

**BY-LAWS
of the
GREAT LAKES REGION
of the
AMERICAN SOCIETY OF HIGHWAY ENGINEERS**

Amended: March 2020

ARTICLE I - ORGANIZATION

1. The name of this Region of the American Society of Highway Engineers (ASHE) is the Great Lakes Region.
2. All references to “Region” or “the Region Board” in these By-Laws shall mean the Board of Directors of the ASHE Great Lakes Region. All references to “National” or “the National Board” shall mean the National Board of Directors of ASHE.
3. The Great Lakes Region shall be comprised of the following local member ASHE Sections: Bluegrass, Central Dacotah, Central Ohio, Cuyahoga Valley, Derby City, Lake Erie, Northwest Ohio, and Triko Valley. No changes to the boundaries or local member Sections included in the Region may be made without the approval of the National Board.
4. All members of the above listed local Sections are considered members of the Great Lakes Region.

ARTICLE II - MANAGEMENT

1. The Region shall be governed by the Region Board of Directors. All members of the Region Board shall be members of ASHE in good standing. Any Region Board member whose Section dues are in arrears on October 1st shall forfeit their membership on the Board of Directors.
2. The Region Board of Directors shall comprise, as a minimum, a Region Director from each Section, a President, Vice President, Secretary, Treasurer, Immediate Past President, and the National Director(s) for the Region. An individual may occupy more than one position but is entitled to only one vote. The Region Board may establish additional Board Members, as needed.
3. The Region Executive Committee shall consist of the Region President, Vice President, Secretary, Treasurer, and the Immediate Past President. The Executive Committee will assess and implement the annual operating strategy of the Region Board and conduct administrative regional ASHE affairs at times when the Region Board is not in session.
4. The election of Region Directors shall be entrusted to the Board of Directors of each individual Section in the Region. The Region Directors shall desirably represent all elements of the highway industry.
5. The mailing address of the Region will be designated by the Region Secretary and will be provided in writing to all Region Board members, the National Secretary, the National Treasurer, and the Secretaries of all Sections in the Region within 30 days of the Region Secretary taking office.
6. The Region Board may, at its discretion, appoint active ASHE members to Region Committees to carry out Region functions. Committee appointments may include, but will not be limited to, those listed in Article VIII of the National By-Laws. All active members in good standing of the Sections within the Region shall be eligible for appointment. Such members are not considered Region Directors and shall not be entitled to vote on any matters before the Region Board.

7. The Region Board shall act in accordance with the ASHE National Constitution and By-Laws. Region activities should be focused on the interests of all the Sections within the Region, particularly as those interests relate to the highway industry, and shall be in accordance with the purpose and provisions contained in the ASHE National Constitution and By-Laws. Region activities should support the goals and objectives found in the current ASHE Strategic Plan. In the event of a conflict between the ASHE National Constitution and By-Laws and the Region By-Laws, the National Constitution and By-Laws shall prevail.
8. If a position on the Executive Committee of the Region Board becomes vacant for any reason, the Region Board may choose a successor to serve the remainder of the unexpired term.
9. Fidelity Bonds for the Treasurer or other Officers of the Region that are included as signatories for Region checks may be acquired at the discretion of the Region Board.
10. A liability insurance policy is held by Nationals that covers the Region, however in the event that this insurance policy is cancelled the Region Board may acquire liability insurance at the discretion of the Region.

ARTICLE III - NOMINATION AND ELECTION OF OFFICERS

1. The terms of office for the elected Region Board of Directors shall be as follows:

| <u>Office</u> | <u>Term Limit</u> | <u>Number of Terms</u> |
|--------------------------|--------------------|-----------------------------------|
| President | Three Years (Max.) | (Max. Two Consecutive Terms) |
| Vice President | Three Years (Max.) | (Max. Two Consecutive Terms) |
| National Director | Three Years (Max.) | (Max. Two Consecutive Terms) |
| Secretary | Three Years (Max.) | (Consecutive Terms May Be Served) |
| Treasurer | Three Years (Max.) | (Consecutive Terms May Be Served) |
| Region Directors | Three Years (Max.) | (Max. Two Consecutive Terms) |
| Immediate Past President | Three Years (Max.) | (Max. Two Consecutive Terms) |

The term of office shall begin June 1st each year. All officers of the Region Board of Directors shall hold office for the period stipulated above, or until a successor is appointed or elected, and the term of their replacement commences. When a replacement is appointed to finish an unexpired term vacated by absence, disqualification or disability, the appointed officer may serve the number of terms stipulated above after finishing the unexpired term.

2. Elections of the Region Directors shall be done by the member Sections. All candidates for the Region Board of Directors shall be members of ASHE in good standing.
3. The Board shall elect the President, Vice President, Secretary, and Treasurer by a majority vote of the Board. The Board shall, by majority vote, also nominate, as necessary, a National Director candidate(s) for election by the National Board. The Board shall solicit nominations for National Director from the Sections. The Region Board will consider only the nominations received from the Sections, however if no nominations are received from the Sections then the Board will be responsible for identifying the recommended individual. Other officers may be elected as determined by the Region Board.
4. Any member of the Region Board may be removed by a two-thirds vote of the Region Board when, in its judgment, the best interests of the Region will be served thereby. In the case of absence, disqualification, or disability, the Region Board shall have the power to declare the position vacant and appoint a replacement for the unexpired term.
5. It is desirable for the office of President of the Region to rotate through all the Sections in the Region. Any Section has the option to pass its turn to the next Section in the Region.

ARTICLE IV - OFFICERS & DUTIES

1. The President shall:
 - Have general and active management of the affairs of the Region
 - Serve as official representative and spokesperson for the Region
 - Preside at all Region meetings
 - Prepare the Agenda for Region Board meetings
 - Appoint and discharge all committees and committee members
2. The Vice President shall:
 - Perform President's duties in the absence of the President
3. The Secretary shall:
 - Serve as General Administrative Assistant
 - Perform all Region business transactions
 - Assist the President in preparing meeting Agenda
 - Record Minutes of all action taken at Region meetings
 - Prepare and distribute Minutes of Region meetings
 - Keep a current roster of all Region Board members and provide to National Secretary
 - Maintain a current mailing address for the Region
 - Provide additional information to National Secretary as deemed necessary
4. The Treasurer shall:
 - Establish/maintain a Bank Account(s). The Bank name, address, and account number(s) shall be provided to the National Treasurer. **(Note: An approval by either a second member of the Executive Committee or the full Board is required for all checks issued.)**
 - Obtain and maintain a TIN (Tax Identification Number). The Region's TIN shall be provided to the National Secretary.
 - Keep full records of receipts and expenditures
 - Receive all monies and pay bills
 - Prepare Financial Reports for Region Board meetings
 - Prepare Form 990 for National prior to June 15th of each year
5. National Director(s) shall be nominated by his/her member Section, endorsed by the Region Board of Directors, and reviewed and recommended by the National Nominating Committee for election by the National General Membership. National Director(s) will serve on both the National Board and the Region Board. They will serve as the primary liaison between the activities of the Region and National.
6. Region Directors shall be nominated and elected by each local Section. The Region Directors will serve on both the Region Board and the Board of Directors of their individual Section and serve as the primary liaison between the activities of the Region and their Section. The Region Directors shall:
 - Act on recommendations of Committees
 - Chair and serve on Committees
 - Act as General Membership Liaison with local member sections

- Vote for Board Officers
 - Vote on various issues brought before the Region Board including but not limited to:
 - a. Changes to By-Laws
 - b. Section Assessments
 - c. Expenditures, etc.
7. The Immediate Past President shall:
- Chair the Nominating Committee
 - Act on recommendations of Committees
 - Chair and serve on Committees
 - Vote for Board Officers
 - Vote on various issues brought before the Region Board including but not limited to:
 - a. Changes to By-Laws
 - b. Section Assessments
 - c. Expenditures, etc.
8. All officers, upon expiration of his/her term of office, shall transfer all relevant documents, material, and equipment to his/her successor.

ARTICLE V - REGION BOARD MEETINGS

1. The Region Board shall hold a minimum of three meetings per fiscal year at such places, or by means of conference telephone or similar communications equipment, and times to be designated by the Region Board. Section Presidents are encouraged to attend the Region meetings as non-voting participants.
2. The President may call special meetings of either the Region Board or Executive Committee at any time.
3. Written or electronic notice, stating the time and location, of every meeting of the Region Board shall be given by, or at the direction of, the Secretary, to each member of the Region Board and all Section Presidents within the Region at least seven days prior to the scheduled date of the meeting
4. A majority of the Region Board currently in office shall be present for the transaction of business. Board members may participate in the Region 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 Region Board member should endeavor to attend in person at least one Region Board meeting per year.
5. Each individual Board member shall have one vote in all Region matters, regardless of the number of offices held.
6. Voting may be by ballot, consent, mail, email, or any other reasonable means determined by the Region Board.
7. Minutes of each Region Board meeting shall be distributed to the National President, National Secretary, and the President and Secretary of all Sections within the Region.
8. Region Board meetings shall be conducted in general accordance with Article VI of the National By-Laws.

ARTICLE VI - ASSESSMENTS, FEES, AND EXPENDITURES

1. The Region Board may institute an annual Region Assessment fee which would be payable by each of the Sections in the Region. Such an Assessment should be reviewed and established for the following fiscal year prior to April 15th. The Region Secretary should notify each Section Secretary of the Region Assessment prior to May 1st, so that the Sections are able to include this fee into the Section budget for the coming fiscal year.
2. The Region fiscal year shall be from June 1st through May 31st.
3. The Region Board of Directors shall not receive any stated salary for their services, but by resolution of the Region Board, may be reimbursed for actual expenses for attendance at regular or special meetings of the Board of Directors.

ARTICLE VII – COMMITTEES

1. The Region Board may, at its discretion, appoint active ASHE members to Region Committees to carry out Region functions. Committee appointments may include, but will not be limited to, those listed in Article VIII of the National By-Laws.
2. All active members in good standing of a Section within the Region shall be eligible for appointment.
3. Committees shall consist of not less than three members. The President or Committee Chairman shall be empowered to increase the Committee to the desired proportion whenever the scope and duties of any Committee warrant larger membership.

ARTICLE VIII – AMENDMENTS

1. The Region Board of Directors, a majority being present, may, by two-thirds vote of those present, amend these By-Laws in conformity with the ASHE National Constitution and By-Laws, provided that a written or electronic notice of such proposed amendment shall have been given to each member of the Region Board of Directors at least (30) days in advance of the action.
2. Proposed Amendments to the Region By-Laws, as approved by the Region Board, shall be submitted to the ASHE National Constitution and By-Laws Committee for review and recommendation for approval to the ASHE National Board of Directors. All changes from the Region's previously approved By-Laws shall be highlighted.
3. Amendments to the Region By-Laws or any part thereof shall become effective upon approval of such amendments by the ASHE National Board of Directors.

ARTICLE IX – DISSOLUTION

1. The ASHE National Board may dissolve the Region either by moving the Sections 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 Region after payment of all indebtedness shall be turned over to the National Board.
2. The National Board will assign members in good standing of a dissolved Region to an active Region.
3. The Region is not authorized to assume any liability in the name of ASHE National; therefore, ASHE National assumes no responsibility for Region liabilities. The Region shall NOT have the authority to incur debt on behalf of ASHE National.

Amendments

March 2020

- I.3 Updated Sections within the Region
- II.6 Updated reference to National Bylaw Section VIII
- II.10 Updated text now that National has purchased liability insurance for all
- III.2 Updated text to clarify election of Region Directors to be completed by Sections
- III.3 Updated text to clarify election process for National Director and included language from National Bylaws
- III.5 Revised text for rotation of President through the Sections to remove "Region Director" since Sections can and do nominate non-Directors to the office
- IV.4 Removed requirement for two signatures on checks and instead require approval by officer or Board
- V.1 Added virtual meeting options and removed suggestion to rotate meeting locations through Sections.
- V.3 Added requirement for meeting notices to be sent to Section Presidents to assist with Article V.1 preference for Section Presidents to attend meetings
- V.4 Removed verbiage for quorum, which isn't used in Section or National bylaws
- V.6 Added email as voting option
- VII.1 Removed portion already addressed in Article II
- VIII.1 Revised text to remove "quorum" and replace with "majority" and clarify that 2/3 of those present required to pass amendments
- Updated references to correct National bylaw Articles
- Updated title of National Director throughout the document for consistency with National Bylaws