WESTERN ASSOCIATION OF STATE HIGHWAY TRANSPORTATION OFFICIALS

CONSTITUTION

ARTICLE I

This organization shall be called the Western Association of State Highway and Transportation Officials. This Association is also referred to by the American Association of State Highway and Transportation Officials as Region No. 4.

ARTICLE II

Purpose

The purpose of WASHTO is to serve its member departments by:

- contributing to national policies on transportation issues that are responsive to members' needs;
- promoting a closer relationship between its members;
- advocating legislation that supports efficient and effective transportation systems, economic competitiveness and the environmental integrity of member states;
- providing a forum for exchanging ideas, exploring and adapting techniques, promoting quality and best practices for implementation;
- working with the United States Department of Transportation and other governmental agencies.

ARTICLE III

Department Membership

The Departments of Transportation or Highway Departments of the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, Texas, South Dakota, Utah, Washington and Wyoming, and the selected local, regional, or national offices of the United States Department of Transportation, the United States Forest Service, the Bureau of Indian Affairs, and the Bureau of Land Management shall each be a department member. Each state department member shall be entitled to one vote, to be cast by the
Chief Executive Officer of the department member, or his/her duly authorized representative either by personal vote in assembly, by letter ballot, or other method authorized by this Constitution or the organization’s Bylaws. Offices of the federal agencies shall serve as ex-officio, nonvoting department members.

Associate Membership

The transportation agencies of the Canadian provinces of British Columbia, Manitoba, and Saskatchewan, and the Navajo Nation are associate members of the Association.

Transportation entities or agencies of foreign nations or the United States of America shall be eligible for associate membership in the organization. Associate membership shall be subject to approval by two-thirds vote of the Board of Directors. Associate members shall have the right to participate in discussion of motions before the Board of Directors but shall not have the right to vote or make motions. Associate members may have nonvoting representation on committees, subcommittees, and task forces of the organization.

Individual Members

Individual members shall be commissioners or board members of the department of transportation or highway departments, the Chief Executive Officer, the chief engineer, and other department officials actively engaged in the administrative work of the various departments of transportation or highway departments of the state department members. Representatives of the United States Department of Transportation, the United States Forest Service, the Bureau of Indian Affairs, the National Park Service, the Bureau of Land Management, and the transportation entities of associate member departments shall have the right to participate as members in discussions but shall not have the right to vote or make motions.

ARTICLE IV

Officers and Committees

The officers of this Association shall be selected from the individual members. The officers shall be President, Vice-President, Secretary and Treasurer. The President and Vice President shall be elected by ballot at each annual meeting of the Association. Association officers shall hold office from the time of election until a qualified successor is elected.

President and Vice President

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 the President and the Vice-President, the department members shall elect a President Pro Tem by ballot in assembly. In the event the President is unable to serve the term of office for any reason, the Vice-President shall act as President until the next succeeding election of officers. In the event both the President and the Vice-President are unable to serve for their respective terms of office for any reason, the Board of Directors shall elect two active members to serve as President and Vice-President, respectively, until the next succeeding election of officers. If the Vice-President is unable to serve for his term of office for any reason, the President shall appoint an active member to serve until the next succeeding election of officers. The President
shall call all meetings not especially provided for and shall appoint all committees not otherwise selected.

The President and Vice President shall serve as the Regional Representative to the American Association of State Highway and Transportation Officials’ (AASHTO) Executive Committee. The term for service on this Executive Committee shall conform to the requirements outlined in the AASHTO Corporate By-Laws.

Secretary

The Secretary shall be appointed by the President and shall issue notices of all meetings, keep minutes of all meetings of the Association and perform any other duties that the officers of the Association or the members of the Board of Directors may direct.

Treasurer

The position of Treasurer shall be approved by a simple majority vote of the members present at the WASHTO Annual meeting. The Treasurer shall serve for four (4) years in the interest of fiduciary continuity of the Association and the need to institutionalize prudent financial policies and procedures. The Treasurer may be replaced at any regular meeting of the Association by a simple majority vote of the members present. Said replacement shall serve out the term of his or her predecessor (subject to the replacement clause of this section). The Treasurer shall keep a record of all financial accounts and transactions of the Association, have charge of all Association finances, follow the established Investment Plan, maintain the WASHTO Reference Guide (or its replacement document), maintain the WASHTO Website and perform any other duties that the officers of the Association or the members of the Board of Directors may direct. The Treasurer shall provide the Treasurer’s report at each meeting of the Association and cooperate with the Audit Committee during the Annual Audit.

Investment Plan

The Treasurer shall invest funds in a manner that will preserve the principal of funds invested while meeting the daily cash flow demands of the Association. Investments shall be made with judgment and care, under circumstances then prevailing that those persons of prudence, discretion, and intelligence exercise in the management of their own affairs, not for speculation but for investment, considering the probable safety of their capital, as well as the probable income to be derived. The standard of prudence to be used by investment officials shall be the "prudent person" standard and shall be applied in the context of managing an overall portfolio.

The primary objectives, in priority order, of the Association’s investment activities pursuant to this investment Policy shall be:

a. Preservation of Capital: Investments of the Association shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio.

b. Liquidity: The investment portfolio will remain sufficiently liquid to enable the Association to meet the operating requirements, which might be reasonably anticipated.

c. Return on Investments: The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints and the cash flow characteristics of the portfolio. It is recognized that in diversifying the portfolio, occasional measured losses due to market volatility are inevitable, and must be considered within the context of the overall portfolio’s investment return, provided that adequate diversification has been implemented.
Board of Directors

The Board of Directors shall be composed of the representative from each member department. The Board of Directors will vote on all matters on which a vote is to be taken. All resolutions which are to be considered and voted on by the Board of Directors must first be approved by the Resolutions Committee and distributed to each member of the Board of Directors no less that 48 hours prior to any action on such resolutions. The affirmative vote of ten (10) state department members either by personal vote in assembly or by letter ballot shall constitute official action of the Association. Two-thirds of the Board of Directors present at any meeting may approve the consideration and approval of an emergency resolution without the resolution having been distributed to the Board of Directors 48 hours prior to the meeting.

Nominating Committee

The Nominating Committee shall be appointed by the President and shall be comprised of three past WASHTO presidents who currently serve on the Board of Directors. The immediate past WASHTO president shall serve as chair of the committee. If there are less than three past presidents currently serving on the Board of Directors, the president shall fill the remaining slot(s) on the committee from the members of the Board of Directors. Each year, the Nominating Committee shall nominate candidates for President and Vice President at the WASHTO Annual Meeting. Beginning in 2012 and then every four years thereafter, the Nominating Committee shall include a candidate for the position of Treasurer. A Treasurer may serve multiple terms.

When requested by the American Association of State Highway and Transportation Officials (AASHTO) to nominate a representative of WASHTO for consideration as President or Vice President of AASHTO, the nominating committee shall produce a recommendation to be considered by the Board of Directors.

Auditing Committee

The Auditing Committee shall be appointed by the President and shall be comprised of two Individual Members of WASHTO and the Federal Representative from the Treasurer’s State, who will serve as the Chair of the Committee. The two Individual Members shall not be from Treasurer’s State. The Auditing Committee shall audit the Association’s accounts and report at the spring Board of Directors meeting. The Treasurer will initiate the meeting of the Audit Committee and provide all information necessary to complete the Audit.

Resolution Committee

The Resolution Committee shall be appointed by the President and shall be comprised of three to five members of the Board of Directors. The Chair of the Resolution Committee shall be appointed by the President. The Resolution Committee shall solicit, prepare and review all resolutions for submittal to the Board of Directors for consideration and vote. The Resolution Committee shall distribute all resolutions to each member of the Board of Directors no less that 48 hours prior to any action on such resolutions.

ARTICLE V

Meetings
The Association shall hold an annual meeting which will be held at such time and place as may be designated by the Association. At a meeting of the Association, the Board of Directors shall select the host state for the annual meeting to be held four years following the current meeting. The Association shall also meet during the American Association of State Highway and Transportation Officials annual meeting. A Spring Board of Directors meeting shall be held annually at a time and location designated by the President. Special meetings shall also be called upon the written petition of ten (10) state department members.

ARTICLE VI

Fiscal Year

The fiscal year of the Association shall be that of the federal government, commencing on October 1 of the preceding calendar year and ending on September 30.

ARTICLE VII

Quorum

The duly authorized representative in person of ten (10) state department members shall constitute a quorum to transact any and all business, and the affirmative vote of ten (10) department members shall be considered the action of the Association and binding upon the Association and its officers and committees. The President of the organization may conduct an email or phone ballot for those issues that he/she deems necessary to conduct the business of the organization. All email or phone ballot issues can only be approved by a two-thirds vote of all Board of Directors.

ARTICLE VIII

Amendments

This Constitution may be amended by a two-thirds vote of the state department members. Notification of the amendment must be presented to each Board of Directors member in writing at least one month prior to the meeting that the amendment will be voted on.
WESTERN ASSOCIATION OF STATE HIGHWAY TRANSPORTATION OFFICIALS

BYLAWS

SECTION 1

Standing and Special Committees

There shall be a committee on Construction/Materials, a Committee on Highway Transport, and a Committee on Maintenance together with such subcommittees and task forces as from time to time may be deemed necessary to support the Committees in their work. Membership on Committees for the purpose of voting is limited to one representative for each department member, as designated by the Chief Executive Officer of the department.

The President, with the concurrence of the Board of Directors, may appoint special committees for assignments of a special character such as particular phases of transportation research, special cooperative projects with other organizations and administrative issues relating to the WASHTO organization.

Committees shall follow the “Guidelines for Administration of Standing Committees” that is published on the WASHTO.org website. Each Standing Committee Chair shall submit an annual written report to the Secretary/Treasurer at least 30 days prior to the spring Board of Directors meeting.

The Chair of the Committees may create such subcommittees or task forces as necessary to discharge their assigned duties. Reports of subcommittees or task forces shall be made to the parent Committee.

Unless otherwise directed by the Chair of the parent Committee, task forces will terminate and disband with resolution of task force issue.

SECTION 2

Committee Assignments

COMMITTEE ON CONSTRUCTION/MATERIALS. The WASHTO Construction/ Materials Committee either as a unit or through its committee or task forces, shall report, investigate and recommend policies and procedures for general transportation engineering, materials engineering and construction operations which include contract administration, material recommendations, new
equipment reporting, construction techniques and procedures, specification writing and to disseminate this information to Member Departments; as new and improved technologies and equipment are brought forth in the future, this committee would serve as a testing ground for verification and recommendations to Member Departments.

**COMMITTEE ON HIGHWAY TRANSPORT.** The Committee on Highway Transport shall identify and explore major motor carrier industry-related transportation issues within the WASHTO region and across the international boundaries contiguous to the WASHTO region, to define actions and solutions, improve coordination and communication, and to recommend policies, position statements and standards to the WASHTO Board of Directors.

**COMMITTEE ON MAINTENANCE.** The mission of the WASHTO Committee on Maintenance is to provide a forum to share ideas, review state of the art maintenance practices, discuss current issues, and develop and analyze policy recommendations to facilitate the improvement of the maintenance programs of the WASHTO member organizations.

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**SECTION 3**

**Memorializing Workers Killed in the Line of Duty**

The Western Association of State Highway and Transportation Officials wish to pay tribute to those dedicated and valuable employees of member states that are killed while working on and around transportation facilities. WASHTO will donate $1,000 per employee (unless otherwise modified by the Board of Directors) to the member states as a contribution to honor the employees killed in the line of duty. The donation maybe presented to the employee’s family, a designated charity, or used by the Transportation Agency in establishing and maintaining a memorial to their employees killed in the line of duty. Notification of these workers killed in the line of duty and the donation request needs to be submitted to the Treasurer for processing. The Treasurer will notify the Secretary so these employee's names can be included in a tribute to these workers at the Annual Meeting.

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**SECTION 4**

**Quality Support Fund Program**

The Western Association of State Highway and Transportation Officials wishes to support Quality Improvement Programs in each member state. Each member state with a qualified quality program will be provided up to $3,000 per fiscal year (unless otherwise modified by the Board of Directors) to support an existing quality program or to start a quality program based on the Malcolm Baldrige Award criteria or other acceptable process as determined by the state Chief Executive Officer. To establish eligibility, the state Chief Executive Officer shall submit a letter to the president of WASHTO stating that the state has completed a quality improvement program. This letter should include as a minimum, which fiscal year the request is for, the names of individuals or groups who are to receive a Quality Award and the amount of the Award (if any). Upon notification from the President, the Treasurer will be responsible for preparing the Quality Award check(s) and Certificate(s). Each state receiving these funds shall report to the WASHTO Board of Directors at its Spring Board of Directors meeting, sharing successful elements of its programs.
SECTION 5

WASHTO Scholarship Fund

The Western Association of State Highway Transportation Officials wishes to support students entering a transportation related field. WASHTO will offer each of its member states the opportunity to award a deserving college student a scholarship not to exceed one thousand dollars, in each year for which the WASHTO Treasury shows a net positive balance exceeding one hundred thousand dollars. If the scholarship is not awarded by any state in any given fiscal year, the unused funds will be returned to the WASHTO Treasurer so as not to present a continuing financial liability. The WASHTO Board of Directors will review the scholarship fund program on an annual basis.

SECTION 6

WASHTO TRAC & RIDES PROGRAM

The Western Association of State Highway Transportation Officials wishes to promote the development of transportation professionals by investing in young, bright students with interests in science, technology, engineering, and math. WASHTO will support the AASHTO TRAC & RIDES program by providing an annual fund of $5,000 to be shared by WASHTO member states to set up or support a TRAC & RIDES program in each fiscal year for which the WASHTO Treasury shows a net positive balance exceeding one hundred thousand dollars. Funding is to be awarded to requesting WASHTO states in any combination of awards up to a maximum of $2,500 per request. Awards must be matched with an equal amount of funding by the requesting state. Any funds remaining at the end of the fiscal year are to be returned to the WASHTO Treasurer so as not to present a continuing funding liability. The WASHTO Board of Directors will review the TRAC & RIDES program on an annual basis.

SECTION 7

Supplemental Meeting Funding

The Western Association of State Highway and Transportation Officials wishes to encourage WASHTO Member States attendance at various AASHTO and WASHTO Meetings. To help facilitate this attendance, the Board of Directors has approved the following supplemental funding be made available to the member states:

- WASHTO Annual Meeting - $2,500
- AASHTO Annual Meeting - $2,500
- AASHTO Spring Meeting - $1,000

To access this funding, the individual WASHTO Director shall request this funding in writing from the Treasurer. This funding will be reviewed each year by the Board of Directors at their Spring Meeting to determine if funding is available to continue.
SECTION 8
Parliamentary Authority

Roberts Rules of Order Newly Revised shall govern the society in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Bylaws and any special rules of order the Association may adopt.

SECTION 9
Amendments

These Bylaws may be amended or suspended by a majority vote of the member departments at any of the official WASHTO meetings.

SECTION 10
Resolutions

A resolution is a formal expression of opinion, will, intent, or determination of a policy by the organization. Any member of committee of WASHTO may present a resolution to the Resolutions Committee for consideration. The Resolutions Committee shall review and prepare all resolutions for submittal to the Board of Directors for consideration and vote. The Resolutions Committee shall distribute all resolutions to each member of the Board of Directors no less than 48 hours prior to any action on such resolutions. The Board of Directors at any regularly scheduled meeting may consider resolutions. Upon approval of the Board of Directors, copies of the resolution shall be sent to each member state, associate members, and the Executive Director of AASHTO. At times, the Board of Directors may wish that AASHTO formally consider adopting the WASHTO resolution. In order for AASHTO to act on the resolution, a letter from WASHTO addressed to the Executive Director of AASHTO must be prepared. This letter will provide the history of the resolution and the reasons WASHTO is requesting adoption by AASHTO.

SECTION 11
Recognition of Outgoing President

The Western Association of State Highway and Transportation Officials authorizes purchase of a nominal gift to recognize the service of the outgoing president.