



**MINNESOTA SECTION
BYLAWS**
Effective September 22, 2011

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

Not used.

Article 3: Separation from Membership

Not used.

Article 4: Dues

4.1 Annual Dues. The Annual Dues for members of the MN Section shall be determined annually by the MN Section Board of Directors and shall be payable in U.S. currency in advance of January 1st.

Article 5: Management

5.1 Duties of the Board of Directors. Duties of the MN Section Board of Directors shall include management of the MN Section, responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the MN Section and its subsidiary organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the MN Section and its subsidiary organizations. The Board of Directors shall have control of property of the MN 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 Qualifications. Officers and Directors shall be Subscribing Members of the MN 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 made a commitment to the time required.

6.2 Officers. The Officers of the Section shall be elected by the Subscribing Members of the Section, with the exception of the President and Past President. The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting in the year in which the President's term expires. At the conclusion of the term as President of the Section, the President becomes the Past President for a term of one (1) year.

6.2.1 President. The President shall preside at Business Meetings of the Section, shall chair and attend all meetings of the Section Board of Directors, and shall appoint members to committees where authorized.

6.2.2 President-Elect. The President-Elect shall act in place of the President when the President is not available. The President-Elect shall also serve as the vice chair and attend all meetings of the Section Board of Directors.

6.2.3 Vice President. The Vice President shall also serve as the Director of Information Services and shall attend all meetings of the Section Board of Directors. As Director of Information Services, the Vice President shall serve as the Newsletter Editor, the Coordinator of the Section Website, and such other information services duties as assigned by the Board of Directors.

6.2.4 Secretary. The Secretary shall attend all meetings of the Section Board of Directors and serve as secretary at all meetings. The Secretary shall keep the minutes of Section meetings and be in charge of Section correspondence.

6.2.5 Treasurer. The Treasurer shall monitor the funds of the Section, assist in preparation of the Section's annual budget, report periodically to the Section Board of Directors, provide an annual financial report to the Section Board of Directors, and attend all meetings of the Section Board of Directors.

6.2.6 Past President. The Past President shall attend all meetings of the Section Board of Directors, shall serve as the Chair of the Nominating Committee, and shall perform any other duty as assigned by the Section Board.

6.3. Directors. The Directors of the Section shall be the Director of Professional Services, the Director of Technical Services, and the Director of the Younger Member Group. The Directors shall be elected by the Subscribing Members of the Section, with the exception of the Director of the Younger Member Group who shall be the standing President of the MN Section Younger Member Group.

6.3.1. Professional Services. The Director of Professional Services shall attend all meetings of the Section Board of Directors and serve as the Board's liaison to the Section's Professional Committees.

6.3.2. Technical Services. The Director of Technical Services shall attend all meetings of the Section Board of Directors and serve as the Board's liaison to the Section's Technical Committees.

6.3.3. Younger Member Group. The Director of the Younger Member Group shall attend the meetings of the Section Board of Directors and serve as the liaison to the Section's Younger Member Group.

6.4 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.

6.5 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 until an election to fill the position can be held. In the event the Past President position becomes vacant, the latest active resident Past President available and willing to serve shall assume the position. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.

6.6 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.

6.7 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 publish notice of open positions to the Section membership at least sixty (60) days prior to the election and set the date by which nominations must be received. The names of candidates for nomination shall be submitted to the Nominating Committee from within the Section membership in a form prescribed by the

Nominating Committee. No person shall be a candidate for more than one (1) office per election cycle. 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 fifteen (15) signatures of Subscribing Members. In a contested election, the Nominating Committee shall propose and the Board of Directors shall approve rules as applicable to ensure a fair contest.

7.2 Ballots. In a contested election, the Secretary shall send a ballot containing the list of all nominees, (and) 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. For an uncontested election, the Board of Directors will determine the procedures the Section will follow during balloting.

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 from among the Subscribing Members (voting grade) of the Section. 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 Annual Meeting. One Section meeting shall be designated as the Annual Meeting to conduct business of the Section, such as announcing results of annual Board of Director elections and/or installing the newly elected Board of Directors. The Annual Meeting date shall be determined by the Board of Directors.

8.1.2 Frequency of Other Meetings. In addition to the Annual Meeting, at least six (6) meetings shall be held each year at regular intervals.

8.1.3 Quorum at Section Meeting. Fifteen (15) Subscribing Members shall constitute a quorum for transacting business at a meeting of the MN Section.

8.2 Quorum at Board of Directors Meeting. A majority of the 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 MN 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 MN 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, and Technical Groups/Institute Chapters. Names of subsidiary organizations shall be as set forth in the Section governing documents.

9.1.2 Formation. Formation of subsidiary organizations shall be subject to the approval of the MN 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 of thirty (30) members of the Branch, if the Branch were to be formed.

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

9.1.3.5 Region Approval. Upon MN 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/Institute Chapters. Technical Groups or

Institute Chapters shall be created in accordance with the following requirements:

9.1.4.1 Proposal. A new Technical Group or Institute Chapter shall be proposed by submission of a written proposal to the MN Section Board of Directors with the name, objectives, officers, and brief comments on how the new Technical Group or Institute Chapter will be of advantage to members in the area.

9.1.4.2 Membership. Not less than thirty (30) Subscribing Members of the MN Section may form a Technical Group or Institute Chapter.

9.1.4.3 Approval. Approval must be obtained from the MN 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 MN 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 MN 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 MN Section's Annual Report.

9.1.8 Level of Activity. Each Subsidiary Organization shall hold a minimum of one (1) event per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have thirty (30) 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 MN Section.

9.2 Standing Committees. The MN Section shall have the following standing committees. Unless otherwise provided, these Committees shall consist of Subscribing Members and shall typically have a Chair and may have a Vice Chair(s) as determined by the committee members:

9.2.1. Nominating Committee. The Nominating Committee shall consist of not less than three (3) nor more than six (6) members including the Past President, the President Elect, the Vice President, plus other duly selected members (encouraged to be recent Past Presidents if willing to serve),

appointed by the MN Section Board of Directors. All members shall be Subscribing Members of the Section and voting members of the Society. Members of the Board of Directors who are not candidates for nomination may serve.

9.2.2 Education/Community Service. The Education/Community Service Committee shall consist of Subscribing Members and Institute Only Members interested in promoting math, science and the field of Civil Engineering to students and the community.

9.2.3 History and Heritage Committee. The History and Heritage Committee shall consist of Subscribing Members and Institute Only Members interested in understanding and communicating to the Section our civil engineering heritage and history in Minnesota.

9.2.4 Legislative Committee. The Legislative Committee shall consist of Subscribing Members and Institute Only Members interested in national and local legislative issues regarding civil engineering,

9.2.5 Construction Committee. The Construction Committee shall consist of Subscribing Members and Institute Only Members interested in arranging for tours and technical presentations of local construction projects.

9.2.6 Environmental Engineering and Water Resources. The Environmental Engineering and Water Resources Committee shall consist of Subscribing Members and Institute Only Members interested in organizing tours, seminars, social activities, technical activities and meetings related to environmental engineering and water resources.

9.2.7 Geotechnical. The Geotechnical Committee shall consist of Subscribing Members and Institute Only Members interested in geotechnical topics related to civil engineering.

9.2.8 Structural. The Structural Committee shall consist of Subscribing Members and Institute Only Members interested in structural engineering and planning a yearly spring technical seminar for structural engineers, selecting a student scholarship winner, and arranging tours of buildings, bridges, and other structures.

9.2.9 Transportation. The Transportation Committee shall consist of Subscribing Members and Institute Only Members interested in transportation engineering.

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

President at the beginning of the MN 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.

11.1.2 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 MN 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.