



Constitution and By-Laws of the New York State County Highway Superintendents Association, Inc.

Last Revision: January 20, 2022

Constitution

ARTICLE I

Section 1.

This is the Constitution of the New York State County Highway Superintendents Association herein referred to as “NYSCHSA” or “Association”.

Section 2.

The operations of this Association shall be governed by this Constitution.

A set of By-Laws shall accompany this Constitution. By-Laws are operational guidelines of the Association and thus are the responsibility of the Executive Committee to amend, change and modify.

Any change to the By-Laws shall be communicated and implemented as determined by the Executive Committee, but presented to the membership for single majority approval or denial at the next scheduled Business Meeting to make the change permanent.

ARTICLE II

Objectives and Scope

Section 1.

This Association shall endeavor to promote the construction and maintenance of an adequate and modern system of county roads, other allied transportation programs and other infrastructure maintained by county governments.

Section 2.

NYSCHSA shall cooperate in every reasonable manner with Federal, State and Town Officials and with all other valid associations in connection with common problems or interests.

Section 3.

NYSCHSA shall support a properly integrated system of all highways in the State and Nation.

Section 4.

The Association's goal is to provide opportunities for the professional growth and development of its individual members while acting as a unified group to accomplish NYSCHSA objectives. These objectives include:

1. Provide information and training to its members to aid in the operation of their departments.
2. Work with State Transportation Officials, the State Legislature, federal agencies and elected officials to advance the Association's position on proposed legislation, budget and funding priorities.
3. Sponsor and promote technology transfer throughout the state in the highway and public works field.
4. To liaison with other professional organizations to fulfill Association goals.
5. To provide networking and educational opportunities to its members through Conferences and other training mechanisms to aid the Association in meeting the aforementioned goals and objectives.

ARTICLE III

Membership

Section 1.

Full Members.

Full members are intended to be limited to in-office County Superintendents of Highways in New York State. In those counties for which the highway function is contained within a public works or transportation department, the department head or person designated to carry out the statutory duties of County Superintendent of Highways will be considered for full membership by the Executive Committee and shall herein be referred to as Superintendent or Superintendents.

Section 2.

Associate Members.

Associate membership shall be limited to the individuals who are considered to be primary assistants to a full member. Such membership must be nominated by the full member from such county. Associate members shall have no independent vote but otherwise shall vote at general meetings by proxy of that county's full member.

Section 3.

Lifetime Members.

Former Superintendents may become Lifetime Members by election at any regular meeting or by action of the Executive Committee.

Section 4.

Honorary Lifetime Members.

Individuals who have made meaningful, noteworthy or generous contributions to the Association who are not Superintendents or Former Superintendents may become Honorary Lifetime

Members by action of the Executive Committee. Such honorary lifetime members shall not pay dues and shall have no vote but otherwise shall have all the rights of full members. Eligibility criteria shall be set by the Executive Committee.

Section 5. Affiliate Members.

Affiliate membership shall include engineering consultants, other organizations, vendors supplying materials or services, and other businesses as approved by the Executive Committee. Membership may be on an individual or corporate basis.

Section 6. Member Conduct.

All members of NYSCHSA are expected to adhere to a code of Ethics and Professionalism Standard of Conduct as established by the Executive Committee.

ARTICLE IV

Officers, Duties and Election of Officers

Section 1.

The Officers of the Association shall be as follows: President; First Vice President; Second Vice President; Treasurer; and Secretary.

Section 2. Election of Officers

Officers shall be elected at a business meeting determined by the Executive Committee. The newly elected officers will assume office at the next scheduled business meeting.

The election of officers will be by simple majority of quorum of eligible voting members.

Section 3.

The President shall be the executive official of the Association. The President shall preside at all meetings of the Association and of the Executive Committee. The President may be empowered by the Executive Committee to represent or act for the Association on any matter. The President shall appoint all committee chairs.

Section 4.

The First Vice President shall act in the absence or disability of the President, the Second Vice President in the event the First Vice President is absent or disabled.

Section 5.

The Secretary shall preserve all records of the Association and perform such other duties as the Executive Committee shall assign

Section 6.

The Treasurer shall have custody of all funds, dues, grants, securities, evidences of indebtedness and other valuable documents or property of the Association.

Section 7. Vacancies

If the office of President is vacated for any reason, the First Vice President shall assume the Presidency. Should the First Vice President be unable to assume the Presidency, the Second Vice President shall assume that office. If the office of First Vice President is vacated for any reason, the Second Vice President shall assume that office. Any such filling of a vacancy of Presidency does not alter the yearly succession of officers.

If the office of Second Vice President, Secretary or Treasurer is vacated for any reason, the Executive Committee shall appoint a replacement to complete the term.

Section 8. Removal of an Officer

Upon vote of a super majority of 75% of an established quorum eligible voting member, the Association may remove an officer for any reason.

Section 9. Non-Compensation of Officers and Directors

All members elected to serve as Officers or Directors of the association shall not be compensated for service in leading the association, except in the case of reimbursement for approved expenses.

ARTICLE V

Committees Scope and Authority

There shall be an Executive Committee, which shall consist of the Officers, the immediate Past President, and eight other members of the Association elected by the whole membership for periods of three years. Three such members shall be elected each year so as to provide continuity of this Committee. Vacancies in this Committee occurring between regular meetings may be filled by appointment by the President with the approval of the member, at the next scheduled meeting.

This Committee shall have full control of the property and business of the Association between regular meetings. It shall approve the appointment of all standing committee members except Chairman. A majority of the Committee membership shall constitute a quorum.

ARTICLE VI

Meetings

Section 1.

The Association shall schedule business meetings at least twice in each year. The Executive Committee shall determine the date and location of the Annual Meetings and such other meetings as may be necessary. One business meeting shall occur early in the calendar year to set the budget and direction of NYSCHSA.

Section 2.

Twenty-five percent of the members of the Association shall constitute a quorum.

Section 3.

The Executive Committee shall meet at the call of the President at such times and places as — mutually agreed. In the absence of such a call, it shall meet at any time and place, pursuant to written requests by 50 percent of its members, delivered to the Secretary, who shall forthwith notify the Committee members.

Section 4.

Other committees shall meet at the call of their respective chairperson or as directed by the President or the Executive Committee.

Section 5. Electronic Meetings and Voting

Should the need occur, the association may conduct its any of its meetings via electronic means. Members for the respective meeting shall be provided with the appropriate meeting agenda and materials in advance of the meeting, along with the links needed to participate electronically.

Should any voting occur during the course of an electronic meeting, the process shall be as follows: for electronic meetings with video participation, a voice vote can be conducted as long as the Secretary can properly denote each participants vote; for conference call/non-video electronic meetings, a roll call vote will be conducted.

If required, the association may also conduct a vote via electronic mail. In such case, the full details for the vote shall be provided and the results published.

The association will use best practices in conducting all association business electronically.

ARTICLE VII

Financial Policies and Procedures

Section 1.

The dues of the Association shall be as recommended by the Treasurer and approved by vote at the first Business Meeting of the year. The dues will remain at this amount until a change is recommended by the Treasurer.

Section 2.

All revenues and expenses of the Association from any source shall be received by the Association and managed under the direction of the Treasurer in accordance with this Constitution and such additional policies and procedures as the Association may adopt from time to time.

Section 3.

Expenditure of Association funds may be authorized at a valid meeting of the Association. Between such meetings, expenditures may be authorized by the Executive Committee for purposes within the scope of the Association.

Section 4.

At payment and disbursement of Association funds shall be made by the Treasurer. The accounting methods and process to pay expenses of the NYSCHSA shall be determined by the Treasurer and in accordance with Article VII Section 6. The Treasurer may be assisted by the Association's professional staff in disbursing the Association's funds.

ARTICLE VIII

Procedure

Section 1.

Interpretation of the Constitution shall be made by the Executive Committee subject to review by the Association membership in regular meeting assembled.

Section 2.

Motions may be made verbally at any meeting and acted upon. Resolutions shall be in written form except that, upon unanimous consent of the members present, they may be verbal.

Section 3.

Both motions and resolutions shall be fully recorded by the Secretary.

Section 4.

Further rules of procedure may be adopted from time to time by the Executive Committee.

ARTICLE IX

Amendment

Section 1.

This Constitution may be amended at any valid meeting of the Association at which a super majority of 75% of the membership constituting a quorum and is present and voting.

Section 2.

It may also be amended at any valid meeting at which a quorum is present, provided one month's notice shall have been given to each member of the Association of the proposed changes. Such amendment, when a quorum only is present, shall be confined to the changes proposed in such notice.

ARTICLE X

Dissolution

1. The Executive Committee shall recommend dissolution to the full membership outlining the reasoning for such dissolution. The membership shall consider such recommendation and hold two separate votes for approval or denial. These meetings shall be held thirty (30) days apart. A super

majority of seventy five (75%) of an established quorum at both meetings must vote to approve the dissolution.

2. If it becomes necessary to dissolve NYSCHSA, all assets shall be transferred by the Executive Committee to the respective counties represented by a full member.

By-Laws

A. Financial Operation

The Executive Committee is responsible for amending the By-Laws to assure proper operations of the Association. Any change to the By-Laws shall be communicated to the membership. The By-Laws changes can be implemented immediately, but must be approved at the next scheduled Business Meeting.

The Executive Committee shall implement any checks and balances in the management of the Associations financial operations as seen as necessary. As required by the Executive Committee, the Treasurer shall render a statement of accounts and exhibit any document in support of the statements.

In November of each year, the Treasurer, in consultation with the President, and the Executive Committee and professional staff of the Association, shall prepare a proposed line item budget listing in detail the estimated revenues and operating expenses of the Association for the coming year. The budget shall list the planned expenses of the Association in sufficient detail so as to inform the membership of the obligations and overall financial condition of the Association.

The proposed budget shall be distributed to the Executive Committee for review by December 15. After review and/or revision by the Executive Committee, the proposed budget shall be distributed to the remaining full members two days in advance of the Annual January Business Meeting. Discussion of the proposed budget shall take place during the Association Business Meeting held at the Annual Meeting in January. A final budget shall be adopted by the Executive Committee at its meeting following the Annual January Meeting. Said budget shall then be effective immediately.

Throughout the year, the adopted budget may be amended upon suggestion of the Treasurer with the approval of the President. Approved amendments and year-to-date figures shall be communicated to the Executive Committee at reasonable intervals. Proposed budgets for subsequent years shall include the amended budget for the current year as well as year-to-date figures for all line items.

B. Financial Policies and Procedures.

The NYSCHSA's professional staff is authorized to review all charges and post to the Chart of Accounts. Twice a month a payment memo will be forwarded to the Treasurer and President for approval. The chart of accounts shall be based on the Association's budget.

Monthly financial reports will be prepared to include income and expenses versus budget with a statement of assets and liabilities. These shall be provided to the Executive Committee.

The Association shall retain a Certified Public Accountant for the purpose of complying with all required annual filings, including but not limited to required IRS annual filings. Association funds shall be deposited in a FDIC insured banking institution or FDIC insured certificates of deposit. The year-end financial statements shall include a summary of perceived deficiencies in internal financial controls. This shall be accompanied by the recommendations of the accountant and a management response.

C. Member Conduct

1. A Member must

- Act with integrity, competence, diligence, objectively, respect and in an ethical manner with the public and colleagues
- Respect and uphold public laws that govern the work of the Association and the offices held by each member
- Avoid any potential conflicts of interest
- Be honest in carrying out the vision of NYSCHSA and the duties of the profession
- Protect the confidentiality of information in accordance with applicable laws while providing the necessary transparency in the conduct of our work
- Avoid any actions that discredit the profession
- Be supportive of members of NYSCHSA in achieving professional and personal objectives

2. Any concern relating to a member suspected to be in violation of NYSCHSA Code of Conduct shall be brought to the attention of the President or Vice President(s). The Executive Committee will review the concern and appoint a panel of 3 members (herein after referred to as The Panel) of the association to investigate the complaint. The Executive Committee shall set the Scope of Work and reporting requirements for The Panel.

3. It will be the duty of the Executive Committee to determine whether the conduct of the member is in violation of the NYSCHSA Code of Ethics by reviewing all applicable evidence as presented by The Panel. Any proposed discipline shall be determined by the Executive Committee and presented to the entire membership for a majority vote.

4. All volunteer leaders of the association (Officers, Executive Committee and Committee Chairs) shall complete an annual Conflict of Interest statement at the first meeting of the new year. Any identified or potential conflicts of interest will be brought before the Executive Committee for review.

D. Committees

The NYSCHSA shall have established committees as follows: The Legislative; Continuing Education Consortium and Conference Program; Nominating; Scholarship and Awards Constitution and By-Laws. Other committees as necessary may be appointed by the President to act in connection with any other pertinent matters. Such committees may consist of three or more members or past members. The term of office of all appointed committees shall terminate with the election of new officers. Necessary disbursements or expenditures in connection with the activity of any committee shall be reimbursed to the committee members or paid by the Association in accordance with rules and regulations established by the Executive Committee.

The Executive Committee may request to the membership, that an Honorary Executive Committee Member be added to the committee to provide valued input on topics under consideration by the committee. The honorary member shall serve for one year and be non-voting.

E. Membership

1. Lifetime Member

The Executive Committee can identify former Superintendents as Lifetime Members as follows: Such Lifetime Members shall not pay dues and shall have no vote but otherwise shall have all the rights of full members. Such Lifetime Members shall have conference

registration fees waived and shall have the cost of a banquet lunch or dinner covered by the association.

The following criteria should be considered for Lifetime Membership eligibility:

a) The Superintendent shall have rendered at least ten years of satisfactory service in the position of County Superintendent leaving such position due to retirement, age, disability, or other valid reasons, or is promoted to a higher position in municipal service. Consideration shall also be given to Superintendents with less than ten years of satisfactory service if they have: 1) served as an officer of the Association and; 2) have been a very active member, have contributed per the criteria detailed below and have served on at least one committee. The final determination of eligibility shall be made by the Executive Committee.

b) The Superintendent shall have contributed substantially in promoting the ideals and purposes of the Association. Contributions to the Association shall have been in the form of conference and business meeting attendance, active participation in business meeting discussions, conference calls and active participation in one or more committees.

2. Honorary Life Member

The following criteria should be considered for Honorary Lifetime Membership eligibility: The individual shall have rendered meaningful, noteworthy or generous service to the Association in promoting the ideas and purposes of the Association. The final determination of eligibility shall be made by the Executive Committee. Such Honorary Lifetime Members shall have conference registration fees waived and shall have the cost of a banquet lunch or dinner covered by the association.

3. Affiliate Members

The Executive Committee shall encourage affiliate membership according to Section 5 of the Constitution. Affiliate Members shall have no vote in association business meetings. However, NYSCHSA encourage active participation by Affiliate Members including providing feedback and input on association policies and actions. Annual dues shall be as recommended by the Treasurer and approved by vote at a general meeting or at an Executive Committee meeting.

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