May 7, 2020

Dear ASCE Members:

This letter provides additional information regarding the proposed revisions to the ASCE Constitution, which the ASCE Board of Direction recommends for your approval when you cast your vote on the ASCE election ballot before the June 1 deadline. It is important you have factual details in order to make an educated decision when casting your ballot.

What are the Society’s governing documents and why are they being changed? The Constitution is the Society’s highest level of governing documents, followed by the Bylaws and Rules of Policy and Procedure, respectively. The Constitution contains elements related to the size of the Board of Direction, membership grades and voting rights, designates officers and their terms, etc. These are important components of the Society which the membership should decide, and therefore any revisions to the Constitution must be approved by the affirmative vote of two-thirds (2/3) of the ballots cast by the membership in a Society-level election.

The Board of Direction has been working on these proposed amendments for 15 months, with the goal of improving the Organization’s flexibility, nimbleness and responsiveness by revising the Society’s governing documents. You can read the proposed changes on the Society’s website.

Amended Bylaws that reflect these proposed changes to the Constitution will be presented to the Board of Direction in July 2020, pending a two-thirds affirmative vote on the election ballot. These draft Bylaws amendments are also posted on the Society’s website.

How will these changes benefit the membership? Under the proposed Constitutional amendments, the membership continues to have the same authority on fundamental issues as it currently does – approval of the membership grades and voting rights, the composition of the Board of Direction, designation of officers and their terms, and approval of amendments to the Constitution. The changes will allow for streamlined administration and more equitable voting rights for dues paying members.

What are the specific changes? The most significant change to the Constitution is an amendment to allow Affiliate Members the right to vote. Per the Board’s instruction, the GDC presented the Board with Constitutional language to enable this action. However, individuals seeking the office of President must be at the member grade of Associate or above in accordance with
Bylaws amendments the Board received in March 2020 and will consider for approval at its July 2020 meeting.

Article 9 includes Regions as an Organizational Entity. A Region Board of Governors is defined as part of the management structure in the Bylaws to be presented for Board approval at the July 2020 meeting. However, there are no changes in the Constitution that alter the makeup of the Society’s structural organization, including Region Boards, composition of the Board of Direction, officers, or terms of service. The Board of Direction may not eliminate Region Boards without approval from the membership.

Several Articles in the Constitution are being recommended for deletion because the language is duplicative of that already in the Bylaws. Other Articles are being recommended for relocation to the Bylaws because they deal with items over which the Board has authority and not the membership. For example, Article 1.1 indicates that the Society headquarters and regional offices will be held at such place as the Board of Direction determines.

The process for submitting and executing amendments to the Society’s governing documents remains the same. There are proposed changes to deadlines for agenda submissions, intended to provide committees with more time to conduct their work between Board meetings and to provide the Board with the most up-to-date information upon which to base its decisions. Currently there is a 45-day deadline to submit items for the Board agenda so it can be distributed to the Board members 30-days in advance of the meeting. Under the proposed revisions, the agenda will be distributed 14-days prior to the meeting. In the case of amendments to the Code of Ethics, the members receive the modifications 30-days prior to Board action. The Board does not receive the language until 14-days prior to action.

**How were these proposed amendments developed and communicated?**

Proposed revisions were first provided to the Board and your Region Boards of Governors in the agenda distributed 30 days in advance of the January 2019 Board meeting. The Board directed the Governing Documents Committee (“GDC”), charged with providing oversight for proposed amendments to the Society’s governing documents and providing counsel to the Board of Direction on issues related to the governing documents with drafting the necessary revisions to incorporate the proposed revisions into our governing documents. The intent is to streamline the documents to make the Society nimbler. GDC comprises four long-time Society members who have served in various leadership positions at the Section, Region and national level, and two former Region Governors as corresponding members.

At the October 2019 Board meeting, the chair of GDC provided an Article-by-Article explanation of the proposed changes to the Constitution. The Board considered the
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proposed revisions to the Constitution acceptable for first reading and they were posted on the Society’s website as required and publicized in ASCE News.

As required, the Board had an opportunity to review the revisions to the Constitution a final time at the January 2020 Board meeting before approving and recommending them to the Membership for approval on the May 2020 election ballot. A detailed explanation of the proposed revisions continued to be posted on the Society’s website with notice that the amendments would be included on the May 2020 election ballot for approval by the membership.

In addition to the Board agenda, which is distributed to your Region Boards of Governors 30-days prior to a Board meeting, opportunities for comment and input have been available to the membership: following each Board of Direction meeting a summary of the meeting is provided in ASCE News and prepared for each Society Director to post to their membership, and notices regarding the election and inclusion of Constitutional amendments have appeared in SmartBrief, ASCE News and the Leadership Letter/Section Informant.

I wanted to provide this information to ensure you have complete and accurate information upon which to base your decision. If you have any questions regarding the proposed amendments, or the election in general, please contact Patty Montgomery, Managing Director of Executive and Board Operations, at 703-295-6101 or pmontgomery@asce.org. To vote, please go to: www.asce.org/VoteNow.

Thank you for your consideration and for your time, energy, enthusiasm and dedication to advancing ASCE and the profession.

Sincerely,

K.N. Gunalan, Ph.D., P.E., D.GE, F.ASCE  
2020 ASCE President

cc: ASCE Board of Direction  
Mario Ricozzi, P.E., F.ASCE; Chair, Governing Documents Committee