

# ASCE REGION 10 BYLAWS

## Article 1. General

**1.0 Name.** The name of this region shall be Region 10 of the American Society of Civil Engineers (the “Society”), hereinafter referred to as “Region 10”.

**1.1 Purposes and Objectives.** The purposes and objectives of the Region 10 Board of Governors (hereinafter “Region 10 Board”) shall be to assist, on an international basis, the Society’s Board of Direction in governing the Society.

## Article 2. Membership

**2.0 Boundaries.** The boundary of Region 10 shall be established by the Society’s Board of Direction.

**2.1 Composition.** Region 10 shall comprise all Sections, Branches, Groups and International Student Chapters (collectively, “Region 10 Organizational Entities”) located outside the United States and Puerto Rico, and shall represent all Society members whose Address of Record is outside the United States and Puerto Rico.

## Article 3. Separations from Membership, Disciplinary Proceedings

**3.0 Separations from Membership, Disciplinary Proceedings.** All Society members shall be bound by the Code of Ethics. Separations from Membership and Disciplinary Proceedings shall be conducted in accordance with the Society’s governing documents.

## Article 4. Fees and Dues

**4.0 Authorization to Implement.** The Region 10 Board of Governors has the authority to assess fees, dues or other assessments upon Region 10 Organizational Entities. The Region 10 Board may generate revenue from external sources to meet expenditures of Region 10, provided those efforts are not in violation of the governing documents of the Society or Region 10.

## Article 5. Management

**5.0 Fiscal Year.** The fiscal year shall be concurrent with the Society’s fiscal year.

**5.1 Annual Reports.** The Region 10 Board of Governors shall submit annually to the Secretary of the Society an Annual Report of its activities and finances for the preceding fiscal year. The Annual Report shall be submitted in the format and by the date specified by the Society.

**5.2 Fiscal Responsibility.** The Region 10 Board, with due responsibility to the Society's Board of Direction, shall oversee the funds and assets of Region 10. Neither the Region 10 Board nor any individual Region 10 Board member or representative thereof shall have any authority, as such, to contract debts for, pledge the credit of, or in any way financially bind the Society.

**5.2.1 Annual Audit.** The Society shall conduct an annual audit of Region 10.

**5.3 Composition.** The Region 10 Board of Governors shall comprise seven (7) members, including four (4) Governors who shall be elected by the Subscribing Members of Region 10, the Immediate Past Region 10 Director willing and able to serve, and the Region 10 Director who shall serve as Chair. One (1) additional Governor shall be appointed by the current Region 10 Board.

**5.4 Duties of the Region 10 Board of Governors.** The Region 10 Board shall provide advice to the Society's Board of Direction and manage the affairs of Region 10 in accordance with the provisions of the governing documents of the Society and of Region 10.

**5.5 Guidelines and Handbooks.** The Region 10 Board may adopt guidelines or handbooks covering any and all aspects of their operations or services. Such documents shall be consistent with and shall not contravene Society governing documents, policies or procedures.

## **Article 6. Officers and Governors**

**6.0 Qualifications.** Region 10 Governors shall be voting Society members in Good Standing and have an Address of Record within the boundaries of Region 10.

**6.0.1 Elected Region 10 Governors.** Elected Region 10 Governors shall be an incumbent President or have served as President of a Region 10 Section or Group at the time of nomination. Upon installation as a Region 10 Governor, the individual shall relinquish all other current positions held within a Region 10 Organizational Entity.

**6.0.2 Appointed Region 10 Governor.** The Region 10 Board shall appoint one (1) Region 10 Governor. The Appointed Region 10 Governor shall represent the interests of the entire Region 10. Upon installation as an Appointed Region 10 Governor, the individual shall relinquish all other current positions held within a Region 10 Organizational Entity.

**6.0.3 Additional Qualifications.** Region 10 Governors should have professional credibility with leadership skills, management experience and significant career accomplishments, be a confident communicator and presenter, a visionary planner and a motivator. The Region 10 Governors should also possess the ability to work in teams, be a negotiator, conflict manager and

consensus builder. Region 10 Governors shall also have skills in communicating with members and the public, in government relations and advocacy, and in conducting events that will engage and serve members.

## **6.1 Term.**

**6.1.1 Elected Region 10 Governors.** Elected Region 10 Governors shall serve a three (3) year term and may be elected to serve one (1) additional term. After serving two (2) terms, Elected Region 10 Governors shall be ineligible to serve as an Appointed or Elected Region 10 Governor. The term of an Elected Region 10 Governor shall begin upon installation and shall continue until a successor is installed. The terms shall be staggered such that at least one (1) Governor shall be elected each year.

**6.1.2 Appointed Region 10 Governor.** The Appointed Region 10 Governor shall serve a three (3) year term. Upon completion of the three (3) year term an Appointed Governor may serve one (1) additional term as an Appointed Governor or may seek a term as an Elected Region 10 Governor.

**6.1.3 Term Limits.** No individual shall serve more than two (2) terms as an Elected or Appointed Region 10 Governor, or any combination thereof.

## **6.2 Vacancy.** Vacancies in the office of a Region 10 Governor shall be filled for the unexpired portion of the term by appointment of the Region 10 Board.

**6.2.1 Relocation of a Region 10 Governor.** Relocation of a Region 10 Governor outside the boundaries of Region 10 constitutes a vacancy in the office of the relocated Region 10 Governor.

## **6.3 Compensation.** Region 10 Governors shall not receive compensation for their services but may be reimbursed for approved expenses in accordance with the rules of the Society.

## **6.4 Duties.** Duties of Region 10 Governors shall include, but are not limited to, preparation for, attendance at and participation in meetings of the Region 10 Board and other official assignments as outlined in the Society and Region 10 governing documents. The Region 10 Governors shall review the Annual Reports from the Region 10 Organizational Entities to ensure the proper use of Society funds.

**6.4.1 Nominations.** The Region 10 Board shall establish a Region 10 Nominating Committee for selection of candidates for the positions of Region 10 Governor, Region 10 Director, and President-elect.

**6.5 Removal from Office.** The incapacitation of any Region 10 Governor, or neglect in the performance of the duties of the office, may be grounds for removal from office by the Society's Board of Direction or Region 10 Board.

**6.5.1 Absences from Meetings of the Region 10 Board of Governors.** The absence of a Region 10 Governor at two (2) consecutive Regular Meetings of the Region 10 Board may be cause for removal of that Region 10 Governor from office.

**6.6 Region Officers.**

**6.6.1 Chair of the Region 10 Board of Governors.** The Region 10 Director shall serve as Chair.

**6.6.2 Vice Chair.** The Region 10 Board shall elect a Vice Chair from among those Region 10 Governors who are serving in the last year of their first term or are in their second term as a Region 10 Governor. The term of office for the Vice Chair shall be one (1) year and may be renewed for two (2) additional terms.

**6.6.3 Secretary.** The Region 10 Board shall elect a Secretary from among the Region 10 Governors. Preference shall be given to Region 10 Governors who are serving in the last year of their first term or are in their second term as a Region 10 Governor. The term of office for the Secretary shall be one (1) year and may be renewed for two (2) additional terms.

**6.6.4 Treasurer.** The Region 10 Board shall elect a Treasurer from among the Region 10 Governors. Preference shall be given to Region 10 Governors who are serving in the last year of their first term or are in their second term as a Region 10 Governor. The term of office for the Treasurer shall be one (1) year and may be renewed for two (2) additional terms.. (You may have difficulty meeting the criteria given the rotation and restrictions to always have what you want)

**6.6.5 Secretary-Treasurer.** The Region 10 Board may combine the offices of Secretary and Treasurer into a Secretary-Treasurer position. In this case, the Secretary-Treasurer shall assume all the duties outlined for the offices of Secretary and Treasurer.

**6.6.6 Immediate Past Region 10 Director.** The Immediate Past Region 10 Director shall serve for a term of three (3) years. The Immediate Past Region 10 Director shall Chair the Region 10 Assembly.

**6.7 Provision of Slate of Openings.** The Region 10 Board shall provide to the Society Secretary by the date specified in the Society's governing documents, notification of vacant Region 10 positions to be included on the Society-level election ballot, and any restrictions associated with those vacancies.

## Article 7. Elections

**7.0 Composition of Region 10 Nominating Committee.** The Region 10 Nominating Committee shall comprise the Region 10 Board and the past two (2) Region 10 Directors who are available and willing to serve, excluding any Candidates for office. The Chair of the Region 10 Nominating Committee shall be elected by the sitting Region 10 Nominating Committee from among its members. The members of the Region 10 Nominating Committee shall serve for a term of one (1) year.

**7.1 Provision of Slate of Nominations.** Candidates for any Region 10 or Society-level office shall declare their intent to pursue office as stipulated in the Society's governing documents. An Organizational Entity shall not propose more than one (1) Candidate for any one (1) office per election cycle. No one (1) person shall be a Candidate for more than one (1) office per election.

**7.2 Nomination Materials Required.** Candidates for Region 10 or Society-level office shall provide to the Region 10 Nominating Committee and the Society Secretary, by the date specified in the Society's governing documents, the election documents required for the office being pursued.

**7.3 Evaluation of Candidates.** The Region 10 Nominating Committee may determine methods for qualification and evaluation of Candidates. Candidates may be asked for supplemental information concerning qualifications and experience.

**7.4 Interview of Candidates.** All Candidates who are deemed qualified and whose names are properly submitted to the Region 10 Nominating Committee shall be available for discussion with the Region 10 Nominating Committee at such time and place as the Region 10 Nominating Committee deems appropriate.

**7.5 Official Nominees for Elected Office.** The Chair of the Region 10 Nominating Committee shall convene the meeting on a date and time that will ensure the name(s) of the Official Nominee(s) for Region 10 elected offices are submitted to the Society Secretary by the deadline set forth in the Society's governing documents.

---

**7.5.1 Procedure for a Single or Restricted Vacancy.** When there is a single vacancy or a vacancy restricted by the Region 10 governing documents, the Region 10 Nominating Committee shall select up to two (2) Official Nominees. If only one (1) Candidate is available then that Candidate shall be an Official Nominee and the Region 10 Nominating Committee shall have the authority to designate one (1) additional Official Nominee. If there are no Candidates then the Region 10 Nominating Committee shall select the Official Nominee(s).

---

**7.5.2 Procedure for Multiple Vacancies.** When there are multiple restricted vacancies for Region 10 Governor, the Region 10 Nominating Committee shall endeavor to select a number of Official Nominees not to exceed two (2) times the number of vacancies available.

7.5.3 **Petition for Elected Office.** There is no appeal process available to Candidates not selected as Official Nominees by the Region 10 Nominating Committee. A petition process, if available, shall be stipulated in the Society's governing document.

## **Article 8. Meetings**

**8.0 Regular Meetings.** Regular Meetings of the Region 10 Board shall occur at least three (3) times a year. One (1) meeting shall be held in person and two (2) meetings shall be held via telephone, or by other means in which all participating members of the Region 10 Board can hear and be heard.

**8.1 Quorum.** A majority of the members of the Region 10 Board shall constitute a quorum at any meeting of the Region 10 Board.

**8.2 Special Meetings.** Special Meetings of the Region 10 Board may be called by the Chair of the Region 10 Board or upon the written request of any three (3) Region 10 Governors. Special Meetings shall be held within not less than fourteen (14) days' notice to the Region 10 Board. The Special Meeting shall be held in person, via telephone, or by other means in which all participating members of the Board can hear and be heard. Notice of a Special Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be conducted at the Special Meeting.

**8.3 Notification of Meetings.** The Region 10 Board shall notice the time and place of its meetings to the Region 10 Governors, Region 10 Organizational Entities and the Society Secretary at least thirty (30) days in advance of a Regular Meeting.

## **Article 9. Committees, Geographic Units, Affiliated and Other Organizational Entities**

**9.0 Region 10 Committees, Task Committees and Groups.** The Region 10 Board may establish assemblies, committees, task committees or other groups within Region 10 as required to fulfill its purposes and objectives.

**9.0.1 International Group.** The Region 10 Board shall approve the creation of an International Group. An International Group shall be in existence one (1) year prior to application for International Section status.

**9.0.2 International Section.** The Region 10 Board shall recommend to the Society's Executive Committee the elevation of an International Group to an International Section, pending review and approval from the appropriate Society-

level committee(s) of the governing documents for the proposed International Section.

**9.0.3 International Branch.** The Region 10 Board shall approve the creation of an International Branch upon recommendation from the local Section.

**9.0.4 International Student Chapters.** The Region 10 Board shall approve creation of an International Student Chapter upon review and recommendation from the appropriate Society committee(s).

**9.1 Region 10 Assembly.** The Region 10 Assembly shall comprise all incumbent Presidents of Region 10 Sections and Groups. The Immediate Past Region 10 Director shall Chair the Region 10 Assembly. The Vice-Chair shall be elected by the members of the Region 10 Assembly.

**9.1.1 Authority.** The Region 10 Assembly is an Advisory Board intended to provide informal input to the Region 10 Board.

**9.2 Region 10 Organizational Entity Management.**

---

**9.2.1 Region 10 Organizational Entity Reports.** All Region 10 Organizational Entities, excluding International Student Chapter, shall submit to the Region 10 Board not later than October 31, an Annual Report of activities and finances for the preceding year.

**9.2.2 Organizational Entity Funds.** All funds and assets of Region 10 Organizational Entities shall be administered on behalf of and for the benefit of the Society, its membership, mission, and purposes. Any Region 10 Organizational Entity that requests funding from Region 10 or the Society shall sign a written acknowledgment of its obligations regarding use of the funds. Funds shall not be released to the Organizational Entity until Region 10 or the Society is in receipt of the written acknowledgement from the Organizational Entity. (Meggan – are you going to manage this process?)

**9.3 Contacts within the Region.** The Region 10 Board may recommend for approval by the Society's Executive Committee liaison appointments to other professional organizations within Region 10.

**9.3.1 Liaison Compensation.** Society representatives to liaison committees and other external organizations shall not be eligible for travel reimbursement unless authorized in advance by the Society's Executive Committee.

## **Article 10. Administrative Provisions**

**10.0 Awards and Scholarships.** The Region 10 Board may establish and administer Region 10 awards and scholarships in accordance with the Society's governing documents.

**10.1 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 interests of the Society or Region 10, or in which the interests of an individual or another organization has the potential to be placed above those of the Society or Region 10. Any interested individual must disclose the existence of any actual or possible Conflict of Interest and all material facts to the Society or Region 10 entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Society or Region 10 entity.

## **Article 11. Amendments**

**11.0 Amendments to Bylaws.** The Region 10 Bylaws may be amended at a duly constituted meeting of the Region 10 Board by a two-thirds (2/3) majority vote of those present and voting, provided a written notice of such proposed amendment shall have been given at a previous meeting of the Region 10 Board and additionally have been provided to all Sections within Region 10. No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.

### **11.1 Amendment to Rules of Policy and Procedure.**

**11.1.1 Procedure.** The Region 10 Rules of Policy and Procedure may be amended by a two-thirds (2/3) vote at a duly constituted meeting of the Region 10 Board, provided the exact amendment text is provided to the Region 10 Board and Sections by the Secretary at least thirty (30) days prior to the meeting.

**11.1.2 Urgency.** If the Region 10 Board determines by a three-fourths (3/4) vote that an amendment is urgent, the Region 10 Board may amend the Rules of Policy and Procedure by a two-thirds (2/3) vote without providing thirty (30) days' notice, provided the exact amendment text is provided to each Region 10 Governor prior to the vote. Sections shall be notified of amendments adopted under urgency within three (3) business days of the vote. Amendments to the Rules of Policy and Procedure adopted under urgency conditions are subject to ratification by the Sections. Unless a majority of Sections ratify the amendment within forty-five (45) days of the vote, the amendment shall be rescinded.