



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

ARTICLE 1. GENERAL

1.0 Name. The name of this organization shall be the Wisconsin Section, American Society of Civil Engineers (“ASCE”) (hereinafter referred to as the “Section”).

1.1 Objective. The objective of the 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

2.0 Area. The area of the Section shall be the state of Wisconsin.

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

2.2 Subscribing Members. All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Section, who have paid the current dues of the Section or who are exempt by Article 4, shall be Subscribing Members of the Section in good standing.

2.2.1 Rights of Subscribing Members. Only Subscribing Members in good standing, in a voting grade of membership as defined by the Society, shall be eligible to vote in Section elections, to hold Section office, to serve on Section committees, or to represent the Section officially.

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

2.3 Institute-only Members. Institute-only Members of a Society Institute may be members of a Section or Branch Technical Group or local Institute Chapter.

ARTICLE 3. SEPARATION FROM MEMBERSHIP

3.0 Separation from Membership. Upon termination of membership in the Society, a person shall cease to be a member of the Section.

ARTICLE 4. DUES

4.0 Annual Dues. Annual Dues shall be established by the Section Board of Directors as set forth in the Section Bylaws.

4.1 Exemption from Dues. Student Members, Society Life Members, and Distinguished Members shall be exempt from payment of dues to the Section.

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

ARTICLE 5. MANAGEMENT

5.0 Board of Directors. The governing body of the Section shall be a Board of Directors (hereinafter the "Board"). The Board shall be responsible for the supervision, control and direction of the Section, and shall manage the affairs of the Section in accordance with the provisions of the Section and Society governing documents.

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Officers. Officers of the Section shall be a President, a President-Elect, a Past President, a Secretary and a Treasurer.

6.1 Directors. There shall be eight (8) Directors, which shall include four (4) elected Directors at large and one (1) appointed Director from each Branch. At least one (1) of the elected Directors shall be an Associate Member at the time of his/her election to the Board. The appointed Directors shall be the current Past-President of their respective Branch unless the Branch designates another elected member to fill the role.

6.2 Board of Directors. The Board shall consist of the Officers, the elected Directors at Large, and the appointed Branch Directors.

ARTICLE 7. ELECTIONS

7.0 Elections. The Section shall establish procedures for the annual election of Officers and Directors.

ARTICLE 8. MEETINGS

8.0 *Membership Meetings.*

8.0.1 *Annual Meeting.* The Section shall hold at least one (1) business meeting annually, termed the Annual Meeting, on a date fixed in accordance with the Bylaws.

8.0.2 *Other Meetings.* Other meetings shall be called at the discretion of the Board, or by the President upon the written request of at least ten (10) Subscribing Members.

8.0.3 *Meeting Notice.* Notice of call for a meeting shall be sent to all Subscribing Members not less than fourteen (14) days in advance of the meeting date.

8.1 *Board of Directors Meetings.*

8.1.1 *Meeting Frequency.* The Board shall hold at a minimum of six (6) meetings annually.

8.1.2 *Meeting Notice.* Notice of call for a meeting shall be sent to the members of the Board not less than fourteen (14) days in advance of the meeting date.

ARTICLE 9. SUBSIDIARY ORGANIZATIONS AND COMMITTEES

9.0 *Subsidiary Organizations.* Subsidiary Organizations may be formed within the Section to facilitate the carrying out 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 local Society activities, in accordance with the provisions of the Bylaws.

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

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

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 *Proper Use of Section Resources.* No part of the net earnings of the Section shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Section shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered in furtherance of the purposes set forth above.

10.1 *Limitations on Political Activity.* No substantial part of the activities of the Section shall be the carrying on of propaganda, or otherwise attempting to influence

legislation, and the Section shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office. The Section shall not carry on any activities prohibited by the provisions of the Society's governing documents.

10.2 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 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 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 Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Section entity.

10.3 Distribution of Section Assets. Upon dissolution of the Section, the assets remaining after the payment of the debts of the 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 shall determine, and in the absence of such designation they shall be conveyed to the Society.

ARTICLE 11. AMENDMENTS

11.0 *Amendment of the Constitution.*

11.0.1 Proposal. An amendment to this Constitution may be proposed by one (1) of the following two (2) methods:

11.0.1.1 Board of Directors. A two-thirds (2/3) vote of the members 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 is published to the membership at least thirty (30) days in advance of the meeting.

11.0.1.2 Written Petition. A Written Petition submitted to the Secretary containing the text of the amendment, signed by not less than fifty (50) Subscribing Members of the Section.

11.0.2 Society Approval. The proposed amendment shall be reviewed and approved by the appropriate Society Committee(s) before being voted upon by the Subscribing Members.

11.0.2.1 *Boundary Changes.* If the proposed amendment involves a change in the Section boundaries, this change shall be approved by the Region Board of Governors prior to any consideration of the Constitution amendment.

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

Society Approval Date:

Section Approval Date: