



**SAN DIEGO HIGHWAY DEVELOPMENT ASSOCIATION
BY-LAWS**

SAN DIEGO HIGHWAY DEVELOPMENT ASSOCIATION, INC.
ADOPTED MAY 6, 1957 AND AS AMENDED JANUARY 10, 1977 AND MARCH 29, 1993
AND JANUARY 1, 1996 AND MARCH 5, 2001 AND September 10, 2007

ARTICLE I

Members

- Section 1. All regular meetings of members shall be held in the City of San Diego, State of California, at a place to be designated by the Board of Directors.
- Section 2. The regular annual meeting of the members shall be held in the month of January in each year, at a time and place to be designated by the Board of Directors.
- Section 3. Notice of the annual meeting shall be given in writing to the members entitled to vote by the Secretary. A copy of the notice shall be sent through mail or email to the address of each member as the same appears on the association records, or as supplied by a member for the purpose of notice, not less than seven (7) days before such meeting. Such notice shall specify the place, the day, and the hour of the meeting.
- Section 4. Special meetings of the members may be called at any time for any purpose or purposes, by the President, or by the Board of Directors, or by five (5) or more members.
- Section 5. Regular meetings of the members shall be held on Monday of the second week of each month. When the second Monday falls on a holiday, the meeting will be held on the third Monday of the month or as designated by the Board of Directors.
- Section 6. Whenever a quorum shall be present at any special meeting and written consent to such meeting is signed by all members present and incorporated into the minutes of such meeting, the proceedings of such meeting shall be valid.
- Section 7. Ten (10) members entitled to vote shall constitute a quorum for any and all purposes, including the election of officers and Directors.
- Section 8. Any regular meeting of the members may adjourn from day to day, or from time to time, until its business is complete.
- Section 9. The President, or in his absence, the First Vice President, or in the absence of the President and the First Vice President, then the Second Vice President shall call the meeting of members to order, and shall act as the presiding officer thereof. In absence of all three, a quorum of members may select a temporary chairman.
- Section 10. The Secretary of the Association shall act as Secretary at all meetings of the members, and in his/her absence, the presiding officer may appoint any person to act as Secretary.

To foster the timely, orderly, and efficient development of all planned transportation facilities in the San Diego region and to promote appropriate means to finance and maintain these facilities.



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Section 11. At the regularly scheduled November meeting each year, a slate of officers shall be presented to the membership for their consideration. Subsequent to such meeting but prior to the end of the month of December, the members entitled to vote shall elect officers and a Board of Directors, as constituted by these by-laws and the Articles of Incorporation of this Association. The slate of officers and election shall be administered by the Past President of the organization or by such member of the organization as designated by the Board of Directors.

Section 12. At each meeting, each voting member shall have the right to one (1) vote.

Section 13. All public officials representing the United States Government, the State of California, the County of San Diego, the City of San Diego and incorporated communities within the County of San Diego, provided they are residents of said County, shall be considered non-voting members of this Association and shall be exempt from the payment of dues. No employee of the City, County, State or Federal governments shall be eligible for a voting membership in the Association, but all are welcome as non-voting, dues-free members. Non-voting membership shall terminate when any such member shall cease to be a public official.

Section 14. Any resident of the San Diego County, California, of the age of twenty-one (21) years or over, who shall be known for unselfish interest in highways and spirit of constructive cooperation in highway development, may be elected to membership in this Association. All applications shall be in writing and shall be referred to the Membership Committee; the applications shall be submitted to the Board of Directors for final approval. Applications for Individual or Small Firm Member (one to five persons), except representatives of National, State or of political subdivisions thereof, is hereby created and shall attain membership as official representatives of any company, corporation or partnership, or shall represent only themselves as individuals.

Section 15. A Corporate Member (firm, association or organization with more than five persons) shall be held in the name of the contributing firm, association or organization, is hereby created. One representative of the firm, association, or organization member shall have all the rights and privileges of an individual or small firm member.

Section 16. An Active Retired Membership, which may be held in the name of an individual who previously held an active membership in any of the membership categories but is retired from a firm, association or organization, is hereby created. An Active Retired Member shall have all the rights and privileges of an Individual, Small Firm or Corporate member.

Section 17. Dues and membership privileges shall be decided by the Board of Directors. Membership shall be renewed on an annual basis by each Individual, Small Firm, Corporate or Retired Member. Dues and membership privileges shall be reviewed on an annual basis by the Board of Directors. Any changes in dues or membership privileges shall become effective for each member upon renewal or application for membership following any changes.

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ARTICLE II

Directors

Section 1. No person shall be elected or appointed a Director unless he is a member in good standing on the books of the Association. If a Director shall cease at any time to be a member of the Association, he shall thereby cease to be a Director.

Section 2. Each Director shall hold office for one (1) year, or for such shorter term as he may have been appointed and until his successor shall have been elected.

Section 3. Vacancies occurring on the Board of Directors shall be filled by appointment and on the recommendation of the remaining Directors.

Section 4. All meetings of the Board of Directors shall be held in the City of San Diego, State of California, at a time and place to be designated by the Board of Directors.

Section 5. Meetings of the Board of Directors may be called at any time on the order of the President, the Vice President, or on order of two (2) Directors.

Section 6. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, and every act or decision of the majority of Directors present at a meeting shall be valid as the act of the Board of Directors; but the majority of those present at any regular or special board meeting, although less than a quorum, may adjourn from time to time or from day to day, without further notice, until a quorum is present, and when a quorum shall attend, any business may be transacted which might have been transacted at the meeting, had the same been held on the day on which the same was originally appointed or called.

Section 7. The Directors shall serve without compensation.

Section 8. The Directors, on behalf of the membership and organization shall be responsible for investing the Officers with such powers as they deem necessary for the running of the organization. The Directors shall act on the behalf of the members of the organization to speak for and advocate positions of the organization.

ARTICLE III

Officers

Section 1. The executive officers of the Association shall be the President, First Vice President, Second Vice President, Treasurer, and Secretary.

Section 2. The Board of Directors shall consist of thirteen (13) members, and shall include the executive officers of the Association.

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Section 3. These officers and Directors shall be elected by a majority vote of the membership annually, and they shall hold office for one (1) year, or until their successors are elected.

Section 4. The President shall, at a meeting at least two weeks preceding the October meeting, appoint a Nominating Committee which shall prepare a list of Candidates for recommendation to the members. The Immediate Past President shall be on the Board of Directors for two years following his term as President and during the first year, shall serve as chairman of the Nominating Committee. The Nominating Committee may submit one or more names for each office, but shall so prepare the ballot that additional nominations may be made from the floor and added to the ballot. Only members in good standing, with dues paid for the current year, shall be eligible to vote. Written notice of the annual election, together with the ticket or slate prepared by the Nominating Committee, shall be mailed or emailed to each voting member in good standing at least seven (7) days following the November meeting.

ARTICLE IV

President

Section 1. The President shall be chief executive officer of the Association. He shall preside at all meetings of the members and the Board of Directors. He shall have general charge of the business of the Association and where authorized by the Board of Directors shall execute together with the Secretary all contracts, membership certificates and other instruments necessary in the proper functioning of the Association.

Section 2. The President shall also have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors, or by the members.

ARTICLE V

Vice-Presidents

Section 1. The First Vice President shall be vested with all the powers and shall perform all the duties of the President, in the absence of the President.

Section 2. The Second Vice President shall be vested with all the powers and shall perform all the duties of the President, in the absence of the President and the First Vice President.

Section 3. The First Vice President and the Second Vice President shall also have such powers and shall perform such other duties as may be assigned to them, or to either of them, by the President, the Board of Directors, or the members.

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ARTICLE VI

Secretary

Section 1. The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors, in books provided for that purpose. He/she shall attend to the giving and serving of notices of all meetings, when required. He/she shall execute, with the President, in the name of the Association, all contracts, obligations and instruments authorized by the members to be executed, and, with the President, shall sign all certificates of membership. He/she shall, in general, perform all the duties incident of the office of Secretary.

Section 2. In the absence of the Secretary, notices, where required, may be given and served by the President, or by the Vice President.

ARTICLE VII

Treasurer

Section 1. The Treasurer shall keep, or cause to be kept, full and accurate account of all receipts and disbursements, in books maintained for that purpose. He shall receive all moneys and other valuables of the Association, in the name of and to the credit of the Association, and cause to be disbursed the funds of the Association, as may be directed by the Directors. These funds shall be deposited in the name of the Association, in a bank designated by the Board of Directors. Withdrawals shall be made by checks signed by the Treasurer or the President, or by another member as directed by the Board of Directors. All authorized signatures shall be on file with the bank in a resolution certified by the Secretary.

The Treasurer shall render to the officers and members quarterly, or whenever required, an accounting of all his transactions as Treasurer, and of the financial condition of the Association and shall perform all other duties incident to the office of Treasurer.

Section 2. The offices and duties of the Secretary and Treasurer may be combined under one official to be designated as the Secretary-Treasurer.

ARTICLE VIII

Vacancies

Section 1. If the office of President, First or Second Vice President, or Treasurer becomes vacant by reason of death, resignation, or otherwise, the members, acting upon the recommendation of the Board of Directors, shall appoint a successor to hold office for the unexpired term.

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