

~~LANGUAGE BEING STRUCKOUT IS BEING DELETED~~

LANGUAGE UNDERLINED IS BEING INSERTED.

CONSTITUTION

of The American Society of Civil Engineers

A Not-for-Profit Corporation

ARTICLE 1. GENERAL

1.0 Name. The name of this corporation is The American Society of Civil Engineers (hereinafter called the "Society").

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

Move this section to the Bylaws because determining the location of the headquarters is a Board decision.

1.12 Duration. The duration of the Society is perpetual.

1.23 Purposes and Objective. The purposes of the Society are as stated in the Society's Certificate of Incorporation. The objective of the Society is the advancement of the science and profession of engineering to enhance the welfare of humanity.

ARTICLE 2. MEMBERSHIP

2.0 Grades and Qualifications. Membership in the Society is available worldwide to civil engineers, civil engineering students, and other persons similarly qualified in another branch of engineering or in an allied profession. The voting membership grades of the Society shall be Affiliate Member, Associate Member, Member, Fellow, Distinguished Member, and President-Emeritus. The non-voting membership grades of the Society shall be Student Member ~~and Affiliate Member~~. The rights, privileges, responsibilities and qualifications of membership shall be set forth in the Society's Bylaws and/or other appropriate governing documents.

The Board voted in January to allow Affiliate members to vote which would require a Constitutional change.

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

Move this section to the Bylaws since it is a function of the Board.

2.12 Obligations. All members of the Society must subscribe to the ~~Certificate of Incorporation~~, Constitution, Bylaws, Code of Ethics and other governing documents of the Society.

Eliminate "Certificate of Incorporation" since it is not a published document the members would be familiar with.

ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

~~3.0 Resignation.~~ Any member of the Society may tender resignation.

~~3.1 Disciplinary Proceedings.~~ Any member of the Society may be subject to disciplinary proceedings, following notice and an opportunity to be heard, in accordance with procedures adopted by the Board of Direction.

~~3.2 Expulsion.~~ Any member of the Society may be expelled by affirmative vote of not less than seventy-five percent (75%) of the Board of Direction.

Not used.

Eliminate all of Article 3 because the language is currently in the Bylaws.

ARTICLE 4. FEES AND DUES

~~4.0 Schedule.~~ A schedule of annual dues and fees shall be established by the Board of Direction.

Not used.

Eliminate Article 4 because the Bylaws already state the annual dues and fees are established by the Board.

ARTICLE 5. MANAGEMENT

5.0 Board of Direction. The corporate powers of the Society shall be vested in the Board of Direction. The Board of Direction shall be responsible for the supervision, control and direction of the Society. The Board of Direction shall provide Bylaws for the regulation and conduct of the Society's powers and affairs. The Board of Direction shall manage the affairs of the Society in accordance with the applicable laws and the provisions of the Society's governing documents.

5.1 Executive Committee. The Executive Committee shall exercise such part of the authority of the Board of Direction as delegated and permitted under applicable laws and the Society's governing documents.

~~5.2 — Executive Director. The Executive Director of the Society is responsible for the detailed management of the affairs of the Society under the authority of the Board of Direction and oversight by the Executive Committee.~~

Eliminate this section because the Board has authority over the Executive Director which is spelled out in the Bylaws.

5.23 Region Boards of Governors. Regions shall be governed by Region Boards of Governors which shall provide advice to the Board of Direction and manage the affairs of the Region in accordance with the provisions of the governing documents of the Society and of the Region.

ARTICLE 6. OFFICERS, DIRECTORS AND GOVERNORS

6.0 Board of Direction. The Board of Direction shall consist of eighteen (18) directors. The directors shall be members of the Society in good standing. These directors shall be the President, the latest available Past President continuing to be a member of the Society, the President-elect, and fifteen (15) Society Directors designated as follows: thirteen (13) directors elected by the Regions Directors and two (2) At-Large Directors appointed by the Board of Direction.

Modify to clarify how many Directors are elected and regardless of whether you are a Geographic, Technical or At-Large Director everyone is considered a Society Director.

~~6.1 — Executive Committee. The Executive Committee shall consist of the President, the Past President, the President-elect, and the Society Directors serving in the final year of their term.~~

Move this section to the Bylaws because the composition of the Executive Committee is under purview of Board and does not require approval of the membership.

6.12 Terms. The term of office for the President is one (1) year, for the Past President is one (1) year, for the President-elect is one (1) year, for the Society Directors is three (3) years.

6.23 Officers. The Officers of the Society shall be the President, the Past President, the President-elect, the Secretary and the Treasurer.

ARTICLE 7. GEOGRAPHIC REGIONS AND ELECTIONS

7.0 Regions and Elections. The Board of Direction shall establish constituency-based Regions for the purpose of electing the Region Directors, nominating candidates for President-elect, and for such other purposes as defined in the Bylaws.

ARTICLE 8. MEETINGS

8.0 Annual Membership Meeting. The Society shall hold at least one (1) business meeting annually, termed the Annual Membership Meeting, ~~on a date as provided fixed~~ in the Bylaws. The quorum for the Annual Membership Meeting shall be one hundred (100) voting members. The Society may hold additional business meetings as provided in the Bylaws.

8.1 Board of Direction Meetings. Meetings of the Board of Direction shall be held as determined by the Board of Direction, but the Board of Direction shall hold at least two (2) meetings annually.

~~**8.2 Executive Committee Meetings.** Meetings of the Executive Committee shall be held as determined by its chair.~~

Move this section to the Bylaws because the Executive Committee is under the purview of the Board and does not require approval of the membership for revisions.

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

Modify the Article heading for simplification rather than try to capture every type of Organizational Entity within the Society.

9.0 Organizational Entities. Regions, Committees, Institutes, Academies, Geographic Units, Foundations, Affiliated and other Qrganizational Entities of the Society may be established or terminated by the Board of Direction as defined in the Bylaws.

Add Regions to the list of Organizational Entities.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 Exempt Purposes. The Society is organized exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code) (hereinafter, the "Code"). The Society shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE 11. AMENDMENTS

11.0 Certificate of Incorporation and Constitutional Amendments.

11.0.1 Proposal. An amendment to the Certificate of Incorporation or Constitution may be proposed in two (2) ways:

11.0.1.1 Petition. By petition stating the general content of the proposed amendment and signed by not less than one hundred (100) validated voting Society members in good standing from each of at least two-thirds (2/3) of the Regions. Petitions must be presented to the Secretary not less than sixty (60) days in advance of the Board of Direction meeting at which the amendment will be considered. Written notice containing the proposed amendment shall be sent to each member of the Board of Direction at least fourteen (14) days prior to the meeting for first consideration, debate and discussion (first reading).

Modify so the 800 petition signatures needed to submit an amendment to the Board are still submitted 60 days in advance of the Board meeting; keep the 14-day distribution date of the Board agenda consistent.

11.0.1.2 Board of Direction. By the Board of Direction, by two-thirds (2/3) vote of those present and voting, provided written notice containing the general content of the proposed amendment was sent to each member of the Board of Direction at least ~~thirty (30)~~ fourteen (14) days prior to the meeting for first consideration, debate and discussion (first reading).

Modify to be keep the distribution date of the Board agenda consistent.

11.0.2 Consideration for Recommendation. Any proposed amendment shall be considered by the Board of Direction for a second time at its next regularly scheduled meeting provided written notice containing the exact content of the proposed amendment was sent to each member of the Board of Direction at least ~~thirty (30)~~ fourteen (14) days prior to such meeting and further provided at least ~~thirty (30)~~ fourteen (14) days notice is provided to the membership in accordance with the Bylaws. ~~of the consideration of the amendment was sent to the Society membership.~~

The Board of Direction may recommend the proposed amendment by two-thirds (2/3) vote of those present and voting (second reading).

Modify to clarify the membership receives final notice of a proposed amendment to the Society's Certificate of Incorporation or Constitution before the Board considers it for approval on second reading.

11.0.2.1 Recommendation. The recommended amendment shall be considered on the ballot in an upcoming Society-level election.

11.0.2.2 Non-Recommendation.

11.0.2.2.1 Petition. If an amendment proposed by Petition is not recommended by the Board of Direction, notice will be

provided to the membership in accordance with the Bylaws of the Society relative to this action

11.0.2.2.1.1 Reintroduction of an Amendment Proposed by Petition. If not recommended by the Board of Direction, an amendment proposed by Petition may be reintroduced by the membership of the Society at either of the subsequent two (2) Annual Membership Meetings held more than sixty (60) days after the Board action on the amendment proposed by Petition. To reintroduce the amendment proposed by Petition, an additional fifty (50) validated signatures from voting Society members in good standing from each of at least two-thirds (2/3) of the Regions, shall be added to the original petition signatures submitted to the Secretary ~~petitions, signed by at least fifty (50) voting Society members from each of at least two-thirds (2/3) of the Regions, shall be submitted to the Secretary~~ at least ninety (90) days prior to an Annual Membership Meeting. An amendment proposed by Petition reintroduced in such a manner shall be included on the ballot in an upcoming Society-level election upon recommendation of two-thirds (2/3) of the voting Society members in good standing present and voting at the Annual Membership Meeting.

Modify for clarity.

11.0.2.2.2 Board of Direction. If after consideration an amendment proposed by the Board of Direction is not recommended, no further action is taken on the proposed amendment.

11.0.3 Action. Adoption of a recommended amendment shall require the affirmative vote of two-thirds (2/3) of the ballots cast thereon by the Society membership in a Society-level election. A committee of Tellers, appointed by the President, shall supervise the tabulation of ballots, which shall be canvassed by the Board of Direction at its next meeting. An adopted amendment shall become effective at the conclusion of the meeting of the Board of Direction at which the ballots are canvassed, or date specified. ~~If not adopted, an amendment may be re-proposed as set forth in this Article.~~

Eliminate the last sentence because it is not needed.

11.1 Code of Ethics Amendments.

11.1.1 Proposal. An amendment to the Code of Ethics may be presented at any meeting of the Board of Direction, a quorum being present, for first consideration, debate and discussion (first reading).

Modify to clarify an amendment may be presented for first reading at a Board meeting.

11.1.2 Notification. The Society shall ~~publish~~ provide notice to the membership in accordance with the Bylaws on proposed amendments to the Code of Ethics ~~on the Society's Web site~~ at least thirty (30) days prior to second consideration and approval ~~formal consideration~~ by the Board of Direction.

Modify for clarity.

11.1.3 Action. The Board of Direction may consider for a second time ~~act on~~ a proposed amendment at its next meeting, provided that ~~meeting occurs at least seventy-five (75) days following the meeting at which the proposed amendment was received and further provided that~~ the precise written form of the amendment is sent to the Board of Direction at least ~~thirty (30)~~ fourteen (14) days in advance of the meeting. ~~If the Board of Direction determines, by a vote with no more than two (2) Board of Direction members dissenting, that an emergency exists, the seventy-five (75) day interval between proposal and action may be waived.~~ Adoption by the Board of Direction of a recommended amendment shall require the affirmative vote of two-thirds (2/3) of those present and voting (second reading).

Modify for clarity; keep the distribution date of the Board agenda consistent.

11.2 Bylaws Amendments.

11.2.1 Proposal. An amendment to the Bylaws may be presented at any meeting of the Board of Direction, ~~a quorum being present.~~ for first consideration, debate and discussion (first reading).

Modify to clarify when concerns on a proposed amendment should be raised.

11.2.2 Notification. Notification shall be ~~sent~~ provided to the Society Region Boards of Governors, Section and Branch Presidents, Younger Member Councils and the Society membership at least ~~thirty (30)~~ fourteen (14) days prior to second consideration and approval ~~action of by~~ the Board of Direction on the proposed amendment in accordance with the Bylaws.

Modify to add Younger Members; keep the distribution date of the Board agenda consistent.

11.2.3 Action. The Board of Direction may consider for a second time ~~act on~~ a proposed amendment at its next meeting, provided that meeting occurs at least forty-five (45) days following the meeting at which the proposed amendment was received and further provided that the precise written form of the amendment is sent to the Board of Direction at least ~~thirty (30)~~ fourteen (14) days in advance of the meeting. If the Board of Direction determines, by a vote with no more than two (2) Board of Direction members dissenting, that an emergency exists, the forty-five (45) day interval between proposal and action may be waived. Adoption by the Board of Direction of a recommended amendment shall require the affirmative vote of two-thirds (2/3) of those present and voting (second reading).

Modify to clarify when final approval is taken on Bylaws amendments; keep the distribution date of the Board agenda consistent.