

NOVEMBER 4, 2002

AMENDED BYLAWS OF THE
NATIONAL ALLIANCE OF HIGHWAY BEAUTIFICATION AGENCIES
(NAHBA)

AN UNINCORPORATED NONPROFIT ASSOCIATION

ARTICLE I

ORGANIZATION AND OBJECTIVES

1. **Name.** The name of the unincorporated nonprofit association is the National Alliance of Highway Beautification Agencies (NAHBA), organized in the state of Texas.
2. **Principal Office:** The principle office of the association shall be designated by the Board of Directors. The Board may also establish additional or branch offices.
3. **Scope of the Association:** The scope of the association is to further the study and development of practices and programs related to highway beautification. The term “highway beautification” in the context of these bylaws means the implementation and enforcement of the Federal Highway Beautification Act of 1965, as amended, which mandates control of outdoor advertising and junkyards along interstate and federal-aid primary systems.
4. **Objectives:** The objectives of NAHBA shall be to:
 - A. Provide a forum for free and open discussion of developments and challenges in highway beautification.
 - B. Present to appropriate organizations, groups, or individuals, a unified voice on those matters involving highway beautification.
 - C. Provide communications and services to all members, such as a semiannual newsletter, that will inform, educate, and provide a forum for discussion of trends and issues related to highway beautification.
 - D. Provide a uniform response to the Federal Highway Administration on policies and regulations affecting highway beautification.
 - E. Promote and encourage consistent program development and uniform interpretation of the federal statutes and regulations governing highway beautification.
 - F. Study, evaluate, and recommend innovative concepts to strengthen highway beautification program compliance.

- G. Promote information networking to members through annual meetings, training seminars, and published material.
- H. Promote programs that will familiarize the motoring public with the benefits of highway beautification.

ARTICLE II

MEMBERSHIP

1. **Membership Qualifications:** Membership in the association is limited to employees of (1) federal departments of transportation, (2) state departments of transportation or highway agencies, (3) political subdivisions or local government associations, or (4) affiliate membership. The term “affiliate membership” in the context of these bylaws means outdoor advertising companies, academia, and beautification organizations.
2. **Non-voting Membership:** Regular membership in the association is open to all persons who desire membership, meet the membership qualifications, and pay regular dues, as directed by the Board of Directors. Non-voting members who are employees or representatives of state departments of transportation or highway agencies may serve on the Board of Directors.
3. **Voting Membership:** Each state shall designate one representative to serve as their voting member. Voting members may serve on the Board of Directors.
4. **Resignation:** Any member may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a member from liability for dues accrued. Non-renewal of membership will also be considered resignation of membership.
5. **Expulsion:** Any member may be expelled for adequate reason by a two-thirds vote by the Board of Directors. A member shall be automatically removed from membership in the association when any financial obligation owing to the association has not been paid within one hundred twenty (120) days after the invoice date. This includes, but is not necessarily limited to, dues obligations. Failure to pay dues or to otherwise jeopardize the goals and objectives of the association is considered to be adequate reason for expulsion and does not require advance notice to the member and/or deliberation by the Board. Any member proposed for expulsion for another reason will be given advance written notice including the reason for the proposed expulsion, opportunity to content the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board’s decision.

ARTICLE III

DUES

1. **Dues:** Dues structures are established by the Board of Directors and can be changed or amended as deemed necessary by the Board by a two-thirds majority vote.
2. **Delinquency;** Any member of the association who is delinquent in dues for a period of ninety (90) days is notified of the delinquency and suspended from membership. If dues are not paid within the succeeding thirty (30) days, the delinquent member forfeits all rights and privileges of membership and is expelled.
3. **Refunds:** No dues will be refunded.

ARTICLE IV

BOARD OF DIRECTORS

1. **Board of Directors:** The governing body of the association is the Board of Directors, which has authority and is responsible for the supervision, control, and direction of the association.
2. **Composition:** There shall be six (6) members of the Board of Directors. Members of the Board of Directors must be employees or representatives of state departments of transportation or highway agencies and will be required to serve a term of four (4) years.
3. **Election and Term of Office:** At, or prior to, each annual meeting of the association, an election shall be held to choose at least one (1) new member of the Board of Directors. Directors serve a term of four (4) years. A director may serve succeeding terms. During the first year that the association is in existence, the chairman of the steering committee will serve on the Board as past chairperson. A chairperson will be elected to serve two years, one year as chair and one year as past chair. A vice chairperson will be elected to serve three years. One year as vice-chair, one year as chair and one year as past chair. One member will be elected to serve a full four-year term, beginning as second vice chairperson. One member, who is a representative of the state selected to host the annual conference, shall be elected to serve a one year term. One member will be elected to serve a three (3) year term as Secretary/Treasurer. The Secretary/Treasurer may serve a longer term in accordance with paragraph 13.
4. **Vacancies:** If a vacancy occurs on the Board for any reason, the position shall be filled through Board appointment by a two-thirds majority vote for the unexpired term.
5. **Meetings:** The Board of Directors will meet at least annually at whatever time and place it selects. The presence of any three (3) directors constitutes a quorum. A majority of directors, where a quorum is present, is necessary to make a decision except where some other number is required by law or by these bylaws. Voting by proxy is not permitted. Voting by mail is permitted.

6. **Conference Telephone Call:** One (1) or more persons may participate in a meeting of the Board by means of a conference telephone call at such times as deemed necessary to transact association business throughout the year.

7. **Budget Approval:** The Board of Directors shall prepare an annual budget and present it to the membership for approval. A simple majority is required to pass the budget.

8. **Rules and Regulations:** The Board of Directors may adopt rules and regulations, consistent with these bylaws, for the administration and conduct of the affairs of the association, and may alter or repeal any such rules or regulations by a two-thirds vote of said Board.

9. **Removal:** A director may be removed for adequate reason by a two-thirds vote of the voting members.

10. **Compensation:** Directors do not receive compensation for their services.

11. **Table of Organization Flow Chart.**

INTENTIONALLY LEFT BLANK

12. **Officers and Succession:** Board officers shall include: chair, vice-chair, second vice-chair, past chair, host state chair, and secretary/treasurer. At each annual meeting or as may be deemed necessary by the Board of Directors between annual meetings, officer succession shall proceed as follows: second vice-chair to vice-chair, vice-chair to chair, and chair to past chair.

13. **Secretary/Treasurer:** The secretary/treasurer shall be elected from the association membership to serve one three (3) year term. Upon completion of said term, the secretary/treasurer shall state and present to the Board of Directors all of the association's minutes, historical records, and a bank draft equal to the current financial balance of the association, including but not limited to: mutual stock, certificates of deposit, association checking account, and interest bearing savings accounts. A three year balanced statement tabulating monthly deposits, expenditures, and balance shall be presented to the association chair for review no less than (60) days prior to the end of said term. A secretary/treasurer may express willingness to continue in this role for the association upon completion of initial term in office. An annual continuance may be approved by a two-thirds vote by the Board of Directors. The secretary/treasurer shall request this continuance of office a minimum of sixty (60) days prior to the annual meeting. The Board shall vote by mail directed to the chair, a minimum of thirty (30) days prior to the annual meeting. This will provide adequate time for the association to select or nominate a new secretary/treasurer, should the current secretary/treasurer fail to receive the required two-thirds vote by the Board.

The secretary/treasurer shall provide a current financial report to each member of the association at the annual conference.

ARTICLE V

BYLAW REVISIONS

1. **Amendments:** Amendments to these bylaws may be made without prior notice by a two-thirds majority vote at any annual meeting of the association. Emergency amendments may be made by a two-thirds vote by the Board of Directors, but emergency amendments are temporary and subject to subsequent approval by a two-thirds vote at the next annual meeting of the association's membership.

ARTICLE VI

GOVERNING INSTRUMENTS

1. The association shall be governed by its bylaws.
2. Membership and business meetings shall be conducted in accordance with the procedures outlined in the current edition of Robert's Rules of Order Newly Revised.