GOVERNING DOCUMENTS

ARTICLES OF INCORPORATION
AASHTO BYLAWS
BOARD OF DIRECTORS’ OPERATING POLICY
ORGANIZATIONAL CHART

AMENDED
SEPTEMBER 28, 2017

BY THE
AASHTO BOARD OF DIRECTORS
IN PHOENIX, ARIZONA
ARTICLES OF INCORPORATION

TO: RECORDER OF DEEDS
WASHINGTON, DC

We, the undersigned, natural persons of age of 21 years or more, all of whom are citizens of the United States, acting as incorporators of a corporation, adopt the following Articles of Incorporation of such a corporation pursuant to the District of Columbia Nonprofit Corporation Act.

FIRST: The name of the corporation is the American Association of State Highway and Transportation Officials.

SECOND: The period of duration is perpetual.

THIRD: The corporation is organized exclusively to foster the development, operation and maintenance of a nationwide integrated transportation system, and to cooperate with other appropriate agencies in considering matters of mutual interest in serving the public need; and to develop and improve methods of administration, planning, research, design, construction, maintenance and operation of facilities to provide the efficient and effective transportation of persons and goods in support of national goals and objectives; to study all problems connected with highway transport and other modes of transportation; to counsel with the Congress on transportation legislation; to develop technical, administrative and operational voluntary standards and policies.

The corporation may exercise any, all and every power which a nonprofit corporation, organized under the provisions of the District of Columbia Nonprofit Corporation Act for charitable, educational and scientific purposes, all for the public welfare, can be authorized to exercise, but not for any other purpose. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activity not permitted to be carried on: (a) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

FOURTH: The members of the corporation shall be composed only of instrumentality’s of government.

FIFTH: There shall be a Board of Directors composed of 52 directors after the initial Board. The manner of the appointment and removal of the Board of Directors shall be provided in the by-laws of the corporation. The interest of any director, officer or member in this corporation shall not be assignable inter vivos, nor shall it pass to any personal representative, heir or devisee.

SIXTH: The Board of Directors shall have supervision, control and direction of the affairs of the corporation, shall have authority to establish classes of membership, shall determine its policies within the limits of these Articles, and the by-laws of the corporation, shall actively prosecute its objectives and shall have discretion in the distribution of its funds. It may be deemed advisable and may, in the execution of its powers, adopt such agents as it may consider necessary.
ARTICLES OF INCORPORATION

All the property of this corporation and accumulations thereof shall be held and administered to effectuate its purpose and to serve the general welfare of the people. Upon dissolution of the corporation the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to such organization or organizations as the Board of Directors shall determine, which are organized and operated exclusively for charitable, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

SEVENTH: The address, including the street and number of its initial registered office is 1025 Vermont Ave., N.W., Washington, D.C. 20005 and the name of its initial registered agent at such address is the United States Corporation Company.

EIGHTH: The number of directors constituting the initial Board of Directors is 3. The names and addresses including the street and number, of persons who are to serve as initial directors until their successors be appointed and qualified are:

Francis B. Francois, 444 N. Capitol St. N.W., Suite 249, Washington, D.C. 20001

David Hensing, 444 N. Capitol St., N.W., Suite 249, Washington, D.C. 20001

James E. Anderson, 2020 K St., N.W., Suite 800
Washington, D.C. 20006

NINTH: The name and address, including the street and number, of each incorporator is:

Francis B. Francois, 444 N. Capitol St. N.W., Suite 249, Washington, D.C. 20001

David Hensing, 444 N. Capitol St., N.W., Suite 249, Washington, D.C. 20001

James E. Anderson, 2020 K St., N.W., Suite 800
Washington, D.C. 20006

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 4th day of May, 1964.

Approved by the Policy Committee in 1964 by Mail Ballot
# AASHTO Bylaws

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AASHTO BYLAWS

ARTICLE I – NAME

The name of this Association shall be the American Association of State Highway and Transportation Officials. The Association shall maintain general offices in the Washington DC area, under the supervision of the Executive Director of the Association.

ARTICLE II – PURPOSE

The Association is organized to foster the development, operation, and maintenance of a nationwide, integrated, multimodal transportation system, and to cooperate with other appropriate agencies in considering matters of mutual interest in serving the public need; and to develop and improve methods of administration, planning, research, design, construction, maintenance and operation of facilities to provide for the efficient and effective transportation of persons and goods in support of national goals and objectives; to establish Association policy related to federal legislation, regulation, and other policy matters; and to develop voluntary technical, administrative, and operational standards and guidance for the transportation community.

The Association may exercise any, all, and every power that a non-profit corporation, organized under the provisions of the District of Columbia Nonprofit Corporation Act for charitable, educational, and scientific purposes, all for the public welfare, can be authorized to exercise, but not for any other purpose. The advocacy efforts of the Association shall comply with Internal Revenue Service regulations for 501(c)(3) non-profit educational organizations.

Notwithstanding any other provisions of these bylaws, the Association shall not carry on any other activity not permitted to be carried on by: (a) Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); or (b) an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III – MEMBERSHIP

The membership of the Association shall be composed only of instrumentalities of government.

a. Member Departments: Member Departments shall be defined as those departments or agencies of the States of the United States, the Territory of Puerto Rico, and the District of Columbia, in which the official transportation responsibility is lodged.
   i. Active Members: Active members shall be defined as those Member Departments that are current in paying the Association’s specified annual dues, and shall have the privilege of serving on committees, taking part in discussions, and voting on all matters except as otherwise provided herein.

b. United States Department of Transportation (USDOT): The USDOT is a non-voting, ex officio member.

c. Associate Members – Non-voting, Ex Officio:
   i. Associate members shall be either:
      (a) Federal, state, regional, local, or other public agencies or authorities, other than the Member Departments or the U. S. Department of Transportation, that are responsible for transportation systems or facilities, or that have assigned responsibilities for monitoring, planning, or managing transportation facilities.
      (b) Agencies or authorities in the territorial governments of the United States, provinces and territories of Canada, and states of Mexico, in which the official transportation responsibilities are lodged; or the transportation agency of any other nation, or any state, province, or territory thereof.
(c) Other associations or organizations whose members represent government entities that have a primary role in financing, planning, or managing the transportation system in their jurisdiction.

ii. The Associate Members Committee may recommend the appointment of one of its members to each committee subject to the approval of the receiving committee’s chair.

ARTICLE IV – BOARD OF DIRECTORS

The AASHTO Board of Directors shall consist of the duly constituted head or other chief directing official designated to serve as a Director by each Member Department. The United States Department of Transportation shall be allowed to appoint one non-voting, ex officio member to the Board of Directors. The Board of Directors shall also include the AASHTO Executive Director as an ex officio, non-voting member.

The Board of Directors shall be the policy-making and oversight body of the Association. It shall be concerned with such matters as official positions on legislative and federal policy proposals; the development of official policy statements; membership dues; adoption of the Association strategic plan; changes in the Association's Articles of Incorporation, bylaws, and operating policy; the establishment of forums, councils, special committees, and committees, based on the recommendation of the Strategic Management Committee; and all other policy matters pertaining to the operation or activities of the Association. In acting on such matters, each voting Director from a Member Department shall have a single vote.

Representation by a majority of all voting Board Members shall constitute a quorum to initiate and transact general business. A majority vote of the voting Board Members present on matters of general business shall be considered binding on the Association's officers and committees.

For policy matters, a two-thirds favorable vote of all voting Board Members, taken either at the meeting or by electronic or letter ballot, shall be considered binding on the Association's officers and committees. Final balloting on all transportation policy matters is reserved for the Board of Directors.

For technical policies, standards, guides, and other similarly-classified documents, the Board of Directors may delegate to the Transportation Policy Forum's Steering Committee the authority to determine whether the final official balloting of such documents should be conducted at the council or committee level. If three voting Board Members make demand for a vote on any technical matter, the final balloting shall be conducted by the Board of Directors.

The Board of Directors shall meet during the Association’s Annual and Spring Meetings. The Board shall also meet at the call of the President, or on a call signed by ten voting members of the Board.

In the event that a Board Member is unable to attend, the Member Department shall designate by letter to the Executive Director prior to each Board meeting, the individual who shall serve as the Member Department's representative on the Board.

ARTICLE V – OFFICERS

The officers of the Association shall be: a President and a Vice President, each of whom shall be elected from the roster of voting Board Members at the annual meeting of the Association, to hold office through the next annual meeting or until their successors have been elected and qualified; a Secretary-Treasurer, who shall be elected from the roster of voting members of the Board of Directors and shall serve at the discretion of the President; and the Executive Director, who shall be selected by the Executive Committee, with confirmation by the Board of Directors, and serve under the authority of the Board of Directors and the Executive Committee. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

The President and the Vice President shall not be eligible to succeed themselves.
PRESIDENT

The President shall call and preside at all meetings of the Board of Directors and Executive Committee, except as otherwise provided. In the absence of the President and the Vice President, the members in attendance at any meeting of the Board of Directors or the Executive Committee shall select a President pro tempore.

VICE PRESIDENT

In case of a vacancy in the office of President, the Vice President shall succeed to the Presidency for the remainder of the term. As directed by the President, the Vice President shall preside at specific sessions of the annual meeting of the Association.

The Vice President shall call and preside over all meetings of the Strategic Management Committee.

The Vice President shall serve as Assistant Treasurer and, in the event of the incapacity of the Secretary-Treasurer, will have the authority to discharge all duties and authorities of the Treasurer. The President shall determine the incapacity of the Secretary-Treasurer.

SECRETARY-TREASURER

As Treasurer, the Secretary-Treasurer shall have oversight of all Association funds and financial transactions, which shall be conducted in conformity with policies adopted by the Executive Committee. The Treasurer shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President.

As Secretary, the Secretary-Treasurer, or that person’s designee, shall keep a fair and true record of all proceedings of the meetings of the Board of Directors and the Executive Committee.

EXECUTIVE DIRECTOR

The Executive Director shall have the authority to supervise and direct the management of the affairs of the Association, subject to the rules and regulations set forth by the Board of Directors and the Executive Committee. The Executive Director shall be the chief executive officer of the Association and shall be responsible for carrying out the policies, procedures, and programs of the Board of Directors, the Executive Committee, and the Strategic Management Committee. He or she shall be an Assistant Secretary and shall conduct and keep a record of all transactions of the Association, the Board of Directors, and the Executive Committee; conduct and keep a fair and true record of all proceedings of the meetings of the Strategic Management Committee; issue all notices of meetings; and perform such additional duties as the Board of Directors, Executive Committee, or Strategic Management Committee may direct.

He or she shall be responsible for maintaining all Association bank accounts and directing the disbursements necessary for the operation of the Association. He or she shall be an ex officio, non-voting member of all Association forums, councils, special committees and committees.

In the event of the incapacity of the Executive Director, the Chief Operating Officer shall be empowered to direct all disbursements necessary for the operation of the Association. The President shall determine the incapacity of the Executive Director.

ARTICLE VI – EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the following voting members:

- The President;
- The Vice President;
- The Secretary-Treasurer;
- Two Board Members from each of the four Regional Associations, and
- The immediate Past-President shall serve as an ex-officio member, as long as that person occupies the same position in his or her Member Department as during that person’s tenure as President; otherwise, the position may be filled by the most recent past president who is still qualified for membership.

The Executive Committee shall also include the AASHTO Executive Director as an ex officio, non-voting member.

The Executive Committee is responsible for the management of the activities and affairs of the Association, including:

a. Preparation and adoption of the Association's annual budget, in accordance with procedures which it shall establish and in keeping with the Association's dues structure as established by the Board of Directors, and consider and act upon related financial management decisions for the Association;

b. Employment of the Executive Director, with confirmation by the Board of Directors, and establishing his or her compensation;

c. Establishment of an employee pension plan for employees of the Association, including monitoring of a pension trustee committee;

d. Confirmation of the AASHTO President's appointments;

e. Handling membership issues, including consideration and approval of applications for Associate membership;

f. Selection of the Association's annual meeting site; and

g. General management of the business of the Association, including such matters as receiving and reviewing financial reports, establishing administrative procedures, and reviewing audits.

The Executive Committee shall provide reports of their activities to the Board of Directors.

The President shall have the power to fill any vacancies in the Executive Committee, or in any elective office other than that of the President, subject to approval of a majority of the members of the Executive Committee. Any such appointment so made shall expire at the close of the next annual meeting. In the event of a vacancy in a term extending beyond the annual meeting, such vacancy for the balance of the unexpired term shall be filled by election at the annual meeting, or in the instance of a Region Representative, by the voting Board Members of that Region, at a meeting to which they have all been invited.

The majority of the voting members of the Executive Committee shall constitute a quorum for the Committee to transact business. Proxy voting is not permitted. A two-thirds affirmative vote of Executive Committee Members is required for approval of the budget. The Executive Committee shall meet during the Association's Annual Meeting. The Executive Committee shall also meet at the Association's Spring Meeting, during which a budget for the next Association fiscal year shall be considered and adopted, and other necessary business of the Association conducted. The Executive Committee shall also meet at the call of the President, or on a call signed by three voting members of the committee.

Executive Committee meetings may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the
members, pose questions, and make comments.

The President, Vice President, Secretary-Treasurer, and the Executive Director shall serve as Pension Plan Trustees and shall report to the Executive Committee to assure sound management of the plan.

EXECUTIVE COMMITTEE REGIONAL REPRESENTATIVES

There shall be two representatives on the Executive Committee from each of the four Regional Associations. Each Regional Representative shall be a Chief Executive Officer of a Member Department, and shall be elected for a two-year term by the Chief Executive Officers of the respective regions at an annual meeting of the Association or at a meeting of the Chief Executive Officers of a region to which they have all been invited. The two Regional Representatives from each region shall serve staggered two-year terms, and to establish this, one of the Regional Representatives from each region first elected under this provision shall be elected to a one-year term. Neither the Regional Representatives nor their Member Departments shall be eligible for immediately successive terms, except for the Regional Representatives first elected under this provision to a one-year term, who shall be eligible for an immediately successive two-year term. The Regional Representatives shall take office at the close of an annual meeting, unless provided otherwise by the Board of Directors.

ARTICLE VII – STRATEGIC MANAGEMENT COMMITTEE

There shall be a Strategic Management Committee composed of the following voting members:

- The Vice President, who shall serve as Chair of the Strategic Management Committee;
- The President;
- The chair of the Transportation Policy Forum;
- The chairs of the six modal councils;
- The chair of the Agency Administration Managing Committee; and
- The immediate past-president of AASHTO shall serve as an ex-officio member, as long as that person occupies the same position in his or her Member Department as during that person's tenure as president; otherwise, the position may be filled by the most recent past president who is still qualified for membership.

The Strategic Management Committee shall also include the AASHTO Executive Director as an ex officio, non-voting member.

The Strategic Management Committee shall have the following prescribed responsibilities, which shall be executed within such policies and instructions as may be determined by a majority vote of the Board of Directors:

a. Identify emerging national issues and concerns to be addressed by the Association;

b. Review forum, council, special committee, and committee annual work plans and accomplishments reports and identify gaps, overlaps, and opportunities for coordination;

c. Provide direction to councils and committees regarding addressing emerging and priority national issues and coordination between committees and councils;

d. Identify outside entities with which AASHTO should coordinate on topics and tasks of mutual interest, identify appropriate AASHTO committees to coordinate with these entities, and provide general guidance and oversight to these groups;

e. When necessary between meetings of the Board of Directors, decide matters of policy on behalf of the Association, after the President first determines that it is not feasible because of
time constraints to submit the matter for a decision by the Board of Directors. In such instances, the President and Executive Director shall be responsible for informing the Board of Directors of decisions made as expeditiously as possible. When it is not feasible because of time constraints to submit the matter for a decision by the Strategic Management Committee, the President shall decide matters of policy on behalf of the organization, utilizing input from the Strategic Management Committee to the best extent possible and ensuring that such decisions are consistent with AASHTO’s general transportation principles and related policies. In such cases, the President and Executive Director shall be responsible for informing the Board of Directors as expeditiously as possible of the actions taken.

A majority of the voting members of the Strategic Management Committee shall constitute a quorum for the Committee to transact business. A two-thirds affirmative vote of the Strategic Management Committee Members is required for approval of policy matters. The Strategic Management Committee shall meet during the Association’s Annual Meeting and Spring Meeting. The Strategic Management Committee shall also meet at the call of the President, or on a call signed by three voting members of the Committee.

The Strategic Management Committee shall report to the Board of Directors.

ARTICLE VIII – ANNUAL MEETING

The Association’s annual meeting shall be held at such time and place as may be designated by the Executive Committee. Special meetings of the Board of Directors may be called by the President at any time or place designated in the United States upon his or her own initiative, or upon the request of three voting Board Members. If the President refuses to issue such a call, a special meeting shall be called by the Executive Director upon written request of not less than 10 voting Board Members. Written notice of all annual and special meetings shall be given not less than 5 days before the date of such meeting.

ARTICLE IX – DUTIES OF MEMBER DEPARTMENTS

The Member Departments of the Association agree to maintain an active interest in all Association affairs, to attend all meetings whenever possible, to make available from their Department personnel such individuals as may be selected to serve on forums, councils, special committees and committees of the Association, to vote upon all matters submitted to them for electronic or letter ballot, and to maintain their good standing as Member Departments in the Association through the payment of the specified annual dues.

ARTICLE X – DUES

Dues shall be set by the Executive Committee, and confirmed by a two-thirds vote of all members of the Board of Directors. The payment of annual dues by a Member Department, in conformity with the schedule set forth by the Executive Committee, shall entitle all representatives from such a Department to full participation in the Association.

The right to vote on any matter shall be limited to voting Member Departments that are current in paying the Association’s specified annual dues at the time of the annual meeting of the Association.

ARTICLE XI – AMENDMENT OF BYLAWS

The Bylaws may be amended by two-thirds vote of all voting members of the Board of Directors at any duly called Board of Directors meeting provided at least two-thirds of the voting Board Members are duly represented in attendance and the proposed amendment has been provided to the Board Members at least 14 days prior to the meeting. If not provided 14 days in advance of a meeting, unanimous consent of the voting Board Members present must be secured for consideration of the proposed amendment.

Three or more voting Board Members may also initiate proposed amendments to be presented in writing at any duly called meeting of the Board of Directors. Such proposals may be amended by a two-
thirds favorable vote at such meeting. Such proposals shall thereafter be submitted to a vote by the voting Board Members by electronic or letter ballot. Ballots shall be sent to the voting Board Members by the Executive Director within 30 days after the meeting at which the proposed amendment was submitted. Ballots returned to the Executive Director within 30 days after such meeting shall be recorded and tabulated by the Executive Director, who shall report the results of such ballot to all the Board Members. If a two-thirds majority of all voting Board Members approve the amendment, it shall become effective in accordance with its terms.

ARTICLE XII – FORUMS, COUNCILS, SPECIAL COMMITTEES, AND COMMITTEES

Forums, councils, special committees, and committees shall be established by a two-thirds vote of all voting members of the Board of Directors with input from the Strategic Management Committee. Any changes to the charters of these entities shall also require a two-thirds vote. Unless otherwise provided, the membership shall be open to the Chief Executive Officer of the Member Department in each state or his/her designee. Chief Executive Officers of Member Departments may designate representatives from their Member Department or from another entity in their state that has transportation responsibilities, as long as the designee is a state employee. The establishment of or changes to a subcommittee of a forum, council, special committee, or committee shall be made in consultation with the entity’s Chair and shall be reviewed and approved by the Strategic Management Committee.

The President, Board of Directors, Executive Committee, Strategic Management Committee, forums, councils, special committees, committees, and subcommittees may create such task forces or communities of practice as necessary to discharge their assigned duties, which shall be established under one of these entities and shall report thereto. When a task force or community of practice completes its assignments, it will be discontinued. To avoid duplication, the Strategic Management Committee will be notified of the establishment of any task force or community of practice, and shall approve any community of practice that involves more than one committee and/or outside stakeholders.

The President, shall appoint the Chairs and the Vice-Chairs of all forums, councils, special committees, and committees in conformity with the bylaws; their terms of office shall be for a two-calendar-year period, which terminates at the end of the first Association annual meeting after their term has lapsed. The President shall appoint Vice-Chairs in consultation with committee Chairs. Committee Chairs and Vice-Chairs may be appointed to succeed themselves for additional two-year terms.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Articles of Incorporation, the non-profit corporation laws of the District of Columbia, and any special rules of order the Association may adopt.

ARTICLE XIV – FISCAL YEAR

The fiscal year shall commence on July 1 and shall end on June 30 each year.

ARTICLE XV – INDEMNIFICATION

Any Director or officer or former Director or officer of the Association shall be indemnified by the Association against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director or officer may be entitled, under any by-law, agreement, vote of Board of Directors or members, or otherwise.
**BOARD OF DIRECTORS’ OPERATING POLICY**

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SECTION I — PURPOSE

This Operating Policy establishes policy for the conduct of the affairs of the American Association of State Highway and Transportation Officials by the Association's membership and those in its employ, beyond what is contained in the Association's Articles of Incorporation and bylaws. It is intended to be fully consistent with the Articles of Incorporation and the bylaws, and is subject to review and revision when necessary to meet the needs of the membership.

Board of Directors
The Board of Directors is the policy-making and oversight body of the Association, and shall be concerned with such matters as official positions on federal legislative and policy proposals and the development of official policy statements. The specific procedures, powers, and duties of the Board of Directors are set forth in Article IV of the AASHTO Bylaws.

Executive Committee
The Executive Committee is responsible for the management of the activities and affairs of the Association. Its membership and powers are described in Article VI of the bylaws.

Strategic Management Committee
The Strategic Management Committee is concerned with the operation and coordination of Association forums, councils, special committees, and committees. Its membership and powers are described in Article VII of the bylaws.

SECTION II — AASHTO OFFICERS’ DUTIES AND RESPONSIBILITIES

PRESIDENT: The President shall call and preside at all meetings of the Board of Directors and Executive Committee. In the absence of the President and the Vice President, the voting Board Members in attendance at any meeting of the Board of Directors or the Executive Committee shall select a president pro tempore.

Responsibilities
The President shall serve as Chair of the Board of Directors and the Executive Committee, a voting member of the Strategic Management Committee, and shall be an ex officio, non-voting member of all forums, councils, special committees, and committees. The President is also empowered to do the following:

1. Make all appointments specifically delegated to the President, subject to stated procedures and requirements;

2. Establish and appoint such special committees, task forces and communities of practice as are deemed necessary to properly conduct the affairs of the Association, with input from the Strategic Management Committee;

3. Represent the Association at meetings, hearings, and other events;

4. Authorize the taking of official ballots, and cause the canvass thereof, the results of which shall be reported to the Board of Directors and the Association;

5. All other actions as prescribed by the Articles of Incorporation and the bylaws, the Board of Director's Operating Policy, appropriate acts of the Board of Directors, the Executive Committee, and the Strategic Management Committee, and such actions as are normally attendant upon the office of President except where they may be explicitly prohibited by the Association.
VICE PRESIDENT: In case of a vacancy in the office of President, the Vice President shall succeed to the Presidency for the remainder of the term. As directed by the President, the Vice President shall preside at specific sessions of the annual meeting of the Association.

The Vice President shall serve as Assistant Treasurer, and in the event of the incapacity of the Secretary-Treasurer will have the authority to discharge all duties and authorities of the Treasurer. The President shall determine the incapacity of the Secretary-Treasurer.

SECRETARY-TREASURER: the Secretary-Treasurer as Treasurer shall have oversight of all association funds and financial transactions, which shall be conducted in conformity with policies adopted by the executive committee. The Treasurer shall report on the financial condition of the association at all meetings of the Board of Directors and at other times when called upon by the President.

As Secretary, the Secretary-Treasurer or that person's designee shall keep a fair and true record of all proceedings of the meetings of the board of Directors and the Executive Committee.

EXECUTIVE DIRECTOR: The Executive Director shall have authority to direct and supervise the management of the affairs of the Association, subject to the rules and regulations set forth by the Board of Directors and the Executive Committee. The Executive Director shall be the chief executive officer of the Association and shall be responsible for carrying out the policies, procedures, and programs of the Board of Directors, the Executive Committee, and the Strategic Management Committee. He or she shall be an ex officio non-voting member of all Association forums, councils, special committees and committees.

In the event of the incapacity of the Executive Director, the Chief Operating Officer shall be empowered to direct all disbursements necessary for the operation of the Association. The President shall determine the incapacity of the Executive Director.

Appointment and Compensation
The Executive Director shall be appointed by the Executive Committee and confirmed by the Board of Directors and shall serve at their pleasure. The Executive Committee shall establish a salary for the Executive Director, and the Executive Director shall be entitled to annual and sick leave, insurance, retirement, cost-of-living adjustments, and all other employment benefits available to Association employees, except as provided in any contract executed between the Executive Director and the President and approved by the Executive Committee.

Responsibilities
In addition to such duties and responsibilities as are prescribed by the Articles of Incorporation, the bylaws, and the Board of Directors’ Operating Policy, the Executive Director is empowered and authorized to do the following:

1. Administer the funds of the Association under the terms and controls of the fiscal year budget and policies approved by the Executive Committee, maintain all Association bank accounts, and direct appropriate disbursements as necessary to administer the affairs and operations of the Association, as well as to sign and certify documents and statements necessary in the conduct of the Association's affairs.

2. Establish an employment and salary administration plan for the Association, which shall take into account prevailing employment practices in Member Departments and the Washington Metropolitan area, and shall comply with applicable provisions of the Articles of Incorporation and the bylaws, the Board of Directors’ Operating Policy, the budget approved by the Executive Committee, other acts by the Board of Directors and Executive Committee, and applicable laws.

3. Determine the salaries of the Association's staff, in accordance with merit and performance, and within budget appropriations approved by the Executive Committee.
4. Administer the Association's pension plan, under the supervision of the Pension Plan Trustees, and provide employees with information thereon. The Executive Director is delegated the responsibility and authority for taking routine administrative actions required to administer the provisions of the retirement plan and any tax-deferred annuity plan approved by the trustees.

5. Establish an accounting system for the Association, in keeping with generally accepted accounting and fiscal management practices, and establish a travel policy for all Association employees.

6. Review proposed meetings of Association committees to ensure there is no excessive travel or conflicts with other Association meetings;

7. Visit as many Member Departments as practicable, particularly where there has been a change in the Chief Executive Officer, for the purpose of representing the Association and furthering its purposes, policies, and programs; and concentrate additional travel on meetings of national, international, and regional importance, including the annual meetings of the four Regional Associations, and national public- and private-sector associations involved with transportation matters.

8. Prepare proposed Board of Directors, Executive Committee, and Strategic Management Committee agendas, issue all notices of meetings, conduct and keep a record of all transactions of the Association, the Board of Directors, the Executive Committee, and the Strategic Management Committee, administer the Association's ballot procedures and awards and certificate activity, and generally provide administrative support to the Board of Directors, Executive Committee, Strategic Management Committee, and the forums, councils, special committees, and committees of the Association, within and under the budget approved by the Executive Committee;

9. Provide the Chief Executive Officers of Member Departments with progress reports on the activities of the Association and its forums, councils, special committees, and committees; prepare and distribute analyses on proposed federal legislation, regulation, and other policies of interest to Member Departments; and inform Member Departments about significant transportation-related matters.

10. Within the confines of the Articles of Incorporation and the bylaws, undertake such other actions as may be directed by the President, the Board of Directors, the Executive Committee, and the Strategic Management Committee.

11. Execute such other duties and responsibilities as are normally attendant upon a principal administrator and Executive Director, except those explicitly prohibited by the Association.

SECTION III — GENERAL PROVISIONS FOR COMMITTEES

The following general provisions for committee operations shall apply to the Transportation Policy Forum, councils, special committees, and committees, including the Agency Administration Managing Committee, except as indicated herein:

1. The scopes of the committees will include modal and multimodal considerations, as appropriate.

2. Committees shall establish steering committees within their membership to ensure nimbleness of actions and direction, address strategic and emerging issues, manage committee work, and communicate and coordinate with other committees.

3. Committee subgroups may be established as follows:
   a. A subcommittee may be established by the chair of a committee, with approval from the Strategic Management Committee. A subcommittee is a permanent subdivision charged with a specific field or topic within a committee’s purview.
b. A task force may be established by a committee chair as a temporary, “ad hoc” group to address a specific short-term, priority task or activity. The committee chair shall advise the Strategic Management Committee of the establishment of any task force.

c. A community of practice may be established by a committee chair to address a specific discipline or topic. Communities of practice may consist of participants from one or multiple committees, and may include other appropriate stakeholders. The committee chair shall advise the Strategic Management Committee of the establishment of any community of practice within a committee. Communities of practice that contain multiple committees or outside stakeholders require the approval of the Strategic Management Committee.

4. Committee subgroup chairs shall be members of the committee to which they report.

5. Committees shall produce annual work plans and annual accomplishment reports. Work plans will be focused on accomplishing tasks that meet Association Strategic Plan goals and include proposed committee meetings. Work plans will be submitted to the Strategic Management Committee. Annual accomplishment reports, highlighting the accomplishments of the committee since the last AASHTO annual meeting, will be submitted to the Board of Directors and the Strategic Management Committee.

6. Committees may identify cross-cutting issues and appoint liaisons between committees for coordination and communication.

7. Representation by a majority of all voting committee members shall constitute a quorum to initiate and to transact general business. A majority vote of the voting committee members present shall constitute approval on matters of general business.

8. Proposed policies and technical documents shall be balloted as follows:
   a. Policies: Where a committee on which all Member Departments are entitled to a seat proposes adoption of a draft policy, a two-thirds favorable vote of all voting Member Departments is required for approval, prior to being considered by the Transportation Policy Forum and the Board of Directors. For committees with reduced membership, a two-thirds favorable vote of the reduced membership is needed for approval, prior to being considered by the Transportation Policy Forum and the Board of Directors.
   b. Technical Documents: The Board of Directors may delegate to the Transportation Policy Forum’s Steering Committee, the authority to determine if the final official balloting of technical documents will be conducted at the committee or the council level, with a two-thirds favorable vote being required for approval, subject to the right of any three members of the Board of Directors to request that the final official balloting be conducted by the Board of Directors. For committees with reduced membership, a two-thirds favorable vote of the reduced membership is needed for approval, prior to being considered by the Association entity to which the committee reports, and on which all Member Departments are entitled to a seat, for final action, where a two-thirds favorable vote of all voting Member Departments is required for approval.

9. Technical service programs shall be guided by steering committees that report directly to appropriate committee(s).

10. Committees and subgroups are encouraged to operate virtually to facilitate committee communication and information exchange between the member departments. Virtual communications may be used to enhance committee communications and/or take the place of in-person committee meetings.

SECTION IV – TRANSPORTATION POLICY FORUM

The Transportation Policy Forum shall discuss and recommend policies related to legislation, regulation, and other policy matters to the Board, including the Association’s recommended positions on
reauthorization of key transportation legislation and on ongoing topical issues of interest to state DOTs. These policies may include multimodal, multi-disciplinary, and emerging issues that have originated from the Councils and Committees or have been assigned to the Policy Forum by the Board of Directors or its Strategic Management Committee. The Transportation Policy Forum’s Steering Committee determines if the final balloting of technical documents shall be conducted by committee(s), council(s), and/or the Special Committee on Freight, and routes technical documents to the appropriate group(s) for review and balloting, but does not approve or ballot these documents.

The Forum will consist of full representation from all Member Departments, including appropriate multimodal representation. Each state may have one voting member and up to two additional non-voting members on the Forum. The chairs from each of the Councils and the Special Committee on Freight shall serve as non-voting, ex officio members of the Forum. The Forum will be chaired by a member of the Board of Directors and will report to the Board of Directors. The Forum Vice-Chair shall chair the Forum Steering Committee.

SECTION V – COUNCILS

The currently authorized councils, their respective purposes, and other details are described in this section. The councils will address mode-specific issues and provide input on policy issues and cross-cutting/multimodal issues to the Transportation Policy Forum. The councils will provide direction and assignments to the committees on issues related to their mode, and review and approve appropriate technical documents on behalf of the Association. As requested by the Transportation Policy Forum, the councils will provide input (which may include balloting) on policy resolutions prior to review by the Transportation Policy Forum and the Board of Directors.

The councils will consist of full representation from all Member Departments, including appropriate multimodal representation. Each state may have one voting member and up to two additional non-voting members on the councils. Each council will be chaired by a member of the Board of Directors and will represent his/her council on the Transportation Policy Forum. The vice-chairs of each council will have modal expertise. The councils will report to the Board of Directors, except that all policy and multimodal matters will be reported to the Transportation Policy Forum and then to the Board of Directors.

The Association shall have the following Councils, the purpose for each being as stated.

Council on Active Transportation
The Council on Active Transportation shall address issues related to bicycle, pedestrian, and other active transportation modes, including non-motorized access to the multimodal network. The Council shall provide input on related policy issues and cross-cutting/multimodal issues to the Transportation Policy Forum. The Council shall provide direction and assignments to the committees related to active transportation, and review and approve applicable technical documents on behalf of the Association. The Council shall promote and encourage technology and knowledge transfer by member states, and shall make recommendations regarding needed research. The Council shall review and provide input on proposed federal policies of national concern, and identify key policy areas for review and discussion by the Transportation Policy Forum.

Council on Aviation
The Council on Aviation shall discuss and recommend policies related to aviation legislation and regulation, and coordinate the efforts of the National Association of State Aviation Officials (NASAO) and AASHTO on joint aviation policy matters. The Council shall review aviation policy obtained from NASAO; suggest aviation policy for NASAO's consideration; and recommend aviation policy to AASHTO's Transportation Policy Forum. The Council shall operate as a forum to exchange information, identify aviation issues of national concern, including regulatory mandates, and provide information to members on these important issues. The Council shall review and ballot technical documents as assigned by the Transportation Policy Forum and provide direction and assignments to committees on aviation issues.
Council on Highways and Streets
The Council on Highways and Streets shall address issues related to highway and street planning, design, construction, operation, and maintenance, and shall provide input on related policy issues and cross-cutting/multimodal issues to the Transportation Policy Forum. The Council shall provide direction and assignments to the Committees on issues related to highways and streets. The Council will also review and ballot applicable technical documents on behalf of the association, including engineering standards and guides related to all phases of project delivery, maintenance, operations, safety, and materials. The Council shall promote and encourage technology and knowledge transfer by member states, and shall make recommendations regarding needed research. The Council shall review and provide input on proposed federal regulatory mandates of national concern, and identify key policy areas for review and discussion by the Transportation Policy Forum.

Council on Rail Transportation
The Council on Rail shall provide a forum to discuss, recommend, and coordinate with rail stakeholders on freight, passenger, and commuter rail legislation and regulation. The Council shall comment and recommend freight and passenger (commuter, intercity, and high speed) rail policy considerations to the Transportation Policy Forum and disseminate information, tools, and technical assistance to members regarding freight and passenger mobility. The Council shall review and ballot technical documents as assigned by the Transportation Policy Forum and provide direction and assignments to committees on rail issues. The Council shall provide support for and coordinate with a variety of rail stakeholders. The Council on Rail shall coordinate with the Council on Public Transportation on commuter rail issues related to funding and other public transportation-related topics.

Council on Public Transportation
The Council on Public Transportation shall provide expertise and leadership for advancing public transportation as a part of a multimodal transportation system. The Council shall develop policy recommendations related to all forms of passenger public transportation services, including rural, urban, regional and intercity bus, and travel demand management for consideration by the Transportation Policy Forum. The Council shall review and ballot technical documents as assigned by the Transportation Policy Forum and provide direction and assignments to committees on public transportation issues.

Council on Water Transportation
The Council on Water shall develop policies for water transportation programs (ports, waterways, and associated facilities and services) for consideration by the Transportation Policy Forum, and shall provide technical expertise and management training for State water-related agencies. The Council shall address all policy, regulatory, safety and enforcement issues impacting the nation’s Coastal, Inland and Great Lakes waterways ability to move goods efficiently on the national freight transportation network. The Council shall encourage the development of the research necessary to reach identified priority goals. The Council shall operate as a forum to exchange information and identify water freight transportation issues of national concern.

SECTION VI – SPECIAL COMMITTEE ON FREIGHT

The Special Committee on Freight shall develop policies related to legislation, regulation, and other policy matters related to the safe and reliable movement of goods for consideration by the Transportation Policy Forum and shall provide technical expertise and training for members and other freight-related agencies. The Special Committee will take a forward-looking view of freight issues and shall disseminate information and encourage research necessary to achieve identified policy goals. The Special Committee shall operate as a forum to exchange information regarding freight transportation issues of national concern. Of special concern will be the relationship between the movement of goods and the natural and built environments, social equity, public health, and the economy; the role of the private and public sector; the interconnectivity and resiliency of freight and passenger transportation modes and systems; and interface requirements between airports, highways, ports, railroads, transit systems and waterways important for freight movement. The Special Committee shall address issues that cross boundaries between Councils and other issues identified by or referred to the Special Committee and, in general, promote the full consideration of multimodal concerns in the whole of AASHTO policy deliberations. As appropriate, it shall advise the
various modal policy councils of the important multimodal freight concerns that should be considered in the formulation of modal policies.

The Special Committee will consist of full representation from all Member Departments, including appropriate multimodal representation. Each state may have one voting member and up to two additional non-voting members on the Special Committee. The Special Committee shall be chaired by a member of the Board of Directors who will, in turn, represent the Special Committee on the Transportation Policy Forum. The vice-chair of the Special Committee shall have topic-area expertise. The Special Committee shall report to the Transportation Policy Forum. As requested by the Transportation Policy Forum, the Special Committee will provide input on (which may include balloting) policy resolutions prior to review by the Policy Forum and the Board of Directors.

SECTION VII — COMMITTEES

The currently authorized committees, their respective statements of purpose, and other details are described in this section. Under the areas of policy for which it has been given responsibility by the Board of Directors, each committee shall review existing and proposed federal laws and policies and, as appropriate, develop draft Association policies for consideration by the Transportation Policy Forum and the Board of Directors. Committees shall also oversee the development of draft technical standards and guidance, which may require further approvals, as determined by the Transportation Policy Forum Steering Committee. The committees will consist of full representation from all Member Departments, including appropriate multimodal representation. Each state may have one voting member and up to two additional non-voting members on the committees. Committee chairs shall members of a Council, the Transportation Policy Forum, or the Board of Directors. Committees, other than the committees reporting to the Agency Administration Managing Committee, will report to the Board of Directors, except as indicated herein regarding policies and technical documents. The committees reporting to the Agency Administration Managing Committee shall report to the Agency Administration Managing committee on all matters.

The Association shall have the following committees, the purpose for each being as stated.

Program Delivery and Operations Committees:

Planning
Planning is an essential part of decision-making and program development in State DOTs. The planning process provides a State DOT with the capability to define a consensus-based and collaborative vision for transportation reflecting the perspectives of both internal and external stakeholders; and that leads to near- and long-term actions. The Committee on Planning addresses all aspects of the transportation planning process including federal regulations, current industry practices, and emerging approaches and concepts. The Committee is dedicated to providing State DOTs the expertise, resources and tools they need to implement a robust planning process within their agencies that is multimodal, multidisciplinary, innovative and consensus-oriented.

Environment and Sustainability
The Committee on Environment and Sustainability shall address environmental and sustainability issues related to the efficient delivery and operation of the nation’s multimodal transportation systems. These issues affect both the human and the natural environment. The Committee shall encourage, recommend and support programs and initiatives to streamline the environmental review and permitting processes, ensure inclusive community engagement, and promote resource stewardship through sustainable practices. The Committee shall monitor and analyze federal environmental laws, regulations, procedures and guidance, and provide policy recommendations to the Transportation Policy Forum. The Committee shall provide technical support to members to increase their capacity to efficiently and reliably deliver environmentally sound transportation infrastructure programs and services. The Committee shall create a knowledge foundation by monitoring national trends and circumstances and promoting practical and timely research on significant transportation-related environmental issues. The Committee shall serve as a forum to disseminate and exchange information, experiences and best practices among Member Departments and committees, and promote practices that encourage interagency cooperation and coordination.
Design
The Committee on Design shall investigate, develop, and maintain guidance pertaining to the design and performance of a multi-modal transportation system. The committee shall investigate, develop, and maintain recommended practices for the design of such facilities to provide mobility and integrate safety features for all users; recommend and promote design practices that will protect and enhance the quality of the environment; facilitate research and guidance on various design-related topics in transportation; serve as a forum for the exchange of practices and experience in the field of transportation facility design; and give due consideration to the effect of all design features on economic and energy resources.

Bridges and Structures
The Committee on Bridges and Structures shall develop and keep current all major engineering standards, specifications, and principles pertaining to the methods and procedures of bridge and structural design, fabrication, erection, construction, inspection, and maintenance, including geometric standards and aesthetics as appropriate for such structures. The committee shall also make recommendations for testing and investigating existing and new materials of construction and determine areas of needed study and research in the area of bridge engineering. The committee shall develop and maintain such standards and procedures as are appropriate for rating and evaluating existing bridges in service.

Traffic Engineering
The Committee on Traffic Engineering shall investigate, assess, report on, and develop recommendations on all aspects of traffic engineering, including: the effectiveness of new and existing traffic control practices and devices in terms of context, cost, and public safety; advancements and innovations in methods and equipment that reduce costs, lower energy consumption, improve motorist guidance, and reduce crashes; and the standards and guidelines contained in the Manual on Uniform Traffic Control Devices (MUTCD) and other technical documents. The committee shall be responsive to both internal and external stakeholders to advance the practice of traffic engineering through research, experimentation, and implementation to balance the safety and mobility needs of all users efficiently, equitably, and in a context sensitive manner. As part of the committee's charge, eight delegates and eight alternates selected from the Member Departments for their experience and knowledge of traffic control devices shall participate as AASHTO's representatives on the National Committee on Uniform Traffic Control Devices.

Right of Way, Utilities, and Outdoor Advertising Control
The Committee on Right of Way, Utilities, and Outdoor Advertising Control shall provide a forum for collaboration among the Member Departments for the exchange of information, experience, innovation, best practices, and research to improve the quality and efficiency of right-of-way, utility, and outdoor advertising control operating practices. The committee shall review and recommend changes to laws, rules, regulations, and procedures pertaining to public acquisition and management of real property for transportation related purposes; the placement of utilities on highway rights-of-way; and the effective regulatory control of outdoor advertising in accordance with the provisions of the Federal Highway Beautification Act.

Materials and Pavements
The Committee on Materials and Pavements shall provide a forum for the development and exchange of information related to materials testing, specification, and performance; and pavement design, testing, and management. The committee shall develop and maintain: technical specifications for materials used in the construction and maintenance of all transportation facilities including highways, bridges, and structures; guides, policies, and standards for the quality, design, rehabilitation, testing, and management of pavements and shoulders; specifications for standard methods of sampling and testing such materials and other items incident to construction, maintenance, operation, and quality of such facilities; and information on the performance of special products evaluated by Member Departments. The committee shall also oversee the operation of AASHTO re:source and, where appropriate, promote the use of new materials and develop and recommend methods of testing for such materials.
Construction
The Committee on Construction shall maintain the guide specifications for construction; provide a forum for the exchange of information regarding construction practices; and coordinate with other committees to reduce construction cost, promote quality in construction, provide coordinated plans and specifications, mitigate traffic impacts, advocate environmental sensitivity in construction, promote safety for both the construction workers and the traveling public, encourage economical electronically-supported business practices for construction-related programs, and promote best practices for administering construction contracts with all stakeholders.

Maintenance
The Committee on Maintenance shall develop, maintain, and disseminate appropriate information through guidelines, manuals, specifications, and other resources, to address the maintenance, preservation, and operation of all classes of highways and categories of assets that are under the jurisdiction of the Member Departments. This information covers areas such as bridges, equipment, pavements, roadways, roadsides, maintenance operations, and winter maintenance. The committee shall also promote improved management practices related to maintenance, preservation and operation; protect and enhance the quality of the environment; and foster collaboration and cooperative efforts with other AASHTO communities to accomplish these goals.

Transportation System Operations
The Committee on Transportation System Operations focuses on three areas: operations, wireless communication, and highway transport. The committee shall be responsible for all aspects of vehicle operations, communications, and systems management on the highway system, including passenger and commercial vehicle operations. This committee strives to transform the national transportation community to a transportation systems management and operations (TSMO) culture that focuses on effectively managing and operating the surface transportation system to reduce crashes, injuries, and fatalities, and improve network efficiency and system mobility. This committee also guides the National Operations Center of Excellence and the Operations Technical Service Program, in collaboration with ITE and ITS America. With regard to highway transport, the committee will address safety, size, and weight issues, and coordinate with the commercial vehicle industry and its representative associations regarding vehicle design, standards, and practices associated with commercial motor vehicle operations, as well as with the Department of Defense concerning military equipment needs. With regard to wireless communications, the committee shall serve as a depository of technical information, solutions, and advice on transportation-related wireless systems and equipment, including protecting sufficient frequency assignments to meet the radio frequency and frequency management needs of the member departments; and represent the interests of the Association and its member departments in proceedings before Federal agencies on wireless telecommunications matter.

Enterprise/Cross-Discipline Committees:

Safety
The Committee on Safety shall focus on the advancement of multidisciplinary approaches to eliminating crashes, particularly those resulting in traffic fatalities and serious injuries on all public roads in the United States and in locations where roads interact with other modes. The committee shall serve as the technical and policy resource on transportation systems safety for AASHTO, and in this role will coordinate with other Association committees and support Member Departments’ safety performance initiatives. The AASHTO Strategic Highway Safety Plan shall guide the activities of the Committee on Safety. Members should come from both policy and technical levels within the Member Departments, and will represent the multidisciplinary approach to safety performance, including experience in engineering, enforcement, education, emergency medical service or incident response, and the use of data-driven safety evaluation, analysis and diagnosis to identify and address the need to reduce crashes. Primary focus areas of the Committee shall be strategic safety planning, programs and policies, road and facility users, effective countermeasures, safety performance and data analysis and evaluation, workforce development, research, and local road safety. The Committee will coordinate with other AASHTO committees and external organizations on issues of joint interest, such as workforce development, data, and operations. The main functions of the committee will include research exchange of information on current practices, and
implementation of new strategies and practices, and research results. Key themes of committee discussions and initiatives will include innovation and technology, performance measures, safety culture and multidisciplinary partnerships that accelerate progress toward goals. The Committee intends to address safety issues on non-highway modes as needed, and may establish subcommittees to focus on these modes.

Communications
The committee shall promote excellence in communications among communications practitioners, within the AASHTO committee structure, and within the broader transportation community through the exchange of ideas, best practices, and educational programming. The committee will provide collaborative expertise when a coordinated communications response at the national or regional level is required.

Transportation System Security and Resilience
The Committee on Transportation System Security and Resilience shall cover preparation for and response to both natural and human-made threats, shocks and stressors to the transportation system. The committee will coordinate national efforts, identify best practices, and fill research gaps to promote resilient and secure transportation systems across the country. The committee will provide a forum for members to advance state-of-the-practice and awareness of transportation infrastructure security and resilience through training, technical assistance, and the exchange of information and best practices. The Committee will work to shape and implement national policy affecting transportation infrastructure protection and resilience and track emerging federal policies on these topics. The committee will also oversee the development of technical expertise and tools for state DOTs to perform risk based identification of potential impacts, plan for system adaptation needs, and prepare for response and recovery of impacted transportation systems.

Funding and Finance
The Funding and Finance Committee provides leadership and expertise on federal and state transportation funding and finance issues.

Performance-Based Management
Performance management is the process of accountability and effectiveness that is measured against established goals or targets. Performance management helps guide State Departments of Transportation (State DOTs) in critical decision making from planning through systems operations, including the agency’s own organizational performance. The Committee on Performance-Based Management addresses all aspects of performance management including asset, organizational, risk, and system performance management as it relates to federal regulations, current industry practices, and emerging approaches and concepts. The Committee on Performance-Based Management is dedicated to providing State DOTs the expertise and resources to support and help enhance performance and data-driven management practices and decision making and to create a results-driven environment that will promote organizational and system excellence. The Committee on Performance Based Management will provide technical services and information; develop policy guidance and recommendations; facilitate communication practices; and support the professional development and capacity building of its members and others.

Data Management and Analytics
Statement of Purpose to be developed.

Agency Administration Committees:

Agency Administration Managing Committee
The Agency Administration Managing Committee shall focus on the internal administration of the Member Departments, including general administrative topics, workforce development, civil rights, internal and external audit, personnel and human resources issues, as well as the new priority topic of knowledge management. The committee will ballot policies and technical documents developed by the committees that report to it. The Internal and External Audit, Human Resources, Civil Rights, and Knowledge Management Committees will report to the Agency Administration Managing Committee.
Civil Rights
The committee shall work cooperatively with the Association’s Member Departments and, as appropriate, with other committees, agencies, and external organizations to foster the uniform and effective application of civil rights programs. This includes researching and evaluating the effectiveness of civil rights programs and reporting findings of issues to, as well as sharing best practices with, the Member Departments on programs such as Disadvantaged Business Enterprise, Equal Employment Opportunity, On-The-Job Training, Non-Discrimination (Title VI), Americans with Disabilities Act and Supportive Services. When solicited, it shall make recommendations and render advice to the President and staff of the Association and to other committees as to courses of action which they may follow to assure compliance with civil rights laws and regulations in their respective areas. The committee shall also establish and maintain outreach efforts to other transportation organizations with similar interests. The committee shall also monitor and provide input to its reporting committee on legislative and federal regulatory mandates of national concern.

Human Resources
The Committee shares, researches, and recommends processes, best practices, and policies to enable Member Departments to increase the strength, innovation, and efficiency of their human resource functions. This includes evaluating emerging issues, considering all human resource issues of concern to Member Departments, and assembling and disseminating current information and recommendations on these issues, including recruitment and selection, workforce planning and development, employee relations, compensation and benefits, health and safety of all employees, and industry innovations. The committee shall collaborate with appropriate Association committees, Federal agencies, institutions of higher learning, and other organizations in the development of human resource activities involving the Member Departments and/or in which the Association may serve as a sponsor, encompassing administrative practices, management techniques, and technical training programs. The committee shall identify strategic partnerships with other committees to further the mission of the organization. The committee shall also monitor and provide input to its reporting committee on legislative and federal regulatory mandates of national concern.

Internal and External Audit
The Committee on Internal and External Audit shall establish audit procedures that are sufficiently flexible for use in each Member Department, yet standardized enough to achieve uniformity, and provide Member Departments with alternative solutions for compliance with audit requirements that also meet their individual needs. It shall also provide a forum for transportation-related internal and external audit organizations to keep abreast of requirements, regulations, procedures, and innovative techniques employed by individual states, thus enhancing their efforts to provide a better service to management. It shall identify and report to the Agency Administration Managing Committee on any federal regulatory mandates of national concern. To ensure consistency and the best thinking of the Association, the Committee shall work cooperatively, as appropriate, with other Committees.

Knowledge Management
Statement of Purpose to be developed.

SECTION VIII – SPECIAL COMMITTEES REPORTING TO THE BOARD OF DIRECTORS

AASHTOWare
The Special Committee on AASHTOWare shall have broad oversight responsibility for the process of cooperatively developing, maintaining, and enhancing packages and systems of computer software among groups of interested Member Departments, generally referred to as the cooperative software development or “AASHTOWare” process, and for making budgetary and other administrative recommendations thereon. It shall be responsible for monitoring, coordinating, and providing technical direction for the cooperative computer software development program of the Association. It shall study, discuss, and prepare recommendations on matters related to administrative policies, guidelines, and practices for consideration by the Board of Directors, and adopt such internal application, technical, and data standards as are needed to facilitate the development of AASHTOWare software products. The Special Committee shall promote the cooperative computer software approach to appropriate needs and problems.
The members of the Special Committee shall be nine in number and shall be appointed by the President subject to confirmation by the Executive Committee. Members of the Special Committee shall be drawn as closely as possible to comprise the following:

- Four to five individuals selected for their expertise in the broad business and application areas covered by AASHTOWare, possibly including Chief Engineers; and
- Four to five individuals selected for their expertise in information technology.

Additionally, members to the Special Committee shall be selected, if possible, from Member Departments that participate in joint development activities, or have an interest in joint development activities. Additional consideration shall be given to appropriate regional representation in their selection and appointment. The Chair of the Special Committee shall appoint all members and chairs of task forces, technical review teams, and other such working groups, including their respective terms, subject to confirmation by the full committee at a regular meeting. The Executive Director or his designee shall serve as the non-voting Secretary ex-officio.

Research and Innovation
The Special Committee on Research and Innovation promotes high-value transportation research, technology, and innovation to enhance the safe and efficient movement of people and goods. The committee supports AASHTO member agencies, councils, committees and the transportation community in identifying, conducting, delivering, and facilitating deployment of high-value research results, as well as sharing and encouraging deployment of innovations that address both critical short-term and long-term national needs. The committee also oversees the National Cooperative Highway Research Program to ensure that it produces sound and holistic research to address the needs of AASHTO members and the nation, and provides a high return on investment. The committee will champion accelerated implementation of technology, innovations, and improved operating practices among AASHTO member agencies, local agencies, and their industry partners to improve the nation's transportation system.

Membership on the Special Committee shall consist of a chair, vice-chair, and four representatives from each of the four AASHTO regions. Two members from each region shall be senior executives within their member departments, and the other two shall be research engineers or specialists who are members of the Research Advisory Committee, which reports to the Special Committee. The members of the Special Committee shall be appointed by the President subject to confirmation by the Executive Committee.

SECTION IX – ASSOCIATE MEMBERS COMMITTEE

The Associate Members Committee shall provide a connection between the Member Departments and local governments, regional organizations, federal agencies, foreign governments, and other associate members. This includes coordinating issues of concern to Associate Member agencies and presenting them to the Board of Directors for discussion. The committee shall establish and maintain outreach efforts with other transportation agencies to address transportation concerns that uniquely affect their agencies.

Membership on the Associate Members Committee will be one voting representative from each of the Associate Members. The Committee will elect its own Chair, Vice-Chair, and Secretary, with a staff person assigned from AASHTO to serve as Committee Liaison.

SECTION X – JOINT COMMITTEES

Upon approval of the Board of Directors, as recommended by the Strategic Management Committee, AASHTO may establish joint committees with one or more other associations or societies. These are fundamentally for the purpose of discussing or examining issues or topics of mutual concern to the constituting organizations. Where appointments are required, they shall be made by the President, subject to the concurrence of the Strategic Management Committee.
SECTION XI – EVALUATION OF COMMITTEES

The Strategic Management Committee may periodically review and evaluate the Association committees to ensure they are contributing toward the association’s strategic plan.

SECTION XII — MEETINGS

The following meeting requirements apply to all committees, including the Transportation Policy Forum, councils, special committees, and committees, unless otherwise noted.

Annual Meeting
The annual meetings of the Board of Directors and Executive Committee shall be held in conjunction with the Association’s annual conference, the geographic location of which shall be determined by the Executive Committee, upon the recommendation of the Executive Director. The date, time, and place of the annual meeting shall then be established by the President, in consultation with the Executive Director.

Other Meetings of the Board of Directors and Executive Committee
The President, upon the advice of the Executive Director, shall determine the location, place, and time of all other meetings of the Board of Directors and the Executive Committee, within such guidelines as the Board of Directors may adopt. There shall be a spring meeting held in the home state of the Association President, at which time the Board of Directors and Executive Committee shall meet. The Association will hold a Washington Briefing in the first quarter of each year.

Call for Special Meetings of the Board of Directors
Special meetings of the Board of Directors may be called by the President at any time or place designated in the United States upon his own initiative, or upon the request of three voting Board Members. If the President refuses to issue such a call, a special meeting shall be called by the Executive Director upon written request of not less than ten voting Board Members. Written notice of all annual and special meetings shall be given not less than five days before the date of such meeting.

Selection of Committee Meeting Dates and Sites
Dates of committee meetings, other than those of the annual conference, must be cleared with the Executive Director, who is charged with approving the location of meetings to minimize conflicts and keep down costs and travel time.

Committee Meetings held Jointly
AASHTO committees are encouraged to meet together with other AASHTO committees to discuss matters of mutual interest, and should coordinate such meetings through the Executive Director.

Meeting Expenses
A registration fee should be collected if funds are needed for committee meeting expenses, such as meeting room rental, audio-visual equipment, food, coffee, etc.

Open Meetings
It is the general policy of the Association that all of its meetings shall be open; however, a meeting may be closed at the request of the Chair, or by a vote of a majority of the members, when the committee is discussing litigation, labor or management relations, meeting with auditors, or discussing any matter demanding confidentiality; or discussing a matter that requires that committee members be able to speak freely and confidentially without reticence or reluctance.

Consent Agendas
To facilitate consideration of items at meetings of the Board of Directors and all other committees, the use of a consent agenda is encouraged. The AASHTO Officers and Executive Director will confer and determine which items should be considered under the consent agenda. Items under the consent agenda are to be considered under a single motion of adoption, and prior to or during the Board meeting any three (3) voting
members of the Board of Directors may request that a specific item contained in any portion of the consent agenda be pulled for separate discussion at the meeting.

**Sponsorships**

It is the policy of AASHTO, under the conditions listed below, to accept sponsorship dollars and in-kind contributions. This includes the AASHTO Spring, Annual, and Washington Briefing meetings, and all other meetings that are held under the auspices of AASHTO.

Sponsorship means dollars that are given to AASHTO headquarters to reduce meeting expenses or for other authorized activities. In-kind contributions are those that a company or organization may give AASHTO to support authorized activities (such as meetings, awards, and other committee activities) in exchange for recognition appropriate to the activity.

In order to accept sponsorship funds or in-kind contributions, the funding and contributions must be processed through AASHTO headquarters. All financial transactions will be processed through the headquarters office including gathering information, dollars, and paying meeting expenses. After all meeting expenses are paid and all costs covered, any remaining funds will be applied to meeting expense budgets and used to offset costs of other meetings and activities as designated by the Executive Director.

Meetings where sponsorship dollars will be raised vary in size, cost, location, types of speakers, and other factors. Thus, AASHTO headquarters, under the direction of the Executive Director, will determine the appropriate amounts for contributions and the forms of recognition for each meeting.

When sponsorship or in-kind contributions are provided in support of AASHTO meetings, no service or consideration will be offered or expected as a result of the financial contribution. With respect to the operation of private industry receptions or hospitality events held in connection with the annual meeting or committee meetings, the following guidelines should be observed:

1. No private industry reception or hospitality events should be scheduled in conflict with the annual meeting or committee meeting sessions and functions.

2. Persons and organizations outside AASHTO that are planning to hold receptions and hospitality events on the day(s) of the annual meeting or a committee meeting must coordinate with the AASHTO leadership of the event to avoid scheduling conflicts.

**Required Attendance at Committee Meetings**

Attendance by all members at scheduled meetings is important to the necessary work of the committees. Acceptance of membership on a committee implies recognition of the value of its work and a willingness to make every effort to attend its scheduled meetings. Failure to attend three consecutive meetings, either in person or by an approved substitute, will be construed as an indication of inability or unwillingness to participate in the work of the committee, and may become the basis for replacement on the committee.

**SECTION XIII — PROCEDURES AND GUIDELINES ON COMMITTEE OPERATIONS**

The following guidelines apply to all of the entities within AASHTO, with the exception of the Board of Directors, the Executive Committee, and the Strategic Management Committee. The term “committee” below shall be taken to mean any committee, council, forum, special committee, or other entity of AASHTO, unless otherwise noted.

**Reporting to the Executive Director**

The Executive Director is an ex officio member of all AASHTO committees, is responsible for coordinating their activities, and shall be kept advised of committee operations and activities.
Committee Membership
Except for joint committees and special committees reporting to the Board of Directors, all Member Departments may nominate up to three persons to serve on each AASHTO committee, although only one vote per Member Department may be cast on voting matters. If a member of a committee cannot attend a meeting of that committee, a substitute from the same Member Department may do so provided notice of such substitute has been provided to the committee chair, the substitute is of a rank appropriate to that of the other committee members, and the substitute is able to fully represent the person who is unable to attend the meeting.

Joint Committee Recommendations to AASHTO
All recommendations by AASHTO joint committees must be considered by the Executive Director and the committee to which it reports. These joint committees cannot obligate or commit AASHTO to any official action.

Committee Finances
Committee meetings typically require certain expenditures such as room and equipment rental, group meal functions and receptions, refreshments, duplication charges, supplies, and the like. These are normally recovered through the assessment of a registration fee to all attendees of the meeting. AASHTO Headquarters will receive such fees and pay such expenses.

Cooperative Research Programs
AASHTO committee chairs are encouraged to submit for consideration to the National Academies’ Cooperative Research Programs any research problem statement of interest or benefit to members of the committee. These include the National Cooperative Highway Research Program (NCHRP), the Transit Cooperative Research Program (TCRP), and the Airport Cooperative Research Program (ACRP).

SECTION XIV — PUBLICATIONS

PUBLICATIONS POLICY
It shall be the policy of the Association to produce publications of an educational and informative nature that will further the Association’s purposes and assist its members in carrying out their duties and responsibilities. It is also the policy of the Association to make its publications that are of general interest available to the public gratis or at a moderate price to foster greater understanding of transportation matters, including the planning, design, construction, operation and maintenance of transportation facilities and services.

CATEGORIES OF PUBLICATIONS
The development and update of publications shall be coordinated by the Transportation Policy Forum’s Steering Committee to determine the appropriate council(s) and/or committee(s) to involve in the development and balloting of such publication. The initiating committee may recommend the type of publication. The following are the publication categories:

Technical Publications
A technical publication may be developed by a committee to provide technical information to the member departments and others in the transportation community that assists in the planning, design, construction, maintenance, and/or operation of the transportation system or some aspect thereof. The level of detail provided in a technical publication may span a wide range of situations, from detailed specifications to general guidance. Publications in this category include voluntary technical standards, policies, specifications, manuals, guides/guidelines, etc. Adoption of a technical publication by the association requires a two-thirds favorable vote of the Board of Directors or a two-thirds favorable vote of the council or committee to which the Board has delegated this approval authority.
Committee Reports
A committee report may be produced by a committee to provide technical or administrative information to its own members. Adoption of a committee report requires a two-thirds favorable vote of the full membership of the committee.

Informational Reports and Documents
The Executive Director may authorize the preparation and distribution of newsletters, reports, and such other periodic publications that are important to the distribution of information about transportation matters, in keeping with the Association’s purposes and publications policy.

DISTRIBUTION OF PUBLICATIONS
Upon the availability of new AASHTO publications, the Association shall distribute such publications to each Member Department and Associate Member. The Executive Director shall establish an appropriate pricing schedule, and shall publish and periodically update a list of available Association publications. At the Executive Director’s discretion, Association publications may be offered for sale or outside distribution.

COPYRIGHT PROCEDURE
The Executive Director shall be responsible for securing the Association’s copyright for appropriate publications and for administering the Association’s copyright policy. All committees and Member Departments are requested to assist the Executive Director in assuring protection to the Association’s proprietary information.

COPYRIGHT POLICY
Policy Governing Copyright Permissions for AASHTO Publications:

1. Only verbatim quotations giving full credit to the source are permitted. All proposals to edit portions of such publications will be denied. Quotations out of context are prohibited.

2. Using quotations as part of an advertisement for the sale of a service or a product is prohibited.

3. Authors of engineering textbooks may be permitted to use direct quotations, with acknowledgement of source, provided that said quotations are brief in extent. The use of AASHTO publications or quotations therefrom in pamphlets, promotional materials, etc., by industry and/or associations is prohibited.

4. When permission is granted, it applies only to that particular edition or work, and should not be construed as blanket authorization for all future versions. Additional copyright requests are required.

5. Copyright fees will apply to all requests made for:
   - internal use in classroom packets
   - use by Federal agencies and Member Departments in their training guides
   - internal use by local governments
   - use in professional scientific research papers
   - use in college and university curricula
   - reproduction of standards in commercial publications

8. All permission requests must include a pre-publication copy of the material quoting AASHTO publications and should be made in writing, preferably through e-mail, to AASHTO’s Information Resource Coordinator.

SECTION XV – COMPLIANCE WITH LAWS
It is the policy of the Association that all applicable federal and state laws are to be honored and followed in the conduct of the affairs of the Association, including those relating to employment practices, government contracts, non-discrimination and affirmative action legal requirements, and antitrust
activities. The Executive Committee is authorized and directed to establish and maintain an antitrust compliance program to guide the Association’s activities.

PERSONAL CONFLICTS OF INTEREST
The following conflict of interest policy is adopted and shall be distributed to the membership. All affected groups are expected to comply.

Policies and technical publications adopted by the AASHTO forums, councils, special committees, committees, and the Board of Directors are important to the safety of the traveling public and the vitality of our national economy. It is important that the integrity of AASHTO and its decision-making process be maintained. Meetings of AASHTO’s Board of Directors, forums, councils, special committees, committees, and other units shall be open to the public. Decisions are to be based on factors and only those factors which voting members believe will best serve the public interest and reflect best engineering and other technical standards. They are not to be influenced by the prospect of personal financial, or professional gain, prospective employment, or other beneficial interest. Voting members must recuse themselves in any instance where they have a conflict of interest involved in a matter up for decision.

ANTITRUST POLICY AND COMPLIANCE PROGRAM

POLICY
It is the policy of the Association that federal and state antitrust laws are to be honored and followed in the conduct of the business and activities of the Association, and the following antitrust compliance program is established for this purpose. All individual members of the Association are urged to comply with the antitrust compliance program, and take care in the conduct of Association business to avoid antitrust violations and personal conflict of interest situations that could lead to antitrust litigation.

COMPLIANCE PROGRAM
1. Each committee will periodically review its activities and determine the extent to which it is involved in "standards making" activity. For the purpose of this review, "standards making" is defined as any activity related to the publication of any specification, procedure, design or performance requirement, which if adopted could or may have an economic impact upon the manufacturing, distribution or sale of a product or service.

2. When engaged in any standards making activities, all committees must follow procedures that provide the following:
   a. Reasonable notification to interested parties in the private sector of the fact that an Association committee is developing a new voluntary standard.
   b. Formal provisions for the receipt and consideration of the comments of these interested parties.
   c. Formalized procedures for considering and responding to dissenting views of private sector interested parties and the minority views of Association members.
   d. The keeping of accurate minutes of all Association proceedings involving voluntary standards development.

The policy of the Association is to act with fairness and impartiality with respect to establishing and administering voluntary standards, and to provide an opportunity for anyone affected to be heard. The Executive Director is charged with receiving complaints with respect to the propriety of the Association’s voluntary standards and the procedures leading to their establishment, and for taking appropriate action thereon; accordingly, all complaints are to be forwarded to the Executive Director for appropriate handling.
AASHTO OFFICE MANAGEMENT POLICIES

GENERAL
The Executive Director is granted authority by the Board of Directors to establish administrative policies for the general office and the Association's employees as usual and customary, which are provided for under the budget adopted by the Executive Committee and which are not proscribed by the Association.

The headquarters office of the Association shall be in the Washington DC area. The Executive Director shall administer the headquarters office and any satellite offices in accordance with accepted management practices, the management policies stated in this section, and such further related policies as may be adopted from time to time by the Board of Directors and the Executive Committee.

BONDING
The Executive Director, Chief Operating Officer, Director of Finance and Administration, and Secretary-Treasurer of the Association shall be bonded in an appropriate amount.

BANK ACCOUNTS
The Association shall enter into a fiduciary agreement with a duly chartered bank insured by the Federal Deposit Insurance Corporation. The bank shall invest the assets under the control of the Association subject to such rules, guidelines or philosophical statements concerning excluded investment types, investment quality ratings, collateralization requirements or other matters as may be promulgated by the Executive Committee. Also under the agreement, the fiduciary bank shall operate one or more checking accounts from which disbursements shall be made to meet the Association’s obligations. All checks issued on behalf of the Association shall bear the signatures of any two incumbents of the following four positions:
- Secretary-Treasurer
- Executive Director
- Chief Operating Officer
- Director of Finance and Administration

AUDITS
The Executive Director shall engage a certified public accounting firm to perform an audit of the Association's books after the close of each fiscal year, and the audit report shall be forwarded to the Executive Committee. Additional audits may be performed when so requested by the Executive Committee, and shall be performed when a Secretary-Treasurer or an Executive Director vacates his/her office.

AMENDMENTS TO OPERATING POLICY
This Operating Policy may be amended by a two-thirds affirmative vote of the voting membership of the Board of Directors at any duly called Board of Directors meeting, provided that at least two-thirds of the voting Board Members are duly represented in attendance and the proposed amendment has been provided to the voting Board Members at least 14 days prior to the meeting. If not provided 14 days in advance of a meeting, unanimous consent of the voting Board Members present must be secured for consideration of the proposed amendment. Exceptions to this rule are amendments to Sections III-XIV of the Operating Policy, which shall only require a majority affirmative vote of all voting Board Members for passage.

The Executive Director may recommend amendments to the Operating Policy to the Board of Directors for its consideration.

Any voting Board Member may also initiate proposed amendments to be presented in writing at any duly called meeting of the Board of Directors. Such proposals may be amended by a two-thirds favorable vote at such meeting. Such proposals shall thereafter be submitted to a vote by the voting Board Members by electronic or letter ballot. Ballots shall be sent to the voting Board Members by the Executive Director within 30 days after the meeting at which the proposed amendment was submitted. Ballots returned to the Executive Director within 30 days after such meeting shall be recorded and tabulated by the Executive
Director, who shall report the results of such ballot to all the Board Members. If a two-thirds majority of all voting Board Members approve the amendment, it shall become effective in accordance with its terms.
## APPENDIX 1: AMENDMENTS

<table>
<thead>
<tr>
<th>Year</th>
<th>Adopted Amendment</th>
</tr>
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<tbody>
<tr>
<td>2017</td>
<td>At its annual meeting in Phoenix, Arizona, on September 28, 2017, the AASHTO Board of Directors approved significant amendments to the AASHTO Bylaws and the Board of Directors’ Operating Policy. These amendments were made in response to changes in the AASHTO committee structure, which was revised in response to direction from the Board of Directors following the adoption of an updated AASHTO strategic plan in late 2014. Among the key changes made were:</td>
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<td>• Reference to and descriptions of the roles and relationships of newly created entities such as the Strategic Management Committee, Transportation Policy Forum, etc.</td>
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<td></td>
<td>• New and updated statements of purpose for all committees and councils.</td>
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<td></td>
<td>• Changes to ensure conformance with District of Columbia code pertaining to non-profit associations.</td>
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<tr>
<td></td>
<td>• Simplification and streamlining of language, including removal of redundancies.</td>
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<tr>
<td></td>
<td>• Updates to reflect current and future association operating practices.</td>
</tr>
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