

BY-LAWS



ADOPTED

October 27, 2016

President:

C. F. Kupperberg

Senior Vice President:

Fanni Wesson

ASSOCIATION OF RETIRED ARKANSAS STATE HIGHWAY & TRANSPORTATION DEPARTMENT EMPLOYEES

BYLAWS

The purposes for which the Association is organized are:

To promote continued fellowship and good will among its members.

To protect and preserve the interest of all its members in areas of their retirement, life insurance and medical benefits.

To promote legislation that will protect and advance the benefits of all its members.

To oppose legislation, rules and regulations seen to be harmful or unfriendly to the interests of all members.

To persuade all members, acting as Good-will Ambassadors, to promote the activities and traditions of the Arkansas State Highway & Transportation Department (AHTD).

Endorsing or opposing of specific candidates is not within the purpose of the Association.

ARTICLE I – MEMBERSHIP

SECTION 1. ELIGIBILITY

Membership in the Association is limited to AHTD retirees and/or spouses, widows or widowers. Honorary membership may be extended to persons having an interest in and demonstrating support for the goals of the Association. Honorary membership may originate with each Chapter and shall be subject to the approval of the Executive Committee. Honorary members shall not have voting rights. Payment of dues will not be required for Honorary membership. Retirees/spouses shall become members upon payment of dues. Spouses of retirees, who are paid members, shall be eligible to hold all offices with the exception of the president. Termination of membership shall be made upon recommendation by the Chapter and approved by the Executive Committee.

SECTION 2. DUES

Dues shall be paid annually, on a calendar year basis and the amount shall be set by the Executive Committee. Dues shall be collected by the Association treasurer. A percentage of the annual dues, as set by the Executive Committee, shall be returned to the Chapter, normally within 30 days of receipt.

ARTICLE II – BOARD OF TRUSTEES

The Board of Trustees shall consist of three active Association members and represent the Association as the legal corporation officers as may be required by the State of Arkansas and the U.S. Government. The Board of Trustees shall be appointed by the Executive Committee and serve staggered terms of three years. Candidates for the Board shall be members of the Association in good standing.

ARTICLE III – OFFICERS

SECTION 1. OFFICERS

The Officers of the Association shall consist of the following:

PRESIDENT

SENIOR VICE PRESIDENT

VICE PRESIDENT

SECRETARY

TREASURER

RETIREMENT BOARD MEMBER (EX-OFFICIO MEMBER)

This retiree may or may not be a member of the Retiree Association

SECTION 2. ELECTION AND TERM OF OFFICE

A. Election of Officers: The election of officers will be held during the business session of the annual meeting. The Nominating Committee shall submit to the president its recommendation for nominees to the various offices for the incoming year. Additional nominations for any office may be made from the floor. The nominee receiving the majority of votes will be declared the winner and shall assume the responsibility January 1 of the incoming year. The elected officers shall serve a one year term and may be reelected. The maximum number of consecutive terms an officer may serve shall be three years unless recommended by the president and approved by vote of the Executive Committee.

B. Replacement of Vacated Offices: If a vacancy occurs in any office prior to the expiration of their term, the vacancy shall be filled by a majority vote of the Executive Committee. This term extends to the next regular election.

SECTION 3. DUTIES AND RESPONSIBILITIES

A. **President:** It shall be the duty of the president to preside over all meetings of the Association and of the Executive Committee. The president shall be an ex-officio member of all committees and shall appoint members and a chairman of all committees. The president shall have general direction of the business of the Association. The president or a designated representative shall maintain all records, data and photographs for a state scrapbook (photograph album) which may include original, photocopied or electronic photographs. This information may be made available for viewing at the Annual Meeting and at other locations as deemed appropriate.

B. **Senior Vice President:** It shall be the duty of the senior vice president to act as the president in the president's absence and to undertake assignments at the request of the president and the Executive Committee.

C. **Vice President:** In the absence of, or in the case of the inability of the president and senior vice president to serve, it shall be the duty of the vice president to perform all the duties of the president.

D. **Secretary:** The secretary will record the minutes of each meeting and read them at the following meeting for approval. The secretary shall work with the proper committees to see that all members receive proper notification of the next meeting. The secretary, at the direction of the president, shall handle all correspondence concerning the Association.

E. **Treasurer:** The treasurer shall collect all dues and funds payable to the Association and deposit all funds in the bank account of the Association. Disbursements from the account will be made by check bearing signature of the treasurer, president, or senior vice president. The treasurer shall prepare a financial statement showing all debits and credits to the bank account, showing the source of all funds, and the purpose for which they are dispensed. The treasurer shall present an accounting report for review to the Audit Committee upon request. The treasurer shall keep an accurate, current file on all the business relative to the Association.

F. The secretary and treasurer offices may be combined at the discretion of the president with the approval of the Executive Committee.

G. **Retirement Board Representative (Ex-officio):** This office is not elected by the Association members, but is a position, which is elected by vote of all AHTD retirees in accordance with Act 615 of the 1993 State Legislature. The elected Retirement Board Representative or a designated alternate is requested to report all Board actions and proposed actions to the Association president for distribution to the membership.

ARTICLE IV - COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

A. Membership: The Executive Committee shall consist of the president, immediate past president, duly elected Association Officers, chapter presidents or their designated representative. Between regularly scheduled Executive Committee meetings, necessary Association business will be acted upon as necessary by an Administrative Executive Committee consisting of the president, senior vice president, vice president, secretary treasurer, and four chapter presidents, which have been selected by the Executive Committee. All business conducted by the Administrative Executive Committee will be brought before the full Executive Committee during regularly schedule meetings. The Association president shall serve as chairman.

B. Responsibilities: The Executive Committee shall provide assistance and advice to the officers with regard to matters concerning the Association. The Executive Committee shall approve an annual budget and amendments, as submitted by the president, and ratify all expenditures and other business conducted by the Administrative Executive Committee between regularly scheduled meetings. Association business, which in the opinion of the president requires prompt action, may be handled by phone or e-mail polling of the Administrative Executive Committee.

SECTION 2. AUDIT COMMITTEE

The Audit Committee shall perform a Bi-Annual or other audit of the Association's financial records of the treasurer as deemed necessary by the president and approved by the Executive Committee. The Audit Committee may request guidance and assistance from Internal Audit of AHTD as needed. The Audit Committee shall, in its report to the president, make recommendations it deems necessary. The president will make the Audit Committee's report and recommendations available to the Executive Committee for consideration and appropriate action(s).

SECTION 3. MEMBERSHIP COMMITTEE

The purpose of the Membership Committee is to promote membership in the Association, attendance to all meetings, and the generation of interest among members for Association Officer positions.

SECTION 4. SPECIAL COMMITTEES

The president shall appoint special committees as deemed necessary.

ARTICLE V - MEETINGS

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall meet at a time and place to be announced by the president.

SECTION 2. COMMITTEE MEETINGS

All committee meetings shall be held at a time and place to be announced by the chairman of that committee. The president shall be notified of the time and place of each meeting and invited to attend.

SECTION 3. ANNUAL AND SPECIAL MEETINGS

An annual meeting shall be held in the fall of each year as set by the Executive Committee.

Special meetings of the Association shall be called by the president when necessary or upon written request of one-tenth of the Association members.

SECTION 4. PARLIAMENTARY RULES

All meetings shall be conducted in accordance with Robert's Rules of Order (Revised). A parliamentarian may be appointed by the President.

SECTION 5. QUORUM

A quorum for the Association to conduct business shall be one-twentieth (1/20) or more of the voting membership.

A quorum for all committees shall be a majority (more than half) of the membership of the respective committee, unless otherwise ordered (see ARTICLE V, SECTION 4; above).

ARTICLE VI - CHAPTERS

SECTION 1. MEMBERSHIP

Each of the Highway Districts shall be eligible for one or more Chapters. A Chapter may be organized within the provisions of the Articles of Incorporation and Bylaws of the Association.

SECTION 2. OFFICERS

The officers of the Chapter shall be the president, vice president, secretary, treasurer and any other position deemed necessary to conduct Chapter affairs. The secretary and treasurer offices may be combined at the discretion of the president with the approval of the Chapter. The elected officers shall serve a one-year term and may be reelected. The maximum number of consecutive terms an officer may serve shall be three years unless recommended by the Chapter.

SECTION 3. DUTIES OF THE OFFICERS

The duties of the Chapter officers shall be similar to the corresponding Association officers as relating to Chapter business. Total dues collected at the Chapter shall be forwarded to the Association as promptly as practical and normally within 30 days of collection.

SECTION 4. CHAPTER ELECTIONS

Each Chapter shall conduct the election of officers and notify the Association president prior to the annual meeting. If a vacancy occurs in any office at the Chapter level prior to the expiration of their terms, they shall be replaced by a vote of the majority of members present at the next regular Chapter meeting. This term will extend until the next regular election of Chapter officers. The Chapter president shall notify the Association president of the change of officers.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended at the Association's annual meeting by majority vote of members present and voting, providing that a 30-day notification to the membership has been given. Proposed amendments shall be submitted to the Association president for consideration by the Executive Committee prior to July 1.

