

**BYLAWS  
LOS ANGELES SECTION  
AMERICAN SOCIETY OF CIVIL ENGINEERS**

(Revised July 2008)

**PREAMBLE**

The Bylaws of the Los Angeles Section (hereinafter called the "Section") of the American Society of Civil Engineers (hereinafter called the "Society"), are to be interpreted in all respects in accordance with the Constitution of the Section, as amended.

**ARTICLE 1. GENERAL**

- 1.0 *Name and Location.* The name and location are set forth in the Section Constitution.
- 1.1 *Objective.* The objective of the Section is set forth in the Section Constitution.
- 1.2 *Use of Name and Marks.* The use and publication of the Society and Section name and marks shall be in accordance with the Rules and official policies of the Society

**ARTICLE 2. MEMBERSHIP**

- 2.0 The membership grades and Section voting classifications are set forth in the Section Constitution.

**ARTICLE 3. DUES**

- 3.0 Section annual dues shall be due, payable, and considered delinquent in accordance with the procedures established by the Society.

3.1 The Los Angeles Section Board of Directors (hereinafter called the "Section Board") shall determine by a majority vote, no later than June 14<sup>th</sup> each year, the Section annual dues requirements to apply to the next fiscal year for the following seven member categories:

- Category 1 Student Member grade
- Category 2 Affiliate Member grade
- Category 3 Associate Member grade
- Category 4 Member grade
- Category 5 Fellow Member grade
- Category 6 Distinguished Member grade
- Category 7 Life Member classification

3.1.1 The Section Board encourages those members who are not required to pay Section dues to consider voluntary payment of all or part of the category of dues appropriate to their membership grade.

- 3.2 Only an Assigned Member who complies with the Section dues requirements has the rights and privileges set forth in the Section Bylaws.

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3.3 The Section Board shall require payment of a prorated share of the annual Section dues of any Assigned Member who joined the Section after January 1st of any given year in accordance with the dues payment procedures established by the Society. A Society member, in good standing with any Section within the Society who notifies the Section of their relocation into the Section area shall be considered in good standing until the next Section membership renewal date.

3.4 The Section Board shall make the payment of Section dues optional on the part of any Assigned Member for the period during which, due to special membership conditions, the Assigned Member may not be required to pay dues to the Society.

### ARTICLE 4. OFFICERS AND GOVERNING BOARDS

4.0 *Officers.* Section Officers shall be as specified in the Section Constitution and shall be Voting Members.

4.0.1 The President-Elect and President shall be Registered Professional Engineers; however, the Section Board may waive this requirement on a case by case basis.

4.1 *Officer Terms.* Regular terms shall begin at the start of the Section Fiscal Year and continue until successors are installed or appointed in accordance with these Bylaws.

4.1.1 The President shall serve a one (1) year term.

4.1.2 The President-Elect shall serve a one (1) year term and shall assume the office of President at the conclusion of the current President's term.

4.1.3 The Past-President shall serve a one (1) year term upon conclusion of serving as President for one term.

4.1.4 The Secretary is elected for a two (2) year term.

4.1.5 The Treasurer is elected for a two (2) year term.

4.1.6 The Vice-Presidents are each elected for a two (2) year term.

4.1.7 The Secretary, Treasurer, and Vice Presidents may serve two consecutive terms. The President-Elect, President, and Past-President shall not serve consecutive terms.

4.2 *Officer Vacancies.* A vacancy shall exist if the officer resigns, dies, is recalled, moves their permanent residency outside of the Los Angeles Section area, or in the opinion of the Section Board is unable to fulfill the duties of the office by reason of their temporary residency, incapacity, or lack of performance.

4.2.1 The office of President shall be filled by the President-Elect.

4.2.2 Other unscheduled vacancies of Section officers shall be filled for the unexpired term through appointment by the Section Board.

4.3 *Nominations.* The Section shall have a Nominating Committee that is annually appointed by the Section Board and the President-Elect shall be ex-officio a member. Each year the Nominating Committee shall prepare a slate of nominees for presentation to the Section Board. The slate shall include one or more Voting Members as nominees for each open Section office listed in Section Constitution Section 4.0 *Officers.*

4.3.1 The Section offices for the ensuing year shall be filled by either acclamation or a general election as described in these Bylaws, Section 4.4 *Elections.*

4.3.2 The Nominating Committee shall secure each nominee's consent to serve if elected prior to preparation of the final slate of nominees.

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4.3.3 The Nominating Committee shall report to the Section Secretary on or before March 1<sup>st</sup> the names of the nominees.

4.3.4 At the first Board Meeting or Section Meeting after March 1<sup>st</sup>, the Secretary shall present the names of the nominees to the Section Board for approval.

4.3.5 After Board approval, the Secretary shall announce to the Voting and Affiliate Members the names of the nominees by either of the following methods: 1) forward<sup>1</sup> an announcement; or 2) publish in the next regular Section newsletter.

4.3.6 Additional nominations for each office to be filled may be made by a petition signed by no less than fifty (50) Voting Members of the Section provided that such petition is accompanied by a written acceptance of the nomination by the nominee and is filed with the Secretary within 30 days after the announcement of the nominees.

### 4.4 *Elections.*

4.4.1 If no petitions are received and not more than one nominee is presented for each office to be filled, the persons nominated shall be deemed to be elected by acclamation.

4.4.2 If more than one nominee is presented for any office to be filled, the Secretary shall conduct a general election in accordance with the following election procedure:

4.4.2.1 Ballots for the general election are to be prepared reflecting in alphabetical order the selections of the Nominating Committee for all offices to be filled and the names of the candidates nominated by petition.

4.4.2.2 Additional space shall be provided under each office for which an officer is to be elected so that Voting Members can write in the names of any other eligible candidate for whom they wish to vote.

4.4.2.3 The Secretary shall forward these ballots to each Voting Member no later than June 15<sup>th</sup>.

4.4.2.4 Ballots shall be returned to the Secretary no later than noon, 15 days after being forwarded, or if received by mail, postmarked no later than 15 days after being forwarded to the Voting members.

4.4.2.5 A Teller Committee shall consist of a chair and two members appointed by the Section President

4.4.2.6 The ballots shall be canvassed by the Teller Committee no later than 15 days after the deadline for returning to the Secretary.

4.4.2.7 Any candidate who on the first ballot received a majority of all the votes cast for that office shall be deemed elected.

4.4.2.8 If no candidate for an office receives a majority of all the votes cast for that office, the Secretary shall forward to each Voting Member no later than July 31<sup>st</sup> a final ballot containing only the names of the two candidates receiving the highest number of votes for each office still unfilled

4.4.2.9 Final ballots shall be returned to the Secretary no later than noon, 15 days after being forwarded, or if received by mail postmarked no later than noon, 15 days after being forwarded to the Voting members.

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<sup>1</sup>The term "forward", used here and hereafter, shall mean to send electronically in accordance with the Society electronic distribution policy or, if a member does not provide an electronic address in the Society database, by US Postal Service or similar delivery service.

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4.4.2.10 Final ballots shall be canvassed by the Teller Committee no later than 15 days after the deadline for returning.

4.4.2.11 The candidate receiving the highest number of votes cast for any office shall be deemed elected to that office.

4.4.2.12 In the event of a tie on the final ballot between two candidates for the same office, the Section Board shall convene at their earliest opportunity and cast a secret ballot to determine which candidate shall be deemed elected.

4.4.2.13 The Chair of the Teller Committee shall announce the results of the election at the next regular Section Board Meeting, and shall submit the results to the Newsletter Editor for publication in the Section newsletter.

4.4.2.14 The Secretary shall keep a tabulation of all ballot results on file.

### 4.4.3 *Balloting Procedures.*

4.4.3.1 *Electronic Ballot.* The Section procedures for the forwarding and returning of ballots forwarded electronically shall be in conformance with the Society electronic balloting procedures.

4.4.3.2 *Mailed Ballot.* If a member does not provide an electronic address in the Society database, a ballot will be forwarded by US Postal Service or similar delivery service. Ballots for election of officers that are forwarded by mail shall be returned to the Secretary on the forms and in envelopes provided by the Secretary for that purpose. Each ballot shall be returned in two envelopes, the inside envelope being without any distinguishing mark and the outside envelope bearing the signature and printed name of the Voting Member. If either signature or printed name is lacking, the ballot shall not be counted.

4.5 *Officer Unable to Take Office.* If a candidate receiving a majority of the votes is unable to take office, the Nominating Committee shall nominate, within thirty (30) days after the Section Board is notified that such a vacancy will exist, one or more Voting Members to fill said vacancy. If necessary, an election to fill such vacancy shall then be held conforming to the general election procedures. The time interval between the distribution and return of ballots shall be fifteen (15) days and the ballots shall be canvassed by the Teller Committee within fifteen (15) days of the return deadline.

4.5.1 If deemed necessary, the Section Board may appoint a Voting Member to fill the vacancy arising there from and such appointee shall serve until the elected candidate has been installed.

4.5.2 In the event the Section Board appoints an officer, a special election may be called within sixty (60) days of the announcement of such appointment to fill the unexpired term of that office upon request of at least fifty (50) Voting Members of the Section. Said requests shall be submitted within thirty (30) days of announcement of appointment and shall include the name and acceptance of a nominee. The election shall conform to the general election procedure. The time interval between the distribution and return of ballots shall be fifteen (15) days and the ballots shall be canvassed by the Teller Committee within fifteen (15) days of the return deadline

4.6 *Recall of an Officer.* To initiate the recall of an officer, a petition for recall signed by one hundred (100) Voting Members of the Section shall be submitted to the Section Board. The Teller Committee shall validate that all signatories of the petition for recall are Voting Members. Upon

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validation of the recall petition, and within thirty (30) days of its receipt, the Section Board shall instruct the Secretary to forward to each Voting Member a ballot on which is stated, "Shall (Name of Officer) be recalled from the office of (Name of Office)?" The ballots shall be returned to the Secretary within fifteen (15) days after being forwarded or if received by mail postmarked within fourteen (14) days after mailing and shall be canvassed within fifteen (15) days after being forwarded. Canvassing and the announcement of the results of balloting shall be as prescribed in these Bylaws. If a majority of the Voting Members who cast a ballot vote in favor of recall, then the tenure of the officer shall terminate as of the date the ballots are canvassed.

4.7 *Board of Directors.* Section governance and management shall be vested in the Section Board, which shall report to the Region 9 Board of Governors.

4.7.1 The Section Board shall consist of the members defined in the Section Constitution.

4.7.2 The Section Board shall be responsible for the management and control of the property and fiscal assets of the Section.

4.7.3 The Section Board shall prescribe, oversee, and coordinate the activities of the Subsidiary Organizations.

4.7.4 The Section Board shall prescribe, oversee, and coordinate the activities of the standing and task committees.

4.7.5 The Section Board shall oversee the preparation of the Annual Report which shall be submitted to the Society in accordance with the Society published requirements.

4.7.6 The Section Board shall perform all administrative duties of the Section not otherwise delegated in the Bylaws.

## ARTICLE 5. MANAGEMENT

5.0 *Parliamentary Authority.* The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Section Board, its Subsidiary Organizations, and its committees in all cases to which they are applicable and in which they are not inconsistent with the Section Constitution and these Bylaws. The President-Elect shall be the Section Parliamentarian and a decision by the President-Elect on any matter of procedure before the Section Board shall be final.

5.1 *Subsidiary Organizations.* Formation of Section Subsidiary Organizations (self governing units) shall be subject to the approval of the Section Board and shall be in compliance with all requirements which have been established by the Society.

5.1.1 *General Requirements.*

5.1.1.1 Bylaws of Subsidiary Organizations shall be consistent with the Section Constitution and Bylaws, and the policies of the Society.

5.1.1.2 Subsidiary Organization Bylaws shall be approved by the Section Board before becoming effective

5.1.1.3 Subsidiary Organizations may include, but are not limited to, Branches, Life Member Forums, Younger Member Forums, and Technical Groups.

5.1.1.4 The Section may assign a Technical Group or Younger Member Forum to report to a Branch.

5.1.1.5 Names of Subsidiary Organizations shall be as set forth in the Rules of Policy and Procedure of the Section and of the Society.

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5.1.1.6 All Subsidiary Organization members must be current with Section dues payment or be exempt from Section dues payment in accordance with the Section Constitution or Bylaws.

5.1.1.7 Each Subsidiary Organization shall submit an annual budget and financial statement to its Branch or Section Board for approval.

5.1.1.8 Each Subsidiary Organization President or Chair shall submit an annual written report to its Branch or Section Board on the activities and programs of their organization. This annual report, including a financial statement, shall be suitable for incorporation into the Section's Annual Report. In addition, a financial audit shall be performed in accordance with the Society requirements.

5.1.1.9 Each Subsidiary Organization shall hold a minimum of three (3) events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have the minimum Voting and Affiliate Members on its rolls set forth in their Bylaws, shall be automatically disbanded.

5.1.1.10 Assets and debts of a disbanded Subsidiary Organization shall be assumed by the Branch or the Section to which it reports

5.1.2 *Creation of Branches.* Branches of the Section shall be created in accordance with the following requirements:

5.1.2.1 Those proposing a new Branch shall demonstrate in writing the advantages to members in the area gained by formation of a new Branch.

5.1.2.2 A written petition containing a minimum of fifteen (15) signatures of Voting and Affiliate Members residing in the area shall be submitted through the Section to the Society for review and final approval.

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

5.1.2.4 A proposed Branch shall have distinct boundaries by Zip Code stated in the petition.

5.1.2.5 Region Approval. Upon Section Board approval the proposal and petition shall be submitted to the Region 9 Board of Governors for review and final approval.

5.1.3 *Creation of Other Subsidiary Organizations.* Technical Groups, Younger Member Forums, Institute Chapter, or other Subsidiary Organizations shall be created in accordance with the following requirements:

5.1.3.1 Those proposing a Subsidiary Organization shall submit a statement to the Section Board with the name, objectives, officers, and brief comments on the advantages to members in the area gained by having such a Subsidiary Organization. Those proposing an Institute Chapter shall also contact the appropriate ASCE Institute and comply with the Institute rules for creating a chapter.

5.1.3.2 No less than ten (10) Voting and Affiliate Members of the Section may form a Subsidiary Organization.

5.2 *Committees.* The Section Board shall establish or disband standing and task committees as is from time to time deemed necessary.

5.2.1 Voting and Affiliate Members may serve on committees.

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- 5.2.2 The President shall appoint and be ex-officio a member of all committees except the Nominating Committee.
- 5.3 *Policy and Procedure Manual.* The Section Board shall adopt a Policy and Procedure Manual (the Manual) for the implementation of the Constitution and Bylaws and the administration of the Section.
- 5.3.1 The Manual shall be reviewed annually and amendments considered by the Section Board.
- 5.3.2 In case of conflict between the Bylaws and the Manual, the Bylaws shall prevail.
- 5.3.3 Specific duties of the Section Board shall be specified in the Manual.
- 5.3.4 Specific duties of the active standing committees shall be set forth in the Manual.
- 5.4 *Region 9 Board of Governors Nominee.* The Section shall follow the rules and requirements for nominating a Region 9 Governor as established by the Region 9 Board.

### ARTICLE 6. MEETINGS

- 6.0 *Annual Meeting.* A Section Annual Meeting shall be held on such date and at such place designated by the Section Board.
- 6.1 *Section Meetings.* Section Meetings in addition to the Annual Meeting may be held at the discretion of the Section Board within the Section area at times and places determined by the Section Board.
- 6.1.1. The Voting Members in attendance shall constitute a quorum for transacting business at a Section Meeting.
- 6.2 *Special Section Meeting.* A Special Section Meeting shall be held within thirty (30) days following receipt by the Secretary of a Special Meeting request in writing signed by no less than fifty (50) Voting Members of the Section.
- 6.2.1 The Secretary shall validate that all signatories of the petition are Voting Members.
- 6.2.2 The time and place of such Special Section Meeting shall be designated by the Section Board.
- 6.2.3 The Voting Members in attendance shall constitute a quorum for transacting business at a Special Section Meeting.
- 6.3 *Notice of Annual, Section, and Special Section Meetings.* The Secretary shall forward notices of the Annual, Section, and Special Section Meetings to all Voting Members no later than ten (10) days prior to the designated meeting or a notice may be printed in the newsletter or a publication approved by the Section Board.
- 6.4 *Board Meetings.* The Section Board shall meet as often as the President determines is necessary to transact the affairs of the Section. All meetings of the Section Board, except closed sessions, shall be open to all Voting, Affiliate, and Student Members who shall be entitled to be heard. A majority of the Section Board shall constitute a quorum and a majority vote of the Section Board members present shall be sufficient to take action. If a non-officer Section Board member cannot attend a meeting of the Board, he or she may designate a voting proxy by telephoning or by sending an e-mail to the President prior to the voting on any Board action for that meeting.

## ARTICLE 7. OTHER PROVISIONS

### 7.0 *Financial.*

7.0.1 The fiscal year of the Section shall be the same as that prescribed by the Society.

7.0.2 All assets of the Section shall be held in the name of the Section and shall be the responsibility of the Section Board.

7.0.3 All expenditures and commitments for expenditures must be authorized by the Section Board.

7.0.4 Each fiscal year the Section Board shall approve the selection of the Audit Committee, who may employ the services of a professional consultant, to conduct the annual audit of the financial records of the Section. The Audit Committee shall consist of three Voting Members. The Section President-Elect, or his designee approved by the Board, shall be the Chair. The Chair proposes to the Board for approval two other Voting Members to serve on the Committee. It is recommended that the Committee include one past Section Treasurer and the current or a past Section Secretary.

## ARTICLE 8. AMENDMENTS

8.0 *By Board Action.* At any Section Board Meeting, a quorum being present, the Section Board may amend these Bylaws by a two-thirds vote of the Section Board members present provided that a written notice of such proposed amendment shall have been given at a previous meeting of the Section Board. Further, the Secretary shall forward a copy of such proposed amendments to each member of the Section Board and shall advise the Voting Members of the proposed amendment at least thirty (30) days in advance of the Section Board Meeting at which action thereon is to be taken. Publishing the proposed amendments in a publication approved by the Section Board, such as the Section newsletter, so as to reach the Voting Members thirty (30) days in advance of the Section Board Meeting where the vote will be taken shall satisfy the notification requirement.

8.1 *By Petition.* A proposed amendment to these Bylaws may be presented in writing to the Section Board on a petition signed by at least fifty (50) Voting Members of the Section. Upon determination of the validity of the petition by the Section Board, the petition and the amendments shall be read at the next meeting of the Section Board. Following the reading of a proposed amendment at a Section Board Meeting, the procedures to amend the Bylaws as stated in Bylaws 8.0 shall be followed.

8.2 The Secretary shall forward an amendment approved by the Board to the Society for final approval.

8.3 After the Society gives final approval, the Secretary shall forward to the Voting and Affiliate Members a copy of the amended Bylaws.

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### Approvals:

Approved on April 2, 2008, by the Los Angeles Section Board of Directors for distribution to the membership for review and notice of a Board vote

Approved on June 4, 2008 by the Los Angeles Section Board of Directors

Final approval without changes on July 16, 2008 by the Society's Committee on Geographic Units