



INLAND EMPIRE SECTION CONSTITUTION

ARTICLE 1. GENERAL

1.0 Name. The name of this organization shall be the Inland Empire 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 counties of Benewah, Bonner, Boundary, Clearwater, Kootenai, Latah, Lewis, Nez Perce, and Shoshone, in the state of Idaho; and the counties of Adams, Asotin, Chelan, Douglas, Ferry, Garfield, Grant, Lincoln, Okanogan, Pend Oreille, Spokane, Stevens, and Whitman, in the state of Washington.

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

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.

ARTICLE 6. OFFICERS AND DIRECTORS

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

6.1 Directors. There will be at least two (2) but not more than five (5) appointed Directors.

6.2 Board of Directors. The Board shall consist of the Officers, Appointed Directors, Activities Coordinator and Communications Manager.

ARTICLE 7. ELECTIONS

7.0 Elections. The Board shall establish procedures for the annual election of Officers.

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.

8.1 Board of Directors Meetings.

8.1.1 Meeting Frequency. The Board shall hold at least ten (10) meetings annually.

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.

9.1 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 Section Secretary containing the text of the amendment, signed by not less than twenty (20) 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: Governing Documents Committee
January 30, 2023

Section Approval Date:



INLAND EMPIRE SECTION 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 and non-voting membership grades of the Section shall be as defined by the Society.

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 (hereinafter the "Board"), payable in U.S. currency by January 1st of each calendar year.

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 the person'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 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 of the Section and its Subsidiary Organizations. The Board shall have control of property of the Section.

5.1 Annual Reports. The Board shall oversee the preparation of the Annual Reports 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. With the exception of President and immediate Past President, the Officers of the Section shall be elected annually by the Subscribing Members of the Section. The President-elect shall automatically succeed to the office of President on October 1.

6.1.1 President. The President shall have general supervision of the affairs of the Section and shall delegate duties to Section Officers and Directors. The President shall preside at meetings of the Section at which the President may be present.

6.1.1.1 Term. The President shall serve a one (1) year term, which shall commence on October 1. The President shall assume the office immediately following the conclusion of a term as President-elect. After serving one (1) full term, a President shall be ineligible for re-election as President-elect until at least four (4) full years have passed since the end of their 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 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. The President-elect shall chair the Program Committee.

6.1.2.1 *Term.* The President-elect shall serve a one (1) year term, which shall commence on October 1. After serving one (1) full term, the President-elect shall be ineligible for re-election to the same office for a period of five (5) years following completion of a full term as President-elect.

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 attend meetings of the Board, keep the records of meetings of the Section, and submit the Annual Reports of the Section under the direction of the President. The Secretary shall also assume other duties as delegated by the President.

6.1.3.1 *Term.* The Secretary shall serve a one (1) year term and is eligible for re-election. The term of office of the Secretary shall begin on October 1.

6.1.3.2 *Vacancy.* A vacancy in the office of Secretary shall be filled for the unexpired portion of the term by appointment by the Board at the time of the vacancy. The Treasurer may be appointed by the Board to perform the duties of the Secretary if the vacancy is not filled by the annual election.

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

6.1.4 *Treasurer.* The Treasurer shall attend meetings of the Board and shall be responsible for the maintenance and disbursement of all funds of the Section in accordance with the training, rules, reporting and general requirements of the Society. 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 prepare and maintain the Section's annual budget and be responsible for submission of the Section's Annual Tax Return. Prior to the conclusion of the Treasurer's term, the Treasurer shall prepare for approval by the Board a proposed budget for the following fiscal year.

6.1.4.1 Term. The Treasurer shall serve a two (2) year term and is eligible for re-election. The term of office of the Treasurer shall begin on October 1.

6.1.4.2 Vacancy. A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by appointment by the Board at the time of the vacancy. The Secretary may be appointed by the Board to perform the duties of the Treasurer if the vacancy is not filled by the annual election.

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

6.1.5 Past President. The Past President shall attend meetings of the Board and shall assume other duties as delegated by the President. The Past President shall chair the Nominating Committee.

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

6.1.5.2 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.

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

6.2 Appointed Directors. Appointed Directors shall attend meetings of the Board and shall perform duties as assigned by the President or the Board. Such duties may include, but are not limited to, advising the Board, assisting other Board members when requested, acting as a liaison to the Student Chapters, supporting the Younger Member Forum, or leading task committees when assigned.

6.2.1 Term. Appointed Directors shall serve a two (2) year term and are eligible for reappointment. If more than one (1) Director is appointed, terms shall be staggered such that an equal or roughly equal number of Directors are appointed each year. The term of office of an Appointed Director shall commence on October 1.

6.2.2 Vacancy. A vacancy in the position of Appointed Director shall be filled for the unexpired portion of the term as designated by the Board.

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

6.3 Activities Coordinator. The Activities Coordinator shall be appointed by the Board. The Activities Coordinator will attend meetings of the Board and coordinate activities for the Section, including speakers, tours, Section meetings and the Annual Meeting.

6.3.1 Term. The Activities Coordinator shall serve a one (1) year term and is eligible for reappointment. The term of office shall commence on October 1.

6.3.2 Vacancy. A vacancy in the office of Activities Coordinator 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.

6.3.3 Compensation. The Activities Coordinator does not receive compensation for services but may be reimbursed for reasonable expenses.

6.4 Communications Manager. The Communications Manager shall be appointed by the Board. The Communications Manager shall attend meetings of the Board and oversee communications programs (i.e., website, newsletter, etc.) to promote the Section and its activities.

6.5 Removal from Office. Any Officer, Director, or Board Member with more than three (3) unexcused absences of a regular Board meeting within a one (1) year period or who is otherwise deemed unfit or unable to fulfill the obligations of their office, may be removed from their office by a vote of two-thirds (2/3) of the remaining 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 by June 31. Nominations shall be submitted to the Nominating Committee from within the Section membership, in a format prescribed by the Board, at least thirty (30) days prior to the election. The Nominating Committee shall select at least one (1) Official Nominee for each elected vacancy for inclusion on the ballot.

7.0.1 Official Nominees. The Nominating Committee shall select at least one (1) Official Nominee for each elected vacancy and shall submit the slate of Official Nominees to the President and Section membership not later than twenty (20) days prior to the election.

7.0.2 Petition Nominees. Only Nominees who were considered by the Nominating Committee but not selected as an Official Nominee may seek a petition route to the election ballot. Nominees shall inform the Secretary of their intent to pursue nomination by petition no more than two (2) business days following announcement of the slate of Official Nominees. A written petition containing the

signatures of five (5) eligible voting Subscribing Members of the Section shall place a Candidate on the election ballot as a Petition Nominee. Written petitions must be received by the Secretary at least fifteen (15) days prior to the election.

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 ten (10) 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 two (2) 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 nine (9) meetings shall be held each year at regular intervals.

8.0.3 Meeting Notice. Notice of call for a meeting shall be sent to all Subscribing Members not less than ten (10) days in advance of the meeting date.

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

8.1.1 Meeting Notice. Notice of call for a meeting shall be sent to the members of the Board not less than ten (10) days in advance of the meeting date.

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

9.0.4 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 Reports.

9.0.5 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 five (5) 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 Branches. Branches of the Section may be created. Procedures for creating a Branch shall be as follows:

9.1.1 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.

9.1.2 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.

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

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

9.1.5 Bylaws. The Branch shall prepare Bylaws to govern their operations. The Bylaws and any amendments must be approved by the Section Board before becoming effective.

9.1.5.1 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.

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

9.2.1 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.

9.2.2 Membership. Not less than five (5) Subscribing Members of the Section may form a Technical Group or Institute Chapter.

9.2.3 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.

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

9.3.1 Standing Committees. The Section shall have standing committees as follows.

9.3.1.1 Nominating Committee. The Nominating Committee shall be comprised of the Board and chaired by the Past President. The Nominating Committee shall oversee the nomination process.

9.3.1.2 Program Committee. The Program Committee shall be chaired by the President-elect and include the Activities Coordinator and Communications Manager. The Program Committee shall provide topics and speakers for the monthly Section meetings.

9.3.1.3 Technical Education Committee. The Technical Education Committee shall consist of not less than six (6) Subscribing Members of the Section, including a Chair and Vice-Chair. The Technical Education Committee shall plan, organize, and produce technical seminars of local and/or national importance for the benefit of the Section, and other engineers who may benefit from the topic.

9.3.2 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.

9.3.3 Task Committees. The President may appoint task committees as deemed necessary by the Board. The terms of Task Committee members shall end at the conclusion of the term of the President, or at the successful conclusion of the assigned task.

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

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 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: Governing Documents Committee
January 30, 2023

Section Approval: