



## VIRGINIA SECTION CONSTITUTION AND BYLAWS

### VIRGINIA SECTION CONSTITUTION

#### Article 1: General

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

**1.2 Objective.** The objective of the Virginia 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 Virginia Section shall be the following counties in the Commonwealth of Virginia, and they shall be divided into seven (7) branches covering the areas as indicated:

Blue Ridge Branch (1967): Area - Counties of Albemarle, Augusta, Greene, Highland, Madison, Nelson, Page, Rockingham, Shenandoah, and the cities therein.

Bull Run Branch (1969): Area - Counties of Frederick, Clark, Warren, Loudoun, Fauquier, Prince William, Stafford, Spotsylvania, Culpeper, Rappahannock, and the cities therein.

Lynchburg Branch (1975): Area - Counties of Amherst, Appomattox, Bedford, Campbell, Charlotte, Halifax, Pittsylvania, and Rockbridge, and cities of Bedford, Buena Vista, Danville, Lynchburg, South Boston.

Norfolk Branch (1955): Area - Counties of Accomack, Greensville, Isle of Wight, Nansemond, Northampton, Southampton, Surry, Sussex, and the Cities of Norfolk, Virginia Beach, Chesapeake, Portsmouth, and Suffolk.

Peninsula Branch (1966): Area: Counties of Gloucester, James City, Lancaster, Mathews, Middlesex, Northumberland, York, Hampton, the City of Newport News, and the other cities within the Branch Area.

Richmond Branch (1955): Area - Counties of Amelia, Brunswick, Buckingham, Charles City, Chesterfield, Cumberland, Dinwiddie, Fluvanna, Goochland, Hanover, Henrico, King William, King and Queen, Essex, King George, Caroline, Westmoreland, Louisa, Lunenburg, Mecklenburg, New Kent, Nottoway, Orange, Powhatan, Prince Edward, Prince George, the City of Richmond, and the other cities within the Branch Area.

Roanoke Branch (1955): Area - Counties of Alleghany, Bland, Botetourt, Buchanan, Carroll, Craig, Dickenson, Floyd, Franklin, Giles, Grayson, Henry, Lee, Montgomery, Patrick, Pulaski, Roanoke, Russell, Scott, Smyth, Tazewell, Washington, Wise, Wythe, the Cities of Roanoke and Salem, and all other cities within the Branch Area.

**2.2 Assigned Members.** All members of the Society, of all grades, whose addresses of record are within the boundaries of the Virginia Section, as defined by the Society, shall be Assigned Members of the Virginia Section.

**2.3 Subscribing Members.** All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Virginia Section, who have paid the current dues of the Section or who are exempt by Article 4, shall be Subscribing Members of the 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 Virginia Section elections, to hold Virginia Section office, to serve on Virginia Section committees, or to represent the Virginia Section officially.

**2.3.2 Termination of Rights for Non-payment of Dues.** Subscribing membership ceases for any member whose dues are more than six (6) months in arrears.

**2.4 Institute-only Members.** Institute-only Members of a Society Institute may be members of a Virginia 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 Virginia Section.

### **Article 4: Dues**

**4.1 Annual Dues.** Annual dues shall be established by the Virginia Section Board of Directors as provided in the Bylaws of the Virginia Section.

**4.2 Exemption from Dues.** Society Life Members and Distinguished Members

shall be exempt from payment of dues to the Virginia Section.

## **Article 5: Management**

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

**5.2 Financial.** The Virginia Section shall be organized and operated exclusively for charitable, educational, and scientific purposes so as to qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code.

## **Article 6: Officers and Directors**

**6.1 Officers.** The officers of the Virginia Section shall be a President, a President-Elect, a First Vice President, a Second Vice President, a Secretary, and a Treasurer.

**6.2 Directors.** There shall be two (2) elected Directors.

**6.3 Board of Directors.** The Board of Directors shall consist of the Officers, the elected Directors, the latest active resident Past-President of the Virginia Section, and the President of each Branch of the Virginia Section.

## **Article 7: Elections**

The Virginia Section shall establish and maintain 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 Virginia 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 fifty (50) Subscribing Members.

**8.1.3 Meeting Notice.** Notice of call for a Section meeting shall be sent to all Subscribing Members not less than thirty (30) 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 three (3) meetings annually. One of these three meetings shall be the Annual Meeting.

**8.2.2 Meeting Notice.** Notice of call for a meeting shall be sent not less than thirty (30) days in advance of the meeting date.

## **Article 9: Subsidiary Organizations and Committees**

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

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

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

## **Article 10: Administrative Provisions**

**10.1 Proper Use of Section Resources.** No part of the net earnings of the Virginia Section shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Virginia 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 Virginia Section shall be carrying on propaganda or otherwise attempting to influence legislation, and the Virginia 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 Virginia 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 Virginia 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 Virginia 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 Virginia Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Virginia Section entity.

**10.4 *Distribution of Section Assets.*** Upon dissolution of the Virginia Section, the assets remaining after the payment of the debts of the Virginia 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 Virginia 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 Virginia Section Board of Directors, containing the text of the amendment, signed by not less than fifty (50) Subscribing Members of the Virginia 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 Virginia Section boundaries, this change shall be approved by the Geographic Region Board of Governors prior to any consideration of the Constitution amendment by the Section.

**11.1.3 *Section Approval.*** The proposed amendment shall be distributed to the Subscribing Members of the Virginia Section 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.



## **VIRGINIA SECTION BYLAWS**

### **Article 1: General**

**1.1 *Use of Name and Marks.*** The use and publication of the Society and Section name and marks shall be in accordance with the Society's governing documents and official policies.

### **Article 2: Area and Membership**

Not used.

### **Article 3: Separation from Membership**

Not used.

### **Article 4: Dues**

**4.1 *Annual Dues.*** The Annual Dues for members of the Virginia Section shall be set by the Virginia Section Board of Directors and shall be payable in U.S. currency by January 1st.\*

### **Article 5: Management**

**5.1 *Duties of the Board of Directors.*** Duties of the Virginia Section Board of Directors shall include management of the Virginia Section, responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the Virginia Section and its subsidiary organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the Virginia Section and its subsidiary organizations. The Board of Directors shall have control of the property of the Virginia Section.

**5.2 *Annual Report.*** The Board of Directors shall oversee the preparation of the Annual Report which shall be submitted to the Society in accordance with published requirements.

### **Article 6: Officers and Directors**

**6.1 *Qualifications.*** Officers and Directors shall be Subscribing Members of the Virginia Section in a voting grade of Society membership who have demonstrated interest and ability regarding Section affairs, have declared a willingness to serve, and have made a commitment to the time required.

**6.2 *Officers.*** The Officers of the Virginia Section shall be elected by the Subscribing Members, with the exception of the President. The President-Elect shall automatically succeed to the office of President at the Annual

Meeting.

**6.2.1 *President.*** The President shall preside at Business Meetings of the Section, shall chair and attend all meetings of the Section Board of Directors, and shall appoint members to committees where authorized.

**6.2.2 *President-Elect.*** The President-Elect shall act in place of the President when the President is not available. The President-Elect shall also serve as the vice chair and attend all meetings of the Section Board of Directors.

**6.2.3 *First Vice-President.*** The First Vice-President shall ...

**6.2.4 *Second Vice-President.*** The Second Vice-President shall...

**6.2.5 *Secretary.*** The Secretary shall attend all meetings of the Section Board of Directors and serve as secretary at all meetings. The Secretary shall keep the minutes of Section meetings and be in charge of Section correspondence.

**6.2.6 *Treasurer.*** The Treasurer shall monitor the funds of the Section, assist in preparation of the Section's annual budget, report periodically to the Section Board of Directors, provide an annual financial report to the Section Board of Directors, and attend all meetings of the Section Board of Directors.

**6.3 *Directors.*** The two (2) elected Directors of the Section shall be elected by the Subscribing Members of the Section.

**6.4 *Terms.*** The term of office for each officer except for the Treasurer, Secretary, and the Directors shall be one year. The term of office for the Treasurer, Secretary and the Directors shall be two (2) years. The terms of the two elected Directors shall be staggered such that a new Director shall be elected each year. Terms shall begin at the Annual Meeting and continue until their successors are elected and assume their offices.

**6.5 *Vacancies.*** A vacancy in the office of President shall be filled by the latest active resident Past-President of the Virginia Section. A vacancy in the office of President-elect shall be filled by the First Vice-President. Other vacancies shall be filled for the unexpired term by appointment by the Nominating Committee.

**6.6 *Limitation on Terms.*** No member shall serve in one elected office other than that of Secretary and/or Treasurer for more than two (2) successive elected terms.



**6.7 Reimbursement.** Officers and Directors do not receive compensation for their services, but may be reimbursed for authorized expenses.

## **Article 7: Elections**

**7.1 Nominating Committee.** The Nominating Committee shall publish notice of open positions to the Section membership at least \_\_\_\_\_(days/weeks) prior to the election and set the date by which nominations must be received. The names of candidates for nomination shall be submitted to the Nominating Committee from within the Section membership in a form prescribed by the Nominating Committee. No person shall be a candidate for more than one (1) office per election cycle. The Nominating Committee shall choose one (1) or more candidates for election to each office prescribed by the Constitution, except the office of President, and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing fifty (50) signatures of Subscribing Members. In a contested election, the Nominating Committee shall propose and the Board of Directors approve rules as applicable to ensure a fair contest.

**7.2 Ballots.** In a contested election, the Newsletter Editor shall send a ballot containing the list of all nominees, petition nominees, and a space for a write-in vote for another candidate for each office, to each Subscribing Member of the Section at least twenty (20) days prior to the Annual Meeting. For an uncontested election, the Board of Directors will determine the procedures the Section will follow during balloting.

**7.2.1 Tallying the Ballots.** Ballots returned to the Section Administrator up to the time of counting shall be opened and counted prior to the Annual Meeting by the Section Administrator. For each office the candidate receiving the highest number of votes cast shall be declared elected.

## **Article 8: Meetings**

### **8.1 Membership Meetings**

**8.1.1 Frequency of Other Meetings.** In addition to the Annual Meeting, membership meetings may be called as provided in the Constitution..

**8.1.2 Quorum at Section Meeting.** Twenty (20) Subscribing Members shall constitute a quorum for transacting business at a meeting of the \_\_\_\_\_ Section

### **8.2 Board of Directors Meetings**

**8.2.1 Frequency of Other Meetings.** In addition to the Annual Meeting, at least two (2) Board of Directors meetings shall be held each year at regular intervals.

**8.2.2 Quorum at Board of Directors Meeting.** A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

**8.3 Parliamentary Authority.** All business meetings of the Virginia Section and subsidiary organizations and meetings of the Board of Directors shall be governed by *Robert's Rules of Order, Newly Revised*, except where these rules are not applicable or are inconsistent with the Constitution and Bylaws of the Virginia Section or the Society's governing documents.

## **Article 9: Subsidiary Organizations and Committees**

### **9.1 Subsidiary Organizations.**

**9.1.1 Types of Subsidiary Organizations.** Subsidiary organizations may be, but are not limited to, Branches, Younger Member Forums/Groups, Technical Groups, and local Institute Chapters. Names of subsidiary organizations shall be as set forth in the Society's governing documents.

**9.1.2 Formation.** Formation of subsidiary organizations shall be subject to the approval of the Virginia Section Board of Directors and such other requirements as may be established by the Society. Formation of Branches shall also be subject to the approval of the Region Board of Governors. Bylaws of subsidiary organizations shall be approved by the Section Board before becoming effective.

**9.1.3 Branches.** Branches of the Section may be created. Procedures for creating a Branch shall be as follows:

**9.1.3.1 Proposal.** A new Branch may be proposed by submission of a written proposal to the Section Board of Directors with the name, objective, officers, and brief comments on how the new Branch will be of advantage to members in the area.

**9.1.3.2 Petition.** The written proposal, along with a petition containing a minimum of fifty (50) signatures of Subscribing Members residing in the area shall be submitted to the Section Board of Directors for approval.

**9.1.3.3 Membership.** A proposed Branch area shall contain a minimum potential of fifty (50) members of the Society.

**9.1.3.4 Boundaries.** A proposed Branch must have distinct boundaries by municipal boundaries or Zip Codes stated in the petition.

**9.1.3.5 Region Approval.** Upon Virginia Section Board of Directors' approval, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

**9.1.4 Technical Groups.** Technical Groups or local Institute Chapters shall be created in accordance with the following requirements:

**9.1.4.1 Proposal.** A new Technical Group or local Institute Chapter shall be proposed by submission of a written proposal to the Virginia Section Board of Directors with the name, objectives, officers, and brief comments on how the new Technical Group or local Institute Chapter will be of advantage to members in the area.

**9.1.4.2 Membership.** Not less than ten (10) Subscribing Members of the Virginia Section may form a Technical Group or Institute Chapter.

**9.1.4.3 Approval.** Approval must be obtained from the Virginia Section Board of Directors to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

**9.1.5 Other Subsidiary Organizations.** Other Subsidiary Organizations may be formed by the Section Board of Directors.

**9.1.6. Annual Budget.** Each Subsidiary Organization shall submit an annual budget and financial statement to the Virginia Section Board of Directors for approval.

**9.1.7 Annual Report.** Each Subsidiary Organization President or Chair shall submit an annual written report to the Virginia Section 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 Virginia Section's Annual Report.

**9.1.8 Level of Activity.** Each Subsidiary Organization shall hold a minimum of one (1) event per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have ten (10) Subscribing Members on its rolls for two (2) successive years, shall be automatically disbanded. Assets of a disbanded Subsidiary Organization shall be assumed by the Virginia Section.

**9.2 Standing Committees.** The Virginia Section shall have a Nominating Committee.

**9.2.1. Nominating Committee.** The Nominating Committee shall consist of not less than four (4) members including the current Past President and the three (3) most recent active Past-Presidents of the Virginia Section who are willing to serve and still are members of the Virginia Section.

**9.2.2 Terms of Standing Committee Members.** Unless otherwise specified, the members of committees shall be appointed by the Section President at the beginning of the Virginia Section President's term, and shall serve a one (1) year term.

**9.3. Task Committees.** The President may appoint task committees as deemed necessary. The terms of Task Committee members shall end at the end of the term of the President.

## **Article 10: Administrative Provisions**

Not used.

## **Article 11: Amendments**

**11.1 Process.** These Bylaws may be amended only by the following procedure:

**11.1.1 Proposal.** An amendment to these Bylaws may be proposed by any member of the Board of Directors, or by a written petition submitted to the Section Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Section.

**11.1.2 Approval.** The proposed Bylaws amendment(s) shall be approved by the affirmative vote of not less than two-thirds (2/3) of the Board of Directors and submitted to the Society's Committee on Geographic Units for review and approval.

**11.1.2 Notice and Adoption.** Upon approval by the Committee on

Geographic Units, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Virginia 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(s) is published to the Section membership at least thirty (30) days in advance of the meeting.