

**SECTION BYLAWS OF THE
GEORGIA SECTION OF THE
AMERICAN SOCIETY OF HIGHWAY ENGINEERS**
Revised January 22, 2007

ARTICLE I - OFFICES

1. The registered office of the American Society of Highway Engineers - Georgia Section (“ASHEGA”; or the “Section”) shall be located at 233 Peachtree Street, Harris Tower, Suite 700, Atlanta, Georgia 30303, or such other address set forth from time to time by the Section Board of Directors (“Section Board”).
2. The section may also have offices at such other place as the Section Board may appoint or the activities of the corporation may require.

ARTICLE II – SEAL

[Reserved for Future]

ARTICLE III - MEMBERS

1. The election to membership shall be entrusted to the 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.

4. Section Dues Assessments shall be established by the Section Board, collected by the Section Secretary.
5. The initiation fee and first year's dues assessment shall be submitted with the application. Such fees shall be retained by ASHE National upon approval of the application, who will forward the approved member's application with membership pin and certificate of membership, to the Section Secretary.
6. Each Member shall be advised of the annual Section Dues Assessment by May 15 of each year. Annual dues assessments will be sent due to the Section Secretary by July 1 of each fiscal year. The Secretary shall warn those members whose dues are 3 months delinquent that their membership will lapse if dues are not paid.
7. A member whose dues become six (6) months delinquent shall forfeit membership in the Section. The Section Board of Directors shall review the accuracy of the list of delinquent members and take formal action to remove those listed from membership.
8. The National Board, by affirmative vote of two-thirds, may suspend or expel a member for any violation of the National Constitution, National Bylaws, Section By-Laws, Code of Ethics, guidelines, or policies established by the National Board. 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.

9. Any member of ASHE may resign his/her membership by a written communication to their Section Secretary.
10. 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.
11. Membership in this organization is neither transferable nor assignable to another member or non-member.
10. Any member who becomes exempt from the payment of dues under Article II of the National Constitution shall be known as a Life Member. 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.
11. 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 Section dues.

ARTICLE IV – SECTION MANAGEMENT

1. The Section Board shall be comprised of the Officers, the Immediate Past President, and the Regional Director(s).
2. ASHEGA will be governed by the Section Board. The Section Board shall manage the membership and conduct the administrative affairs.

3. Elected Section Board Officers shall be a President, Vice-President(s), Treasurer, and Secretary.
4. The Section shall elect a Regional Director(s) as their representative to the Regional Board of Directors.

ARTICLE V - MEETINGS OF SECTION BOARD MEMBERS

1. The Section Board shall hold regular meetings. No business shall be transacted unless a majority of the Section Board is present.
2. Meetings of the Section Board shall be held at such places and times to be designated by the Section President.
3. The Annual Membership Business Meeting shall be held annually where members will elect the Section Board and transact other appropriate business. The Annual Meeting shall be held between May 1 and June 30 of each year. If the Annual Meeting is not called and held within said designated time, any Section Board Member may call such meeting.
4. Written notice of every meeting of the Section Board, stating the date, time, location, and agenda/objective, shall be given by the Section Secretary, to each member of record entitled to vote at the meeting at least ten (10) days prior to the day named for 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 Section 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 Section Board, and filed with the Section Secretary, or the Section Secretary certifies that a majority of Section Board have approved said action by other communications. Other forms of communications include the use of electronic mail.

6. The order of business for meetings of the Section Board shall be:
 - a) Call to Order
 - b) Welcome, Introductions and Remarks
 - c) Approval of Minutes of the Previous Meeting
 - d) Secretary's Report
 - e) Treasurer's Report
 - f) President's Report
 - g) Regional Directors' Reports
 - h) Committee Reports
 - i) Unfinished Business
 - j) New Business
 - k) Next Board Meeting Information
 - l) Adjournment
7. The Section Board Member's Reports shall be forwarded via electronic mail to the Section Secretary a minimum seven (7) days prior to the Section Board Meeting.
8. Special meetings of the Section Board may be called at any time by the Section President, or by a majority of the Section Board, or by petition, containing the signatures of at least ten percent (10%) of the eligible voting membership of ASHEGA. After any of these requirements have been met, the Section Secretary shall be notified and it shall be the duty of the Section Secretary to fix the time of the meeting which shall be held not more than (60) days after the receipt of the request. If the Section 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 Section Board may, in lieu of any written notice of such a meeting, officially publish such meeting notice on the ASHEGA Section Website.
10. In electing Section Board Members, every member of the ASHEGA organization shall be entitled to one 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 ASHEGA organization. If at any meeting the right of any person to vote is challenged based on reasonable information and data, the Presiding Officer shall require such books or records to be produced 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.
11. Voting may be by ballot, consent, mail, electronic mail or any other reasonable means determined by the Section Board.
12. In advance of any meeting of the Section 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 VI – SECTION DIRECTORS

1. Nominations for the Section Directors shall be made through the Section Board of Directors.
If a consensus is not possible, nominees will be solicited and the Section Board will make the final selection.
2. The Section Board shall have charge of the technical and social interests and activities of ASHEGA. The Section Board shall act in all matters concerning the business and financial interests of ASHEGA, and in the discharge of its duties, shall have power, within the limitations of the National Constitution, National By-Laws and these By-Laws, to execute any measure deemed necessary.
3. Section Board Members shall not receive any stated salary for their services, but by resolution of the Section Board. Either the actual expense of attendance, or a fixed sum, or a combination of both, may be allowed for the attendance at each regular or special meeting of the Section Board, or other official Regional activities as approved by the Section Board.
4. Paid support staffs, that are not members of the Section Board, may be used by the Section Board as deemed necessary.

ARTICLE VII – OFFICERS

1. The Section President shall, within (30) days after the Annual Business Meeting, appoint the following Section Committees from the active membership with the exceptions stated below:
 - a. Public Relations
 - b. Ethics/Practices
 - c. Membership
 - d. Budget/Auditing
 - e. Nominating
 - f. Technical
 - g. Conference
 - h. Strategic Plan
 - i. Website

Exceptions: The Past President serves as Chair of the Nominating Committee; the 1st Vice President serves as Chair of the Audit/Budget Committee; the 1st and 2nd Vice Presidents serve on the Strategic Plan Committee.

Special Committees may be appointed at the discretion of the Section President.

2. The Section Officers shall hold their term of office as noted below and shall have authority and perform such duties as provided by these By-Laws. It shall be necessary for the Section President to previously serve on the Board. The Board may secure the fidelity of any or all such Section Officers by bond or otherwise. The term of office for elected officers shall be as follows, except as provided otherwise in Section 11 of this Article:

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 - Three Years	[Not to Serve More Than Two Consecutive Terms]

3. The term of office shall begin at the close of the Annual 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.
4. The President shall be the Chair of the Section Board and the First Vice President shall be the Vice Chair.
5. Any Section Officer or agent may be removed by the Section Board, whenever in its judgment the best interests of ASHEGA will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
6. The Section President, subject to the Section Board, shall have supervision of the affairs of ASHEGA. The Section President shall have general and active management of the affairs of ASHEGA, shall see that all orders and resolutions of the Section Board are carried into effect, subject, however, to the right of the Section Directors to delegate any specific powers, except such as may be by statute of the State of Georgia, exclusively conferred on the Section President, to any other Section Officer(s) of ASHE.

The Section President shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation.
7. All active members shall be eligible for committee appointments. No such committees shall have the power or authority as to the following:
 - (a) The submission to members of any action required by statute to be submitted to the members for their approval.
 - (b) The filling of vacancies in the Section Board.
 - (c) The adoption, amendment, or repeal of these By-Laws.
 - (d) The amendment or repeal of any resolution of the Section Board.

- (e) Action on matters committed by these By-Laws or resolution of the Board to another Committee of the Section Board.
8. The Section First Vice-President shall preside at all meetings in the absence of the Section President. He/she shall also act in the capacity of liaison representative with other organizations, or societies. He/she shall also monitor the Committee progress in achieving the goals established in the Strategic Plan.
9. The Section Second Vice-President shall preside at all meetings in the absence of the Section President and Section First Vice-President.
10. The Section Secretary shall, under the direction of the Section President and the Section Board, act as Section Executive Officer of ASHE. When possible, he/she shall attend all meetings of the Section Board and/or all meetings of Section Committees appointed by the Section Board, and record the proceedings. He/she shall have custody of all official papers and records. He/she shall conduct the official correspondence of ASHEGA and keep complete records. At the Annual Business Meeting, he/she shall submit a report, in writing, concerning the duties and activities of the ASHEGA Office, including a statement of the status of the membership of ASHEGA. He/she shall see that all monies due ASHEGA are collected and transferred to the custody of the Section Treasurer. In cases of his/her absence or disability, a substitute may be appointed by the Section President. 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. He/she shall give, or cause to be given, notice of Section Meetings of the members and of the Section Board, and shall perform such other duties as may be prescribed by the Section Board or Section President, under whose supervision he/she shall be.

11. The Section Treasurer shall receive all monies and deposit the same in the name of ASHEGA in depositories approved by the Section Board. He/she shall keep full records of ASHEGA Section receipts and expenditures. He/she shall pay all bills when certified and audited as provided by these By-Laws and as prescribed by the Section Board. He/she shall 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 Section Board Meeting. The Section Treasurer shall make an annual report to the membership at the Annual Business Meeting. Yearly, a certified CPA shall conduct an audit report of the Section Treasurer's records. The Section President should be responsible for obtaining the audit on behalf of ASHEGA. At the expiration of his/her term of office, he/she shall turn over to his successor all books, papers, and monies belonging to ASHEGA and take a receipt thereof.
12. One hundred twenty (120) days before the Annual Meeting, the Section Nominating Committee shall nominate candidates for the elective offices. The nominees so named shall be the official nominee of the respective office. After acceptance of the nomination by official designated nominees, thereupon the Section Secretary shall publish a list of the nominees to the membership.
13. Nominations by petition, as provided in the National Constitution, shall contain the signatures of at least ten percent (10%) of the eligible voting membership of ASHEGA and shall be accompanied by a letter from the nominee in acceptance of the nomination. Nomination by petition shall be filed with the Section Secretary not less than (60) days prior to the published annual date set for concluding the balloting for the election of officers. The annual date shall

coincide with that of the Annual Meeting. The submission of nominating petitions will require the preparation and distribution of ballots to the membership of ASHEGA.

14. Immediately following the counting of the final ballots, the Section Secretary shall notify officers who have been elected
15. A general announcement of the Section Officers elected shall be published on the ASHEGA Section Website.

ARTICLE VIII - EXECUTIVE COMMITTEE

1. The Section Executive Committee consists of the Section President, the 1st and 2nd Vice Presidents, the Past Section President, and others designed by the Section President.
2. The function of the Executive Committee is to assess and implement annual operating strategy of the Section Board and to conduct the administrative ASHEGA affairs, at times when the Section Board is not in session.
3. Standing committees shall consist of not less than three members. Whenever the scope and duties of any standing committee warrant larger membership, the Section President shall be empowered to increase the committee to the desired proportion.

ARTICLE IX - VACANCIES

1. The Section Board shall be the judge of the qualification of the new Section Directors.

2. If a position on the Section Board becomes vacant for any reason, the Section Board may choose a successor to hold the position for the unexpired term.

ARTICLE X - BOOKS AND RECORDS

1. ASHEGA shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its By-Laws, including all amendments thereto to-date certified by the Section Secretary of ASHEGA, and an original, or a duplicate membership register, giving the names of the members, and showing their respective addresses. ASHEGA shall also keep appropriate, complete, and accurate books or records of account. The records provided for herein shall be kept at the registered office of ASHEGA in the State of Georgia or at the Offices of the Section Secretary and/or the Section Treasurer.
2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, book and records of account, and records of the proceedings of the members and directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interests of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorized the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in the State of Georgia or at its principal place of business wherever situated.

ARTICLE XI - MEMBERSHIP CERTIFICATES

1. Membership in ASHE and ASHEGA 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, or a National Assistant Secretary, and shall bear the corporate seal.

ARTICLE XII - TRANSACTION OF BUSINESS

1. ASHEGA shall make no purchase of real property nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by the vote of two-thirds of the Section Board. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Section Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of ASHEGA involve the charging of fees or prices for its service or products, it shall have the right to receive such income, and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of ASHEGA, and in no case shall be divided or distributed in any manner whatsoever among the members including the Section Board.
3. All checks or demands for money and notes of ASHEGA shall be signed by such Officer or Officers as the Section Board may from time to time designate.

ARTICLE XIII - ANNUAL REPORT

1. The Section Board shall present annually to the members a report, verified by the Section President and Section Treasurer, or by a majority of the Section Directors, showing in appropriate detail the following:

- (a) The assets and liabilities, including trust funds, of ASHEGA as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of ASHEGA, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for ASHEGA.
- (d) The expenses or disbursements, for both general and restricted purposes during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for ASHEGA.
- (e) The number of members of ASHEGA as of the date of the report, together with a statement of income or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the Annual Meeting of members.

ARTICLE XIV- NOTICES

1. 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 pre-paid, or by fax, electronic mail, to his/her address appearing in the records of ASHEGA, or, in the case of Section 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.

2. Whenever any written notice is required to be given under the provisions of the Georgia Nonprofit Corporation Law [O.C.G.A. Title 14 Chapter 3] 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 at 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.

ARTICLE XV - SUBDIVISIONS

1. This Section may be dissolved by the National Board, either by petition from a Section, or for just cause. In the event of dissolution of this 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

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 National ASHE. The Section is 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. Members of a dissolved Section will be assigned, by the National Board, to an active Section.

ARTICLE XVI - BONDS

1. The Section Secretary and Section Treasurer shall each provide a Fidelity Bond in an amount to be determined annually by the Section Board in accordance with the financial condition of ASHEGA, indemnifying ASHEGA from loss, the premium of said bonds to be paid by ASHEGA. Additionally, the Section Board may secure the fidelity of any or all such Section Officers with the purchase and maintenance of bond, insurance or any other means permitted by law.
2. Fidelity Bonds for the respective financial officers of the Section are not required to be obtained by the National Board. However, it is strongly suggested that such a Fidelity Bond be obtained in order to protect the Section. The National Board and ASHE shall not bear any responsibility or liability to the Section whether or not a Fidelity Bond is obtained by the Section.
3. Certification that such fidelity bonds have been provided by the Section for their respective Officers shall be furnished annually to the National Board of Directors.

ARTICLE XVII - MISCELLANEOUS PROVISIONS

1. The fiscal year of ASHE shall begin on June 1.
2. Members may participate, at their cost, in a meeting of the Section Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participating in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

ARTICLE XVIII - INDEMNIFICATION

1. ASHEGA shall indemnify each of its Section 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 Section Director, Officer, or employee of ASHEGA. The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to ASHEGA for negligence or misconduct in the performance of his/her duties, or was derelict in the performance of his/her duty as Section 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. ASHEGA may purchase and maintain insurance on behalf of the aforesaid persons to the extent authorized by law.
3. A Section Director shall not be personally liable for monetary damages for any action taken or for any failure to take action, as a Section Director, unless (i) the Section Director has

breached or failed to perform the duties of his/her office under Article 8 Part 3 of the O.C.G.A Title 14, Chapter 3 (Nonprofit Corporations Directors and Officers Standards of Conduct), and (ii) 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 Section Director pursuant to any criminal statute or to the liability of a Section 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 Section Director for, or with respect to, any act or omission of such Section Director occurring prior to such amendment or repeal.

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

ARTICLE XIX - AMENDMENTS

1. A proposed amendment to these By-Laws may be submitted to the Section Board by written petition, containing the signatures of at least ten percent (10%) of the eligible voting membership of ASHEGA, or by petition of a Section Director. At any meeting of the Section Board, a majority being present, the Section Board by a two-thirds vote may 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 Section Board at least thirty (30) days in advance of the meeting at which action thereon is to be taken.
2. After amendments have been approved by the Board of Directors, they shall be submitted to the National Board of Directors for final approval. The amendments will become effective upon such final approval by the National Board of Directors.