

**CONSTITUTION AND BYLAWS
American Society of Civil Engineers
2010-2011**

IOWA SECTION CONSTITUTION

Article 1: General

1.1 Name. The name of this organization shall be The Iowa Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the Iowa Section).

1.2 Objective. The objective of the Iowa 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

2.1 Area. The area of the Iowa Section shall be the entire State of Iowa with the exception of Clinton, Scott, and Muscatine Counties.

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

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

2.3.1 Rights of Subscribing Members. Only Subscribing Members who meet the requirements of the Society's governing documents shall be eligible to vote in Iowa Section elections, to hold Iowa Section office, to serve on Iowa Section committees, or to represent the Iowa Section officially.

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

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

Article 3: Separation from Membership

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

Article 4: Dues

4.1 Annual Dues. Annual dues shall be established by the Iowa Section Board of Directors and set forth in the Bylaws of the Iowa Section.

4.2 Exemption from Dues. Society Life Members and Distinguished Members shall be exempt from payment of dues to the Iowa Section.

Article 5: Management

5.1 Board of Directors. The governing body of the Iowa Section shall be a Board of Directors. The Board shall be responsible for the supervision, control and direction of the Iowa Section, and shall manage the affairs of the Iowa Section in accordance with the provisions of the Iowa Section's governing documents.

Article 6: Officers and Directors

6.1 Officers. The Officers of the Iowa Section shall be a President, a Vice President, a Secretary, and a Financial Officer.

6.2 Directors. There shall be three elected Directors.

6.3 Board of Directors. The Board of Directors shall consist of the Officers, the elected Directors, the Communications Officer, the Region 7 Assembly Delegate, and the latest active resident Past-President of the Iowa Section.

Article 7: Elections

7.1 Procedures. The Iowa Section shall establish procedures for the annual election of Officers and Directors.

Article 8: Meetings

8.1 Membership Meetings

8.1.1 Annual Meeting. The Annual Meeting of the Iowa Section shall be held on such date and at such place as the Board of Directors designate.

8.1.2 Other Meetings. Other meetings shall be called at the discretion of the Board of Directors; or by the President upon the written

request of at least ten (10) Subscribing Members.

8.1.3 Meeting Notice. Notice of call for a meeting shall be sent to all Subscribing Members not less than fifteen (15) days in advance of the meeting date.

8.2 Board of Directors Meetings.

8.2.1 Meeting Frequency. The Board of Directors shall hold at least five (5) meetings annually.

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

Article 9: Subsidiary Organizations and Committees

9.1 Subsidiary Organizations. Subsidiary organizations may be formed within the Iowa Section, to facilitate the carrying out of the objectives of the Iowa Section, to promote interest in the Society and to provide to members of the Iowa Section a better opportunity for participation in local Society activities, in accordance with the provisions of the Bylaws.

9.1.1 Governing Documents. Subsidiary organizations shall adopt Bylaws consistent with this Constitution and Society governing documents.

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

Article 10: Administrative Provisions

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

10.2 Limitations on Political Activity. No substantial part of the activities of the Iowa Section shall be carrying on propaganda or otherwise attempting to influence legislation, and the Iowa Section shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Iowa Section shall not carry on any activities prohibited by the provisions of the Society's governing documents.

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

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

Article 11: Amendments

11.1 Amendment of the Constitution.

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

11.1.1.1 Section Board of Directors. A two-thirds (2/3) vote of the members of the Iowa Section Board of Directors 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.

11.1.1.2 Written Petition. A Written Petition submitted to the Iowa Section Secretary, containing the text of the amendment, signed by not less than five (5) Subscribing Members of the Iowa Section.

11.1.2 Society Approval. The proposed amendment shall be reviewed and approved by the Society's Committee on Geographic Units before being voted upon by the Subscribing Members.

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

11.1.3 Section Approval. The proposed amendment shall be distributed to the Subscribing Members of the Iowa 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.

IOWA SECTION BYLAWS

Article 1: General

1.1 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

Not used.

Article 3: Separation from Membership

Not used.

Article 4: Dues

4.1 Annual Dues. The Annual Dues for members of the Iowa Section shall be \$15.00 dollars payable in U.S. currency in advance of January 1st. The annual dues for the Student Member grade shall be \$3.00 dollars payable in U.S. currency in advance of January 1st.

Article 5: Management

5.1 Duties of the Board of Directors. Duties of the Iowa Section Board of Directors shall include management of the Iowa Section, responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the Iowa Section and its subsidiary organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the Iowa Section and its subsidiary organizations. The Board of Directors shall have control of property of the Iowa Section.

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

Article 6: Officers and Directors

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

The Vice President shall automatically succeed to the office of President at the close of the Annual Meeting. The Directors of the Iowa Section shall be elected by the Subscribing Members.

6.2 Terms. The term of office for the President and Vice President shall be one year. Two of the elected Directors shall serve two year terms on a staggered basis, such that one of these Directors shall be elected each year. The third elected Director shall be known as the Associate Director and shall serve a one-year term. The Region 7 Assembly Delegate shall be appointed by the Iowa Section Board of Directors, shall serve for a term of three years, and may be reappointed. The Secretary and Financial Officer shall serve for a term of two years and may be re-elected. The Communications Officer shall serve for a term of two years and may be reappointed by the Iowa Section Board of Directors. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected or appointed and assume their offices.

6.3 Vacancies. A vacancy in the office of President shall be filled by the Vice President. A vacancy in the office of Vice President shall be filled by the 2nd Year Director. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.

6.4 Limitation on Terms. No member shall serve in one elected office for more than two (2) successive elected terms.

6.5 Reimbursement. Officers and Directors do not receive compensation for their services, but may be reimbursed for authorized expenses.

Article 7: Elections

7.1 Nominating Committee. The Nominating Committee shall choose one (1) or more candidates for election to each office prescribed by the Constitution, except the office of President, and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing fifteen (15) signatures of Subscribing Members. The Nominating Committee shall publish notice of open positions to the Section membership and set the date by which nominations must be received.

7.2 Ballots. The Communications Officer shall send a ballot containing the list of all nominees, petition 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.

7.2.1 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 tellers who are subscribing members of the Section and are appointed by the President. For each office, the candidate receiving the highest number of votes cast shall be declared elected.

Article 8: Meetings

8.1 Membership Meetings.

8.1.1 Frequency of Other Meetings. No additional membership meetings are required to be held outside of the Annual Meeting.

8.1.2 Quorum at Section Meeting. Ten (10) Subscribing Members shall constitute a quorum for transacting business at a meeting of the Iowa Section.

8.2 Quorum at Board Directors Meeting. At meetings of the Board of Directors, five (5) members shall constitute a quorum.

8.3 Parliamentary Authority. All business meetings of the Iowa Section and subsidiary organizations and meetings of the Board of Directors 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 Iowa Section or the Society's governing documents.

Article 9: Subsidiary Organizations and Committees

9.1 Subsidiary Organizations

9.1.1 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.

9.1.2 Formation. Formation of subsidiary organizations shall be subject to the approval of the Iowa Section Board of Directors 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 Section Board before becoming effective.

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

9.1.3.1 Proposal. A new Branch may be proposed by submission of a

written proposal to the Iowa Section Board of Directors with the name, objective, officers, and brief comments on how the new Branch will be of advantage to members in the area.

9.1.3.2 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 Iowa Section Board of Directors for approval.

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

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

9.1.3.5 Region Approval. Upon Iowa Section Board of Directors' approval, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

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

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

9.1.4.2 Membership. Not less than ten (10) Subscribing Members of the Iowa Section may form a Technical Group or Institute Chapter.

9.1.4.3 Approval. Approval must be obtained from the Iowa Section Board of Directors to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

9.1.5 Other Subsidiary Organizations. Other Subsidiary Organizations may be formed by the Iowa Section Board of Directors.

9.1.6 Annual Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the Iowa Section Board of Directors for approval.

9.1.7 Annual Report. Each Subsidiary Organization President or Chair shall submit an annual written report to the Iowa Section Board of Directors on the activities and programs of the organization. This Annual Report, including a financial statement, shall be suitable for incorporation

into the Iowa Section's annual tax reporting.

9.1.8 Level of Activity. Each Subsidiary Organization shall hold a minimum of three (3) 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, shall be automatically disbanded. Assets of a disbanded Subsidiary Organization shall be assumed by the Iowa Section.

9.2 Standing Committees. The Iowa Section shall have a Nominating Committee; Technical Committees (Highways & Transportation; Structural; Environmental & Water Resources; Geotechnical; and, Surveying and Mapping); Central Iowa Younger Member Group; Eastern Iowa Younger Member Group; Iowa State University Student Chapter; and University of Iowa Student Chapter.

9.2.1 Nominating Committee. The Nominating Committee shall consist of three (3) Subscribing Members and shall be appointed by the President not later than sixty (60) days prior to the Annual Meeting.

9.2.2 Technical Committees – Highways & Transportation; Structural; Environmental & Water Resources; Geotechnical; and, Surveying & Mapping. Standing technical committees will plan and conduct the Highways & Transportation, Structural, Environmental & Water Resources, Geotechnical, Surveying & Mapping conferences. The chair of each technical committee will coordinate their respective technical committee conference. Every technical conference will be offered annually, unless waived by the Board of Directors. In addition to the technical committee responsibilities, the chair of each committee will participate in the planning of the Annual Meeting and will provide a briefing of their respective technical conference for the Section's newsletter and the business meeting of the Annual Meeting.

9.2.3 Younger Member Groups and Student Organizations. The Section recognizes and desires to cooperate with the Younger Member Groups and Student Organizations within the Section.

9.2.4 Terms of Standing Committees. Unless otherwise specified, the members of the committees shall be appointed by the Iowa Section President at the beginning of the Iowa Section President's term, and shall serve a one (1) year term.

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

Article 10: Administrative Provisions

Article 11: Amendments

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

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

11.1.2 Approval. The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Board of Directors and submitted to the Society's Committee on Geographic Units for review and approval.

11.1.3 Notice and Adoption. Upon approval by the Committee on Geographic Units, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Iowa Section Board of Directors 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.