

BY-LAWS
OF THE
NEW YORK STATE ASSOCIATION
OF TRANSPORTATION ENGINEERS, INC

Founded January 9, 1926

AMENDED JANUARY, 1991 & MARCH, 1997
& JUNE 2011

BY-LAWS

ARTICLE I

Local Sections

SECTION 1 – Local Section Organization

(a) A new Local Section shall consist of at least one hundred (100) Active and/or Associate members.

(b) As of May 1, 2011, the Local Sections are defined as follows:

Section 1 may be made up of members in the Schenectady Area including: Albany, Essex, Greene, Rensselaer, Saratoga, Schenectady, Warren and Washington Counties.

Section 2 may be made up of members in the Mohawk Valley Area including: Fulton, Hamilton, Herkimer, Madison, Montgomery and Oneida Counties.

Section 3 may be made up of members in the Central New York Area including: Cayuga, Cortland, Onondaga, Oswego, Seneca and Tompkins Counties.

Section 4 may be made up of members in the Genesee Valley Area including: Genesee, Livingston, Monroe, Ontario, Orleans, Wayne and Wyoming Counties.

Section 5 may be made up of members in the Western New York Area including: Cattaraugus, Chautauqua, Erie and Niagara Counties.

Section 6 may be made up of members in the Central Southern Tier Area including: Allegany, Chemung, Schuyler, Steuben and Yates Counties.

Section 7 may be made up of members in the North Country Area including: Clinton, Franklin, Jefferson, Lewis and St. Lawrence Counties.

Section 8 may be made up of members in the Hudson Valley Area including: Columbia, Dutchess, Orange, Putnam, Rockland, Ulster and Westchester Counties.

Section 9 may be made up of members in the Southern Tier Area including: Broome, Chenango, Delaware, Otsego, Schoharie, Sullivan and Tioga Counties.

Section 10 may be made up of members in the New York/Long Island Area including: Bronx, Kings, Nassau, New York, Queens, Richmond and Suffolk Counties.

Section 11 may be made up of members in the Capital District Area.

(c) Any new section(s) shall commence with number 12.

(d) Local Section Officers: Each Local Section shall elect a State Director and a Secretary and such other officers as may have deemed necessary.

SECTION 2 – Local Constitution and By-Laws:

- (a) Local Sections may adopt such Constitutions and By-Laws as are not inconsistent and do not conflict with the Constitution and By-Laws of the Association.
- (b) Prior to changes to Local Section Constitutions and By-Laws, the State Board shall determine whether or not revisions to Local Section Constitutions and By-Laws violate the provisions of this Section.
- (c) Upon due notice of the State Board, a Local Section shall immediately correct any such inconsistency and eliminate such violations.
- (d) Each Local Section shall file with the State Board a revised copy of their Local Constitution and By-Laws, including all amendments and changes, within thirty-five days after they are adopted by the Local Section.

SECTION 3 – Reporting

It shall be the duty of each Local Section to submit promptly *to the State Board* such data and reports as required.

ARTICLE II

State Board of Directors

SECTION 1 - Officers

- (a) The State Board shall elect officers as outlined in Article VI of the Constitution.
- (b) The President, Vice President, Financial Secretary-Treasurer and Assistant Financial Secretary-Treasurer shall be from the members of the Board. However, an incumbent officer, who is not reelected to the Board, shall carry out the duties of this office until a successor is elected.
- (c) There shall be a Recording Secretary appointed by the Board of Directors.
- (d) There shall be a Historian appointed by the Board of Directors who may be any member of the Association.
- (e) The term of office of each officer shall be for one (1) year or until successor is elected.

SECTION 2 - President

The President shall preside at all meetings of the Association, act as Chair of the Board of Directors and perform such other duties as commonly belong to such office.

SECTION 3 – Vice President

The Vice President shall perform the duties of the President in the absence of such officer.

SECTION 4:

The State Board of Directors shall:

- (a) Authorize all expenditures
- (b) Prepare and adopt an Annual Budget
- (c) Designate the bank or banks in which the funds of the Association shall be deposited and maintained.
- (d) Audit the books and accounts of the Financial Secretary-Treasurer and the Assistant Financial Secretary-Treasurer as needed.
- (e) Set the salary of the Recording Secretary, the Financial Secretary-Treasurer and the Assistant Financial Secretary-Treasurer as needed.
- (f) Fill any vacancies that may occur among the State officers.
- (g) Be empowered to declare an office vacant and to select a successor, if for any reason an Officer shall not perform said duties.
- (h) Designate the place and date of the Annual Meeting.
- (i) Be empowered to publish an official paper, website or magazine.
- (j) Submit to each Local Section Secretary, not later than April first of each year, a clear and accurate statement of the financial condition and a complete report of the activities of the Association.
- (k) Limit total expenditures to the unobligated amount to the credit of the General Fund on the date such appropriations are made.
- (l) Bond as a minimum the State Board President, State Board Vice President, State Board Financial Secretary/Treasurer, the current and subsequent years Conference Chair and Conference Financial Secretary/Treasurer, and other officers as deemed appropriate by the State Board. The amount of the bond shall be sufficient to cover the assets and current receipts of the Association.
- (m) Adopt such rules and regulations as deemed necessary for the proper conduct of the affairs of the Association.
- (n) Be empowered to sanction an Annual Conference subject to its general direction and financial responsibility.

- (o) Determine qualifications for membership, and establish a list of eligibility requirements for membership.
- (p) Be empowered to engage the services of, and set the salary of, any such administrative employee or employees as deemed necessary for the proper conduct of the affairs of this Association.

SECTION 5 – Recording Secretary

The Recording Secretary shall:

- (a) Carry out the instructions of the State Board.
- (b) Supervise the recording of the minutes of all meetings.
- (c) Notify each State Director and each Local Section Secretary of all meetings and in the case of special meetings, the exact nature of all business to be transacted.
- (d) Notify officers of their election and the Directors of their appointment to committees.
- (e) Submit to the State Board at each Annual Meeting a complete and detailed report of Association activities during the last calendar year.

SECTION 6 – Financial Secretary-Treasurer

The Financial Secretary-Treasurer shall:

- (a) Be custodian of all moneys due in the Association.
- (b) Receive all moneys due the Association, record same, and within thirty days deposit all moneys to the credit of the Association in the bank or banks designated by the State Board.
- (c) Segregate all moneys as provided in the By-Laws.
- (d) Be empowered to draw checks on the General Fund for expenditures duly authorized by the State Board.
- (e) Not expend funds of the Association for any purpose not clearly and definitely Authorized in the current Budget or by a Special Appropriation.
- (f) Receive and examine all bills against the Association and if found proper, issue checks for their payment.
- (g) Assume such bond as required by the State Board of Directors.
- (h) Keep a complete record of members, listing each name, address, type of membership, and such other data as may be directed by the Board of Directors.

- (i) Be responsible for all matters pertaining to collection of dues.
- (j) Submit to each State Director not later than the Annual Meeting in January of each year, a clear and detailed report of the exact financial condition of the Association at the close of business on December 31 of the year just concluded.
- (k) Submit such data as requested by the President of the State Board of Directors.
- (l) Be responsible for signing of all checks. All checks must be countersigned by the President or the Vice President.

SECTION 7 – Assistant Financial Secretary-Treasurer

The Assistant Financial Secretary-Treasurer shall assume the duties of the Financial Secretary-Treasurer if for any reason the Financial Secretary-Treasurer cannot perform their duties, and shall assume the required bond.

SECTION 8 - Historian

The Historian shall make an annual compilation of the year's activities and incorporate same in the Association Records. This report is due prior to the Annual Conference of the next calendar year.

ARTICLE III

State Board Meetings

SECTION 1:

An Annual Meeting of the State Board of Directors shall be held at a time during the month of January.

SECTION 2:

Regular meetings during any year will be authorized by the State Board of Directors at the Annual Meeting.

SECTION 3:

Special meetings may be called by the State Board President, or by a petition signed by seven or more State Directors. The time, place and all business to be transacted shall be clearly stated in the call for the special meeting) Notice of Special Meetings shall be sent to each State Director and each Local Secretary, not less than seventy-two (72) hours prior to date of such Special Meeting.

SECTION 4:

Seven State Directors or their alternates shall constitute a quorum.

SECTION 5:

Roberts Rules of Order shall be the authority for parliamentary procedure at all meetings.

SECTION 6:

Order of Business at Annual Meeting

- (a) Appoint a parliamentarian.
- (b) Qualifying and seating of new Directors or Alternates.
- (c) Roll Call.
- (d) Reading of the minutes of the last meeting.
- (e) Annual reports of the Recording Secretary and the Financial Secretary-Treasurer.
- (f) Reports of Committees.
- (g) Election of Officers.
- (h) Seating of newly elected Officers.
- (i) Unfinished Business.
- (j) New Business.
- (k) Appointment of Committees.
- (l) Adoption of Annual Budget.
- (m) Adjournment.

SECTION 7:

The Order of Business at that Annual Meeting may be suspended or changed at the discretion of the Board of Directors.

SECTION 8:

The Order of Business at other regular meetings shall be determined by the State Board President, who shall submit an agenda for the meeting to each Director at least ten (10) days in advance.

ARTICLE IV

Dues and Assessment

SECTION 1:

As of January 1, 2010 the dues amount shall be \$39.00. Changes to the dues amount shall be in accordance with By-Laws, Article VII.

SECTION 2:

- (a) The State Board Financial Secretary-Treasurer shall remit to each Local Section a sum equal to fifty percent (50%) of the dues collected by the State Board. This payment shall be made quarterly, after the last day in the months of March, June, September, and December.
- (b) The Financial Secretary-Treasurer of each Local Section shall remit to the State Board, a sum equal to fifty percent (50%) of the dues paid by each Active and Associate Member to the Local Section.

SECTION 3:

To meet ordinary current expenses, the State Board of Directors may, by at least a 2/3 majority vote, increase for a period of one year the amount stated in Section 1, provided, however, that such increase shall not exceed Twenty-Five Percent (25%) of annual dues.

SECTION 4:

- (a) To meet special expenses, the necessity for which has been approved by a majority of all Active and Associate Members in good standing, in accordance with (d) of this section, the State Board of Directors may assess each Local Section an amount based on per capita tax of all Active and Associate Members.
- (b) Assessment funds shall be maintained in a separate account, and shall only be expended for the stated purpose for which it was collected.
- (c) The State Board of Directors shall refund to the Local Sections, on a per capita basis, any unobligated funds remaining in the special account not later than two years from the date the assessment was paid.
- (d) An official ballot shall be furnished to each Active and Associate member of the Association at least one month prior to date vote is to be counted.

ARTICLE V

Funds

SECTION 1:

The funds of the Association shall be divided into four funds, namely, a General Fund, a Reserve Fund, a Conference Reserve Fund, and a Scholarship Fund.

SECTION 2:

The General Fund shall consist of all moneys in the General Fund as of December 31, 1981, and all money received from dues, interest from money in the General Fund, and other funds as directed by the Board of Directors.

SECTION 3:

- (a) The Reserve Fund shall consist of funds for general reserve. All money in the fund as of December 31, 1981, and all money realized from Section 3(d) of this Article shall be deposited in the Reserve Fund.
- (b) The Reserve Fund shall be deposited in a separate interest bearing account, and such interest shall be deposited in the Scholarship Fund.
- (c) Monies of the Reserve Fund shall not be obligated, appropriated, or expended except as provided in Section 3(d) and Section 5 of this Article.
- (d) The State Board of Directors may, by unanimous vote, transfer money from the General Fund to the Reserve Fund and vice versa.

SECTION 4:

- (a) The Conference Reserve Fund shall consist of money in the fund as of December 31, 1981, and any money realized by Article VIII, Section 8 of these By-Laws. This Fund shall not exceed twenty-nine thousand dollars (\$29,000) in 2010. This maximum figure shall be increased by Five Hundred dollars (\$500) each year.
- (b) The Conference Reserve fund shall be deposited in one or more interest bearing accounts. All accumulated interest and any amount in excess of the maximum amount allowable shall be deposited in to the Scholarship Fund.
- (c) Monies credited to the Conference Reserve Fund shall not be obligated, appropriated, nor expended except as provided for in Section 4.d of this Article.
- (d) The State Board of Directors may transfer money from the Conference Reserve Fund to the General Fund primarily for the purpose of paying a deficit incurred in connection with the Annual Conference, or when deemed necessary, by unanimous vote of the State Board of Directors.

SECTION 5

- (a) The Scholarship Fund was created on January 1, 1982. The initial amount deposited was all interest earned by the Reserve Fund and the Conference Reserve Fund in 1981, less any scholarships given by the Board of Directors in 1981, and any excess in the Conference Reserve Fund as defined in Section 4 of this Article.
- (b) Commencing January 1, 1990 the Financial Secretary-Treasurer has placed the amount of twenty percent (20%) of dues collected in accordance with Article 4 of these By-Laws, into the Scholarship Fund.
- (c) At the Annual Meeting the State Board shall distribute the scholarship funds as follows:
 - (1) Thirty-five percent (35%) shall be divided equally between Local Sections, with the quotient to be raised to the next whole dollar.
 - (2) Sixty five percent (65%) shall be divided amongst the Local Sections on a per-capita basis of the Active and Associate Members of each section.
 - (3) Any Local Section whose calculated share is below 1/13 of 20% of all dues collected, shall have it's share raised to 1/13 of 20% of all dues collected by using interest generated for and by the Scholarship Fund.
- (d) Any funds not allocated shall be retained in the Scholarship Fund for future scholarship purposes. These funds may be used for other purposes, but only by unanimous vote of the State Board of Directors.
- (e) Each Local Section upon receiving their share of this Scholarship Fund shall allocate said monies for the purpose of presenting scholarships as defined in Article IX of these By-Laws. As a minimum, each Local Section shall award each year a scholarship award which shall be designated as the Frederick E. Bragg Memorial Scholarship Award.

ARTICLE VI

Compensation

SECTION 1:

Officers and Directors, except the Recording Secretary, Financial-Secretary-Treasurer and Assistant Financial Secretary-Treasurer shall serve without compensation.

SECTION 2;

The salary of the Recording Secretary, Financial Secretary-Treasurer and Assistant Financial Secretary-Treasure shall be set each year by the Board of Directors, and shall be payable in quarterly installments on the first days of April, July, October and December.

SECTION 3:

Directors shall be reimbursed from the General Fund for all necessary expenses incurred in the performance of their duties. All such expenses are subject to final approval of the State Board of Directors.

ARTICLE VII

Amendments

SECTION 1:

- (a) Amendments to these By-Laws may be proposed by one State Director, and endorsed by another State Director. Amendments to these By-Laws may also be proposed by written petition of Local Sections, with the endorsement by another Local Section. Changes must be approved by a unanimous vote of the State Board of Directors.
- (b) The State Board of Directors shall notify the Officers of the Local Sections in writing, of any changes to the By-Laws within two (2) weeks of the approved change.

SECTION 2:

- (a) The Officers of a Local Section may appeal an amendment to the By-Laws by written petition, and endorsed by another Local Section, within 6 months of enactment.
- (b) After review of the written petition, appeals shall be decided by the State Board. Rejection of the appeal means the proposed amendment is upheld. The decision of the State Board must be by at least a 2/3 majority of the full board to reject an appeal. If the appeal is accepted, the amendment is overturned.
- (c) The State Board reserves the option to settle the question of proposed amendments by at least a 2/3 majority of votes cast by Active and Associate Members in good standing.

ARTICLE VIII

Conferences

SECTION 1:

- (a) The objectives of the Annual Conference shall be primarily the Objects of the Association as set forth in Article II of the Constitution.
- (b) Any Annual Conference sanctioned by the Association shall be held at a place approved by the State Board of Directors.
- (c) The host Section shall be designated by the State Board of Directors.
- (d) The time of the Annual Conference shall be determined by the host Section.
- (e) The State Director for the host Section shall be either the General Chairman or Treasurer of the Conference Committee.
- (f) All members of the Conference Committee(s) should be members of the host Section.

SECTION 2

- (a) The responsibility of raising funds, paying expenses, and planning for the annual conference shall rest on the host Section.
- (b) If the host Section so desires, it may contract with any organization for the raising of funds, paying expenses, and planning of the conference. However, such contracting if done shall in no way relieve the host section from the responsibility of raising funds, paying expenses, and planning of said conference.
- (c) If the State Board so desires, they may form a committee to raise funds, pay the expenses, and plan for the annual conference. In the event said committee is formed by the State Board, members of the host Section may volunteer to participate; but would not be required to be responsible for the Annual Conference, or be required to serve on conference committees.
- (d) Fifty percent (50%) of any monies raised from the Annual Conference shall be retained by the host Section, to be used at the discretion of that Section. The other fifty percent (50%) shall be transferred to the State Board of Directors within 6 months following the conference, and shall be deposited as provided in By-Laws, Article V.
- (e) Any deficit arising from the activities of the Annual Conference after final accounting shall be paid by the Association as described in By-Laws, Article V.
- (f) In the event the State Board hosts the Annual Conference as described above, 50% of the monies raised from the Annual Conference shall be retained by the State Board. The remaining 50% shall be distributed at the discretion of the State Board.

ARTICLE IX

Scholarships

SECTION 1:

In honor of past member and Association supporter, the State Board of Directors has directed each Local Section to annually present the Frederick E. Bragg Memorial Scholarship Award; and any other scholarships the Local Sections see fit.

SECTION 2:

- (a) Scholarships will be funded with money received from the State Board as defined in Article V of these By-Laws.
- (b) At the discretion of the State Board of Directors, additional money for scholarships may be allocated to the Local Sections.
- (c) Local Sections may allocate their own additional funds for scholarships.

SECTION 3:

- (a) The Local Sections will determine the number of scholarships awarded, and the monetary value of each award.
- (b) At a minimum, the Local Sections will award one scholarship designated as the Frederick E. Bragg Memorial Scholarship Award.
- (c) The monetary value of the Frederick E. Bragg Memorial Scholarship Award shall be equal to, or greater than the value of any other Local Section scholarship.

SECTION 4:

- (a) Eligibility requirements for scholarships shall be as determined by the Local Sections. At a minimum:
 - i. Scholarship candidates must be a child or ward of an Active or Associate Member in good standing.
 - ii. The Local Sections may establish additional criteria for scholarship recipients.

ARTICLE X

Transportation Professional of the Year

SECTION 1:

In recognition of outstanding service to the Association, their profession, and to their community, the State Board of Directors shall select a Transportation Professional of the Year (TPOY) from among the Local Section TPOY candidates. Rules of eligibility shall be as determined by the State Board.