CONSTITUTION
OF THE MID AMERICA ASSOCIATION
OF STATE TRANSPORTATION OFFICIALS

ARTICLE I

Name

The name of this organization shall be the Mid America Association of State Transportation Officials, hereafter referred to as the "Association" or "MAASTO".

ARTICLE II

Purpose

The purpose for which this Association is organized and for which it shall be perpetuated is to foster the development, operation, and maintenance of an integrated and balanced transportation system to adequately serve the needs of those states whose Highway and/or Transportation Departments constitute the membership of the Association. The Association, its officers or committees shall have no authority to legally bind any of the members of the Association. However, all members pledge their cooperation to foster the development, operation, and maintenance of an integrated and balanced transportation system for member states; and to cooperate with the appropriate Federal representatives of the United States Department of Transportation, the American Association of State Highway and Transportation Officials (AASHTO), and other appropriate agencies to strengthen and improve the nation's transportation system.

ARTICLE III

Membership

The membership of this Association shall be comprised of State Highway and/or Transportation Departments and their employees from the states of Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Ohio, and Wisconsin.

ARTICLE IV

Board of Directors

Governance of the Association shall be vested in the Board of Directors which shall be composed of the Chief Executive Officer (CEO) of each member department. The CEO may designate an individual to serve as the member department's representative on the Board by letter to the President and Secretary. Unless voted on by a majority of the Board of Directors, the Board of Directors will meet three times per year; in conjunction with the AASHTO Spring Meeting, in conjunction with the Association's Annual Meeting and in conjunction with the AASHTO Annual Meeting. Special meetings may be called by the President or upon the request of three member departments.

Nominating Committee

The Nominating Committee shall be appointed by the President and shall be comprised of three past presidents who currently serve on the Board of Directors. The immediate past president shall serve as chair of the committee. If there are less than three past presidents currently serving on the Board of Directors, the President shall fill the remaining slot(s) on the committee from the members of the Board of Directors. The Nominating Committee shall nominate candidates for President and Vice President for the Board of Directors' consideration.

President and Vice President

The President and Vice President shall be elected at the annual meeting of the Association to hold office for one year or until their successors are duly elected. Any vacancy in the offices of President or Vice President shall be filled for the unexpired term as follows:

1. The Vice President shall assume the duties of President; and
2. The office of Vice President will be filled by a majority vote of the Board of Directors.

The President shall preside at all meetings. If the President is absent the office shall be filled by the Vice President. In the absence of both President and Vice President, a President pro tempore shall be elected by a majority vote of the Board of Directors present at the meeting. The President and Vice President will represent the Association on the AASHTO Executive Committee for the term which begins following the next AASHTO Annual meeting.

Secretary

The Secretary shall be appointed by the President. The Secretary may be selected from among the membership and need not be the CEO of a member department. The Secretary shall issue all notices of meetings and perform such additional duties as the President or Board of Directors may direct.

Treasurer

The Treasurer shall be elected by the Board of Directors and serve at the pleasure of the Board of Directors. The Treasurer may be selected from among the membership and need not be the CEO of a member department. The Treasurer shall keep a record of all accounts and transactions, have charge of all finances, ensure an independent audit is conducted each year, and perform such additional duties as the President or Board of Directors may direct.

ARTICLE V

Annual Meeting

One regular meeting of the Association shall be held each year, to be known as the annual meeting. The annual meeting shall be hosted by one of the member departments, at a time and location approved by a majority of the Board of Directors. Member departments wishing to host an annual meeting shall submit a request to the current President. Each fall a selection committee, comprised of three members appointed by the President shall review state bids for the annual meeting. The selection committee shall make their recommendation to the Board of Directors at the meeting held in conjunction with the annual AASHTO meeting.

The host state of the annual meeting does not necessarily have to be the state of the President of the Association. The host state shall be responsible for all logistics and program content associated with the annual meeting, except the Board of Directors' agenda which shall be prepared by the current President.

ARTICLE VI

Board of Director's Quorum

Representation by a majority (six members) of the Board of Directors, in person or by electronic means, shall constitute a quorum to initiate and transact general business and to establish policy.

Members of the Board will notify the President and Secretary in advance of a meeting if their department wishes to participate by electronic means.

ARTICLE VII

Dues

There shall be no annual dues collected from the members.

ARTICLE VIII

Fiscal Year and Entity

The fiscal year of the Association shall be that of the federal government, commencing on October 1 of the preceding calendar year and ending on September 30. The Association shall be organized under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, as a professional and trade association to foster the development, operation, and maintenance of an integrated and balanced transportation system of the member states.

ARTICLE IX

Amendments

Proposed amendments to the Constitution must be presented in writing to each member of the Board of Directors at least one month prior to the meeting that the amendment will be voted on. Such proposal may be amended by a two-thirds vote of the Board of Directors at such meeting. A two-thirds favorable vote by the Board of Directors (seven votes) shall be necessary for the adoption of any amendment to this Constitution.

BYLAWS

SECTION I

The general office of the Association shall be located in the office of the President.

SECTION II

Committees

The following committees have been established by the Board of Directors.

1. A Strategic Transportation Issues Committee shall perform an advisory role to the Board of Directors. The Committee shall serve as a forum for discussion of current and emerging strategic transportation issues. The Committee shall solicit resolutions from the membership for consideration by the Board of Directors, prepare an agenda of topical issues for the Board of Director's review and consideration, and shall advise on policy issues as requested.

2. A Chief Engineers Committee shall provide advisory services to the Board of Directors for engineering and transportation operations issues. The Committee shall serve as a forum for discussion of current and emerging transportation engineering issues.

    a. A Construction Engineers Subcommittee shall provide advisory services to the Board of Directors and the Chief Engineers Committee. The Subcommittee shall provide a forum to share current and emerging best practices in transportation infrastructure construction, construction management, and construction inspection.

3. A Planning Committee shall provide advisory services to the Board of Directors for transportation planning, programming, and modal issues. The Committee shall serve as a forum for discussion of current and emerging transportation planning issues.

    a. A Rail Subcommittee shall provide advisory services to the Board of Directors and Planning Committee. The Subcommittee shall collaborate on the development of new passenger rail service and freight rail within the MAASTO region. The Subcommittee shall serve as a forum for discussion of current and emerging passenger/freight rail issues. Membership shall be comprised of representatives from member departments plus any additional state agencies directly involved in passenger or freight rail service oversight or development.

4. A Highway Transport Committee shall provide advisory services to the Board of Directors. The Committee shall serve as a forum for discussion of motor carrier industry-related transportation issues within the MAASTO region, to define actions and solutions, improve coordination and communication, and to recommend policies and standards to the Board. Membership shall be comprised of representatives from member departments plus any additional state agencies directly involved in commercial motor carrier activities.

5. A Chief Counsel Committee shall provide advisory services to the Board of Directors. The committee shall serve as a forum for discussion of current and emerging transportation legal

issues. The Committee shall explore common areas of interest and potential future collaborative opportunities and carry out assignments as requested by the Board of Directors. Membership shall be comprised of representatives from member departments, or from other state agencies providing legal counsel services to member departments.

6. A Connected and Automated Vehicle (CAV) Committee shall provide advisory services to the Board of Directors. The Committee shall collaborate to advance CAV technologies and infrastructure to increase transportation safety, create a thriving Midwest economy, shape national CAV policy, and enhance the quality of life. Membership shall be comprised of representatives from member departments plus any additional state agencies directly involved in connected and automated vehicle activities.

7. A Workforce Committee shall provide advisory services to the Board of Directors. The Committee shall serve as a forum for discussion of current and emerging workforce issues. The Committee will focus on issues regarding employee recruitment and/or retention. The Committee shall complete tasks as directed by the Board and will serve as a peer exchange on best practices regarding workforce development. Membership shall be comprised of representatives from member departments which focus on building a successful DOT Workforce.

8. A Small Business Support Committee shall provide advisory services to the Board of Directors. The Committee shall serve as a forum for discussion of current and emerging issues regarding the development and support of small businesses in the transportation industry. The committee shall complete tasks as directed by the Board and will serve as a peer exchange on best practices regarding small business support. Membership shall be comprised of representatives from member departments focused on building successful relationships with small businesses in the transportation sector.

9. An Electric Vehicle (EV) Committee shall provide advisory services to the Board of Directors. The Committee shall serve as a forum for discussion of current and emerging electric vehicle issues. The Committee shall identify and share approaches to common electric vehicle infrastructure development issues.

Committees and subcommittees shall operate under the following general provisions:

1. Each member department CEO shall appoint no more than two representatives to each of the above committees, inclusive of the committee Chair and Vice-chair. Committees may have “friends” of the committee as desired by the chair and vice-chair.

2. Committee Chairs will be elected by the members of each committee to serve a term of no more than two years. The term will become effective upon election by the committee members and confirmation by the MAASTO President. Committee Chairs may be reelected for a consecutive term of no more than two years upon confirmation by the President.

3. Committee Vice-chairs may be elected by committee members as desired.

4. Committees will provide a report of its past and anticipated future activities twice annually:
    a. To the MAASTO secretary by February 1

b. To the Board of Directors at the MAASTO Annual Meeting

The President may appoint any subcommittee, special committee, working group or task force that would be in the interest of the Association.

SECTION III

Participation at Annual Meeting

Employees of non-member State Departments of Transportation, the U.S. Department of Transportation, other federal agencies impacting transportation services, transportation agencies of Canadian provinces, counties, municipalities and local jurisdictions, contractors, consultants, representatives of equipment, material, or other commercial organizations or other national associations who are registered at the annual meeting of the Association are eligible to attend all general meetings and group meetings.

SECTION IV

Registration Fee

A nominal registration fee may be charged to those attending any meeting of the Association.

SECTION V

Contracts

The President and Vice President of the Association or their designees from the Host State are authorized to enter into contractual agreements on behalf of the Association for the purpose of conducting meetings of the Association.

SECTION VI

Rules of Order

Robert's Rules of Order shall govern parliamentary questions.

SECTION VII

Amendments or Suspensions

The Bylaws of the Association may be amended or suspended at any Board of Directors meeting upon a two-thirds vote by the member departments in attendance.