

HEEP CONSTITUTION

ADOPTED OCTOBER 1971

REVISED OCTOBER 1981

REVISED OCTOBER 1982

REVISED OCTOBER 1983

REVISED OCTOBER 1984

REVISED OCTOBER 1994

REVISED SEPTEMBER 2006

REVISED SEPTEMBER 2008

Revised October 2013



ARTICLE I - Name

The name of this association shall be HIGHWAY ENGINEERING EXCHANGE PROGRAM and may be referred to as HEEP. The official symbol shall be the logo:



The objectives of HEEP are:

To promote knowledge about the use of automated technology in providing assistance in providing solutions to transportation challenges.

To promote free exchange of computer programs, technology knowledge and use and related topics among HEEP membership.

To increase the effectiveness of computer technology usage by HEEP membership.

ARTICLE III - Areas

Section 1

To allow for reasonable representation on the Board of Directors, HEEP shall be divided into geographic Areas. The number and boundaries of Areas shall be as defined in the By-Laws and supported by a map attached to those By-Laws (Appendix A). All Members and Associates shall be assigned to Areas.

Section 2

Application for transfer of Area or change of Area boundaries shall be made to the Board of Directors, through the HEEP Secretary, at any time prior to the executive business session of an Annual HEEP meeting. The Board of Directors shall study the request, considering the effect upon the Member or Associate, and the Areas affected. The Board of Directors shall accept or deny the application as they deem appropriate for the best interests of HEEP.

Section 3

Each area shall follow the By-Laws of the parent HEEP Organization. Any recommended changes to By-laws and Constitution shall be submitted to the Board of Directors for review and action.

Areas shall be governed by a Director who is elected during the executive business session at the annual HEEP meeting. Area Director's will be responsible for the following:

- Providing a student from the area for the annual student competition at HEEP.
- Communicating with Area members.
- Recruiting Area members to attend the annual IHEEP meeting.

Section 4

HEEP Board of directors can appoint temporary area directors as needed to facilitate reorganization or reconstitution of area or areas.

ARTICLE IV - Membership

Section 1

Regular or associate membership shall be automatic for all organizations apparently active at the time of adoption of this constitution. It shall be granted to others who subscribe to the objectives of HEEP and who apply after that date, subject to the provisions of other sections of this Article. International membership is intended and encouraged.

Section 2

A regular membership (Member) may be held by any of the following who practice or offer instruction in Transportation Engineering:

- An Agency, Department, or equivalent governmental organization that is an officially constituted or designated unit of a sovereign Country's national government.

- An Agency, Department, or equivalent governmental organization of a State, Province, or similarly constituted unit of a sovereign Country.

- An Agency, Department, or equivalent governmental organization of a County or City, or similarly constituted unit of a State.

- Institutions of higher education.

Each Member is entitled to a single vote and only one of its representatives can hold an office as defined in Article V.

Section 3

An associate membership (Associate) may be held by any interested organization in the transportation field. Associates have no voting rights, nor are they eligible for the offices of HEEP President, HEEP Vice President, HEEP Secretary, or Area Director.

Section 4

Membership may be withdrawn by the HEEP Board of Directors upon evidence of the intent to misuse or misrepresentation of HEEP by member or member organization.

Section 5

Misuse of membership shall be assumed for any organization that uses HEEP for any purpose that conflicts with the objectives of HEEP or that attempts to use the floor, the mailings, or the mailing lists of HEEP for the principal purpose of private or corporate gain.

ARTICLE V - Board of Directors

Section 1

The Board of Directors of HEEP shall consist of the two immediate Past Presidents of HEEP, the current HEEP President, Vice President, Secretary, Area Directors and the Education and Student Participation Program (ESPP) Coordinators.

Section 2

The HEEP Officers shall be the President, Vice President and Secretary. The HEEP Officers shall be approved at the Annual Meeting of HEEP, their term of office shall commence at the beginning of the next calendar year.

Section 3

The President shall preside over both the Board of Directors and HEEP in general.

Section 4

The incoming Vice President, ordinarily the outgoing Secretary, is charged with the responsibility of coordinating the submission of HEEP agency annual newsletters. Each HEEP representative is to be polled for contributions.

The compiled HEEP Newsletter should be available to members 30 days prior to the Annual meeting. As a minimum, the newsletter is to contain the following:

- A summation of the past International meeting, including Board of Directors meetings and General Membership meetings.
- A summation of Area Activities.
- A listing of HEEP representatives as appears on the official rolls of the organization.
- A summation of new automation developments from the aforementioned polling of the HEEP representatives.

Section 5

The Secretary shall maintain the database(s) of all Members, Associates Members, and their delegates together with mailing addresses, records of attendance at meetings. Members and Associate members may have as many individuals as desired, but will be limited to only one HEEP Primary Representative, in the HEEP delegate database and any Area databases or mailing list(s). The Secretary may delegate the actual gathering and maintenance of database(s) to the Area Directors and/or others. The Secretary may not allow the use of the database(s) for commercial purposes. The Secretary shall make recommendations at the HEEP Annual Meeting each year to the officers for removal of Members, Associates, and delegates for inactivity.

Section 6

A vacancy in the office of President shall be filled by the Vice President. A vacancy in the office of Vice President or Secretary shall be filled by appointment by the International President.

Section 7

The duties of the HEEP Officers shall be as set forth in this Constitution, the HEEP By-Laws, and in addition, from year to year, as directed by the membership at any HEEP meeting or by mutual consent of the HEEP Officers.

Section 8

The HEEP Officers and Area Directors shall make such decisions as are necessary from time to time, governing the maintenance and distribution of membership lists.

Section 9

The Board of Directors shall, at a minimum, communicate quarterly to govern the activities of HEEP. A HEEP Officer shall be responsible for scheduling the communication. The Secretary shall be responsible for taking and distributing minutes of the communication.

ARTICLE VI - Meetings

Section 1

There shall be an Annual Meeting of the general membership of HEEP. The time and place of each succeeding Annual Meeting shall be decided by the incoming President. The President, acting with approval of the majority of the Board of Directors, may change the site of the Annual Meeting for reasonable cause. Final notice of the meeting site dates and agenda shall be sent to all members and associate members no less than six weeks

before the meeting. All such notices or other general correspondence shall be sent to the list of Members and Associates that is maintained by the Secretary.

Section 2

Special meetings of the general membership or of the Board of Directors of HEEP may be called by the International President or the majority of the Board of Directors. The call of the special meeting must state the business to be transacted.

Section 3

No business shall be conducted at any meetings without a quorum. A quorum shall be defined as a minimum of:

- a) At the HEEP Business Meetings - 15 members
- b) At Board of Directors meetings - 7 members of the Board of Directors.

ARTICLE VII - Amendments

Section 1

Amendments to the Constitution may also be made at any annual HEEP meeting without previous notice by:

- a) Proposal by any member, and acceptance for consideration by two-thirds of the members in attendance.
- b) Proposal by the Board of Directors, and acceptance for consideration by a simple majority of the members in attendance.

Section 2

Constitutional amendments require a three-fourths vote of those members in attendance.

Section 3

By-laws, guidelines, and other documents subservient to this constitution may be adopted, amended or repealed at any time by two-thirds vote of the Board of Directors

Section 4

Standing rules for the conduct of business at any meeting may be adopted for that meeting by a simple majority vote.

HEEP BY-LAWS

ADOPTED OCTOBER 1971

REVISED OCTOBER 1981

REVISED OCTOBER 1989

REVISED SEPTEMBER 1993

REVISED OCTOBER 1994

REVISED SEPTEMBER 2006

REVISED SEPTEMBER 2008

Revised October 2013

ARTICLE I - Dues, Fees

Section 1

There shall be no dues in HEEP, or fees for circulation of newsletters or information.

Section 2

Registration fees to defray the costs of meeting or conference rooms, and associated meeting costs shall be allowed. The President shall approve the amount of registration fees at Annual HEEP meetings. The President shall cause an account of such receipts and expenses to be kept for inspection by the officers or members of HEEP upon request for a period of 36 months after their occurrence. Any surplus which accrues shall be applied to future legitimate expenses of HEEP. It is intended that HEEP may develop and maintain a permanent treasury only to the extent of providing adequate startup finances for the next meeting.

Excess funds may be transferred to an Area, ESPP or money market funds.

Section 3

When Agency travel budgets prevent HEEP or Area Directors attendance at Area V meetings, available IHEEP funds may be used to cover actual commercial airline expenses incurred to support conference attendance. Such expenditures should only be incurred in the absence of all other funding alternatives and with the approval of the Board of Directors. At the discretion of the President, registration and hotel expenses may be waived and/or paid for by HEEP..

If Agency travel restrictions prevent a Vice President or Secretary's designated conference coordinator or alternate from attending a prior HEEP then HEEP funds may be used to cover actual commercial airline and hotel expenses with majority approval of the Board of Directors

ARTICLE II - Area Boundaries

Section 1

HEEP shall be divided into geographic areas as indicated on Appendix A, which should be regarded as an integral part of this Article of the By-Laws.

ARTICLE III - Committee

Section 1

The members of HEEP may, by two-thirds vote of those in attendance at any meeting, institute any Standing Committee it desires, for any purpose consistent with the HEEP Constitution and By-Laws.

Section 2

The President, with a simple majority approval of the Board of Directors, may institute Special Committees for a period of one year or until the next Annual Meeting.

Section 3

The President shall appoint all members of Committees with the advice and counsel of the Board of Directors. The President shall further define the duties of all Committees.

Section 4

All committees shall submit an annual or final report to the authority that caused their appointment. Such reports may be formal or informal as directed by the President.

ARTICLE IV - Affiliation

Section 1

No affiliation of HEEP with other organizations may be made by the officers or membership in HEEP without specific change in these By-Laws and after careful consideration.

Section 2

Cooperation with other organizations, to the extent it does not compromise HEEP, is specifically allowed.

ARTICLE V - Vendor Participation

Section 1

Vendors (software and hardware) offer a broad range of new technical knowledge in new technical developments. Presentations at HEEP meetings by vendors shall reflect innovative or "state of the art" information with no promotional emphasis.

Section 2

The authority to monitor the content of presentation shall reside with the HEEP President at Annual meetings.

Section 3

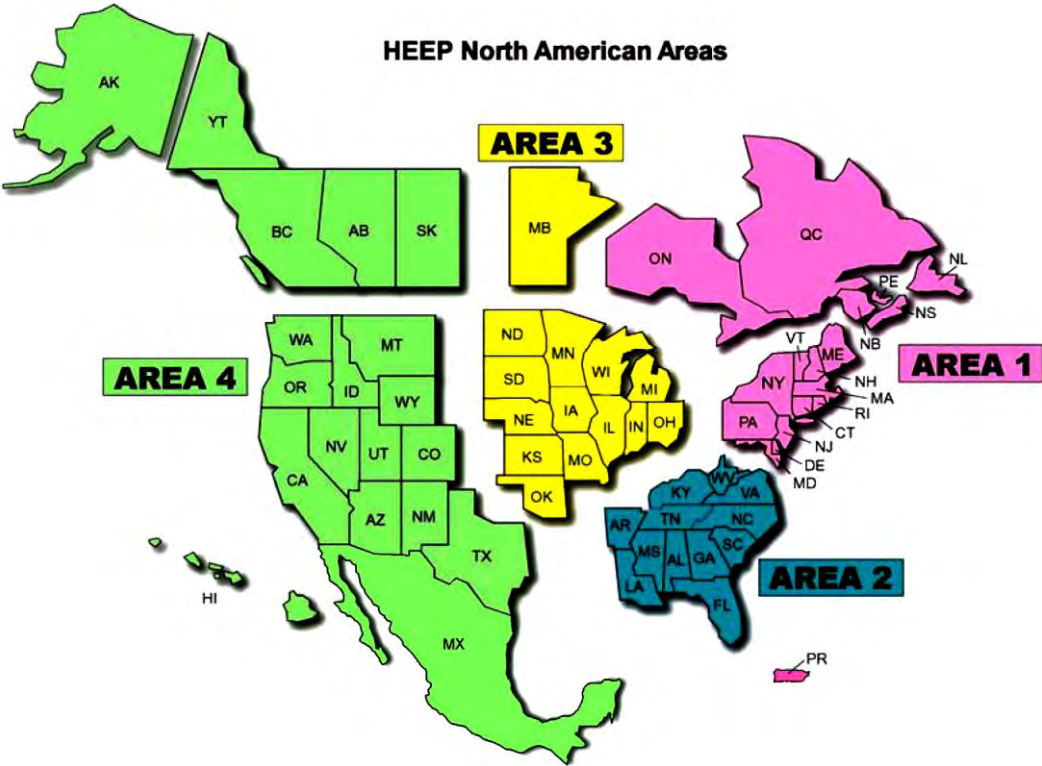
Vendors are encouraged to have display rooms/booths for promotional literature and/or demonstrations. Vendor display rooms/booths will not be open during regularly scheduled HEEP presentations except for private showings by appointment. The location and reception times for vendor display rooms/booths will be announced. Vendors will be responsible for making their own arrangements for rooms/booths.

Vendor display rooms/booths will be open as scheduled by HEEP President. (minimal time requirement???)

Section 4

Since HEEP meetings are open to anyone who pays the registration fee, all vendor representatives should register for conference activities whether participating in the program or hosting display rooms/booths.

HEEP BY-LAWS



Appendix A

September 2006

