

**AREA II HIGHWAY ENGINEERING EXCHANGE PROGRAM**  
**BY - LAWS**

**ARTICLE I - NAME**

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



**ARTICLE II - Objectives**

The objectives of Area II HEEP are consistent with those of International HEEP as they may be amended from time to time.

**ARTICLE III - Membership**

**Section 1**

The Membership of Area II HEEP shall consist of all members of the International HEEP domiciled in Area II as defined by the current international constitution and by-laws and such other members as, from time to time, shall be assigned to Area II under the provisions of the international constitution and by-laws.

Grade or class of membership shall be the same as that held in the International HEEP Association.

**Section 2**

Each member is entitled to a single vote. Only one of its representatives can hold a single elected office as defined in Article V.

Associate members (Associates) have no voting rights, nor are they eligible for the offices of Director or Secretary.

### Section 3

Member or Associates shall designate such representatives as are required by the HEEP or Area Secretaries, from time to time. Designation of representatives, except in holding office, is meant to be freely transferable by the Member or Associate.

## **ARTICLE IV - Amendments to By-Laws**

### Section 1

By-laws for Area II HEEP may be adopted or amended by a two-thirds vote of the Members attending an Area II HEEP Meeting.

### Section 2

By-laws adopted or amended by Area II HEEP must be submitted to the HEEP Secretary prior to the next annual International HEEP Meeting for review, and become effective upon approval by the International HEEP officers.

## **ARTICLE V - Officers**

### Section 1

The officers of Area II HEEP shall be a Director and a Secretary.

### Section 2

The Director and Secretary shall be elected by majority of those in attendance at the Annual Area II HEEP Meeting. All officers shall assume office January 1 of the year following their election.

### Section 3

A majority of votes cast by members present at a meeting shall be necessary to constitute an election.

### Section 4

A vacancy in the office of Director shall be filled by the Secretary. A vacancy in the office of Secretary shall be filled by appointment by the Director.

### Section 5

The duties of the Area II Officers shall be as set forth in these By-Laws, and in addition, from year to year, as directed by the membership at any Area II HEEP Meeting or by mutual consent of the officers.

## Section 6

The Area II Director shall have the authority to call special meetings of the officers or to call special meetings of the membership of Area II HEEP. He shall initiate the planning for the annual meetings, work for the continued welfare of Area II HEEP and its membership, and shall represent Area II HEEP in a manner consistent with the letter and spirit of International HEEP and these By-Laws.

## Section 7

The Secretary shall cause a list to be maintained of all Members and Associates together with mailing, addressed, records of attendance at meetings, and at least the name of the prime designated representative. He shall make the list available to the International HEEP Secretary. He shall not allow the use of the list, in part or whole, for commercial purposes. He shall make recommendations, at the Annual Area II HEEP Meeting each year, to the officers for removal of Members and Associates for inactivity.

## Section 8

An officer shall not succeed himself in the same office. No more than one of the elected officers shall be from the same representative organization.

# **ARTICLE VI - Meetings**

## Section 1

The Annual Area II HEEP Meeting shall be held in the resident state of the current Director. The Director shall designate the site of the meeting. The Meeting shall be held in June, if practical. The Director shall have the prerogative to change the date by a reasonable amount, for reasonable cause. Final notice of the meeting site, dates and agenda shall be sent to all Members and Associates four to six weeks before the meeting.

## Section 2

Special meeting of the general membership or of the officers of Area II HEEP may be called by the Director. The call of the special meeting must state the business to be transacted, and no business shall be transacted except that stated in the call, except by consent of two-thirds of the Members in attendance.

## Section 3

Regular Area meetings shall be held except that at least one Area meeting must be held between the international meetings.

## **ARTICLE VII - Dues, Fees**

### **Section 1**

There shall be no dues in Area II HEEP.

### **Section 2**

Nominal registration fees to defray the costs of meeting or conference rooms, and associated costs shall be allowed. The Director shall approve the amount of such registration fees at Area II HEEP meetings. The Director shall cause an account of such receipts and expenses to be kept for inspection by the officers or Members upon request for a period of 18 months after their occurrence. Any surplus which accrues shall be applied to future legitimate expenses of Area II HEEP. It is not intended that Area II HEEP develop and maintain a permanent treasury.

## **ARTICLE VIII - AREA Boundaries**

### **Section 1**

The boundaries of Area II HEEP shall be as indicated on the map currently incorporated in Article II, Section i of International By-Laws.

## **ARTICLE IX - Committees**

### **Section 1**

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

### **Section 2**

The Director may institute Special Committees for a period of one year or until the next Annual Meeting.

### **Section 3**

The Director shall appoint all members of Committees with the advice and counsel of the Area II HEEP Secretary. The Director 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 Director.

## **ARTICLE X - Affiliation**

### **Section 1**

No affiliation of Area II HEEP with other organizations may be made by the officers or membership in Area II 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 Area II HEEP, is specifically allowed.