

# MASSACHUSETTS HIGHWAY ASSOCIATION



## **Constitution and By-Laws**

**As Amended May 4, 1995**

**As Amended May 4, 2006**

**As Amended May 1, 1997**

**As Amended May 1, 2014**



## **CONSTITUTION OF THE MASSACHUSETTS HIGHWAY ASSOCIATION**

### **PREAMBLE**

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

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### **CONSTITUTION**

#### **ARTICLE I**

##### **Name and Objects**

The name of the Association shall be the Massachusetts Highway Association. The Object of the 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 practitioner, potential engineers and students through financial aid, scholarships, grants, training programs, tuition and educational programs and courses of instruction.

## ARTICLE II

### Membership

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

**An Active Member** shall be a person professionally engaged in designing, laying out or supervising the construction and maintenance of highways with a public Agency in Massachusetts.

A **life Member** shall be any individual active, corporate, or associate member retired from the field who has been active, Corporate or Associate member for at least 15 years in the Massachusetts Highway Association, or any Past President of this Association upon retirement may become a life member after affirmative action by the Board of Government. Life members will be exempt from paying dues, fees, or assessments, and will enjoy all other rights of their former membership.

**An Associate Member** shall be a person employed by a Corporate member whom the Corporate member wishes to become an additional Associate to the Massachusetts Highway Association from his/her firm or company. Also, other persons interested in the objectives of the Association and are desirous of being connected with it shall be eligible as Associates. Associate members shall have all the rights of members, except the right to vote.

A **Corporate Member** shall be a designee of a firm 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, except the right to vote.

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

## ARTICLE III

### Officers

The officers of this Association shall consist of a President, two Vice-Presidents, a Secretary, a Treasurer, seven elected Directors, 3 appointed Associate Directors and the Immediate Past President. All officers whose terms have expired shall be elected by letter ballot at the annual meeting, except the retiring President who shall automatically become a Director to serve until he/she is succeeded by the subsequent retiring President. All Officers shall assume their duties at the close of said meeting shall hold office until their successors are duly chosen.

The President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, and Treasurer shall be elected for one year. The Directors shall consist of 7 Directors recommended by the County Highway Associations for the selection and nomination by the Nominating Committee and elected by letter ballot as follows: Three for a term of one year, two for a term of two years and two for a term of three years, thereafter they shall be elected for three year terms

These Directors shall be nominated from the seven County Highway Associations as follows: Barnstable, Berkshire, Essex, Norfolk-Bristol-Middlesex, Tri-County, Plymouth and Worcester Counties.

It is the intention of this Article that each previously enumerated County Highway Association shall always be represented on the Board of Government either as President, Vice-President, Director, Immediate Past President or Chairman of the Trust Fund Trustees. The Nominating Committee shall exercise due care that this representation is ensured during each term of office. If for whatever reason a county Highway Organization fails to be represented on the Board, the President shall appoint a representative from the County Organization until the next election.

There shall be three (3) Associate Directors appointed by the President who shall be Associate Members of the Association, one to serve for one year, one to serve for two years and one to serve for three years, thereafter they shall be appointed for three year terms. Appointed Associate Directors will be limited to one, three year term, and may be re-appointed after a hiatus of one, three year term.

There shall be a Past Presidents Advisory and Nominating Committee which shall consist of the three (3) active most recent Past Presidents with the most immediate Past President serving as Chairperson.

The Board of Government, which shall have the responsibility for the general management of the affairs of the Association, shall consist of the President, 1st Vice-President, 2nd Vice-President, the Chairman of the Trust Fund Trustees; seven (7) elected Directors, the three (3) Associate Directors and the Immediate Past President. The three (3) Associate Directors, Secretary, and Treasurer shall be non-voting members of the Board of Government.

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

The duties of the Secretary and Treasurer shall be as set forth by the job descriptions for each office as voted by the Board of Government and as prescribed in the By-Laws.

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 May shall be the Annual Meeting for the election of officers and for the hearing of the annual reports.

Fifty active members shall constitute a quorum for the transaction of business.

## **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 MASSACHUSETTS HIGHWAY ASSOCIATION**

**1. Meetings** – Regular meetings of the Association shall be held in February, May, September and November. The meeting held in May shall be known as the Annual Meeting.

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

**3. Special Meetings** – The President may call meetings of the Association when he/she deems it expedient, shall be bound to do so at the written request of fifty (50) members, stating the purpose of such meeting. No business shall be transacted at a special meeting except as stated in the notice thereof.

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

**5. Election of Officers** – The Nominating Committee shall make a report to the Secretary at least sixty (60) days prior to the May meeting. Letter ballots shall then be sent by the Secretary to each member of the Association, at least twenty-one (21) days before the day of the Annual May Meeting. Each ballot shall be returned to the Secretary. The President shall appoint two tellers who shall tally all ballots at the Annual Meeting and the result shall be announced at said meeting. A majority of legal votes shall be required to elect. If a majority of the votes cast by letter ballot for any office are not for one person, the meeting shall proceed to ballot for such office, the choice of candidates being limited to the persons having the highest and next highest number of votes. Vacancies occurring in any office may be filled temporarily by appointment by the President and approved by the Board of Government until the next annual election.

**6. Duties of Officers, Board of Government and Trustees of the Massachusetts Highway Association Trust Fund:**

**The Secretary**, in addition to the usual duties of his/her office, shall receive all fees and dues and transmit the same to the Treasurer as received.

**The Treasurer**, shall have charge of all the funds of the Association, shall pay all bill, and he/she shall pay over to the Massachusetts Highway Association Trust Fund so much of the funds in his/her possession as shall be ordered by the Board of Government. He/she shall keep an accurate account of all receipts and expenditures and make the report of same at the Annual Meeting or at the direction of the President. The books of the Association and Trust Fund shall be audited annually by a CPA to be selected by the Board of Government.

**The Secretary and Treasurer** shall have the power to approve all ordinary and current expenditures of funds in the treasury, and all transfers of funds from the treasury into the Massachusetts Highway Association Trust Fund, and it shall provide for the programs at the meetings; shall consider and approve all applications for membership, shall examine all papers submitted with the reference to their fitness for presentation to the Association and for publication.

**7. Trust Fund** – The Board of Government of the Massachusetts Highway Association is hereby authorized to create and fund a trust fund to be known as the Massachusetts Highway Association Trust Fund, as established March 5, 1970 and as amended, the income from which Trust Fund shall be used specifically and for the sole purpose of providing financial aid, scholarships, grants, training programs, tuition and education to members of the Association, potential engineers and students and as otherwise provided for hereinafter, all in furtherance of the purpose of the Massachusetts Highway Association as set out in its amended Certificate of Organization. Any income not so used shall be added to and re-invested with the principal of the Massachusetts Highway as set out in its amended Certificate of Organization. Any income not so used shall be added to and re-invested with the principal of the Massachusetts Highway Association Trust Fund.

The Massachusetts Highway Association Trust Fund shall be administered by the Board of Trustees which Board shall consist of five (5) members to be the following: The President of the Massachusetts Highway Association during his/her term of office and four (4) elected Trustees who are active or life members of the Massachusetts Highway Association, but who hold no other office in the Massachusetts Highway Association, one elected to serve for one year, one to serve for two years, one to serve for three years and one to serve for four years, and thereafter annually one shall be elected by the membership of the Massachusetts Highway Association at the Annual Meeting for the term of four years from the time of his/her election. There shall be a limit of two full terms a Trustee can serve after date of the adoption of this By-Law. The four (4) elected Trustees shall elect one of their numbers to be the Chair of the Board of Trustees. The Secretary and Treasurer of the Massachusetts Highway Association shall also be the Secretary and Treasurer of the Board of Trustees and shall be Ex-Officio Trustees except as follows: The current secretary and Treasurer of the Massachusetts Highway Association shall serve as members of the Board of Trustees for as long as they continue in their respective offices.

The assets of the Massachusetts Highway Association Trust Fund shall be invested by the Treasurer under the direction of and with the approval of the Board of Trustees in investment quality securities, bonds, mutual funds or bank certificates of deposit.

To liquidate, alter or amend the purpose for which this Massachusetts Highway Association Trust Fund is established there must be an affirmative vote by letter ballot of three-fourths (3/4) of the legally qualified voters of the Association voting on the matter of liquidating, terminating, altering or amending the purposes for which the said trust fund is established. The Board of Trustees shall establish rules, regulations and criteria necessary to carry out the intent of this section, and may waive basic eligibility for certain unusual circumstances.

**A. Program** – The scholarship award program will be under the direction of the Massachusetts Highway Association Trust Fund Trustees, who will be responsible for screening the applicants to determine their eligibility for funding and to allocate the yearly funds in accordance with their findings. The MHA Trust Fund Trustees shall establish the total amount of money to be awarded for scholarships for each one year period beginning June 1 and ending May 31 the following year, and shall set the maximum amount that can be awarded to any one individual within the one year period.

**B. Basic Eligibility** – Members and children and grandchildren of active, life and associate members of the Massachusetts Highway Association are eligible. Members who shall have belonged to the MHA for at least three (3) years prior to the closing date for scholarship applications, and who are in good standing with the Association shall be eligible to file applications for scholarships provided that the applicant:

a. Is enrolled at either a four-year or a two-year accredited degree granting college or graduate school.

b. Has been accepted for admission to such a college. The member shall be his own sponsor or shall be the sponsor for his child or grandchild in order to establish eligibility for filing the application.

Should there be insufficient eligible applicants to utilize the funds allocated for a given year, then other applicants not meeting the basic eligibility may be selected by the Trustees.

**8. Election of Members** – The membership of any person shall date from the day of his/her election by the Board of Government.

Honorary Members must be recommended by the majority vote of the Board of Government, shall be elected in the manner prescribed for other members.

**9. Fees and Dues** – Dues shall be set by a two-thirds (2/3) vote of the Board of Government.

**10. 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 majority vote of the Board of Government.

**11. Forfeiture of Membership** – Ten months after the Annual Meeting the Secretary shall notify each member who has not paid his/her dues for the current year that unless the same are paid within thirty (30) 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.

**12. Expulsion of Members** – Upon written request of ten (10) members, that for cause stated, and member may be expelled, the Board of Government shall consider the matter, and, if it deems it best, shall advise the member that his/her resignation will be accepted. He/she shall, however, have the right to demand and receive a copy of the charges against him/her, 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/she shall be notified and his/her name shall be dropped from the list of members.

**13. Amendments** – Any amendment to the By-Laws may be made by a two-thirds (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 given to each member, with the notice of the meeting.

## **Proposed Revisions to the Constitution of Massachusetts Highway Association to be Acted on at the Annual Meeting, Thursday, May 1, 1997**

### **Article II Membership**

#### **Existing**

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

An **Associate Member** shall be a person engaged in the manufacture or furnishing of materials, equipment, services or supplies for the construction or maintenance of highways. Other persons interested in the objectives of the Association and desirous of being connected with it shall be eligible as Associates. They shall have all the rights of members, except the right to vote.

#### **Proposed Change**

A **life Member** shall be any individual active, corporate, or associate member retired from the field who has been active, Corporate or Associate member for at least 15 years in the Massachusetts Highway Association, or any Past President of this Association upon retirement may become a life member after affirmative action by the Board of Government. Life members will be exempt from paying dues, fees, or assessments, and will enjoy all other rights of their former membership.

An **Associate Member** shall be a person employed by a Corporate member whom the Corporate member wishes to become an additional Associate to the Massachusetts Highway Association from his/her firm or company. Also, other persons interested in the objectives of the

Association and are desirous of being connected with it shall be eligible as Associates. Associate members shall have all the rights of members, except the right to vote.

A **Corporate Member** shall be a designee of a firm 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, except the right to vote.

**Proposed Revisions to the Constitution of the Massachusetts Highway Association  
To be Acted on at Annual Meeting, Thursday May 4, 2006**

The by-law committee of the MHA Board of Directors has met and offers the following proposed changes to the Constitution of the association. The primary reason for the change is to be able to involve different Associate Directors in governing MHA. We are publicizing the proposed changes to generate thoughts and comments from our members. If you have questions, thoughts or ideas regarding the Constitution and/or Bylaws, please visit the web page and email this information to the board through the secretary ([www.masshwy.org](http://www.masshwy.org)).

**Proposed by-law changes for MHA**

**Article III – Officers**

Existing:

5th paragraph reads: There shall be three (3) Associate Directors appointed by the President who shall be Associate Members of the Association, one to serve for one year, one to serve for two years and one to serve for three years, thereafter they shall be appointed for three year terms.

Proposed change:

There shall be three (3) Associate Directors appointed by the President who shall be Associate Members of the Association, one to serve for one year, one to serve for two years and one to serve for three years, thereafter they shall be appointed for three year terms. Appointed Associate Directors will be limited to one, three year term, and may be re-appointed after a hiatus of one, three year term.

Existing:

7th paragraph reads: The Board of Government, which shall have the responsibility for the general management of the affairs of the Association, shall consist of the President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, the Chairman of the Trust Fund Trustees, the seven (7) elected Directors, the three (3) Associate Directors and the Immediate Past President. The three (3) Associate Directors shall be non-voting members of the Board of Government.

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The Board of Government, which shall have the responsibility for the general management of the affairs of the Association, shall consist of the President, 1st Vice-President, 2nd Vice-President, the Chairman of the Trust Fund Trustees; seven (7) elected Directors, the three (3) Associate Directors and the Immediate Past President. The three (3) Associate Directors, Secretary, and Treasurer shall be non-voting members of the Board of Government.

Presented by the By-law Committee

Gerald Coppola, Chair

Joe Pipczynski

John Knipe

Proposed Revisions to the Constitution of the Massachusetts Highway Association

To be Acted on at Annual Meeting, Thursday May 1, 2014

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Proposed change:

The Board of Government, with each member having one vote, shall have the responsibility for the general management of the affairs of the Association, shall consist of the President, 1st Vice-President, 2nd Vice-President, , Secretary, Treasurer, Chairman of the Trust Fund Trustees; seven (7) elected Directors and the three (3) Associate Directors and the Immediate Past President.

Presented by the By-law Committee

Thomas J. Reynolds, Chair

Michael Valenti

Paul Gabriel

Peter Marino