

**FLORIDA SECTION
CONSTITUTION AND BYLAWS
As of 11/15/2008**

FLORIDA SECTION CONSTITUTION

Article 1: General

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

1.2 Objective. The objective of the Florida 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 covered by the Florida Section shall be the entire State of Florida.

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

2.3 Subscribing Members. All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Florida 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 Florida Section elections, to hold Florida Section office, to serve on Florida Section committees, or to represent the Florida 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 months in arrears.

2.4 Institute-only Members. Institute-only Members of a Society Institute may be members of one of the twelve Branch Technical Groups 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 Florida Section.

Article 4: Dues

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

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

Article 5: Management

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

5.2 Executive Director. The President, President-Elect and the Secretary/Treasurer shall be the committee responsible for selecting the Executive Director. Once a recommendation for the Executive Director and/or Administrative Management company is made by the committee, a two-thirds (2/3) majority vote from the Board of Directors shall be required to approve the recommendation. The Executive Director shall not have a vote in the matters of the society but shall be responsible for the day-to-day operations of the society.

Article 6: Officers and Directors

6.1 Officers. The officers of the Florida Section shall be the Past President, President, President-Elect, four elected Vice Presidents, and Secretary/Treasurer. Florida Section is divided into four districts based on the geographical grouping of the branches. Each of the four elected Vice Presidents shall be responsible for the District assigned to them.

6.2 Board of Directors. The Board of Directors shall consist of the Officers of Florida Section and the President or elected delegate of each Branch.

Article 7: Elections

7.1 Officers election. The Officers and Directors of Florida Section shall be elected based on the procedures set forth in the Florida Section Bylaws.

Article 8: Meetings

8.1 Membership Meetings

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

8.1.2 Meeting Notice. Notice of call for a meeting shall be sent to all Subscribing Members not less than ten (10) 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 four (4) meetings annually.

8.2.2 Meeting Notice. Notice of call for a meeting shall be sent not less than fifteen (15) days in advance of the meeting date.

Article 9: Subsidiary Organizations and Committees

9.1 Subsidiary Organizations. Subsidiary organizations may be formed within the Florida Section, to facilitate carrying out 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 Section activities, in accordance with the provisions of the Bylaws. Subsidiary organizations shall adopt Bylaws consistent with this Constitution.

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

Article 10: Administrative Provisions

10.1 Proper Use of Section Resources. No part of the net earnings of the Florida Section shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Florida 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 Florida Section shall be carrying on propaganda or otherwise attempting to influence legislation, and the Florida 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 Florida Section shall not carry on any activities prohibited by the provisions 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 Florida 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 Florida 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 Florida Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Florida Section entity.

10.4 *Distribution of Section Assets.* Upon dissolution of the Florida Section, the assets remaining after the payment of the debts of the Florida 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 a two-thirds (2/3) vote of the members of the Florida 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.

11.1.2 *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.

FLORIDA 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 Florida Section shall be payable in U.S. currency in advance of January 1st. Any changes to the amount for the Section dues shall be approved by the Florida Section Board.

Article 5: Management

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

5.2 Annual Report. The Secretary/Treasurer 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. The Officers of the Florida Section shall be elected by the Subscribing Members, with the exception of the President. The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting.

6.2 Terms. The term of office for each officer shall be one year, except for the Secretary/Treasurer and the four District Vice Presidents. The Term of office for the four District Vice Presidents shall be two years. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume their offices.

6.3 Vacancies. A vacancy in the office of President shall be filled by the President-elect. A vacancy in the office of President-elect shall be filled by a Vice-President. 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 other than that of four District Vice Presidents and Secretary/Treasurer 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.

7.1.1 Nominating Committee Members. The nominating Committee of the Section shall be a standing committee. It shall consist of not less than three members including the three most recent active Past-Presidents of the Section, plus other duly selected members.

7.1.2 Number of Nominees. 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. 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 Florida Section Executive Director 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 Florida Section Executive Director 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.

Article 8: Meetings

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

8.2 Parliamentary Authority. All business meetings of the Florida 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 Florida 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 Florida 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 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 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 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 based on the zip codes or county lines and shall be stated in the petition.

9.1.3.5 Region Approval. Upon Florida 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 Florida 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 Approval. Approval must be obtained from the Florida 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 Section Board of Directors.

9.1.6. Annual Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the Florida 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 Florida 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 Florida Section's Annual Report.

9.2 Standing Committees. The Florida Section shall have the following active committees:

- Administrative
- Annual Meeting
- Audit
- Awards
- Communications
- Education
- Government Relations
- History and Heritage
- Membership
- Nominating
- Public Relations
- Science and Engineering Fair
- Student Activities
- Technical Activities
- Young Members

The purpose, composition and duties of each of the Committees is established in the Florida Section Operating Manual.

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

10.1 *Proper Management of Section Resources.* The Executive Director shall maintain and update the financial records of the Florida Section on a regular basis. When necessary the Executive Director shall contact the financial institutions to update contact information and/or other pertinent data to ensure that there is no break in information transfer from the financial institutions.

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.

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 Florida Section Board of Directors present at a duly constituted Board meeting, where a quorum is in attendance.