less than 10% of the membership voting shall be required to amend the Franklin Section By-Laws.

Section 4 – Amendments to the Franklin 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

Section 1 - The Franklin Section may be dissolved by the National Board of Directors either by a petition from this Section or for a cause. In the event of such dissolution, any remaining funds or other assets, together with official records and documents of the Franklin Section, after payment

of all indebtedness, shall be turned over to the National Board of Directors to be held in trust, for use in the event of reorganization of the Section within a three year period. If the Section is not reorganized within such period, the property will revert to ASHE National.

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

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

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