

CONSTITUTION

ARTICLE 1. GENERAL

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

1.1 Objective. The objective of the Section shall be as stated in the Articles of Association.

ARTICLE 2. AREA AND MEMBERSHIP

2.0 Area. The area of the Section shall be Greater China inclusive of Mainland China, Taiwan, the Special Administrative Regions of Hong Kong and Macau.

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 three (3) months in arrears.

2.3 Institute-only Members. Institute-only Members of a Society Institute may be members of the Section Technical Group or 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 Bylaws of the Section.

4.1 Exemption from Dues. 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.

5.1 Honorary Presidents Council. An Honorary Presidents Council, comprised of the Founding President and all Past Presidents, shall serve as an advisory body to the Board of Directors and assist the current President in fulfilling their specific tasks.

ARTICLE 6. OFFICERS AND DIRECTORS

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

6.1 Directors. There shall be ten (10) Elected Directors, at least one (1) of whom shall be a Younger Member, and eight (8) Appointed Directors.

6.2 Board of Directors. The Board shall consist of the Officers, the Elected and Appointed Directors, and the Immediate Section Past President.

ARTICLE 7. ELECTIONS

7.0 Election Procedures. The Board shall establish procedures for the annual election of Officers and Directors.

ARTICLE 8. MEETINGS

8.0 Membership Meetings.

8.0.1 Annual General Meeting. The Section shall hold at least one (1) business meeting annually, termed the Annual General 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 as provided in the Articles of Association.

8.1 Board of Directors Meetings.

8.1.1 Meeting Frequency. The Board shall hold at least five (5) 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. With approval of the Board, 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 Limitations on Activity. The Section shall not carry on any activities prohibited by the provisions of the Section's Articles of Association or the Society's governing documents.

10.1 Order of Precedence. In the event of any actual or apparent conflict or inconsistency between this Constitution and the Articles of Association, the provisions of this Constitution shall to the greatest extent possible be interpreted so as to make them consistent. If such reconciliation is not possible, the specific provisions of the Articles of Association shall control.

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 Honorary Presidents Council and 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 Honorary Presidents Council and the Region Board of Governors prior to any consideration of the Constitutional 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.

BYLAWS

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 majority vote of the Board of Directors, payable in U.S. currency in advance of January 1.

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. Two (2) 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 their 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 of the Section, with the exception of the President. The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting.

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.

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 another term but may be appointed to fill an unexpired term as President.

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 or the Honorary Presidents Council 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 which shall begin upon installation, normally at the Annual Meeting. After serving one (1) full term, the President-elect shall be ineligible for re-election to the same office.

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 *Vice President.* The Vice President shall attend meetings of the Board and assume all other duties as delegated by the President.

6.1.3.1 *Term.* The Vice President shall serve a one (1) year term. The Vice President is eligible for re-election but shall not serve more than two (2) successive elected terms in the same office. The term of office of the Vice President shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.3.2 *Vacancy.* A vacancy in the office of Vice President shall be filled for the unexpired portion of the term by appointment by the Board.

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

6.1.4 *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 one (1) year term. The Secretary is eligible for re-election but shall not serve more than six (6) years 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 appointment by the Board.

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 one (1) year term. The Treasurer is eligible for re-election but shall not serve more than six (6) years 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 appointment by the Board.

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

6.2 Directors.

6.2.1 Elected Directors. The Elected Directors shall attend meetings of the Board and assume all other duties as delegated by the President. Elected Directors shall be elected at-large by the Section Membership; at least one (1) Elected Director shall be a Younger Member at the time of election.

6.2.1.1 Term. The Elected Directors shall serve a one (1) year term. The Elected Directors are eligible for re-election but shall not serve more than two (2) successive elected terms in the same office. The term of office of the Elected Director shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.2.1.2 Vacancy. A vacancy in the office of Elected Director may be filled for the unexpired portion of the term by appointment by the Board at its discretion.

6.2.1.3 Compensation. Elected Directors do not receive compensation for services but may be reimbursed for reasonable expenses.

6.2.2 Appointed Directors. Appointed Directors shall attend meetings of the Board and assume all other duties as delegated by the President. Appointed Directors shall be appointed by mutual agreement of the President and President-Elect.

6.2.2.1 Term. Appointed Directors shall serve a one (1) year term. Appointed Directors shall be eligible for reappointment but shall not serve more than two (2) successive appointed terms in the same office. The term of office of the Appointed Director shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.2.2.2 Vacancy. A vacancy in the office of an Appointed Director may be filled by appointment by the Board at its discretion.

6.2.2.3 Compensation. Appointed Directors do not receive compensation for services but may be reimbursed for reasonable expenses.

6.2.3 Immediate Past President. The Immediate Past President shall attend meetings of the Board, chair the Honorary Presidents Council, and assume other duties as delegated by the President.

6.2.3.1 Term. The Immediate Past President shall serve a one (1) year term immediately following the conclusion of a term as President.

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

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

6.3 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 Nominating Committee 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 Nominating Committee from within the Section membership in a format prescribed by the Nominating Committee. Candidates shall submit to the Nominating Committee 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 Nominating Committee shall propose for Board approval election rules to ensure a fair contest.

7.0.1 Official Nominees. The Nominating Committee shall select at least one (1) Official Nominee for each elected vacancy for inclusion on the ballot, with the exception of the office of President.

7.0.2 Petition Nominees. A written petition containing the signatures of twenty (20) eligible voting Subscribing Members of the Section shall place a 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 at least twenty (20) days prior to the Annual Meeting.

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 General Meeting. There shall be an Annual General Meeting of the membership.

8.0.2 Frequency of Other Meetings. In addition to the Annual General Meeting, at least five (5) meetings shall be held each year at regular intervals.

8.1 Quorum at Board of Directors Meeting. A minimum of five (5) 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 Honorary Presidents Council and 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 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 10 Board of Governors for review and final approval.

9.0.4 Technical Groups. Technical Groups or Institute Chapters may 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 ten (10) 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 two (2) events 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, 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 a Nominating Committee, a Program Committee, and a Membership Committee.

9.1.1 Nominating Committee. The Nominating Committee shall consist of not more than five (5) Subscribing Members of the Section, including the three (3) most recent active Past-Presidents of the Section who are available and willing to serve, plus other duly selected members, appointed by the Board. The President shall determine the Committee Chair.

9.1.2 Program Committee. The Program Committee shall consist of not more than three (3) Subscribing Members of the Section, appointed by the Board. The President shall determine the Committee Chair.

9.1.3 Membership Committee. The Membership Committee shall consist of not more than three (3) Subscribing Members of the Section, appointed by the Board. The President shall determine the Committee Chair.

9.1.4 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.

9.3 Committee Chairs. Committee chairs shall provide to the Secretary of the Section copies of all correspondence initiated or received. Committee Chairs shall maintain files of correspondence and proceedings, which shall be delivered to the Secretary by Standing Committees at the close of the fiscal year and by Task Committees at the rendering of their final report. A copy of the Bylaws shall be provided to the Chair of each Committee with the notice of appointment.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

Not used.

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 Honorary Presidents Council and 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.