

**TEXAS SECTION
BYLAWS**
(as amended September 2023)

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 and non-voting grades of the Section shall be as defined by the Society.

ARTICLE 3: SEPARATION FROM MEMBERSHIP

Not used.

ARTICLE 4: DUES AND FEES

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 Direction, payable in advance of January 1.

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, as defined within the Constitution of the Section, may forfeit rights and privileges of Section membership as determined by the Board.

4.0.3 Notice of Non-Payment. Eleven (11) months after the start of the calendar year the Section shall notify each Subscribing Member who has not yet paid Section 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 Section Support Fee. A Section Support Fee shall be established by two-thirds (2/3) vote of the Board.

4.2 Dues Abatement. The Executive Committee may excuse any Section member from the payment of Annual Dues or Support Fee with reasonable cause.

ARTICLE 5: MANAGEMENT

5.0 *Duties of the Board of Direction.* Duties of the Board of Direction (hereinafter the “Board”) shall include managing the Section; administering the budget, financial resources and strategic plan; 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 *Duties of the Executive Committee.* Duties of the Executive Committee of the Section shall be as set forth by the Board and all actions taken by the Executive Committee shall be subject to the review and approval of the Board.

5.2 *Duties of the Executive Director.* Under the oversight of the Office and Personnel Committee and the Board of Direction, the Executive Director shall be the chief staff officer of the Section. The Executive Director shall have charge of the property, books, accounts, and the quarters of the Section, and shall be responsible for the management and administration of the Section.

5.3 *Annual Reports.* The Executive Director, in consultation with Section Officers and/or individual Section members, shall oversee the preparation of the Annual Reports which shall be submitted to the Society in accordance with published requirements.

5.4 *Fiscal Year.* The fiscal year of the Section shall be from October 1 to September 30.

5.5 *Annual Operating Budget.* The Treasurer, in consultation with Section Officers and the Executive Director, shall oversee the preparation of the Section’s annual operating budget to be approved by the Board.

ARTICLE 6: OFFICERS AND DIRECTORS

6.0 *Qualifications.* Officers and 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 and travel required.

6.1 *Officers.* The Officers of the Section shall be elected by the Subscribing Members of the Section, except for the Past President, President, and Vice Presidents.

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, Board and Executive Committee 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 following the conclusion of a term as President Elect. After serving one (1) full term, the President shall be ineligible to serve in the same office but may be asked by the Board to fill the unexpired portion of the term of the President in the event of a vacancy.

6.1.1.2 Vacancy. A vacancy in the office of President shall be filled for the unexpired portion of the term by a Past President or 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 service 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, attend meetings of the Section, Board and Executive Committee, and assume duties as delegated by the President.

6.1.2.1 Term. The President Elect shall serve a one (1) year term. After serving one (1) full term, the President Elect shall be ineligible for re-election to the same office. The term of office of the President Elect shall begin upon installation and shall continue until a successor is installed.

6.1.2.2 Vacancy. A vacancy in the office of President Elect shall be filled by a special election of the Section. The Board shall establish procedures for a special election.

6.1.2.3 Compensation. The President Elect does not receive compensation for service but may be reimbursed for reasonable expenses.

6.1.3 Vice Presidents. The Section shall have three (3) Vice Presidents, representing Educational Affairs, Professional Affairs, and Technical Affairs. The Vice Presidents shall attend meetings of the Board and Executive Committee and assume all other duties as delegated.

6.1.3.1 Term. The Vice Presidents shall serve a one (1) year term. The Vice Presidents shall assume the office immediately following the conclusion of a term as Vice President Elect.

6.1.3.2 Vacancy. A vacancy in the office of Vice President shall be filled for the unexpired portion of the term by the Vice President Elect for that office.

6.1.3.3 Compensation. The Vice Presidents do not receive compensation for service but may be reimbursed for reasonable expenses.

6.1.4 Vice Presidents Elect. The Section shall have three (3) Vice Presidents Elect representing Educational Affairs, Professional Affairs, and Technical Affairs. The Vice Presidents Elect shall attend meetings of the Board and Executive Committee and assume all other duties as delegated.

6.1.4.1 Term. The Vice Presidents Elect shall serve a one (1) year term. After serving one (1) full term, a Vice President Elect shall be ineligible for re-election to the same represented position but may seek election to another Vice President Elect position. The term of office of the Vice President Elect shall begin upon installation and shall continue until a successor is installed.

6.1.4.2 Vacancy. A vacancy in the office of Vice President Elect shall be filled for the unexpired portion of the term by a special election of the Section. The Board shall establish procedures for a special election.

6.1.4.3 Compensation. The Vice Presidents Elect do not receive compensation for service but may be reimbursed for reasonable expenses.

6.1.5 Treasurer. The Treasurer serves as the chief financial advisor and shall be responsible for the maintenance and disbursement of all funds. The Treasurer shall oversee the financial condition of the Section and shall assist in preparation of the Section's annual budget. The Treasurer shall attend meetings of the Board and Executive Committee.

6.1.5.1 Term. The Treasurer shall serve a two (2) year term. The Treasurer is eligible for re-election and shall not serve more than two (2) successive terms in the same office. The term of office of the Treasurer shall begin upon installation and shall continue until a successor is installed.

6.1.5.2 Vacancy. A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by the Assistant Treasurer.

6.1.5.3 Assistant Treasurer. An Assistant Treasurer shall be appointed by the Section President and approved by the Board for a one (1) year term and may be reappointed. The term shall commence at the beginning of the Section President's term. The Assistant Treasurer shall serve under the direction of the Treasurer and may temporarily assume duties of the Treasurer when the Treasurer is absent or disabled.

6.1.5.3 Compensation. The Treasurer and Assistant Treasurer do not receive compensation for service but may be reimbursed for reasonable expenses.

6.2 Directors.

6.2.1 Directors at Large. There shall be four (4) Directors at Large elected by the Subscribing Members of the Section. The Directors at Large shall be Younger Members at the time of election as defined by the Society. The Directors at Large shall attend meetings of the Board and assume other duties as delegated.

6.2.1.1 Term. Directors at Large shall serve a two (2) year staggered term. After serving one (1) full term, a Director at Large shall be ineligible for re-election to the same office. The Board shall appoint one (1) of the second year Directors at Large as the Senior Director to serve on the Executive Committee. The term of office of the Directors at Large shall begin upon installation and shall continue until a successor is installed.

6.2.1.2 Vacancy. A vacancy in the office of Director at Large shall be filled for the unexpired portion of the term by appointment of the Board.

6.2.1.3 Compensation. The Directors at Large do not receive compensation for service but may be reimbursed for reasonable expenses.

6.2.2 Section Directors. Section Directors shall be elected by the Subscribing Members of the Branch they represent. The Section Directors shall attend meetings of the Board and assume other duties as delegated.

6.2.2.1 Term. Section Directors shall serve a two (2) year term and are eligible for re-election to the same office. The term of office of the Section Directors shall begin upon installation and continue until a successor is designated by their Branch.

The following Branches shall elect Section Directors in odd years: Brazos, Caprock, Dallas, El Paso, Fort Worth, Rio Grande Valley, Southeast Texas, and West Texas.

The following Branches shall elect Section Directors in even years: Austin, Central Texas, Corpus Christi, High Plains, Houston, Northeast Texas, and San Antonio.

6.2.2.2 Vacancy. A vacancy in the office of Section Director shall be filled for the unexpired portion of the term by the Branch the Section Director represents.

6.2.2.3 Compensation. The Section Directors do not receive compensation for service but may be reimbursed for reasonable expenses.

6.2.3 Past President. The immediate Past President shall attend meetings of the Board and Executive Committee and shall assume other duties as delegated by the President.

6.2.3.1 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.

6.2.3.2 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.

6.2.3.3 Compensation. The Past President does not receive compensation for service but may be reimbursed for reasonable expenses.

6.4 Removal from Office. The incapacitation of any Officer or Director at Large, or neglect in the performance of the duties of the office, may be grounds for removal from office by the Board of Direction.

6.5 Ex Officio Positions. The Executive Director and Secretary are non-voting members of the Board and the Executive Committee.

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

6.5.2 Secretary. The Executive Director shall designate the Secretary from among the Section paid staff. The Secretary shall serve in such role until a successor is appointed by the Executive Director. The Secretary shall keep the records of meetings of the Section, maintain the membership roster, authenticating all paid dues with the Society, and be responsible for submission of the Section's annual tax return and Annual Report of the Section. The Secretary shall also assume other duties as delegated by the President or Executive Director.

ARTICLE 7: ELECTIONS

7.0 Nomination Process. The Nominating Committee 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 Nominating Committee from within the Section membership in a format prescribed by the Nominating Committee. Candidates shall submit to the Nominating Committee a letter of intent to serve, if elected. **Candidates shall not campaign for election for any position.** No person shall be a Candidate for more than one (1) office per election cycle. In a contested election, the Nominating Committee shall propose Board approval election

rules to ensure a fair contest.

7.0.1 Official Nominees. The Nominating Committee shall choose no more than two (2) Candidates for each elected vacancy for inclusion on the ballot and obtain the consent of Nominees to serve, if elected. These Nominees shall be known as Official Nominees and designated on the ballot as such.

7.0.2 Petition Nominees. A written petition containing the following shall place a Candidate for consideration on the ballot as a Petition Nominee: (1) an endorsement by the Candidate's respective Branch Board, (2) an endorsement from at least one Section Board member, and (3) documentation of the Candidate's prior service on their Branch Board, Branch Institute Chapter Board, Section Board, and/or Section Institute Chapter Board. These Nominees shall be known as Petition Nominees and designated on the ballot as such.

7.0.3 Write-Ins. Write-in names on the election ballot are permitted.

7.1 Ballots. The Secretary shall send a ballot containing the list of all Official and Petition Nominees 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 offered electronically.

7.1.1 Tallying the Ballots. Ballots returned to the Secretary up to the time of counting shall be received and counted prior to the Annual Meeting by the Tellers Committee as set forth in the Policies and Procedures of the Section. For each office the Nominee receiving the highest number of votes cast shall be declared elected. In the event of a tie vote, the Board should determine the successful nominee from among those so tied.

ARTICLE 8: MEETINGS

8.0 Membership Meetings.

8.0.1 Annual Membership Meeting. There shall be an Annual Meeting of the membership. 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.

8.0.2 Frequency of Other Membership Meetings. Additional meetings may be held on such date and at such place as the Board designates.

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

8.1 Board of Direction and Executive Committee Meeting Notice. Notice of call for a meeting shall be not less than fifteen (15) days in advance of the meeting date.

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

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 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.

8.5 Meeting Participation by Alternative Means. The President may allow, with reasonable cause, any member of the Board or any Board committee to participate in a meeting of the Board or any Board committee by means of a conference telephone 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.

8.6 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

9.0 Subsidiary Organizations.

9.0.1 Types of Subsidiary Organizations. Subsidiary Organizations may be, but are not limited to, Branches, Younger Member Groups, local Institute Chapters, Technical Groups, and Committees. 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 Board of Governors. Bylaws of Subsidiary Organizations shall be approved by the Board before becoming effective.

9.0.3 Annual Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the Board for approval.

9.0.4 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.

9.0.5 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 the Board. Assets of a disbanded Subsidiary Organization shall be assumed by the Section.

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

9.1.1 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.

9.1.2 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.

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

9.1.4 Boundaries. A proposed Branch must have distinct boundaries by County stated in the petition.

9.1.5 Bylaws. The Branch shall prepare Bylaws to govern their operations. The Bylaws and any amendments must be approved by the Section Board before becoming effective.

9.1.5.1 Region Approval. Upon approval of the Board, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

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

9.2.1 Proposal. A new Technical Group or local Institute Chapter may 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.

9.2.2 Membership. Not less than five (5) Subscribing Members of the Section may form a Technical Group or local Institute Chapter.

9.2.3 Approval. Approval must be obtained from the Board to activate the Technical Group or local Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

9.3 Committees. The Section may establish standing or task committees to carry out

the work of the Section.

9.3.1 *Nominating Committee.* The Nominating Committee shall consist of not less than four (4) Subscribing Members of the Section, plus other duly selected members appointed by the Board. The President shall determine the Chair.

9.3.2 *Standing Committees.* The Section shall have the following Standing Committees: Branch & Section Relations Committee; Budget & Finance Committee; CECOM Planning Committee; Diversity, Equity, & Inclusion Council; Editorial Committee; Government Affairs Committee; History & Heritage Committee; Honors Committee; Membership Committee; Office & Personnel Committee; Past Presidents Council; STEM Committee; Strategic Planning Committee; Student Activities Committee; Texas Infrastructure Report Card Committee; and Younger Members Committee.

9.3.3 *Terms of Standing Committee Members.* Unless otherwise specified, the committee chairs 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.

9.3.4 *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.

9.4 *Other Subsidiary Organizations.* Other Subsidiary Organizations may be formed by the Board.

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, the Executive Director, 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.