

**ADMINISTRATIVE SUBCOMMITTEE ON INTERNAL AND EXTERNAL AUDIT**  
**BYLAWS**

**ARTICLE I: Name**

The name of this organization shall be “THE ADMINISTRATIVE SUBCOMMITTEE ON INTERNAL AND EXTERNAL AUDIT”.

**ARTICLE II: Purpose**

**Section 1**

The subcommittee shall establish audit procedures that are sufficiently flexible for use in each Department, yet standardized enough to achieve uniformity and provide Member Departments 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 its parent standing committee on any federal regulatory mandates of national concern. Each Member Department shall be entitled to membership thereon.

**Section 2**

To ensure consistency and the best thinking of the Association, the subcommittee shall work cooperatively, as appropriate, with other subcommittees.

The subcommittee may maintain as liaison and share information with the Federal Highway Administration and other agencies and organizations whose practices are of interest to the Member Departments.

**ARTICLE III: Officers, Boards of Directors and Advisory Board**

**Section 1**

A board of directors consisting of three officers shall administer the affairs of the subcommittee. The three officers shall be elected for a term of two years by majority vote of the fellow members present at the annual meeting. Terms of the officers shall run accordance with AASHTO operating policy.

**Section 2**

The officers shall consist of the chair, vice-chair, secretary and treasurer. The treasurer will be from the state hosting the annual meeting.

**Section 3**

Board members shall serve a maximum of two consecutive two-year terms in any one office.

**Section 4**

To ensure continuity and consistency, the Member Departments shall consider the concepts of geographical distribution and progression in selection of officers.

## **ARTICLE IV: Board of Directors Meetings**

### **Section 1**

The board of directors shall conduct all of the business affairs of the subcommittee when the annual meeting is not in session.

### **Section 2**

The board of directors shall meet in person, by teleconference or by telephone conference call.

### **Section 3**

All three members shall constitute a quorum for the conduct of business at a meeting. A simple majority rules for the adoption of any resolution or motion.

### **Section 4**

In the event of the inability of an officer to perform the duties of the office for an extended period or the resignation of an officer, the remaining board of directors shall appoint a new member to serve until the next annual meeting.

## **ARTICLE V: Duties of the Officers**

### **Section 1: Chair**

The chair shall be the chief executive officer of the subcommittee and shall preside at all meetings of the board of directors.

### **Section 2: Vice-Chair**

The vice-chair shall serve as an executive officer during the absence or temporary incapacity of the chair. The vice-chair shall serve at all times in an advisory capacity on matters relating to subcommittee operations.

### **Section 3: Secretary**

The secretary shall keep minutes for all meetings of the board of directors and of any official action taken by the membership. The secretary shall also be the custodian of the historical records of the organization as defined by the Board.

### **Section 4: Treasurer**

The treasurer (ex-officio non-voting) shall be the custodian of the funds of the subcommittee. The treasurer shall collect all money paid to the subcommittee, and shall pay all bills upon proper proof that they are appropriate obligations of the subcommittee, keeping accurate records thereof. At the annual meeting the treasurer shall make a full and complete statement of receipts and disbursements of the subcommittee to the officers together with the balance of funds on hand as of the report date. The treasurer shall not commingle the funds of the subcommittee with personal funds. The board of directors shall determine annually the appropriate financial audit, review or compilation of the financial records of the subcommittee.

## **ARTICLE VI: Peer Review Committee**

The Peer Review Committee shall operate under its own formal written bylaws.

## **ARTICLE VII: Meetings and Voting**

### **Meetings**

There shall be an annual meeting of the subcommittee. The site shall be determined by a vote of the membership, two years in advance of the meeting. Preference will be given to geographical distribution. Special meetings may be held at a time and place established by the board of directors.

The FHWA liaison and the USDOT IG or a liaison from that group shall be invited to all annual meetings.

Following the annual meeting, a closeout shall be held by the host state, the next year's host state and the officers of the subcommittee.

### **Voting**

Only members of the subcommittee shall be eligible to vote on matters before the subcommittee. A vote will be taken of all members present at the annual meeting. Except as otherwise specified herein, all votes shall be by simple majority. Each member shall have one vote and may delegate the vote to be cast on their behalf.

## **ARTICLE VIII: Nominations for Officer**

The board of directors shall select and place in nomination at the annual meeting at least one candidate for each vacated officer. In addition to nominations made by the board, nominations may be made from the floor. Confirmation must be received from each candidate that they will serve if elected.

## **ARTICLE IX: Amendments**

Amendments to the Bylaws shall require a majority vote in the affirmative of the total votes cast by the members.