

CONSTITUTION AND BYLAWS
Tennessee Section
American Society of Civil Engineers

Adopted 1987, Revised ~~1995~~ 2005

CONSTITUTION

ARTICLE I. NAME AND OBJECT

Section 1. The name of this organization shall be the Tennessee Section, American Society of Civil Engineers.

Section 2. The objective of the Tennessee Section shall be the advancement of the science and profession of civil engineering through education, in a manner consistent with the **purpose** of the American Society of Civil Engineers.

ARTICLE II. AREA AND MEMBERSHIP

Section 1. The area of the Tennessee Section shall be the entire State of Tennessee.

Section 2. All members of the American Society of Civil Engineers of all grades, who subscribe to the Constitution and Bylaws of the Tennessee Section, who have paid the current dues of the Section or who are exempt by Article III, Section 3 shall be Subscribing Members of the Section. ALL other members of the American Society of Civil Engineers of all grades, whose addresses are within the boundaries of the Section, as defined by the Society, shall be Assigned Members of the Section.

Section 3. Subscribing Members, except affiliates, shall have the right to vote and to hold office. All Subscribing Members shall have the right to serve on committees or to represent the Section officially.

ARTICLE III. DUES

Section 1. There shall be no entrance fee imposed by the Tennessee Section, nor its Subsidiary organizations.

Section 2. Annual dues shall be established by the Bylaws of the Section. Subscribing Membership ceases for any member whose dues are more than six months in arrears, except as defined in Article III, Section 3.

Section 3. Life and Honorary Members **may** be exempt from payment of dues in the Section.

ARTICLE IV. OFFICERS AND GOVERNING BODY

Section 1. The officers of the Tennessee Section shall be a President a President-Elect, a Vice-President, a Secretary and a Treasurer. Their term of office shall be approximately one year.

Section 2. The governing body of the Section shall be a Board of Directors consisting of the Section officers and the latest active resident Past-President of the Section, and the President of each Branch. **A Branch Officer may be considered an alternate member of the Board. Alternates will be allowed only if presented in writing and approved prior to the meeting.**

Section 3. Subscribing Members in all grades, except Affiliate, shall be entitled to hold office.

Section 4. The Board of Directors shall fill any vacancies occurring during the year in the Section offices.

Section 5. The President-Elect at the conclusion of the annual meeting marking the completion of his/her term in that office, shall assume the office of President

Section 6. The President-Elect and Vice-President shall be nominated and elected in accordance with the Bylaws.

Section 7. The Secretary and the Treasurer shall be appointed by the Board of Directors not later than August 15.

Section 8. A part of the business of the annual meeting shall be the installation of new officers.

Section 9. Special appointment of additional Board Members, recommended by the President Subject to approval by the Board of Directors, may occur on occasions, as deemed necessary.

ARTICLE V. MEETINGS

Section 1. The annual meeting shall be held on such date and at such place as the Board of Directors designate. Other meetings shall be called at the discretion of the Board of Directors; or by the President at such times as are necessary to consider matters requiring a meeting of the Board.

Section 2. Notice of all Tennessee Section meetings shall be mailed to all Subscribing Members not less than 30 days in advance of the meeting date.

ARTICLE VI. SUBSIDIARY ORGANIZATIONS

Section 1. Subsidiary organizations may be formed within the Tennessee Section, to facilitate the performance 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 Section and local Branch activities, in accordance with the provisions of the Bylaws.

Section 2. The President of each Branch shall be a member of the Section's Board of Directors.

Section 3. Each Branch shall have its own Bylaws to govern operating procedures. Such Bylaws Shall conform to the Section Constitution and Bylaws and shall be subject to the approval of the Board of Directors.

ARTICLE VII. PUBLICATIONS

Section 1. The publications of the Tennessee Section shall consist of a Section magazine and such other publications as the Board of Directors may authorize.

Section 2. The management content, number of issues and fees of the publications of the Section shall be in accordance with the Bylaws.

ARTICLE VIII. BYLAWS

Section 1. The Tennessee Section shall adopt Bylaws consistent with this Constitution for the Guidance of officers and members.

ARTICLE IX. AMENDMENTS

Section 1. This Constitution may be amended only by the following procedure:

- (a) A proposed amendment to this Constitution must be submitted to the Tennessee Section Secretary in a written petition signed by not less than 25 Subscribing Members of the Section.
- (b) The proposed amendment shall be cleared through the **ASCE Board of Directors or its designated standing committee** before being voted upon.
- (c) The proposed amendment shall be distributed by letter ballot to the subscribing membership of the Section.
- (d) To become effective, a proposed amendment shall receive an affirmative vote of not less than two-thirds of the Subscribing Members voting, and the approval of the **ASCE Board of Directors or its designated standing committee**.

ARTICLE X. MISCELLANEOUS PROVISIONS

Section 1. No part of the net earnings of the Tennessee Section shall inure to the benefits of any private shareholder or individual and no substantial part of the activities of the Section shall be carrying on propaganda, and the Section shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 2. Upon dissolution of the Section, the assets remaining after the payment of the debts of the Section shall be distributed to such corporation, community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended, as the Board of Directors shall have designated and in the absence of such designation they shall be conveyed to the American Society of Civil Engineers.

BYLAWS

ARTICLE I MANAGEMENT

Section 1. The Board of Directors shall manage the Tennessee Section in accordance with the Constitution. It shall direct the investment and care of the funds of the Section, make appropriations for specific purposes, take measures to advance the interests of the Section, appoint the Secretary and Treasurer, and generally direct its business.

Section 2. The President shall have general supervision of the affairs of the Section; shall preside at meetings of the Section and of the Board of Directors when present, and shall be an ex-officio member of all committees.

Section 3. The President-Elect shall preside at meetings in the absence of the President and discharge the President's duties in case of absence or disability of the President. In the absence of both the President and President-Elect the line of succession shall be the Vice-President and then through the Presidents of the Branches in rank of membership.

Section 4. The Vice-President shall preside at meetings in the absence of the President and President-Elect and discharge their duties in case of absence or disability of the President and President-Elect; and shall perform all other duties which may from time to time be assigned by the President.

Section 5. The Secretary will be expected to attend all meetings of the Section and of the Board of Directors and duly record and report the proceedings thereof; shall perform all other duties which may from time to time be assigned by the President; shall prepare the Section Annual Report; and when a Member of the Section dies will write a letter of sympathy to the deceased's family.

Section 6. The Treasurer shall see that all monies due the Section are carefully collected and shall deposit same in the name of the Section; shall have charge of the books of account of the Section and shall present annually to the Board of Directors a balance sheet of the books as of the end of the fiscal year, shall pay all bills and shall invest all funds not needed for current disbursements as ordered by the Board of Directors; and shall assist the Secretary in the preparation of the Section Annual Report. The books of account shall be available to the Board of Directors upon request of the Board.

Section 7. As soon as practical after October 1, the Board of Directors shall adopt a budget for the year which includes the next annual meeting and establishes the dues for that ensuing year. The establishment of the budget/dues shall make allowance for maintaining an adequate reserve fund that is at least 75 percent of the Section's annual operating expenses.

Section 8. The Section fiscal year shall be the same as the National Society.

ARTICLE II. DUES

Section 1. Effective October 1, 1988 and continuing, the annual dues for members of the Tennessee Section shall be 20 dollars payable after October 1 and in advance of January 1.. **The Section shall distribute back to the appropriate Branch a portion of the Section dues as directed by the Section Board of Directors.**

Section 2. Members of all grades, except Life and Honorary Members, are required to support the Section by payment of Section dues.

Section 3. In accordance with Article III, Section 2 of the Constitution and Article 11, Section I of the Section Bylaws, annual Section dues are established.

Section 4. Section dues will be billed and collected annually by National ASCE Headquarters in conjunction with the annual collection of National dues.

Section 5. Any person whose dues are not paid by March 31 shall be considered in arrears and will be notified by the Branch Treasurer. Should a member's dues be in arrears at the time of ballots for the election of officers are tabulated, the member shall lose the right to vote and on action by the Board and may lose the **right** to receive Section publications.

ARTICLE III. OFFICERS, TERMS, AND VACANCIES

Section 1. The term of office, for each officer shall be approximately one year. Terms shall begin at the close of the annual meeting and continue until their successors are elected and assume the offices.

Section 2. A vacancy in the office of President shall be filled by the President-Elect for the duration of the unexpired term. A vacancy in the office of President-Elect shall be filled by the Vice-President for the duration of the unexpired term. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.

Section 3. No member shall serve in one office other than that of Secretary or Treasurer, for more than two successive years.

ARTICLE IV. NOMINATION AND ELECTION OF OFFICERS

Section 1. The Nominations Committee shall be a standing committee. It shall consist of not less than three members, perhaps including the most recent active Past-Presidents of the Tennessee Section plus other duty selected members, to provide equitable representation from all areas of the Section.

Section 2. By June 1 of each year, the Nominations Committee shall choose one or more candidates for election to each office, except the office of President, prescribed by the Constitution and obtain the consent of nominees to serve if elected. No later than June 20, additional candidates may be nominated by written petition containing 25 signatures of Subscribing Members.

Section 3. No later than July 15, the Secretary shall send a letter ballot, containing the list of official nominees, biographical information for each candidate, and a space for a write-in vote for another candidate for each office, to each Subscribing Member of the Section eligible to vote.

Section 4. All ballots returned to the Secretary by August 15 from Subscribing Members shall be opened and counted by a committee of three tellers appointed by the President. For each office the candidate receiving the highest number of votes cast shall be declared elected. In case of a tie vote, selection shall be made by the Board of Directors.

Section 5. The Section Secretary shall announce to the Secretary of each Branch and the National ASCE Headquarters the names of the elected and appointed officers no later than September 1 of each year, and the names shall be published in the Section magazine

Section 6. The President-Elect shall succeed to the office of President at the close of the annual meeting.

ARTICLE V. STANDING COMMITTEES

Section 1. The President with approval of the Board of Directors, appoints the following standing committees and such temporary committees as is deemed necessary.

~~Professional Activities - OMIT~~

~~Memoirs-- OMIT~~

~~Section Newsletter~~

Section Meetings and Programs

Membership

Younger Members

Awards & National Nominations

History and Heritage

Section Nominations

~~Integration of Education and Practice - OMIT~~

~~Student Members - OMIT~~

Technical Activities

Section 2. The Professional Activities Committee shall advance the professional aspects of civil engineering and shall be concerned with all matters affecting the practice of civil engineering. The committee shall act as the liaison between the Tennessee Section and the ASCE Professional Activities Committee.

Section 3. The Memoirs Committee shall consist of a chairperson and one member from each Branch. It shall prepare memoirs for publication of all deceased members of the Section.

Section 4. ~~The President of the Section will serve as the~~ ~~The Section Magazine Board of Editors~~ ~~Newsletter Editor and~~ is responsible for publication of regular issues of the Section ~~Magazine.~~ ~~Newsletter~~

Section 5. ~~The Section Meetings and Programs Committee shall be chaired by the President-Elect of the Section. The committee shall also consist of one co-chairperson from each Technical Group, as described in Article VIII, Section 4 (c) of the Bylaws. This committee shall be responsible for arrangements for the Annual Section Meeting. The committee shall submit the detailed plans for the meeting to the Board for approval.~~

~~The Meetings Committee shall consist of a chairpersons or and co-chairpersons in charge of the arrangements for the annual meeting. There shall be one co-chairperson for each technical specialty and they shall be in charge securing the speakers and presentations for their area. They shall also be the liaison between the Branch holding the meeting and Board and shall submit the detailed plans of the meetings to the Board for approval.~~

Section 6. The Membership Committee shall consist of chairpersons of the Branch Membership Committees, one of whom shall be designated chairperson by the Section President. The duties shall be to encourage qualified civil engineers to join the Society and to encourage new Section members to actively participate in Section and Branch activities.

Section 7. The Younger Members Committee shall recommend procedures calculated to be of value to Associate Members and Members of the Section ~~32~~ 35 years of age or under.

Section 8. The Awards Committee shall *receive nominations and make recommendations to the Board for the selection of* the recipient of any Section awards approved by the Board.

Section 9. The National Nominations Committee shall encourage and nominate Section members willing and qualified to serve on national committees.

Section 10. The History and Heritage Committee shall note and document civil engineering works of historical value within the Section area.

Section 11. The Nominations Committee shall select candidates for the offices of President-Elect and Vice-President in accordance with Article IV of these Bylaws. *The vacancies on the Board shall be filled from nominations submitted on a rotation basis through the Branches in the State. The rotation order shall be Chattanooga, Holston, Nashville, Knoxville and West Tennessee.*

Section 12. The Committee for Integration of Education and Practice shall deal specifically with educational concerns and opportunities for local (Section-wide) civil engineers and civil engineering students. The committee shall be composed of one member from each Branch. The chairperson should be appointed by the Section President.

Section 13. The Student Members Committee shall encourage the interaction between the Section and Branches and the Student Members. The committee shall be available to assist the Student Members and Student Chapters in areas of professional and technical development with special emphasis on student participation in activities of the Society.

Section 14. The Technical Activities Committee shall encourage the development of technical groups within the Section and Branches to provide a means of enhancing member technical development within the various civil engineering specialties. *This committee shall be comprised of the chairperson of each established Technical Group, as described in Article VIII, Section 4 (c) of the Bylaws.*

Section 15. The President's Council Committee and subcommittees may be appointed by the Section President to serve as ad hoc groups charged to provide nominations and recommendations as requested by the President.

ARTICLE VI. SECTION MEETINGS

Section 1. The Tennessee Section shall hold an annual meeting, which shall provide professional and technical development opportunities for the membership.

Section 2. *-Planning, organization and implementation of the Annual Section Meeting is the responsibility of the Section Meetings and Programs Committee, as described in Article V, Section 5 of the Bylaws.*

Section 3. Meeting formats will generally consist of a business meeting, technical sessions, and Luncheon or a banquet with social hour.

Section 4. National and Region officers will be invited to attend the meetings by the Section President.

Section 5. **Fifteen (15)** Subscribing Members **in accordance with Article II, Section 2 of the Constitution** shall constitute a quorum for transacting business at the meeting of the Section.

Section 6. All business meetings of the Section and subsidiary organizations and meetings of the Board of Directors shall be governed by Robert's Rules of Order, Revised, except as provided in the Constitution and Bylaws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Article IV, Section 2 of the Tennessee Section Constitution defines the composition of the Board of Directors.

Section 2. The government of the Section, as defined in Article 1, Section 1 of the Section Bylaws, shall be vested in the Board of Directors.

Section 3. The ~~Board of Directors~~ *Section Secretary* shall oversee the preparation of the Annual Report, which shall be submitted to the National ASCE Headquarters in accordance with published requirements.

Section 4. A majority of the Board shall constitute a quorum.

ARTICLE VIII. SUBSIDIARY ORGANIZATIONS

Section 1. Formation of subsidiary organizations shall be subject to the approval of the Tennessee Section Board of Directors and such other requirements as may be established by the Society. Bylaws of subsidiary organizations shall be approved by the Board before becoming effective.

Section 2. Subsidiary organizations may be, but are not limited to, Branches, Younger Member forums, and technical groups. Names of subsidiary organizations shall be as set forth in the Rules of Policy and Procedure of the Society.

Section 3. Branches of the Section will be created in accordance with the following requirements:

(a) Those proposing a new Branch shall demonstrate in writing how it will be of advantage to members in the area to have a Branch.

(b) A petition containing a minimum of 15 signatures of Society members residing in the area shall be submitted through the Section to the *ASCE Board of Directors or its designated standing committee.*

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

(d) A proposed Branch must have distinct boundaries by zip code stated in the petition.

(e) Branches of the Section are as follows: West Tennessee Branch, Nashville Branch, Chattanooga Branch, Knoxville Branch, and Holston Branch.

Section 4. Technical Groups, Younger Member Forums, and other subsidiary organizations may be created in accordance with the following requirements:

(a) Those proposing subsidiary organizations shall submit a statement to the Board of Directors with the name, objectives, officers, and brief comments on how it will be of advantage to members in the area to have a group.

~~(b) Not less than 15 Subscribing Members of the Section may form a group.~~

(b) (e) Approval must be obtained from the Board of Directors to activate the group.

(c) Established Technical Groups within the Section are as follows: Geotechnical Group, Structural Group, Environmental Group, Transportation Group and Engineering Management Group.

(d) Technical Groups, Younger Member Forums, and other Subsidiary Organizations shall receive annual allotments, as directed and approved by the Board of Directors.

Section 5 Each subsidiary organization shall submit an annual budget and financial statement to the Board of Directors for approval.

Section 6. Each subsidiary organization President or Chairperson shall submit an annual written report by October 31 to the Board of Directors 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.

Section 7. Each subsidiary organization shall hold a minimum of one event per year. Any subsidiary organization that does not maintain the minimum activity level for two successive years, ~~or does not have 15 Subscribing Members on its rolls,~~ shall be automatically disbanded. Assets of a disbanded subsidiary organization shall be assumed by the Section.

ARTICLE IX. PUBLICATIONS

Section 1. The publications of the Tennessee Section shall consist of a ~~Section Magazine~~ *Newsletter* and such other publications as the Board of Directors may authorize.

Section 2. The management of the publications shall be vested in a ~~Board of Editors~~ *the Section President*. ~~to be appointed by Board of Directors.~~ The editing of the publications shall be vested in a ~~Board of~~ *Newsletter* Editors; the finances of the publications shall be vested in the Section Treasurer.

Section 3. The Section ~~Magazine~~ *Newsletter* shall contain notices of future meetings, attendance and business of past meetings, articles of general interest to the members, personal news, and such other matters as the Board of Editors shall consider appropriate.

Section 4. Subscription fees to the publications are included in the annual dues of the Section. Persons or organizations who are not members of the Section may subscribe to the publications for a fee to be established by the Board of ~~Editors~~ *Directors*.

ARTICLE X. AMENDMENTS

Section 1. Bylaws may be adopted or amended only by the following procedure:

(a) The proposed Bylaws shall be distributed to the Subscribing membership who shall be given the opportunity to vote.

(b) The proposed amendment shall be voted upon by those Subscribing Members in attendance at a business meeting if the intent of the proposed amendment was made known to the membership along with the meeting notice. To become effective it shall receive an affirmative vote of not less than a majority of the Subscribing Members voting, and the approval of the *ASCE Board of Directors or its designated standing committee*.