



FLORIDA SECTION CONSTITUTION AND BYLAWS

FLORIDA SECTION CONSTITUTION

(Effective as of 02/17/2018)

ARTICLE 1. GENERAL

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

1.1 Objective. The objective of the 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 (hereinafter referred to as the “Society”).

ARTICLE 2. AREA AND MEMBERSHIP

2.0 Area. The area of the Section shall be the entire State of Florida. The Section shall be divided into four (4) Districts based on the geographical grouping of the Branches. District boundaries shall be defined in the Operating Manual of the Section.

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, to serve on Section committees, or to represent the Florida Section officially.

2.2.2 Termination of Rights for Non-payment of Dues. Subscribing membership ceases for any member whose dues are more than twelve (12) months in arrears.

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

ARTICLE 3. SEPARATION FROM MEMBERSHIP

Adopted: February 17, 2018

3.0 Separation from Membership. Upon termination of membership in the Society, a person shall cease to be a member of the Florida 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. Society Life Members and Distinguished Members shall be exempt from payment of dues to the Section.

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 Society governing documents.

5.1 Executive Director. The Executive Director of the Section is the chief staff officer of the Section and is responsible for the detailed management of the affairs of the Section under the authority of the Board.

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Officers. The Officers of the Section shall be the Past-President, President, President-Elect, four elected Vice Presidents, and the Secretary/Treasurer.

6.1 Board of Directors. The Board shall consist of the Officers of the Florida Section, and the President of each Branch.

ARTICLE 7. ELECTIONS

7.0 Elections. The Section shall establish procedures for the annual election of Officers.

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, at a time set in accordance with the Bylaws.

8.0.2 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.

8.0.3 Meeting Notice. Notice of call for a meeting shall be sent to all Subscribing Members not less than ten (10) days in advance of the meeting date.

8.1 Board of Directors Meetings.

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

8.1.2 Meeting Notice. Notice of call for a meeting shall be sent to the members of the Board not less than fifteen (15) days in advance of the meeting date.

ARTICLE 9. SUBSIDIARY ORGANIZATIONS AND COMMITTEES

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

9.0.1 Governing Documents. Subsidiary Organizations shall adopt Bylaws consistent with this Constitution and Society governing documents.

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

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 be by the carrying on of propaganda or otherwise attempting to influence legislation, and the Section shall not participate in, or intervene in, including the publishing or distribution 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 has 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 either by 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. AMENDMENTS

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.

11.0.1.1 Written Petition A Written Petition submitted to the Section Secretary/Treasurer containing the text of the amendment, signed by not less than thirty (30) eligible voting 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 to the Subscribing Members of the 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.



FLORIDA SECTION BYLAWS
(Effective as of 10/26/2024)

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, qualifications and voting rights 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. Nine (9) 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 ninety (90) 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 managing the Section, administering the budget, financial resource and strategic planning, providing leadership, overseeing the various activities within the Section and its Subsidiary Organizations, communicating with the Region, establishing procedures for reviewing the performance of the Executive Director and facilitating the election process for Officers of the Section and its Subsidiary Organizations. The Board shall have control of property of the Section.

5.1 Duties of the Executive Director. The duties of the Executive Director shall be as set forth in the Operating Manual of the Section.

5.2 Annual Reports. The Secretary/Treasurer shall oversee the preparation of the Annual Reports, which shall be submitted to the Society in accordance with published requirements.

5.3 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 Society membership who have demonstrated interest and ability regarding Section affairs, have declared a willingness to serve, and have a commitment to the time required.

6.1 Officers. The Officers of the Section shall be elected by the Subscribing Members, with the exception of the President and immediate Past President. The President-elect shall automatically succeed to the office of President at the close of the Annual Meeting.

6.1.1 President. The President shall have general supervision of the affairs of the Section and shall delegate duties to Section Officers and Directors. The President shall preside at meetings of the Section and Board at which the President may be present.

6.1.1.1 Term. The President shall serve a one (1) year term. The President shall assume the office immediately following the conclusion of a term as President-elect. After serving one (1) full term, the President shall be ineligible to serve in the same office.

6.1.1.2 Vacancy. A vacancy in the office of President shall be filled for the unexpired portion of the term by the President-elect.

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 preside at meetings in the absence of the President 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. The term of office of the President-elect shall begin upon installation, normally at 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 Vice President 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 *Vice President.* Four Vice Presidents shall be elected, one residing in each District. The Vice Presidents shall attend meetings of the Board and assume all other duties as delegated by the President. Each of the four (4) elected Vice Presidents shall be responsible for the District in which they reside.

6.1.3.1 *Term.* The Vice Presidents shall serve staggered two (2) year terms. Each Vice President is eligible for re-election and shall not serve more than two (2) successive terms in the same office. The term of office of the Vice Presidents shall begin upon installation, normally at the Annual Meeting, and continue until a successor is installed.

6.1.3.2 *Vacancy.* A vacancy in the office of Vice President 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.

6.1.3.3 *Compensation.* The Vice Presidents do not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.4 *Secretary/Treasurer.* The Secretary/Treasurer shall attend meetings of the Board, keep the records of meetings of the Section, submit the Annual Report of the Section, be responsible for the maintenance and disbursement of all funds, prepare monthly reports on the financial condition of the Section, assist in the preparation of the Section's annual budget, be responsible for the submission of the Section's annual tax return, and assume all other duties as delegated by the President.

6.1.4.1 *Term.* The Secretary/Treasurer shall serve a two (2) year term. The Secretary/Treasurer is eligible for re-election and shall not serve more than two (2) successive elected terms in the same office. The term of office of the

Secretary/Treasurer shall begin upon installation, normally at the Annual Meeting, and continue until a successor is installed.

6.1.4.2 Vacancy. A vacancy in the office of the Secretary/Treasurer 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.

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

6.1.5 Past President. The Past President shall attend meetings of the Board and assume all other duties as delegated by the President.

6.1.5.1 Term. The Past President shall serve a one (1) year term immediately following a conclusion of a term as President and shall continue until a successor is installed.

6.1.5.2 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.

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

6.1.6 Executive Director. The Executive Director is responsible for supervising the activities and operations of the Section Office and acts as the general manager of the Section. The Executive Director reports to the President and is accountable to the Board.

6.1.6.1 Selection. The President, President-elect and the Secretary/Treasurer shall be the committee responsible for selecting the Executive Director. Once a recommendation for the Executive Director is made by the committee, a two-thirds (2/3) majority vote from the Board of Directors shall be required to approve the recommendation. The Executive Director shall not have a vote in the matters of the Section.

6.1.6.2 Compensation. The Executive Director is a paid position and compensation shall be determined by the Board within the guidelines established by the Internal Revenue Service for non-profit organizations.

6.2 Removal from Office. Any Officer, Director, or Board Member with more than three (3) unexcused absences of a regular Board meeting within a one (1) year period or who is otherwise deemed unfit or unable to fulfill the obligations of their office, may be removed from their office by a vote of two-thirds (2/3) of the remaining Board members, and the vacancy so created shall be filled for the unexpired term in accordance with these Bylaws.

ARTICLE 7. ELECTIONS

7.0 *Nominations.*

7.0.1 *Eligibility.* Candidates for the office of President-elect shall have served as a Section Officer. Candidates for Vice President and Secretary/Treasurer shall have served as a member of the Section Board or as a Section Committee Chair.

7.0.2 *Nominating Process.* The Nominating Committee shall publish notice of open positions to the Section membership at least thirty (30) days prior to the distribution of ballots and set the date by which nominations must be received. 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 (1) office per election cycle.

7.0.2.1 *Official Nominees.* The Nominating Committee shall select at least one (1) but no more than two (2) Official Nominees for each elected vacancy for inclusion on the ballot, with the exception of the offices of President and Past President, and shall obtain the consent of Nominees to serve if elected.

7.0.2.2 *Petition Nominees.* A written petition containing the signatures of thirty (30) eligible voting Subscribing Members of the Section shall place a candidate on the election ballot as a Petition Nominee.

7.1 *Ballots.* The Florida Section Executive Director shall send a ballot containing the list of all Official and Petition Nominees for each vacant office, whether or not the election is contested, to all eligible Subscribing Members of the Section at least twenty (20) days prior to the Annual Meeting.

7.1.1 *Tallying the Ballots.* Ballots returned to the Executive Director up to the time of counting shall be opened and counted at, or immediately prior to, the Annual Meeting by the members of the Nominating Committee. For each office, the Nominee receiving the highest number of votes cast shall be declared elected.

ARTICLE 8. MEETINGS

8.0 *Annual Meeting.* There shall be an Annual Meeting of the membership, held at a time determined by the Board, typically held during the summer.

8.0.1 *Quorum at Membership Meeting.* Thirty (30) Subscribing Members of the Section shall constitute a quorum for transacting 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.

8.2 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 may participate in a meeting of the Board 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 at the meeting.

8.4 Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board 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, and local Institute Chapters. Names of Subsidiary Organizations shall be as set forth in the Society's 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 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 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) consecutive 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 Board 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 stated in the petition.

9.1.5 Bylaws. The Branch Bylaws and any amendments must be approved by the Section 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. 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 ten (10) 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 Committees.

9.3.1 Standing Committees. The Section shall have the following standing committees: Administration, College/University Activities, Communications &

Publications, Diversity, Equity and Inclusion, Finance/Investment, Government Relations, History and Heritage, K-12 Outreach, Membership, Nominating, Professional Practice/Development, Public Involvement, Sustainability and Resilience, Technical Activities.

9.3.1.1 Nominating Committee. The Nominating Committee shall consist of the Secretary/Treasurer and the three most recent Past Presidents of the Section. The Chair shall be the current past President. No candidate for office shall serve on the Nominating Committee. If the Secretary/Treasurer is a candidate for office, the Nominating Committee shall consist of the three most recent Past Presidents.

9.3.1.2 Purpose, Composition and Duties. Unless otherwise provided in these Bylaws, the purpose, terms, composition and duties of the Standing Committees shall be as set forth in the Florida Section Operating Manual.

9.3.2 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.

9.4 Other Subsidiary Organizations. Other Subsidiary Organizations may be formed by the Board.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 Proper Management of Section Resources.

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/Treasurer containing the text of the amendment, signed by not less than twenty-five (25) 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,

Florida Section Bylaws

Adopted: October 26, 2024

where a quorum is in attendance, provided that a written notice containing the text of the proposed amendments(s) is published to the Section membership at least thirty (30) days in advance of the meeting.