

**NATIONAL BY-LAWS OF THE AMERICAN  
SOCIETY OF HIGHWAY ENGINEERS  
AMENDMENT OF MAY 10, 2016 BYLAWS**

**ARTICLE I – ORGANIZATION**

1. The name of this organization is the American Society of Highway Engineers (ASHE).
2. All references to “National” and “Board” in these By-Laws shall mean the National Board of Directors of ASHE unless otherwise defined.
3. ASHE is comprised of local Sections that have been established and chartered in accordance with the National Constitution. These Sections are grouped into Regions which are established by the National Board. The Regions have their own governing body to oversee the Sections within their Regions.
4. Local Sections, as provided for in the National Constitution, may be organized by a petition of thirty-five (35) persons qualified for membership in ASHE.
5. The registered office of the American Society of Highway Engineers (“ASHE”; the “Corporation” or the “Society”) shall be located at Business Filings Incorporated, 116 Pine Street, Suite 320, Harrisburg, PA 17101. The corporation may also have offices at such other place as the Board of Directors may appoint or the activities of the corporation may require. The business address of ASHE will be designated by the current National Secretary and approved by the National Board.
6. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Pennsylvania”.
7. Trademarks of ASHE including, but not limited to, the existing trademarks for the slanted block text “ASHE” and the Shield shall not be used by individuals or companies outside of the ASHE organization unless they request and receive written permission from the ASHE National Secretary and approval of the National Board. Permission for the use of Trademarks will be granted for a time period of one year, and requests for renewals are to be submitted to the ASHE National Secretary and approved by the National Board.

**ARTICLE II – MEMBERSHIP**

1. The election to membership shall be entrusted to each local Section. The active membership shall be as described in Article II section 1 of the ASHE National Constitution and shall consist of Student, Member, Life, and Honorary members who have practiced, or are now practicing, in the highway industry or its allied fields, or

are students actively interested in the highway or transportation industry. Additional requirements for Honorary and Life members are:

a. Honorary Member

- i. Honorary Members shall be proposed to the National Board by petition of not fewer than 10% of the National ASHE membership.
- ii. The National Board shall elect Honorary Members.
- iii. The number of Honorary Members shall not exceed one percent (1%) of the National ASHE membership.
- iv. No member of the National Board shall vote on his/her own admission to Honorary Membership.
- v. A person elected to Honorary Membership shall be notified within 90 days of approval by the National Secretary.

b. Life Member

- i. Life Members shall have been a dues paying member of the section for twenty-five (25) years, and shall have been active in ASHE activities.
- ii. The Section Board selects Life Members from their Section membership roster.
- iii. Those members who attained Life Membership status prior to 1991 are exempt from National Assessment. The National Assessment for those who attained Life Membership status subsequent to 1991 will be billed to and paid by the Life Member's Section.

2. Any person desiring to become a member shall make written application to a Section Secretary. Such application shall be in such form and contain such data as prescribed by the National Board. Upon receipt of recommendation for acceptance, the application shall be submitted to the Section Board of Directors for approval. If approved, the application shall be forwarded to the National Secretary for inclusion in the membership roster. The National Secretary shall notify the Section Secretary of the inclusion of new members in the National Roster.
3. Any member of ASHE may resign his/her membership by a written communication to their Section Secretary. The Section Secretary shall notify the National Secretary to have the member removed from the Section membership roll for the annual dues assessments as described in Article VII.
4. Any member who resigned in good standing may return to his/her former membership by a written request to the Section Secretary, and payment of the National and Local Section dues.
5. The National Board, by affirmative vote of two-thirds, may suspend or expel a member for any violation of the ASHE National Constitution, these By-Laws, the ASHE Code of Ethics, or the guidelines and policies contained within the ASHE Operation Manual established by the National Board or any person convicted of Local, State or Federal felonies. 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 to the Section Secretary, 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 submitted to the National Secretary within thirty (30) days of notice of expulsion or it will not be considered. The action taken by the National Board shall be binding and final.

6. Upon review of a signed, written request from any suspended or expelled member which was submitted to 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.
7. Membership in this organization is neither transferable nor assignable to another member or non-member.
8. Membership in ASHE may, at the discretion of the National Board, be evidenced by Certificates of Membership, in which case they shall be in such form and style as the National Board may determine. Certificates shall be signed by the National President or a National Vice-President, and by the National Secretary, and shall bear the corporate seal.

### **ARTICLE III – MANAGEMENT**

#### **Section 1 – Structure**

1. ASHE will be governed by the National Board.
2. The National Board shall be comprised of the Officers, the Immediate Past President and a National Director or Directors from each Region.
3. The National Executive Committee consists of the National President, 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, Immediate Past National President, National Secretary, National Treasurer, and Chairperson of the Operations & Oversight Committee (OOC). Other non-voting committee members may be designated by the National President per the National Constitution.
4. Any National Officer, National Director or Committee Chair may be removed by the National Board, 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.
5. If a position on the National Board becomes vacant for any reason, the National Board will make the final decision on whether the vacant position will be filled for the

unexpired term. For positions other than a National Director position, the National Board will determine the successor. If the vacant position is a National Director position then the Region affected by the vacancy will be asked to work with the Sections to identify potential candidates which the Regional Board will present to the National Board. The National Board will be responsible for selecting the individual to fill the vacant position until the next election cycle.

6. If the Regional boundaries are adjusted, the National Board shall establish an interim transition plan to provide for equitable Regional representation on the National Board.

## **Section 2 – Operations**

1. The business address of ASHE will be designated by the current National Secretary and provided, in writing, to all National Board Members, Regions, Sections and Standing Committee Chairs within thirty (30) days of the National Secretary taking office.
2. The National Board shall manage the membership and conduct the administrative affairs of the organization.
3. The fiscal year of ASHE shall begin on June 1<sup>st</sup>.
4. The National Board shall act in all matters concerning the business and financial interests of ASHE, and in the discharge of its duties, shall have the power, within the limitations of the National Constitution and these By-Laws, to execute any measure deemed necessary. The function of the National Executive Committee is to assess and implement an annual operating strategy of the National Board and to conduct the administrative ASHE affairs, at times when the National Board is not in session.
5. Paid support staff, who are not members of the National Board, may be used by the National Board as deemed necessary.
6. At the National, Regional, and Section levels of ASHE, records shall be maintained of:
  - a. The proceedings of the National, Regional, and Section Board meetings;
  - b. The original or a copy of the applicable By-Laws, including all amendments thereto to date;
  - c. A roster of member names and contact information; the membership roster shall be maintained, at all levels, using the ASHE National Database.
  - d. Complete and accurate financial information including bank accounts records.

These records shall be made available to any member in good standing upon submission of written request to the National, Regional or Section Secretary.

7. All checks or demands for money and notes of ASHE shall be signed by an Officer or Officers which have been designated by the National, Regional or Section Board.

8. The National President, with assistance from the National Secretary and National Treasurer, shall preside over the Annual Membership Business Meeting held during the National Conference. The following reports will be presented:
  - a. The Secretary's Report will consist of a summary of the total membership as of the date of the report together with a statement of an increase or decrease in membership; a statistical breakdown of membership by category including professional, government, consultant, contractor and other; notification of any unpaid assessments; and the announcement of membership awards.
  - b. The Treasurers Report will consist of a statement of income, expenses, assets and liabilities as of the date of the report.
9. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by fax or electronic mail, to his/her address appearing in the records of ASHE, or, in the case of National Directors, supplied by him/her for the purpose of notice. If the notice is sent by mail, fax, or electronic mail, it shall be deemed to have been given to the person entitled. A notice of meeting shall specify the date, time, location and agenda/objective of the meeting and any other information required by statute or these By-Laws.
10. The National Secretary and National Treasurer shall each provide a Fidelity Bond in an amount to be determined annually by the National Board in accordance with the financial condition of ASHE to indemnify ASHE from loss. The premium of said bonds is to be paid by ASHE. Additionally, the National Board may secure the fidelity of any or all such National Officers with the purchase and maintenance of bonds, insurance or any other means permitted by law.
11. ASHE may purchase and maintain insurance on behalf of the aforesaid persons or National Committees' personnel representing the organization's interests to the extent authorized by law and approved by the National Board.

### **Section 3 – Other**

1. National Board Members shall not receive any stated salary for their services except by resolution of the National Board. Expenses to attend regular or special meetings of the National Board, or other approved ASHE activities, may be reimbursed by either the actual expense of attendance, a fixed stipend or a combination of both as approved by the National Board.
2. Whenever the activities of ASHE involve the charging of fees or prices for its service or products, it shall have the right to receive such income. All such income shall be applied to the maintenance and operation of ASHE and in no case shall be divided or distributed in any manner whatsoever among the members of ASHE including the

National Board other than duly approved travel expenses incurred in the execution of their duties.

3. Whenever any written notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law statute or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.
4. The National Board recommends, but does not require, that Fidelity Bonds be obtained for the financial officers of each Section and each Region of ASHE in order to protect the Section or Region. The National Board and the ASHE organization shall not bear any responsibility or liability to the individual Section or Region whether or not a Fidelity Bond is obtained.

#### **ARTICLE IV – NOMINATION AND ELECTION OF OFFICERS**

1. Elected National Board Officers shall be a President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice President, Treasurer, and Secretary.
2. Each Regional Board shall nominate a National Director or Directors as their representative to the National Board. Each year to the extent possible, one-third of the National Directors shall be elected for a three-year term.
3. Nominations for Regional National Director(s) shall be made through the Regional Board of Directors by December 1<sup>st</sup> of the year prior to the election. Each Regional Board shall solicit nominations for National Director from the Sections within the Region. The Regional Board will consider only the nominations received from the Sections to determine the recommended individual to the National Nominating Committee. However if no nominations are received from the Sections within the Regions then the Regional Board will be responsible for identifying the recommended individual. The Operations & Oversight Committee will provide oversight to ensure that the Sections have had adequate representation in the process. In selecting nominees, it is desirable that National Directors represent all elements of the highway/transportation industry.
4. In electing National Board members, every member of the ASHE organization shall have an opportunity to vote. No member shall sell his/her 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 ASHE organization. If at any meeting the right of any person to vote is challenged based on reasonable information and data, the National President or, in his/her absence, the presiding Officer shall require such books or records to be produced within a reasonable timeframe as evidence of the right of the person challenged to vote. All membership rights in the organization and its property shall cease on the termination of his/her membership for any reason.

5. Candidates for National positions of President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President and Past National President shall have served previously on the National Board for at least one year or served as the Chair of a National Committee for at least two years. For the positions of National Secretary, Treasurer, Secretary-Elect, and Treasurer-Elect, a person must have served previously on the National Board for at least one year, or served as the Chair of a National Committee for two years, or served as a Regional Officer for two years or served on a Regional Board for four years. The National Officers shall desirably represent all elements of the highway/transportation industry. At any time, no more than two of the following Officers may be from the same Region: National President, National 1<sup>st</sup> Vice-President, and National 2<sup>nd</sup> Vice-President.
6. An officer-elect position for the outgoing Secretary and Treasurer positions will be filled one year prior to the end of their respective terms by the normal nomination process. This action will provide an appropriate transition period between the incoming and outgoing officers. The officer-elect Secretary and Treasurer will attend all Executive Board and Board of Directors meetings during the transition year; however, they will have no voting rights. After the one-year term as officers-elect, they will assume the official duties of National Secretary and Treasurer and begin their first three-year term.
7. Not less than sixty (60) days preceding the Annual Membership Business Meeting as established in Article VI, Section 3 of these By-Laws, the Nominating Committee shall nominate at least one willing candidate for each office to be elected and deliver the slate to the National Board for approval. Following the National Board approval, the National Secretary shall publish the slate of candidates to the membership no less than thirty (30) days prior to the Annual Membership Business Meeting.
8. Additional nominations may be submitted by correspondence to the National Secretary up until twenty-one (21) days prior to the general election at the Annual Membership Meeting, provided the nomination has been signed by at least ten (10) percent of the membership, and the nominee has agreed to serve if elected.
9. If there are no offices with contested races, the Immediate Past President shall conduct the election of officers at the Annual Membership Business Meeting by voice vote, requesting a motion to confirm the nominated slated by acclamation. If there is an office with more than one nominee, then the Nominating Committee shall conduct

Comment [GDA1]: Ditto

the election of officers at the Annual Membership Business Meeting by secret, written ballot. The Nominating Committee shall tally the ballots and announce the results. The National Secretary also shall publish the results of the election via electronic mail to the membership.

10. A general announcement of the National Officers elected shall be published in the *scanner* and on the National ASHE Website.
11. In advance of any meeting of the National Board, the Board may appoint judges of election, who need not be members, to act at such meetings if deemed necessary. If judges of election are not so appointed, the presiding Officer of any such meeting may, and on the request of any member, 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 a judge of election.

**ARTICLE V – OFFICERS, OFFICERS-ELECT AND DUTIES**

1. The National Officers, except for the Chair of the Operations & Oversight Committee, shall hold their term of office as noted below and shall have authority and perform such duties as provided by these By-Laws.
2. The Chair of the Operations & Oversight Committee shall be a National Director and shall be appointed by the President and have a one-year term.
3. The term of office for elected officers shall be as follows, except as provided otherwise in Article III, Section 1 for the replacement of a unexpired term:

<u>Office</u>	<u>Max. Term Limit</u>	<u>Number of Terms</u>
President	One Year	Not to Serve More Than Two Consecutive Terms
1 <sup>st</sup> Vice President	One Year	Not to Serve More Than Two Consecutive Terms
2 <sup>nd</sup> Vice President	One Year	Not to Serve More Than Two Consecutive Terms
Secretary	Three Years	May Serve Three Consecutive Terms
Treasurer	Three Years	May Serve Three Consecutive Terms
National Director(s)	Three Years	Not to Serve More Than Two Consecutive Terms

*Note: The terms of the National Secretary and Treasurer shall be staggered by one year.*

4. The term of office shall begin at the close of the Annual Membership Business Meeting each year at which the officers elections are announced, and shall continue for the period stipulated above or until a successor is elected or appointed.
5. The National President shall:
  - a. Serve as the Chair of the National Board;

- b. Subject to the National Board, have general and active management of the affairs of ASHE;
  - c. Shall see that all orders and resolutions of the National Board are carried into effect, subject however to the right of the National Directors to delegate any specific powers, except such as may be by statute of the Commonwealth of Pennsylvania, exclusively conferred on the National President or to any other National Officer(s) of ASHE;
  - d. Execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation;
  - e. Be responsible for obtaining the annual audit on behalf of ASHE. A certified CPA shall conduct an annual audit of the National Treasurer's records.
  - f. Shall appoint the Chairperson for the Operations & Oversight Committee each year;
  - g. Shall make National Committee assignments and identify respective National Board liaisons for their term in office.
6. The National 1<sup>st</sup> Vice-President shall:
- a. Serve as the Vice Chair of the National Board;
  - b. Shall preside at all meetings in the absence of the National President;
  - c. Act in the capacity of liaison representative with the ASHE Sections/Regions, or other organizations and societies;
  - d. Monitor the Executive Committee's progress in achieving the goals established in the Strategic Plan.
7. The National 2<sup>nd</sup> Vice-President shall:
- a. Preside at all meetings in the absence of the National President and National First Vice-President;
  - b. Assist in monitoring the individual Committees progress in achieving the goals established in the Strategic Plan.
8. The National Secretary shall:
- a. Under the direction of the National President and the National Board, act as National Executive Officer of ASHE;
  - b. When possible, he/she shall attend all meetings of the National Board and/or all meetings of National Committees appointed by the National Board and record the proceedings;
  - c. He/she shall have custody of all official papers and records;
  - d. He/she shall conduct the official correspondence of ASHE and keep complete records;
  - e. At the Annual Membership Business Meeting held at the ASHE National Conference, he/she shall submit a report, in writing, concerning the duties and activities of the ASHE Office, including a statement of the status of the membership of ASHE;
  - f. He/she shall see that all monies due ASHE are collected and transferred to the custody of the National Treasurer;

- g. In cases of his/her absence or disability, a substitute may be appointed by the National President;
- h. At the expiration of his/her term of office he/she shall transfer to his qualified successor all relevant documents, material and equipment for which he/she shall receive a receipt of compliance;
- i. He/she shall give, or cause to be given, notice of National Meetings of the members and of the National Board;
- j. Shall perform such other duties as may be prescribed by the National Board or National President, under whose supervision he/she shall be;
- k. He/she shall keep in safe custody the corporate seal of ASHE, and when authorized by the National Board, affix the same to any instrument requiring it;
- l. Notify the membership of the elected National Board members.

9. The National Treasurer shall:

- a. Receive all monies and deposit the same in the name of ASHE in depositories approved by the National Board;
- b. Keep full records of ASHE National receipts and expenditures;
- c. Pay all bills when certified and audited as provided by these By-Laws and as prescribed by the National Board;
- d. Prepare a detailed quarterly treasurer's report, containing an itemized description of all expenditures and receipts during that time period compared to the annual budget, to be distributed at the National Board Meeting;
- e. Make an annual report to the membership at the Annual Membership Business Meeting held at the ASHE National Conference;
- f. 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 ASHE and take a receipt thereof.

10. The Immediate Past President shall:

- a. Chair the Nomination Committee;
- b. Act on recommendations of Committees;
- c. Chair and serve on Committees;
- d. Vote for Board Officers;
- e. Vote on various issues brought before the National Board including but not limited to:
  - i. Changes to By-Laws;
  - ii. Expenditures, etc.

11. The Chairperson of the Operations & Oversight Committee (OOC) shall:

- a. Chair the Operations & Oversight Committee;
- b. Chair and serve on other committees as requested;
- c. Provide Regional perspective and insight for Executive Committee consideration and decision making;
- d. Provide Executive Committee feedback to the OOC and Regions.

12. The Officers-Elect for National Secretary and National Treasurer shall:
  - a. Attend all Executive Committee and Board of Directors meetings;
  - b. Learn the respective duties and activities performed by the Secretary or Treasurer;
  - c. Perform various tasks as assigned by the Secretary or Treasurer.
  
13. The National Directors shall:
  - a. Serve on both the National Board and the Regional Board;
  - b. Serve as the primary liaison between the activities of the Regional and National;
  - c. Chair and serve on committees;
  - d. Vote on various issues brought before the National Board including but not limited to:
    - i. Changes to By-Laws;
    - ii. Expenditures, etc.
  
14. The Committee Chairs shall:
  - a. Attend National Board meetings when invited by the National President;
  - b. Hold committee meetings as necessary to complete the tasks assigned by the National Board and attain goals established by their committees;
  - c. Provide a written report for each National Board meeting identifying committee activities for the previous three months.

## **ARTICLE VI – MEETINGS**

1. The National Board shall meet a minimum of three times within the fiscal year. No business shall be transacted unless a majority of the National Board is present.
2. Meetings of the National Board shall be held at such places and times to be designated by the National President.
3. The Annual Membership Business Meeting shall be held at the National Conference where members will elect the National Board and transact other appropriate business. The Annual Membership Business Meeting shall be held between May 1 and June 30 of each year. If the Annual Membership Business Meeting is not called and held within said designated time, any National Board Member may call such meeting.
4. Written notice of every meeting of the National Board, stating the date, time, location, and agenda/objective, shall be given by the National Secretary to each member of the National Board entitled to vote at the meeting at least ten (10) days prior to the date of the meeting unless a greater period of notice is required by statute in a particular case.

5. Any action which may be taken at a meeting of the National Board may be taken without a meeting, if a consent in writing setting forth the action so taken is signed by a majority of the National Board in office and filed with the National Secretary, or the National Secretary certifies that a majority of National Board have approved said action by other communications. Other forms of communications include the use of electronic mail. Minutes of electronic meetings will be approved at the next Board Meeting.
6. Recommended **agenda** items for meetings of the National Board and the National Executive Committee are:
  - a. Call to Order
  - b. Welcome, Introductions and Remarks
  - c. Approval of Minutes of the Previous Meeting
  - d. National Secretary's Report
  - e. National Treasurer's Report
  - f. National President's Report
  - g. National President's Assistant's Report
  - h. National Committee Reports
  - i. Unfinished Business
  - j. New Business
  - k. National Directors' Reports
  - l. Next Board Meeting Information
  - m. Adjournment
7. The National Board Member's Reports shall be forwarded via electronic mail to the Assistant to the National President a minimum seven days prior to the National Board Meeting.
8. Special meetings of the National Board may be called at any time by the National President, or by a majority of the National Board, or by petition containing the signatures of at least ten percent (10%) of the eligible voting membership of ASHE. After any of these requirements have been met, the National Secretary shall be notified by the person or persons calling the meeting. It shall be the duty of the National Secretary to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of the request. If the National Secretary shall neglect or refuse to fix the time 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. Business transacted at all special meetings shall be confined to the objects stated in the meeting notice.
9. Persons authorized or required to give notice of a meeting of the National Board may, in lieu of any written notice of such a meeting, officially publish such meeting notice in the *scanner* and on the National ASHE Website.
10. Voting at the National Board meeting may be by ballot, consent, mail or any other reasonable means determined by the National Board.

**Comment [GDA2]:** I suggest we leave this as is even though each President may order the agenda items differently.

11. Members may participate, at their cost, in a meeting of the National Board by means of conference telephone or similar communications equipment which enables all persons participating in the meeting to hear each other. Participating in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

## **ARTICLE VII – ASSESSMENT FEES AND EXPENDITURES**

1. National Dues Assessments and Initiation Fees shall be established by the National Board, collected by the Sections and forwarded to the National Office. The amount of the initiation fee and first year's dues assessment shall be subject to annual review by the National Board.
2. The National initiation fee, the first year's dues assessment and the membership application form for each applicant approved by the Section shall be submitted to the National Secretary. The National Secretary, upon review of the application, will forward the member's membership pin and certificate of membership to the Section Secretary.
3. Each Section shall be advised of the amount of its annual National Dues Assessment in May of each year based on the current membership of the Section. National Dues are due June 1, the start of the new fiscal year. During the period from June 1 through September 30 each year, the Sections may correct their rosters and adjust their Dues Assessment by notifying the National Secretary of any delinquent members to be dropped. Annual Dues Assessment payments will be sent by the Section Secretary to the National Secretary no later than October 1 of each fiscal year. A ten percent (10%) late fee will be added to the assessments by the National Secretary for any Sections not paying their annual dues assessment by October 1<sup>st</sup>.

## **ARTICLE VIII – COMMITTEES**

1. The National President shall, within thirty (30) days after the Annual Membership Business Meeting to be held at the ASHE National Conference, appoint active members to National Committees with the exceptions stated below. Standing Committees shall include the following:
  - a. Executive
  - b. Budget/Finance/Audit
  - c. Operations & Oversight
  - d. Outreach
  - e. Nominating
  - f. National Conference

**Comment [GDA3]:** This may be a little confusing. The incoming President will still appoint members for all National committees, not just the new standing committees.

Exceptions: The Immediate Past National President shall serve as the Chair of the Nominating Committee and the 1<sup>st</sup> Vice President shall serve as the Chair of the Budget/Finance/Audit Committee. Special Committees may be appointed at the discretion of the National President.

**Comment [GDA4]:** This committee is no longer a standing committee.

2. All active members shall be eligible for committee appointments. Committees serve to complete specific assigned tasks and to provide information and recommendations to the National Board. Committee Chairs may establish subcommittees for their committee as needed to accomplish specific assignments/tasks with the concurrence of the National Board.
3. No committees shall have the power or authority to:
  - a. Submit to the ASHE members for their approval any action that is required by statute to be approved by the membership or the National Board;
  - b. Fill vacancies in the National Board;
  - c. Adopt, amend or repeal these By-Laws;
  - d. Amend or repeal any resolution of the National Board;
  - e. Act on matters committed by these By-Laws or by resolution of the National Board to another committee of the National Board.
4. Standing committees shall consist of not less than three members. Whenever the scope and duties of any standing committee warrant larger membership, the National President shall be empowered to increase the committee to the desired proportion.

#### **ARTICLE IX – INDEMNIFICATION**

1. ASHE shall indemnify each of its National Directors, Officers and employees whether or not then in service as such (and his/her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was a National Director, Officer or employee of ASHE. The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to ASHE for negligence or misconduct in the performance of his/her duties, or was derelict in the performance of his/her duty as National Director, Officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard for the duties of his/her office or employment. 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.
2. A National Director shall not be personally liable for monetary damages for any action taken or for any failure to take action, as a National Director, unless:
  - a. The National Director has breached or failed to perform the duties of his/her office;
  - b. The breach or failure to perform constitutes self-defeating, willful misconduct or recklessness.

These By-Laws shall not apply to the responsibility or liability of a National Director pursuant to any criminal statute or to the liability of a National Director for the payment of taxes pursuant to Local, State or Federal Law. No amendment to or repeal of these By-Laws shall apply to or have any effect on the personal liability for monetary damage of any National Director for, or with respect to, any act or omission of such National Director occurring prior to such amendment or repeal.

3. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such National Director, Officer or employee may be entitled.

#### **ARTICLE X – AMENDMENTS**

1. A proposed amendment to these By-Laws may be submitted to the National Board by written petition containing the signatures of at least ten percent (10%) of the eligible voting membership of ASHE, by petition of a Regional/Section Board of Directors or by formal recommendation of the National Constitution and Bylaws Committee. At any meeting of the National Board, a majority being present, the National Board may by a two-thirds vote amend these By-Laws in conformity with the National Constitution, provided that a written notice of such proposed amendment shall have been given to each member of the National Board at least thirty (30) days in advance of the meeting at which action thereon is to be taken.

#### **ARTICLE XI – DISSOLUTION**

1. Local Sections may be dissolved by the Board, either by petition from a Section, or for just cause. In the event of dissolution of a Section, the issued Charter to such Section shall be revoked by the National Board.
2. 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 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 National ASHE. 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.
3. At the discretion of the National Board, members of a dissolved Section will be assigned to an active Section or become At-Large Members.