

CONSTITUTION OF THE SOUTHERN ASSOCIATION OF STATE HIGHWAY AND TRANSPORTATION OFFICIALS

Article I – Name

The organization shall be called the Southern Association of State Highway and Transportation Officials (hereinafter referred to as “the Association”). The southern region represented by the Association includes the states of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia and West Virginia and the Commonwealth of Puerto Rico (hereinafter collectively referred to as the “Member States”). The Association has a cooperative relationship with the American Association of State Highway and Transportation Officials.

Article II – Purpose

The purpose for which the Association is organized and for which it shall be perpetuated is to encourage a balanced transportation system within the Member States; to study the various materials, methods of construction and maintenance and to discuss common problems experienced with transportation facilities; to exchange ideas and evaluate programs within the aviation, highway, rail, transit and water modes of transportation; to cooperate in every way possible with the U.S. Department of Transportation, the Federal Highway Administration, the Federal Aviation Administration, the Federal Railroad Administration and the Federal Transit Administration in the consideration of transportation problems; and to support legislation for the purpose of protecting capital investments in current transportation systems and for improving transportation programs.

Article III – Membership

A) Members - The Members of the Association shall be the state highway or transportation departments (or equivalent) of the Member States. Each Member State shall have one vote.

B) Delegates - The Delegates from the Member States shall be the Transportation Secretaries, Commissioners, Directors and other chief directing officials actively engaged in the administrative work of the various transportation departments of the member states and the local and regional representatives of the U.S. Department of Transportation, Federal Highway Administration, Federal Aviation Administration, Federal Railroad Administration and Federal Transit Administration in member states. Delegates shall have the privilege of attending meetings, participating in discussions, serving on committees, and voting on matters except as otherwise provided herein.

C) Associate Delegates - The Associate Delegates of this Association shall be composed of former state transportation officials of the Member States and professors of transportation engineering in accredited universities of the Member States. Associate Delegates

shall be entitled to participate in discussion but shall not have the privilege of voting upon any subject.

D) Honorary Members - Honorary Members shall be persons who have served as President of SASHTO, or who have rendered acknowledged eminent service and have made valuable and outstanding contributions to transportation and who have been selected by the unanimous vote of the Board of Directors. Honorary Delegates shall be entitled to participate in discussions, but shall not have the privilege of voting on any subject.

Article IV - Officers

The officers of this Association shall be selected from the Delegates. The officers shall be President, Vice President, Secretary, Treasurer and a Board of Directors.

A) President and Vice President – The President and Vice President shall be elected by the Board of Directors at the Annual Meeting of the Association. They shall hold offices for one year or until their successors are duly elected and installed. Any vacancy in the offices of President or Vice President shall be filled for the unexpired term by the Board of Directors. The President shall preside at all meetings, and in the President's absence the office shall be filled by the Vice President. In the absence of both President and Vice President, the members shall elect a President pro tem. The President shall call all meetings not especially provided for and shall appoint all committees not otherwise elected.

B) Secretary – The Secretary shall be appointed by the President for a term to coincide with the term of the President. The Secretary shall maintain the important documents of the Association, record and maintain Board of Director minutes, issue all notices of Board meetings, maintain a list of all committees and task forces, and perform any other duties that the President or Board of Directors may direct. The Secretary shall provide a summary of the Board of Directors' meeting to each member of the Board of Directors. This summary shall include the election of officers, resolutions, committee reports, and other actions and business conducted at the Board of Directors meeting. In addition, the Secretary shall serve as the Chair of the SASHTO Strategic Transportation Initiatives Committee (STIC) and shall be responsible for arranging and guiding conference calls and other meetings as appropriate, for developing resolutions for consideration by the Board of Directors, and for reporting STIC business to the Board of Directors.

C) Treasurer – The Treasurer shall be elected by the Board of Directors for a term of three years. The Treasurer shall keep a record of all accounts and transactions, have charge of all finances, make all necessary tax filings, and perform any other duties that the President or Board of Directors may direct. At the conclusion of his/her term, the Treasurer will provide a financial accounting to the Board of Directors and deliver all important documents, including audit reviews, tax filings and registrations to his/her successor in office. The Treasurer shall provide an annual financial report to each member of the Board of Directors.

D) Board of Directors - The Board of Directors shall be composed of one representative from each Member State and one representative from the Federal Highway Administration. The director of each Member State shall be the executive head of the highway or transportation department of the Member State, or his/her designee. Vacancies on the Board of Directors shall be filled by the executive heads of the highway or transportation departments of the Member States. The Secretary and Treasurer shall be ex-officio members of the Board of Directors. Each Member State is limited to one vote.

The Board of Directors shall have charge of the executive work of the Association and of any matters, including legislative, referred to it by the Association. All legislative matters upon which a vote is to be taken shall be submitted to each Member State. A majority vote of the Board of Directors, either by personal vote in assembly, electronic conference, or by letter ballot, filed with the Secretary shall constitute official action of the Association.

There shall be at least two Board of Directors business meetings each year: one at the Association's Annual Meeting and one at the Annual Meeting of the American Association of State Highway and Transportation Officials.

A majority of the Directors, or their designees, present in person or by conference call, shall constitute a quorum for the Board of Directors to transact any or all business, and the affirmative vote of said majority shall be considered the action of the Association and binding on the officers and committees thereof. Actions may also be taken by e-mail or letter ballot when initiated by the President with the concurrence of all Member States. Letter or e-mail ballots shall be filed with the Secretary.

Article V - Committees and Task Forces

The Board of Directors shall designate such standing committees as needed. Each Member State and the U.S. Department of Transportation shall be entitled to at least one representative on each committee. Task forces may be appointed by the President at any time. The Secretary shall maintain a list of the membership of all committees and task forces.

The Secretary shall serve as Chairperson of the Nominating Committee, with two other members being named by the President. The Nominating Committee shall nominate candidates for President and Vice President for the Board of Directors' consideration.

A Strategic Transportation Issues Committee shall perform in an advisory role to the Board of Directors. The Committee shall develop resolutions for consideration by the Board of Directors and shall advise on policy issues as requested. Membership shall be comprised of one representative and an alternate from each Member State appointed by the executive head of the highway or transportation department of the Member State. The Secretary shall serve as Chairperson, and the Vice Chairperson of the Committee shall be appointed by the President.

Active committees and task groups shall submit a report to the Board of Directors at each annual meeting.

Article VI – Annual Meetings

The Annual Meeting of the Association shall be held each year at such time and place as may be designated by the Board of Directors. The purpose of the Annual Meeting is to exchange ideas, discuss common problems, share best practices, and present technical sessions on highway and transportation matters. Guidelines on the conduct of the Annual Meeting are included in Appendix A.

Special meetings may also be called by the President or upon a majority vote of the Board of Directors.

The President and Vice President of the Association, or their designees, are authorized to enter into contractual agreements on behalf of the Association for the purpose of conducting the Annual Meeting.

Article VII – Administrative Expenses

To the extent allowed by law, the administrative expenses of the Association shall be borne by the members. To the extent such expenses are not so borne, they may be defrayed by the assessment of annual dues to be paid at the beginning of each calendar year by each member department. The amount of this assessment shall be set by the Board of Directors at a duly called meeting. Each Member State shall be billed for this assessment by the Treasurer, who shall be responsible for collection.

Article VIII – Amendments

This Constitution may be amended by a majority vote of the members of the Board of Directors by e-mail or letter ballot or at a duly called meeting after 30 days' written notice of the proposed change.

Article IX – Persons Eligible for Attendance at Meetings

Officials and employees of the state departments of transportation and the U.S. DOT may attend all general and group meetings of the Association. All general meetings of the Association are open to federal, state, and local government officials and employees; private sector attendees; representatives of national, commercial or other organizations; and the general public.

Article X – Fiscal Year

The Association's fiscal year shall be a calendar year.

APPENDIX A

Annual Meeting Guidelines

- 1) Unless otherwise indicated by the Board of Directors, the time and place of the Annual Meeting shall be at the discretion of the host state; however, the host state will coordinate with AASHTO staff as necessary to avoid conflicts with other AASHTO meeting dates. Member States will serve in the following order unless two states agree to switch their order or unless the Board of Directors approves a change: Arkansas, Kentucky, South Carolina, Louisiana, North Carolina, Tennessee, West Virginia, Virginia, Texas, Georgia, Florida, Mississippi, and Alabama. Puerto Rico may be a future Annual Meeting host if deemed to be mutually feasible.
- 2) Unless otherwise indicated by the Board of Directors, the format of the annual meeting shall be left to the discretion of the host state.
- 3) The amount of the registration fee for the annual meeting shall be left to the discretion of the host state with the goal of providing adequate revenue for an enjoyable and rewarding conference and at a cost that will allow for maximum attendance.
- 4) The Treasurer will distribute funds generated by the annual SASHTO Conference in the following order and priority:
 - 1st – Payment of all conference fees and expenses.
 - 2nd – Reservation of funds for administrative purposes in the amount of \$20,000.
 - 3rd – Reservation of funds for a contingency in the amount of \$220,000.
 - 4th – Reservation of seed money for the next host state in the amount of \$150,000.
 - 5th – Reservation of seed money for the SASHTO Vice President State in the amount of \$60,000.
 - 6th – Distribution of funds in the amount of \$15,000 on behalf of each member state for a total of \$210,000 to be distributed in a manner selected by each member state. In the event that the maximum amount of \$210,000 is not available, the amount will be reduced to the available total divided equally among the member states.
 - 7th – Should additional funds be available, the SASHTO Vice President State may seek an additional distribution of seed money. This distribution must be approved by the Board of Directors and can only be made after the distribution or reservation of funds for items 1 through 6 above have been completed.
 - 8th – Distribution of any final remaining funds, up to the maximum 10% of the current overall revenues, will be available to the next host state to serve as a reserve fund. Any final remaining funds greater than 10% of the overall revenues will be distributed

equally among the member states to be used in a manner consistent with the purposes of SASHTO as stated in the Constitution.

5) RESERVED

- 6) The Secretary shall be responsible for preparing an amended version of the Constitution to reflect any revisions adopted by the Board during the annual meeting.

Precedent & Customs

- 1) The President is normally the head of the department of transportation in the host state.
- 2) The Vice President is normally the chief administrative officer of the department of transportation in the state next to serve as host state.
- 3) The cost of meals and general entertainment provided by the conference is normally included in the delegate registration fee for delegates and in the spouse/guest's registration fee, although this may vary depending on desires of the host state.
- 4) The Association normally hosts a luncheon for the Board of Directors and invited federal officials.

Annual Meeting Procedure

- 1) Hospitality rooms, social hours and other social functions shall be conducted in the best taste and with the decorum befitting a convention of public employees. Except for the official SASHTO Hospitality Rooms managed by the host state, none shall be held before 5:00 p.m. or extend after 10:00 p.m. or during the hours of the SASHTO functions.
- 2) The host state shall have the option of having a Family Night Dinner and an Opening Night Delegate Reception on separate nights or of combining the two functions.
- 3) There shall be a time established at the Annual Meeting for the formal installation of the new President. Formal acknowledgement of the Vice-President and other officers shall be at the discretion of the host state.

This Constitution was adopted in September 2003, in Charleston, West Virginia; amended on August 8, 2006 in Atlanta, Georgia; amended on August 7, 2007 in Huntsville, Alabama; amended on November 19, 2012 in Pittsburgh, Pennsylvania; amended on May 15, 2015 in Cheyenne, Wyoming; amended on November 15, 2016 in Boston, Massachusetts; amended on May 24, 2018 in Franklin, Tennessee; amended on October 9, 2019 in St. Louis, Missouri; amended on August 7, 2023 in Mobile, Alabama; and amended on November 16, 2023 in Indianapolis, Indiana.