

**APPENDIX I**  
**Section**  
**SAMPLE CONSTITUTION AND SAMPLE BYLAWS**



**Note:**

(1) Must not alter Articles I and VIII.

**CONSTITUTION**

**Article I: Name and Object**

**Section 1.** The name of this organization shall be the \_\_\_\_\_ Section, American Society of Civil Engineers (hereinafter referred to as the \_\_\_\_\_@ Section).

**Section 2.** The objective of the \_\_\_\_\_ Section shall be the advancement of the science and profession of engineering, in a manner consistent with the purpose of the American Society of Civil Engineers.

**Article II: Area and Membership**

**Section 1.** The area of the \_\_\_\_\_ Section shall be the entire State of \_\_\_\_\_ less the Counties of \_\_\_\_\_ located therein.

**Section 2.** All members of the American Society of Civil Engineers of all grades, who subscribe to the Constitution and Bylaws of the \_\_\_\_\_ Section, who have paid the current dues of the Section or who are exempt by Article III, shall be A Subscribing Members@ of the Section. All other members of the American Society of Civil Engineers of all grades, whose addresses of record are within the boundaries of the Section, as defined by the Society, shall be Assigned Members@ of the Section. ***Institute-only Members may be members of Section and Branch technical groups.***

**Section 3.** Only Subscribing Members shall be eligible to vote, to hold office, to serve on committees, or to represent the Section officially.

**Article III: Dues**

**Section 1.** There shall be no entrance fee.

**Section 2.** Annual dues shall be established by the Bylaws of the Section. Subscribing membership ceases for any member whose dues are more than \_\_\_\_\_ months in arrears.

**Section 3.** Society Life Members shall be exempt from payment of dues in the Section.

**Article IV: Officers and Governing Body**

**Section 1.** The officers of this Section shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and \_\_\_\_\_ elected Directors at least one of whom shall be a Younger Member.

**Section 2.** The governing body of the Section shall be a Board of Directors consisting of the officers and the latest active resident Past-President of the Section, and the President or Chairman of each subsidiary organization.

**Section 3.** Officers and Directors do not receive compensation for their services.

**Article V: Meetings**

**Section 1.** The Annual Meeting shall be held on such date and at such place as the Board of

Directors designate. Other meetings shall be called at the discretion of the Board of Directors; or by the President upon the written request of at least ten Subscribing Members.

**Section 2.** Notice of call for a meeting shall be mailed to all Subscribing Members not less than days in advance of the meeting date.

#### **Article VI: Subsidiary Organizations**

**Section 1.** Subsidiary organizations may be formed within \_\_\_\_\_ Section, to facilitate the carrying out of the objectives of the Section, to promote interest in the Society and to provide to members of the Section a better opportunity for participation in local Section activities, in accordance with the provisions of the Bylaws.

**Section 2.** Subsidiary organizations shall adopt Bylaws consistent with this Constitution.

#### **Article VII: Amendments**

**Section 1.** This Constitution may be amended only by the following procedure:

- (a) A proposed amendment to this Constitution must be submitted to the Section Secretary in a written petition signed by not less than 15 subscribing members of the Section.
- (b) The proposed amendment shall be cleared through the ASCE Council of Vice Presidents before being voted upon.
- (c) The proposed amendment shall be distributed to the subscribing membership of the Section who shall be given the opportunity to vote.
- (d) To become effective it shall receive an affirmative vote of not less than two-thirds of the subscribing members voting, and the approval of the Council of Vice Presidents.

#### **Article VIII : Miscellaneous Provisions**

**Section 1.** No part of the net earnings of the Section shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the Section shall be carrying on propaganda or otherwise attempting to influence legislation, and the Section shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2.** Upon dissolution of the Section, the assets remaining after the payment of the debts of the Section shall be distributed to such corporation, community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended, as the Board of Directors shall have designated and in the absence of such designation they shall be conveyed to the American Society of Civil Engineers.

## **BYLAWS**

#### **Article I: Dues**

**Section 1.** The annual dues for members of the \_\_\_\_\_ Section shall be \_\_\_\_\_ dollars payable in advance of October 1st.\*

*\*Note: Insert January 1st if dues collected by the Society.*

## **Article II: Officers, Terms, and Vacancies**

**Section 1.** The term of office, for each officer shall be one year. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume the offices.

**Section 2.** A vacancy in the office of President shall be filled by the President-elect. A vacancy in the office of President-elect shall be filled by the Vice-President. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.

**Section 3.** No member shall serve in one elected office other than that of Secretary and/or Treasurer for more than two successive elected terms.

## **Article III:**

### **Nomination and Election of Officers**

**Section 1.** The Nominating Committee of the Section shall be a standing committee. It shall consist of not less than three members including the three most recent active Past-Presidents of the Section, plus other duly selected members.

**Section 2.** The Nominating Committee shall choose one or more candidates for election to each office, except the office of President, prescribed by the Constitution and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing \_\_\_\_\_ signatures of subscribing members.

**Section 3.** The Secretary shall send a letter ballot containing the list of official nominees, petition nominees, and a space for a write-in vote for another candidate for each office, to each subscribing member of the Section at least 20 days prior to the Annual Meeting.

**Section 4.** Ballots returned to the Secretary up to the time of counting shall be opened and counted at the Annual Meeting by three tellers appointed by the President. For each office the candidate receiving the highest number of votes cast shall be declared elected.

**Section 5.** The President-Elect shall succeed to the office of President at the close of the Annual Meeting.

## **Article IV: Meetings**

**Section 1.** In addition to the Annual Meeting, at least \_\_\_\_\_ meetings shall be held each year at regular intervals.

**Section 2.** \_\_\_\_\_ subscribing members shall constitute a quorum for transacting business at a meeting of the Section.

**Section 3.** All business meetings of the Section and subsidiary organizations and meetings of the Board of Directors shall be governed by *Robert's Rules of Order, Newly Revised*, in all cases to which these rules are applicable and in which such rules are not inconsistent with the Constitution and Bylaws of the Section.

## **Article V: Board of Directors**

**Section 1.** The government of the Section shall be vested in the Board of Directors.

**Section 2.** The Board of Directors shall have control of property and management of the Section.

**Section 3.** The Board of Directors shall oversee the preparation of the Annual Report which shall be submitted to the Society in accordance with published requirements.

**Section 4.** A majority of the Board shall constitute a quorum.

#### **Article VI: Subsidiary Organizations**

**Section 1.** Formation of subsidiary organizations shall be subject to the approval of the Section Board of Directors, the Council of Vice Presidents, and such other requirements as may be established by the Society. Bylaws of subsidiary organizations shall be approved by the Section Board before becoming effective.

**Section 2.** Subsidiary organizations may be, but are not limited to, Branches, younger member forums, **local Institute Chapters, multi-Section or regional Institute Chapters**, and technical groups. Names of subsidiary organizations shall be as set forth in the Rules of Policy and Procedure of the Society.

**Section 3.** Branches of the Section will be created in accordance with the following requirements:

- (1) Those proposing a new Branch shall submit a written proposal to the Section Board of Directors with the name, objective, officers, and brief comments on how it will be of advantage to members in the area to have a group.
- (2) The written proposal, along with a petition containing a minimum of 15 signatures of Society members residing in the area shall be submitted to the Section Board of Directors for approval.
- (3) A proposed Branch area shall contain a minimum potential of 30 members of the Society.
- (4) A proposed Branch must have distinct boundaries by ZIP Code stated in the petition.
- (5) Upon Section Board of Directors= approval, the proposal and petition shall be submitted to the Council of Vice Presidents for review and final approval.

**Section 4.** Technical Groups **and local or multi-Section Institute Chapters** shall be created in accordance with the following requirements:

- (1) Those proposing a Technical **Group or local Institute Chapter** shall submit a written proposal to the Section Board of Directors with the name, objectives, officers, and brief comments on how it will be of advantage to members in the area to have a group.
- (2) Not less than \_\_\_\_\_ subscribing members of the Section may form a group.
- (3) Approval must be obtained from the Section Board of Directors to activate the group.

**Section 5.** Younger Member Forums and other subsidiary organizations shall be created under the procedure outlined in Section 4.

**Section 6.** Each subsidiary organization shall submit an annual and financial statement to the Board of Directors for approval.

**Section 7.** Each subsidiary organization President or Chairman shall submit an annual written report to the Board of Directors on the activities and programs of the organization. This Annual Report, including a financial statement, shall be suitable for incorporation into the Section's Annual Report.

**Section 8.** Each subsidiary organization shall hold a minimum of \_\_\_\_\_ events per year. Any subsidiary organization that does not maintain the minimum activity level for two successive

years, or does not have \_\_\_\_\_ subscribing members on its rolls, shall be automatically disbanded. Assets of a disbanded subsidiary organization shall be assumed by \_\_\_\_\_ Section.

#### **Article VII: Committees**

**Section 1.** The President shall appoint the following committees for each year: program, membership, public information, continuing education, student affairs, history and heritage, hospitality, technical *and/or Institute* activities, \_\_\_\_\_, \_\_\_\_\_, and \_\_\_\_\_.

**Section 2.** The President shall appoint such other committees as are from time to time deemed necessary.

#### **Article VIII: Amendments**

**Section 1.** [These] Bylaws may be amended only by the following procedure:

- (1) The proposed Bylaws amendment(s) shall [be approved by not less than a majority of the Board of Directors and submitted] to the ASCE Council of Vice Presidents [for review and approval].
- (2) Upon Council of Vice Presidents= approval, the proposed Bylaws amendment(s) shall be distributed to the subscribing membership. The proposed amendment shall be voted upon by those subscribing members in attendance at a business meeting [provided that written notice of the proposed amendment shall have been given] to the membership along with the meeting notice. To become effective, [the proposed Bylaws amendments] shall receive an affirmative vote of a majority of subscribing members voting.
- (3) When a meeting is not possible, a mail-ballot option may be utilized. To become effective, [the proposed Bylaws amendments] shall receive a majority vote of returned mail ballots, provided the proposed change has been sent in writing to the members thirty (30) days prior to the ballot deadline.