BYLAWS

OF THE AMERICAN SOCIETY OF CIVIL ENGINEERS

A NOT-FOR-PROFIT CORPORATION

As of January 2026

ARTICLE 1. GENERAL

1.0 ***Name/Abbreviation*.** The name of the corporation is **The American Society of Civil Engineers** (hereinafter called the "Society"). The abbreviation of the Society is ASCE.

1.1 ***Headquarters*.** The headquarters office of the Society shall be determined by the Board of Direction at such place permitted by law and the Certificate of Incorporation. Regional offices may be established at such places as may be determined by the Board of Direction.

ARTICLE 2. MEMBERSHIP

2.0 ***Membership Grades and Qualifications*.** The membership grades of the Society shall be Student Member, Member, Fellow, Distinguished Member, and President-Emeritus. Any person who possesses the qualifications for membership as prescribed in the Society's governing documents may apply for admission or advancement. A member shall only hold one (1) membership grade. The Board of Direction (hereinafter the "Board") may provide for the waiver of qualifications for membership, except in the grades of Distinguished Member and President-Emeritus.

2.1 ***Admission.*** Applicants shall be admitted to membership in the Society in such manner as the Board may direct.

2.2 ***Member*.** Membership in the Society shall be open to all individuals that have an interest in advancing the purpose and objectives of the Society.

2.3 ***Fellow*.** There is no direct admission to the grade of Fellow. To be eligible for the grade of Fellow, an individual shall advance from the grade of Member.

2.4 ***Distinguished Member*.** To be eligible for the grade of Distinguished Member, a Member or Fellow of the Society shall have attained eminence in some branch of engineering or in the arts and sciences related thereto. Eminence is recognized superiority in position, character, and achievement through significant contributions to the profession.

2.5 ***President-Emeritus.*** A President-Emeritus shall have completed a term as Past President of the Society.

2.6 ***Membership Classifications, Titles, and Qualifications.*** The rights, obligations, and procedures for awarding the Society's Membership Classifications and Titles shall be as determined by the Society. These classifications and titles do not constitute additional membership grades.

2.6.1 ***Life Member.*** Until December 31, 2027, to be eligible for Life Member, individuals in the grade of Fellow or Member a) shall have reached the age of 65 years AND b) shall have paid dues in any

membership grade except Student Member for at least thirty-five (35) years AND c) shall have had at least ten (10) years continuous membership immediately preceding the attainment of Life Member.

Effective January 1, 2028, to be eligible for Life Member, individuals in the grade of Distinguished Member, Fellow or Member shall have paid dues in any membership grade, except Student Member, for at least forty (40) years.

2.6.1.1 ***Use of Classification.*** A Life Member may include such classification following their membership grade, as defined in the Society's governing documents.

2.6.2 ***Institute-Only Member.*** To be eligible for Institute-Only Member, an individual shall be a member in good standing of one (1) or more of the Society's Institutes, but not of the Society.

2.6.3 ***Younger Member.*** To be eligible for Younger Member, an individual shall be a Member thirty-five (35) years of age or younger.

2.6.4 ***Honorary Fellow.*** The title of Honorary Fellow does not constitute membership in the Society. To be eligible for Honorary Fellow, an individual shall have (1) demonstrated achievement and contributed noteworthy services in any field of endeavor, (2) adhered to high standards of conduct, and (3) benefited their communities, nation and humanity.

2.6.5 ***Executive Director Emeritus.*** The title of Executive Director Emeritus does not constitute membership in the Society. The title may be bestowed on a former Executive Director by the ASCE Board or Direction, at the discretion of the Board, to recognize exemplary service to the Society.

ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

3.0 ***Code of Ethics.*** All members of the Society shall be familiar with the Society's Code of Ethics and bound by its provisions.

3.0.1 ***Violations.*** It is the duty of every Society member to report promptly to the Society any observed violation of the Society's Code of Ethics.

3.1 ***Separations from Society Membership.*** Society membership shall be terminated upon the death of the member, nonpayment of dues, resignation, or expulsion.

3.1.1 ***Nonpayment of Dues.*** Society membership shall terminate in the event the Society member's dues become twelve (12) months in arrears.

3.1.2 ***Resignations.*** Any member of the Society may tender resignation of Society membership. Separation from Society membership will be effective upon receipt of notification or upon acceptance by the Board for resignations received while under investigation.

3.1.3 ***Expulsion.*** Any member of the Society may be expelled as disciplinary action for conduct which in the opinion of the Board is improper and prejudicial to the best interests of the Society. Seventy-five percent (75%) of the members of the Board shall constitute a quorum for the consideration of disciplinary action against a member. The affirmative vote of not less than seventy-five percent (75%) of the Board present shall be required for expulsion.

3.2 ***Disciplinary Proceedings.*** A Society member may be subjected to disciplinary action for violation of any of the provisions of the Constitution, Bylaws, Code of Ethics, or other governing documents of the Society, or for conduct which in the opinion of the Executive Committee is improper and prejudicial to the best interests of the Society.

3.2.1 ***Procedures for Professional Conduct Cases.*** Professional Conduct Cases shall be conducted in accordance with the Rules of Policy and Procedure ("Rules").

3.2.1.1 ***Outcomes of Professional Conduct Proceedings.*** Professional Conduct Proceedings result in one (1) of the following: exoneration, letter of admonition, suspension, or expulsion, which may include additional disciplinary actions.

3.2.2 ***Nonpayment of Dues While Under Investigation.*** If at the time a Society member's dues become twelve (12) months in arrears and the Society member has been advised by the Society that it is investigating the member's possible involvement in activities for which the Society member could be subjected to disciplinary action, termination of Society membership shall be with prejudice.

3.2.3 ***Resignation While Under Investigation.*** A Society member who has been advised by the Society that it is investigating the Society member's possible involvement in activities for which the Society member could be subjected to disciplinary action may tender resignation of Society membership for Board consideration. If accepted by the Board, such tendered resignation shall be with prejudice.

3.2.4 ***Investigation of Lapsed Member for Violations During Active Membership***. The Committee on Professional Conduct may conduct inquiries against a lapsed member concerning actions taken during the individual's term of membership. If the Committee on Professional Conduct determines that the former Society member could have been subjected to disciplinary action for such actions, it may recommend for approval by the Executive Committee that such former Society member be deemed as terminated from Society membership with prejudice.

3.2.5 ***Rights and Privileges.*** A Society member who has been expelled from Society membership shall not serve on any committee or be allowed any of the rights and privileges of membership in the Society.

During the period of suspension, a Society member who has been suspended shall not serve on any committee or be allowed any of the rights and privileges of membership in the Society except they may continue to participate in the Society insurance program.

3.2.6 ***Reinstatement of Membership.*** Former members of the Society may be reinstated to the same grade in the manner prescribed by the Society.

3.2.6.1 ***Due to Expulsion.*** A former member of the Society separated by expulsion proceedings shall not be reinstated to Society membership except by action of the Board. The former Society member shall make an application to the Committee on Professional Conduct, which shall then prepare a report and recommendation on the reinstatement for the Board. Seventy-five percent (75%) of the members of the Board shall constitute a quorum for the consideration of reinstatement of a member. The affirmative vote of not less than seventy-five percent (75%) of the Board present shall be required for reinstatement due to expulsion.

3.2.6.2 ***Due to Membership Termination with Prejudice.*** A former member of the Society whose membership was deemed to be terminated with prejudice in accordance with these Bylaws shall not be reinstated except by a two-thirds (2/3) vote of the Executive Committee. The former Society member shall make an application to the Committee on Professional Conduct, which shall prepare a report and recommendation on the reinstatement for the Executive Committee.

ARTICLE 4. FEES AND DUES

4.0 ***Dues Year.*** The Society's dues year is from January 1 through December 31.

4.1 ***Right to Levy Fees and Dues.*** The Board may establish entrance and other appropriate fees and dues for members of the Society.

4.2 ***Obligation to Pay.*** Every member shall be obligated to pay the fees and dues before January 1. A person who is elected to membership in the Society after June 30 in any calendar year shall pay only one-half (1/2) of the year's dues. A Society member who is advanced from any grade to a higher grade in the Society shall pay the annual dues of the higher grade, effective the next Society dues year.

4.2.1 ***Good Standing.*** A Society member whose obligation to pay is current shall be a Society member in good standing.

4.3 ***Delinquency.*** A Society member who is not in good standing may forfeit rights and privileges of membership as determined by the Board.

4.4 ***Dues Abatement.*** The Executive Committee may excuse any Society member from the payment of annual dues.

4.5 ***Dues Reduction.*** Certain membership classifications or groups may be offered reduced dues.

ARTICLE 5. MANAGEMENT

5.0 ***Board of Direction Duties.*** The Board shall be policy-based, defined as a deliberating body which has fiduciary, legal and strategic responsibilities and focuses on continuous strategic planning, determines desired outcomes, develops and approves policy imperatives to guide operations and ensures the Society uses these policies to work toward meeting its vision and fulfilling its mission.

5.1 ***Executive Committee.*** The Executive Committee shall consist of the President, the Past President, the President-elect, and the Society Directors serving in the final year of their term. The Secretary and Treasurer are non-voting members of the Executive Committee.

5.1.1 ***Executive Committee Duties.*** The Executive Committee shall be oversight-based, having detailed responsibilities for advancing the organization such as monitoring day-to-day operations, overseeing details of financial management, coordinating/implementing the actions of the Board and communicating results/progress to the Board and to the Society membership.

5.2 ***Executive Director.*** The Executive Director of the Society is responsible for the detailed management of the affairs of the Society under the authority of the Board and oversight by the Executive Committee. The Executive Director shall be the chief staff officer of the Society and shall serve as Secretary of the Board and of the Executive Committee. The Executive Director shall have charge of the property, books, accounts, and the quarters of the Society, and shall be responsible for the management and administration of the Society.

5.2.1 ***Hiring, Retention, and Separation*****.** The employment or termination of the Executive Director requires the number of affirmative votes equal to or greater than a majority of the full Board membership. The term of the Executive Director begins on employment and concludes on separation from employment.

5.2.1.1 ***Termination of Services*****.** Termination of services shall be as defined in the Executive Director's employment contract.

5.2.1.2 ***Resignation*****.** Subject to any applicable contract language, the Executive Director may tender resignation by written notice to the President at any point during the term of service. Such resignation does not require acceptance by the Board.

5.2.2 ***Compensation*****.** The compensation of the Executive Director shall be in such amount as shall be determined by the Executive Committee within the guidelines established by the Internal Revenue Service (IRS) for not-for-profit corporations.

5.3 ***Region Boards of Governors*****.** Region Boards of Governors are part of the management structure of the Society and shall exist for each Region. The term Region includes both the Geographic and the Technical Organizational Entities of the Society.

5.3.1 ***Geographic Region Boards of Governors.*** Geographic Region Boards of Governors shall be established for each Geographic Region.

5.3.1.1 ***Composition.*** Geographic Region Boards of Governors shall be comprised of at least five (5) Geographic Region Governors, at least four (4) of whom are elected and at least one (1) of whom is appointed, and the Director elected by the Region who shall serve as chair.

5.3.1.2 ***Duties.*** The Geographic Region Boards of Governors shall be responsible for establishing, reforming, or dissolving Geographic Units within their Region; assisting in development and implementation of the Society's Strategic Plan; reviewing Annual Reports from their respective Organizational Entities and coordinating with the Leader Training Committee on how to resolve issues of concern; providing leadership and direction for Region technical, professional and educational activities; serving as a resource to Sections for Society programs; providing input to the Board on policy initiatives; facilitating the process for election of a Director and Geographic Region Governors; participating in the nomination process for President-elect; and fostering communications to and from the Board and between the Region's Organizational Entities.

5.3.1.3 ***Funding.*** Geographic Region Boards of Governors shall receive funding on a fiscal year basis to support management functions.

5.3.1.4 ***Assemblies.*** A Geographic Region Board of Governors may create or terminate an Assembly, which is a Region-wide, representative body. The Region governing documents shall define the composition of its Assembly.

5.3.2 ***Technical Region Board of Governors.*** A Technical Region Board of Governors shall be established for the Technical Region.

5.3.2.1 ***Composition.*** The Technical Region Board of Governors shall be comprised of two (2) current voting Technical Region Governors from each Institute, the two (2) designated Technical

Region Governors from the Center for Technical Advancement (CTA), and the three (3) Technical Region Directors. The senior Technical Region Director shall chair the Technical Region Board of Governors. If the senior Technical Region Director is not available, then the next most senior Technical Region Director shall chair the Technical Region Board of Governors.

5.3.2.2 ***Duties.*** The Technical Region Board of Governors shall facilitate the election process for Technical Region Directors and participate in the nomination process for President-elect. The Technical Region Board of Governors reviews the activities of the Institutes and CTA, facilitates cooperation and collaboration, and distributes best practices among the Institutes, CTA and the Society.

5.3.2.3 ***Funding.*** The Technical Region Board of Governors shall be funded by each member entity as the Technical Region Board of Governors determines.

5.3.3 ***Communication.*** Director(s) elected from the Region shall facilitate interaction and communication between a Region Board of Governors and the Board.

5.3.4 ***Governing Documents.*** Each Region Board of Governors shall adopt Bylaws, which shall be approved by the Board. Revisions to Region Bylaws may be proposed by action of the Region Board of Governors as prescribed in such Bylaws, or by action of the Society's Board. No amendment to Region Bylaws shall become effective unless and until it is approved by the Society's Board.

5.4 ***Financial Management.***

5.4.1 ***Fiscal Year.*** The fiscal year of the Society shall be from October 1 to September 30.

5.4.2 ***Annual Budget.*** An annual budget shall be adopted by the Board prior to the start of each fiscal year.

5.4.3 ***Audit of Society Financial Statements.*** The Board shall engage an independent Certified Public Accountant to annually audit the financial statements of the Society. The audit report and financial statements shall be presented to the Board for acceptance.

5.4.4 ***Society Reserves.*** To help ensure financial viability, the Board shall establish a Reserves Policy stating the percentage of expendable net assets (reserves) to annual expenses that shall be maintained.

ARTICLE 6. OFFICERS, DIRECTORS AND GOVERNORS

6.0 ***Officers.*** The elected Officers of the Society shall be a President, the Past President continuing to be a member of the Board, and a President-elect. The appointed Officers are a Secretary and a Treasurer, who hold office at the pleasure of the Board. The Officers of the Society shall perform all duties required by law and the Society's governing documents, and those duties incident to the office or as may be assigned.

6.0.1 ***President.***

6.0.1.1 ***Qualifications.*** The President shall have had prior service on the Board and be a voting Society member in Good Standing either a) in the member grade of Member and possessing civil-engineering related Ph.D., or a P.E. license (active or retired) or b) in the member grade of Fellow or Distinguished Member.

6.0.1.2 ***Term.*** The President shall serve a one (1) year term. The President shall assume the office immediately following the conclusion of a term as President-elect. After serving as President an individual shall be ineligible for re-election to the same office.

6.0.1.3 ***Vacancy.*** A vacancy in the office of President shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.0.1.4 ***Duties.*** The President shall preside at Business Meetings of the Society and shall chair and attend all meetings of the Board and the Executive Committee.

6.0.2 ***President-elect.***

6.0.2.1 ***Qualifications.*** Nominees for President-elect shall, at the time of nomination, be a voting Society member in Good Standing, either a) in the member grade of Member and possessing a civil-engineering related Ph.D., or a P.E. license (active or retired), or b) in the member grade of Fellow or Distinguished Member. Additionally, Nominees for President-elect shall have completed one (1) full elected or appointed term of service on the Board, exclusive of time served filling a vacancy, or served as an institute representative to the Board between 2000 and 2005.

6.0.2.2 ***Term.*** The President-elect shall serve a one (1) year term. After serving as President-elect an individual shall be ineligible for re-election to the same office. The term of office of the President-elect shall begin upon installation, normally at the Annual Membership Meeting, and shall continue until a successor is installed.

6.0.2.3 ***Vacancy.*** A vacancy in the office of President-elect shall be filled for the unexpired portion of the term by a qualified member of the Board, exclusive of the President or Past President, as determined by the Board at the time of the vacancy.

6.0.2.4 ***Duties.*** The President-elect shall act in place of the President when the President is not available. The President-elect shall also serve as the vice-chair and attend all meetings of the Board and Executive Committee.

6.0.3 ***Past President.***

6.0.3.1 ***Qualifications.*** The Past President shall be a voting Society member in Good Standing and shall have had prior service on the Board as President.

6.0.3.2 ***Term.*** The Past President shall serve a one (1) year term immediately following the conclusion of a term as President. A President-Emeritus may be recalled to serve as needed.

6.0.3.3 ***Vacancy.*** A vacancy in the office of Past President shall be filled for the unexpired portion of the term by the most recent President-Emeritus available and willing to serve.

6.0.3.4 ***Duties.*** The Past President serves as chair of the Board Nominating Committee. The Past President shall also lead the annual review of the Executive Director and report on this activity to the Board. The Past President shall attend all meetings of the Board and Executive Committee and chair the Presidents-Emeriti Council.

6.0.4 ***Secretary.***

6.0.4.1 ***Qualifications*****.** The Secretary shall be a voting Society member in Good Standing. The Executive Director shall serve as Secretary.

6.0.4.2 ***Term*****.** The term of the Secretary coincides with the term of employment of the Executive Director.

6.0.4.3 ***Vacancy*****.** A vacancy in the office of Secretary shall be filled by action of the Board upon recommendation of the Executive Committee.

6.0.5 ***Treasurer*****.**

6.0.5.1 ***Qualifications*****.** The Treasurer shall be a voting Society member in Good Standing at the grade of Member, Fellow, or Distinguished Member, and shall have had prior service on the Board.

6.0.5.2 ***Term*****.** The Treasurer shall serve a one (1) year term. The Treasurer is eligible for reappointment to two (2) additional terms. The Treasurer shall be nominated by the President-elect and appointed by a majority vote of the whole Board in a regular or Special Meeting. For an extension beyond three (3) years of service, a minimum of seventy-five (75%) percent affirmation of the total Board is required. The term of the Treasurer begins upon installation, normally at the Annual Membership Meeting, and shall continue until a successor is installed.

6.0.5.3 ***Vacancy*****.** A vacancy in the office of Treasurer shall be filled by appointment of the Board upon nomination by the President or President-elect.

6.0.5.4 ***Duties*****.** The Treasurer shall monitor the general and trust funds of the Society, shall oversee all transactions in securities and shall provide an annual financial report to the Board. The Treasurer shall serve as the Chair of the Program and Finance Committee. The Treasurer shall attend all meetings of the Board, the Executive Committee and the Audit Committee. There shall be an Assistant Treasurer to assist the Treasurer in execution of these duties.

6.1 ***Society Directors.*** Society Directors shall perform all duties required by law and the Society's governing documents, and those duties incident to the office or as may be assigned. There shall be ten (10) Directors elected by Geographic Regions, three (3) Directors elected by the Technical Region, and two (2) At-Large Directors appointed by the Board. After serving one (1) full term as a Director an individual shall be ineligible to serve another term as Society Director.

6.1.1 ***Elected Directors.***

6.1.1.1 ***Qualifications.*** Candidates for the office of Elected Director shall be a Society member in good standing at the grade of Member, Fellow or Distinguished Member. Candidates shall have an Address of Record within the Region to be represented, or be a current member of an Institute, and shall have served as a Geographic Region Governor or a voting member of an Institute Board of Governors for a minimum of two (2) years at the time of declaration to seek the office of Elected Director.

6.1.1.2 ***Term.*** Elected Directors shall serve a three (3) year term. The term of Elected Directors shall begin upon installation, normally at the Annual Membership Meeting, and shall continue until a successor is installed.

6.1.1.3 ***Vacancy.*** A vacancy in the office of Elected Director shall be filled by a qualified individual for the unexpired portion of the term by appointment of the appropriate Region Board of Governors.

6.1.1.4 ***Duties*****.** Duties of an Elected Director shall include, but are not limited to, chairing a Region Board of Governors; acting as a conduit for information between the Board and the Regions; engage in dialogue with members and preparation for, attendance at and participation in meetings of the Board and other official assignments.

6.1.2 ***At-Large Directors.*** There shall be two (2) At-Large Directors.

6.1.2.1 ***Qualifications.*** Candidates for the office of At-Large Director shall be Society members in Good Standing at any grade except Student Member and shall have demonstrated expertise or special perspective deemed desirable by the Board.

6.1.2.2 ***Term.*** At-Large Directors shall serve a three (3) year term. The term of At-Large Directors shall begin upon installation, normally at the Annual Membership Meeting, and shall continue until a successor is installed.

6.1.2.3 ***Vacancy.*** A vacancy in the office of At-Large Director shall be filled for the unexpired portion of the term by appointment of the Board.

6.1.2.4 ***Duties*****.** Duties of the At-Large Director shall include, but are not limited to, preparation for, attendance at and participation in meetings of the Board and other official assignments. The At-Large Directors shall serve as non-voting ex officio members of the Committee on Younger Members.

6.2 ***Region Governors.***

6.2.1 ***Geographic Region Governors.***

6.2.1.1 Qualifications. An Elected or Appointed Geographic Region Governor shall be a Society member in Good Standing; have an Address of Record within the Region being represented; and shall not currently be serving or pursuing nomination as a Technical Region Governor. In addition, Elected Geographic Region Governors shall also have served as a Section or Branch officer, as a member of a Section or Branch committee, or as a member of a Standing Board Committee or Society Committee.

6.2.1.2 ***Term.*** Geographic Region Governors shall serve a three (3) year term. After serving two (2) full terms, Geographic Region Governors shall be ineligible to serve as a Geographic Region Governor. The term of a Geographic Region Governor shall begin upon installation and shall continue until a successor is installed.

6.2.1.3 ***Vacancy.*** A vacancy in the office of Geographic Region Governor shall be filled for the unexpired portion of the term by appointment of the Geographic Region Board of Governors. A change in the Address of Record of a Geographic Region Governor to an Address of Record outside the boundaries of the Region vacates the office of Geographic Region Governor.

6.2.1.4 ***Duties.*** Duties of the Geographic Region Governor shall include, but are not limited to, preparation for, attendance at and participation in meetings of the Geographic Region Board of Governors and other official assignments.

6.2.2 ***Technical Region Governors.***

6.2.2.1 ***Term.*** The term of a Technical Region Governor is determined by each Institute and the CTA but shall not exceed the term prescribed by the Bylaws of the Technical Region.

6.2.2.2 ***Vacancy.*** A vacancy in the office of Technical Region Governor shall be filled as defined in the Bylaws of the Institute or the operating procedures of the CTA.

6.2.2.3 ***Duties.*** Duties of the Technical Region Governor shall include, but are not limited to, preparation for, attendance at and participation in meetings of the Technical Region Board of Governors and other official assignments.

6.3 ***Removal from Office.*** The incapacitation of any Officer, Director or Region Governor of the Society, or neglect in the performance of the duties of the office, may be grounds for removal from office by the Board.

6.4 ***Exceptions to Terms or Qualifications.*** In cases where Constitutional amendments or reallocation make it desirable during resulting periods of transition that changes be made in terms of office or qualifications for office, the Board shall be authorized to modify the terms of office or qualifications for office for Directors or Governors.

In unusual cases when conformance to qualifications cannot be satisfied, the Board shall be authorized to modify the qualifications for office for Region Directors. When conformance to qualifications cannot be satisfied, the Region Board of Governors shall be authorized to modify the qualifications for office for Region Governors and shall notify the Secretary that such action has taken place.

ARTICLE 7. ELECTIONS

7.0 ***Definitions.***

7.0.1 ***Address of Record.*** The primary mailing address designated by the Society member, except an APO or other temporary address, shall be considered as the Address of Record unless the Society member instructs otherwise.

7.0.2 ***Candidate.*** A Candidate is a qualified Society member who is pursuing or considering the pursuit of an elected office within the Society.

7.0.3 ***Nominee.*** A Nominee is a Candidate who has received the nomination of a Nominating Committee, or who has submitted a validated petition for nomination to the Society Secretary.

7.0.4 ***Election Materials.*** Candidates for elected office shall submit to the Society Secretary their Letter of Intent to Serve along with a Biographical Statement, Vision Statement, and professional photograph suitable for publication. The Biographical Statement and Vision Statement shall be in the format designated by the Society Secretary.

7.1 ***Composition of Nominating Committees.***

7.1.1 ***Composition of Geographic Region Nominating Committee.*** Each Geographic Region Board of Governors excluding any Candidates, shall, as a minimum, comprise the Geographic Region Nominating Committee. Geographic Regions may designate in their Bylaws additional members for their Geographic Region Nominating Committee, and designation of the Chair.

7.1.2 ***Composition of Technical Region Nominating Committee.*** The Technical Region Board of Governors excluding any Candidates, shall, as a minimum, comprise the Technical Region Nominating Committee. The Chair of the Technical Region Nominating Committee shall be the chair of the Technical Region Board of Governors, unless the chair is a Candidate.

7.1.3 ***Composition of Board of Direction Nominating Committee.*** The Board Nominating Committee shall consist of the then current Board, excluding any Candidates, and the most immediate President Emeritus available and willing to serve. The President, President-elect, Secretary and Treasurer shall not engage in the discussions of the Board Nominating Committee but may attend as non-voting observers. The Chair of the Board Nominating Committee shall be the Past President.

7.1.3.1 ***Board of Direction Nominating Committee Charge.*** The Board Nominating Committee shall select Official Nominees for President-elect. Each Board Nominating Committee member shall recognize the critical importance of the Nominating Committee's work; undertaking due diligence in assessing all Nominees; carefully listening to the President-elect Nominees; asking thoughtful questions of the President-elect Nominees during the Nominating Committee meeting; reviewing each Nominee's qualifications and ability to move the Society toward its vision; willing to make decisions when presented with multiple Nominees; remaining objective in order to render the discovery and deliberation process valuable; free of business and personal relationships that could interfere with the Committee's exercise of independent judgment; and considering all areas of diversity when selecting Official Nominees.

7.2 ***Nomination for President-elect.***

7.2.1 ***Nomination Process.***

7.2.1.1 ***Declaration.*** Candidates for the office of President-elect shall declare their intent to pursue nomination through one (1) of the following processes for the duration of the Election Cycle.

7.2.1.1.1 ***Geographic Region.*** Candidates for the office of President-elect through their assigned Geographic Region shall declare their intent to pursue office by submitting a Letter of Intent to Serve, along with Election Materials, to the Chair of their Region Board of Governors and the Society Secretary.

7.2.1.1.2 ***Technical Region.*** Candidates for the office of President-elect through the Technical Region shall declare their intent to pursue office by submitting a Letter of Intent to Serve, along with Election Materials, to the Chair of the Technical Region Board of Governors and the Society Secretary.

7.2.1.1.3 ***Past At-Large Director.*** Candidates for the office of President-elect who have completed a term as At-Large Director shall declare their intent to pursue office by submitting a Letter of Intent to Serve, a petition signed by forty (40) voting Society members, along with Election Materials, to the Society Secretary. The Candidate shall then be considered a Nominee and their name shall be forwarded to the Board Nominating Committee.

7.2.1.2 ***Society Secretary Notification.*** The Society Secretary shall distribute the list of declared Candidates for the office of President-elect and their Election Materials to the Geographic and Technical Region Boards of Governors .

7.2.2 ***Nomination.*** To be considered by the Board Nominating Committee for the office of President-elect, a Candidate must be nominated by their Geographic or Technical Region Nominating Committee or be a past At-Large Director who has properly declared.

7.2.2.1 ***Region Nominee(s).*** A Candidate for the office of President-elect who was considered and selected by their Geographic or Technical Region Nominating Committee shall have their name forwarded to the Board Nominating Committee.

7.2.2.2 ***Petition Nominee(s).*** A Candidate for the office of President-elect who was considered and not selected by their Geographic or Technical Region Nominating Committee may declare their intent to acquire the required number of petition signatures to be considered by the Board Nominating Committee. The Society Secretary shall make available the acceptable petition form and instructions. Completed petition forms shall be returned to the Society Secretary for validation.

7.2.2.3 ***Obligation to Nominate.*** A Region Nominating Committee is not required to designate any of the declared Candidates from their Region as a Nominee for President-elect.

7.2.3 ***Nomination by Board of Direction Nominating Committee.***

7.2.3.1 ***Interview of Nominees.*** All Nominees for President-elect whose names are properly submitted to the Society Secretary shall be available to meet with the Board Nominating Committee. Reimbursement of travel expenses within the Society's guidelines shall be provided.

7.2.3.2 ***Procedure.*** The Board Nominating Committee shall select up to two (2) Official Nominees for President-elect. If only one (1) Nominee has been forwarded to the Board Nominating Committee then that Nominee shall be an Official Nominee and the Board Nominating Committee shall have the authority to designate one (1) additional Official Nominee. If there are no Nominees then the Board Nominating Committee shall select the Official Nominee(s).

7.2.4 ***Petition to Election Ballot.*** A Nominee for the office of President-elect who is not selected by the Board Nominating Committee as an Official Nominee may declare their intent to acquire the required number of petition signatures to be placed on the election ballot as a Petition Nominee. The Society Secretary shall make available the acceptable petition form and instructions. Completed petition forms shall be returned to the Society Secretary for validation. Once the petition signatures are validated, the Nominee shall appear on the ballot as a Petition Nominee.

7.3 ***Nomination of Elected Directors.***

7.3.1 ***Declaration.*** Candidates for the office of Elected Director shall declare their intent to pursue nomination through only one (1) Region for the duration of an Election Cycle.

7.3.1.1 ***Geographic Region.*** Candidates for the office of Elected Director from a Geographic Region shall declare their intent to pursue office by submitting a Letter of Intent to Serve, along with Election Materials, to the Chair of their Region Nominating Committee and the Society Secretary.

7.3.1.2 ***Technical Region.*** Candidates for the office of Elected Director from the Technical Region shall declare their intent to pursue office by submitting a Letter of Intent to Serve, along

with Election Materials, to the Chair of their selected Institute or the chair of the CTA, the Chair of the Technical Region Board of Governors, and the Society Secretary.

7.3.2 ***Nomination by Region Nominating Committee.*** A Region Nominating Committee shall select up to two (2) Official Nominees for the Elected Director when the term of the sitting Elected Director is due to expire. If only one (1) Candidate declared, then that Candidate shall be the Official Nominee and the Region Nominating Committee shall have the authority to designate one (1) additional Official Nominee. If there are no declared Candidates, then the Region Nominating Committee shall select the Official Nominee(s).

7.3.2.1 ***Petition to Election Ballot.*** A Candidate for the office of Elected Director who is not selected by the Region Nominating Committee as an Official Nominee may declare their intent to acquire the required number of petition signatures to be placed on the election ballot as a Petition Nominee. The Society Secretary shall make available the acceptable petition form and instructions. Completed petition forms shall be returned to the Society Secretary for validation. Once the petition signatures are validated, the Nominee shall appear on the ballot as a Petition Nominee.

7.4 *Nomination of At-Large Directors.*

7.4.1 ***Rotation.*** One (1) At-Large Director is installed in the year a sitting At-Large Director's term is expiring.

7.4.2 ***Selection.*** A Candidate for At-Large Director shall not pursue nomination for any other Society Office during the Election Cycle.

7.4.3 *Nomination by At-Large Director Review Panel.*

7.4.3.1 ***Composition.*** The At-Large Director Review Panel is chaired by the Past President and shall consist of the Society Directors who are serving the second year of their term during the Election Cycle for which they are reviewing Candidates, the Chair of the Industry Leaders Council or their representative, and a Younger Member as determined by the Younger Member Councils.

7.4.3.2 ***At-Large Director Review Panel Charge.*** The At-Large Director Review Panel shall submit the At-Large Director criteria to the Board for approval, review the nominations for At-Large Director, and present its selections to the Society Secretary. Each member of the At-Large Director Review Panel shall recognize the critical importance of their work; exercise due diligence in assessing all Candidates under consideration; review each Candidate's qualifications and ability to move the Society toward its vision; be willing to make decisions when presented with multiple Candidates; remain objective in order to render the discovery and deliberation process valuable; be free of business and personal relationships that could interfere with the Review Panel's exercise of independent judgment; and consider all areas of diversity when selecting Nominees.

7.4.3.3 ***Procedure.***

7.4.3.3.1 ***Development of At-Large Director Criteria.*** The At-Large Director Review Panel shall submit to the Board proposed At-Large Director criteria for the upcoming Election Cycle, if a vacancy exists. The Standing Guidelines for At-Large Director and any proposed At-Large Director criteria shall be submitted to the Society Secretary by a date specified for inclusion in the Board agenda.

7.4.3.3.2 ***Selection of Slate of Nominees for Review.*** Candidates for At-Large Director shall be submitted to the Chair of the At-Large Director Review Panel by the standing Board Committees, Society Committees, Executive Committee constituent committees, Younger Member Councils, and the Industry Leaders Council following announcement of the opening and Board-approved criteria. The At-Large Director Review Panel may recommend additional Candidates that fulfill the Standing Guidelines for At-Large Director and any Board-approved criteria. The At-Large Director Review Panel shall rank the Candidates in order of preference and present no more than three (3) Candidates to the Society Secretary to confirm willingness to serve. The Society Secretary shall provide to the At-Large Director Review Panel the name of the individual who has accepted the position.

7.4.3.3.3 ***Appointment by Board of Direction.*** After reviewing the recommendation of the At-Large Director Review Panel, the Board shall appoint the recommended individual as the At-Large Director.

7.4.3.3.4 ***Confidentiality.*** All information regarding the Nominees considered and not selected, including the number of Nominees, is to remain confidential and known only to those who served on the At-Large Director Review Panel.

7.5 *Nomination of Geographic Region Governors.*

7.5.1 ***Declaration.*** Candidates for the office of Geographic Region Governor shall declare their intent to pursue nomination by submitting a Letter of Intent to Serve, along with Election Materials, to the Chair of their Geographic Region Nominating Committee and the Society Secretary.

7.5.2 *Nomination by Geographic Region Nominating Committee.*

7.5.2.1 ***Procedure for a Single or Restricted Vacancy.*** When there is a single vacancy for a Geographic Region Governor or a vacancy restricted by the Region governing documents, a Geographic Region Nominating Committee shall select up to two (2) Official Nominees for Geographic Region Governor when the term of the sitting Geographic Region Governor is due to expire. If only one (1) Candidate declared, then that Candidate shall be an Official Nominee and the Geographic Region Nominating Committee shall have the authority to designate one (1) additional Official Nominee. If there are no declared Candidates, then the Geographic Region Nominating Committee shall select the Official Nominee(s).

7.5.2.2 ***Procedure for Multiple Vacancies.*** When there is more than one (1) restricted vacancy for Geographic Region Governor, the Geographic Region Nominating Committee shall endeavor to select up to two (2) Official Nominees for each vacancy on the election ballot.

7.5.2.3 ***Petition to Election Ballot.*** A Candidate for the office of Geographic Region Governor who is not selected by the Geographic Region Nominating Committee as an Official Nominee may declare their intent to acquire the required number of petition signatures to be placed on the election ballot as a Petition Nominee. The Society Secretary shall make available the acceptable petition form and instructions. Completed petition forms shall be returned to the Society Secretary for validation. Once the petition signatures are validated, the Nominee shall appear on the ballot as a Petition Nominee.

7.5.3 ***Appointment of Geographic Region Governors.*** Each Geographic Region Board of Governors shall appoint at least one (1) Geographic Region Governor to represent perspectives not currently represented on the Geographic Region Board of Governors.

7.6 ***Elections*****.** Election of nominated individuals and approval of amendments to the Certificate of Incorporation or Constitution shall be by secret ballot administered by the Secretary, verified under supervision of tellers appointed by the President, and canvassed by the Board.

7.7 ***Provision for Special Election.*** When circumstances necessitate amendment of the Certificate of Incorporation or Constitution outside the regular Election Cycle, the Board shall have the authority to authorize a Special Election.

7.8 ***Voting Constituencies.***

7.8.1 ***President-elect*****.** The President-elect shall be elected by voting Society members.

7.8.2 ***Elected Directors by the Geographic Region*****.** Directors elected by the Geographic Region shall be elected by voting Society members in their respective Regions.

7.8.3 ***Elected Directors by the Technical Region.*** Directors elected by the Technical Region and shall be elected by voting Society members of the Technical Region.

7.8.4 ***Geographic Region Governors.*** Geographic Region Governors shall be elected by voting Society members in their respective Geographic Regions.

ARTICLE 8. MEETINGS

8.0 ***Business Meetings.***

8.0.1 ***Annual Membership Meeting*****.** The Society shall convene at least one (1) Business Meeting annually, termed the Annual Membership Meeting.

8.0.1.1 ***Date*****.** The Annual Membership Meeting shall be convened in conjunction with the ASCE Convention, which is conducted in October or as near thereto as practicable.

8.0.1.2 ***Quorum*****.** A quorum for the Annual Membership Meeting shall be one hundred (100) voting members.

8.0.2 ***Other General Business Meetings*****.** The Society may convene additional General Business Meetings.

8.0.2.1 ***Requirements*****.** Additional Business Meetings of the Society may be convened at such date and place as shall be determined by the Board and designated in a notice to the membership at least thirty (30) days in advance of the meeting.

8.0.2.2 ***Quorum*****.** A quorum for any other General Business Meeting shall be one hundred (100) voting members.

8.0.3 ***Special Business Meetings*****.** The Society may call Special Business Meetings.

8.0.3.1 ***Requirements*****.** The Board may call Special Business Meetings of the Society. The Board shall call a Special Business Meeting of the Society upon written request of not less than twenty (20) different members from each Region. Notice of a Special Business Meeting shall be provided in accordance with New York state law. Notice of a Special Business Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Business Meeting.

8.0.3.2 ***Quorum*****.** A quorum for a Special Business Meeting shall be one hundred (100) voting members.

8.1 ***Board of Direction Meetings.*** No fewer than two (2) Regular meetings of the Board shall be held each year. One (1) of these Regular Meetings shall be held at the time of the ASCE Convention.

8.1.1 ***Regular Meetings.*** Regular Meetings of the Board shall be called as determined by the Board. Requests for Board Action shall be received by the Secretary not later than thirty (30) days prior to the Board meeting at which action is requested. Agendas for Board meetings shall be distributed by a means or combination of means that ensures each Board and Region Board member shall receive the document fourteen (14) days in advance of the Board meeting.

8.1.2 ***Special Meetings.*** Special Meetings of the Board may be called as determined by the Board at a previous meeting or by the Executive Committee acting on behalf of the Board. At least ten (10) days advance notice of any such Special Meeting shall be given by the Society Secretary to members of the Board. Notice of a Special Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Meeting.

8.1.3 ***Emergency Meetings.*** Emergency Meetings of the Board may be called as determined by at least two (2) of the current Presidential Officers. At least three (3) days advance notice of any such Emergency Meeting shall be given by the Society Secretary to members of the Board. Notice of an Emergency Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Emergency Meeting.

8.1.4 ***Quorum.*** A majority of the members of the Board shall constitute a quorum at any meeting of the Board except for consideration of disciplinary action against a member. Seventy-five percent (75%) of the members of the Board shall constitute a quorum for the consideration of disciplinary action against a member.

8.2 ***Executive Committee Meetings.***

8.2.1 ***Requirements*****.** Meetings of the Executive Committee shall be held at such times and places as its chair determines necessary to discharge its duties.

8.2.2 ***Quorum*****.** A majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee except for consideration of disciplinary action against a member. Seventy-five percent (75%) of the members of the Executive Committee shall constitute a quorum for the consideration of disciplinary action against a member.

8.3 ***Board of Direction and Executive Committee Executive Sessions*****.** Meetings of the Board or Executive Committee may go into Executive Session upon the call of the meeting chair, or upon the motion of any member of the body and affirmative vote of the body. All members of the body attend Executive Session as well as any individuals invited by the body.

Minutes reflecting actions taken in Executive Session will be kept. In the absence of the Society Secretary during Executive Session, the chair will appoint an acting Secretary. If confidential, such minutes will be reviewed and approved at a subsequent Executive Session of the body; copies of confidential minutes will not be retained by members of the body. Confidential minutes of Executive Sessions will be maintained in the office of Legal Counsel.

8.4 ***Region Board of Governors Meetings*****.**

8.4.1 ***Requirements*****.** Meetings of the Region Board of Governors shall be held at least annually.

8.4.2 ***Quorum*****.** A majority of the members of the Region Board of Governors shall constitute a quorum at any meeting of the Region Board of Governors.

8.5 ***Parliamentary Authority*****.** The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the laws of the State in which the Society is incorporated or with the Society's adopted Constitution, Bylaws or Rules of Policy and Procedure.

8.6 ***Meeting Participation by Alternative Means*****.** Any member of the Board or any Board Committee or Society Committee may participate in a meeting of the Board or any Board Committee or Society Committee by means of a conference telephone or similar communications system that allows all persons participating in the meeting to hear each other at the same time. Such participation shall be considered presence in person at the meeting.

8.7 ***Action without a Meeting*****.** In accordance with New York law, any corporate action required or permitted to be taken by the Board or any Board Committee or Society Committee may be taken without a meeting if all members of the Board, Board Committee or Society Committee consent in writing to such action.

ARTICLE 9. ORGANIZATIONAL ENTITIES

9.0 ***Objectives and Purposes of Organizational Entities*****.** The objectives and purposes of the Society's Regions, committees, institutes, academies, geographic units, technical divisions, foundations, affiliated and other Organizational Entities shall be consistent with those of the Society.

9.0.1 ***Dues.*** Organizational entities may include in their governing documents a levy of fees and/or dues for membership in that organizational entity.

9.1 ***Limitations of Authority of Organizational Entities*****.** No such Organizational Entity shall speak for the Society as a whole unless authorized by the Board, and no actions of such Organizational Entities may contravene any act, policy, or purpose of the Society. Any Society component may issue its own policies but must identify them as such. Any amplification, interpretation, or application of Society policies other than by the Board must be clearly identified as the views of the component so engaged and not of the Society. Any amplification, interpretation, or application of Society policy statements should identify its source as distinguished from Society policy.

9.2 ***Regions.*** A Region is a collection of units combined by the Board to help facilitate the Society's strategic plan; promote leadership development; enhance service to members; nominate individuals and units for awards; nominate individuals for advancement to Fellow and Distinguished Member grades; share best practices; facilitate communications; provide input to the Board; and support its assigned units. The term Region includes both the Geographic and the Technical elements of the Society.

9.2.1 ***Geographic Regions.*** All members shall be assigned to a Geographic Region by the Board based on their Address of Record. In determining the boundaries of Geographic Regions, the Board shall be guided by the following:

9.2.1.1 ***Number.*** There shall be no more than ten (10) Geographic Regions, nine (9) of which shall be comprised of members with an Address of Record in the United States, Canada, Mexico and Puerto Rico, and one (1) of which shall be comprised of all other members.

9.2.1.2 ***Boundaries.*** Boundaries of Geographic Regions shall be established, as nearly as practicable, to conform to Section, Branch, country, state, county, or other geo-political boundaries. Boundaries of Geographic Regions shall be subject to revision by the Board. In the determination of boundaries of Geographic Regions, due consideration shall be given to such factors as mutuality of interests, facilities for travel, member population and geographic units within each Geographic Region.

9.2.1.3 ***Reallocation.*** Boundaries of Geographic Regions shall be subject to revision by the Board.

9.2.1.4 ***Geographic Units.*** Geographic units are official organizations established, overseen, and dissolved by Geographic Region Boards. The Geographic Units are formed based on geographical location and mutuality of interest.

9.2.1.5 ***Sections*****.** A Section, composed of Society members of all grades, may be established, dissolved or reformed by the Board of Governors of their Region.

9.2.1.5.1 ***Boundaries*****.** The boundaries of any Section shall lie entirely within the boundaries of a single Region. Boundaries of Section areas may be changed at any time by the Board of Governors of their Region, provided that prior notice is given to the Section(s) involved and an opportunity is accorded them to make recommendations regarding such proposed changes.

9.2.1.5.2 ***Boundary Changes that Affect Multiple Regions.*** Any proposed changes to Sections that impact on another Region shall be referred to the Leader Training Committee for recommendation to the Board.

9.2.1.5.3 ***Membership*****.** No individual may be a member of a Section or Branch unless already a member of the Society. Society members who request mailing address changes to APO numbers or who request other temporary changes in mailing address shall remain assigned to the respective Sections of their individual Address of Record unless and until specific requests are made by them for changes in their Address of Record.

9.2.1.5.3.1 ***Exceptions to Requirement of Society Membership for Section Membership*****.** Members of the Boston Society of Civil Engineers or the Connecticut Society of Civil Engineers at the time of merger may continue to be members of those Sections without meeting the requirement of Society membership. Each Section or Branch may allow Institute-only Members to be a member of their technical groups or Institute Chapter.

9.2.1.5.4 ***Governing Documents*****.** Every Section shall adopt a Constitution and Bylaws, which shall be approved by the Executive Committee upon recommendation of

the Governing Documents Committee. Branches do not have their own Constitution; as a subsidiary organization, they are governed by the Section's Constitution. Amendments to Section Constitution and Bylaws shall be approved by the Governing Documents Committee.

9.2.1.5.5 ***Allotments*****.** Funds of the Society, computed by means of a formula established from time to time by the Board, may be allocated by the Board to each Section on a fiscal year basis. Payment of these funds shall be subject to regulations established by the Board.

9.2.1.5.6 ***Annual Reporting.*** Each Section and Branch shall submit to the Society Secretary not later than November 30 their Annual Report. Each Section shall submit to the ASCE Accounting Department not later than November 30 their Section Finance Report. The Society Secretary shall facilitate sharing both reports with the respective Region Board of Governors. Regulations governing the details required in the Annual Report and the Section Finance Report shall be prescribed by the Executive Committee.

9.2.1.5.6.1 ***Failure to Submit Annual Report*****.** Sections will forfeit portions of their allotment when the Section or any of its Branches fail to submit their Annual Report. Sections that fail to submit their Annual Report by March 31 will forfeit twenty-five percent (25%) of their Allotment. Sections that fail to submit their Annual Report by May 31 will forfeit fifty percent (50%) of their Allotment. Sections that fail to submit their Annual Report by July 31 will forfeit seventy-five percent (75%) of their Allotment. Sections that fail to submit their Annual Report by September 30 will forfeit one hundred percent (100%) of their Allotment for that year.

9.2.1.5.6.2 ***Failure to Submit Section Finance Report.*** Sections who fail to submit their Section Finance Report on time could delay the distribution of their Allotment.

9.2.1.6 ***Branches*****.** Any Section, with the approval of the Board of Governors of their Region, may establish, reform or dissolve Branches.

9.2.1.7 ***Councils*****.** A Council may be established by the Board of Governors of their Region, upon written request from two (2) or more Sections for formal affiliation. A Council's governing documents and any amendments thereto shall be approved by the Region Board of Governors. Any Council may be dissolved or reformed by the Board of Governors of their Region.

9.2.1.8 ***Student Chapters*****.** Student Chapters shall be comprised of students in civil engineering or civil engineering technology programs and may be established by the Geographic Region Board of Governors.

9.2.1.8.1 ***Qualifications.*** The Committee on Student Members shall set the full qualifications and procedures to establish new Student Chapters. Minimum qualifications include:

a. an engineering or engineering technology program related to civil engineering and leading to an engineering or engineering technology degree.
b. a minimum membership of twelve (12) undergraduate civil engineering students who are Student Members of the Society.

c. at least one (1) full-time faculty member who is a member of the Society in good standing and agrees to serve as Faculty Advisor.
d. the endorsement of the application by the Civil Engineering Department Chair, or equivalent.
e. the endorsement of the application by official action of the Section (or Branch) in whose jurisdiction the Student Chapter is located; or if the group is located outside the jurisdiction of an existing Section (or Branch) the endorsement shall be by the official action of the Region Board of Governors in whose jurisdiction the Student Chapter is located.
f. two (2) practicing engineers who are members of the Society in good standing, and who agree to serve as Practitioner Advisors to the Student Chapter. If the group is located outside the jurisdiction of an existing Section the two (2) Practitioner Advisors shall be approved by the Region Board of Governors.

9.2.1.8.2 ***Reports.*** An annual report shall be submitted by each Student Chapter to the Society not later than February 1 of each year to remain in good standing. The annual report shall be in the format stipulated by the Society.

9.2.1.8.3 ***Dissolution.*** Student Chapters that become inactive or intend to deactivate may be dissolved upon a recommendation from the Committee on Student Members. Upon evaluation, the Committee on Student Members shall provide its recommendation on dissolution to the Geographic Region Board of Governors who shall have final approval regarding the recommendation.

9.2.1.9 ***Student Conferences.*** Student Conferences are comprised of a grouping of Student Chapters within a Board-defined Geographic Region that meet to engage student members through educational and professional development opportunities. Student Conferences may be established, merged, or dissolved by the respective Region Board of Governors upon coordination with the Committee on Student Members. A Student Chapter may petition to change to another Student Conference.

9.2.2 ***Technical Region.*** Members who choose to join at least one (1) Institute, or who are members of the Center for Technical Advancement and its constituent committees and divisions, shall also be assigned to the Technical Region.

9.2.2.1 ***Institutes.*** Institutes are official organizations of the Society which are granted the authority to operate like a Board Committee or Society Committee and to report to the Board like a Board Committee or Society Committee. Institutes receive Society resources in accordance with the Institute Operating Procedures approved by the Board. The Institute Operating Procedures shall be reassessed on minimally a five (5) year cycle.

9.2.2.2 ***Primary Institute.*** A member's Primary Institute shall be the first Institute the member joined or designated at the time of membership renewal.

9.2.2.3 ***Establishment.*** The Board may create a task committee to study the formation of an Institute. The Board may establish an Institute upon approval of the task committee's proposal, including Bylaws, business plan and other materials as required by the Board.

9.2.2.4 ***Amendment of Institute Bylaws.*** Revisions to Institute Bylaws may be proposed by action of the Institute as prescribed in such Bylaws, or by action of the Board. No amendment to Institute Bylaws shall become effective unless and until it is approved by the Board.

9.2.2.5 ***Allotments.*** Funds of the Society, computed by means of a formula established from time to time by the Board, may be allocated by the Board to each Institute on a fiscal year basis. Payment of these funds shall be subject to regulations established by the Board.

9.2.2.6 ***Suspension or Dissolution.*** The Board may, on its own motion, upon recommendation of the Institute's governing body, or for cause, suspend or dissolve an Institute.

9.2.2.7 ***Institute Graduate Student Groups.*** Institutes may form Institute Graduate Student Groups for discipline-specific graduate student activities. Undergraduate students may participate in activities sponsored by Institute Groups.

9.3 ***Committees.*** The Board has the authority and responsibility to create and disband committees, establish duties, conditions, and terms of service, and approve committee appointments, including designation of the chair and other committee officers. Committees may create constituent committees, subcommittees, divisions, task groups or similar entities as required to accomplish their charge.

9.3.1 ***Committee Focus Areas.*** Committees shall be aligned to support one of the Board-approved focus areas: Advancing the Career, Advancing the Organization, Advancing the Profession, Education, and Public Policy and Practice.

9.3.2 ***Types of Committees.*** Committees shall be organized under the appropriate focus area as Standing Committees or Task Committees, either of which may form constituent committees to aid in the accomplishment of their charge.

9.3.2.1 ***Standing Committees.*** Standing Committees shall be constituted to perform a continuing function and may only be created, changed or discharged by an amendment to the Society's governing documents.

9.3.2.1.1 ***Standing Board Committees.*** Standing Board Committees are defined as those whose purpose is to address a responsibility of the Board.

9.3.2.1.2 ***Standing Society Committees.*** Standing Society Committees are defined as those whose purpose is to address a responsibility related to the Society's Purposes and Objectives.

9.3.2.2 ***Task Committees.*** Task Committees shall be organized and charged as needs arise to carry out a specified task and shall be discharged automatically upon presentation of a final report to the organizing assembly.

9.4 ***Affiliated Entities.*** The Society, upon Board approval, may create, acquire or terminate relationships with affiliated entities.

9.4.1 ***Civil Engineering Certification, Inc.*** Civil Engineering Certification, Inc. (CEC) is a 501(c)(6) not-for-profit corporation, established 2004, that advances the science and profession of civil engineering for the welfare of humanity through the administration of a specialty certification program for the profession.

9.5 ***Other Organizations.*** Coalitions or other special interest groups may be formed by the Board or the Executive Committee.

9.5.1 ***Industry Leaders Council.*** The Industry Leaders Council (ILC) engages senior leaders from industry, academia, government, and non-governmental organizations to identify needed strategic actions for ASCE and the civil engineering profession.

9.5.2 ***Multi-Region Younger Member Councils.*** Following consideration of input from the Committee on Younger Members and the Governing Documents Committee, the Executive Committee may (i) establish Multi-Region Younger Member Councils upon written request from two (2) or more Younger Member groups/forums for formal affiliation, (ii) modify or dissolve any Multi-Region Younger Member Council upon request of said Council, and (iii) approve initial governing documents for Multi-Region Younger Member Councils. Amendments to governing documents shall be approved by the Governing Documents Committee.

9.5.3 Chi Epsilon. Chi Epsilon serves as the collegiate honor society for Civil Engineering and provides a mark of distinction for the students and professionals who have upheld the honor of the profession in the four pillars of scholarship, character, practicality, and sociability to advance the civil engineering profession.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 ***Official Society Publications.*** For the purpose of notices and announcements to members of the Society on any matters except the convening of a Special Business Meeting, *Civil Engineering* magazine and the ASCE Web site shall be the Official Society Publications. Notices and announcements relating to Society affairs published in an Official Society Publication shall be deemed to have been brought to the attention of all members of the Society.

10.1 ***Conflict of Interest.*** A Conflict of Interest shall be defined as any activity, transaction, relationship, service, or consideration which is, or appears to be, contrary to the best interests of the Society, or in which the interests of an individual or another organization has the potential to be placed above those of the Society. Any interested individual must disclose the existence of any actual or possible Conflict of Interest and all material facts to the Society entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Society entity.

10.2 ***Indemnification.*** If a Director, Officer, committee member, employee, agent or volunteer (including heirs, executors, administrators or the estate of such person) of the Society is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such party of the individual's duly authorized duties for or on behalf of the Society, in a manner not inconsistent with the purposes or objectives of the Society, and further provided that the performance by the party was not or is not illegal, then, to the full extent permitted by the New York Not-For-Profit Corporation Law or any successor provisions, the Society, upon affirmative vote of the Board, a quorum of the members of the Board being present at the time of the vote who are not parties to the action or proceeding, may indemnify such party for judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein. The right accruing to any party under the foregoing provision shall not exclude any other right to which the individual may be lawfully entitled, nor shall anything herein contained restrict the right of the Society to indemnify or reimburse such person in any proper case to the extent permitted by law even though not specifically herein provided for. The Society, its Officers, committee members, employees, and agents shall be fully protected in taking any action or making any payment under this article or in refusing to do so in reliance upon advice of counsel to the Society.

10.3 ***Earnings/Activities.*** No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

10.4 ***Activities.*** Activities of the Society in furtherance of its educational, scientific, literary and charitable purposes shall include, but are not limited to, publications, conferences and continuing education. Notwithstanding any other provisions of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

10.5 ***Dissolution.*** Upon the dissolution of the Society, the Board shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine.

10.6 ***Diversity and Inclusion.*** Diversity, equity and inclusion are essential to encouraging the free expression and exchange of engineering ideas by all members, regardless of gender or gender identity; race, national origin, ethnicity; religion; age; sexual orientation; disability; political affiliation; or family, marital, or economic status. It is the responsibility of all members of the Society to conduct themselves in a professional manner in which all participants are treated with dignity and respect. The rich diversity of the Society's membership and of the civil engineering community in general is a resource that shall be considered when selecting committee members and nominees for office; inviting speakers; nominating recipients of prizes and awards; and conducting any business related to the Purpose, Mission, Vision, Goals and Values of the Society.

10.7 ***Restrictions.*** All policies and activities of the Society shall be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements.

10.8 ***Limitations.*** No member, Officer, Director, committee, employee, agent, or representative of the Society shall have any right, authority, or power to expend money of the Society, to incur liability on its behalf, or to make any commitment that will or may be deemed to bind or involve the Society in any expense or financial liability, unless such expenditure, liability, or commitment has been authorized and budgeted by the Board or by specific resolution at a duly called meeting of the Board or Executive Committee.

ARTICLE 11. AMENDMENTS

11.0 ***Notification of Proposed Amendments.***

11.0.1 ***Certificate of Incorporation and Constitution.*** The membership shall be notified of proposed amendments to the Certificate of Incorporation and Constitution by publication in such a manner as can be accessed by the membership in the timeframes identified in the Constitution. The proposed amended language will also be available for review in the Society-level election ballot.

11.0.2 ***Bylaws and Code of Ethics.*** The membership shall be notified of proposed amendments to the Bylaws and Code of Ethics by publication in such a manner as can be accessed by the membership in the timeframes identified in the Constitution.

11.1 ***Bylaws Amendments*****.** The Bylaws may be amended by the Board as provided in the Constitution.

11.2 ***Rules of Policy and Procedure Amendments*****.** The Rules of Policy and Procedure may be amended by the Board in the following manner.

11.2.1 ***Procedure*****.** The Board may, at any meeting with a quorum present, amend the Rules of Policy and Procedure by a two-thirds (2/3) vote of those present and voting, provided a copy of such proposed amendment shall have been sent to each member of the Board at least fourteen (14) days in advance of the meeting at which action thereon is to be taken.

11.2.2 ***Urgency*****.** With the exception of Rules of Policy and Procedure, Article 4, Fees and Dues, if the Board determines by a three-fourths (3/4) vote of those present and voting that an amendment is urgent, the Board may amend the Rules of Policy and Procedure by a two-thirds (2/3) vote of those present and voting and without fourteen (14) days advance notice provided the exact content of the amendment has been provided to each member of the Board present prior to the vote.