

BYLAWS
of the American Society of Civil Engineers

A Not-For-Profit Corporation

Current as of October 2018

ARTICLE 1. GENERAL

1.0 *Name/Abbreviation.* The name of this New York not-for-profit corporation is the **American Society of Civil Engineers** (hereinafter called the “Society”). The abbreviation of the Society is ASCE.

1.1 *Definitions.*

1.1.1 *Civil Engineering.* The Board of Direction adopted the following definition of “Civil Engineering”: Civil Engineering is the profession that utilizes the materials and forces of nature to create, maintain, and improve the built environment, and protect and enhance the natural environment for the progressive well-being of humanity. The practice of civil engineering is founded on the creative analysis and synthesis of scientific, mathematical, and economic principles gained by study, experience, and practice and guided by the imperative to protect the public health, safety, and welfare.

1.1.2 *Profession.* The Board of Direction adopted the following definition of “profession” and amplification thereof: “A profession is the pursuit of a learned art in a spirit of public service.” Further, “a profession is a calling in which special knowledge and skill are used in a distinctly intellectual plane in the service of humanity, and in which the successful expression of creative ability and application of professional knowledge are the primary rewards. There is implied the application of the highest standards of excellence in the educational fields prerequisite to the calling, in the performance of services, and in the ethical conduct of its members. Also implied is the conscious recognition of the profession’s obligation to society to advance its standards and to prescribe the conduct of its members.”

1.1.3 *Society-level.* Society activities exclusive of those of Foundations, Affiliated Entities, and Geographic Units are considered Society-level activities.

1.1.4 *Sustainability.* The Board of Direction adopted the following definition of “sustainability”: Sustainability is a set of economic, environmental, and social conditions in which all of society has the capacity and opportunity to maintain and improve its quality of life for future generations without degrading the quantity, quality or availability of economic, environmental and social resources.

1.1.5 *Sustainable Development.* The Board of Direction adopted the following definition of “sustainable development”: Sustainable Development is the process of applying economic, environmental and social resources to enhance the safety, welfare and quality of life for all of society and for future generations without degrading the quantity, quality or availability of economic, environmental and social resources.

1.1.6 *Diversity and Inclusion.* The Board of Direction adopted the following definition of “diversity and inclusion”: Diversity and inclusion fosters a culture that encourages the free expression and exchange of engineering ideas by all members, regardless of gender, race, ethnic origin, religion, age, marital status, sexual orientation, disabilities or any other reason not related to scientific or technical merit.

ARTICLE 2. MEMBERSHIP

2.0 *Definitions.*

2.0.1 *Substantially Equivalent.* Programs accredited by non-US countries utilizing criteria recognized by the Engineering Accreditation Commission (EAC) of the Accreditation Board for Engineering and Technology (ABET) as comparable and whose graduates are judged acceptable for entry into the practice of engineering at the professional level.

2.0.2 *Licensure.* A citizen of the United States, if working in the United States, must be licensed in the United States as an engineer or surveyor to fulfill the licensure requirements for any membership grade. Licensure in other countries equivalent to licensure in the United States and its territories shall satisfy the licensure requirements for any membership grade.

2.0.3 *Responsible Charge of Work.*

2.0.3.1 *Member.* The standard required for admission to the Society's grade of Member means definite responsibility for engineering work of substantial importance. In the field, the applicant must have had the direction of work, the successful accomplishment of which rested upon the applicant, where the applicant had to decide questions of methods of execution and suitability of materials, without relying upon advice or instructions from the applicant's superior, and of supplying deficiencies in plans or correcting errors in design without referring them to higher authority for approval, except in cases where such approval is a mere matter of form. In the office, the applicant must have had to undertake investigations to carry out important assignments demanding resourcefulness and originality; or to make plans, write specifications and direct the drafting and computations for designs of engineering work, with only rough sketches, general information and field measurements for reference and guidance. In engineering teaching, the applicant must have taught in an engineering school of recognized standing, and must have had at least a grade of assistant professor or its equivalent.

2.0.3.2 *Fellow.* The standard required for advancement to the grade of Fellow is broad responsibility for engineering work of major importance. The duties and responsibilities of the applicant must have been definitely above those required for the grade of Member. Serving in appointed titled positions is not construed as the sole qualifying criterion. It must be demonstrated that the applicant was the primary (or one of the primary) individual(s) who had responsibility for engineering work and its compliance with applicable codes, standards and specifications, or for the integrity of the plans, documents and reports prepared. For projects requiring a team effort by a group of professionals, engineering work of major importance may include the coordination of several engineering or related disciplines, under the direct or indirect supervision of the applicant. In academia, it shall be demonstrated that the applicant has functioned as a leader, guide or directing head of academic programs. In engineering teaching, the applicant must have taught in an engineering school of recognized standing, and must have had at least a grade of associate professor or its equivalent. In the research field, it shall be demonstrated that the applicant has been the principal investigator or has made other major leadership contributions, such as serving on national or international committees outside the individual's institution.

2.0.4 *Eminence.* Eminence is defined as recognized superiority in position, character, and achievement through significant contributions to the profession.

2.0.5 *Related Engineering Program.* Related Engineering Programs are defined as any program in a major engineering discipline which is also accredited by the Engineering Accreditation Commission of the Accreditation Board for Engineering and Technology (ABET).

2.1 *Membership Grades and Qualifications.* Any person who possesses the qualifications for membership as prescribed in Bylaws Article 2.1 may apply for admission or advancement. A member shall only hold one (1)

membership grade. The Board of Direction may provide for the waiver of qualifications for membership, except in the grades of Distinguished Member and President-Emeritus.

2.1.1 *Student Member.* To be eligible for the grade of Student Member, an individual shall:

Criterion 1: be a member of a Society-recognized Student Chapter at the school where enrolled, and be enrolled at least half-time; **OR**

Criterion 2: be enrolled at a school which is eligible to have an ASCE recognized Student Chapter but currently does not have such an organization, and be enrolled at least half-time; **OR**

Criterion 3: be a current member in an equivalent grade of an engineering society with which the Society has a current reciprocal membership agreement.

2.1.2 *Affiliate Member.* To be eligible for the grade of Affiliate Member, an individual shall:

Criterion 1: have an interest in advancing the purpose and objectives of the Society AND not be eligible for the Student Member grade.

2.1.3 *Associate Member.* To be eligible for the grade of Associate Member, an individual shall:

Criterion 1: have been graduated with a baccalaureate degree from an ABET/EAC-accredited, ABET/TAC-accredited or Substantially Equivalent Civil or Related Engineering Program; **OR**

Criterion 2: a) have been graduated with a baccalaureate degree from a non-ABET/EAC or non-ABET/TAC Program acceptable to the Membership Application Review Committee in engineering, engineering technology, or related science, AND EITHER b) be a certified engineer-in-training or surveyor-in-training in the United States or in the country in which they reside (if such certification is available) OR c) if certification is not available in the country in which they reside, provide three (3) references; **OR**

Criterion 3: have been graduated with a graduate degree in civil engineering from a school having an ABET/EAC-accredited or Substantially Equivalent Civil Engineering Program; **OR**

Criterion 4: be a U.S. licensed Professional Engineer or Professional Surveyor; **OR**

Criterion 5: be a current member in an equivalent grade of an engineering society with which the Society has a current reciprocal membership agreement.

2.1.4 *Member.* To be eligible for the grade of Member, an individual shall:

Criterion 1: a) have been graduated with a bachelor's degree from an ABET/EAC-accredited or Substantially Equivalent civil or Related Engineering Program, AND EITHER b) subsequent to graduation have had responsible charge of engineering work for not less than five (5) years AND three (3) references at least one (1) of which shall be from a Member, Fellow, or Distinguished Member of the Society, OR c) be a licensed Professional Engineer or Professional Surveyor in the United States or in the country in which they reside (if such licensure is available); **OR**

Criterion 2: a) have been graduated with a bachelor's degree from a non-ABET/EAC four (4) (or more) year curriculum acceptable to the Membership Application Review Committee in engineering, engineering technology, or related science, AND b) subsequent to graduation have had responsible charge of engineering work for not less than five (5) years, AND c) be a licensed Professional Engineer or Professional Surveyor in the United States or in the country in which they reside (if such licensure is available); **OR**

Criterion 3: a) have been graduated with a master's degree in civil engineering from a school having an ABET/EAC-accredited or Substantially Equivalent civil engineering program, AND EITHER b) subsequent to graduation have had responsible charge of engineering work for not less than four (4) years AND c) provide three (3) references at least one (1) of which shall be from a Member, Fellow, or Distinguished Member of the Society OR d) be a licensed Professional Engineer or Professional Surveyor in the United States or in the country in which they reside (if such licensure is available); **OR**

Criterion 4: a) have been graduated with a doctorate degree in civil engineering from a school having an ABET/EAC-accredited or Substantially Equivalent civil engineering program AND EITHER b) subsequent to graduation have had responsible charge of engineering work for not less than three (3) years AND c) provide three (3) references at least one (1) of which shall be from a Member, Fellow, or Distinguished Member of the Society OR d) be a licensed Professional Engineer or Professional Surveyor in the United States or in the country in which they reside (if such licensure is available); **OR**

Criterion 5: a) be a licensed Professional Engineer or Professional Surveyor in the United States or in the country in which they reside (if such licensure is available) AND b) subsequent to licensure have had responsible charge of engineering work for at least ten (10) years, AND c) provide three (3) references at least one (1) of which shall be from a Member, Fellow, or Distinguished Member of the Society; **OR**

Criterion 6: be a current member in an equivalent grade of an engineering society with which the Society has a current reciprocal membership agreement.

2.1.5 *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, AND b) be a licensed Professional Engineer or Professional Surveyor in the United States or in the country in which the Member resides (if such licensure is available), AND c) provide three (3) references from Society members (at least two (2) references must be from Society Fellows), AND d) be nominated by an Organizational Entity of the Society, AND EITHER e) have had responsible charge for not less than ten (10) years, in the grade of Member, of important work in civil or related engineering or surveying and be qualified to direct, conceive, plan, or design engineering works; OR f) have had responsible charge for not less than ten (10) years, in the grade of Member, of important industrial, business, construction, editorial, or engineering society activity, requiring the knowledge and background gained from civil or related engineering training and experience, OR g) have provided leadership for a period of not less than ten (10) years in the grade of Member in educational or research activity related to the field of civil engineering.

2.1.6 *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. The total number of Distinguished Members elected in any year shall not exceed one (1) for every seventy five hundred (7,500) voting Society members. Members of the Board of Direction are ineligible for election to Distinguished Membership during their terms of active membership on the Board of Direction, as election of Distinguished Members shall be by vote of the Board of Direction. Declared Candidates or Nominees for the office of President-elect are ineligible for election to Distinguished Member during the election cycle. The President-elect Elect and Presidents-Emeriti of the Society are ineligible for Distinguished Member status. Current employees of the Society are ineligible to be nominated for Distinguished Member status. Former employees of the Society, who meet all criteria for Distinguished Member status, may be nominated after a period of three (3) years from the time of separation from ASCE employment._

2.1.7 *President-Emeritus.* To attain the grade of President-Emeritus a member shall have completed a term as Past President of the Society.

2.2 *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.

2.2.1 *Life Member.* To be eligible for Life Member, individuals in the grade of Fellow, Member, Associate Member, or Affiliate 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. A Life Member may include such classification following their membership grade, as defined in the Society's governing documents.

2.2.2 *Institute Member.* To be eligible for Institute Member, an individual shall be a Society member in good standing who is also a member of one (1) or more of the Society's Institutes.

2.2.3 *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.

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

2.2.5 *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) have benefited their communities, nation and humanity.

2.2.5.1 *Honorary International Fellow.* The title of Honorary International Fellow does not constitute membership in the Society. To be eligible for Honorary International Fellow, an individual shall have met all the criteria for Honorary Fellow and shall reside outside the United States.

2.3 *Application for Membership.* Application for membership in the Society, including application forms, references, and qualification verification and approval, shall be made in such manner as the Society may direct.

2.3.1 *Confidentiality of Application.* Application and member information shall be considered confidential and shall not be released or provided for other than Society business unless the release of such information is 1) authorized by the Board of Direction, 2) authorized by the individual Society member, or 3) required by law.

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 Committee on Professional Conduct any observed violation of the Society's Code of Ethics.

3.1 *Separations from Society Membership.* Society membership shall be terminated by (a) death of the member, (b) nonpayment of dues, (c) resignation, or (d) 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 of Direction 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 of Direction is improper and prejudicial to the best interests of the Society.

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

3.2 *Disciplinary Proceedings.* A Society member may be subjected to disciplinary action for violation of any of the provisions of the Certificate of Incorporation, 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 Article 3 of the Rules of Policy and Procedure.

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 of Direction consideration. If accepted by the Board of Direction, such tendered resignation shall be with prejudice.

3.2.4 *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.

3.2.5 *Reinstatement of Membership.*

3.2.5.1 *Expulsion.* A former member of the Society separated by expulsion proceedings shall not be reinstated to Society membership except by action of the Board of Direction. 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 of Direction. A seventy-five percent (75%) vote of the Board of Direction shall be required to effect such reinstatement.

3.2.5.2 *Membership Termination With Prejudice.* A former member of the Society who either resigns voluntarily or is dropped for nonpayment of dues after having been advised by the Society that it is investigating the member's possible involvement in activities for which the member could be subjected to disciplinary action, 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 of Direction may establish entrance and other appropriate fees. The Board of Direction shall establish a schedule of dues, by a two-thirds (2/3) vote, for the individual grades of membership.

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

4.1.1 *Dues Indexing.* The Board of Direction shall consider a proposed dues increase when an adjustment for inflation, as defined in Article 4 of the Rules of Policy and Procedure, is required.

4.2 *Obligation to Pay.* Except as otherwise provided in these Bylaws, every member shall be obligated to pay the fees and dues identified herein in advance of 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 membership 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 of Direction.

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

5.2 *Executive Director Duties.* Under the oversight of the Executive Committee and the Board of Direction, the Executive Director shall be the chief staff officer of the Society. The Executive Director shall serve as Secretary of the Board of Direction and of the Executive Committee (duties of the Secretary are defined in Bylaws 6.0.4.5). 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.* A majority vote of the whole Board of Direction in a regular or special meeting shall be required to employ or terminate the services of the Executive Director. 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 include, but not be limited to, non-renewal of contract, termination with cause, and termination without cause.

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

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 *Regions.*

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

5.3.1.1 *Number.* There shall be no more than ten (10) Geographic Regions, no more than 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.

5.3.1.2 *Boundaries.* Boundaries of Geographic Regions shall be established, as nearly as practicable, to conform to Section, Branch, International Group, country, state, or county boundaries. 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.

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

5.3.2 *Technical Region.* Members who elect to join an Institute shall also be assigned to the Technical Region.

5.3.2.1 *Primary Institute.* A member's Primary Institute shall be the first Institute the member joined or was assigned to, or the Institute selected at the time of membership renewal.

5.4 *Region Boards of Governors.* Region Boards of Governors shall exist for each Geographic Region and the Technical Region. Region Boards of Governors are management entities of the Society, but for purposes of communication with the Board of Direction and the public, shall act as an Organizational Entity.

5.4.1 *Governing Documents.* Each Region Board of Governors shall adopt Bylaws, which shall be approved by the Board of Direction. 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 of Direction. No amendment to Region Bylaws shall become effective unless and until it is approved by the Society's Board of Direction.

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

5.4.2.1 *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 Geographic Region Director who shall serve as chair.

5.4.2.2 *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 Member Communities 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-level programs; providing input to the Board of Direction on policy initiatives; facilitating the process for election of Geographic Region Directors and Geographic Region Governors; participating in the nomination process for President-elect; and fostering communications to and from the Board of Direction and between the Region's Organizational Entities.

5.4.2.3 *Funding.* Geographic Region Boards of Governors shall receive funding on an annual fiscal year basis to support management functions.

5.4.3 *Create Assemblies.* A Region Board of Governors may create an Assembly, which is a Region-wide, representative body. The Region governing documents shall define the composition of its Assembly. An Assembly may be terminated by its Region Board of Governors.

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

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

5.4.4.2 *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 distributes best practices among the Institutes.

5.5 *Financial Management.*

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

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

5.5.3 *Audit of Society Financial Statements.* The Board of Direction 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 of Direction for acceptance.

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

5.5.4.1 *Definition.* The accounting book value of the Society's assets less its liabilities equals its net assets. Consolidated net assets are those net assets of the Society, the Institutes and its affiliates. Expendable net assets (Reserves) are defined as total consolidated unrestricted net assets less the book value of property and equipment reduced by outstanding debt secured by property and equipment.

5.5.4.2 *Reserves Policy.* The Society shall establish a Reserves Policy to help ensure the ongoing financial viability of the organization. The Reserves Policy designates a target amount of consolidated unrestricted net assets to be maintained

by the Society. The target amount of expendable net assets is computed as the percentage of expendable net assets to consolidated annual expenses. The Board of Direction has set the Society's target at thirty-five percent (35%).

5.6 *Functions and Activities of the Society.* Diversity and inclusion fosters a culture that encourages the free expression and exchange of engineering ideas by all members, regardless of gender, race, ethnic origin, religion, age, marital status, sexual orientation, disabilities, or any other reason not related to scientific or technical merit. 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 Mission, Vision, Goals and Values of the Society.

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 of Direction, and a President-elect. The appointed Officers are a Secretary and a Treasurer, who hold office at the pleasure of the Board of Direction. 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. Such duties may include, but are not limited to preparation for, attendance at and participation in meetings of the Board of Direction, Executive Committee, and other official assignments.

6.0.1 *President.*

6.0.1.1 *Qualifications.* Candidates for President shall be voting Society members in Good Standing and shall have had prior service on the Board of Direction.

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 one (1) full term, the President 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 of Direction as determined by the Board of Direction at the time of the vacancy.

6.0.1.4 *Compensation.* The President does not receive compensation for services but may be reimbursed for expenses.

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

6.0.2 *President-elect.*

6.0.2.1 *Qualifications.* Nominees for President-elect shall be voting Society members in Good Standing. Additionally, Nominees for President-elect shall have completed one (1) full term of service on the Board of Direction or served as an institute representative to the Board of Direction between 2000 and 2005.

6.0.2.2 *Term.* The President-elect shall serve a one (1) year term. After serving one (1) full term, the President-elect 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 may be filled for the unexpired portion of the term by a qualified member of the Board of Direction, as determined by the Board of Direction at the time of the vacancy.

6.0.2.4 *Compensation*. The President-elect does not receive compensation for services but may be reimbursed for expenses.

6.0.2.5 *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 of Direction 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 of Direction 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 available President-Emeritus.

6.0.3.4 *Compensation*. The Past President does not receive compensation for services but may be reimbursed for expenses.

6.0.3.5 *Duties*. The Past President serves as chair of the Board of Direction Nominating Committee. The Past President shall also lead the annual review of the Executive Director and report on this activity to the Board of Direction. The Past President shall attend all meetings of the Board of Direction 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 of Direction upon recommendation of the Executive Committee.

6.0.4.4 *Compensation*. The Secretary shall be compensated for duties performed as Executive Director.

6.0.4.5 *Duties*. The Executive Director shall serve as Secretary and attend all meetings of the Board of Direction and of the Executive Committee. The Secretary shall serve as secretary at all meetings of the Society, the Board of Direction and the Executive Committee.

6.0.4.6 *Deputy Secretary*. One (1) Deputy Secretary shall be appointed by the Board of Direction upon nomination of the Executive Committee from the Society's membership for an annual term and may be reappointed. The Deputy Secretary shall serve under the direction of the Secretary and may temporarily assume duties of the Secretary when the Secretary is absent or disabled.

6.0.4.7 *Assistant Secretary*. One (1) or more Assistant Secretaries may be appointed by the Board of Direction upon nomination of the Executive Committee from the Society's membership for an

annual term and may be reappointed. The Assistant Secretary shall serve under the direction of the Secretary and may temporarily assume duties of the Secretary when the Secretary is absent or disabled.

6.0.5 *Treasurer.*

6.0.5.1 *Qualifications.* The Treasurer shall be a voting Society member in Good Standing and shall have had prior service on the Board of Direction.

6.0.5.2 *Term.* The Treasurer shall serve a one (1) year term. The Treasurer is eligible for reappointment. A majority vote of the whole Board of Direction in a regular or Special Meeting, and upon the nomination of the President-elect, shall be required to appoint the Treasurer. 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 of Direction upon nomination of the President-elect.

6.0.5.4 *Compensation.* The Treasurer does not receive compensation for services but may be reimbursed for expenses.

6.0.5.5 *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 of Direction. The Treasurer shall serve as the Chair of the Program and Finance Committee. The Treasurer shall attend all meetings of the Board of Direction, the Executive Committee and the Audit Committee. There shall be an Assistant Treasurer to assist the Treasurer in execution of these duties.

6.0.5.6 *Assistant Treasurer.* An Assistant Treasurer shall be appointed by the Board of Direction upon nomination of the President-elect from the Society's membership for an annual term and may be reappointed. The term of the Assistant Treasurer begins upon installation, normally at the Annual Membership Meeting, and shall continue until a successor is installed. The Assistant Treasurer shall be a voting Society member in Good Standing and shall have had prior service on the Board of Direction. The Assistant Treasurer shall serve under the direction of the Treasurer and may temporarily assume duties of the Treasurer when the Treasurer is absent or disabled. The Assistant Treasurer shall attend the summer meeting of the Board of Direction at which the budget is presented for approval.

6.1 *Society Directors.* There shall be fifteen (15) 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. Society Directors shall consist of Region Directors, either geographic or technical, and At-Large Directors. After serving one (1) full term as a Society Director an individual shall be ineligible to serve another term as Society Director. Any person who was inducted as Society President-elect or Vice President is ineligible to serve as a Society Director. Additionally, all former Board of Direction members who were nominated by Districts are eligible to serve.

6.1.1 *Region Directors.* There shall be thirteen (13) Region Directors, ten (10) representing Geographic Regions and three (3) representing the Technical Region.

6.1.1.1 *Geographic Region Directors.*

6.1.1.1.1 *Qualifications.* Candidates for the office of Geographic Region Director shall be voting Society members in Good Standing, shall have an Address of Record within the Region being represented, and shall have served as a Geographic Region Governor.

Additionally, any person who was inducted as Society President-elect or Vice President is ineligible for re-election as a Geographic Region Director.

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

6.1.1.1.3 *Vacancy.* A vacancy in the office of Geographic Region Director shall be filled for the unexpired portion of the term by appointment of the appropriate Geographic Region Board of Governors.

6.1.1.1.4 *Compensation.* Geographic Region Directors do not receive compensation for their services but may be reimbursed for expenses.

6.1.1.1.5 *Duties.* Duties of a Geographic Region Director shall include, but are not limited to, chairing a Geographic Region Board of Governors, dialogue with members and preparation for, attendance at and participation in meetings of the Board of Direction and other official assignments.

6.1.1.2 *Technical Region Directors.*

6.1.1.2.1 *Qualifications.* Candidates for the office of Technical Region Director shall be voting Society members in Good Standing, and shall have served as a voting member on an Institute Board of Governors.

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

6.1.1.2.3 *Vacancy.* A vacancy in the office of Technical Region Director shall be filled for the unexpired portion of the term by appointment of the Technical Region Board of Governors.

6.1.1.2.4 *Compensation.* Technical Region Directors do not receive compensation for their services but may be reimbursed for expenses.

6.1.1.2.5 *Duties.* Duties of a Technical Region Director shall include, but are not limited to, chairing the Technical Region Board of Governors, dialogue with members and preparation for, attendance at and participation in meetings of the Board of Direction, Technical Region Board of Governors, Institute Boards of Governors, 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 of Direction.

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 of Direction.

6.1.2.4 *Compensation.* At-Large Directors do not receive compensation for their services but may be reimbursed for expenses.

6.1.2.5 *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 of Direction and other official assignments.

6.2 *Region Governors.*

6.2.1 *Geographic Region Governors.*

6.2.1.1 *Qualifications.* A Geographic Region Governor shall be a Society member in Good Standing; have an Address of Record within the Region being represented; 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; and shall not currently be serving or pursuing nomination as a Technical Region Governor.

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 *Compensation.* Geographic Region Governors do not receive compensation for their services but may be reimbursed by the Society for expenses, in accordance with Society policy.

6.2.1.5 *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's Bylaws, but shall not exceed the term prescribed by the Technical Region Board of Governors.

6.2.2.2 *Vacancy.* A vacancy in the office of Technical Region Governor shall be filled as defined in the appropriate Institute's Bylaws.

6.2.2.3 *Compensation.* Technical Region Governors do not receive compensation for their services but may be reimbursed for expenses by the Institute, in accordance with Society policy.

6.2.2.4 *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 of Direction. A Region Governor may also be removed by the Region Board of Governors.

6.4 *Seniority.* Seniority between persons holding similar offices shall be determined by priority of election to the office, and when these dates are the same, by priority of admission to membership; and when the latter dates are identical, the selection shall be made by lot.

6.5 *Time Served Filling Unexpired Terms.* Time served filling an unexpired term of an elected or appointed Officer, Director or Governor shall not count toward the total number of years an individual has served in the position.

6.6 *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 of Direction 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 of Direction 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. REGIONS AND ELECTIONS

7.0 *Definitions.*

7.0.1 *Address of Record.* The 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.

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

7.1.3.1 *Board of Direction Nominating Committee Charge.* The Board of Direction Nominating Committee shall select Official Nominees for President-elect. Each Board of Direction 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' presentations; 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 either through their assigned Geographic Region or through the Technical Region for the duration of an 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 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 to the Chair or President of their selected Primary Institute, the Chair of the Technical Region Board of Governors, and the Society Secretary.

7.2.1.2 *Election Materials.* Candidates for the office of President-elect shall submit with their Letter of Intent to Serve 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.

7.2.1.3 *Society Secretary Notification.* The Society Secretary shall distribute the consolidated pool of Candidates for the office of President-elect to the Geographic and Technical Region Boards of Governors along with the Candidate Election Materials.

7.2.2 *Nomination.* In order for a Candidate to be considered by the Board of Direction Nominating Committee for the office of President-elect, the Candidate must be considered by their Region Nominating Committee.

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 of Direction Nominating Committee for consideration as an Official Nominee.

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 of Direction Nominating Committee as an Official 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.

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

7.2.3 *Nomination by Region Nominating Committee.* A Candidate for the office of President-elect shall be designated as a Nominee by a Geographic or Technical Region Nominating Committee in order to be considered by the Board of Direction Nominating Committee.

7.2.3.1 *Petition Nominee.* A Candidate for the office of President-elect who is not selected by the Geographic or Technical Region Nominating Committee as a Nominee may declare their intent to acquire the required number of petition signatures to be considered by the Board of Direction Nominating Committee to become a Nominee. Petition signatures shall be provided electronically, in a format stipulated by the Society Secretary. The Society Secretary shall receive and validate the petition signatures.

7.2.4 *Nomination by Board of Direction Nominating Committee.*

7.2.4.1 *Interview of Nominees.* All Nominees for President-elect whose names are properly submitted to the Society Secretary shall be invited to the January meeting of the Board of Direction, and shall be available for discussion with the Board of Direction Nominating Committee. Reimbursement of travel expenses within the Society's guidelines shall be provided, if requested.

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

7.2.5 *Petition to Election Ballot.* A Nominee for the office of President-elect who is not selected by the Board of Direction 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. Petition signatures shall be provided electronically, in a format stipulated by the Society Secretary. The Society Secretary shall receive and validate the petition signatures.

7.3 *Nomination of Region Directors.*

7.3.1 *Declaration.* Candidates for the office of Region 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 Director.* Candidates for the office of Geographic Region Director shall declare their intent to pursue office by submitting a Letter of Intent to Serve to the Chair of their Region Nominating Committee and the Society Secretary.

7.3.1.2 *Technical Region Director.* Candidates for the office of Technical Region Director shall declare their intent to pursue office by submitting a Letter of Intent to Serve to the Chair of their Primary Institute, the Chair of the Technical Region Board of Governors, and the Society Secretary.

7.3.1.3 *Election Materials.* Candidates for the office of Region Director shall submit with their Letter of Intent to Serve 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.

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

7.3.2.1 *Petition to Election Ballot.* A Candidate for the office of Geographic Region Director 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. Petition signatures shall be provided electronically, in a format stipulated by the Society Secretary. The Society Secretary shall receive and validate the petition signatures.

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

7.3.3.1 *Petition to Election Ballot.* A Candidate for the office of Technical Region Director who is not selected by the Technical 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. Petition signatures shall be provided electronically, in a format stipulated by the Society Secretary. The Society Secretary shall receive and validate the petition signatures.

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, and the Chair of the Industry Leaders Council or their representative.

7.4.3.2 *At-Large Director Review Panel Charge.* The At-Large Director Review Panel shall develop recommended criteria for the following Election Cycle. Each member shall recognize the critical importance of the At-Large Director Review Panel's 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. The At-Large Director Review Panel shall recommend to the Board of Direction one (1) individual for appointment to office.

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 of Direction proposed At-Large Director criteria for the following Election Cycle. The proposed At-Large Director criteria shall be submitted to the Society Secretary not later than September 1 for inclusion on the Fall Board agenda.

7.4.3.3.2 *Selection of Slate of Nominees for Review.* Nominations 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, 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 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 of Direction shall appoint the recommended individual as the At-Large Director.

7.5 *Nomination of Geographic Region Governors.*

7.5.1 *Rotation.* At least one (1) Geographic Region Governor is installed in each Region every year. No more than forty percent (40%) of the Geographic Region Governors shall be installed in any one (1) year.

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

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

7.5.4 *Nomination by Geographic Region Nominating Committee.*

7.5.4.1 *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 Candidates then the Geographic Region Nominating Committee shall select the Official Nominee(s).

7.5.4.2 *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.

7.5.4.3 *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. Petition signatures shall be provided electronically, in a format stipulated by the Society Secretary. The Society Secretary shall receive and validate the petition signatures.

7.5.5 *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 *Inclusion on Election Ballot.* Official Nominee(s) for elected positions shall be included on the election ballot in alphabetical order. Petition Nominees shall be listed separately in alphabetical order and be designated as such on the election ballot.

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

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

7.9 *Voting Constituencies.*

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

7.9.2 *Region Directors.* Region Directors shall be elected by voting Society members in their respective Regions.

7.9.3 *Technical Region Directors.* Technical Region Directors shall be elected by voting Society members who are also members of at least one (1) Institute.

7.9.4 *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 of Direction 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 of Direction may call Special Business Meetings of the Society. The Board of Direction shall call a Special Business Meeting of the Society upon written request of not less than twenty (20) members from each Geographic 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.*

8.1.1 *Requirements*. No fewer than two (2) meetings of the Board of Direction shall be held each year. One (1) of these meetings shall be held at the time of the ASCE Convention. Special Meetings of the Board of Direction may be called as determined by the Board of Direction at a previous meeting or by the Executive Committee acting on behalf of the Board of Direction. At least ten (10) days advance notice of any such Special Meeting shall be given by the Society Secretary to members of the Board of Direction. 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.

8.1.2 *Quorum*. A majority of the members of the Board of Direction shall constitute a quorum at any meeting of the Board of Direction except for consideration of disciplinary action against a member. Seventy-five percent (75%) of the members of the Board of Direction 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 of Direction 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 of Direction or any Board Committee or Society Committee may participate in a meeting of the Board of Direction 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 of Direction or any Board Committee or Society Committee may be taken without a meeting if all members of the Board of Direction, Board Committee or Society Committee consent in writing to such action.

ARTICLE 9. COMMITTEES, INSTITUTES, ACADEMIES, GEOGRAPHIC UNITS, FOUNDATIONS, AFFILIATED AND OTHER ORGANIZATIONAL ENTITIES

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

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 of Direction, 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 of Direction 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 *Committees.* The Board of Direction 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.

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

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

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

9.2.1.1.2 *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.

9.2.1.2 *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.

9.2.2 *Standing Board Committees.* The Standing Board Committees shall be an Audit Committee, Board of Direction Nominating Committee, Executive Committee, and a Program and Finance Committee.

9.2.3 *Standing Society Committees.* The Standing Society Committees shall be a Committee on Advancing the Profession, Committee on Education, Committee on Technical Advancement, Member Communities Committee, and Public Policy Committee.

9.3 *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 of Direction like a Board Committee or Society Committee. Institutes receive Society resources in accordance with the Institute Operating Procedures approved by the Board of Direction. The Institute Operating Procedures shall be reassessed on minimally a five (5) year cycle.

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

9.3.2 *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 of Direction. No amendment to Institute Bylaws shall become effective unless and until it is approved by the Board of Direction.

9.3.3 *Allotments.* Funds of the Society, computed by means of a formula established from time to time by the Board of Direction, may be allocated by the Board of Direction to each Institute annually in October. Payment of these funds shall be subject to regulations established by the Board of Direction.

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

9.4 *Geographic Units.* Geographic units are official organizations formed on the basis of geographical location and mutuality of interest.

9.4.1 *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. If a Council adopts governing documents those 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.

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

9.4.2.1 *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.

9.4.2.1.1 *Boundary Changes that Affect Multiple Regions.* Any proposed changes to Sections that impact another Region shall be referred to the Member Communities Committee for recommendation to the Board of Direction.

9.4.2.2 *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.

9.4.2.2.1 *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.

9.4.2.3 *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 structure, they are governed by the Section's Constitution. Amendments to Section Constitution and Bylaws shall be approved by the Governing Documents Committee.

9.4.2.4 *Allotments.* Funds of the Society, computed by means of a formula established from time to time by the Board of Direction, may be allocated by the Board of Direction to each Section annually in October. Payment of these funds shall be subject to regulations established by the Board of Direction.

9.4.2.5 *Annual Reports.* Each Section shall submit not later than November 30 an Annual Report of its activities and finances to their respective Region Board of Governors and the Society Secretary. Regulations governing the details required in Annual Reports of Sections shall be prescribed by the Executive Committee.

9.4.2.5.1 *Failure to Submit Annual Report.* Sections who 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.

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

9.4.4 *International Groups.* International Groups of the Society are formed or dissolved by the Board of Governors of their Region. An International Group is established to furnish Society members whose Address of Record is outside the United States, Canada, Mexico and Puerto Rico opportunities for group activities related to their profession within their respective countries and is the initial step in forming an international Section of the Society. An International Group shall be in existence one (1) year prior to application for Section status.

9.4.4.1 *Boundaries.* The geographic limits of an International Group shall coincide with a country's boundaries wherever practicable.

9.4.4.2 *Membership in International Groups.* Membership in International Groups shall be limited to Society members and may include both local engineers and engineers residing or visiting in the country. Society members residing and maintaining an Address of Record in the country will be assigned to the appropriate International Group.

9.4.4.3 *Governing Documents.* International Groups shall have Bylaws, which, at a minimum, will specify the Officers, procedures for electing Officers, and the International Group's committees.

9.4.4.4 *Annual Reports.* Each International Group shall submit not later than November 30 an Annual Report of its activities to the Region 10 Board of Governors and the Member Communities Committee.

9.4.5 *Student Chapters.*

9.4.5.1 *Student Conferences.* Student Chapters may organize in groups based on their geographic location and mutuality of interest. Such groups are known as Student Conferences.

9.4.5.2 *Student Chapters.* Student Chapters which shall comprise students in civil engineering or civil engineering technology programs, may be established or dissolved on approval of the Board of Governors of their Region. The Region Board of Governors shall seek the input of the Member Communities Committee prior to taking action.

9.4.5.2.1 *Qualifications.* A qualified Student Chapter shall be an organization of engineering or engineering technology students in any school in the United States, Canada, Mexico or Puerto Rico with an engineering or engineering technology program related to civil engineering and leading to an engineering or engineering technology degree, and have at least one (1) full-time faculty member who is preferably a member in the Society and agrees to serve as Faculty Advisor. Additionally, a qualified Student Chapter has the endorsement of the application by the Civil Engineering department chair or equivalent, the endorsement of the application by official action of the Section or Branch in whose jurisdiction the Student Chapter is located, and a minimum membership of twelve (12) undergraduate or graduate engineering or engineering technology students (in a program related to civil engineering) who carry at least a half-time program, or a combination thereof.

9.4.5.3 *International Student Chapters.* International Student Chapters shall comprise undergraduate students at an educational institution located in Region 10 and may be established or dissolved on approval of the Region 10 Board of Governors. The Region 10 Board of Governors shall seek the input of the Member Communities Committee prior to taking action.

9.4.5.3.1 *Qualifications.* The qualifications of a proposed International Student Chapter shall include application by an organized group of students in any educational institution located in Region 10 where a Society Section or Group is in existence, and which has a program that leads to a baccalaureate degree in civil engineering or engineering technology, and which has received guidance from a Society Section or Group for at least one (1) year, and which has a full time faculty member who is preferably a member in the Society and agrees to serve as advisor; and the endorsement of the application by the Civil Engineering Department Chair or equivalent; and the endorsement of the application by the official action of the Society Section or Group in whose jurisdiction the proposed international Student Chapter is located; and a minimum membership of twelve (12) undergraduate or graduate engineering students (in a program related to civil engineering or civil engineering technology) who carry at least half-time program, or a combination thereof.

If the proposed international Student Chapter is located in a country which has no official Society presence, the Executive Committee may designate an existing Society Section or Group to sponsor the proposed Student Chapter or the Executive Committee may direct the Region 10 Director to appoint a Practitioner Advisor to assist the group.

9.4.5.4 *Reports.* An annual report shall be submitted by each Student Chapter 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.

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

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

9.5.1 *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.

9.5.2 *American Society of Civil Engineers Foundation.* The American Society of Civil Engineers Foundation (ASCE Foundation) is a 501(c)(3) not-for-profit corporation, established 1994, which generates resources for the Society and the civil engineering profession.

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

9.6.1 *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.

9.6.2 *Multi-Region Younger Member Councils.* Following consideration of input from the Member Communities Committee 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.

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 of Direction, a quorum of the members of the Board of Direction 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 of Direction 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 of Direction shall determine.

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

10.7 *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 of Direction or by specific resolution at a duly called meeting of the Board of Direction or Executive Committee.

ARTICLE 11. AMENDMENTS

11.0 *Bylaws Amendments.* The Bylaws may be amended by the Board of Direction as provided in the Constitution.

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

11.1.1 *Procedure.* The Board of Direction 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 of Direction at least thirty (30) days in advance of the meeting at which action thereon is to be taken.

11.1.2 *Urgency.* With the exception of Rules of Policy and Procedure, Article 4, Fees and Dues, if the Board of Direction determines by a three-fourths (3/4) vote of those present and voting that an amendment is urgent, the Board of Direction may amend the Rules of Policy and Procedure by a two-thirds (2/3) vote of those present and voting and without thirty (30) days advance notice provided the exact content of the amendment has been provided to each member of the Board of Direction present prior to the vote.