

**TEXAS SECTION
CONSTITUTION**
(as amended September 2019)

ARTICLE 1: GENERAL

1.0 Name. The name of this organization shall be the Texas Section of the 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 Texas.

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 are exempt from dues under Article 4 and have paid the current annual Section Support Fee, shall be Subscribing Members of the Texas 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 AND FEES

4.0 Annual Dues. Annual Dues shall be established by the Section Board of Direction as set forth in the Section Bylaws.

4.1 Annual Fees. An annual Section Support Fee may be established by the Section Board of Direction and will be set forth in the Section Bylaws. The purpose of the Section Support Fee is to provide a mechanism for Society Life Members and Distinguished Members to financially support the Section.

4.2 Exemption from Dues. Society Life Members and Distinguished Members shall be exempt from payment of Annual Dues to the Section. Society Life Members and Distinguished Members must pay the current annual Section Support Fee in order to be deemed as Subscribing Members in Good Standing.

4.3 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 Direction. The governing body of the Section shall be a Board of Direction (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.

5.1 Executive Committee. The Executive Committee shall exercise such part of the authority of the Board as delegated and permitted under applicable laws and the Section’s governing documents. Action taken by the Executive Committee shall be subject to review and approval by the Board.

5.2 Executive Director. The Executive Director of the Section is the Chief Executive and Staff Officer responsible for the detailed management of the Section. The Executive Director is under the authority of the Board of Direction and subject to oversight by the Office and Personnel Committee.

ARTICLE 6: OFFICERS AND DIRECTORS

6.0 Officers. The Officers of the Section shall be a President, a President-elect, 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.

6.1 Directors at Large. There shall be four (4) Directors at Large elected from among the Subscribing Section Members in Good Standing. The Directors at Large shall be Younger Members in good standing in a voting grade of membership at the time of election, as defined by the Society.

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

6.3 Board of Direction. The Board shall consist of the Officers, the Directors at Large, the Section Directors, and the immediate Section Past President available and willing to serve. The Executive Director and Secretary shall be non-voting members of the Board.

6.4 Executive Committee. The Executive Committee shall consist of the Officers, the immediate Section Past President available and willing to serve, and the Senior Director-at-Large. The Executive Director and Secretary shall be non-voting members of the Executive Committee.

6.5 Ex Officio Positions. The Executive Director and Secretary are paid staff and shall attend all meetings of the Board and the Executive Committee where they shall have a voice but shall not vote.

ARTICLE 7: ELECTIONS

7.0 Elections. The Section 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 of the Section.

8.1 Board of Direction Meetings.

8.1.1 Meeting Frequency. The Board shall hold at least two (2) meetings annually.

8.2 Executive Committee Meetings.

8.2.1 Meeting Frequency. The Executive Committee shall hold at least two (2) meetings annually on such date and at such place as the President designates.

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.

9.2 *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 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 Direction. 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 ten percent (10%) of the 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.