

CONSTITUTION

LOS ANGELES SECTION
AMERICAN SOCIETY OF CIVIL ENGINEERS

LOS ANGELES SECTION

(Revised April 2008)

AMERICAN SOCIETY OF CIVIL ENGINEERS

Established 1958

PREAMBLE

(Revised 2000)

The members of the Los Angeles Section of the American Society of Civil Engineers, in accordance with their charter and for the more effectual execution of the design of their institution establish and ordain the following Constitution for the government of said Section.

ARTICLE 1. GENERAL

ARTICLE I NAME, LOCATION AND OBJECTIVES

1.0 Name. The name of this organization shall be Los Angeles Section (hereinafter called the "Section"), American Society of Civil Engineers (hereinafter called the "Society").

1.1 Location. The area of the Section shall be the Counties of Inyo, Kern, Los Angeles, Mono, Orange, Riverside, San Bernardino, San Luis Obispo, Santa Barbara, and Ventura of the State of California, as defined by the Society.

1.1.1 The office of the Section shall be located within the area of the Section.

1.2 Objective. The objective of the Section shall be the advancement of the science and profession of civil engineering, in a manner consistent with the purposes of the Society.

Section 1. ~~The name of this organization shall be Los Angeles Section (the Section), American Society of Civil Engineers (the Society).~~

ARTICLE 2. MEMBERSHIP

Section 2. ~~0~~ The office of the Section shall be located ~~Society shall designate Society~~ Members of all grades whose addresses of record are ~~within the areas~~ area of the Section as Assigned Members of the Section.

2.1 Assigned Members who have made payment of the current dues of the Section, or who are exempt from dues payment as defined in the Section Bylaws, shall have the rights and privileges as set forth in the Section Constitution and Section Bylaws.

2.2 Voting Right Classifications

2.2.1 The Voting Member grades of the Section shall be Associate Member, Member, Fellow Member, and Distinguished Member.

2.2.2 Non-Voting Member grades of the Section shall be Student Member and Affiliate Member.

2.3 Institute-only Members. Institute-only Members of a Society Institute may be members of a Section's or Branch's Technical Group or Institute Chapter.

~~Section 3. The objective of the Section shall be the advancement of the science and profession of engineering, in a manner consistent with the purposes of the Society.~~

ARTICLE 3. DUES

3.0 There shall be no Section initiation fee.

3.1 Section annual dues shall be set in accordance with the provisions of the Section Bylaws.

3.2. Members exempt from payment of the Society dues, such as Life and Distinguished Members, shall be exempt from payment of Section dues, and shall have all the rights and privileges as set forth in the Section Bylaws.

ARTICLE II AREA AND MEMBERSHIP 4. OFFICERS AND GOVERNING BODIES

4.0 Officers. The Section 1. The area of the Section (Section-area) Officers shall be the Counties of Inyo, Kern, Los Angeles, Mono, Orange, Riverside, San Bernardino, San Luis Obispo, Santa Barbara and Ventura of the State of California. President, President-Elect, the latest active resident Past President, Secretary, Treasurer, and two Vice-Presidents.

4.0.1 The Section Officers shall constitute the Executive Committee in which the day to day operations of the Section are vested.

4.1 Governing Body. The governing body of the Section shall be the Section Board of Directors (hereinafter called the "Section Board").

4.1.1 Section Board. The Section Board shall be the President, President-Elect, the latest active resident Past President, Secretary, Treasurer, two Vice-Presidents, the Branch Presidents, a representative of the Life Member Forum, a representative of the Younger Member Forum, and the Region 9 Governor for the Los Angeles Section

4.1.1.1 The Section Board shall be Voting Members.

4.1.1.2 Section Board members shall not receive compensation for their services, but may be reimbursed for authorized expenses.

~~Section 2. All members of the Society of all grades, who subscribe to the Constitution and Bylaws of the Section and who have paid the current dues of the Section, or who are exempt by Article III, shall be Subscribing Members of the Section. All other 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.~~

ARTICLE 5. MANAGEMENT

5.0 Bylaws. The Section 3. Only subscribing members shall have the right to vote, to hold office, to serve on committees, or to represent adopt Bylaws consistent with the Section officially. Constitution for the guidance of officers and members.

5.1 Subsidiary Organizations. Subsidiary organizations shall be formed in accordance with the provisions of the Section Bylaws to facilitate carrying out of the objectives of the Section, to promote

interest in the Society, and to provide to Section members a better opportunity for participation in local activities.

ARTICLE 6. MEETINGS

ARTICLE III ————— DUES

6.0 The Section Annual Meeting, other Section Meetings, and Section Board Meetings shall be held in accordance with the Section Bylaws.

Section 1. ————— There shall be no entrance fee.

ARTICLE 7. OTHER PROVISIONS

7.0 *Proper Use of Section 2.* ————— Annual dues shall be established by the Section Board by an amendment to the Bylaws of the Section. Subscribing membership ceases for any member whose dues are delinquent on June 1 of each year. *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.

7.1 *Limitations on Political Activity.* No substantial part of the activities of the Section shall be carrying on propaganda or otherwise attempting to influence legislation, and the 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 Section shall not carry on any activities prohibited by the provisions Society's governing documents.

7.2 *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.

7.3 *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 of Directors shall determine, and in the absence of such designation they shall be conveyed to the Society.

Section 3. ————— Members exempt from payment of ASCE National dues, such as Life and Honorary Members, shall be exempt from payment of Section dues.

ARTICLE 8. AMENDMENTS

8.0 A proposed amendment to the Section Constitution may be initiated by: 1) a written petition from the Voting Members as defined below, or 2) a simple majority vote of the Section Board.

8.0.1 A written petition shall be signed by no less than fifty (50) Voting Members of the Section and submitted to the Section Secretary, who shall validate that all signatories of the

petition are Voting Members.

8.0.2. A written petition shall be approved by the Section Board prior to further consideration as a proposed amendment.

8.1 The Section Constitution may be amended only by the following procedure:

8.1.1 The Secretary shall forward a proposed amendment to the Society for clearance and consistency with the Society's objectives.

8.1.2 Upon receipt of Society clearance, the Secretary shall forward¹ the proposed amendment to the Voting Members who shall be given the opportunity to vote on the proposed amendment.

8.1.3 To become effective, a proposed amendment shall receive an affirmative vote of no less than two-thirds (2/3) of the Voting Members who cast a vote.

8.1.4 The Secretary shall forward an amendment approved by the Voting Members to the Society for final approval.

8.1.5 After the Society gives final approval, the Secretary shall forward a copy of the amended Constitution to all assigned members.

¹ The term "forward" to a member 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.

ARTICLE IV ~~OFFICERS AND GOVERNING BODIES~~

Section 1. ~~The officers of the Section shall be a President, a President-Elect, the latest active resident Past-President, a Secretary, a Treasurer, and the Vice-Presidents as established by the Section-Bylaws:~~

Section 2. ~~The Board of Directors (Section-Board) shall be a President, a President-Elect, the latest active resident Past-President, a Secretary, a Treasurer, the Vice-Presidents as established by the Section-Bylaws, the Branch Presidents, a Delegate to the Council of the California Society of Civil Engineers (District-13), and a representative of the Younger-Member Forum (YMF). The governing body of the Section shall be the Section-Board.~~

Section 3. ~~Officers and Directors do not receive compensation for their services.~~

ARTICLE V ~~ANNUAL MEETING~~

Section 1. ~~The annual Installation of Section Officers shall be held on such date and at such place as the Section Board designate. Other meetings shall be held in accordance with the Section-Bylaws.~~

ARTICLE VI ~~SUBSIDIARY ORGANIZATIONS (self-governing units)~~

Section 1. ~~Subsidiary organizations consisting of Branches, Younger Member Forum and technical groups may be formed in accordance with the provisions of the Section Bylaws under the sponsorship of 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 section activities.~~

Section 2. ~~Subsidiary organizations shall adopt Bylaws consistent with this Constitution.~~

ARTICLE VII ~~BYLAWS~~

Section 1. ~~The Section shall adopt Section-Bylaws consistent with this Constitution for the guidance of officers and members.~~

ARTICLE VIII ~~AMENDMENTS~~

Section 1. ~~This Constitution may be amended only by the following procedure:~~

(a) ~~A proposed amendment to this Constitution must be submitted to the Section Secretary in written petition signed by not less than 50 subscribing members of the Section.~~

(b) ~~The Secretary shall validate that the signatures of the petition are subscribing members and forward the proposed amendment to the Council of Vice Presidents at the Headquarters of the American Society of Civil~~

Engineers (ASCE National) for clearance prior to an approval vote being taken by the Section membership.

- (c) The proposed amendment shall be distributed to the subscribing members of the Section who shall be given the opportunity to vote.
- (d) To become effective the proposed amendment shall receive an affirmative vote of not less than two thirds of the subscribing members voting. If the proposed amendment is approved by the membership, the Secretary shall forward it to the ASCE National Council of Vice Presidents for final approval.
- (e) The Board of Directors may initiate an amendment(s) to the constitution by a simple majority vote. Said amendment(s) shall be added to the constitution once voted and agreed upon by the membership as set forth in this Article, paragraphs (b), (c) and (d).

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 1. No part of the net earnings of the Section shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the Section shall be carrying on propaganda, and the Section shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 2. Upon dissolution of the Section the assets remaining after the payment of the debts of the Section shall be distributed to such corporation, community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended, as the Section Board shall have designated and in the absence of such designation they shall be conveyed to ASCE National. **Approvals:**

Approved on April 2, 2008 by the Los Angeles Section Board of Directors for membership vote

Approved on _____ by the voting members of the Los Angeles Section

Final approval on _____ by the Society's Committee on Geographic Units