

ASCE GEOGRAPHIC REGION 7 BYLAWS

Article 1. General

- 1.0 Name. The name of this region shall be Region 7 of the American Society of Civil Engineers (Society), hereinafter referred to as "Region 7."
- 1.1 Purposes and Objectives. The purposes and objectives of the Region 7 Board of Governors shall be to assist, on a regional basis, the Society's Board of Direction in governing the Society and to serve the members of Region 7.

Article 2. Membership

- 2.0 Boundaries. The boundary of Region 7 shall be established by the Society's Board of Direction.
- 2.1 Composition. Region 7 is composed of the Colorado, Iowa, Kansas, Kansas City, Mid-Missouri, Nebraska, St. Louis, South Dakota, and Wyoming Sections of the Society.
- 2.1.1 Sub-Regions of Region 7
- (a) Colorado
 - (b) St. Louis/Mid-Missouri
 - (c) Kansas City/Kansas
 - (d) Nebraska/Wyoming
 - (e) Iowa/South Dakota

Article 3. Separations from Membership, Disciplinary Proceedings

- 3.0 Separations from Membership, Disciplinary Proceedings. All Society members shall be bound by the Code of Ethics and separations from Membership and Disciplinary Proceedings shall be conducted in accordance with Article 3 of the Society's governing documents.

Article 4. Finance

- 4.0 Authorization. The Region 7 Board of Governors has the authority to assess fees, dues or assessments upon Sections within Region 7.
- 4.1 Fees, Dues and Assessments. Any fees, dues and assessments collected from the Region 7 Sections shall be maintained in an account overseen and approved by the Region 7 Board of Governors.
- 4.2 Use of Fees and Dues. Fees and Dues and Assessments collected from Region 7 Sections shall be used for purposes approved by the Region 7 Board of Governors.

Article 5. Management

- 5.0 Fiscal Year. The fiscal year shall be concurrent with the Society's fiscal year.
- 5.1 Annual Reports. The Region 7 Board of Governors shall submit annually, not later than November 30, to the Secretary of the Society an Annual Report of its activities and finances for the preceding fiscal year. Regulations governing the details required in the Annual Report shall be as prescribed by the Society's Executive Committee.
- 5.2 Fiscal Responsibility. The Region 7 Board of Governors, with due responsibility to the Society's Board of Direction, shall oversee the funds and assets of the Region. Neither the Region 7 Board of Governors nor any individual Board of Governors member or representative thereof shall have any authority, as such, to contract debts for, pledge the credit of, or in any way financially bind the Society.
- 5.2.1 Annual Audit. An annual audit shall be completed.
- 5.3 Composition. The Region 7 Board of Governors shall be comprised of six (6) elected Region 7 Governors, one (1) At Large Region 7 Governor appointed by the Region 7 Board of Governors and the Region 7 Society Director. The membership of the Region 7 Board of Governors is allocated as follows:
- 2 - Colorado
 - 1- St. Louis/Mid-Missouri
 - 1 - Kansas City/Kansas
 - 1 - Nebraska/Wyoming
 - 1 - Iowa/South Dakota
 - 1 - At Large (Appointed)
 - 1 - Society Director
- 8 – Total members of Region 7 Board of Governors
- 5.3.1 Representatives. The Region 7 Board of Governors may authorize standing but non-voting representatives to the Board of Governors, representing Region 7 constituencies and serving a one (1) year term. Individuals holding these positions will be appointed by their constituencies.
- 5.4 Duties of the Region 7 Board of Governors. The Region 7 Board of Governors shall provide advice to the Society's Board of Direction and manage the affairs of Region 7 in accordance with the provisions of the governing documents of the Society and of the Region.
- 5.5 Guidelines and Handbooks. The Region 7 Board of Governors may adopt guidelines or handbooks covering any and all aspects of their operations or services. Such documents shall be consistent with and shall not contravene Society governing documents, policies or procedures.

Article 6. Governors and Officers

- 6.0 Qualifications. Region 7 Governors shall be Society members in Good Standing and have an Address of Record within the boundaries of Region 7.

- 6.0.1 Region 7 Governors. Region 7 Governors, elected or appointed, shall be voting Society members and have served as a Section or Branch officer; as a member of a Region, Section or Branch committee; or as a member of a National Committee of the Society. Additionally, all Region 7 Governors should have professional credibility with leadership skills, management experience and significant career accomplishments; and should be effective communicators, visionary planners, motivators, negotiators, conflict managers and consensus builders, and have the ability to work in teams with excellent interpersonal skills.
- 6.1 Term. Region 7 Governors shall serve three (3) year terms. After serving two (2) full terms, Region 7 Governors shall be ineligible for re-election or appointment to the office of Region 7 Governor, with the exception of appointments that fill vacancies of unexpired terms. The term of a Region 7 Governor shall begin upon installation and shall continue until a successor is installed.
- 6.2 Vacancy. Vacancies in the office of a Region 7 Governor shall be filled for the unexpired portion of the term by appointment of the Region 7 Board of Governors based on nominations from the Region 7 Sub-Regions for which the vacancy exists. If a Sub-Region is unable to provide a candidate for Region 7 Governor, the Region 7 Board of Governors may select a candidate from within Region 7.
 - 6.2.1 Relocation of a Region 7 Governor. Relocation of a Region 7 Governor outside the boundaries of Region 7 constitutes a vacancy in the office of the relocated Region 7 Governor.
- 6.3 Compensation. Region 7 Governors shall not receive compensation for their services but may be reimbursed for approved expenses.
- 6.4 Duties. Duties shall include, but are not limited to, preparation for, attendance at and participation in meetings of the Region 7 Board of Governors and other official assignments.
 - 6.4.1 Visits. The Region 7 Governors shall make visits to Sections, Branches, Younger Member and Student Groups and other Region 7 Organizational Entities. Visits shall be reviewed and assigned annually among the Region 7 Governors.
 - 6.4.2 Additional Region 7 Governor Duties. Additional duties of the Region 7 Governors shall include, but are not limited to, coordination and participation in Section meetings, Branch meetings, Student Chapter meetings, Younger Member Forums, and their Section subsidiary organizations as appropriate to fulfill the responsibilities of the office of Region 7 Governor.
- 6.5 Removal from Office. Any Region 7 Governor who is incapacitated or is negligent in the performance of the duties of the office may be removed from office by the Society's Board of Direction or Region 7 Board of Governors.
 - 6.5.1 Absences from meetings of the Region 7 Board of Governors. The absence of a Governor at two (2) consecutive meetings of the Region 7 Board of Governors

may be cause for removal of that Region 7 Governor from office.

6.6 Region 7 Officers.

6.6.1 Chair. The Society Director shall serve as Chair.

6.6.2 Vice Chair. The Vice Chair shall be selected by the Region 7 Board of Governors from within the Region 7 Board of Governors to serve a term of one (1) year and may be reappointed. The Vice Chair shall serve as the Chair in the absence of the Chair at any scheduled meeting or activity.

6.6.3 Secretary. The Secretary shall be selected by the Region 7 Board of Governors from within the Region 7 Board of Governors. The term of the office shall be one (1) year and may be reappointed.

6.6.4 Treasurer. The Treasurer shall be selected by the Region 7 Board of Governors from within the Region 7 Board of Governors. The term of the office shall be one (1) year and may be reappointed. The Treasurer shall be the financial officer for the Region 7 Board of Governors and be responsible for all finances of Region 7.

6.7 Provision of Slate of Open Governor Positions. The Region 7 Board of Governors shall provide to the Society Secretary notification of open Region 7 Governor positions not later than October 1.

Article 7. Elections

7.0 Composition of Region 7 Nominating Committee. The Region 7 Board of Governors, excluding any candidates, shall comprise the Region 7 Nominating Committee. The Chair of the Region 7 Nominating Committee shall be selected by the Region 7 Nominating Committee.

7.1 Provision of Slate of Nominations. The slate of proposed Region Nominations, including Society President-elect nominations and Society Director nominations in the appropriate years, and all nominations for Region 7 Governors shall be provided to the Society Secretary annually not later than March 1.

7.1.1 Input on Society At-Large Director Nominations. The Region 7 Nominating Committee on behalf of the Region 7 Board of Governors shall provide input to the Society Secretary by March 1 on the candidates for Society At-Large Director.

7.2 Procedure for Nominations. Any Organizational Entity within Region 7 may propose Candidates for any elected Region or Society office to the Region 7 Nominating Committee; additionally, any member within Region 7 may self-declare for a position. No more than two (2) candidates may be proposed by any Section for any one (1) office per election, and no one (1) person shall be a candidate for more than one (1) office per election.

7.2.1 Selection of Region 7 Governor Nominee. In the absence of a suitable candidate for Region 7 Governor, the Region 7 Board of Governors shall request the

Region 7 Nominating Committee to select a suitable nominee from within Region 7.

- 7.3 Nomination Materials Required. Candidates shall provide to the Region 7 Nominating Committee a statement of intent to serve, a professional resume and any other documents required by the Region 7 Rules of Policy and Procedure.
- 7.3.1 Additional Nomination Materials for Organizational Entity Candidates. Candidates nominated by Organizational Entities shall provide a letter of endorsement or nomination from the Organizational Entity that has provided the nomination.
- 7.4 Evaluation of Nominations. The Region 7 Nominating Committee shall evaluate candidates. Candidates may be asked for supplemental information concerning qualifications and experience. There is no appeal process for candidates not nominated; however, a petition process to the election ballot is specified in the Society's governing documents.
- 7.5 Interview of Candidates. All candidates who are qualified and whose names are properly submitted to the Region 7 Nominating Committee shall be available for interview or discussion either in person or by teleconference with the Region 7 Nominating Committee at such time and place as the Region 7 Nominating Committee deems appropriate. Travel expenses shall be the full responsibility of the candidate.

Article 8. Meetings

- 8.0 Regularly Scheduled Meetings. The Region 7 Board of Governors shall meet at least four (4) times a year, either in person or by teleconference.
- 8.1 Quorum. A majority of the members of the Region 7 Board of Governors shall constitute a quorum at any meeting of the Region 7 Board of Governors.
- 8.2 Special Meetings. Special Meetings of the Region 7 Board of Governors may be called by the Region 7 Board of Governors Chair or upon the request of any three (3) Governors. These meetings may be held with fourteen (14) days notice to the Region 7 Board of Governors.
- 8.3 Notification of Meetings. The Region 7 Board of Governors shall notice the time and place of its meetings to the Region 7 Board of Governors, the Sections, Branches and the Society Secretary at least thirty (30) days in advance of the meeting for Regularly Scheduled Meetings and fourteen (14) days in advance for Special Meetings.
- 8.4 Minutes. The Secretary shall prepare minutes of all meetings and prepare reports on communication between the Region 7 Board of Governors and the Sections and Branches within Region 7.

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

- 9.0 Region Committees, Task Committees, Groups. The Region 7 Board of Governors may establish assemblies, committees, task committees, technical groups_or other groups within Region 7 as required to fulfill their purposes and objectives.

- 9.0.1 **Region 7 Assemblies.** The Region 7 Assembly is a vital link between the Society membership within Region 7 and the Region 7 Board of Governors. It is assembled to foster communications and intra-region interaction between the members and Region 7 Governors.
- 9.0.2 **Region 7 Finance Committee.** The Finance Committee objective is to provide long range planning and guidance for establishing Region 7 budgets and other financial matters related to ongoing or new activities sponsored by the Region.
- 9.1 **Contacts Within the Region.** The Region 7 Board of Governors may assign individuals residing in the Region reporting directly to the Region 7 Board of Governors as liaisons to relevant professional organizations within the Region that have similar interests, goals and outlooks.

Article 10. Administrative Provisions

- 10.0 **Awards and Scholarships.** The Region 7 Board of Governors may establish and administer Region awards and scholarships in accordance with the Society's governing documents.
- 10.1 **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 interests of the Society, or in which the interests of an individual or another organization has the potential to be placed above those of the Society. Any interested individual must disclose the existence of any actual or possible Conflict of Interest and all material facts to the Society entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Society entity.

Article 11. Amendments

- 11.0 **Amendments to Bylaws.** The Bylaws of Region 7 may be amended at a duly constituted meeting of the Region 7 Board of Governors by at least 6 affirmative votes of the Region 7 Board of Governors, provided a written notice of such proposed amendment shall have been given at a previous meeting of the Region 7 Board of Governors and additionally have been provided to all Sections within Region 7. No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.
- 11.1 **Amendments to the Rules of Policy and Procedure.** The Rules of Policy and Procedure for Region 7 may be amended at any meeting of the Region 7 Board of Governors by at least 5 affirmative votes of the Region 7 Board of Governors, provided that a copy of such proposed amendment shall have been provided to each member of the Region 7 Board of Governors at least 30 days in advance of the meeting.