

HMS OPERATING GUIDE
BY-LAWS

HEAVY MOVABLE STRUCTURES INC.
OPERATING GUIDE

PART 3
BY-LAWS

HMS OPERATING GUIDE BY-LAWS

LIST OF REVISIONS

DOCUMENT REVISIONS HISTORY

- Revision 0: Major re-writes of previous By-Laws (new document), ratified 11/16/92, to be effective 5/16/93.
- Revision 1: Provision for Chairman Emeritus. Ratified 7/7/95.
- Revision 2: a) Changed term of board members, pages 4, 6 and 8, ratified 11/98
b) Changed receiving checking account, page 9
c) Added minimum to be kept as security for future symposia, page 10
- Revision 3: Rewrite of #D7- minimum reserves Ratified 10/04
- Revision 4: Added permanent AASHTO committee (V-B2). Ratified June 24, 2007
- Revision 5: Updated Secretary duties (3C9,10,11) and Treasurer duties (3D5,6), summer elections. Ratified June 12, 2009
- Revision 6: Added standing committee, Chairman, Vice Chairman pages 6,8,9,10,11 Ratified June 8, 2013
- Proposed Revision 7: (Submitted May, 2019 – Ratified June 21, 2019)
- a) Revised and clarified language.
 - b) Added Steering Committee and responsibilities, Board composition language and Title revisions.
 - c) Expanded Symposium Duties per Title.

**HMS OPERATING GUIDE
BY-LAWS**

TABLE OF CONTENTS

Article I. NAME 4

Article II. PURPOSE 4

Article III. MEMBERSHIP 4

Article IV. CONTROLS 4

A. GENERAL PROVISIONS 4

B. OPERATION 5

C. ELECTION OF THE DIRECTORS AND OFFICERS 6

D. MEETINGS 6

Article V. ORGANIZATION 7

A. CORPORATION STRUCTURE 7

B. CALENDAR 11

C. RECORDS 12

D. FINANCIAL OPERATIONS 12

Article VI. AMENDMENT PROCEDURE 13

HMS OPERATING GUIDE

BY-LAWS

Article I. NAME

This not-for-profit organization, incorporated in the State of Florida, shall be known as HEAVY MOVABLE STRUCTURES, INC., as a special interest group.

Article II. PURPOSE

Heavy Movable Structures, Inc. (hereafter referred to as HMS, or the corporation) is a not-for-profit technical organization focusing on the heavy civil facilities and structures utilized by the public.

The main mission of this not-for-profit corporation of volunteers is to provide:

1. A forum to present current activities, future innovations, and relevant research on movable bridges and structures.
2. An interface between Government agencies, owners, designers, systems producers, component manufacturers, and users of movable bridges and structures for an exchange of ideas, experiences, and needs for the purpose of improving public safety, economic benefits, and structural longevity.

Article III. MEMBERSHIP

General membership is individually maintained by:

- (1) Having an interest in movable bridges and structures,
- (2) Maintaining a correct application on-file,
- (3) Paying biennial dues.

Each individual maintaining a current membership is a representative of the organization. Dues and assessments will be in accordance with the Operating Guide (defined in Article IV).

Article IV. CONTROLS

A. GENERAL PROVISIONS

The present organization consists of three elements that are all volunteers: General Membership, Board of Directors, Steering Committee and Executive Officers supported by Technical Committees.

HMS OPERATING GUIDE

BY-LAWS

B. OPERATION

The general membership elect representatives to conduct business of the corporation as stated above and in accordance with Florida Statutes, Chapter 617, Certificate of Incorporation, and these By-Laws. Election of Board Members and Officers, and appointment of Committee Members will be in accordance with these By-laws and the Operating Guide. Business is conducted via individuals and group meetings. Annual group meetings are scheduled for the Executive Officers and Board of Directors and are open to the general membership.

The entity's operation is predicated upon checks and balances between daily administrative functions by the Executive Officers, and guidance and direction by the Board of Directors. The Board establishes policies and issues executive orders.

Policies are broad general statements covering actions and/or positions to be taken by the organization covering various operational situations and conditions. Policies are drafted by an ad hoc committee assigned by the Chairman of the Board. These policies are implemented by the Executive Officers per Board approved procedures, where directed by the Chairman.

If or when required, dissolution of the corporation will be in accordance with Florida Statutes, Chapter 617.14.

Executive Orders are direction to Executive Officers covering specific assignments or actions.

Procedures for policies are the detail(s) that assure consistent coverage for all members. These procedures are drafted by the Executive Officers for Board approval.

These documents are filed in the corporation's Operating Guide that is a manual with five distinct parts:

Part 1	Certificate of Incorporation
Part 2	Florida Statutes, Chapter 617
Part 3	By-laws
Part 4	Policies & Procedures
Part 5	Membership List

Copies of the Operating Guide and its updates are available to current members upon request. Copies of all Executive Orders are maintained on-file with the Secretary.

HMS OPERATING GUIDE

BY-LAWS

C. ELECTION OF THE DIRECTORS AND OFFICERS

Election of members of the Board and Vice President are conducted by an electronic ballot to the general membership according to the calendar of events stated herein.

All current members are forwarded a ballot to their address on-file thirty days in advance of the due date specified in the accompanying notice for such a vote.

Directors and Vice President are decided according to those receiving the most votes cast as indicated on the ballots prior to the due date specified in the notice. The office holders-elect assume their offices the following January 1st. The following rules apply to the election process:

- (1) In each even numbered year, eight of the sixteen Directors of the Board of Directors are elected to a four-year term.
- (2) A Vice Presidential election is held in even numbered years for a two-year term.
- (3) Following the election of a new Vice President, and upon Board approval, the incumbent Vice President advances to a two-year term of Senior Vice President, effective the following January 1st. The incumbent Senior Vice President advances to President upon BOD approval. The incumbent President, advances to the Steering Committee. This committee selects one of the active members of the steering Committee to a two-year term of Chairman of the Board of Directors, effective the following January 1st. The incumbent Chairman of the Board, upon Steering Committee nomination and Board approval, takes seat as Vice Chairman. The incumbent Vice Chairman-relinquishes his/her seat on the Board.
- (4) Any Executive Officer or Director may be removed for reasons deemed adequate by the Board, by a two-thirds vote of the Board.
- (5) If a vacancy occurs in an elected office for any reason, the position will be filled for the unexpired portion of the term by an appointee of the Chairman of the Board.

The Secretary will maintain all election-related records until after the next completed annual election.

D. MEETINGS

Normally, business is conducted through e-mail, letters, telephone, or conference calls between individuals or groups of individuals. A simple majority (including proxies) of the designated number of members in a group (i.e., Board of Directors, the Executive

HMS OPERATING GUIDE

BY-LAWS

Officers) constitutes a quorum. A quorum is necessary to make a decision. Proxy voting and representation is permitted if such is indicated in writing between eligible members of the group and presented to the Secretary prior to the meeting. Voting by a mailed or electronic ballot is permitted when indicated by these By-laws. All scheduled Board and Executive Officers meetings are open to all members.

An Annual Meeting of the Board of Directors and Executive Officers is scheduled during each Biennial Symposium in the fall of the even numbered year and in the summer of the odd numbered year.

Special meetings may be called at any time by the Chairman, President or as petitioned by a 2/3 vote of the current membership as indicated by their signatures. A minimum of four weeks notice must be given to all parties concerned. Technical committee meetings are held at the direction of the Vice-President and/or chairman of the specific committee(s).

All meetings will attempt to follow Robert's Rules of Order. A simple majority (including proxies) of the official body of members is required (i.e., Board, Executive Officers, Technical Committees, etc.). The meeting may be in one physical room or via a teleconference call.

Minutes of all meetings shall be documented by the Secretary or designee reflecting the agenda and action items assigned during the meeting. A copy of the minutes must be sent to the Board of Directors and Executive Officers within 30 days. A draft copy shall be sent to the Chair of the meeting within ten days for his review.

Article V. ORGANIZATION

A. CORPORATION STRUCTURE

1. General Membership:

The general membership consists of individuals with an interest in the industry. Requirements for membership are controlled by the Operating Guide.

2. Steering Committee:

The Steering Committee, composed of a least four past Executive Officers, will elect a Committee Chairman and Vice Chairman who will serve a two-year term. The Chairman of the Steering committee will also serve as Chairman of the Board of Directors. The Steering Committee will meet twice a year including a meeting that precedes the Board of Directors meeting each year.

HMS OPERATING GUIDE

BY-LAWS

The Steering Committee ensures that the long-term goals and needs of the Corporation are met. This Committee will steer the agenda of the Board of Directors to ensure:

- Symposia of the highest quality and in accordance with the Mission and Goals of HMS
- The growth of HMS Membership
- The long-term success of the Corporation
- The Corporation operates within the guidelines of the Policies and Procedures and By-Laws of HMS.

3. Board of Directors:

The Board functions via committee actions; one, as standing committees (such as Audit/Nominating), and two, remaining ad hoc.

a.) Board Structure

The Chairman of the Board makes assignments to members (individually, or in a group) forming an ad hoc committee to accomplish the task(s).

The Board is structured with two types of seats covering four segments (or categories) of the industry for maximum input and optimization. The two types of Board seats are: voting and non-voting.

Eighteen voting seats - There are eighteen voting seats as follows:

- The sixteen Directors representing the four segments of the industry (eight of the sixteen are elected biennially for a four-year term);
- The current Chairman of the Board/ Steering Committee
- The Vice Chairman of the Board / Steering Committee

The position of Vice Chairman shall be given the voting rights and all other responsibilities of a Director. The position of Vice Chairman is not granted the authority or privileges exercised by the current Chairman, other than as is normally granted to a Director.

Non-voting seats represent the Executive Officers and Technical Committee Chairmen.

a.1.) Audit/Nominating Committee

An Audit/Nominating Committee (A/N) is established within the Board of Directors to act as auditor over the operational and financial aspects of the organization. This committee also functions as the organization's standing

HMS OPERATING GUIDE

BY-LAWS

nominating committee. Each year, this committee of four (i.e., Appointed by the Board Chairman for a two-year term, one from each of the Board groups) selects, from a current membership listing, potential candidates for Board and Executive Officers' positions whose term(s) expires, or whose seats are/will be vacant.

a.2.) HMS/AASHTO Oversight Committee

The HMS/AASHTO Oversight Committee shall be comprised of four Board members, nominated by the Chairman (approved by a simple majority of the Board) and the six Technical Committee Chairpersons. The four Board members shall be voting members and the six Technical committee chairpersons shall be non-voting members. A passing vote of 75% is required and proxies are permitted. The functions of the Oversight Committee include:

- 1) to serve as HMS liaison with AASHTO;
- 2) monitor, direct, and approve membership of Technical Committees;
- 3) responsible for the format and procedures of the Technical Committees;
- 4) authorize or veto comments from technical Committees;
- 5) Submit authorized comments to AASHTO.

a.3.) Ad Hoc Committees

Ad Hoc committees are, as defined, assigned specific tasks. Each assignment is chaired by a current voting member of the Board and supported by other current members of the organization.

4. Executive Officers

The Executive Officers (i.e., President, Senior Vice President, Vice-President, Secretary and Treasurer) are non-voting members of the Board.

a). President

The President is the chief executive officer responsible for the conduct and operation of the corporation's activities within guidelines of these By-Laws, Operating Guide and Executive Orders. The President reports to the Board of Directors. The President's duties include:

1. Oversight of Executive Officers.
2. Symposium Activities
 - a. Chairs Site Selection Committee
 - b. Exhibitor coordination
 - c. Site contracts

b). Senior Vice-President

The Senior Vice President's duties include:

HMS OPERATING GUIDE

BY-LAWS

1. Acting for the President as delegated.
2. Technical Committees/chairs
3. Web Site Oversight. (Webmaster)
4. Symposium Activities
 - a. Coordinates Panel discussions
 - b. Presentation Technology for Symposium

c). Vice-President

The Vice President's duties include:

1. Acting for the President as delegated.
2. Symposium Activities
 - a. Technical Paper Presentation Program Papers
 - b. Professional Development Recording
 - c. Coordinates Room monitors

d). Secretary

The Secretary's duties include:

1. Membership Services
2. Records and Correspondence Depository
3. Minutes of Meetings
4. Mailings
5. Newsletter
6. Ballots
7. Invoicing Members' Dues
8. HMS Website Administration (Webmaster)
9. Symposium Duties:
 - A. Receiving Symposium registrations (Registrar)
 - B. Checking in the Symposium attendees (Registrar)
 - C. Supplying the executive branch with registration information (Registrar)

e). Treasurer

The Treasurer's duties include:

1. Accounts payable
2. Accounts receivable to the Receiving Account.
3. Budget
4. Maintain Operating Account.
5. Providing Financial reports
6. Preparation of tax reports and all required governmental reports

HMS OPERATING GUIDE

BY-LAWS

7. Symposium Duties:
 - A. Create and update daily a spreadsheet of all Symposium finances
 - B. Keep the President informed of all related finances during the Symposium

f.) Technical Committees

Technical Committees, supporting the President, are assigned to the Senior Vice President. The Senior Vice President appoints each committee Chairman for the duration of his/hers (Senior Vice President's) term. Each new Senior Vice President appoints his/her own team of chairmen and committee members approved by the voting members of the Oversight Committee.

These technical committees serve as an organizational central clearinghouse for technical information and activities. The identity of these committees is listed elsewhere in the Operating Guide. Each of the committees requires a minimum of three members in order to function: one of which is designated as Chairman. Each Chairman is required to designate a back up in the team to act in the absence of the Technical Committee Chairman.

g.) Contract Services

Contract services may be used to support the functions of the Executive Officers based on the recommendation of the President subject to the Board of Director's approval.

B. CALENDAR

Operating Period is biennial, an odd to even year cycle.
Starting '89/'90, '91/'92, etc.
Fiscal Year, 1/1 to 12/31.

Biennial Elections and Board appointments; summer of each even numbered year.
Board – Eight of the sixteen Directors are elected for a four-year term every two years;
Chairman - appointed by the Steering Committee in fall of even year, assumes position the following January 1 (odd year);
Vice Chairman - appointed by the Steering Committee in the fall of even year, assumes position the following January 1 (odd year).

Executive Officers

President - appointed, with Board approval, from Senior Vice-President
Senior Vice-President - appointed with BOD approval
Vice-President - elected fall of even year
Secretary - appointed by the Board
Treasurer - appointed by the Board

HMS OPERATING GUIDE

BY-LAWS

(President, Vice President and Sr. Vice President take Office the _____ following Jan 1.)

(Ballots distributed to current members-of-record)

Budget - Income and Expenses -

Due Dec. 31, even numbered years

(Capital outlay per Special Board Appropriations - only)

Activities

Biennial Symposium - Fall of Even numbered Year

(Location to be selected by Site Selection Committee)

C. RECORDS

All official correspondence (i.e., incoming and out-going) and all meeting minutes, policies/procedures, directives, etc. reflecting the corporation's operation will be filed in the Secretary's office for reference. Secretary will maintain the corporation's updated Operating Guide described above. The HMS logo cannot be used by any other company, corporation or entity for any reason without written permission of the Chairman of the Board of HMS.

D. FINANCIAL OPERATIONS

The Treasurer will establish and maintain a set of accounts structured to support the goals and mission of the corporation. These accounts will be maintained to provide an audit trail for review purposes reflecting all transactions involving receipts and disbursements.

1) Bank Controls

The Treasurer will establish and maintain a Receiving Account ~~checking account~~ in an institution approved by the Board, to receive all incoming funds (i.e., Checking Account).

The Treasurer will establish and maintain an Operating Account in an institution approved by the Board, for disbursement to cover all expenses (i.e., Checking Account).

The Receiving Account is the depository account for all funds and is controlled by the Treasurer. All transfers from the Receiving Account to the Operating Account are initiated by the Treasurer as necessary. The Operating Account is the working account controlled by the Treasurer at a level sufficient to cover the necessary cash flow per budget covering each fiscal quarter and/or activity.

2) Receipts/Revenues

All funds received are to be recorded and deposited in the Receiving Account, identifying individual or company name, check number, purpose and amount received.

HMS OPERATING GUIDE

BY-LAWS

3) Disbursements/Expenses

Deposits to the Operating account are only drawn from the Receiving Account. All disbursements are to be paid by check via the account's payable system.

4) Limits

Expenses will only be covered if the original receipt is submitted to the Secretary for audit. Secretary will then forward to the President or Vice-President for approval and then transmittal to the Treasurer for payments. Under no circumstances will an expense be approved by the person incurring that expense. Purchase orders and contracts for services are to be approved in advance by the President. All invoices received by the organization must be verified and counter-signed by the member responsible for requesting the material or services. Approved original must be forwarded to the Treasurer for payment.

5) Budgets

A two-year budget is prepared by the Treasurer and approved by the President prior to presentation to the Board. The budget must contain a line item identity and a projected cash flow for the two-year period. The budget must allocate funds for specific functions, both projects and administrative. A budget must be established for all projects and administrative functions for purchases and/or contracts of materials, or services necessary to meet the schedule and activities assigned. Any transaction, which exceeds budget by more than 10%, must be brought to the attention of the President.

6) Reports Financial

Quarterly - Balance Sheets

- Income/Expense
- Accounts Receivable Listing
- Open Invoice Report
- Cash Requirements Report

Annual - Status (due each December)

- Budget vs. Actual (spreadsheets)
- Treasurer's Statement

7) Monetary reserves: HMS will carry reserves necessary to offset maximum potential damages and costs as a result of any contractual obligations and biennial operational costs. This reserve is to be used only to cover any potential losses that may occur as a result of operating deficits and is not to be used in budget preparations.

Article VI. AMENDMENT PROCEDURE

The Certificate of Incorporation and these By-laws may be amended by the following procedures:

HMS OPERATING GUIDE BY-LAWS

- 1) Initiation of amendments may be by petition signed by a majority of the Board of Directors or the Executive Officers.
- 2) The proposed modifications shall be sent to all members of the Board no later than 30 days prior to the scheduled meeting or vote by official ballot.
- 3) Amendments to the Certificate of Incorporation and these By-Laws shall require two-thirds of the eligible votes cast by the Board of Directors and shall become effective immediately unless otherwise stated.