



SAINT LOUIS SECTION CONSTITUTION

(Effective July 23, 2021)
(Revised May 2, 2022)

ARTICLE 1. GENERAL

1.0 Name. The name of this organization shall be the Saint Louis Section of the American Society of Civil Engineers (hereinafter referred to as the “Section”).

1.1 Objective. The objective of the Section shall be the advancement of the science and the 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

2.0 Area. The area of the Section shall be in ILLINOIS, Counties of Madison, St. Clair, Monroe, Randolph, Jackson and Union; and in MISSOURI, Counties of Adair, Audrain, Bollinger, Boone, Butler, Callaway, Camden, Cape Girardeau, Carter, Clark, Cole, Crawford, Dent, Dunklin, Franklin, Gasconade, Iron, Jefferson, Knox, Laclede, Lewis, Lincoln, Macon, Madison, Maries, Marion, Miller, Mississippi, Moniteau, Monroe, Montgomery, Morgan, New Madrid, Oregon, Osage, Pemiscot, Perry, Phelps, Pike, Pulaski, Ralls, Randolph, Reynolds, Ripley, Schuyler, Scotland, Scott, Shannon, Shelby, St. Charles, St. Francois, St. Genevieve, St. Louis, Stoddard, Texas, Warren, Washington, and Wayne, and St. Louis City.

2.1 Assigned Members. All 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.

2.2 Subscribing Members. All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Section, who have paid the current dues of the Section or who are exempt by Article 4, shall be Subscribing Members of the Section in good standing.

2.2.1 Rights of Subscribing Members. Only Subscribing Members in good standing, in a voting grade of membership as defined by the Society, shall be eligible to vote in Section elections, to hold Section office, or to represent the Section officially.

2.2.2 Termination of Rights for Non-payment of Dues. Subscribing membership ceases for any member whose dues are more than three (3) months in arrears.

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

ARTICLE 3. SEPARATION FROM MEMBERSHIP

3.0 Separation from Membership. Upon termination of membership in the Society, a person shall cease to be a member of the Section.

ARTICLE 4. DUES

4.0 Annual Dues. Annual Dues shall be established by the Section Board of Directors as set forth in the Section Bylaws.

4.1 Exemption from Dues. Membership grades and classifications exempt from Society membership dues shall also be exempt from Section dues.

4.2 Good Standing. A Section member whose obligation to pay is current shall be a Section Member in Good Standing.

ARTICLE 5. MANAGEMENT

5.0 Board of Directors. The governing body of the Section shall be a Board of Directors (hereinafter the "Board"). The Board shall be responsible for the supervision, control and direction of the Section, and shall manage the affairs of the Section in accordance with the provisions of the Section and the Society governing documents.

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Officers. The Officers of the Section shall be a President, a President-Elect, a Secretary, and a Treasurer.

6.1 Directors. In addition to the Officers, there shall be two (2) elected Directors.

6.2 Board of Directors. The Board of Directors shall consist of the Officers, the two (2) elected Directors, and the Past President.

ARTICLE 7. ELECTIONS

7.0 Procedures. The Board shall establish procedures for the annual election of Officers and Directors.

ARTICLE 8. MEETINGS

8.0 Membership Meetings.

8.0.1 Annual Meeting. The Section shall hold at least one (1) business meeting annually, termed, the Annual Meeting, on a date to be set by the Board.

8.0.2 Other Meetings. Other meetings shall be held as provided for in the By-Laws.

8.1 Board of Directors Meetings.

8.1.1 Meeting Frequency. The Board shall hold at least four (4) meetings annually.

ARTICLE 9. SUBSIDIARY ORGANIZATIONS AND COMMITTEES

9.0 Subsidiary Organizations. Subsidiary organizations may be formed within 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 Society activities, in accordance with the provisions of the Bylaws.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 Proper Use of Section 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.

10.1 Limitations on Political Activity. No substantial part of the activities of the Section shall involve 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 of the Society's governing documents.

10.2 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 have 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.

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

ARTICLE 11. AMENDMENT

11.0 *Amendment of the Constitution.*

11.0.1 *Proposal.* An amendment to this Constitution may be proposed by one (1) of the following two (2) methods:

11.0.1.1 *Board of Directors.* A two-thirds (2/3) vote of the members 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 is published to the membership at least thirty (30) days in advance of the meeting.

11.0.1.2 *Written Petition.* A Written Petition submitted to the Section Secretary containing the text of the amendment, signed by not less than ten (10) percent of the Subscribing Members of the Section.

11.0.2 *Society Approval.* The proposed amendment shall be reviewed and approved by the appropriate Society Committee(s) before being voted upon by the Subscribing Members.

11.0.2.1 *Boundary Changes.* If the proposed amendment involves a change in the Section boundaries, this change shall be approved by the Region Board of Governors prior to any consideration of the Constitution amendment.

11.0.3 *Section Approval.* The proposed amendment shall be distributed for approval to the Subscribing Members of the Section who are in good standing and eligible to vote. To become effective, the proposed amendment shall receive an affirmative vote of not less than two-thirds (2/3) of the Subscribing Members voting.



**SAINT LOUIS SECTION
BYLAWS**

(Effective July 23, 2021)
(Revised May 2, 2022)

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 membership grades of the Section shall be as defined by the Society.

ARTICLE 3. SEPARATION FROM MEMBERSHIP

Not used.

ARTICLE 4. DUES

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 Directors (hereinafter "the Board"), payable in U.S. currency in advance of January 1st.

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 may forfeit rights and privileges of Section membership as determined by the Board.

4.0.3 Notice of Non-Payment. Two (2) months after the start of the calendar year the Section shall notify each Subscribing Member who has not yet paid dues for the current year that unless payment is made within thirty (30) days, Subscribing Membership in the Section shall cease, and his/her name shall be removed from the list of Subscribing Members of the Section.

4.1 Dues Abatement. The Board may excuse any Section member from the payment of Annual Section Dues with reasonable cause.

ARTICLE 5. MANAGEMENT

5.0 Duties of the Board of Directors. Duties of the Board shall include management of the Section, responsibility for the budget and financial resources, strategic planning, 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 Annual Reports. The Board shall oversee the preparation of the Annual Reports which shall be submitted to the Society in accordance with published requirements.

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

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Qualifications. Officers and Directors shall be Subscribing Members of the Section in a voting grade of Affiliate Member, Associate Member, Member, Fellow or Distinguished Member who have demonstrated interest and ability regarding Section affairs, have declared a willingness to serve, and have made a commitment to the time required.

6.1 Officers. With the exception of President, the Officers shall be elected by the Subscribing Members of the Section. The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting in the year in which the President's term expires.

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 submit the Annual Report of the Section, preside at Business Meetings of the Section, shall chair and attend all meetings of the Board, and shall appoint members to committees where authorized.

6.1.1.1 Term. The President shall serve a one (1) year term. The President shall assume the office immediately upon installation following the conclusion of a term as President-Elect. After serving one (1) full term, a President shall be ineligible for reelection as President-Elect until at least one (1) full year has passed since the end of their term as President.

6.1.1.2 Vacancy. A vacancy in the office of President shall be filled for the unexpired portion of the term by a 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 services but may be reimbursed for reasonable expenses.

6.1.2 President-Elect. The President-Elect shall act in place of the President when the President is not available. The President-Elect shall attend all meetings of the Board and shall 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 until at least two (2) years have passed since the end of their term as President-Elect. The term of office of the President-Elect shall begin upon installation, normally on the first day of the month following the Annual Meeting, and shall continue until a successor is installed.

6.1.2.2 Vacancy. A vacancy in the office of President-Elect shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

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

6.1.3 Secretary. The Secretary shall attend all meetings of the Board and keep the records of meetings of the Section. The Secretary shall be in charge of Section correspondence and assume other duties as delegated by the President.

6.1.3.1 Term. The Secretary shall serve a one (1) year term. The Secretary is eligible for reelection and shall not serve more than two (2) successive elected terms. The term of office of the Secretary shall begin upon installation, normally on the first day of the month following the Annual Meeting, and shall continue until a successor is installed.

6.1.3.2 Vacancy. A vacancy in the office of Secretary shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.3.3 Compensation. The Secretary does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.4 Treasurer. The Treasurer shall monitor the funds of the Section, assist in preparation of the Section's annual budget, report periodically to the Board, provide an annual financial report to the Board, and attend all meetings of the Board.

6.1.4.1 Term. The Treasurer shall serve a one (1) year term. The Treasurer is eligible for reelection and shall not serve more than two (2) successive elected terms in the same office. The term of office of the Treasurer shall begin upon installation, normally on the first day of the month following the Annual Meeting, and shall continue until a successor is installed.

6.1.4.2 Vacancy. A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.4.3 Compensation. The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses.

6.2 Past President. The Past President shall attend all meetings of the Section Board of Directors, chair the Nominating Committee, and shall assume other duties as delegated by the President.

6.2.1 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.

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

6.3 Directors. The Directors shall be elected by the Subscribing Members of the Section.

6.3.1 Duty. The Directors shall attend all meetings of the Board, shall direct Section Committees, and shall assume such other duties as delegated by the President.

6.3.2 Term. The Directors shall serve a two (2) year term, which shall be staggered such that one (1) Director shall be elected each year. Directors shall assume office upon installation, normally on the first day of the month following the Annual Meeting, and shall continue until a successor is installed. Directors are eligible for reelection and shall not serve more than two (2) successive elected terms in the same office.

6.3.3 Vacancy. A vacancy in the office of Director shall be filled for the unexpired portion of the term by a qualified member of the Section as determined

by the Board at the time of the vacancy.

6.3.4 Compensation. Directors do not receive compensation for services but may be reimbursed for reasonable expenses.

6.4 Removal. Any Board member who misses more than two (2) regular Board meetings, or who is otherwise deemed unfit or unable to fulfill the obligations of their role, may be removed by a vote of two-thirds (2/3) of all Board members, and the vacancy so created shall be filled for the unexpired term in accordance with these Bylaws.

ARTICLE 7. ELECTIONS

7.0 Nomination Process. The Nominating Committee shall publish notice of open positions to the Section membership prior to the February meeting. Nominations must be received by March 31. Nominations shall be submitted to the Nominating Committee from within the Section membership in a format prescribed by the Nominating Committee. No person shall be a Candidate for more than one officer per election cycle.

7.0.1 Official Nominees. The Nominating Committee shall select at least one (1) Official Nominee for each elected vacancy and shall report the list to the President by the date specified in the notice of election deadlines.

7.0.2 Petition Nominees. A written petition containing the signatures of ten (10) eligible voting Subscribing Members of the Section shall place a Candidate on the election ballot as a Petition Nominee. Petition Candidates shall submit to the Nominating Committee along with their signed petition a letter of intent to serve, if elected. Written petitions must be received by the date specified in the notice of election deadlines.

7.1 Ballots. In a contested election, the Secretary shall send a ballot containing the list of all Nominees for each office, to each eligible voting Subscribing Member of the Section in good standing prior to the April Meeting. For an uncontested election, the Board will determine the procedures the Section will follow during balloting.

7.1.1 Tallying the Ballots. Ballots returned to the Secretary up to the time of counting shall be opened and counted at the May Meeting by three (3) tellers appointed by the President from among the Subscribing Members of the Section. For each office, the Nominee receiving the highest number of votes cast shall be declared elected.

ARTICLE 8. MEETINGS

8.0 Membership Meetings.

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

8.0.2 Frequency of Other Meetings. In addition to the Annual Meeting, the Section shall hold a minimum of four (4) meetings per year. Other meetings shall be held at the call of the President or upon the written request of ten (10) or more Subscribing Members addressed to the President.

8.0.4 Quorum at Membership Meeting. Twenty (20) Subscribing Members of the Section shall constitute a quorum for the transaction of business at a meeting of the Section.

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

8.1.1 Meeting Notice. Notice of call for a meeting shall be sent to the members of the Board not less than two (2) days in advance of the meeting date.

8.2 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.

8.3 Meeting Participation by Alternative Means. Any member of the Board or any Board committee may participate in a meeting of the Board or any Board committee by means of any 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.

8.4 Action without a Meeting. Any 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 AND COMMITTEES

9.0 Subsidiary Organizations.

9.0.1 Types of Subsidiary Organizations. Subsidiary organizations may be, but are not limited to, Branches, Younger Member Forums/Groups, Technical Groups/Institute Chapters, and Committees. Names of Subsidiary Organizations shall be as set forth in the Section 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, or does not have the minimum required level of Subscribing Members on its rolls 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 Section Board of Directors 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 Zip Codes or otherwise) 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 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 Technical Groups/Institute Chapters. 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 shall 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 Institute Chapter.

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

9.3 Standing Committees. The Section shall have a Nominating Committee.

9.3.1 Nominating Committee. The Nominating Committee shall consist of three (3) Subscribing Members in a voting grade of membership as defined by the Society. The Chair shall be the Past President of the Section. Other members shall be recommended by the Past President and approved by the President. The terms of the Nominating Committee members shall end at the conclusion of the term of the President.

9.4 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.

9.5 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, or by a written petition submitted to the Secretary, containing the text of the amendment, signed by not less than ten (10) percent of the 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.