

**TEXAS SECTION
BYLAWS**
(as amended October 2009)

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 and Fees

4.1 Annual Dues. The Annual Dues for members of the Texas Section-ASCE shall be forty-five dollars (\$45.00) plus an amount specified by each Branch payable in U.S. currency in advance of January 1st. Of this amount, forty-five dollars (\$45.00) shall go to the treasury of the Texas Section, and the remainder shall be considered Branch dues and shall be sent to the branch wherein lies the mailing address of the member, unless the member requests that this portion be sent to another branch.

4.2 Life Member Section Support Fee. Life Members and Distinguished Members must pay Section dues or at least twenty dollars (\$20.00) as a Texas Section Voluntary Contribution to have full rights as a Subscribing Member of the Texas Section. These rights include casting a ballot in Texas Section elections and Constitutional Amendment votes, holding Section and Branch office and receiving Texas Section awards and publications.

Article 5: Management

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

5.2 Duties of the Executive Committee. In order to conduct the affairs of the Texas Section between Board of Direction Meetings, the duties of the

Executive Committee of the Texas Section-ASCE shall be as set forth for the Board of Direction in Article 5.1 and all actions taken by the Executive Committee shall be subject to the review and approval of the Board of Direction.

5.3 *Duties of the Executive Director.* The duties of the Executive Director shall be as set forth in the Policies and Procedures of the Texas Section-ASCE.

5.4 *Annual Report.* The Executive Director 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 at Large.* The President Elect, the Vice Presidents Elect, Treasurer, and the Directors at Large of the Texas Section-ASCE shall be elected by the Subscribing Members. The President Elect shall automatically succeed to the office of President, and the Vice Presidents Elect shall succeed to the office of Vice President for which they were elected.

6.2 *Terms.*

6.2.1 *Terms of the President, Vice Presidents and Elects.* The term of office for the President, the President Elect, the Vice Presidents and the Vice Presidents Elect shall be one (1) year. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume their offices.

6.2.2 *Term of the Treasurer.* The term of office of the Treasurer shall be two (2) years. The term shall begin at the close of the Annual Meeting and continue until his/her successor is elected and assumes his/her office.

6.2.3 *Term of the Directors at Large.* The term of office of the Directors at Large shall be two (2) years. Two Directors at Large shall be elected in odd years and two Directors at Large shall be elected in even years. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume their offices.

6.2.4 *Term of the Section Directors.* The term of office for Section Directors shall be two years.

Section Directors from the following branches shall be elected in odd years prior to the annual meeting: Brazos, Dallas, El Paso, Fort Worth,

Southeast Texas, West Texas, Deep East Texas, Rio Grande Valley, and Caprock.

Section Directors from the following branches shall be elected in even years prior to the annual meeting: Austin, Corpus Christi, High Plains, Houston, Northeast Texas, San Antonio, and Central Texas.

6.3 Vacancies. A vacancy in the office of President shall be filled by the President Elect, who will hold both offices until the next regular election. A vacancy in the office of President Elect, the office of President being filled, shall be filled by a special election of the Texas Section. Vacancies as Section Director shall be filled by the Branch. Other vacancies shall be filled for the unexpired term by appointment by the Board of Direction.

6.4 Limitation on Terms. Except for the office of Section Treasurer, no member shall be eligible to succeed themselves in their respective offices, except when they are serving out an unexpired term.

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

6.6 Executive Director. The Executive Director is a paid position selected by the Office and Personnel Committee and approved by the Board of Direction.

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 offices of President and Vice Presidents, and obtain the consent of nominees to serve if elected. 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 Section office 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 eligible to vote at least twenty (20) days prior to the Annual Meeting. Ballots may be distributed in the *Texas Civil Engineer*, and voting may be offered electronically.

7.2.1 Tallying the Ballots. Ballots returned to the Section office up to the time of counting shall be opened and counted at, or immediately prior to, the Annual Meeting by three tellers appointed by the President. For each office the candidate receiving the highest number of votes cast shall be declared elected. In the event of a tie vote, the Tellers Committee shall break the tie by lot.

Article 8: Meetings

8.1 Membership Meetings

8.1.1 Frequency of Other Meetings. In addition to the Annual Meeting in the fall, at least one (1) meeting shall be held each year in the spring.

8.1.2 Quorum at Section Meeting. Fifty (50) Subscribing Members shall constitute a quorum for transacting business at a meeting of the Texas Section.

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

8.3 Quorum at Executive Committee Meeting. A majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee.

8.4 Parliamentary Authority. All business meetings of the Texas Section-ASCE and subsidiary organizations and meetings of the Board of Direction 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 Texas 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 Texas Section Board of Direction 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 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 Section Board of Direction 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 Section Board of Direction 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 Texas Section Board of Direction 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 Texas Section Board of Direction 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 used.

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

9.1.4.4 *Texas Section Technical Groups.* The Texas Section Technical Groups shall consist of the:

- Environmental and Water Resources Group
- Construction Institute
- Geo-Institute
- Structural Group
- Transportation and Development Group
- Forensic Group

9.1.5 *Other Subsidiary Organizations.* Other Subsidiary Organizations may be formed by the Section Board of Direction.

9.1.6. Annual Budget. Not used.

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

9.1.8 Level of Activity. Each Subsidiary Organization shall hold a minimum of one (1) event per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years may be disbanded by vote of the Texas Section Board of Direction. Assets of a disbanded Subsidiary Organization shall be assumed by the Texas Section.

9.2 Standing Committees. The Texas Section shall have standing committees as established by the Texas Section Board of Direction and defined in the Policies and Procedures of the Texas Section.

9.2.1 Terms of Standing Committee Chairs. Unless otherwise specified, the chairs of committees shall be appointed by the Texas Section President at the beginning of the 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

Not used.

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 Direction, the Executive Director, or by a written petition submitted to the Section office, 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 Direction 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 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(s) is published to the Section membership at least thirty (30) days in advance of the meeting.