



**Georgia Section  
CONSTITUTION AND BYLAWS**

**CONSTITUTION**

**Article I: Name and Object**

**Section 1.** The name of this organization shall be the Georgia Section, American Society of Civil Engineers (hereinafter referred to as the "Georgia" Section).

**Section 2.** The objective of the Georgia Section shall be the advancement of the science and profession of Civil Engineering, in a manner consistent with the purpose of the American Society of Civil Engineers.

**Article II: Area and Membership**

**Section 1.** The area of the Georgia Section shall be the entire State of Georgia less the counties of Columbia, Lincoln, and Richmond located therein.

**Section 2.** All members of the American Society of Civil Engineers of all grades, who subscribe to the Constitution and Bylaws of the Georgia Section, 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 American Society of Civil Engineers 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.

**Section 3.** Only Subscribing Members shall be eligible to vote, to hold office, to serve on committees, or to represent the Section officially.

**Article III: Dues**

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

**Section 2.** Annual dues shall be established by the Bylaws of the Section. Subscribing membership ceases for any member whose dues are more than twelve (12) months in arrears.

**Section 3.** Society Life Members shall be exempt from payment of dues in the Section.

**Article IV: Officers and Governing Body**

**Section 1.** The Board of Directors of the Georgia Section shall consist of the following members: 1) a President, 2) a President-Elect, 3) a Vice President, 4) a Secretary, 5) a Treasurer, 6) Directors for each active Branch, 7) a Director of Internal Affairs, 8) a Director of External Affairs, 9) a Director of Technical Groups, 10) a Director of the Younger Member Group, and 11) the latest active resident Past President of the Section. Each member of the Board of Directors shall have one vote.

**Section 2.** The responsibilities of the Board of Directors, as the governing body of the Section, shall include: 1) direct the investment and care of the funds of the Section, 2) make appropriations for specific purposes directly connected with Section activities, 3) take measures to advance the interests of the Section, and 4) generally direct its business.

**Section 3.** The President shall have general supervision of the affairs of the Georgia Section. He/she shall preside at meetings of the Section and of the Board of Directors. In the absence of the President from any Georgia Section or Board Meeting, his/her duties shall be vested in the remaining officers in the following order of precedence: 1) President-Elect, 2) Vice-President, 3) Secretary, 4) Treasurer.

**Section 4.** The President-Elect shall perform duties as designated by the President. The President-Elect shall be the Chairman of the Program Committee (see Bylaws, Art VII, Sec 3).

**Section 5.** The Vice President shall perform duties as designated by the President. The Vice-President shall be the Chairman of the Membership Committee (see Bylaws, Art VII, Sec 4).

**Section 6.** The Secretary shall perform duties as designated by the President. The Secretary shall attend all meetings of the Georgia Section and of the Board of Directors and duly record the proceedings thereof. In case of his/her absence from a meeting, he/she shall appoint a substitute, subject to the approval of the President. He/she shall submit a written Annual Report of the Georgia Section's activities to the Society Headquarters, as directed by the Constitution of the Society.

**Section 7.** The Treasurer shall perform duties as designated by the President. The Treasurer shall see that all monies due are collected and shall deposit same in the name of the Georgia Section. He/she shall have charge of the books of account of the Georgia Section and shall present to the Society Headquarters an Annual Financial Statement in the form prescribed by the Society. He/she shall pay all bills and shall invest all funds not needed for current disbursements as ordered by the Section Board of Directors.

**Section 8.** The Directors of each active Branch shall represent the interest of the Branch as designated by the Section President. He/she shall maintain liaison with the Branch President and submit a Monthly Report and an Annual Report to the Section Board of Directors.

**Section 9.** The Director of Internal Affairs shall perform duties as designated by the President. These responsibilities generally include guidance and oversight of committee activities such as: 1) continuing education, 2) history & heritage, 3) hospitality, 4) website, 5) awards, and 6) coordination of member participation events. He/she shall submit a Monthly Report and an Annual Report to the Section Board of Directors. Also, he/she shall submit the Outstanding Section Nomination to Society Headquarters upon approval by the Board of Directors.

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**Section 10.** The Director of External Affairs shall perform duties as designated by the President. These responsibilities generally include guidance and oversight of committee activities such as: 1) public relations, 2) legislative affairs/key contact, 3) student affairs, 4) liaison with other engineering and technical organizations, and 5) coordination of outreach type events. He/she shall submit a Monthly Report and an Annual Report to the Section Board of Directors. Also, he/she shall submit the request for the Section Public Affairs Grant to Society Headquarters upon approval by the Board of Directors.

**Section 11.** The Director of Technical Groups shall represent the interest of the Technical Groups as designated by the President. He/she shall maintain liaison with the Chairs of the Technical Groups and submit a Monthly Report and an Annual Report to the Section Board of Directors.

**Section 12.** The Director of the Younger Member Group shall represent the interest of the Younger Members as designated by the President. He/she shall maintain liaison with the Chair of the Younger Members Group and submit a Monthly Report and an Annual Report to the Section Board of Directors.

**Section 13.** The Past President shall perform duties as designated by the President. He/she shall Chair the Section Nominating Committee as well as be a participating member of the sub-committees for developing the request for the Section Public Affairs Grant and submission for the Outstanding Section Nomination. He/she shall submit a Monthly Report and an Annual Report to the Section Board of Directors.

**Section 14.** Officers and Directors do not receive compensation for their services.

## **Article V: Meetings**

**Section 1.** The Annual Meeting 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 twenty-five (25) Subscribing Members.

**Section 2.** All Subscribing members shall be notified of Section Meetings at least 15 days prior to the meeting.

## **Article VI: Bylaws**

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

## **Article VII: Subsidiary Organizations**

**Section 1.** Subsidiary organizations may be formed within the Georgia Section to: 1) facilitate carrying out the objectives of the Section, 2) promote interest in the Society, and 3) provide the members of the Section a better opportunity for participation in local Section activities, in accordance with the provisions of the Bylaws.

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

### **Article VIII: Amendments**

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

- (1) Amendments to this Constitution may be proposed at any time by the Board of Directors, or by a written petition signed by not less than fifteen (15) Subscribing Members of the Section, to the Section Secretary.
- (2) The proposed amendment shall be reviewed by the ASCE Board of Direction or Standing Committee designated by the Board of Direction before being voted upon by the membership.
- (3) The proposed amendment shall be notified to the Subscribing Members of the Section who shall be given the opportunity to vote.
- (4) To become effective, it shall receive an affirmative vote of not less than two-thirds (2/3) of the Subscribing Members voting, and the approval of the ASCE Board of Direction or Standing Committee designated by the Board of Direction.

### **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 involve propaganda or attempts to influence legislation. The Section shall not participate, or intervene (including the publishing or distributing of statements), in any political campaign on behalf of or in opposition to 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 qualifies 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 Board of Directors shall have designated and in the absence of such designation they shall be conveyed to the American Society of Civil Engineers.

## **BYLAWS**

### **Article I: Dues**

**Section 1.** The annual dues for members of the Georgia Section shall be as determined by the Board of Directors, payable in advance of January 1st.

## **Article II: Officers, Terms, and Vacancies**

**Section 1.** The term of office, for each officer shall be one year, except that the Secretary and Treasurer shall serve two years. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume the offices.

**Section 2.** A vacancy in the office of the President shall be filled by the President-Elect. A vacancy in the office of the President-Elect shall be filled by the Vice President. A vacancy in the Past President shall be filled by the latest active resident Past President. Other vacancies shall be filled for the unexpired term by appointment of the President, with approval of the Board of Directors.

**Section 3.** No member shall serve in one elected office other than that of Secretary and/or Treasurer for more than two successive elected terms.

**Section 4.** The election of Secretary and Treasurer shall be staggered so that continuity within the Section can be maintained.

## **Article III: Nomination and Election of Officers**

**Section 1.** The Nominating Committee of the Georgia Section shall be a standing committee. It shall consist of not less than three members including the three most recent active resident Past Presidents of the Section, plus other duly selected members appointed by the President. The most recent active resident Past President shall serve as the committee Chairman. The Nominating Committee shall convene each year in the month of April.

**Section 2.** The Nominating Committee shall choose one or more candidates for election to each office, except the office of President, prescribed by the Constitution and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing twenty-five (25) signatures of Subscribing Members. The Nominating Committee shall present the list of candidates to the Board at least 10 days prior to the May Board meeting. The Board shall vote to accept the list at the May Board meeting.

**Section 3.** The Chairman of the Nominating Committee or other representative appointed by the President shall distribute a ballot containing the list of official nominees, petition nominees, and a space for a write-in votes for another candidate for each office, to each Subscribing Members of the Section at least sixty (60) days prior to the Annual Meeting.

**Section 4.** Written ballots returned to the Secretary up to the time of counting shall be opened and counted prior to the Annual Meeting by three tellers appointed by the President. Electronic ballot results will be certified by the electronic ballot system provider and returned to the Secretary. For each office the candidate receiving the highest number of votes cast shall be declared elected.

**Section 5.** The President-Elect shall accede to the office of President at the close of the Annual Meeting. All elected officers shall accede to his/her elected position at the close of the Annual Meeting.

#### **Article IV: Meetings**

**Section 1.** In addition to the Annual Meeting, meetings shall be held each year at regular intervals. Meetings may be omitted at the discretion of the Section Board of Directors.

**Section 2.** Twenty-five (25) Subscribing Members shall constitute a quorum for transacting business at a meeting of the Georgia Section.

**Section 3.** All business meetings of the Section and subsidiary organizations and meetings of the Board of Directors shall be governed by *Robert's Rules of Order, Newly Revised*, in all cases to which these rules are applicable and in which such rules are not inconsistent with the Constitution and Bylaws of the Section or the Society Headquarters.

#### **Article V: Board of Directors**

**Section 1.** The government of the Georgia Section shall be vested in the Board of Directors.

**Section 2.** The Board of Directors shall have control of property and management of the Section.

**Section 3.** The Board of Directors shall oversee the preparation of the Section Annual Report, which shall be submitted to the Society Headquarters, in accordance with published requirements.

**Section 4.** A quorum shall consist of a minimum of five (5) Board members plus the President or other presiding officers in the President's absence (in accordance with the Constitution, Article IV, Section 3).

**Section 5.** When an issue that may require Board action arises between normally scheduled Board of Directors meetings, an electronic vote may be utilized. Any Board member may submit an issue for electronic vote and it must be seconded. The submission must include a detailed description of the issue, why the issue must be addressed prior to the next scheduled Board meeting and how long a period should be allowed for the Board members to vote. This submission shall be made to the President or his/her designee. All Board members are required to vote and the vote must be unanimous in order for the vote to be proper. Any issue that fails to pass electronically with a unanimous vote can be addressed at the next Board of Directors meeting.

#### **Article VI: Subsidiary Organizations**

**Section 1.** Formation of subsidiary organizations shall be subject to the approval of the Section Board of Directors, the Region 5 Board of Governors, and requirements as may be established by the Society Headquarters. Bylaws of subsidiary organizations shall be approved by the Section Board of Directors before becoming effective.

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**Section 2.** Subsidiary organizations may be, but are not limited to, Branches, a Younger Member Group, Technical Groups, and Institute Chapters. Names of subsidiary organizations shall be as set forth in the Rules of Policy and Procedure of the Society.

**Section 3.** Branches of the Section will be created in accordance with the following requirements:

- (1) Those proposing a new Branch shall submit a written proposal to the Section Board of Directors with the name, objective, proposed officers, and brief comments on how it will be of advantage to members in the area to have the Branch.
- (2) The written proposal, along with a petition containing a minimum of fifteen (15) signatures of Society members residing in the area, shall be submitted to the Section Board of Directors for approval.
- (3) A proposed Branch area shall contain a minimum potential of thirty (30) members of the Society.
- (4) A proposed Branch must have distinct boundaries by county stated in the petition.
- (5) Upon Section Board of Directors' approval, the proposal and petition shall be submitted to the Region 5 Board of Governors for review and final approval.

**Section 4.** Technical Groups or Institute Chapters shall be created in accordance with the following requirements:

- (1) Those proposing a Technical Group or Institute Chapter shall submit a written proposal to the Section Board of Directors with the name, objectives, proposed officers, and brief comments on how it will be of advantage to members in the area to have a Group.
- (2) Not less than ten (10) Subscribing Members of the Section may form the Group.
- (3) Approval must be obtained from the Section Board of Directors to activate a Technical Group.
- (4) Approval must be obtained from the Section Board of Directors first, and then the Institute to activate an Institute Chapter.

**Section 5.** The Younger Member Group and other subsidiary organizations shall be created under the procedure outlined in Section 4.

**Section 6.** Each subsidiary organization shall submit an annual budget and financial statement to the Board of Directors for approval.

**Section 7.** Each subsidiary organization President or Chairman shall submit an annual written report to the 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 Section's Annual Report.

**Section 8.** Each subsidiary organization shall hold a minimum of **four** (4) events per year. Any subsidiary organization that does not maintain the minimum activity level for two successive years shall be automatically disbanded. Assets of a disbanded subsidiary organization shall be assumed by the Georgia Section.

## **Article VII: Committees**

**Section 1.** The President shall appoint Chairpersons for the following committees for each year: 1) Public Relations, 2) Continuing Education, 3) Student Affairs, 4) History and Heritage, 5) Hospitality, 6) Legislative Affairs/Key Contact, 7) Web Site, and 8) Awards.

**Section 2.** The President shall appoint other committees as deemed necessary.

**Section 3.** The Program Committee shall be responsible for the preparation of monthly meeting programs, including the program for the first regular meeting following the tenure of appointment. The Program Committee is also responsible for the Annual Awards Banquet.

**Section 4.** The Membership Committee shall be responsible for developing programs for the enrollment and continued involvement of Civil Engineers in the Section. Such activities can include membership drives, members' surveys, and coordinating Georgia membership activities with Society Headquarters.

**Section 5.** The Nominating Committee shall be responsible for identifying nominees for vacant Board of Director positions for each new fiscal year. The Nominating Committee shall: 1) publish selection criteria, 2) request recommendations of qualified candidates, 3) request preferences from candidates, 4) select the best qualified nominees, 5) obtain consent of the nominees, and 6) submit names of nominees to the Section Board of Directors for approval prior to placing names on the ballot for final vote by the Section general membership.

**Section 6.** The Public Relations Committee shall prepare news releases and articles on Society affairs and other matters of Civil Engineering interest for publication in local newspapers, in "Civil Engineering" magazine, in "ASCE News," in the "Georgia Engineer" Magazine, in Georgia Section publications, and in other appropriate media. Content shall be consistent with the policies of the Board of Directors. The committee shall publish the Section Newsletter on a schedule as directed by the Board of Directors.

**Section 7.** The Continuing Education Committee shall keep members informed of educational activities and encourage positive educational programs in the Civil Engineering and scientific fields. The committee shall also assist Society Headquarters in supporting educational programs scheduled within the Georgia Section.

**Section 8.** The Student Affairs Committee shall consist of a Faculty Advisor, Practitioner Advisor, and Associate Practitioner Advisor for each student chapter. This committee shall maintain liaison with student chapters operating within the Georgia Section, and shall provide assistance, as required.

**Section 9.** The History and Heritage Committee shall maintain the Section's historical archives including: 1) Section news releases and articles, 2) brief biographies of Section Past Presidents,

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3) a historical database of past Section award recipients, and 4) other activities that promote the history and heritage of the Section.

**Section 10.** The Hospitality Committee shall assist the Section Treasurer by establishing registration tables for Section Monthly Meetings and the Section Annual Awards Banquet.

**Section 11.** The Legislative Affairs/Key Contact Committee shall prepare resolutions as authorized by the Board of Directors. It shall study existing and proposed local, State, and Federal laws that may affect Civil Engineers and Civil Engineering matters and shall report its findings to the Board. It shall draft proposed revisions and amendments of and additions to the Constitution and Bylaws upon request by the Board of Directors. This committee shall maintain liaison with the Georgia Engineer Legislative Coalition and the State Board of Registration for Professional Engineers and Land Surveyors.

**Section 12.** The Website Committee shall be responsible for the development and maintenance of the Section's website. Content shall be consistent with the policies of the Board of Directors.

**Section 13.** The Awards Committee shall be responsible for the awards program for the Georgia Section. This committee shall develop procedures for the nomination, selection, and presentation of awards, unless such procedures have been developed by the Society. Awards and any associated funding shall be approved by the Board of Directors.

## **Article VIII: Amendments**

**Section 1.** The proposed Bylaws may be amended only by the following procedure:

- (1) The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Board of Directors and submitted to the ASCE Board of Direction or Standing Committee designated by the Board of Direction for review and approval.
- (2) Upon ASCE Board of Direction or Standing Committee designated by the Board of Direction approval, the proposed Bylaws amendment(s) shall be distributed to the subscribing membership. The proposed amendment shall be voted upon by those subscribing members in attendance at a business meeting, provided that written notice of the proposed amendment shall have been given to the membership, along with the meeting notice. To become effective, the proposed Bylaws amendments shall receive an affirmative vote of a majority of Subscribing Members voting.
- (3) When a meeting is not possible, a mail-ballot option may be utilized. To become effective, the proposed Bylaws amendment(s) shall receive a majority vote of returned mail ballots, provided the proposed change has been sent in writing to the members at least thirty (30) days prior to the ballot deadline.