

**BYLAWS  
of the  
CENTRAL TEXAS SECTION  
OF THE AMERICAN SOCIETY OF HIGHWAY ENGINEERS**

**June 8, 2021**

**ARTICLE I – NAME, LOCATION AND FUNCTION**

Section 1 - The name of this organization shall be the Central Texas Section of the American Society of Highway Engineers and as such, is subject to the Constitution and Bylaws of the American Society of Highway Engineers.

Section 2 - The headquarters of this Section shall be established in Central Texas which includes the Austin-Round Rock-Georgetown, Killeen-Temple-Fort Hood, Bryan-College Station, San Antonio, and Waco metropolitan areas at a location that best serves the interest of the Section.

Section 3 - This Section follows the rules and objectives of the National Constitution, the National Bylaws, and those as defined by these Section Bylaws. Nothing in this document is intended to supersede that of the Society when in conflict.

Section 4 - The mission of this Section shall be: to support the Society and to cooperate with other Sections, Engineering Societies, Transportation Agencies, and Civic Associations in matters of mutual interest, to bring about a closer acquaintance and spirit of cooperation between engineers and others in the field of planning, design, construction, and maintenance of highways, to advocate the registration of the members in their respective fields.

**ARTICLE II – MEMBERSHIP**

Section 1 – The election to membership of all classes is entrusted to the National Board of Directors.

Section 2 – Any person desiring to become a member shall make written application to the Secretary of the Central Texas Section. Such application shall be on the form provided by the Section, include the information specified by the National Board of Directors and shall be accompanied by the current initiation fee and dues. The Secretary will cause the application to be reviewed by the Membership Committee and forwarded to the Central Texas Section Board of Directors (CTX Board) for final review and recommendation. Upon receiving a favorable recommendation of the CTX Board, the Secretary shall forward the application to the National Secretary for final certification of membership.

Section 3 – The Secretary shall notify the application of the action by the National Board of Directors.

Section 4 – A full time student in a university, college or technical school may apply to be a Student Member. The initiation fee and annual dues for student members may be different than other classes of members at the discretion of the CTX Board.

Section 5 – The Central Texas Section shall, at its discretion, propose Honorary Members to the National Board of Directors by petition of not fewer than ten percent (10%) of the Section members. Election to the grade of Honorary Member shall be provided under Article II of the National Constitution.

Section 6 – The National Board of Directors, by affirmative vote of two-thirds, may suspend or expel a member for any violation of the National Constitution, these Bylaws, Code of Ethics, guidelines, or policies established by the National Board of Directors. 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 the CTX Board. The CTX Board shall then forward the defense along with their recommendation for further action to the National Board of Directors as part of the expulsion procedure. Any member against who such action is taken may, upon written application, appeal to the National Board of Directors. Such written application must be presented within thirty (30) days of notice of expulsion, or it will not be considered. The action taken by the National Board of Directors shall be binding and final.

### **ARTICLE III – DUES, FEES AND FINANCES**

Section 1 – The fiscal year shall be June 1<sup>st</sup> through May 31<sup>st</sup>.

Section 2 – The annual dues shall be established by the CTX Board for all classes of membership, payable as of June 1<sup>st</sup>. Said dues shall be inclusive of the annual assessment of the National Board of Directors authorized by Article IV, Section 3, of the Constitution.

Section 3 – A one-time initiation fee, as established by the National Board of Directors, shall accompany each application for membership. This initiation fee is in addition to the annual dues.

Section 4 – Annual dues and membership shall run concurrent with the fiscal year. If a new member joins after March 31<sup>st</sup>, they will receive a 30% reduction in the annual dues for that year but will be required to pay the one-time initiation fee described in Section 3 of this Article.

Section 5– The Treasurer shall mail a dues statement to each member within 30 days of the end of the fiscal year. If a member’s dues are not paid within 30 days, the Secretary shall mail a delinquent notice to that member notifying them that if their dues are not paid within 30 days from the date of the notice their voting rights will be automatically forfeited. If the member’s dues are not paid within 60 days from the date of the delinquent notice, their membership shall be forfeited at the discretion of the Section Board.

#### **ARTICLE IV – MANAGEMENT**

Section 1 – The Central Texas Section shall be governed by a Board of Directors and an Executive Committee. The CTX Board shall consist of a minimum of nine (9) elected members that include the President, the First and Second Vice Presidents, the Secretary, the Treasurer, at least 3 elected Directors, and minimum of one Regional Director. The CTX Board shall also include the Immediate Past-President.

Section 2 – The term of office for the CTX Board shall be as follows:

President:	One (1) year
First Vice President:	One (1) year
Second Vice President:	One (1) year
Secretary:	Minimum of two (2) years
Treasurer:	Minimum of two (2) years
Director:	Minimum of two (2) years
Regional Director:	Three (3) years
Immediate Past President:	One (1) year

Section 3 – The President, First Vice President, and Second Vice President shall not serve more than two (2) consecutive elected terms. If the President serves two consecutive terms the position of Immediate Past President may also serve a second term.

Section 4 – Vacancies in any Officer or CTX Board position shall be filled by a majority vote of the CTX Board present at the time of the vote, for the unexpired term of the position to be filled.

Section 5 – New officer list shall be forwarded to the National Secretary on June 1<sup>st</sup> of the current year.

Section 6 – The CTX Board shall have charge of the technical, 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 the power, within the limitations of the National Constitution and Bylaws, to execute any measure whatsoever which it deems necessary to further the interests of the Section.

Section 7 – Meetings of the CTX Board shall be held at the direction of the President, but not less than twice each fiscal year. A meeting may also be called by agreement of three members of the CTX Board. A majority of the members of the CTX Board shall constitute a quorum.

Section 8 – The Executive Committee of the CTX Board shall consist of the President, the Secretary, and the Treasurer. Other members may be included as determined by the President. This Committee shall exercise such powers of the Board as may be delegated to it by the Board. The Executive Committee shall meet at the direction of the President. A majority of the members of the Committee shall constitute a quorum.

#### **ARTICLE V – DUTIES OF OFFICERS**

Section 1 – The President, subject to approval of the CTX Board, shall have supervision of the affairs of the Section, shall preside at meetings of the membership, CTX Board, and the Executive Committee; shall make all committee appointments, and shall be an ex-officio member of all committees.

Section 2 – The First Vice-President shall preside at all meetings in the absence of the President and shall act as the Section's liaison representative to other technical associations or societies.

Section 3 – The Second Vice-President shall preside at all meetings in the absence of the President and First Vice-President.

Section 4 – The Secretary shall:

- 1) Under the direction of the President and the CTX Board, act as executive officer of the Section.
- 2) Attend all meetings of the CTX Board and the Executive Committee and record the proceedings thereof. If the Secretary cannot attend a meeting of the CTX Board or the Executive Committee, the Secretary will arrange to have another member of the Board or Executive Committee record the proceedings of the meeting.
- 3) Have custody of all official papers and records.
- 4) Conduct the correspondence of the Section and keep appropriate records of correspondence and minutes.
  - a) Shall maintain the Section mailing address as adopted by the Board of Directors.
  - b) Shall maintain the official Section Officers Roster and report annually.
  - c) Shall notify the National Secretary of any member's change of address, employer, phone number(s), and e-mail address in a timely fashion.

- d) Shall submit new member applications to National and notify new members upon acceptance to membership.
  - e) Shall acknowledge, in writing, all contributions to the Section that exceed \$250.00.
- 5) Submit a report at the annual meeting of the Section, as to the activities of the Section Office, including the status of the membership.
  - 6) See that all monies due the Section are collected and transferred to the custody of the Treasurer.

Section 5 – The Treasurer shall:

- 1) Receive all monies and deposit same in the name of the Central Texas Section in a depository approved by the CTX Board.
- 2) Pay all bills when approved by the CTX Board, or if so, authorized by the Board, the Executive Committee.
- 3) Keep full records of the accounts of the Section and provided a report on each account to each meeting of the Board and Executive Committee.
  - a) Maintain the Section Federal Tax Identification Number.
  - b) File Federal Tax form 1099 annually if needed.
  - c) Annually file year-end financial report (Form 990) to National.
- 4) Present an annual report to the Membership at the May meeting.

Section 6 – There shall be a minimum of 3 Directors who shall:

- 1) Serve on Committees.
- 2) Act on recommendations of Committees.
- 3) Vote on membership acceptance or expulsion.
- 4) Vote on various other issues that may be brought before the Board including:
  - a. Changes to Bylaws.
  - b. Membership Dues.
  - c. Budgets and Section Expenditure Items.
  - d. Other policy matters as may be brought before the Board.

Section 7 – The Immediate Past President shall serve as a member of the CTX Board and as Chair of the Nomination Committee.

Section 8 – A Regional Director shall be appointed by the President based on recommendation of the Nominating Committee who shall:

- Attend all Regional Meetings.
- Act as Section Liaison to other Sections within the Region.
- Provide Regional Reports at CTX Board Meetings.

## **ARTICLE VI – ELECTION OF OFFICERS**

Section 1 – Not less than sixty (60) days preceding the annual meeting, the Nominating Committee shall nominate at least one (1) willing candidate for each office to be elected and deliver the slate to the Secretary. All candidates should be members in good standing and with active Section participation. The Secretary shall distribute a ballot of candidates (either on paper or in electronic form) to the membership no less than thirty (30) days prior to the annual meeting.

Section 2 – The ballot shall consist of the nominee(s) for each position and allow space for write-in candidates for each position.

Section 3 – Ballots shall be returned to the Secretary prior to the annual meeting on a schedule established by the Board.

Section 4 – The Secretary shall publish the results of the election in the next mailing and/or electronic distribution to the general membership.

Section 5 – All members in good standing shall be eligible to vote.

Section 6 – Directors shall be elected for staggered terms so that at least one is elected in each year.

Section 7 – In the event of a vacancy occurring on the CTX Board, the Board shall have the power to fill the unexpired term with a member in good standing.

## **ARTICLE VII – OFFICIAL PUBLICATIONS**

Section 1 – The Section may publish newsletters, meeting notices, or make general mailings as determined by the CTX Board. Such distribution may be made electronically or by regular U.S. Mail to the address of record of each member. Such distribution shall serve as official notice to the membership of actions taken by the Section, CTX Board or Offices, as required under the Constitution or Bylaws.

## **ARTICLE VIII – MEETINGS**

Section 1 – An annual meeting for the election of officers and directors and for transaction of any other business of the Section shall be held at such place and time as designated by the CTX Board. The general membership shall be notified at least thirty (30) days prior to the meeting, of the time, and location.

Section 2 – General membership meetings will be held on a regular basis as determined by the CTX Board. To the extent possible, an annual calendar shall be established prior to September 1<sup>st</sup> and the membership notified. Additional general membership meetings or social functions may be held at the discretion of the Board of Directors.

Section 3 – The CTX Board shall meet at least quarterly to conduct the business of the Section. It shall establish an Executive Committee, to be chaired by the Section President, to conduct business affairs in the absence of a full Board Meeting.

Section 4 – All meetings of the CTX Board and its Committees shall be conducted according to the latest edition of Robert’s Rules of Order.

## **ARTICLE IX – COMMITTEES**

Section 1 – The President shall, within forty-five (45) days after the annual meeting, appoint the following standing committees as necessary:

1. Budget Committee
2. Constitution and Bylaws Committee
3. Ethics and Practices Committee
4. Executive Committee
5. Financial Review Committee
6. Membership Committee
7. Nominating Committee
8. Public Relations Committee
9. Technical Committee

The Nominating Committee shall consist of a minimum of five (5) members. The Immediate Past President shall be one member, the Secretary shall be one member, and at least three (3) other members that are members that have held membership for at least one (1) year and do not hold office. Additional Committee members may be selected as desired by the President.

The chair, makeup, and duties of the other Committees listed in Section 1 or other Committees as the needs of the Section require shall be determined by the President and CTX Board Directors.

Section 2 – Other committees may be appointed as desired by the President. The scope, duties, chairperson, and makeup of these Committees shall be determined by the President.

Section 3 – All members in good standing are eligible for committee participation.

#### **ARTICLE IX – AMENDMENTS**

Section 1 – At any meeting of the CTX Board, a quorum being present, the CTX Board by a two-thirds vote may amend these Bylaws, provided that a written notice of such proposed amendment has been given to each member of the Board at least two weeks prior to the meeting.

#### **ARTICLE X – OFFICER'S BONDS**

Section 1 – The Secretary and Treasurer may each be bonded in an amount set by the CTX Board indemnifying the Section from loss.