

## CLEVELAND SECTION CONSTITUTION

### ARTICLE 1: GENERAL

- 1.1 Name.** The name of this organization shall be the Cleveland Section, American Society of Civil Engineers (hereinafter referred to as the Cleveland Section).
- 1.2 Objective.** The objective of the Cleveland 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 Cleveland Section shall be defined by the Society.
- 2.2 Assigned Members.** All members of the Society, of all grades, whose addresses of record are within the boundaries of the Cleveland Section, as defined by the Society, shall be Assigned Members of the Cleveland Section.
- 2.3 Subscribing Members.** All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Cleveland Section, who have paid the current dues of the Cleveland Section or who are exempt by Article 4, shall be Subscribing Members of the Cleveland 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 Cleveland Section elections, to hold Cleveland Section office, to serve on Cleveland Section committees, or to represent the Cleveland Section officially.
- 2.3.2 Termination of Rights for Non-payment of Dues.** Subscribing membership ceases for any member whose dues are more than 12 months in arrears.
- 2.4 Institute-only Members.** Institute-only Members of a Society Institute may be members of the Cleveland Section’s Institute Chapter.

### 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 Cleveland Section.

## ARTICLE 4: DUES

**4.1 Annual Dues.** Annual dues shall be established by the Cleveland Section Board of Directors and set forth in the Bylaws of the Cleveland Section. All assigned members shall pay dues to the Cleveland Section except in Article 4.2.

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

## ARTICLE 5: MANAGEMENT

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

## ARTICLE 6: OFFICERS AND DIRECTORS

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

**6.2 Directors.** The four most recent available past Presidents, and four other subscribing members of the Cleveland Section who shall be elected by the Board of Directors, shall serve as a Director.

**6.3 Board of Directors.** The Board of Directors shall consist of the Officers, the elected and appointed Directors, and such other members as prescribed in the Bylaws.

## ARTICLE 7: ELECTIONS

**7.1** The Cleveland Section shall establish procedures for the annual election of Officers and Directors.

## ARTICLE 8: MEETINGS

### 8.1 Membership Meetings

**8.1.1 Annual Meeting.** The Annual Meeting of the Cleveland 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 ten 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 nine meetings annually.

**8.2.2 Meeting Notice.** Notice of call for a meeting shall be sent not less than five days in advance of the meeting date.

## ARTICLE 9: SUBSIDIARY ORGANIZATIONS AND COMMITTEES

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

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

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

## ARTICLE 10: ADMINISTRATIVE PROVISIONS

**10.1 *Proper Use of Section Resources.*** No part of the net earnings of the Cleveland Section shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Cleveland 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 Cleveland Section shall involve carrying on propaganda or otherwise attempting to influence legislation, and the Cleveland 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 Cleveland Section shall not carry on any activities prohibited by the provisions of the 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 Cleveland Section or the Society, or in which the interests of an individual or another organization have the potential to be placed above those of the Cleveland 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 Cleveland Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Cleveland Section entity.

**10.4 *Distribution of Section Assets.*** Upon dissolution of the Cleveland Section, the assets remaining after the payment of the debts of the Cleveland 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 of Directors shall determine, and in the absence of such designation they 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 Section Board of Directors.** A two-thirds (2/3) vote of the members of the Cleveland 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 Cleveland Section Secretary, containing the text of the amendment, signed by not less than 25% of the Subscribing Members of the Cleveland Section.

**11.1.2 Society Approval.** The proposed amendment shall be reviewed and approved by the Society's Committee on Geographic Units before being voted upon by the Subscribing Members.

**11.1.2.1 Boundary Changes.** If the proposed amendment involves a change in the Cleveland Section boundaries, this change shall be approved by the Geographic Region 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 Cleveland Section (as defined herein) 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.

**The Constitution of the Cleveland Section was last revised in 2018.**