

## ASCE REGION 1 BYLAWS

### Article 1. General

- 1.0 Name. The name of this region shall be Region 1 of the American Society of Civil Engineers (Society), hereinafter referred to as "Region 1."
- 1.1 Purposes and Objectives. The purposes and objectives of the Region 1 Board of Governors shall be to assist, on a regional basis, the Society's Board of Direction in governing the Society.

### Article 2. Membership

- 2.0 Boundaries. The boundary of Region 1 shall be established by the Society's Board of Direction.
- 2.1 Composition. Region 1 is composed of the Boston Society of Civil Engineers, Buffalo, Connecticut Society of Civil Engineers, Ithaca, Maine, Metropolitan, Mohawk-Hudson, New Hampshire, New Jersey, Puerto Rico, Rhode Island, Rochester, Syracuse, and Vermont Sections of the Society.

### 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 and separations from Membership and Disciplinary Proceedings shall be conducted in accordance with Article 3 of the Society's governing documents.

### Article 4. Fees and Dues

- 4.0 Authorization to Implement. The Region 1 Board of Governors has the authority to assess fees, dues, or assessments upon Sections within its Region.
- 4.1 Maintenance of Fees, Dues or Assessments. Fees, dues or assessments collected from Region 1 Sections shall be maintained in an account established and approved by the Region 1 Board of Governors.
- 4.2 Use of Fees and Dues. Fees and dues collected from Region 1 Sections shall be used for purposes approved by the Region 1 Board of Governors.

### 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 1 Board of Governors shall submit annually, not later than November 30, to the Secretary of the Society an Annual Report of its activities and

finances for the preceding fiscal year. Guidelines governing the details required in the Annual Report shall be as prescribed by the Society's Executive Committee.

- 5.2 Fiscal Responsibility. The Region 1 Board of Governors, with due responsibility to the Society's Board of Direction, shall oversee the funds and assets of the Region. Neither the Region 1 Board of Governors nor any individual Board of Governor's 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. An annual audit shall be completed in accordance with Society Guidelines. The audit report shall be provided to the Society Secretary, the Region 1 Board of Governors, and all Region 1 Section and Branch Presidents.

- 5.3 Composition. The Region 1 Board of Governors shall be comprised of seven (7) Region 1 Governors and the Region 1 Society Director who shall serve as Chair. Five (5) Region 1 Governors shall be elected and two (2) Region 1 Governors shall be appointed. Three (3) elected Governors shall be from large Sections and two (2) elected Governors shall be from medium/small Sections. One (1) appointed Governor shall come from a medium/small Section. Section size shall be defined in the Region 1 Rules of Policy and Procedure. No more than one (1) elected Governor shall come from any Section. No more than two (2) Governors shall be from the same Section. The appointed Governors shall be selected by the sitting Region 1 Board of Governors and the Region 1 Governor(s)—elect to meet the needs of the Region.

- 5.4 Duties of the Region 1 Board of Governors. The Region 1 Board of Governors shall provide advice to the Society's Board of Direction and manage the affairs of the Region in accordance with the provisions of the governing documents of the Society and of the Region, which include the Region 1 Rules of Policy and Procedure.

- 5.5 Guidelines and Handbooks. The Region 1 Board of Governors may adopt guidelines or handbooks covering any and all aspects of its 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 1 Governors shall be Society members in Good Standing and have an Address of Record within the boundaries of Region 1. Region 1 Governors shall be voting Society members and have served as a Section or Branch officer; as a member of a Region, Section or Branch committee; or as a member of a National Committee of the Society. Additionally, a Region 1 Governor should have professional credibility with leadership skills, management experience and career accomplishments; and should be a confident communicator and presenter, a visionary planner, a motivator, have the ability to work in teams, be a negotiator, conflict manager and consensus builder. Region 1 Governors should also have skills in communicating with members and the public, in government relations and advocacy, and in conducting events which shall engage and serve members.

- 6.1 Term. Region 1 Governors shall serve a three (3) year term. After serving two (2) full terms, Region 1 Governors shall be ineligible to serve as a Geographic Region

Governor. The term of a Region 1 Governor shall begin upon installation and shall continue until a successor is installed.

6.2 Vacancy. Any vacancy on the Board of Governors shall be filled for the unexpired portion of the term by the appointment of a successor by the Region 1 Board of Governors.

6.2.1 Relocation of a Region 1 Governor. Relocation of a Region 1 Governor outside the boundaries of Region 1 constitutes a vacancy in the office of the relocated Region 1 Governor.

6.3 Compensation. Geographic Region Governors do not receive compensation for their services but may be reimbursed for expenses.

6.4 Duties. Duties shall include, but are not limited to, preparation for, attendance at and participation in meetings of the Region 1 Board of Governors, as prescribed by the current Society Bylaws and current Society Rules of Policy and Procedure and such other duties as may be determined by the Region 1 Board of Governors.

6.5 Removal from Office. The incapacitation of any Region 1 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 by the Region 1 Board of Governors.

6.5.1 Absences from Meetings of the Region 1 Board of Governors. The absence of a Governor at two (2) consecutive meetings of the Region 1 Board of Governors may be cause for removal of that Region 1 Governor from office.

6.6 Region Officers.

6.6.1 Chair of the Region 1 Board of Governors. The Region 1 Society Director shall serve as Chair.

6.6.2 Vice Chair. The Region 1 Board of Governors at the first Region 1 Board of Governors meeting of the fiscal year shall select a Governor to serve as Vice Chair. The Vice Chair shall serve as the Chair in the absence of the Chair at any meeting or activity.

6.6.3 Secretary. The Region 1 Board of Governors at the first Region 1 Board of Governors meeting of the fiscal year shall select a Governor to serve as Secretary.

6.6.4 Treasurer. The Region 1 Board of Governors at the first Region 1 Board of Governors meeting of the fiscal year shall select a Governor to serve as Treasurer.

6.7 Provision of Slate of Openings. The Region 1 Board of Governors shall provide to the Society Secretary not later than October 1 notification of Governor positions to be filled for the succeeding year.

**Article 7. Elections**

- 7.0 Composition of Region 1 Nominating Committee. The Region 1 Nominating Committee shall be comprised of the Region 1 Board of Governors, the three (3) most recent past Region 1 Directors with an Address of Record within Region 1 who are available to serve, and the three (3) most recent past Region 1 Governors with an Address of Record within Region 1 who are available to serve. No candidate for election shall serve on the Nominating Committee.
- 7.1 Provision of Slate of Nominations. The slate of proposed Region Nominations, including President-elect nominations and Region 1 Society Director nominations in the appropriate years, and all nominations for elected Region 1 Governors shall be provided to the Society Secretary annually not later than March 1.
- 7.1.1 Input on Society At-Large Director Nominations. The Region 1 Board of Governors, having received the input of the Region 1 Nominating Committee, shall provide input to the Secretary by March 1 on the candidates for Society At-Large Director.
- 7.2 Procedure for Nominations. Candidates for any Region or Society office are proposed to the Region 1 Nominating Committee by any Organizational Entity within the Region; additionally, any member within the Region may self-declare. No more than one (1) candidate shall be proposed by any Organizational Entity for any one (1) office per election, and no one (1) person shall be a candidate for more than one (1) office per election.
- 7.2.1 Selection of Region 1 Governor Nominee. If a candidate for an elected Governor is not provided, the Region 1 Board of Governors shall select a nominee.
- 7.3 Nomination Materials Required. Candidates shall provide to the Region 1 Nominating Committee a statement of intent to serve, and a professional resume.
- 7.3.1 Additional Nomination Materials for Organizational Entity Candidates. Candidates nominated by Organizational Entities shall provide a letter of endorsement or nomination from the Organizational Entity that has provided the nomination.
- 7.4 Evaluation of Nominations. The Region 1 Nominating Committee shall evaluate candidates for Society President-elect, Region 1 Society Director and Elected Region 1 Governor based on the eligibility requirements stated in the Society's governing documents; their apparent ability to interpret and communicate the Society's mission and strategic plan; their previous local, regional, and national contributions to the Society; the degree of support shown by their Section, employer and others; and their apparent willingness to devote a high level of effort toward the position. Candidates may be asked for supplemental information concerning qualifications and experience. There is no appeal process for candidates not nominated; however, a petition process to the election ballot is specified in the Society's governing documents.
- 7.5 Interview of Candidates. All candidates who are qualified and whose names are properly submitted to the Region 1 Nominating Committee shall be available for discussion with

the Region 1 Nominating Committee at such time and place as the Region 1 Nominating Committee deems appropriate.

## **Article 8. Meetings**

- 8.0 Requirements. The Region 1 Board of Governors shall meet at least four (4) times a year. At least two (2) meetings shall be face to face meetings. At least one (1) face to face meeting shall be held jointly with the Region 1 Assembly. Other meetings shall be as called by the Region 1 Board of Governors.
- 8.1 Quorum. A majority of the members of the Region 1 Board of Governors shall constitute a quorum at any meeting of the Region 1 Board of Governors.
- 8.2 Call of Meetings. Meetings of the Region 1 Board of Governors may be called by the Region 1 Board of Governors' Chair or upon the request of any three (3) Governors. These meetings may be held with fifteen (15) days notice.
- 8.3 Notification of Meetings. The Region 1 Board of Governors' Chair shall give notice of the time and place of its meetings to the Region 1 Board of Governors, the Region's Sections and Branches, the Region's Younger Member entity and the Society's Secretary.

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

- 9.0 Region Committees, Task Committees, Groups. The Region 1 Board of Governors may establish assemblies, committees, task committees, or other groups within Region 1 as required to fulfill their purposes and objectives.
- 9.0.1 Region 1 Assembly. Region 1 shall have a standing Assembly. Officers, membership, meetings, and voting for the Assembly are defined in the Region 1 Rules of Policy and Procedure.
- 9.0.1.1 Objectives. The Assembly shall exist to discuss Region 1 issues, including fees, dues, and assessments to Region 1 Sections, and provide membership to Region 1 Task Committees. The Region 1 Assembly shall also foster communications and regional interaction among the members and sub-units assigned to Region 1; shall coordinate, promote, integrate, and support activities of its assigned local Sections and Branches of ASCE; shall cultivate friendly relations through the medium of regular Assembly meetings; shall assist the Region 1 Society Director, Region 1 Governors, and Officers of the local Sections and Branches in the work and affairs of ASCE; and shall foster opportunities to become more engaged in ASCE activities including committee assignments.
- 9.0.1.2 Authority. The Assembly is an advisory board and is intended to provide input to the Region 1 Board of Governors.
- 9.1 Contacts Within the Region. The Region 1 Board of Governors may assign individuals residing in the Region reporting directly to the Region 1 Board of Governors as liaisons to relevant professional organizations within the Region that have similar interests, goals and outlooks.

## **Article 10. Administrative Provisions**

- 10.0 Awards and Scholarships. The Region 1 Board of Governors may establish and administer Region awards and scholarships in accordance with the Society's governing documents. A listing of the current Region 1 awards and scholarships are found in the Region 1 Rules of Policy and Procedure.
- 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 in which the interests of an individual or another organization has the potential to be placed above those of the Society. Any interested individual must disclose the existence of any actual or possible Conflict of Interest and all material facts to the Society entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Society entity.

## **Article 11. Amendments**

- 11.0 Amendments to Bylaws. The Bylaws of Region 1 may be amended at a duly constituted meeting of the Region 1 Board of Governors by a two-thirds (2/3) majority vote of those present and voting, provided a written notice for first reading of such proposed amendment shall have been provided at a previous meeting of the Region 1 Board of Governors and additionally the proposed amendment for second reading has been provided to all Sections within the Region for review and comment at least sixty (60) days in advance of said second reading. No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.
- 11.1 Amendments to the Region 1 Rules of Policy and Procedure. The Region 1 Rules of Policy and Procedure may be amended at any meeting of the Region 1 Board of Governors by a two-thirds (2/3) vote of the voting members present and voting, provided that a copy of such proposed amendment shall have been sent to each member of the Region 1 Board of Governors at least thirty (30) days in advance of the meeting