



American Society of Civil Engineers (ASCE)
Region 9

**Resolution Urging a NO Vote on the Proposed Constitutional Amendments on
the May 2020 ASCE ballot**

1. Whereas the ASCE Region 9 Board of Governors is a management entity for ASCE in the State of California and is tasked with providing input to the Board of Direction on policy initiatives and also with providing leadership and direction to the Region;
2. Whereas the ASCE Region 9 Board of Governors has conducted a review of the proposed Constitutional amendments that have been placed on the May 2020 ASCE ballot for a vote by the general membership;
3. Whereas the ASCE Region 9 Board of Governors upon conducting its review understands that revisions as drafted are wide-ranging and will have significant impacts to Society operations permanently and for the foreseeable future;
4. Whereas the ASCE Region 9 Board of Governors feels there has been insufficient outreach and communication to all members during the Constitution revision process, and insufficient opportunity for the entire membership and stakeholders for education, input and comment regarding the importance and significance of the proposed changes;
5. Whereas the ASCE Region 9 Board of Governors believes that there has been insufficient participation and representation of the cross-section of ASCE member entities on the Constitutional drafting committee and task committee which may have resulted in a lack of cross-sectional input to the proposed revisions;
6. Whereas the ASCE Region 9 Board of Governors believes that any perceived urgency to make any changes to the ASCE Constitution must not be overshadowed by the need to ensure that the membership is fully informed about the nature and consequences of the revisions;

Resolved, that the ASCE Region 9 Board of Governors, on behalf of its members:

1. Urges a NO VOTE on the May 2020 Constitution ballot measure, to allow for additional time for responsible review and understanding by the membership of the full consequences of each ballot item, and allow for the measure to be brought back next year with that fully informed awareness
2. Requests the inclusion of representatives from key ASCE entities including Region boards, Sections, Branches, Younger Member Councils and students, in the Constitution redrafting process
3. Strongly suggests that a detailed communication and engagement plan be developed to outline the proposed engagement process (with minimum outreach thresholds) to provide regular monthly updates during the current process of revising the Governing Documents of the Society, so that the entire ASCE membership are apprised
4. Urges that the Society Board of Direction seek to broadcast live all Board meetings at which a review of the ASCE Governing Documents is presented and discussed, to further keep the membership informed.

The May 2020 ASCE ballot comprises changes to the ASCE Constitution that are up for a membership vote. A two-thirds affirmative vote of the participating membership is required to approve the measure. As a background, there are currently three primary governing documents that address the operations of the Society: the ASCE Constitution, the Bylaws, and the Rules of Policy and Procedure. Any amendments to the ASCE Constitution, such as those being presented in May, require a two-thirds vote of the entire Society membership. Amendments to the Bylaws and the Rules of Policy and Procedure only require a two-thirds vote of the Society Board of Directors. Membership authority and control therefore most significantly resides in the ASCE Constitution. It should be noted that an earlier version of this proposed ballot initiative advocated for eliminating the Constitution entirely.

The gist of the Constitutional changes on the May 2020 ballot is towards shifting authority from requiring a two-thirds vote of the membership, to requiring only a two-thirds vote of the Society Board of Directors. One main characteristic of these changes is in the proposed the transfer of several Constitutional clauses to the Bylaws. The proposed changes also include some measures that would alter the makeup of the Society's structural organization and leadership. These changes on the ballot are only part of a much large effort currently underway to make significant revisions to the ASCE Bylaws and the Rules of Policy and Procedure that are currently being presented to the Society Board of Directors by the ASCE Governing Documents Committee and a working task committee. The current changes being proposed are sweeping, and the transfer of authority to the Society Board of Directors is significant. The purpose of this fact sheet is to help ensure that the membership at large is fully aware and understands the implications of the proposed changes, and not regret the result after the vote. Voting members who may feel that have insufficient information to make an informed choice at the ballot should **VOTE NO**, and in the aftermath of the vote should seek to educate themselves on the proposed revisions to the ASCE Constitution, and possibly should seek to participate in the process. It is currently envisioned that most members would need more time to understand the full implications of the current ballot measure, and would therefore need to **VOTE NO**.

Below is a short opinion summary of a few takeaways from each Article being revised:

ARTICLE 1. GENERAL

There are generally only minor changes being proposed to this Article. A draft proposal presented early on, however, would have dropped the words "profession of" from the text "The objective of the Society is the advancement of the science and profession of engineering to enhance the welfare of humanity". This elimination of the word "profession" would have been a significant alteration to the Objective of the Society.

ARTICLE 2. MEMBERSHIP

The changes being proposed under this Article would essentially result in any member of the public, after paying dues to become an ASCE Affiliate Member, to be able to serve as the ASCE President. Currently that privilege is restricted to Associate Members and above in good standing. The future rights and privileges of Affiliate Members of ASCE is what is being addressed under this Article, and whether they may have voting privileges and the right to become the ASCE President. Some may feel that non-civil engineers and other individuals that cannot qualify as an ASCE Associate Members and above, should not have the right to become president of ASCE, the oldest national engineering Society in the nation.

ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

The changes being proposed under this Article would essentially transfer most of the authority for amending the specified language in the Article from the membership and to the Society Board of Directors, in this instance regarding the authority for changing the criteria for expulsions and disciplinary actions of members. The ability to modify these criteria would therefore in future fall under the sole purview of the Board and not the ASCE members.

ARTICLE 4. FEES AND DUES

There are only minor changes to this Article being proposed.

ARTICLE 5. MANAGEMENT

The changes being proposed under this Article would essentially transfer most of the authority for amending the specified language from the membership to the Society Board of Directors, in this instance regarding whether an appointed Executive Director will be responsible for the detailed management of the affairs of the Society.

ARTICLE 6. OFFICERS, DIRECTORS AND GOVERNORS

The changes being proposed under this Article would essentially transfer most of the authority for amending the specified language from the membership to the Society Board of Directors, in this instance regarding the composition of the ASCE Executive Committee

ARTICLE 7. GEOGRAPHIC REGIONS AND ELECTIONS

There are currently no changes to this Article being proposed.

ARTICLE 8. MEETINGS

There are currently only minor changes to this Article being proposed.

ARTICLE 9. COMMITTEES, INSTITUTES, ACADEMIES, GEOGRAPHIC UNITS, FOUNDATIONS, AFFILIATED AND OTHER ORGANIZATIONAL ENTITIES

ASCE as a Society is made up of ten Geographic Regions. The change being proposed under this Article in defining Geographic Regions Boards as an organizational entity rather than a management entity, would allow the Society Board of Direction to modify or eliminate the Geographic Region Boards entirely. The current language in the Article, and in Article 7, enhances the Constitutional existence of this important management body.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

There are currently only minor changes to this Article being proposed.

ARTICLE 11. AMENDMENTS

The changes being made under this Article are significant and impactful and would alter the nature by which amendments to the Bylaws and the Rules would be executed. In summary, it would become much more difficult for the ASCE membership at large to submit any desired changes to the Constitution, Bylaws, and the ASCE Code of Ethics. Conversely, it would become much easier for the Society Board of Directors to make any desired changes to these documents without direct membership approval. Advance notification times to the membership of any proposed changes are also drastically reduced in the proposed Article changes, and the membership at large would be given only 14 days advance notice within which to consider and respond to any future proposed changes to the above mentioned documents.

LANGUAGE BEING STRUCKOUT IS BEING DELETED

LANGUAGE UNDERLINED IS BEING INSERTED.

CONSTITUTION

of The American Society of Civil Engineers

A Not-for-Profit Corporation

ARTICLE 1. GENERAL

1.0 Name. The name of this corporation is The American Society of Civil Engineers (hereinafter called the "Society").

~~1.1 Headquarters. The headquarters office of the Society shall be determined by the Board of Direction at such place permitted by law and the Certificate of Incorporation. Regional offices may be established at such places as may be determined by the Board of Direction.~~

Move this section to the Bylaws because determining the location of the headquarters is a Board decision.

1.12 Duration. The duration of the Society is perpetual.

1.23 Purposes and Objective. The purposes of the Society are as stated in the Society's Certificate of Incorporation. The objective of the Society is the advancement of the science and profession of engineering to enhance the welfare of humanity.

ARTICLE 2. MEMBERSHIP

2.0 Grades and Qualifications. Membership in the Society is available worldwide to civil engineers, civil engineering students, and other persons similarly qualified in another branch of engineering or in an allied profession. The voting membership grades of the Society shall be Affiliate Member, Associate Member, Member, Fellow, Distinguished Member, and President-Emeritus. The non-voting membership grades of the Society shall be Student Member ~~and Affiliate Member~~. The rights, privileges, responsibilities and qualifications of membership shall be set forth in the Society's Bylaws and/or other appropriate governing documents.

The Board voted in January to allow Affiliate members to vote which would require a Constitutional change.

~~2.1 Admission. Applicants shall be admitted to membership in the Society in such manner as the Board of Direction may direct.~~

Move this section to the Bylaws since it is a function of the Board.

2.12 Obligations. All members of the Society must subscribe to the ~~Certificate of Incorporation~~, Constitution, Bylaws, Code of Ethics and other governing documents of the Society.

Eliminate "Certificate of Incorporation" since it is not a published document the members would be familiar with.

ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

~~3.0 Resignation.~~ Any member of the Society may tender resignation.

~~3.1 Disciplinary Proceedings.~~ Any member of the Society may be subject to disciplinary proceedings, following notice and an opportunity to be heard, in accordance with procedures adopted by the Board of Direction.

~~3.2 Expulsion.~~ Any member of the Society may be expelled by affirmative vote of not less than seventy-five percent (75%) of the Board of Direction.

Not used.

Eliminate all of Article 3 because the language is currently in the Bylaws.

ARTICLE 4. FEES AND DUES

~~4.0 Schedule.~~ A schedule of annual dues and fees shall be established by the Board of Direction.

Not used.

Eliminate Article 4 because the Bylaws already state the annual dues and fees are established by the Board.

ARTICLE 5. MANAGEMENT

5.0 Board of Direction. The corporate powers of the Society shall be vested in the Board of Direction. The Board of Direction shall be responsible for the supervision, control and direction of the Society. The Board of Direction shall provide Bylaws for the regulation and conduct of the Society's powers and affairs. The Board of Direction shall manage the affairs of the Society in accordance with the applicable laws and the provisions of the Society's governing documents.

5.1 Executive Committee. The Executive Committee shall exercise such part of the authority of the Board of Direction as delegated and permitted under applicable laws and the Society's governing documents.

~~5.2 — Executive Director. The Executive Director of the Society is responsible for the detailed management of the affairs of the Society under the authority of the Board of Direction and oversight by the Executive Committee.~~

Eliminate this section because the Board has authority over the Executive Director which is spelled out in the Bylaws.

5.23 Region Boards of Governors. Regions shall be governed by Region Boards of Governors which shall provide advice to the 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.

ARTICLE 6. OFFICERS, DIRECTORS AND GOVERNORS

6.0 Board of Direction. The Board of Direction shall consist of eighteen (18) directors. The directors shall be members of the Society in good standing. These directors shall be the President, the latest available Past President continuing to be a member of the Society, the President-elect, and fifteen (15) Society Directors designated as follows: thirteen (13) directors elected by the Regions Directors and two (2) At-Large Directors appointed by the Board of Direction.

Modify to clarify how many Directors are elected and regardless of whether you are a Geographic, Technical or At-Large Director everyone is considered a Society Director.

~~6.1 — Executive Committee. The Executive Committee shall consist of the President, the Past President, the President-elect, and the Society Directors serving in the final year of their term.~~

Move this section to the Bylaws because the composition of the Executive Committee is under purview of Board and does not require approval of the membership.

6.12 Terms. The term of office for the President is one (1) year, for the Past President is one (1) year, for the President-elect is one (1) year, for the Society Directors is three (3) years.

6.23 Officers. The Officers of the Society shall be the President, the Past President, the President-elect, the Secretary and the Treasurer.

ARTICLE 7. GEOGRAPHIC REGIONS AND ELECTIONS

7.0 Regions and Elections. The Board of Direction shall establish constituency-based Regions for the purpose of electing the Region Directors, nominating candidates for President-elect, and for such other purposes as defined in the Bylaws.

ARTICLE 8. MEETINGS

8.0 Annual Membership Meeting. The Society shall hold at least one (1) business meeting annually, termed the Annual Membership Meeting, ~~on a date as provided fixed~~ in the Bylaws. The quorum for the Annual Membership Meeting shall be one hundred (100) voting members. The Society may hold additional business meetings as provided in the Bylaws.

8.1 Board of Direction Meetings. Meetings of the Board of Direction shall be held as determined by the Board of Direction, but the Board of Direction shall hold at least two (2) meetings annually.

~~**8.2 Executive Committee Meetings.** Meetings of the Executive Committee shall be held as determined by its chair.~~

Move this section to the Bylaws because the Executive Committee is under the purview of the Board and does not require approval of the membership for revisions.

~~ARTICLE 9. COMMITTEES, INSTITUTES, ACADEMIES, GEOGRAPHIC UNITS, FOUNDATIONS, AFFILIATED AND OTHER ORGANIZATIONAL ENTITIES~~

Modify the Article heading for simplification rather than try to capture every type of Organizational Entity within the Society.

9.0 Organizational Entities. Regions, Committees, Institutes, Academies, Geographic Units, Foundations, Affiliated and other Organizational Entities of the Society may be established or terminated by the Board of Direction as defined in the Bylaws.

Add Regions to the list of Organizational Entities.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 Exempt Purposes. The Society is organized exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code) (hereinafter, the "Code"). The Society shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE 11. AMENDMENTS

11.0 Certificate of Incorporation and Constitutional Amendments.

11.0.1 Proposal. An amendment to the Certificate of Incorporation or Constitution may be proposed in two (2) ways:

11.0.1.1 *Petition.* By petition stating the general content of the proposed amendment and signed by not less than one hundred (100) validated voting Society members in good standing from each of at least two-thirds (2/3) of the Regions. Petitions must be presented to the Secretary not less than sixty (60) days in advance of the Board of Direction meeting at which the amendment will be considered. Written notice containing the proposed amendment shall be sent to each member of the Board of Direction at least fourteen (14) days prior to the meeting for first consideration, debate and discussion (first reading).

Modify so the 800 petition signatures needed to submit an amendment to the Board are still submitted 60 days in advance of the Board meeting; keep the 14-day distribution date of the Board agenda consistent.

11.0.1.2 *Board of Direction.* By the Board of Direction, by two-thirds (2/3) vote of those present and voting, provided written notice containing the general content of the proposed amendment was sent to each member of the Board of Direction at least ~~thirty (30)~~ fourteen (14) days prior to the meeting for first consideration, debate and discussion (first reading).

Modify to be keep the distribution date of the Board agenda consistent.

11.0.2 *Consideration for Recommendation.* Any proposed amendment shall be considered by the Board of Direction for a second time at its next regularly scheduled meeting provided written notice containing the exact content of the proposed amendment was sent to each member of the Board of Direction at least ~~thirty (30)~~ fourteen (14) days prior to such meeting and further provided at least ~~thirty (30)~~ fourteen (14) days notice is provided to the membership in accordance with the Bylaws. ~~of the consideration of the amendment was sent to the Society membership.~~

The Board of Direction may recommend the proposed amendment by two-thirds (2/3) vote of those present and voting (second reading).

Modify to clarify the membership receives final notice of a proposed amendment to the Society's Certificate of Incorporation or Constitution before the Board considers it for approval on second reading.

11.0.2.1 *Recommendation.* The recommended amendment shall be considered on the ballot in an upcoming Society-level election.

11.0.2.2 *Non-Recommendation.*

11.0.2.2.1 *Petition.* If an amendment proposed by Petition is not recommended by the Board of Direction, notice will be

provided to the membership in accordance with the Bylaws. of the Society relative to this action

11.0.2.2.1.1 Reintroduction of an Amendment Proposed by Petition. If not recommended by the Board of Direction, an amendment proposed by Petition may be reintroduced by the membership of the Society at either of the subsequent two (2) Annual Membership Meetings held more than sixty (60) days after the Board action on the amendment proposed by Petition. To reintroduce the amendment proposed by Petition, an additional fifty (50) validated signatures from voting Society members in good standing from each of at least two-thirds (2/3) of the Regions, shall be added to the original petition signatures submitted to the Secretary ~~petitions, signed by at least fifty (50) voting Society members from each of at least two-thirds (2/3) of the Regions, shall be submitted to the Secretary~~ at least ninety (90) days prior to an Annual Membership Meeting. An amendment proposed by Petition reintroduced in such a manner shall be included on the ballot in an upcoming Society-level election upon recommendation of two-thirds (2/3) of the voting Society members in good standing present and voting at the Annual Membership Meeting.

Modify for clarity.

11.0.2.2.2 Board of Direction. If after consideration an amendment proposed by the Board of Direction is not recommended, no further action is taken on the proposed amendment.

11.0.3 Action. Adoption of a recommended amendment shall require the affirmative vote of two-thirds (2/3) of the ballots cast thereon by the Society membership in a Society-level election. A committee of Tellers, appointed by the President, shall supervise the tabulation of ballots, which shall be canvassed by the Board of Direction at its next meeting. An adopted amendment shall become effective at the conclusion of the meeting of the Board of Direction at which the ballots are canvassed, or date specified. ~~If not adopted, an amendment may be re-proposed as set forth in this Article.~~

Eliminate the last sentence because it is not needed.

11.1 Code of Ethics Amendments.

11.1.1 Proposal. An amendment to the Code of Ethics may be presented at any meeting of the Board of Direction, a quorum being present, for first consideration, debate and discussion (first reading).

Modify to clarify an amendment may be presented for first reading at a Board meeting.

11.1.2 Notification. The Society shall ~~publish~~ provide notice to the membership in accordance with the Bylaws on proposed amendments to the Code of Ethics ~~on the Society's Web site~~ at least thirty (30) days prior to second consideration and approval ~~formal consideration~~ by the Board of Direction.

Modify for clarity.

11.1.3 Action. The Board of Direction may consider for a second time ~~act on~~ a proposed amendment at its next meeting, provided that ~~meeting occurs at least seventy-five (75) days following the meeting at which the proposed amendment was received and further provided that~~ the precise written form of the amendment is sent to the Board of Direction at least ~~thirty (30)~~ fourteen (14) days in advance of the meeting. ~~If the Board of Direction determines, by a vote with no more than two (2) Board of Direction members dissenting, that an emergency exists, the seventy-five (75) day interval between proposal and action may be waived.~~ Adoption by the Board of Direction of a recommended amendment shall require the affirmative vote of two-thirds (2/3) of those present and voting (second reading).

Modify for clarity; keep the distribution date of the Board agenda consistent.

11.2 Bylaws Amendments.

11.2.1 Proposal. An amendment to the Bylaws may be presented at any meeting of the Board of Direction, ~~a quorum being present.~~ for first consideration, debate and discussion (first reading).

Modify to clarify when concerns on a proposed amendment should be raised.

11.2.2 Notification. Notification shall be ~~sent~~ provided to the Society Region Boards of Governors, Section and Branch Presidents, Younger Member Councils and the Society membership at least ~~thirty (30)~~ fourteen (14) days prior to second consideration and approval ~~action of by~~ the Board of Direction on the proposed amendment in accordance with the Bylaws.

Modify to add Younger Members; keep the distribution date of the Board agenda consistent.

11.2.3 Action. The Board of Direction may consider for a second time ~~act on~~ a proposed amendment at its next meeting, provided that meeting occurs at least forty-five (45) days following the meeting at which the proposed amendment was received and further provided that the precise written form of the amendment is sent to the Board of Direction at least ~~thirty (30)~~ fourteen (14) days in advance of the meeting. If the Board of Direction determines, by a vote with no more than two (2) Board of Direction members dissenting, that an emergency exists, the forty-five (45) day interval between proposal and action may be waived. Adoption by the Board of Direction of a recommended amendment shall require the affirmative vote of two-thirds (2/3) of those present and voting (second reading).

Modify to clarify when final approval is taken on Bylaws amendments; keep the distribution date of the Board agenda consistent.