

**BY-LAWS**  
**of the**  
**TENNESSEE VALLEY SECTION**  
**of the**  
**AMERICAN SOCIETY OF HIGHWAY ENGINEERS**

ASHE National Approved: April 30, 2026

**ARTICLE I - ORGANIZATION**

1. The name of this Section of the American Society of Highway Engineers (ASHE) is the Tennessee Valley Section, hereinafter referred to as "Section."
2. All references to "the Section Board" in these By-Laws shall mean the Board of Directors of the ASHE Tennessee Valley Section. All references to "the National Board" shall mean the National Board of Directors of ASHE. All references to "the Region Board" shall mean the Board of Directors of the ASHE Region to which the Section has been assigned by the National Board.
3. The Tennessee Valley Section is considered a member of the Southeast Region of ASHE, as established by the National Board of Directors.
4. The mailing address for the Section has been established at ASHE Tennessee Valley Section, 6050 Shallowford Road #25322, Chattanooga, TN 37421.

**ARTICLE II - MEMBERSHIP**

1. The active membership shall consist of Member, Life, Student, and Honorary members who have practiced, or are now practicing, in the highway industry or its allied fields. Election to membership will be entrusted to the Section.
2. Any person desiring to become a member shall provide a completed application form to the Section Secretary or to the mailing address provided in Article I, Section 4. The initiation fee and annual dues assessment shall be submitted with the application. Such application shall be in such form and contain such data, as prescribed by the National Board of Directors. The Secretary shall present the application to the Section Board of Directors for approval. If approved and membership dues are paid in full, the Secretary shall forward the application, along with the current initiation fee, to the National Secretary. The National Secretary shall notify the Section Secretary after the applicant has been included in the National membership roster, after which the Section Secretary shall notify the applicant of his/her election to membership. Individuals that become new members after March 1 will have their membership fee applied to the upcoming fiscal year as well.

Election to the grade of Life or Honorary Member shall be as described in Article II of the National Constitution and Article II of the National By-Laws. Life Members shall have been a dues paying member of the section for 25 years and shall have been active in ASHE activities.

The Section membership roster should be reviewed each year to determine potential Life Members for the following fiscal year. Honorary Members shall be proposed to the National Board by petition of not fewer than 10% of the entire ASHE membership. The National Board shall elect Honorary Members.

3. All applications for membership shall be subject to an initiation fee in accordance with Article VII, Section 1 of these By-Laws.
4. Section dues assessments shall be established by the Section Board and collected by the Section Secretary each fiscal year. Members shall be advised of the annual Section Dues Assessment each year via email after the Assessment has been received from ASHE National. Annual dues shall be provided to the Section Secretary no later than September 30<sup>th</sup>. Any member whose dues become four (4) months delinquent or does not provide a response to the annual renewal assessment shall forfeit membership in the Section. Dropped members wishing to renew shall owe the initiation fee along with the annual dues assessment.
5. Any member of ASHE may resign his/her membership by a written communication to the Section Secretary.
6. The Section Board, in its sole discretion, may decline, suspend, or expel a member for any violation of the National Constitution, the National or Region By-Laws, the Section By-Laws, or policies established by the National Board. The Section Board may also decline membership to any applicant convicted of Local, State, or Federal felonies. The affirmative votes of not less than 80% of the entire Section Board of Directors shall be required to decline membership or suspend or expel a member. A member whose suspension or expulsion is being considered shall be notified by the Section Secretary by registered mail and shall be advised of the charges against them at least (30) days prior to the proposed date of suspension or expulsion. If the member so desires, 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.

### **ARTICLE III - MANAGEMENT**

1. The Section shall be governed by the Section Board of Directors. All members of the Section Board shall be members of ASHE in good standing and desirably represent all elements of the highway industry. Any Section Board member whose Section dues are in arrears on October 1<sup>st</sup> shall forfeit their membership on the Board of Directors.
2. The Section Board of Directors shall comprise of current officers, the Immediate Past President, Section Directors, and a Region Director for the Section. An individual may occupy more than one position but is entitled to only one vote. The Section Board may establish additional Board Members (e.g., Second Vice President or additional Directors), as needed,

to chair various committees such as those listed in Article VIII of the National By-Laws.

3. The Section Executive Committee shall consist of the Section President, Vice President(s), Secretary(ies), Treasurer(s), and the Immediate Past President. The Section President shall be the Chair of the Board of Directors and the 1st Vice President shall be the Vice Chair. The Executive Committee will assess and implement the annual operating strategy of the Section Board and conduct administrative ASHE affairs at times when the Section Board is not in session.
4. The Section Board may, at its discretion, appoint active ASHE members to supplement Section Committees and assist with Section functions. All active members in good standing of the Section shall be eligible for appointment. Such additional committee members are not considered Section Directors and shall not be entitled to vote on any matters before the Section Board.
5. The Section Board shall act in accordance with the ASHE National Constitution and By- Laws. Section activities should be focused on the interests of the members, particularly as those interests relate to the highway industry, and should be in accordance with the purpose and provisions contained in the ASHE National Constitution and By-Laws. Section activities should support the goals and objectives found in the current ASHE National Strategic Plan. In the event of a conflict between the ASHE National Constitution and By-Laws and the Section By-Laws, the National Constitution and By-Laws shall prevail.
6. If a position on the Executive Committee of the Section Board becomes vacant for any reason, the Section Board may choose a successor to serve the remainder of the unexpired term.
7. Fidelity Bonds for the Treasurer or other Officers of the Section that are included as signatories for Section checks may be acquired at the discretion of the Section Board.
8. Liability insurance for the Section Board may be acquired at the discretion of the Section.

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

1. The annually elected officers of the Section shall be a President, Vice President(s), Secretary(ies), Treasurer(s), a minimum of one Director, and a Region Director.
2. The terms of office for the elected Section Board of Directors shall be as follows:

<u>Office</u>	<u>Max. Term Limit</u>	<u>Number of Terms</u>
President	One Year	Maximum two consecutive terms
Vice President(s)	One Year	Maximum two consecutive terms
Secretary(ies)	One Year	Consecutive terms may be served
Treasurer(s)	One Year	Consecutive terms may be served
Region Director	*	Maximum two consecutive terms
Director(s)	Three Years	Maximum two consecutive terms

\* The term limit for the Region Director should be the same as that specified in the By-Laws of the Region to which the Section is a member.

The term of office shall begin June 1st or at the close of the Annual Membership meeting each year. All officers of the Section 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. Directors shall be elected for staggered terms so that no more than half of the Directors are elected in any given year.

3. For the purpose of nominating candidates for the Section Officers, or other Offices of the Section, a Nominating Committee consisting of a minimum of three (3) members shall be appointed by the President of the Section. The Chair of the Nominating Committee shall be the Immediate Past President of the Section. At least one (1) member of the Nominating Committee should be a member in good standing of the Section who does not hold an office stated in Article IV, Section 2 of these By-Laws and who has been a member of the Section for more than one year.
4. Not less than sixty (60) days preceding the Section's Annual Membership meeting, the Nominating Committee shall nominate at least one willing candidate for each office to be elected and deliver the slate to the Section Board for approval. Following Section Board approval, the Secretary shall publish the slate of candidates to the membership no less than thirty (30) days prior to the Annual Membership meeting.
5. The 1<sup>st</sup> Vice President shall automatically be nominated as the elective President and the 2<sup>nd</sup> Vice President shall automatically be nominated as the elective 1<sup>st</sup> Vice President. Failure to advance to these elective duties will result in removal from the elected positions.
6. Additional nominations may be submitted by correspondence to the Secretary until 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 Section membership or no less than five (5) members in good standing, and the nominee has agreed to serve if elected.
7. If there are no offices with contested races, the President shall conduct the election of officers at the annual meeting by voice vote, requesting a motion to confirm the nominated slate by acclamation. If there is an office with more than one nominee, then the Nominating Committee shall conduct the election of officers at the annual meeting by secret, written ballot. The committee shall tally the ballots and announce the results. The Secretary shall also publish the results of the election in the next correspondence to the general membership.
8. All members of the Section in good standing shall be eligible to vote and shall be entitled to one vote. No member shall sell his 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 Section. If at any meeting the right of any person to vote is challenged based on reasonable information, the presiding Section 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 shall cease on the termination of his/her membership for any reason.

9. Any member of the Section Board may be removed by a two-thirds vote of the Section Board when, in its judgment, the best interests of the Section will be served thereby. Removal shall be without prejudice to the contract rights of any person so removed. In the case of absence, disqualification, or disability, the Section Board shall have the power to declare the position vacant and appoint a replacement for the unexpired term.

## **ARTICLE V - OFFICERS & DUTIES**

### 1. The President shall:

- Have general and active management of the affairs of the Section and shall see that all orders and resolutions of the Section Board are carried into effect unless specifically delegated.
- Serve as official representative and spokesperson for the Section
- Preside at all Section meetings
- Serve as Chair of Section Board
- Prepare the Agenda for Section 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
- The 1<sup>st</sup> Vice President shall serve as Vice Chair of the Section Board

### 3. The Secretary shall:

- Serve as General Administrative Assistant
- Perform all Section business transactions
- Assist the President in preparing meeting Agenda
- Record Minutes of all action taken at Section meetings
- Prepare and distribute Minutes of Section meetings
- Keep a current roster of all Section Board members and provide to National Secretary
- Maintain a current mailing address for the Section
- 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: all checks shall be signed by an Officer or Officers which have been designated by the Section Board.
- Obtain and maintain a TIN (Tax Identification Number). The Section'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 Section Board meetings, including itemized descriptions of income and expenditures and a comparison to the annual budget.
- Prepare Form 990 for National prior to June 15<sup>th</sup> of each year

5. The Region Director shall serve on both the Section and Region Board and serve as the primary liaison between the activities of the Section and the Region. In addition to the duties outlined in the Region By-Laws, the Region Director shall provide reports of Region activities at Section Board meetings.
6. The Immediate Past President shall:
  - Chair the Nominating Committee
  - Act on recommendations of Committees
  - Chair and serve on Committees
7. The Directors shall serve as either Committee Chairpersons or as Board Liaison for Committees and general members of the Board of Directors. Directors shall provide reports at each Board meeting summarizing the activities of each Committee and will also vote on various issues brought before the Section Board.
8. All officers, upon expiration of his/her term of office, shall transfer all relevant documents, material, and equipment to his/her successor.

#### **ARTICLE VI - SECTION BOARD MEETINGS**

1. The Section Board shall hold a minimum of five meetings per fiscal year at such places and times to be designated by the Section Board.
2. The President may call special meetings of either the Section Board or Executive Committee at any time.
3. Written or electronic notice stating the time and location of every meeting of the Section Board shall be given by, or at the direction of, the Secretary, to each member of the Section Board at least seven days prior to the scheduled date of the meeting.
4. A majority of the Section Board currently in office shall be present to constitute a quorum for the transaction of business. Board members may participate in the Section Board 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 Section Board member should endeavor to attend in person at least one Section Board meeting per year. If a board member is unable to make a section meeting, they may transfer their voting authority to another member via written proxy.
5. Each individual Board member shall have one vote in all Section matters, regardless of the number of offices held, unless authorized as a proxy vote.
6. Voting may be by ballot, consent, mail, or any other reasonable means determined by the Section Board.

7. Minutes of each Section Board meeting shall be provided to either the National or Region Secretary at their request.
8. Section Board meetings shall be conducted in general accordance with Article VI of the National By-Laws.
9. An annual meeting of the general Section membership (Annual Membership meeting) shall be held each year between May 1<sup>st</sup> and June 30<sup>th</sup> where members will elect and install the Board of Directors and transact such other business as may properly be brought before the meeting. Such a meeting of members duly called shall not require specific attendance requirement for the transaction of business.
10. Written or electronic notice of all meetings of the general membership, stating the time, place, and purpose, shall be given by, or at the direction of, the Secretary, to each member of the Section at least ten days prior to the date of the meeting. If the Secretary shall neglect or refuse to give notice 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.
11. All meetings of the Section, Section Board of Directors and Committees shall be conducted according to the latest edition of Robert's Rules of Order.

## **ARTICLE VII - ASSESSMENTS, DUES, AND FEES**

1. The application fee for membership shall be fifty-five (\$55) dollars. This fee shall consist of a twenty-five (\$25) dollar National initiation fee, a twenty (\$20) dollar National annual dues assessment, a three (\$3) dollar Regional fee, and a seven (\$7) dollar Section dues fee.
2. The full initiation fee and first year's assessment shall be submitted with the application when it is transmitted to the Section for processing. Upon notification of approval from the National Board, the new member will be presented with their certificate and ASHE pin. In case of rejection of the application, the full initiation fee and first year's assessment shall be returned to the applicant.
3. The annual Section dues shall be fifty-five (\$55) dollars for all members, excluding Life and Honorary Members, payable as of June 1<sup>st</sup>. Said dues shall be inclusive of the annual assessment of the National Board of Directors, Region fee, and Section fee authorized by Article IV, Section 1 of the Constitution.
  - a. The Section Board shall provide a dues statement to each member no later than May 1<sup>st</sup>. The Section shall warn those members whose dues are delinquent as of September 1<sup>st</sup> that their membership will lapse if dues are not paid by September 30<sup>th</sup>.
  - b. The annual National Assessment will be paid prior to October 1<sup>st</sup> of each fiscal year.

- c. Any member whose annual dues are delinquent as of September 30<sup>th</sup> shall forfeit membership in the Section. The Board of Directors shall review the accuracy of the list of delinquent members and take formal action to remove those listed from the Section's membership roster. The National Secretary shall also be notified by October 1<sup>st</sup> of the Section's delinquent members for removal from the National membership roster.
4. A person who meets the Life or Honorary Membership criteria established in Article II of the ASHE Constitution shall be exempt from paying annual dues.
5. The Section fiscal year shall be from June 1<sup>st</sup> through May 31<sup>st</sup>.
6. The Section Board shall not receive any stated salary for their services, but by resolution of the Section Board, may be reimbursed for actual expenses for attendance at regular or special meetings of the Board of Directors.

### **ARTICLE VIII – COMMITTEES**

1. The Section Board may, at its discretion, appoint active ASHE members to Section Committees to carry out Section functions. Committee appointments may include, but will not be limited to, those listed in Article VIII, Section 1 of the National By-Laws. Such members are not considered Section Directors and shall not be entitled to vote on any matters before the Section Board.
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 or as described in Article VIII, Sections 5 through 11. At the direction of the Section President, the Director overseeing a Committee shall be empowered to increase the Committee to the desired proportion whenever the scope and duties of any Committee warrant larger membership.
4. The President shall, within thirty (30) days after the Annual Membership meeting, appoint the following standing committees and any discretionary special committees as necessary:
  - a) Program Committee
  - b) Membership Committee
  - c) Constitution and By-Laws Committee
  - d) Communications Committee
  - e) Budget and Auditing Committee
  - f) Scholarship Committee
  - g) Golf Tournament Committee
  - h) Nominating Committee

5. The Program Committee shall be established and charged with obtaining information on technical advancements in the planning, design, construction, maintenance, and operation aspects of the highway industry and distributing such information to the section membership. In addition, this Committee shall be charged with the interaction of the membership at technical and non-technical gatherings. Specific tasks may include, but are not limited to securing technical meeting facilities, event locations, coordination of catering, technical programs, and social event entertainment. Social time should be to support the mission of the Society by providing the opportunity to interact with its members and partners in the Highway Industry. The Committee shall include:
  - a) Chairperson selected by the Section President and Board of Directors
  - b) One member of the Section Board
  - c) A minimum of one additional Tennessee Valley ASHE member
  
6. The Membership Committee shall be established and charged with all interaction with current and perspective members. The Membership Committee shall ensure that the section continues to grow by looking at ways to attract new members while maintaining the current membership. The Committee shall include:
  - a) Chairperson selected by the Section President and Board of Directors
  - b) One member of the Section Board
  - c) A minimum of one additional Tennessee Valley ASHE member
  
7. The Constitution and By-Laws Committee shall be established and charged with maintaining the Section By-Laws in agreement with the National Constitution and By-Laws. The Committee shall include:
  - a) Chairperson selected by the Section President and Board of Directors
  - b) One member of the Section Board
  
8. The Communications Committee shall be established and charged with interaction with the highway industry and in particular the section membership. This shall include the Section Newsletter, interaction with other professional societies and distribution of new items to the public. In addition, the Committee shall be charged with maintaining the Section's website so that it is current, relevant and advances the goals of the Society. Website content shall follow the Website Guideline Procedures established by the ASHE National Board (<https://ashe.pro/documents/D37-WEBSITE-GUIDELINE-PROCEDURES.pdf>). The Committee shall include:
  - a) Chairperson selected by the Section President and Board of Directors
  - b) Current year President and Secretary(ies)
  - c) A minimum of one additional Tennessee Valley ASHE member
  
9. The Budget and Auditing Committee shall be established and charged with creating an annual budget for review and approval by the Section Board, and to assure the section that its financial activities are conducted in a proper manner. An annual audit shall be conducted within three months of the conclusion of each fiscal year. The Committee shall include:
  - a) Current year President and Treasurer(s)
  - b) One additional member of the Section Board

10. The Scholarship Committee shall be established and charged with fundraising and managing funds for annual distribution of Section scholarships. The Committee will recommend Section fundraising activities to the Board for approval and manage the activity once approved. The Committee will also issue public announcements to members and the general public of the availability of Section scholarships for college students pursuing transportation industry degrees. The Committee will be responsible for organizing scholarship applications, vetting the applicants, and presenting their recommendation for award to the Section President and Board of Directors. The Committee shall include:
  - a) Chairperson selected by the Section President and Board of Directors
  - b) One member of the Section Board
  - c) A minimum of one additional Tennessee Valley ASHE member
  
11. The Golf Tournament Committee shall be established and charged with organizing the Section's annual golf tournament. Responsibilities include selecting the golf course, number of participants, event advertising, negotiating the greens fee and cart fee, catering of meals, beverage coolers, sponsor swag (i.e., golf balls, towels, tees, etc.), sponsor recruitment and relations, and other related tournament expenses. The Committee shall include:
  - a) Chairperson selected by the Section President and Board of Directors
  - b) One member of the Section Board
  - c) A minimum of two additional Tennessee Valley ASHE members
  
12. The Nominating Committee shall be established and charged with vetting and securing nominees of open positions identified for the following year. The Committee shall include:
  - a) Immediate Past President
  - b) One member of the Section Board, as appointed by the President
  - c) A minimum of one additional Tennessee Valley ASHE member, as appointed by the President

## **ARTICLE IX – AMENDMENTS**

1. The Section Board, a quorum being present, may, by two-thirds vote of the Board, 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 Section Board at least (30) days in advance of the action.
  
2. Proposed Amendments to the Section By-Laws, as approved by the Section 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 Section's previously approved By-Laws shall be highlighted.
  
3. Amendments to the Section By-Laws or any part thereof shall become effective upon approval of such amendments by the ASHE National Board of Directors.

## **ARTICLE X – DISSOLUTION**

1. The ASHE National Board may dissolve the Section either by moving the Section to another active Region or for a just cause. In the event of such dissolution, official records and documents of the Section, together with any remaining funds or other assets 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 Section to an active Section.
3. The Section is not authorized to assume any liability in the name of ASHE National or the Region; therefore, ASHE National assumes no responsibility for Section liabilities. The Section shall NOT have the authority to incur debt on behalf of ASHE National or the Region.

## **ARTICLE XI – OFFICIAL PUBLICATIONS**

1. The Section may publish newsletters, meeting notices, or make general mailings as determined by the Board of Directors. Such distribution shall be made either by regular U.S. Mail or electronically to the address of record of each member. Such mailing shall be considered to be official notice to the membership of actions taken by the Section Board as required under the National Constitution and By-Laws of ASHE. It is the responsibility of the individual member to report changes of address to the Section Secretary.