



UTAH SECTION CONSTITUTION AND BYLAWS (October 2020)

NOTE:

- (1) *Must not alter Articles 1 and 10.*
- (2) *Numbering of Articles should not be changed, as it mirrors the numbering in the Society governing documents. For guidance and examples on adding content to the various articles, refer to the Society governing documents.*
- (3) *In addition to the Section Constitution and Bylaws, a Section (or a Branch) could have Rules of Policy and Procedure, which would spell out operational details for the organization.*
- (4) *The embedded notes should be removed once the relevant issues are addressed.*

UTAH SECTION CONSTITUTION (Effective as of May 8, 2020)

ARTICLE 1. GENERAL

1.0 Name. The name of this organization shall be the Utah 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 Utah.

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 Twelve (12) 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 (hereinafter the "Board") 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. 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 the President, President-Elect, Past President and Secretary/Treasurer.

6.1 Directors. There shall be ~~five (5)~~ elected Directors and ~~two (2)~~ appointed Directors. The elected Directors include the Branch and Younger Member Forum Presidents ~~and the~~. The appointed Directors shall include ~~the~~ Committee Chairs or others as determined by the board and as outlined in Section 6.2 of the Section by-laws. ~~for the History & Heritage Committee and State & Government Relations Committee.~~

6.2 Board of Directors. The Board shall consist of the Officers, the elected and appointed Directors, and Institute Chairs.

ARTICLE 7. ELECTIONS

7.0 Elections. The Board 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.

8.1 Board of Directors Meetings.

8.1.1 Meeting Frequency. The Board shall hold at least nine (9) 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.

9.0.1 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 Fifteen (15) 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:



**UTAH SECTION
BYLAWS**
(Effective as of September 25, 2020)

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 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 in advance of January 1st. The annual dues for members of the Utah Section shall be twenty five (\$25.00) payable by all members annually with national dues.

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. Four (4) 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, 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 immediate Past President. The President-Elect shall automatically succeed to the office of President at the earlier of the close of the Annual Meeting or June 30 of the calendar year.

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.

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. 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/Treasurer. The Secretary/Treasurer shall keep the records of meetings of the Section and shall submit the Annual Report of the Section. The Secretary/Treasurer shall also assume other duties as delegated by the President. The Secretary/Treasurer shall be responsible for the maintenance and disbursement of all funds. The Secretary/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 Secretary/Treasurer shall assist in preparation of the Section's annual budget and be responsible for submission of the Section's annual tax return.

6.1.3.1 Term. The Secretary/Treasurer shall serve a one (1) year term. The Secretary/Treasurer shall not serve more than two (2) successive elected terms in the same office. The term of office of the Secretary/Treasurer 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 Secretary/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.

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

6.1.4 Secretary/Treasurer-Elect. The Secretary/Treasurer-Elect shall assist the

Secretary/Treasurer in their duties and represent the Secretary/Treasurer at Section meetings in their absence.

6.1.4.1 Term. The Secretary/Treasurer-Elect shall serve a one (1) year term. The Secretary/Treasurer-Elect shall not serve more than two (2) 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.

6.1.4.2 Vacancy. A vacancy in the office of Secretary/Treasurer-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.

6.1.4.3 Compensation. The Secretary/Treasurer-Elect 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.

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 Directors.

There shall be elected Directors and appointed Directors. The elected Directors include the Branch and Younger Member Forum Presidents. The appointed Directors include the Committee Chairs for the History & Heritage Committee, State & Government Relations Committee, and the Infrastructure Report Card Committee.

6.2.1 Duty.

6.2.2 Term.

6.2.3 Vacancy.

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

6.3 Removal. Any Board member 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 Board from within the Section membership in a format prescribed by the Board. Candidates shall submit to the Board 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 Board shall propose election rules to ensure a fair contest.

7.0.1 Official Nominees. The Board 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.

7.1 Ballots. The Secretary/Treasurer shall send a ballot containing the list of all 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.

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 a member of the Board. 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 Meeting Notice. Notice of call for a meeting shall be sent to all Subscribing Members not less than twenty(20) days in advance of the meeting date.

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 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 seven(7) 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, video conferencing technology 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 8 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 8 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

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 after conducting a feasibility assessment. Assets of a disbanded Subsidiary Organization shall be assumed by the Section.

9.1 Standing Committees. The Section shall have a State and Government Relations Committee and a History and Heritage Committee.

9.1.1 State and Government Relations Committee. The State and Government Relations Committee shall consist of not less than three (3) Subscribing Members of the Section, plus other duly selected members, appointed by the Board. The President shall determine the Committee Chair.

9.1.2 History and Heritage Committee. The History and Heritage Committee shall consist of not less than two (2) Subscribing Members of the Section, plus other duly selected members, appointed by the Board. The President shall determine the Committee Chair.

9.1.3 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

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:

Section Approval: