

## **PREAMBLE**

The members of the Essex County Highway Association, in accordance with their Charter and for the more effectual execution of the design of their Association, establish and ordain the following constitution and by-laws for the government of the said Association.

## **CONSTITUTION**

### ARTICLE I

#### Name and Objects

The name of the Association shall be the Essex County Highway Association (also to be referred to as ECHA). The object of this Association shall be the acquisition and dissemination of knowledge both theoretical and practical, relating to the construction and maintenance of highways, by social dialogue and friendly interchange of knowledge between its members and to provide advice, encouragement and assistance to practitioners.

### ARTICLE II

#### Membership

The Association, ECHA, shall consist of active, life, honorary, corporate and associate members.

**Active Members** shall be those professionally engaged in municipal infrastructure within a professional organization or a Public Agency in Essex County. This person should also be a member of the organization with their dues paid up to date, and should also attend at least one meeting per year.

**Life Members** shall be any active members retired from highway work who have at least 15 years active membership in the ECHA, or any Past President of this Association upon retirement may become a life member after affirmative action by the Board of Directors. Life members will be exempt from paying dues, fees or assessments and will enjoy all other rights of active members.

**Honorary Members** shall consist of persons who have furthered the interests of the Association, either by their acts or by their writings, and who shall be deemed worthy of membership in this Association. They shall have no vote on any subject in regard to the government of the Association. Neither shall they be subject to fees, dues or assessments.

**Corporate Members** shall be firms engaged in the manufacture or furnishing of materials, equipment, services or supplies for the construction or maintenance of highways. They shall have all the rights of members.

**Associate Members** shall be other persons interested in the objectives of, and desirous of being connected with the Association. They shall have all the rights of members, except the right to vote.

Admission into or dismissal from ECHA shall be in accordance with such rules as shall be prescribed by the By-Laws.

### ARTICLE III

#### Officers

The officers of this Association shall consist of a President, two Vice-Presidents, a Secretary, a Treasurer, four elected Directors, three appointed Corporate Directors and the Immediate Past President. All officers shall be elected at the annual meeting, except the retiring President who shall automatically become a Director to serve until he is succeeded by the subsequent retiring President. All officers shall assume their duties at the close of said meeting and shall hold office until their successors are duly chosen. All officers shall have voting privileges.

The President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary and Treasurer shall be elected for two years. The Directors shall consist of four Directors recommended by the Past Presidents Advisory and Nominating Committee; two for a term of two years, two for a term of four years, and thereafter every four years so their term expirations are staggered every two years.

One Director shall be from the Northern, one Director from the Central and one Director from the Southern areas of the county. One shall be the At Large Director from Essex County.

There shall also be three Corporate Directors appointed by the President who shall be Corporate Members of the Association, one to serve for one year, one to serve for two years and one to serve for three years, and thereafter each to serve three year terms, so that their term expirations are staggered one every year.

There shall also be a Past Presidents Advisory and Nominating Committee which shall consist of the three active most recent Past Presidents, with most immediate Past President serving as Chairperson.

The Board of Government of the ECHA, which shall have the responsibility for the general management of the affairs of the Association, shall consist of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, Treasurer, the four elected Directors, the three Corporate Directors, and the Immediate Past President.

In the event of the incapacity of any board member, the President shall appoint an active member to act in that capacity until the next election or until the incapacity is removed (whichever occurs first).

The election of officers shall be conducted as prescribed by the By-Laws.

#### ARTICLE IV

##### Meetings-Quorum

Meetings of the Association shall be held at such times as may be prescribed by the By-Laws. The regular meeting in December shall be the annual meeting for the election of officers and for the hearing of the annual reports.

All activities of the Association shall be voted upon by the Board of Government and the majority vote will guide the actions of the group.

#### ARTICLE V

##### Amendments-Endorsements

Any amendment to this constitution may be made by a two-thirds vote of the members present and voting in favor of such amendment in its final form at the Annual Meeting; due notice of such amendment having been given to each member with the notice of the Annual Meeting.

No proposition which includes the Association's endorsement shall be passed, except as voted by a 2/3 vote of the Board of Government.

## BY-LAWS OF THE ESSEX COUNTY HIGHWAY ASSOCIATION

**Meetings** – Regular meetings of the Association shall be held monthly. The meeting held in December shall be known as the Annual Meeting.

**Order of Business** – Order of business shall be conducted at any meeting according to “Roberts Rules of Order”.

**Special Meetings** – The President may call meetings of the Association when he deems it expedient, and shall be bound to do so at the written request of five members, stating the purpose of such meeting. No business shall be transacted at a special meeting except as stated in the notice thereof.

**Expiration of Committees** – At the Annual Meeting all committees shall expire, unless continued by the President.

**Election of Officers** – The Nominating Committee shall make a report to the Secretary at least 60 days prior to the December meeting. Secretary shall notify each member by mail 21 days before the day of the Annual Meeting of the names of individuals nominated for election. A majority of legal votes by voice vote or a standing vote shall be required to elect.

The Treasurer shall have charge of all the funds of the Association and shall manage the payment of all bills. The Treasurer shall keep an accurate account of all receipts and expenditures and make the report of the same at the annual meeting or at the direction of the President. The books of the Association shall be audited annually by a CPA to be selected by the Board of Government. Checks shall be signed by either the President or the First Vice President.

The Board of Government shall have the power to approve all ordinary or current expenditures of funds in the treasury. It shall provide for the programs at the meetings, and shall approve all applications for membership.

**Election of Members** – The membership of any person shall date from the day of his election by the Board of Government. **Honorary Members** must be recommended by a 2/3 vote of the Board of Government, and shall be elected in the manner prescribed for other members.

**Fees and Dues** – Dues shall be set by a 2/3 vote of the Board of Government.

**Resignation of Membership** – Any member whose dues have been fully paid may withdraw from the Association by notifying the Secretary. Any person so resigning his membership may be reinstated, if approved by a 2/3 vote of the Board of Government.

**Forfeiture of Membership** – Ten months after the annual meeting the Secretary shall notify each member who has not paid his dues for the current year that unless the same are paid within thirty days,

his membership in the Association shall cease. The Board of Government may however, at its discretion, reinstate such person on the payment of all arrears.

**Expulsion of Members** – Upon the written request of ten members, that for cause stated, any member may be expelled, the Board of Government shall consider the matter, and, if it deems it best, shall advise the member that his resignation will be accepted. He shall, however, have the right to demand and receive a copy of the charges against him, and shall have a reasonable time to present a written defense. The Board of Government may then pass finally upon the matter, and if the resignation has not been tendered, or a satisfactory defense made, may by an affirmative vote of the majority of its members expel the member, in which case he shall be notified and his name shall be dropped from the list of members.

**Amendments** – Any amendment to the By-Laws may be made by a 2/3 vote at any regular meeting, provided it has been proposed in writing at the previous regular meeting, provided that due notice thereof has been sent to each member, with the notice of the meeting.