



**CENTRAL OHIO SECTION
CONSTITUTION**
(Effective as of _____)

ARTICLE 1. GENERAL

1.0 Name. The name of this organization shall be the Central Ohio Section of the American Society of Civil Engineers (“ASCE”) (hereinafter referred to as the “Section”).

1.1 Objective. The objective of the 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

2.0 Area. The particular area of representation of the Section shall generally encompass Central and Southeast Ohio, including the Counties of Marion, Morrow, Knox, Union, Delaware, Licking, Muskingum, Guernsey, Noble, Morgan, Perry, Monroe, Fairfield, Franklin, Madison, Fayette, Pickaway, Hocking, Athens Washington, Meigs, Vinton, Ross, Highland, Pike, Jackson, Gallia, Lawrence, Scioto, Adams and Belmont.

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

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

2.2.1 Rights of Subscribing Members. Only Subscribing Members in good standing, in a voting grade of membership as defined by the Society, shall be eligible to vote in Section elections, to hold Section office, to serve on Section committees, or to represent the Section officially.

2.2.2 Termination of Rights for Non-payment of Dues. Subscribing membership ceases for any member whose dues are more than twelve (12) months in arrears.

2.3 Institute-only Members. Institute-only Members of a Society Institute may be members of a Section or Branch Technical Group or local Institute Chapter.

ARTICLE 3. SEPARATION FROM MEMBERSHIP

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

ARTICLE 4. DUES

4.0 Annual Dues. Annual Dues shall be established by the Section Board of Directors as set forth in the Section Bylaws.

4.1 Exemption from Dues. Membership grades and classifications exempt from Society membership dues shall also be exempt from Section dues.

4.2 Good Standing. A Section member whose obligation to pay is current shall be a Section Member in Good Standing.

ARTICLE 5. MANAGEMENT

5.0 Board of Directors. The governing body of the Section shall be a Board of Directors (hereinafter the "Board"). The Board shall be responsible for the supervision, control and direction of the Section, and shall manage the affairs of the Section in accordance with the provisions of the Section and Society governing documents.

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Officers. Officers of the Section shall be a President, a First Vice-President, a Second Vice-President, a Treasurer and a Secretary.

6.1 Directors. There shall be One (1) elected At-Large Director.

6.2 Board of Directors. The Board shall consist of the Officers, the elected Directors, and the immediate Section Past President.

6.3 Ohio Council Delegates. The number of Delegates forwarded by the Section to the Ohio Council shall be determined by the Ohio Council.

ARTICLE 7. ELECTIONS

7.0 Elections. The Board shall establish procedures for the annual election of Officers and Directors.

ARTICLE 8. MEETINGS

8.0 *Membership Meetings.*

8.0.1 *Annual Meeting.* The Section shall hold at least one (1) business meeting annually, termed the Annual Meeting, on a date fixed in accordance with the Bylaws.

8.0.2 *Other Meetings.* Other meetings shall be called at the discretion of the Board, or by the President upon the written request of at least ten (10) Subscribing Members.

8.1 *Board of Directors Meetings.*

8.1.1 *Meeting Frequency.* The Board shall hold at least one (1) all-member meetings annually. The Board may establish meetings at a greater frequency, as needed, or as requested, of a type and forum as deemed necessary by the Board, in its sole discretion.

8.2 *Notice of Meetings.* Notice of each meeting of the Section shall be sent to each active member.

ARTICLE 9. SUBSIDIARY ORGANIZATIONS AND COMMITTEES

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

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

ARTICLE 10. ADMINISTRATIVE PROVISIONS

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

10.1 *Limitations on Political Activity.* No substantial part of the activities of the Section shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Section 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. The Section shall not carry on any activities prohibited by the provisions of the Society's governing documents.

10.2 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 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 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 Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Section entity.

10.3 Distribution of Section Assets. Upon dissolution of the Section, the assets remaining after the payment of the debts of the Section shall be distributed 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 Internal Revenue Code, as the Board shall determine, and in the absence of such designation they shall be conveyed to the Society.

ARTICLE 11. AMENDMENTS

11.0 Amendment of the Constitution.

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

11.0.1.1 Board of Directors. A two-thirds (2/3) vote of the members of the Board 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.

11.0.1.2 Written Petition. A Written Petition submitted to the Section Secretary containing the text of the amendment, signed by not less than ten (10) percent of the Subscribing Members of the Section.

11.0.2 Society Approval. The proposed amendment shall be reviewed and approved by the appropriate Society Committee(s) before being voted upon by the Subscribing Members.

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

11.0.3 Section Approval. The proposed amendment shall be distributed to the Subscribing Members of the 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.

Society Approval Date:

Section Approval Date:



**CENTRAL OHIO SECTION
BYLAWS**
(Effective as of _____)

ARTICLE 1. GENERAL

1.0 Use of Name and Marks. The use and publication of the Society and Section name and marks shall be in accordance with the Society's governing documents and official policies.

ARTICLE 2. AREA AND MEMBERSHIP

2.0 Grades of Membership. The Subscribing Membership grades of the Section shall consist of those defined by the Society. The qualifications for Section level membership grades shall be as set forth by the Society. The voting and non-voting membership grades of the Section shall be as defined by the Society.

ARTICLE 3. SEPARATION FROM MEMBERSHIP

Not used.

ARTICLE 4. DUES

4.0 Annual Dues. The Annual Dues for members of the Central Ohio Section (hereinafter "the Section") shall be established by two-thirds (2/3) vote of the Board of Directors (hereinafter "the Board"), payable in U.S. currency in advance of January 1st.*

4.0.1 Good Standing. A Section member whose obligation to pay is current shall be a Section Member in Good Standing.

4.0.2 Delinquency. A Section member who is not in Good Standing may forfeit rights and privileges of Section membership as determined by the Board.

4.0.3 Notice of Non-Payment. Eleven (11) months after the start of the calendar year the Section shall notify each Subscribing Member who has not yet paid dues for the current year that unless payment is made within thirty (30) days, Subscribing Membership in the Section shall cease, and his/her name shall be removed from the list of Subscribing Members of the Section.

4.1 Dues Abatement. The Board may excuse any Section member from the payment of Annual Section Dues with reasonable cause.

ARTICLE 5. MANAGEMENT

5.0 Duties of the Board of Directors. Duties of the Board of Directors (hereinafter the “Board”) shall include management of the Section, responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the Section and its Subsidiary Organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the Section and its Subsidiary Organizations. The Board shall have control of property of the Section.

5.1 Annual Reports. The Board shall oversee the preparation of the Annual Reports which shall be submitted to the Society in accordance with published requirements.

5.2 Fiscal Year. The fiscal year of the Section shall be from October 1 to September 30.

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Qualifications. Officers, Directors, and Delegates shall be Subscribing Members of the Section who have demonstrated interest and ability regarding Section affairs, have declared a willingness to serve, and have made a commitment to the time required.

6.1 Officers. With the exception of the President and immediate Past President, the Officers of the Section shall be elected by the Subscribing Members of the Section

6.1.1 President. The President shall have general supervision of the affairs of the Section and shall delegate duties to Section Officers.

6.1.1.1 Term. The President shall serve a one (1) year term. The President shall assume the office immediately following the conclusion of a term as First Vice-President. If the 1st Vice-President is unable to assume the duties of President, then this position shall be included in the Election. After serving one (1) full term, the President shall be ineligible to serve in the same office.

6.1.1.2 Duties. The President’s duties shall include the following: Preside at meetings of the Section; Act as ex-officio member of all committees; Appoint all committees; Serve as first alternate delegate to District and Ohio Councils; Serve as a voting member of the Board of Directors and preside at their meetings.

6.1.1.3 Vacancy. A vacancy in the office of President shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.1.4 Compensation. The President does not receive compensation for

services but may be reimbursed for reasonable expenses.

6.1.2 First Vice-President. The First Vice-President shall preside at meetings in the absence of the President and shall assume duties as delegated by the President and enumerated below.

6.1.2.1 Term. The First Vice-President shall serve a one (1) year term. After serving one (1) full term, the First Vice-President shall be ineligible for re-election to the same office.

6.1.2.2 Duties. The duties of the First Vice-President shall include the following: Represent the Section when required; Act as Chairperson of the Program Committee; Serve as second alternate delegate to District and Ohio Councils; Serve as a voting member of the Board of Directors.

6.1.2.3 Vacancy. A vacancy in the office of First Vice-President shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.2.4 Compensation. The First Vice-President does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.3 Second Vice-President. The Second Vice-President shall attend meetings of the Board and assume all other duties as delegated and as enumerated below.

6.1.3.1 Term. The Second Vice-President shall serve a one (1) year term. After serving one (1) full term, the Second Vice-President shall be ineligible for re-election to the same office. The term of office of the Second Vice-President shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.3.2 Duties. The duties of the Second Vice-President shall include: Represent the Section in the absence of both the President and the First Vice-President; Act as Chair of the Technical Committee; Encourage Affiliation with the Society; Serve as third alternate delegate to the District and Ohio Councils; Serve as a voting member of the Board of Directors.

6.1.3.3 Vacancy. A vacancy in the office of Second Vice-President shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.3.4 Compensation. The Second Vice-President does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.4 Secretary. The Secretary shall keep the records of the Section and attend meetings of the Board. The Secretary shall also assume other duties as delegated by the President and enumerated below.

6.1.4.1 Term. The Secretary shall serve a one (1) year term. The Secretary is eligible for re-election and shall not serve more than two (2) successive elected terms in the same office. The term of office of the Secretary shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.4.2 Duties. The duties of the Secretary shall be as follows: maintain the correspondence files; prepare minutes of all meetings of the Board of Directors and of the Section; Assist the newsletter editor in the distribution of meeting notices to all active members; prepare the Annual Report of the Section; Serve as a voting member of the Board of Directors.

6.1.4.3 Vacancy. A vacancy in the office of Secretary shall be filled for the unexpired portion of the term by a qualified member of the Section/Board as determined by the Board at the time of the vacancy.

6.1.4.4 Compensation. The Secretary does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.5 Treasurer. The Treasurer shall attend meetings of the Board and perform duties as delegated by the President and enumerated below.

6.1.5.1 Term. The Treasurer shall serve a one (1) year term. The Treasurer is eligible for re-election and shall not serve more than five (5) successive elected terms in the same office. The term of office of the Treasurer shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.5.2 Duties. The Treasurer shall be responsible for the maintenance and disbursement of all funds. The Treasurer shall prepare monthly reports on the financial condition of the Section and shall maintain the membership roster, authenticating all paid dues with the Society. The Treasurer shall assist in preparation of the Section's annual budget and be responsible for submission of the Section's annual tax return. The Treasurer shall assist the Secretary in in completing the financial sections for the annual report of the Section. The Treasurer shall serve as a voting member of the Board of Directors.

6.1.5.3 Vacancy. A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by a qualified member of the Section/Board as determined by the Board at the time of the vacancy.

6.1.5.4 Compensation. The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.6 Past President. The Past President shall attend meetings of the Board and shall assume other duties as delegated by the President. The Past President may vote in Board meetings only in the event of a tied vote.

6.1.6.1 Term. The Past President shall serve a one (1) year term immediately following the conclusion of a term as President and shall continue until a successor is installed.

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

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

6.2 Elected Directors.

6.2.1 Duty. Elected Directors shall serve as voting Members of the Board.

6.2.2 Term. Elected Directors shall serve a one (1) year term. The Elected Director is eligible for re-election and shall not serve more than two (2) successive elected terms in the same office. The term of office of the Elected Director shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.2.3 Vacancy. A vacancy in the office of Elected Director shall be filled for the unexpired portion of the term by a qualified member of the Section/Board as determined by the Board at the time of the vacancy.

6.2.4 Compensation. Directors do not receive compensation for services but may be reimbursed for reasonable expenses.

6.3 Ohio Council Delegates.

6.2.1 Duty. Ohio Council Delegates shall cooperate and coordinate all pertinent Section activities with the Council. The Delegates shall not commit the Section without the authorization of the board of directors.

6.2.2 Term. Ohio Council Delegates shall serve a three (3) year term. The Delegate is eligible for re-election. The term of office of the Delegate shall begin upon installation, normally at the Annual Meeting, and shall continue until a

successor is installed.

6.2.3 Vacancy. A vacancy in the office of Ohio Council Delegate shall be filled for the unexpired portion of the term by a qualified member of the Section/Board as determined by the Board at the time of the vacancy.

6.2.4 Compensation. Delegates do not receive compensation for services but may be reimbursed for reasonable expenses.

6.4 Removal from Office. Any Officer, Director, Board Member, or Delegate with more than three (3) unexcused absences of a regular Board meeting within a one (1) year period or who is otherwise deemed unfit or unable to fulfill the obligations of their office, may be removed from their office by a vote of two-thirds (2/3) of the remaining Board members, and the vacancy so created shall be filled for the unexpired term in accordance with these Bylaws.

ARTICLE 7. ELECTIONS

7.0 *Nomination Process.*

7.0.1 Official Nominees. The Nominating Committee shall select at least one (1) Official Nominee for each elected vacancy and shall report the list to the President not later than April 1.

7.0.2 Petition Nominees. A written petition containing the signatures of five (5) eligible voting Subscribing Members of the Section shall place a Candidate on the election ballot as a Petition Nominee. Petition Candidates shall submit to the Nominating Committee along with their signed petition a letter of intent to serve, if elected. Written petitions must be received by the Section no later than April 1.

7.1 Ballots. The Secretary shall send an electronic ballot containing the list of all Official and Petition Nominees for each office to each Subscribing Member of the Section at least twenty (20) days prior to the Annual Meeting.

7.1.1 Tallying the Ballots. Ballots returned to the Secretary up to the time of counting shall be electronically counted at, or immediately prior to, the Annual Meeting. For each office the Nominee receiving the highest number of votes cast shall be declared elected.

ARTICLE 8. MEETINGS

8.0 *Membership Meetings.*

8.0.1 Annual Membership Meeting. There shall be an Annual Meeting of the membership.

8.0.2 Frequency of Other Meetings. In addition to the Annual Meeting, the Board may determine the frequency of other all-member meetings at their discretion.

8.0.3 Meeting Notice. Notice of call for a meeting shall be sent to all Subscribing Members not less than seven(7) days in advance of the meeting date.

8.1 Quorum at Board of Directors Meeting. A majority of the members of the Board shall constitute a quorum at any meeting of the Board.

8.1.1 Meeting Notice. Notice of call for a meeting shall be sent to the members of the Board not less than seven (7) days in advance of the meeting date.

8.2 Parliamentary Authority. All business meetings of the Section, Subsidiary Organizations, and meetings of the Board shall be governed by *Robert's Rules of Order, Newly Revised*, except where these rules are not applicable or are inconsistent with the Constitution and Bylaws of the Section or the Society's governing documents.

8.3 Meeting Participation by Alternative Means. Any member of the Board or any Board committee may participate in a meeting of the Board or any Board committee by means of any 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.

8.4 Action without a Meeting. Any action required or permitted to be taken by the Board or any Board committee may be taken without a meeting if all members of the Board or Board committee unanimously approve such action in writing.

ARTICLE 9. SUBSIDIARY ORGANIZATIONS AND COMMITTEES

9.0 Subsidiary Organizations.

9.0.1 Types of Subsidiary Organizations. Subsidiary Organizations may be, but are not limited to, Branches, Younger Member Forums/Groups, Technical Groups, local Institute Chapters, and Committees. Names of Subsidiary Organizations shall be as set forth in the Society's governing documents.

9.0.2 Formation. Formation of Subsidiary Organizations shall be subject to the approval of the Board and such other requirements as may be established by the Society. Formation of Branches shall also be subject to the approval of the Region Board of Governors. Bylaws of Subsidiary Organizations shall be approved by the Board before becoming effective.

9.0.3 Annual Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the Board for approval.

9.0.4 Annual Report. Each Subsidiary Organization President or Chair shall submit an annual written report to the Board on the activities and programs of the organization. This Annual Report, including a financial statement, shall be suitable for incorporation into the Section's Annual Report.

9.0.5 Board Seat. Each Subsidiary Organization shall choose a member of their Organization to have a non-voting member of the Board of Directors.

9.1 Branches. Branches of the Section may be created. Procedures for creating a Branch shall be as follows:

9.1.1 Proposal. A new Branch may be proposed by submission of a written proposal to the Board with the name, objective, officers, and brief comments on how the new Branch will be of advantage to members in the area.

9.1.2 Petition. The written proposal, along with a petition containing a minimum of fifteen (15) signatures of Subscribing Members residing in the area shall be submitted to the Board for approval.

9.1.3 Membership. A proposed Branch area shall contain a minimum potential of thirty (30) members of the Society.

9.1.4 Boundaries. A proposed Branch must have distinct boundaries by Zip Codes stated in the petition.

9.1.5 Bylaws. The Branch shall prepare Bylaws to govern their operations. The Bylaws and any amendments must be approved by the Section Board before becoming effective.

9.1.5.1 Region Approval. Upon approval of the Board, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

9.2 Technical Groups. Technical Groups or local Institute Chapters shall be created in accordance with the following requirements:

9.2.1 Proposal. A new Technical Group or local Institute Chapter shall be proposed by submission of a written proposal to the Board with the name, objectives, officers, and brief comments on how the new Technical Group or local Institute Chapter will be of advantage to members in the area.

9.2.2 Membership. Not less than five (5) Subscribing Members of the Section may form a Technical Group or Institute Chapter.

9.2.3 Approval. Approval must be obtained from the Board to activate the Technical Group or Institute Chapter. Approval shall be obtained from the

appropriate Institute to activate the Institute Chapter.

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

9.3.1 Standing Committees. The Section shall have a Nominating Committee, Program Committee, and a Technical Committee.

9.3.1.1 Nominating Committee. Prior to March 1 of each year, the president shall appoint a Nominating Committee chaired by a Section past president.

9.3.1.2 Program Committee. The Program Committee may consist of up to three members, the chairperson of which shall be the Section First Vice-President. The Program Committee shall plan and execute the activities and meetings of the Section for the year. The responsibility for the newly appointed Program Committee shall begin coincident with the installation of new officers on June 1, and shall extend through the annual meeting in May of the following year.

9.3.1.3 Technical Committee. The Technical Committee may consist of up to three members, the chairperson of which shall be the Section Second Vice-President. The Technical Committee shall plan and execute the Section's annual Spring Technical Seminar. The responsibility for the newly appointed Technical Committee shall begin coincident with the installation of new officers on June 1, and shall extend through the annual meeting in May of the following year.

9.3.2 Terms of Standing Committee Members. Unless otherwise specified, the members of committees shall be appointed by the Board upon recommendation of the President for a one (1) year term. The term shall commence at the beginning of the President's term.

9.3.3 Task Committees. The President may appoint task committees as deemed necessary. The terms of Task Committee members shall end at the conclusion of the term of the President.

9.4 Other Subsidiary Organizations. Other Subsidiary Organizations may be formed by the Board.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

Not used.

ARTICLE 11. AMENDMENTS

11.0 Process. These Bylaws may be amended only by the following procedure:

11.0.1 Proposal. An amendment to these Bylaws may be proposed by any member of the Board, or by a written petition submitted to the Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Section.

11.0.2 Approval. The proposed Bylaws amendment(s) shall be approved by the Board and submitted to the appropriate Society Committee(s) for review and approval.

11.0.3 Notice and Adoption. Upon approval by the appropriate Society Committee(s), the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Board 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(s) is published to the Section membership at least thirty (30) days in advance of the meeting.

Society Approval:

Section Approval: