



SOUTH CAROLINA SECTION CONSTITUTION

Article 1: General

1.1 Name. The name of this organization shall be the South Carolina Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the SC Section).

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

2.1 Area. The area of the SC Section shall be all of South Carolina and the counties of Columbia, Lincoln, and Richmond in Georgia.

2.2 Assigned Members. All members of the Society, of all grades, whose addresses of record are within the boundaries of the SC Section, as defined by the Society, shall be Assigned Members of the SC Section.

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

2.3.1 Rights of Subscribing Members. Only Subscribing Members who meet the requirements of the Society's governing documents shall be eligible to vote in SC Section elections, to hold SC Section office, to serve on SC Section committees, or to represent the SC Section officially.

2.3.2 Termination of Rights for Non-payment of Dues. Subscribing membership ceases for any member whose dues are more than 6 months in arrears.

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

Article 3: Separation from Membership

3.1 Separation from Membership. Upon termination of membership in the Society, a

person shall cease to be a member of the SC Section.

Article 4: Dues

4.1 Annual Dues. Annual dues shall be established by the SC Section Board of Directors and set forth in the Bylaws of the SC Section.

4.2 Exemption from Dues. Society Life Members and Distinguished Members shall be exempt from payment of dues to the SC Section. (Life and Distinguished members are exempt from national Society dues.)

Article 5: Management

5.1 Board of Directors. The governing body of the SC Section shall be a Board of Directors. The Board shall be responsible for the supervision, control and direction of the SC Section, and shall manage the affairs of the SC Section in accordance with the provisions of the SC Section's governing documents.

Article 6: Officers and Directors

6.1 Officers. The officers of the SC Section shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. Officers must have served at least one term as a Branch officers or a director of the Section.

6.2 Directors. There shall be 7 elected Directors (At Large and a representative from each branch) and zero appointed Directors, one (1) of which may be a Younger Member.

6.3 Board of Directors. The Board of Directors shall consist of the Officers, the elected and appointed Directors, the latest active resident Past-President of the SC Section, and the President or Chairman of each Subsidiary Organization.

Article 7: Elections

7.1 Procedures. The SC Section shall establish procedures for the annual election of Officers and Directors.

Article 8: Meetings

8.1 Membership Meetings

8.1.1 Annual Meeting. The Annual Meeting of the SC Section shall be held on such date and at such place as the Board of Directors designate.

8.1.2 Other Meetings. Other meetings shall be called at the discretion of the Board of Directors; or by the President upon the written request of at least ten

(10) Subscribing Members.

8.1.3 Meeting Notice. Notice of call for a meeting shall be sent to all Subscribing Members not less than 5 days in advance of the meeting date.

8.2 Board of Directors Meetings.

8.2.1 Meeting Frequency. The Board of Directors shall hold at least 4 meetings annually.

8.2.2 Meeting Notice. Notice of call for a meeting shall be sent not less than 7 days in advance of the meeting date.

Article 9: Subsidiary Organizations and Committees

9.1 Subsidiary Organizations. Subsidiary organizations may be formed within the SC Section, to facilitate the carrying out of the objectives of the SC Section, to promote interest in the Society and to provide to members of the SC Section a better opportunity for participation in local Society activities, in accordance with the provisions of the Bylaws.

9.1.1 Governing Documents. Subsidiary organizations shall adopt Bylaws consistent with this Constitution and Society governing documents.

9.2 Committees. The SC Section may establish standing or task committees to carry out the work of the SC Section.

Article 10: Administrative Provisions

10.1 Proper Use of Section Resources. No part of the net earnings of the SC Section shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the SC Section shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered in furtherance of the purposes set forth above.

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

10.3 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 SC 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 SC 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 SC Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the SC Section entity.

10.4 Distribution of Section Assets. Upon dissolution of the SC Section, the assets remaining after the payment of the debts of the SC 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.

Article 11: Amendments

11.1. Amendment of the Constitution.

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

11.1.1.1 Section Board of Directors. A two-thirds (2/3) vote of the members of the SC Section Board of Directors 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.

11.1.1.2 Written Petition. A Written Petition submitted to the SC Section Secretary, containing the text of the amendment, signed by not less than 25% Subscribing Members of the SC Section.

11.1.2 Society Approval. The proposed amendment shall be reviewed and approved by the Society's Committee on Geographic Units before being voted upon by the Subscribing Members.

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

11.1.3 Section Approval. The proposed amendment shall be distributed to the Subscribing Members of the SC Section who shall be given the opportunity 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.

SOUTH CAROLINA SECTION BYLAWS

Article 1: General

1.1 *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

2.1 In accordance with Article 2 of the South Carolina Section Constitution.

Article 3: Separation from Membership

3.1 In accordance with Article 3 of the South Carolina Section Constitution.

Article 4: Dues

4.1 *Annual Dues.* The Annual Dues for members of the SC Section shall be fifteen (\$15.00) dollars payable in U.S. currency in advance of January 1st.

Article 5: Management

5.1 *Duties of the Board of Directors.* Duties of the SC Section Board of Directors shall include management of the SC Section, responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the SC Section and its subsidiary organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the SC Section and its subsidiary organizations. The Board of Directors shall have control of property of the SC Section.

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

Article 6: Officers and Directors

6.1 *Officers.* The Officers of the SC Section shall be elected by the Subscribing Members, with the exception of the President. The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting.

6.2 *Terms.* The term of office for each officer shall be one year. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume their offices.

6.3 Vacancies. A vacancy in the office of President shall be filled by the President-elect. A vacancy in the office of President-elect shall be filled by the Vice-President. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.

6.4 Limitation on Terms. No member shall serve in one elected office other than that of Secretary and/or Treasurer for more than two (2) successive elected terms.

6.5 Reimbursement. Officers and Directors do not receive compensation for their services, but may be reimbursed for authorized expenses.

Article 7: Elections

7.1 Nominating Committee. The Nominating Committee shall choose one (1) or more candidates for election to each office prescribed by the Constitution, except the office of President, and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing 5 signatures of Subscribing Members. The Nominating Committee shall publish notice of open positions to the Section membership and set the date by which nominations must be received.

7.2 Ballots. The Secretary shall send a ballot containing the list of all nominees, petition nominees, and a space for a write-in vote for another candidate for each office, to each Subscribing Member of the Section at least twenty (20) days prior to the Annual Meeting.

7.2.1 Tallying the Ballots. Ballots returned to the Secretary up to the time of counting shall be opened and counted at, or immediately prior to, the Annual Meeting by three tellers appointed by the President. For each office the candidate receiving the highest number of votes cast shall be declared elected.

Article 8: Meetings

8.1 Membership Meetings

8.1.1 Frequency of Other Meetings. In addition to the Annual Meeting, at least 2 additional meetings shall be held each year at regular intervals.

8.1.2 Quorum at Section Meeting. Four (4) Subscribing Members shall constitute a quorum for transacting business at a meeting of the SC Section.

8.2 Quorum at Board of Directors Meeting. Four (4) members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

8.3 Parliamentary Authority. All business meetings of the SC Section and subsidiary organizations and meetings of the Board of Directors 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 SC Section or the Society's governing documents.

Article 9: Subsidiary Organizations and Committees

9.1 Subsidiary Organizations.

9.1.1 Types of Subsidiary Organizations. Subsidiary organizations may be, but are not limited to, Branches, Younger Member Forums/Groups, Technical Groups, and local Institute Chapters. Names of subsidiary organizations shall be as set forth in the Society's governing documents.

9.1.2 Formation. Formation of subsidiary organizations shall be subject to the approval of the SC Section Board of Directors 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 Section Board before becoming effective.

9.1.3 Branches. Branches of the Section may be created. Procedures for creating a Branch shall be as follows:

9.1.3.1 Proposal. A new Branch may be proposed by submission of a written proposal to the Section Board of Directors with the name, objective, officers, and brief comments on how the new Branch will be of advantage to members in the area.

9.1.3.2 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.

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

9.1.3.4 Boundaries. A proposed Branch must have distinct boundaries by Zip Codes stated in the petition.

9.1.3.5 Region Approval. Upon SC Section Board of Directors' approval, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

9.1.4 Technical Groups. Technical Groups or local Institute Chapters shall be created in accordance with the following requirements:

9.1.4.1 Proposal. A new Technical Group or local Institute Chapter shall be proposed by submission of a written proposal to the SC Section Board of Directors 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.

9.1.4.2 Membership. Not less than 10 Subscribing Members of the SC Section may form a Technical Group or Institute Chapter.

9.1.4.3 Approval. Approval must be obtained from the SC Section Board of Directors to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

9.1.5 Other Subsidiary Organizations. Other Subsidiary Organizations may be formed by the Section Board of Directors.

9.1.6. Annual Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the SC Section Board of Directors for approval.

9.1.7 Annual Report. Each Subsidiary Organization President or Chair shall submit an annual written report to the SC Section 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 SC Section's Annual Report.

9.1.8 Level of Activity. Each Subsidiary Organization shall hold a minimum of two (2) events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have ten (10) Subscribing Members on its rolls for two (2) successive years, shall be automatically disbanded. Assets of a disbanded Subsidiary Organization shall be assumed by the SC Section.

9.2 Standing Committees. The SC Section shall have a Nominating Committee and a Public Relations Committee.

9.2.1. Nominating Committee. The Nominating Committee shall consist of not less than three (3) members including the three (3) most recent active Past-Presidents of the SC Section who are willing to serve, plus other duly selected members, appointed by the SC Section Board of Directors.

9.2.2 Public Relations Committee. The Public Relations Committee shall consist of one to three members willing to coordinate and distribute information through printed or electronic means pertinent to the well being of SC Section members.

9.2.3 Terms of Standing Committee Members. Unless otherwise specified, the members of committees shall be appointed by the Section President at the

beginning of the SC Section President's term, and shall serve a one (1) year term.

9.3. Task Committees. The President may appoint task committees as deemed necessary. The terms of Task Committee members shall end at the end of the term of the President.

Article 10: Administrative Provisions

Not used.

Article 11: Amendments

11.1 Process. These Bylaws may be amended only by the following procedure:

11.1.1 Proposal. An amendment to these Bylaws may be proposed by any member of the Board of Directors, or by a written petition submitted to the Section Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Section.

11.1.2 Approval. The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Board of Directors and submitted to the Society's Committee on Geographic Units for review and approval.

11.1.3 Notice and Adoption. Upon approval by the Committee on Geographic Units, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the SC Section Board of Directors 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.