

**TEXAS SECTION
CONSTITUTION**
(as amended October 2008)

Article 1: General

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

1.2 Objective. The objective of the Texas Section-ASCE 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 Texas Section-ASCE shall be the state of Texas.

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

2.3 Subscribing Members. All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Texas Section-ASCE, who have paid the current dues of the Texas Section, or who have paid the Texas Section Publication Support Fee as set forth in the Texas Section-ASCE Bylaws, shall be Subscribing Members of the Texas 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 Texas Section elections, to hold Texas Section office, to serve on Texas Section committees, or to represent the Texas Section officially.

2.3.2 Termination of Rights for Non-payment of Dues. Subscribing membership ceases for any member whose dues are more than twelve (12) months in arrears.

2.4 Institute-only Members. Institute-only Members of a Society Institute may be members of a Texas Section or Branch Technical Group or 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 Texas Section-ASCE.

Article 4: Dues and Fees

4.1 Annual Dues. Annual dues shall be established by the Texas Section Board of Direction and set forth in the Bylaws of the Texas Section-ASCE.

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

4.2 Fees. Fees may be established by the Texas Section Board of Direction and set forth in the Bylaws of the Texas Section-ASCE.

Article 5: Management

5.1 Board of Direction. The governing body of the Texas Section-ASCE shall be a Board of Direction. The Board shall be responsible for the supervision, control and direction of the Texas Section, and shall manage the affairs of the Texas Section in accordance with the provisions of the Texas Section's governing documents. The Board of Direction shall adopt Bylaws for the regulation and conduct of the Section's powers and affairs.

5.2 Executive Committee. The direction of the affairs of the Texas Section between Board Meetings shall be vested in the Executive Committee, subject to review and approval by the Board of Direction.

5.3 Executive Director. The Executive Director of the Section is responsible for the detailed management of the affairs of the Texas Section-ASCE under the authority of the Board of Direction and subject to oversight by the Executive Committee.

Article 6: Officers and Directors

6.1 Officers. The officers of the Texas Section-ASCE shall be a President, a President Elect, the Immediate Past President, a Vice President and a Vice President-Elect for Professional Affairs, a Vice President and a Vice President-Elect for Technical Affairs, a Vice President and a Vice President-Elect for Educational Affairs, and a Treasurer.

6.2 Directors at Large. There shall be four (4) Directors elected at-large. All four Directors at Large shall be Younger Members at the time of their election.

6.3 Section Directors. There shall be one (1) Section Director elected from each Branch of the Texas Section.

6.4 Board of Direction. The Board of Direction shall consist of the Officers, the elected Directors at Large and the Section Directors from the Branches. The Executive Director shall be a non-voting member of the Board of Direction.

6.5 Executive Committee. The Executive Committee shall consist of the Officers, and the Senior Director at Large. The Executive Director shall be a non-voting member of the Executive Committee.

Article 7: Elections

The Texas Section-ASCE 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 Texas Section shall be held in the fall on such date and at such place as the Board of Direction designates.

8.1.2 Other Meetings. Other meetings shall be called at the discretion of the Board of Direction; or by the President upon the written request of at least ten (10) Subscribing Members of the Texas Section.

8.1.3 Meeting Notice. Notice of call for a meeting shall be sent to all Subscribing Members not less than thirty (30) days in advance of the meeting date.

8.2 Board of Direction Meetings.

8.2.1 Meeting Frequency. The Board of Direction shall hold at least two meetings annually in conjunction with the Annual Meeting in the fall and the Spring Meeting. When matters of urgency requiring Board action arise between regularly scheduled Board Meetings, the Executive Committee may call special Board meetings.

8.2.2 Meeting Notice. Notice of call for a meeting shall be sent not less than thirty (30) days in advance of the meeting date.

8.3 Executive Committee Meetings.

8.3.1 Meeting Frequency. The Executive Committee shall hold at least two meetings annually in the winter and in the summer on such date and

at such place as the chairman designates.

8.3.2 Meeting Notice. Notice of call for a meeting shall be sent not less than thirty (30) days in advance of the meeting date.

Article 9: Subsidiary Organizations and Committees

9.1 Subsidiary Organizations. Subsidiary organizations may be formed within the Texas Section-ASCE, to facilitate the carrying out of the objectives of the Texas Section, to promote interest in the Society and to provide to members of the Texas 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 Texas Section may establish standing or task committees to carry out the work of the Texas Section.

Article 10: Administrative Provisions

10.1 Proper Use of Section Resources. No part of the net earnings of the Texas Section-ASCE shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Texas 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 Texas Section-ASCE shall be carrying on propaganda or otherwise attempting to influence legislation, and the Texas 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 Texas 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 Texas Section or the Society, or in which the interests of an individual or another organization have the potential to be placed above those of the Texas 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 Texas Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Texas Section entity.

10.4 *Distribution of Section Assets.* Upon dissolution of the Texas Section-ASCE, the assets remaining after the payment of the debts of the Texas Section-ASCE 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 Direction 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 Direction.* A two-thirds (2/3) vote of the members of the Texas Section Board of Direction 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 Texas Section office, containing the text of the amendment, signed by not less than ten percent (10%) of the Subscribing Members of the Texas Section-ASCE.

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 Texas 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 Texas 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.