

New ASCE Constitution with changes marked in red:

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.

1.2 Duration. The duration of the Society is perpetual.

1.3 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 Associate Member, Member, Fellow, and Honorary Member. 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.

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

2.2 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.

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 (75) percent of the Board of Direction.

Article 4. Fees and Dues

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

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.

5.3 Regional Boards of Governors. Regions shall be governed by Regional 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 and Directors

6.0 Board of Direction. The Board of Direction shall consist of ~~twenty-eight (28)~~ seventeen (17) directors ~~elected by their voting constituency~~. The directors shall be ~~voting~~ members of the Society. These directors shall be the President, the latest available Past President continuing to be a member of the Society, the President-elect, ~~the four (4) Vice Presidents and the twenty-one (21) Regional Directors~~. twelve (12) Regional Directors and two (2) At-Large Directors.

6.1 Executive Committee. The Executive Committee shall consist of the President, the Past President, the President-elect, and the four (4) ~~Vice Presidents~~ Regional Directors serving in the final year of the term..

6.2 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 ~~Vice Presidents is two (2) years, and for the Regional Directors is three (3) years. A director, having served a full term in the office to which elected, shall be ineligible for re-election to the same office.~~ Regional Directors is three (3) years, and for the At-Large Directors is two (2) years.

6.3 Officers. The officers of the Society shall be the President, the Past President, the President-elect, ~~the Vice Presidents~~, the Secretary and the Treasurer. ~~The Secretary and Treasurer shall be appointed by the Board of Direction from the voting membership of the Society.~~

Article 7. ~~Geographic~~ Regions and Elections

7.0 ~~Representative Geographic Regions~~ Regions and Elections. The Board of Direction

shall establish ~~representative geographic regions for the purpose of electing the President-elect, Vice Presidents and Regional Directors. The representative geographic regions should be made up of contiguous areas and should provide, as close as possible, equal representation based on membership.~~ constituency-based Regions for the purpose of electing the Regional 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 business meeting annually, termed the Annual Membership Meeting, on a date 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 meetings annually.

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

Article 9. Committees, Institutes, Academies, Geographic Units, Foundations, Affiliated and Other Organizational Entities

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

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 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) voting Society members 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.

11.0.1.2 Board of Direction. By the Board of Direction, by two-thirds (2/3) vote of those present and voting, providing written notice containing the general content of the proposed amendment was sent

to each member of the Board of Direction at least thirty (30) days prior to the meeting.

11.0.2 Consideration. Any proposed amendment shall be considered by the Board of Direction 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) days prior to such meeting and further provided at least thirty (30) days notice of the consideration of the amendment was sent to the Society membership. The Board of Direction may recommend the proposed amendment by a two-thirds (2/3) vote of those present and voting.

11.0.2.1 Recommendation. The recommended amendment shall be considered at a subsequent Annual Membership Meeting for inclusion on the ballot in an upcoming national 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 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, additional petitions, signed by a least fifty (50) voting Society members from ~~each of at least two-thirds (2/3) of the Regions, the constituency of each Vice President,~~ 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 national election upon recommendation of two-thirds (2/3) of the voting Society members present and voting at the Annual Membership Meeting.

11.0.2.2.1.2 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 national 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.

11.1 Code of Ethics and Bylaws Amendments.

11.1.1 Proposal. An amendment to the Code of Ethics or Bylaws may be presented at any meeting of the Board of Direction, a quorum being present.

11.1.2 Notification. Notification shall be sent to the Society membership at least sixty (60) days prior to action of the Board of Direction on the proposed amendment.

11.1.3 Action. The Board of Direction may act on a proposed amendment at its next meeting, provided that meeting occurs at least ~~one hundred and fifty~~ (+50)-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) 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) ~~one hundred and fifty (150)~~ day interval between proposal and action may be waived. Adoption by the Board of Direction of a recommended amendment shall require the affirmative of two-thirds (2/3) of those present and voting.