



## CONSTITUTION OF THE INTERNATIONAL HELLENIC SECTION OF THE AMERICAN SOCIETY OF CIVIL ENGINEERS

### Article 1: General

**1.1 Name.** The name of this organization shall be the Hellenic Section of the American Society of Civil Engineers (ASCE) (hereinafter referred to as the Hellenic Section).

**1.2 Objective.** The objective of the Hellenic Section shall be the advancement of the science and profession of engineering, in a manner consistent with the purpose of the American Society of Civil Engineers (hereinafter referred to as the "Society").

### Article 2: Area and Membership

**2.1 Area.** The area of the Hellenic Section shall be delineated by the boundaries of the Hellenic Republic.

**2.2 Assigned Members.** All members of the Society, of all grades, whose addresses of record are within the boundaries of the Hellenic Section, as defined by the Society, shall be Assigned Members of the Hellenic Section.

**2.3 Subscribing Members.** All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Hellenic Section, who have paid the current dues of the Section or who are exempt by Article 4, shall be Subscribing Members of the Section.

**2.3.1 Rights of Subscribing Members.** Only Subscribing Members who meet the requirements of the Society's governing documents shall be eligible to vote in Hellenic Section elections, to hold Hellenic Section office, to serve on Hellenic Section committees, or to represent the Hellenic Section officially.

**2.3.2 Termination of Rights for Non-payment of Dues.** Subscribing membership ceases for any member whose dues are more than six (6) months in arrears.

**2.4 Institute-only Members.** Institute-only Members of a Society Institute may be members of a technical group or local Institute chapter of the Hellenic Section if their addresses of record are within its boundaries.

### **Article 3: Separation from Membership**

**3.1 Separation from Membership.** Upon termination of membership in the Society, a person shall cease to be a member of the Hellenic Section.

### **Article 4: Dues**

**4.1 Annual Dues.** Annual dues may be established by the Hellenic Section Board of Directors and set forth in the Bylaws of the Hellenic Section.

**4.2 Exemption from Dues.** Society Life Members and Distinguished Members shall be exempt from payment of dues to the Hellenic Section.

### **Article 5: Management**

**5.1 Board of Directors.** The governing body of the Hellenic Section shall be a Board of Directors. The Board shall be responsible for the supervision, control and direction of the Hellenic Section, and shall manage the affairs of the Hellenic Section in accordance with all applicable laws and the provisions of the Hellenic Section's governing documents.

### **Article 6: Officers and Directors**

**6.1 Officers.** The officers of the Hellenic Section shall be a President, a Past President, a Vice President, a Secretary, and a Treasurer.

**6.2 Directors.** There shall be two elected Directors and one appointed Director. At least one (1) of the elected Directors shall be a Younger Member.

**6.3 Board of Directors.** The Board of Directors shall consist of the Officers, the elected and appointed Directors, the latest active resident Past-President of the Hellenic Section, and the President or Chairman of each Subsidiary Organization.

### **Article 7: Elections**

The Hellenic Section's procedures for the annual election of Officers and Directors shall be as set forth in the Bylaws.

### **Article 8: Meetings**

**8.1 Membership Meetings**

- 8.1.1 *Annual Meeting.* The Annual Meeting of the Hellenic Section shall be held on such date and at such place as the Board of Directors designate.
- 8.1.2 *Other Meetings.* Other meetings shall be called at the discretion of the Board of Directors; or by the President upon the written request of at least ten (10) Subscribing Members.
- 8.1.3 *Meeting Notice.* Notice of call for a meeting shall be sent to all Subscribing Members not less than fifteen (15) days in advance of the meeting date.

## **8.2 Board of Directors Meetings.**

- 8.2.1 *Meeting Frequency.* The Board of Directors shall hold at least six (6) meetings annually.
- 8.2.2 *Meeting Notice.* Notice of call for a meeting shall be sent not less than five (5) days in advance of the meeting date.

## **Article 9: Subsidiary Organizations and Committees**

**9.1 Subsidiary Organizations.** Subsidiary organizations may be formed within the Hellenic Section, to facilitate the carrying out of the objectives of the Hellenic Section, to promote interest in the Society and to provide to members of the Hellenic Section a better opportunity for participation in local Society activities, in accordance with the provisions of the Bylaws.

- 9.1.1 *Governing Documents.* Subsidiary organizations shall adopt Bylaws consistent with this Constitution and Society governing documents.

**9.2 Committees.** The Hellenic Section may establish standing or task committees to carry out the work of the Hellenic Section.

## **Article 10: Administrative Provisions**

**10.1 Proper Use of Section Resources.** No part of the net earnings of the Hellenic Section shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Hellenic Section shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered in furtherance of the purposes set forth above.

**10.2 Limitations on Political Activity.** No substantial part of the activities of the Hellenic Section shall be carrying on propaganda or otherwise attempting to influence legislation, and the Hellenic Section shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Hellenic Section shall not carry on any activities prohibited by the provisions Society's governing

documents.

**10.3 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 interest of the Hellenic Section or the Society, or in which the interests of an individual or another organization has the potential to be placed above those of the Hellenic Section or the Society. Any interested individual must disclose the existence of any actual or possible conflict of interest and all material facts to the Hellenic Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Hellenic Section entity.

**10.4 Distribution of Section Assets.** Upon dissolution of the Hellenic Section, the assets remaining after the payment of the debts of the Hellenic Section shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, as determined by the Hellenic Section Board of Directors, or shall be conveyed to the Society.

## **Article 11: Amendments**

### **11.1 Amendment of the Constitution.**

11.1.1 *Proposal.* An amendment to this Constitution may be proposed by one (1) of the following two (2) methods:

11.1.1.1 *Hellenic Section Board of Directors.* A two-thirds (2/3) vote of the members of the Hellenic Section Board of Directors present at a duly constituted Board meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment is published to the membership at least thirty (30) days in advance of the meeting.

11.1.1.2 *Written Petition.* A Written Petition submitted to the Hellenic Section Secretary, containing the text of the amendment, signed by not less than twenty (20) Subscribing Members of the Hellenic Section.

11.1.2 *Society Approval.* The proposed amendment shall be submitted to the Region 10 Board of Governors who shall forward it to the appropriate Society Committee(s) for review and approval before being voted upon by the Subscribing Members.

11.1.2.1 *Boundary Changes.* If the proposed amendment involves a change in the Hellenic Section boundaries, this change shall be approved by the Geographic Region 10 Board of Governors prior to any consideration of the Constitution amendment.

- 11.1.3 Section Approval. The proposed amendment shall be distributed to the Subscribing Members of the Hellenic Section who shall be given the opportunity to vote. To become effective, the proposed amendment shall receive an affirmative vote of not less than two-thirds (2/3) of the Subscribing Members voting.