

BYLAWS
Civil Engineering Certification, Inc.
Adopted by the CEC Board of Directors: 30 May 2009
Approved by the ASCE Board of Direction: October 2009
Revisions adopted by the CEC Board of Directors: 29 August 2022
Revisions approved by the ASCE Board of Direction: 21 July 2023

ARTICLE 1. GENERAL

1.0 *Name/Abbreviation.* The name of the corporation is Civil Engineering Certification, Inc. (CEC).

1.1 *Incorporation.* CEC is a nonprofit 501(c)(6) corporation incorporated in the Commonwealth of Virginia.

1.2 *Purpose.* The purpose of CEC is to develop and administer civil engineering board certification programs. CEC pursues this purpose in collaboration with the American Society of Civil Engineers (ASCE or Society) with whom CEC shares mutual interest in advancing the civil engineering profession.

1.3 *Headquarters.* The principal office of CEC shall be determined by the CEC Board of Directors and may be co-located with ASCE Headquarters.

ARTICLE 2. MEMBERSHIP

2.0 *Membership.* There are no members of CEC.

ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

Not used.

ARTICLE 4. FEES AND DUES

Not used.

ARTICLE 5. MANAGEMENT

5.0 *Board of Directors.* The affairs of CEC shall be managed by its Board of Directors (hereinafter the "Board").

5.1 *Board Composition.* The Board shall be comprised of nine (9) Directors. Three (3) Directors shall be elected from among those individuals nominated by the Administrative Units; two (2) Directors shall be elected from among those nominated by the ASCE Institutes; and three (3) Directors-at-Large shall be elected from those nominated by the Nominating Committee. One (1) Director shall be appointed by the ASCE Board of Direction upon the recommendation of the President-elect from among those serving on the Board of Direction at the time of appointment. The Secretary/Treasurer shall serve as a non-voting member of the Board.

5.2 Executive Committee. There shall be an Executive Committee consisting of the Past President, President, and President-elect, with the President acting as Chair. The Executive Committee shall have the power to act on urgent matters when it is not possible to convene the full Board. All actions of the Executive Committee will be brought to the Board at its next meeting for review and confirmation. *The Secretary/Treasurer is a non-voting members of the Executive Committee.*

5.2.1 Executive Committee Duties. The Executive Committee shall be oversight-based, having responsibilities 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.

5.3 Financial Management.

5.3.1 Fiscal Year. The fiscal year of CEC shall be from October 1 to September 30.

5.3.2 Annual Budget. The Board shall approve an annual budget to be submitted to the ASCE Board of Direction for concurrence. The budget will include all staffing and other expenses for CEC and its Administrative Units to achieve their mission. The Board may redistribute or increase expenditures within budget lines without approval of the ASCE Board of Direction provided the total budget does not exceed the amount authorized by the ASCE Board of Direction.

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Compensation. Officers and Directors do not receive compensation for services but may be reimbursed for reasonable expenses.

6.1 Officers. The Officers of CEC shall be a President, President-Elect, Past-President, and Secretary/Treasurer. The Officers of CEC shall perform all duties required by law and the CEC's governing documents, and those duties incident to the office or as may be assigned.

6.1.1 President. The President shall preside at the Annual Meeting and all meetings of the Board. The President shall perform all duties incident to the office of President, subject to the oversight of the Board, and shall perform such other duties as shall be assigned by the Board.

6.1.1.1 Qualifications. The President shall be a Director of CEC, a voting member in Good Standing of the Society or an ASCE Institute, and shall have served a term as President-elect.

6.1.1.2 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.

6.1.1.3 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.

6.1.2 President-elect. The President-elect shall act in place of the President when the President is not available. The President-elect shall assume all the powers and duties of the President in the absence or disability of the President and shall perform other duties as shall be assigned by the Board.

6.1.2.1 Qualifications. The President-elect shall be a Director of CEC and a voting member in Good Standing of the Society or an ASCE Institute.

6.1.2.2 Term. The President-elect shall serve a one (1) year term.

6.1.2.2.1 If a Director is elected as President-elect in the second or third year of the Director's first term, the Director shall be deemed to be selected to a second three-(3) year term to complete the Officer cycle. This shall encompass a total of six (6) years of service on the Board.

6.1.2.2.2 If a Director is elected as President-Elect in the second or third year of the Director's second term, the Director will be deemed to be elected to the minimum number of years required to complete the rotation of President and Past-President offices.

6.1.2.3 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.

6.1.3 Past President. The Past President shall attend all meetings of the Board and may perform other duties as shall be assigned by the Board.

6.1.3.1 Qualifications. The Past President shall be a Director of CEC, a voting member in Good Standing of the Society or an ASCE Institute, and shall have had prior service on the Board as President.

6.1.3.2 Term. The Past President shall serve a one (1) year term immediately following the conclusion of a term as President. The Past President shall serve any remaining years of their term as an elected Director upon completion of their term as Past President.

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

6.1.4 Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Board; prepare the agendas thereof; document the proceedings thereof; maintain all corporate documents; give and serve notices of CEC; maintain a current roster of Certification Administrative Units, have custody of all funds and securities of CEC; keep or cause to be kept complete and accurate accounts of receipts and disbursements of CEC; and deposit all monies and other valuable effects of CEC in such banks or depositories as the Board shall designate. Whenever required by the Board, the Secretary/Treasurer shall render a statement of CEC's accounts and shall, at all reasonable times, exhibit CEC's books and accounts to any Director or member of the

Board or Society's Executive Director, and perform all duties incident to the office of Secretary/Treasurer.

6.1.4.1 Qualifications. The Secretary/Treasurer shall be employed by the Society and is subject to Society employment rules. The Secretary/Treasurer will be reviewed annually by the Society's Executive Director, or his or her designee, after input from the Past President of the Board. The Secretary/Treasurer can be removed, with or without cause, by the Executive Director of the Society after consultation with the Board.

6.1.4.2 Term. The term of the Secretary/Treasurer coincides with the term of employment of the Secretary/Treasurer.

6.1.4.3 Vacancy. A vacancy in the office of Secretary/Treasurer shall be filled by action of the Society's Executive Director in consultation with the Board.

6.2 Directors. Directors shall perform all the duties required by law and the CEC governing documents, including but not limited to attendance at and participation in meetings of the Board and other official assignments.

6.2.1 Administrative Unit and Institute Directors. The Board shall elect three (3) Directors from among those Candidates nominated by the Administrative Units and two (2) Directors nominated by the ASCE Institutes.

6.2.1.1 Qualifications. A Candidate for the office of Administrative Unit or Institute Director shall be a member in good standing of the Society or an ASCE Institute. A Candidate nominated by an Administrative Unit shall be certified by that Unit.

6.2.1.2 Term. Administrative Unit and Institute Directors shall serve a three (3) year term which shall be staggered. The term begins upon installation and shall continue until a successor is installed. No Director shall serve more than two (2) consecutive terms unless completing a term as President or Past President as permitted in these Bylaws.

6.2.1.3 Vacancy. A vacancy in the office be filled by appointment of the Board upon recommendation of the entity represented by the vacancy.

6.2.2 At-Large Directors. The Board shall select three (3) At-Large Directors.

6.2.2.1 Qualifications. Candidates for the office of At-Large Director shall have skills and perspectives of value to the Board.

6.2.2.2 Term. At-Large Directors shall serve a three (3) year term which shall be staggered. The term shall begin upon installation and shall continue until a successor is installed.

6.2.2.3 Vacancy. A vacancy in the office shall be filled for the unexpired portion of the term by appointment of the Board.

6.2.3 Society Appointed Director. The Society Appointed Director shall be appointed by the ASCE Board of Direction upon the recommendation of the ASCE President-elect. Duties of the Society Appointed Director shall include, but are not limited to, preparation for, attendance at and participation in meetings of the Board, facilitating communication between the ASCE Board and the CEC board, and other official assignments.

6.2.3.1 Qualifications. The Society Appointed Director shall be a sitting member of the ASCE Board of Direction.

6.2.3.2 Term. The Society Appointed Director shall serve a two (2) year term. The term of the Society Appointed Director shall begin upon installation and shall continue until a successor is installed.

6.2.3.3 Vacancy. A vacancy in the office of the Society Appointed Director shall be filled for the unexpired portion of the term by the ASCE President-elect.

6.3 Removal from Office. The incapacitation of any Officer or Director of CEC, or neglect in the performance of the duties of the office, may be grounds for removal from office by the Board. Any Director may be removed by the Board with a two-thirds majority of the entire Board voting in the affirmative.

ARTICLE 7. ELECTIONS

7.0 Definitions.

7.0.1 Nominee. A nominee is an individual qualified to serve according to these bylaws who has received the nomination of the Nominating Committee, an Administrative Unit, or an ASCE Institute.

7.0.2 At-Large Director Nominee. A nominee for an At-Large Director position secured by the Nominating Committee.

7.0.4 Election Timing. Elections for Directors and Officers shall occur annually at the annual meeting or regular meeting of the Board of Directors prior to October 1.

7.0.5 Terms. Unless otherwise specified in these Bylaws, terms begin on October 1.

7.1 Nominating Committee. There shall be a Nominating Committee consisting of the Past President and two former Board members appointed by the President, with the Past President acting as Chair.

7.1.1 Nominations. The Nominating Committee shall seek nominations of qualified candidates to fill open Board seats and the President-Elect. Nominations shall be collected by July 31.

7.1.2 At-Large Director Nominations. The Nominating Committee shall solicit nominations from organizations within and external to ASCE that offer experience and perspectives that can enrich Board deliberations of policies and actions consistent with CEC's purpose.

7.2 Election of the President-Elect. The Board shall annually elect a President-elect from among the qualified sitting members of the Board at a regular meeting of the Board.

7.3 Election of Directors. The Board shall annually elect Directors to fill open Board seats from among those nominated at a regular meeting of the Board.

7.4 Special Elections. If Director or Officer vacancies occur prior to the end of the term, then the Board may conduct a special election to fill vacant positions at a regular meeting of the Board.

ARTICLE 8. MEETINGS

8.0 Annual Meeting. The Board shall convene at least one (1) Annual Meeting to be held at the time and place fixed by the President.

8.0.1 Notice of Annual Meeting. At least thirty (30) days notice shall be provided to all Directors in advance of the Annual Meeting.

8.0.2 Quorum. A majority of the members of the Board shall constitute a quorum at any meeting of the Board.

8.1 Regular Meetings of the Board.

8.1.1 Requirements. Regular Meetings of the Board may be called by the President or at the request of any three (3) Directors.

8.1.2 Notice of Regular Meeting of the Board. At least fourteen (14) days notice shall be provided to all Directors in advance of the Regular Meeting of the Board.

8.2 Special Meetings of the Board.

8.2.1 Requirements. Special Meetings of the Board may be called by the President or at the request of any three (3) Directors. Notice of a Special Meeting of the Board 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 of the Board.

8.2.2 Notice of Special Meeting of the Board. At least five (5) days notice shall be provided to all Directors in advance of the Special Meeting of the Board.

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

8.4 Meeting Participation by Alternative Means. Any member of the Board may participate in a meeting of the Board 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.

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

ARTICLE 9. ORGANIZATIONAL ENTITIES

9.0 Objectives and Purposes of Organizational Entities. The objectives and purposes of CEC's Committees and Administrative Units shall be consistent with those of CEC.

9.1 Committees. The President with the approval of 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.

9.2 Certification Administrative Units. The Board may establish certification Administrative Units if, in the judgment of the Board, the unit is consistent with the CEC mission. These Units may be in specialty areas of civil engineering that have certification needs. An Administrative Unit may be disbanded by the Board if there is no longer a need for the certification administered by the Unit, or for any other reason. Action to establish or disband an Administrative Unit requires a two-thirds (2/3) affirmative vote of the entire Board.

9.2.1 Governance. Administrative Units shall establish Operating Procedures to conduct the Unit activities and operate consistent with these Bylaws and CEC Rules. Each Administrative Unit shall establish their applicable body of knowledge, administer the certification process, propose annual budgets for Board review and approval, coordinate with ASCE Organizational Entities, and report regularly to the Board.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 Rules of Policy and Procedure. The Board shall adopt Rules of Policy and Procedure to implement the provisions in these Bylaws and describe operational procedures including but not limited to minimum qualifications for certifications and certification administration.

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 CEC, or in which the interests of an individual or another organization has the potential to be placed above those of CEC. Any interested Officer, Director or other individual must disclose the existence of any actual or possible Conflict of Interest and all material facts to the CEC entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the CEC entity.

10.2 Indemnification. CEC shall indemnify its Officers, Directors, volunteers, or employees of CEC or its Administrative Units against claims for liability arising from the individual's good faith performance of duly authorized duties for or on behalf of CEC, and further provided that the performance by the party was not or is not illegal. The right accruing to any person under the foregoing provision shall not exclude any other right to which he or she shall be lawfully entitled, nor shall anything herein contained restrict the right of CEC to indemnify or reimburse such person in any proper case to the extent permitted by law even though not specifically herein provided. CEC, its Directors, Officers, and employees shall be fully protected in taking any good faith action or making any payment under this Article or in refusing to do so.

10.3 Earnings/Activities. No part of the net earnings of CEC shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that CEC 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 CEC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and CEC 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 *Dissolution.* Upon the dissolution of CEC, the Board shall, after paying or making provision for the payment of all of the liabilities of CEC, dispose of all of the assets of CEC exclusively for the purposes of CEC 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.

10.5 *Restrictions.* All policies and activities of CEC shall be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements. No policies or activities shall contravene the ASCE Constitution, Bylaws, Code of Ethics, or Rules of Policy and Procedure.

10.6 *Limitations.* No member, Officer, Director, committee, employee, agent, or representative of CEC shall have any right, authority, or power to expend money of CEC, to incur liability on its behalf, or to make any commitment that will or may be deemed to bind or involve CEC 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.

ARTICLE 11. AMENDMENTS

11.0 *Bylaws Amendments.* These Bylaws may be amended at any meeting of the Board by two-thirds (2/3) majority vote of the entire Board, provided that the exact proposed text of such amendment shall have been included in the meeting notice at which such action is taken. No change to these Bylaws becomes effective until approved by the ASCE Board of Direction.

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

11.1.1 *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 distributed to the Board members and they shall be provided the opportunity to review the proposed language prior to the time at which such action is to be taken.