

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

Established by Charter No. 1
May 8, 1961

Adopted March 5, 1962 (originally)
Amended March 6, 1964
Amended January 4, 1965
Amended September 13, 1965
Rewritten and adopted March 3, 1969
Rewritten and adopted April 2, 2001
Rewritten and adopted April 2, 2007
Amended March 1, 2010
Amended April 30, 2019
Amended April 2024
Amended January 13, 2025
Rewritten and adopted August 10, 2026

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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.

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

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 active membership shall consist of Member, Life, Student, and Honorary members, who have practiced, or are now practicing, in the highway industry or its allied fields. Election to membership will be entrusted to the Section.

Section 2 - Any person desiring to become a member of the Harrisburg Section shall make written application to the Section Secretary or Section Administrator. 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 their sponsoring member. The Secretary or Administrator shall present the application(s) and request action on each application by the Section Board. If approved, the Secretary or Administrator shall forward the application, along with the current initiation fee, to the National Secretary.

Section 3 - Each applicant shall be notified by the Section Secretary or Administrator of their election or rejection.

The Section Secretary or Administrator shall bill each elected applicant for Section dues.

Section 4 - Honorary members shall not exceed one (1) percent of the Members of the Section. They shall be proposed to the National Board of Directors by petition of not fewer than ten (10) percent of the entire Society membership. Election to the grade of

Honorary Members shall be provided under Article II and Article III of the Constitution.

Section 5 - Members may request exemption from paying further dues, if they meet any of the following criteria and petition the Section Board 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.

Section 6 - The Section Board, in its sole discretion, may decline, suspend, or expel a member or applicant for engaging in conduct that violates the ASHE National Constitution, the ASHE Code of Ethics, National or Region By-Laws, the Section By-Laws, or the guidelines and policies established by the National Board. The Section Board also may decline membership to any applicant convicted of Local, State or Federal felonies. The affirmative votes of not less than 80% of the entire Section Board of Directors shall be required to decline membership or suspend or 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, they may submit a defense, either in person or in writing, which shall be considered by their Section Board of Directors as part of the expulsion procedure. Any member against whom such an action is taken, may upon written application, appeal to the National Board. Such written application must be presented within (30) days of notice of expulsion or it will not be considered. The action taken by the National Board shall be binding and final.

ARTICLE 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 as of June 1 in the amount prescribed by the Section Board. The dues shall be inclusive of the annual assessment of the National Board of Directors authorized by Article VII, Section 1 of the Constitution.
- Section 3 - The Section Board shall provide a dues statement to each member no later than June 1 and the Section shall warn those members whose dues are delinquent as of August 1 that their membership will lapse if dues are not paid by September 15. The annual National Assessment will be paid prior to October 1 of each fiscal year. Any member whose annual dues are delinquent as of September 15 shall forfeit membership in the Section. The Board of Directors shall review the accuracy of the list of delinquent members and take formal action to remove those listed from the Section's membership roster. The National Secretary shall also be notified by October 1 of the Section's delinquent members for removal from the National membership roster.
- Section 4 - 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 5 - The Section fiscal year shall be from June 1 through May 31.
- Section 6 - 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 and/or Secretary, 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 - Liability insurance for the Section Board may be acquired at the discretion of the Section.

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. 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. He/She shall provide a Report list of Section members to be dropped before October 1 each year. He/She shall conduct the correspondence for the section, regularly checking the Section post office box, and distributing 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 8363 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

- Section 1 - The Nominating Committee shall solicit membership for prospective candidates to the Board of Directors. All nominees should be entered to the Nominating Committee and vetted by Nominating Committee/Section Board in January. Nominees shall be announced/published to Section Members. If necessary, Members vote on nominees. Election results shall be announced/published. 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.
- 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 or no less than five (5) members in good standing; 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 not less than twenty one (21) days preceding the Section's Annual Membership meeting. Nominee by petition shall be so designated in the ballot for electing Officers and Directors.
- Section 4 - A general election will be conducted 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. 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 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 prior to the end of May 31 fiscal year.
- 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 - Regular monthly meetings of the Section shall be held at such place and time as the Board of Directors may designate.
- Section 2 - The President shall present or cause to be presented a brief report of the activities of the Section at regular monthly meetings.
- Section 3 - 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.
- Section 4 - A majority of the Section Board currently in office shall be present to constitute a quorum for the transaction of business. Board members may participate in the Section Board meeting 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 5 - An annual meeting of the general Section membership shall be held each year where members will elect and install the Board of Directors and transact such other business

as may properly be brought before the meeting. Such a meeting of members duly called shall not require specific attendance requirement for the transaction of business.

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. Programs
- D. Scholarship & Student Development
- E. Public Relations
- F. Awards Committee (Section and National Project of the Year Awards)

Section 2 - The Section Board may, at its discretion, appoint active ASHE members to Section Committees to carry out Section functions. Committee appointments may include but will not be limited to those listed in Article VIII, Section 1 of the National By-Laws. Such members are not considered Section Directors and shall not be entitled to vote on any matters before the Section Board.

Section 3 - The Board may establish, consolidate, or abolish Subcommittees from time to time as appropriate.

Section 4 - All membership shall be eligible to Committee and Subcommittee appointments.

Section 5 - 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 | Perry | York |
| Dauphin | Lancaster | |
- (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 & 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.