



**WISCONSIN SECTION
BYLAWS**
(Effective as of June 2019)

ARTICLE 1. GENERAL

1.0 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

2.0 Grades of Membership. The Subscribing Membership grades shall consist of the Society-level membership grades of Student Member, Affiliate Member, Associate Member, Member, Fellow, and Distinguished Member. The qualifications for Society-level membership grades shall be as set forth by the Society. The voting membership grades of the Section shall be Associate Member, Member, Fellow, and Distinguished Member. The non-voting membership grades of the Section shall be Student Member and Affiliate Member.

ARTICLE 3. SEPARATION FROM MEMBERSHIP

Not used.

ARTICLE 4. DUES

4.0 Annual Dues. The Annual Dues for members of the Section shall be established by two-thirds (2/3) vote of the Board of Directors, payable in U.S. currency in advance of January 1st.

4.0.1 Good Standing. A Section member whose obligation to pay is current shall be a Section Member in Good Standing.

4.0.2 Delinquency. A Section member who is not in Good Standing may forfeit rights and privileges of Section membership as determined by the Board.

4.0.3 Notice of Non-Payment. Five (5) months after the start of the calendar year the Section shall notify each Subscribing Member who has not yet paid dues for the current year that unless payment is made within thirty (30) days,

Subscribing Membership in the Section shall cease and the Member's name shall be removed from the list of Subscribing Members of the Section.

4.1 Dues Abatement. The Board may excuse any Section member from the payment of Annual Section Dues with reasonable cause.

ARTICLE 5. MANAGEMENT

5.0 Duties of the Board of Directors. Duties of the Board of Directors (hereinafter the "Board") shall include managing the Section, administering the budget, financial resources and strategic planning, providing leadership, overseeing the various activities within the Section and its Subsidiary Organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the Section and its Subsidiary Organizations. The Board shall have control of property of the Section.

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

5.2 Fiscal Year. The fiscal year of the Section shall be from October 1 to September 30.

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Qualifications. Officers and Directors shall be Subscribing Members of the 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.

6.1 Officers. The Officers of the Section shall be elected by the Subscribing Members, with the exception of the President and Past President.

6.1.1 President. The President shall have general supervision of the affairs of the Section and shall delegate duties to Section Officers. The President shall preside at meetings of the Section and Board at which the President may be present, and shall appoint members to committees where authorized.

6.1.1.1 Term. The President shall serve a one (1) year term. The President shall assume the office immediately upon installation following the conclusion of a term as President-Elect. After serving one (1) full term, the President shall be ineligible to serve in the same office.

6.1.1.2 Vacancy. A vacancy in the office of President shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.1.3 Compensation. The President does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.2 President-elect. The President-Elect shall preside at meetings in the absence of the President and shall assume duties as delegated by the President.

6.1.2.1 Term. The President-elect shall serve a one (1) year term. After serving one (1) full term, the President-Elect shall be ineligible for re-election to the same office. The term of office of the President-Elect shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.2.2 Vacancy. A vacancy in the office of President-Elect shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.2.3 Compensation. The President-Elect does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.3 Secretary. The Secretary shall keep the records of meetings of the Section and shall submit the Annual Report of the Section. The Secretary shall also assume other duties as delegated by the President.

6.1.4.1 Term. The Secretary shall serve a three (3) year term. The Secretary is eligible for re-election and shall not serve more than three (3) successive elected terms in the same office. The term of office of the Secretary shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.4.2 Vacancy. A vacancy in the office of Secretary shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.4.3 Compensation. The Secretary does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.5 Treasurer. The Treasurer shall attend meetings of the Board. The Treasurer shall be responsible for the maintenance and disbursement of all funds. The Treasurer shall prepare monthly reports on the financial condition of the Section and shall maintain the membership roster, authenticating all paid dues with the Society. The Treasurer shall assist in preparation of the Section's annual budget and be responsible for submission of the Section's annual tax return.

6.1.5.1 Term. The Treasurer shall serve a three (3) year term. The Treasurer is eligible for re-election and shall not serve more than three (3)

successive elected terms in the same office. The term of office of the Treasurer shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.5.2 Vacancy. A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.5.3 Compensation. The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.6 Past President. The Past President shall attend meetings of the Board and shall assume other duties as delegated by the President.

6.1.6.1 Term. The Past President shall serve a one (1) year term. The Past President shall assume the office immediately following the conclusion of a term as President and shall continue until a successor is installed.

6.1.6.2 Vacancy. A vacancy in the office of Past President shall be filled for the unexpired portion of the term by the most recent Past President available and willing to serve.

6.1.6.3 Compensation. The Past President does not receive compensation for services but may be reimbursed for reasonable expenses.

6.2 Directors at Large. The Directors at Large shall be elected by the Subscribing Members. The Directors at Large shall attend meetings of the Board and shall assume other duties as delegated by the Board.

6.2.1 Term. The Directors at Large shall serve a two (2) year term, staggered such that half the Directors at Large shall be elected each year. The Directors at Large shall assume office upon installation, normally at the Annual Meeting, and shall continue until a successor is installed

6.2.2 Vacancy. A vacancy in the office of Director at Large shall be filled for the unexpired portion of the term by appointment by the Board of Directors.

6.2.3 Compensation. Directors at Large do not receive compensation for services but may be reimbursed for reasonable expenses.

6.3 Branch Directors. The Branch Directors shall be selected by their respective Branch. The Branch Directors shall attend meetings of the Board, shall serve as the liaison between the Section and their respective Branch, and shall assume other duties as delegated by the Board.

6.3.1 Term. The Branch Directors serve a one (1) year term. The Branch Directors shall assume office upon installation, normally at the Annual Meeting, and shall continue until a successor is installed

6.3.2 Vacancy. A vacancy in the office of Branch Director shall be filled for the unexpired portion of the term by appointment by the Branch Board of Directors that they represent.

6.3.2 Compensation. Branch Directors do not receive compensation for services but may be reimbursed for reasonable expenses.

6.4 Removal. Any Officer or Director who misses more than two (2) regular Board meetings, or who is otherwise deemed unfit or unable to fulfill the obligations of their role, may be removed by a vote of two-thirds (2/3) of all Board members, and the vacancy so created shall be filled for the unexpired term in accordance with these Bylaws.

ARTICLE 7. ELECTIONS

7.0 Nomination Process. The Board shall publish notice of open positions to the Section membership at least thirty (30) days prior to the election and set the date by which nominations must be received. Nominations shall be submitted to the President-Elect from within the Section membership in a format prescribed by the President-Elect. Candidates shall submit to the President-Elect a letter of intent to serve, if elected. No person shall be a Candidate for more than one (1) office per election cycle. In a contested election, the President-Elect shall propose for Board approval election rules to ensure a fair contest.

7.0.1 Official Nominees. The President-Elect shall select at least one (1) Official Nominee for each elected vacancy for inclusion on the ballot.

7.0.2 Petition Nominees. A written petition containing the signatures of five (5) eligible voting Subscribing Members of the Section shall place an eligible Candidate on the election ballot as a Petition Nominee.

7.1 Ballots. The Secretary shall send a ballot containing the list of all Official and Petition Nominees to each Subscribing Member of the Section on or before the 15th day of July each year.

7.1.1 Tallying the Ballots. Ballots returned to the Secretary up to the time of counting shall be opened and counted at, or immediately prior to, the Annual Meeting by three (3) tellers appointed by the President from among the Subscribing Members of the Section. For each office the Nominee receiving the highest number of votes cast shall be declared elected.

ARTICLE 8. MEETINGS

8.0 *Membership Meetings.*

8.0.1 *Annual Membership Meeting.* There shall be an Annual Meeting of the membership.

8.0.2 *Frequency of Other Meetings.* In addition to the Annual Meeting, at least one (1) other meeting shall be held each year, which shall be the Spring Technical Conference.

8.0.3 *Quorum at Membership Meeting.* Fifteen (15) Subscribing Members of the Section shall constitute a quorum for transacting business at a meeting of the Section.

8.1 *Board of Directors Meetings*

8.1.1. *Frequency of Meetings.* In addition to the Annual Meeting and Spring Technical Conference, at least four (4) meetings of the Board shall be held each year at regular intervals.

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

8.2 *Parliamentary Authority.* All business meetings of the Section, Subsidiary Organizations, and meetings of the Board 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 Section or the Society's governing documents.

8.3 *Meeting Participation by Alternative Means.* Any member of the Board or any Board committee may participate in a meeting of the Board or any Board committee by means of a conference telephone or similar communications system that allows all persons participating in the meeting to hear each other at the same time. Such participation shall be considered presence in person at the meeting.

8.4 *Action without a Meeting.* Any corporate action required or permitted to be taken by the Board or any Board committee may be taken without a meeting if all members of the Board or Board committee unanimously approve such action in writing.

ARTICLE 9. SUBSIDIARY ORGANIZATIONS AND COMMITTEES

9.0 *Subsidiary Organizations.*

9.0.1 *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.

9.0.2 Formation. Formation of Subsidiary Organizations shall be subject to the approval of the Board 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 Board before becoming effective.

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

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

9.0.3.2 Petition. The written proposal, along with a petition containing a minimum of fifteen (15) signatures of Subscribing Members residing in the area shall be submitted to the Board for approval.

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

9.0.3.4 Boundaries. A proposed Branch must have distinct boundaries by Zip Codes stated in the petition.

9.0.3.5 Region Approval. Upon approval of the Board, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

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

9.0.4.1 Proposal. A new Technical Group or local Institute Chapter shall be proposed by submission of a written proposal to the Board 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.

9.0.4.2 Membership. Not less than fifteen (15) Subscribing Members of the Section may form a Technical Group or Institute Chapter.

9.0.4.3 Approval. Approval must be obtained from the Board to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

9.0.5 Other Subsidiary Organizations. Other Subsidiary Organizations may be formed by the Board.

9.0.6 Annual Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the Board for approval.

9.0.7 Annual Report. Each Subsidiary Organization President or Chair shall submit an annual written report to the Board 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.

9.0.8 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 fifteen (15) Subscribing Members on its rolls for two (2) successive years, may be disbanded by the Board. Assets of a disbanded Subsidiary Organization shall be assumed by the Section.

9.1 Standing Committees. The Section shall have the following Standing Committees: Awards, Budget & Finance, History & Heritage, and Public Affairs.

9.1.1 Awards Committee. The Awards Committee shall be responsible for gathering nominations for awards, ordering certificates for award winners, preparing biographies for award ceremonies, and preparing articles in the newsletter on the award winners. The Awards Committee shall consist of the Chair and such other members as the Chair selects.

9.1.2 Budget & Finance Committee. The Budget & Finance Committee shall be responsible for completing yearly audits and providing recommendations for the next year's annual budget. The Budget & Finance Committee shall consist of the Chair, the Treasurer, and such other members as the Chair selects.

9.1.3 History & Heritage Committee. The History & Heritage Committee shall be responsible for maintaining the Section archives at and nominating civil engineering landmarks in the Wisconsin Section for ASCE historic status. The History & Heritage Committee shall consist of the Chair and such other members as the Chair selects.

9.1.4 Public Affairs Committee. The Public Affairs Committee shall be responsible for keeping the Section abreast on public activities that affect the civil engineering profession. The Public Affairs Committee shall consist of the Chair and such members as the Chair selects.

9.1.5 Terms of Standing Committee Members. Unless otherwise specified, the members of committees shall be appointed by the Board upon recommendation of the President for a one (1) year term. The term shall commence at the beginning

of the President's term.

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

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 Administrative Manual. The Board may create and maintain an Administrative Manual to further define procedures, duties, and responsibilities.

ARTICLE 11. AMENDMENTS

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

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

11.0.2 Approval. The proposed Bylaws amendment(s) shall be approved by the Board and submitted to the appropriate Society Committee(s) for review and approval.

11.0.3 Notice and Adoption. Upon approval by the appropriate Society Committee(s), the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Board 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.

Society Approval:

Section Approval: