



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.
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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 Associations 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 than 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 than 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.