

CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE 1-NAME, LOCATION, and OBJECT

1. The name of the Association shall be the County Engineers' Association of Maryland.
2. The office of the Association shall be located where designated by the Board of Directors.
3. The object of the Association shall be to raise the technical and non-technical standards of service rendered the general public, by the employees of our member organizations in the counties of the State of Maryland through the establishment of a method of exchanging ideas and group discussion of mutual problems.

ARTICLE II-MEMBERSHIP

Membership in this Association shall be divided into five (5) classes:

1. A "Member County" including "Baltimore City" shall be a County of Maryland which has joined CEAM, and paid current dues. Each Member County shall designate one voting "member," who shall be the County Engineer, Director of Public Works, the equivalent position within that jurisdiction, or his designee.
2. A "Member" shall be any active employee of a county, municipal department, or any other public agency, the primary function of whom is public works, planning or other activity of a public works nature, who has been admitted to the Association by a majority vote of the Board of Directors.
3. An "Associate Member" shall be anyone whose primary function is in public works, planning or other activity of a public

works nature, who is not a "Member", "Life Member", or "Honorary Member", and who has been admitted to the Association by a majority vote of the Board of Directors.

4. A "Life Member" shall be any Member or Associate Member who has been so designated by the Board of Directors.
5. An "Honorary Member" shall be anyone so designated by The Board of Directors. Life Members and Honorary Members will not be required to pay dues. Honorary members shall not vote.
6. A "Retired Member" shall be a former "Member," or an "Associate Member," who has retired from active service in public works, planning, or other activity of a public works nature. Admission of other retired individuals is at the discretion of the Board of Directors. "Retired Members" shall not vote.

ARTICLE III-DUES

1. Membership dues shall be of the amounts established from time to time by the Board of Directors.
2. All membership categories above, except for "Honorary" and "Life" members shall pay annual dues.

ARTICLE IV-OFFICERS and DIRECTORS

1. The officers of the Association shall be President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer.
2. There shall also be five (5) Member Directors and two (2) Associate Member Directors.
3. The President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, immediate Past President, the two (2) Associate Member Directors and the five (5) Member Directors shall constitute the Board of Directors, in which the government of the Association shall be vested.

4. The terms of the President, 1st Vice President, 2nd Vice President, Treasurer and Secretary, shall be one year. The terms of the five (5) Member Directors and two (2) Associate Member Directors shall be two (2) years.
5. A vacancy in the office of President shall be filled by the 1st Vice President. A vacancy in the office of the 1st Vice President, 2nd Vice President, Secretary, Treasurer, or Director shall be filled by an appointment by the Board of Directors.
6. The Officers and Directors shall be eligible for re-election.
7. All Officers and Directors with the exception of the Secretary, Treasurer, and the Associate Member Directors shall be "Members." The Associate Member Directors shall be Associate Members. The Secretary and the Treasurer may be either an Associate Member or a Member and shall have complete voting privileges on the Board of Directors.

ARTICLE V-MANAGEMENT

1. The Board of Directors shall be vested with the exercise of all the corporate powers of the Association subject to this Constitution and shall make provisions in Bylaws for the duties of the several Officers, and for the general administration of the affairs and property of the Association and shall make a report at one general meeting and at the Annual Meeting, transmitting, therewith, the report of the Treasurer and such other reports as it shall deem advisable.
2. The Board of Directors shall hold at least six meetings each year at which meetings a quorum shall be required consisting of the President or 1st Vice President and five (5) additional members of the Board.

ARTICLE VI-NOMINATION and ELECTION of OFFICERS and DIRECTORS

1. A Nominating Committee of at least three (3) Members of the

Association shall be appointed by the President. The committee shall include the three (3) most immediate locally available past presidents of the organization. The most recent Past President shall serve as the Chairman of the Committee. Said Committee shall nominate a slate of Officers and Directors and shall submit same to the Board of Directors. Upon acceptance by the Board of Directors the Secretary will prepare a ballot, and mail a copy to each Member County represented in the Association. Each Member County shall be entitled to one vote.

2. Ballots may be returned by mail to the Secretary or presented to him in person. They shall be presented in two (2) sealed envelopes, and the outer envelope shall be endorsed by the County's voting Member. The Secretary shall forward the sealed ballots to the Chairman of the Nominating Committee.
3. At the Annual Meeting the Chairman of the Nominating Committee shall announce the names of the Officers and Directors elected.
4. Officers' and Directors' terms of office shall begin on July 1 and end on June 30 of the following year.

ARTICLE VII-MEETINGS

1. There shall be at least one Annual Meeting and one General Meeting of the Association each year. Meetings shall be held at such time and place to be determined by the Board of Directors. The Annual meeting shall be held in conjunction with the Association's Spring Conference unless otherwise scheduled by the Board of Directors. A Business Meeting shall be held at each Annual Meeting and at each General Meeting. At the Annual and General meetings at least twelve (12) Member Counties shall constitute a quorum.
2. Business Meetings or General Meetings may be called at any time by the Board of Directors. The call for any meeting shall be issued not less than fifteen (15) days in advance.

ARTICLE VIII-AMENDMENTS

1. Proposed amendments to the Constitution and to the Bylaws shall be in writing and signed by at least three Member Counties. Said proposed amendments will be necessary for adoption. Said amendments shall be voted on by ballot conducted in like procedure as the annual elections, and the results announced at either the Annual Meeting or the General Meeting. Amendments to the Constitution or to the Bylaws shall take effect on January 1st of the following year.