

**CONSTITUTION AND BYLAWS**  
**of the**  
**COLORADO SECTION**  
**OF THE**  
**AMERICAN SOCIETY OF CIVIL ENGINEERS**

**Adopted December 19, 1908**  
**Amended and Revised May 30, 1992**  
**Revised January 23, 2002**  
**Amended and Revised July 23, 2005**

**Proposed for Amendment May 21<sup>st</sup>, 2009**

**COLORADO SECTION CONSTITUTION**

**Article 1: General**

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

**1.2 *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").

**1.3 *Conflicts.*** In the pursuit of the objectives, neither the Section nor its subsidiaries shall operate in conflict with the Constitution, Bylaws or Rules of Policy and Procedure of the American Society of Civil Engineers, where applicable.

**Article 2: Area and Membership**

**2.1 *Area.*** The area of the Section shall be the State of Colorado. The headquarters of the Section shall be located in the metropolitan area of Denver. The headquarters of each subsidiary organization of the Section shall be as approved by the Executive Committee of the Section.

**2.2 *Assigned Members.*** Members of any grade of the Society who reside in the State of Colorado will be deemed to be Assigned Members of this Section on the basis of their address of record with the Society.

**2.3 Voting Members** Each Assigned Member who subscribes to the Constitution and Bylaws of this Section by payment of current year, local section dues, or is exempt from payment of dues under Article 4, shall be a Voting Member of this Section with the privilege of taking part in the governance of the Section. Although Student Members do not pay local section dues, they enjoy all member privileges except voting rights.

**2.4 Termination of Rights for Non-payment of Dues.** Subscribing membership ceases for any member whose dues are more than 12 months in arrears.

**2.5 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**

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

### **Article 4: Dues**

**4.1 Annual Dues.** The annual Section dues are payable at the same time as the ASCE national dues. The Section dues amount is specified in the Bylaws.

**4.2 Exemption from Dues.** Distinguished, Honorary and Life Members of the Society and of this Section shall have all the privileges of Voting Members of this Section and shall be exempt from Section dues.

### **Article 5: Management**

**5.1 Executive Committee.** The governing body of the Section shall be an Executive Committee which 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's governing documents.

### **Article 6: Officers and Executive Committee**

**6.1 Officers.** The officers of the Section shall be a President, a Vice

President, a Secretary, a Treasurer, elected Chairs of active Technical Groups, an Assistant to the President and an Assistant to the Secretary. These officers shall be elected as provided in the Bylaws, except that the Assistant to the President and the Assistant to the Secretary shall be appointed as provided in the Bylaws and shall be Members at any grade of the American Society of Civil Engineers. Chairs of Technical Groups are elected in Technical Group meetings as provided in the Bylaws.

**6.2 Executive Committee.** The Executive Committee in which the governance of the Section shall be vested, shall consist of the regularly elected officers, the most recent Past President residing in the jurisdiction of the Section, the President of each of the Branches or their appointed representative, and the President of the Section Younger Member Group or their appointed representative. The Branch representatives will have full voting rights on the Executive Committee, but will be *ex officio*. The Assistant to the President and the Assistant to the Secretary are not voting members of the Executive Committee. In order for a Technical Group Chair to be a member of the Executive Committee, the Group must have held at least four meetings during the previous Section Year, beginning in September and ending the following May.

**6.3 Responsibilities** The Executive Committee has the principal responsibilities of developing policy, authorizing all financial expenditures, scheduling meetings, sponsoring symposia and conferences, and generally directing the business of the Section. A majority of the Executive Committee members attending a meeting shall constitute a quorum.

**6.4 Terms.** The term of office of the President, Vice President, Secretary, Chairs of active Technical Groups, Assistant to the President, and Assistant to the Secretary shall be one year. The term of office of the Treasurer shall be two years. This term shall begin on the first day of October and shall continue for the period above mentioned, or until a successor is duly selected. The fiscal year shall be as prescribed in the Bylaws.

**6.5 Vacancies** In the event of a vacancy in the office of President, the Vice President shall succeed to that office. Vacancies in the offices of Vice President, Secretary or Treasurer shall be filled by the Executive Committee. Vacancies in the offices of Technical Group Chairs will be determined by special Technical Group elections or, if a Vice Chair is in place, he or she will succeed in the office. Vacancies in the offices of Assistant to the President and Assistant to the Secretary shall be filled by the President and Secretary from among the members in accordance with the Bylaws. All vacancies filled shall be for the remaining term. A Vice President, succeeding to the office of President, shall be eligible to stand as a candidate for that office at the next election.

## **6.6: Duties.**

- (a) The duties of the President shall be to conduct the business of the Section along with the elected officers.
- (b) The duties of the Vice President shall be to appoint an Audit Committee, provide leadership for the Student Chapter Affairs Committee, to represent the Section as assigned by the Executive Committee, and to prepare the Annual Report to the Society.
- (c) The duties of the Secretary shall be the preparation of official minutes of all meetings of the Section and the Executive Committee; he or she shall be responsible for internal communication between Section and membership and shall assist in administrative management of all meetings of the Section.
- (d) The duties of the Treasurer shall be to receive, record and account for income and to pay out, record and account for all approved expenses of the Section; he or she shall prepare the financial part of the Annual Report to the Society for use of the Vice President; he or she shall be responsible for the accounts of the Section and subject to audit as prescribed in the Bylaws of this Section.
- (e) The duties of the Assistant to the President shall be to assist the President in the discharge of his or her duties.
- (f) The duties of the Assistant to the Secretary shall be to assist the Secretary in the discharge of his or her duties.

## **Article 7: Elections**

The Section shall establish procedures for the annual election of Officers and other Executive Committee Members as specified in the Bylaws.

## **Article 8: Meetings**

**8.1 Annual Meeting.** The Annual Meeting of the Section shall be held in October, or as the Executive Committee may decide.

**8.2 Other Meetings.** Other meetings shall be held at such times as provided in the Bylaws and at such places as may be appointed from time to time by the Executive Committee.

## **Article 9: Committees, Technical Groups, Subsidiary Organizations and Affiliation with Other Engineering Organizations**

**9.1 *Committees.*** The Executive Committee may establish standing or task committees to carry out the work of the Section, to which it shall appoint a chair and two or more members to constitute each committee. The Executive Committee may appoint special committees or change the personnel of any committee at any time for any cause. The announcement of the chair for the standing committees shall be made on or before the Annual Meeting of the Section. The standing committees shall be as named in the Bylaws.

**9.2 *Technical Groups.*** On petition of at least 20 Voting Members the Executive Committee shall approve the organization of a Technical Group of the Section for the consideration of engineering or scientific subjects related to the Technical Divisions of the Society, and subject to approval of the Board of Direction of the Society.

**9.3 *Regular Meetings.*** For regular meetings of the Section the President shall ask for the Technical Groups' assistance in developing programs. The Executive Committee decides when plenary Section meetings will take place.

**9.4 *Subsidiary Organizations.*** Subsidiary organizations may be formed within the Section, to facilitate the carrying out of the objectives of 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.

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

**9.5 *Affiliations*** The Section may, with the consent of the Board of Direction of the American Society of Civil Engineers, affiliate with other engineering and technical organizations to further the interests of the engineering profession.

**9.5.1 *Proposal for Affiliations.*** To effect such affiliation, a proposal shall be submitted at a regular meeting and voted upon at a subsequent meeting. A majority affirmative vote of the members present at the second meeting shall make such affiliation effective, subject to the Board of Direction's approval.

**9.6 Institutes of ASCE.** A Technical Group of the Section may, upon approval of a proposal by the Executive Committee, affiliate with an Institute of the ASCE as a chapter of that Institute, subject to the approval of the Institute.

## **Article 10: Administrative Provisions**

**10.1 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 Executive Committee, 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.

**10.2 Limitations on Political Activity.** No substantial part of the activities of the Section shall be carrying on propaganda or otherwise attempting to influence legislation, and the 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 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 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.

**10.4 Distribution of Section Assets.** In the event of 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 Executive Committee shall determine, and in the absence of such designation they shall be conveyed to the Society.

## **Article 11: Amendments**

**11.1** *Amendments to the Constitution.* This Constitution of the Section may be amended only by the following procedure:

- (a) A proposed amendment or amendments with the support of at least 10 Voting Members shall be voted upon by letter or electronic ballot presented to the Voting Members of this Section.
- (b) It shall receive an affirmative vote of not less than two-thirds of the Voting Members of the Section casting ballots.
- (c) To become effective it shall receive approval by the ASCE Board of Direction or standing committee designated by the Board of Direction.

**11.2** *Signatures.* A proposed amendment shall have the signatures of ten Voting Members of the Section and shall be promptly presented thereafter at the next regular meeting of the Section.

- (a) Within ten days after presentation at a regular meeting of the Section, the Secretary shall issue a letter or electronic ballot and a copy of the proposed amendment or amendments to all Voting Members setting a date three weeks thereafter for canvassing the ballots. If approved by the Section, the Secretary shall immediately forward the required information in the form needed for the consideration and approval of the Board of Direction of the Society.

## **COLORADO SECTION BYLAWS**

### **ARTICLE I - Selection and Election of Officers**

Section 1. The President shall appoint a Nominating Committee consisting of a designated chair and four additional members all of whom shall be Voting Members of the Section residing in the jurisdiction of the Section. This committee shall nominate one or more qualified members of the Section for the offices of President, Vice President and Secretary. At the appropriate time for the election of a Treasurer, the committee shall nominate one or more qualified members of the Section for the office of Treasurer. Chairs, Vice Chairs, and Secretary/Treasurers of Technical Groups are elected in scheduled Technical Group meetings.

Section 2. The Nominating Committee shall certify its nominations to the Secretary at least two weeks prior to the May meeting of the Section. The report of the Nominating Committee shall be included with a notice to the membership of the May meeting of the Section. Additional nominations may be made by the membership until the close of the business session of the May meeting, provided that such nominations are submitted to the Secretary in writing and bear the signed endorsement of not less than five Voting Members of the Section.

Section 3. The Secretary shall, as soon as practicable thereafter, send out a letter or electronic ballot containing the names of all nominated candidates. Said ballots shall be canvassed in June. The candidate receiving the highest number of votes for each office shall be declared elected. The Secretary shall immediately notify the Society of the officers selected. Officers elected shall be installed at the meeting in September and assume office on the first day in October. The Assistant to the President is an optional appointment at the discretion of the President from among the members of the Section. The Assistant to the Secretary is an optional appointment at the discretion of the Secretary from among the members of the Section.

Section 4. There shall be no restriction as to grade in nomination of candidates for office in the Section except that the President shall be of Member grade or higher in the Society.

Section 5. When the Section has the opportunity and responsibility to nominate candidates for Society offices of the American Society of Civil Engineers to include but not restricted to, Region 7 Governors, members of Professional and Technical Committees and Divisions, the Nominating Committee shall canvass the membership, consider eligible candidates and submit names of one or more nominees to the Executive Committee. The Executive Committee may select one or more nominees for Society office or, at their discretion, may submit a slate of nominees to a vote by letter or electronic ballot by all Voting Members of the Section prior to certification to the Society office.

#### ARTICLE II - Quorum and Amendments

Section 1. Twenty Voting Members shall constitute a quorum for the transaction of business.

Section 2. A two-thirds majority of the Voting Members present shall be required to amend these Bylaws at any regular meeting, subject to final approval of the ASCE Board of Direction or standing committee designated by the Board of Direction.

#### ARTICLE III – Meetings and Fiscal Year

Section 1. Regular meetings shall be held each month, except June, July and August, or as directed by the Executive Committee of the Section.

Section 2. The Fiscal Year runs from October 1 through September 30 of the following year.

#### ARTICLE IV - Dues

Annual local section dues for defraying the general expenses of the Section shall be twenty dollars per annum for each Fellow, Member, Associate Member, and Affiliate Member. Distinguished, Honorary, Life and Student Members shall pay no local dues. Dues for the ensuing calendar year shall be due and payable in January.

#### ARTICLE V - Notice of Meetings

The Secretary shall publish notice of regular meetings to the membership at least five days before the meetings are held. The meetings are announced in the Section's Newsletter, which is freely available to all members on the Section web site.

#### ARTICLE VI - Order of Business

The order of business shall be that prescribed by the presiding officer.

#### ARTICLE VII - Guests

Any member of the American Society of Civil Engineers who is not a Voting Member of this Section shall have the privilege of attending meetings. Any member of the Section may invite one or more guests.

#### ARTICLE VIII - Representation of Section in Affiliated Engineering Organizations

Members who represent the Section in any engineering or technical organization with which it may be affiliated, shall be appointed by the Executive Committee of the Section.

#### ARTICLE IX - Management

Section 1. An Audit Committee shall be appointed by the Vice President prior to the Annual Meeting. The Treasurer shall close the accounts at the end of September and prepare them for audit. The audit shall be completed and report submitted at the October meeting. The turnover of office shall be effective on the first day of October.

Section 2. The Standing Committees shall be Awards, Constitution and Bylaws, History and Heritage, Membership and Dues, Newsletter, Nominating, Public Affairs, and Student Affairs.

Section 3. Communication with the membership shall be through the Section Newsletter or as directed by the Executive Committee of the Section.