American Society of Civil Engineers – Ohio Council of Local Sections

CONSTITUTION AND BY-LAWS
of the
OHIO COUNCIL OF LOCAL SECTIONS
of the
AMERICAN SOCIETY OF CIVIL ENGINEERS

(Version 5.1, Final Approved 9/30/2011)

CONSTITUTION

ARTICLE I – NAME AND OBJECTIVES

Section 1. Name
The name of this organization shall be the OHIO COUNCIL OF LOCAL SECTIONS OF THE AMERICAN SOCIETY OF CIVIL ENGINEERS, hereafter designated as the “Ohio Council” or “Council”.

Section 2. Objectives
The objectives of the organization are:

a) To provide for a council of the Local Sections of the American Society of Civil Engineers located in the State of Ohio, so that the Sections may act together on matters of statewide concern, while preserving their present identity and activities.

b) To sense, crystallize, and unify the individual thinking and attitudes of the civil engineering profession in Ohio on matters which concern the profession and public welfare.

c) To act in the public interest, coordinate activities, and present positions for the members concerning professional matters in the State of Ohio such as registration, legislation, regulation, personnel appointments, and employment conditions.

d) To provide resources and opportunities for Local Section delegates to meet and exchange information and ideas of mutual concern to improve Local Section programs within the State of Ohio.

ARTICLE II – MEMBERSHIP, VOTING AND DELEGATES

Section 1. Membership
Membership in the Ohio Council shall be the Local Sections of the American Society of Civil Engineers located in the State of Ohio.

Section 2. Delegates
Each Local Section shall be entitled to one delegate for each full one hundred assigned members, except that each Section shall be entitled to a minimum of two delegates regardless of the number of members assigned. The number of assigned members per Local Section shall be determined in accordance with the current “ASCE Official Register” as of October 1. Any revision in the number of delegates shall become effective at the Annual Meeting.

Section 3. Voting Representation
Each Local Section shall be entitled to one vote for each delegate to the Council, either by delegate or written proxy, with the provision that each delegate present at a meeting of the Council be limited to voting two written proxies in addition to the delegate’s vote.

Section 4. Selection of Delegates
Each Local Section shall select its delegates to the Ohio Council in any manner that it desires, one of whom shall be designated as the Senior Delegate. The term of the
delegates shall begin at the opening of the Annual Meeting of the Ohio Council.

**Section 5. Ex-Officio Members**

All current Section and Branch Presidents, all past and present national Officers, and all past Presidents of the Council who are members of the Local Sections shall be ex-officio members of the Council with the privilege of voting on all matters except election of Officers of the Council. Ex-officio members must be present to vote.

**Section 6. Voting**

All official business of the Council shall be conducted by a majority vote of the delegates to the Council unless otherwise stated in the Constitution and By-Laws.

**ARTICLE III – OFFICERS**

**Section 1. Officers**

The Officers of the Ohio Council shall consist of the following:

a) President. The office shall rotate among the Local Sections as outlined in the By-Laws, the President to be elected by the official delegates to the Ohio Council.

b) Vice President. The office shall rotate among the Local Sections as outlined in the By-Laws, the Vice President to be elected by the official delegates to the Ohio Council.

c) Secretary. The office shall rotate among the Local Sections as outlined in the By-Laws, the Secretary to be elected by the official delegates to the Ohio Council.

d) Treasurer. To be elected by the official delegates to the Ohio Council.

**Section 2. Term**

The Officers shall serve for a term of one year from the end of the Annual Meeting through the adjournment of the following Annual Meeting.

**Section 3. Elections**

At the Annual Meeting, the President in office shall hold elections for the new Officers and install them coincident with adjournment of the meeting.

**Section 4. Vacancies**

The Vice President shall act in the absence, or inability to serve, of the President. If neither the President nor Vice President are able to serve, the Secretary shall serve in their absence.

**Section 5. Reports**

The President and the Secretary shall prepare and submit any reports required or requested by the National Headquarters and Officers of the American Society of Civil Engineers.

**ARTICLE IV – COMMITTEES**

**Section 1. Committees**

Standing Committees shall be established in accordance with the By-Laws. The Ohio Council shall have the complete authority to establish special committees. Committee members may be any member, of any grade, of any Local Section in the Ohio Council. The appointment of committee members shall be in accordance with the By-Laws.

**ARTICLE V – MEETINGS**

**Section 1. Meetings**

The President shall schedule an Annual Meeting each year between September 1 and October 31. Additional meetings and the location and the time of all meetings shall be as established by the By-Laws. Special meetings may be held upon 30 days notice by the President, or by written request of one-fourth of the official representation, or by the request of two Local Sections. Requests for special meetings shall be made of the Secretary who shall send out written notices of such special meetings containing the purpose and subject matter for discussion.
Section 2. Conference Calls
The President may request that a special meeting be conducted by conference call in lieu of a face-to-face meeting subject to the approval of a majority of the delegates to the Council. The President shall send a request to the delegates at least seven days prior to the requested date and time for the conference call to allow time for a response. The President shall distribute an agenda for the conference call and provide a summary of the topic(s) and issue(s) to be addressed. The Annual and other regular meetings of the Council shall be face-to-face meetings in accordance with the By-Laws.

Section 3. Actions
Actions, except for election of Officers, may be taken by a written vote, in lieu of a called meeting. A minimum of 15 days shall elapse for responses, to permit the Local Sections to take the necessary action, in accordance with their own procedures. If authorized by vote at a Council meeting, the Officers may take action at a time subsequent to the meeting and in accordance with the vote.

ARTICLE VI – POSITIONS

Section 1. Positions
The positions, or actions, of the Ohio Council on any matter of statewide interest shall be determined by a two-thirds vote of the delegates voting. The official position of the Ohio Council shall, for all intents and purposes, represent the position of the Local Sections.

Section 2. Disposition
The official position of the Ohio Council shall be made known in writing to the appropriate authority or authorities, to the member Local Sections, to the Region Director, and to National Headquarters, and shall be signed by the President or the Secretary.

ARTICLE VII – EXPENSES

Section 1. Assessments
Expenses of the Ohio Council shall be borne by the Local Sections in proportion to their number of delegates on the Ohio Council. The amount of annual assessment per each delegate shall be determined in accordance with the formula contained in the By-Laws of the Ohio Council.

ARTICLE VIII – RULES OF ORDER

Section 1. By-Laws
There shall be appended to the Constitution suitable By-Laws, which shall become effective after having been approved by the votes of all the Local Sections in the State of Ohio, in accordance with their own procedures.

Section 2. Conduct of Meetings
“Roberts Rules of Order” shall be the parliamentary standard of the Ohio Council on all points not otherwise provided for in this Constitution and the By-Laws.

ARTICLE IX – AMENDMENTS

Section 1. Amendments
The Constitution and By-Laws may be amended by a majority vote of the Ohio Council and shall become effective by ratification by the Local Sections.

ARTICLE X – RATIFICATION

Section 1. Ratification
The Constitution and By-Laws, in order to be effective, shall be approved by action of all the Local Sections in the State of Ohio.

ARTICLE XI – APPROVAL

Section 1. Approval
The Constitution and By-Laws, and all amendments thereto, shall also be subject to the current rules of the American Society of Civil Engineers.
BY-LAWS

ARTICLE I – ORGANIZATION AND EXECUTIVE COMMITTEE

Section 1
These By-Laws are authorized by and complement the Constitution of the Ohio Council of the American Society of Civil Engineers hereinafter referred to as “Council”.

Section 2
There shall be an Executive Committee consisting of the Officers of the Council, the most recent past Council President living in Ohio, and as an ex-officio, the Region Director regardless of residence.

Section 3
The affairs of Council between regular Council meetings shall be executed by the Executive Committee so as to meet the objectives of Council.

Section 4
The Region Director shall assist and advise the Council on all matters pending before the Board of Directors of ASCE that are pertinent to the members in Ohio.

Section 5
The Executive Committee shall periodically revise guidelines for the standing committees listed in Article IV.

ARTICLE II – ELECTION OF OFFICERS

Section 1
The President, Vice President, and Secretary shall rotate among the Local Sections in accordance with the rotation sequence in Section 2. At each Annual Meeting, the current Secretary shall be the nominee for Vice President, and the current Vice President shall be the nominee for President. Should the current Secretary or current Vice President be unable to succeed to the position of Vice President or President, respectively, the Local Section of that Officer shall nominate a replacement.

Section 2
The rotation sequence, as of 2009-2010, is: Toledo Section, Akron-Canton Section, Dayton Section, Cincinnati Section, Central Ohio Section, and Cleveland Section. The Secretary shall maintain the current rotation sequence in a document separate from the By-Laws.

Section 3
Prior to each Annual Meeting, the Section that is to nominate the Secretary shall select their nominee in accordance with its own procedures. Should the Local Section responsible for the nomination of an Officer fail to provide a nominee, the current President of that Local Section shall be responsible for filling that office unless the Local Section subsequently provides a nominee that is elected to fill the term by the Council.

Section 4
The Election of Officers shall be by a majority vote of the delegates present at the Annual Meeting in accordance with Article II of the Constitution, and the quorum requirement of Article VIII of the By-Laws.

Section 5
The Election of Officers shall be held at the Annual Meeting of the Council.

Section 6
In the event that the office of President is vacated, the Vice President shall fill out the unexpired term. In the event that the offices of Vice President, Secretary, or Treasurer become vacated, the President, with approval of the Executive Committee, shall appoint a temporary Vice President, Secretary, or Treasurer to fill the unexpired term. The President shall request that the Local Section responsible for the office that
became vacated nominate a replacement for consideration by the Executive Committee. The intent is to preserve the current rotation of officers in accordance with Article II, Section 2 of the By-Laws. If the Local Section is unable to provide a nominee, the President shall appoint a temporary replacement to fill out the unexpired term of the office.

**Section 7**
The Treasurer shall be nominated and elected by the delegates to the Ohio Council at the Annual Meeting. The Treasurer shall not be subject to the rotation for the other Officers and may serve an unlimited number of consecutive terms per the vote of the delegates to the Council.

**ARTICLE III – DUTIES OF OFFICERS**

**Section 1. President**
The President shall preside at all meetings of the Council and Executive Committee. He or she shall, with the approval of the Executive Committee, appoint all standing committees. He or she shall appoint all members of the standing and special committees and properly inform the Secretary and the Executive Committee of these appointments. He or she shall call all regular and special meetings of the Council as required by the Constitution and other special meetings which he or she deems necessary. He or she shall be an ex-officio member of all committees.

**Section 2. Vice President**
In the temporary absence or disability of the President, the Vice President shall preside and discharge the duties of the President. The Vice President shall chair a committee made up of the Senior Delegates from each Section for the purpose of increased communication. The Vice President shall be a member of the Legislation and Registrations and Personnel Appointments Committees. The Vice President shall identify the names of organizations and individuals for the purpose of efficient liaison by each of the Council committees.

**Section 3. Secretary**
The Secretary shall record the proceedings of all meetings of the Council and Executive Committee. The Secretary shall furnish a copy of the minutes of the meetings to all members of the Council, Region Director, Presidents of the Local Sections, and National Headquarters, as soon as practicable after the meetings. The Secretary shall make a record of all standing and special committee meetings and will be charged with distribution of these reports to all delegates of Council.

**Section 4. Treasurer**
The Treasurer shall provide the Council with a recommended budget for the coming year. The Treasurer shall serve as Financial Officer of the Council and shall sign all checks or documents relating to the transfer of moneys and prepare an annual financial report to Council. As soon as practicable after each Annual Meeting, the Treasurer shall notify each Local Section President of the Local Section’s assessment for the coming year.

**Section 5**
In the temporary absence or disability of the Secretary from a meeting, the President shall appoint one of the delegates to discharge the duties of the Secretary during the meeting.

**ARTICLE IV – COMMITTEES**

**Section 1**
The President, unless otherwise provided herein, shall appoint the members, designate the chairperson, and outline the duties of all committees subject to approval of the Executive Committee. Such committees shall report directly to the Executive Committee.

**Section 2**
The standing committees of the Council and their duties are:
a) The Executive Committee as designated in Article I.

b) Legislation Committee shall consist of at least one member from each Local Section, with at least three members being Ohio Council delegates. This committee shall inform and advise the Council and take appropriate action, with the consent of the Council or the Executive Committee, on all legislation that affects the civil engineering profession in Ohio.

c) Registration and Personnel Appointments Committee shall consist of at least three members. This committee shall inform and advise the Council and take appropriate action, with the consent of the Council or the Executive Committee, on all activities pertaining to registration in the State of Ohio, in activities pertaining to reciprocity between the states, and on all personnel appointments that affect the civil engineering profession in the State of Ohio.

d) Ohio Outstanding Civil Engineering Achievement (OCEA) Award Committee is charged with soliciting project nominations, evaluating nominated projects, and selecting the project for the Ohio OCEA Award.

e) History and Heritage Committee is charged with soliciting nominations for Ohio History and Heritage awards and selecting the winner(s).

f) The Robert O’Shea Engineering Ethics Award Committee is responsible for publicizing the Engineering Ethics essay competition in Ohio, selecting a winner for the Robert O’Shea Engineering Ethics Award, and making arrangements for holding the oral presentation during a Council meeting.

g) The Audit Committee shall consist of a minimum of three members. The committee shall perform an audit of the Treasurer’s report as provided at the Annual Meeting of the Council. The committee shall also review the proposed assessments to the Local Sections. The Treasurer shall be an ex-officio member of the Audit Committee and shall provide materials per the committee’s request.

Section 3
The President shall be empowered to appoint such special committees as he or she deems needful at any time, or on the majority vote of the delegates at any meeting, he or she shall appoint committees as they direct.

Section 4
The Council shall review the decisions and selections made by its committees. The Council may take action on any committee decision or selection as necessary to ensure that the decisions or selections of the committees meet the objectives of the Council.

ARTICLE V – ASSESSMENTS

Section 1
Assessments for expenses shall be allocated to the Local Sections on the basis of the approved budget. Emergency assessments shall be allocated in the like manner on approval of an emergency budget.

Section 2
Each Local Section shall be assessed their portion of the approved budget based on the membership assigned to the Local Section by the “ASCE Official Register” as of October 1. The formula for the assessment is as follows:
a) The Local Section is assessed an amount for each member of the Local Section, minus all student members of the Local Section. The amount per member is to be determined by the Ohio Council and approved by a vote of all the Local Sections.

b) The Local Section is assessed an amount for each delegate to the Ohio Council in accordance with Article II, Section 2 of the Constitution. The amount per delegate is to be determined by the Ohio Council and approved by a vote of all the Local Sections.

ARTICLE VI – MEETINGS

Section 1
The President shall schedule the Annual Meeting as provided in Article V of the Constitution. In addition, the President shall schedule one additional regular meeting per year during March or April. The order of business of all regularly-scheduled Council meetings shall be forwarded to all Local Section delegates by the Secretary at least thirty days prior to the meeting date. Adequate time shall be made available for discussion of late items not included on the advance agenda.

Section 2
The location of the Annual Meeting shall rotate through each of the Local Sections of the Council. The Annual Meeting shall be hosted by the Vice President’s Local Section in accordance with the rotation in Article II. The other regular meeting of the Council shall be hosted by the Central Ohio Section to provide a central location and reduce the travel times for the delegates. The location of any special meetings shall be determined by the President.

ARTICLE VII – AMENDMENTS

Section 1
The provisions of these By-Laws may be amended at any meeting by a majority vote of the delegates present at that meeting. No prior notice of a change in the By-Laws is required. Amendments to these By-Laws shall not become effective until ratified by a vote of all the Local Sections.

ARTICLE VIII – QUORUM

Section 1
A quorum for the transaction of any business shall consist of at least one delegate from a majority of the Local Sections on the Ohio Council.

ARTICLE IX – DISSOLUTION

Section 1
Upon dissolution of the Ohio Council, the assets remaining after the payment of the debts of the Council shall be distributed to the Local Sections in amounts proportional to their latest annual dues assessment.