



MINNESOTA SECTION CONSTITUTION

Effective September 22, 2011

Article 1: General

1.1 Name. The name of this organization shall be the Minnesota Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the MN Section).

1.2 Objective. The objective of the MN Section shall be the advancement of the science and profession of 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

2.1 Area. The area of the MN Section shall be the state of Minnesota, except for the counties of Koochiching, St. Louis, Lake, Cook, Itasca, Cass, Crow Wing, Aitkin, Carlton and Pine.

2.2 Assigned Members. All members of the Society, of all grades, whose addresses of record are within the boundaries of the MN Section, as defined by the Society, shall be Assigned Members of the MN Section.

2.3 Subscribing Members. All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the MN Section, who have paid the current dues of the Section or who are exempt by Article 4, shall be Subscribing Members of the Section.

2.3.1 Rights of Subscribing Members. Only Subscribing Members who meet the requirements of the Society's governing documents shall be eligible to vote in MN Section elections, to hold MN Section office, to serve on MN Section committees, or to represent the MN Section officially.

2.3.2 Termination of Rights for Non-payment of Dues. Subscribing membership ceases for any member whose dues are more than six (6) months in arrears.

2.4 Institute-only Members. Institute-only Members of a Society Institute may be members of a MN Section or Branch Technical Group or local Institute Chapter.

Article 3: Separation from Membership

3.1 *Separation from Membership.* Upon termination of membership in the Society, a person shall cease to be a member of the MN Section.

Article 4: Dues

4.1 *Annual Dues.* Annual dues shall be established by the MN Section Board of Directors.

4.2 *Exemption from Dues.* Society Life Members and Distinguished Members shall be exempt from payment of dues to the MN Section.

Article 5: Management

5.1 *Board of Directors.* The governing body of the MN Section shall be a Board of Directors. The Board shall be responsible for the supervision, control and direction of the MN Section, and shall manage the affairs of the MN Section in accordance with the provisions of the MN Section's and the Society's governing documents.

Article 6: Officers and Directors

6.1 *Officers.* The officers of the MN Section shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer and a Past President.

6.2 *Directors.* There shall be two (2) elected Directors and one (1) appointed Director. The elected directors shall be a Director of Professional Services and a Director of Technical Services. The appointed director shall be a Director of the Younger Member Group, who will be the standing President of the MN Section Younger Member Group.

6.3 *Board of Directors.* The Board of Directors shall consist of the Officers, the elected and appointed Directors and such other members as may be set forth in the Bylaws.

Article 7: Elections

The MN Section shall establish procedures for the annual election of Officers and Directors.

Article 8: Meetings

8.1 Membership Meetings

8.1.1 Annual Meeting. The Annual Meeting of the MN Section shall be held on such date and at such place as the Board of Directors designate.

8.1.2 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.

8.1.3 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.

8.2 Board of Directors Meetings.

8.2.1 Meeting Frequency. The Board of Directors shall hold at least four (4) meetings annually.

8.2.2 Meeting Notice. Notice of call for a meeting shall be sent not less than seven (7) days in advance of the meeting date.

Article 9: Subsidiary Organizations and Committees

9.1 Subsidiary Organizations. Subsidiary organizations may be formed within the MN Section, to facilitate the carrying out of the objectives of the MN Section, to promote interest in the Society and to provide to members of the MN Section a better opportunity for participation in local Society activities, in accordance with the provisions of the Bylaws.

9.1.1 Governing Documents. Subsidiary organizations shall adopt Bylaws consistent with this Constitution and Society governing documents.

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

Article 10: Administrative Provisions

10.1 Proper Use of Section Resources. No part of the net earnings of the MN Section shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the MN Section shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered in furtherance of the purposes set forth above.

10.2 Limitations on Political Activity. No substantial part of the activities of the MN Section shall involve carrying on propaganda or otherwise attempting to influence legislation, and the MN Section shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The MN Section shall not carry on any activities prohibited by the provisions of the Society's governing documents.

10.3 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 MN Section or the Society, or in which the interests of an individual or another organization have the potential to be placed above those of the MN 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 MN Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the MN Section entity.

10.4 Distribution of Section Assets. Upon dissolution of the MN Section, the assets remaining after the payment of the debts of the MN 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 of Directors shall determine, and in the absence of such designation they shall be conveyed to the Society.

Article 11: Amendments

11.1. Amendment of the Constitution.

11.1.1 Proposal. An amendment to this Constitution may be proposed by one (1) of the following two (2) methods:

11.1.1.1 Section Board of Directors. A two-thirds (2/3) vote of the members 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 is published to the membership at least thirty (30) days in advance of the meeting.

11.1.1.2 Written Petition. A Written Petition submitted to the MN Section Secretary, containing the text of the amendment, signed by not less than fifteen (15) Subscribing Members of the MN Section.

11.1.2 Society Approval. The proposed amendment shall be reviewed and approved by the Society's Committee on Geographic Units before being voted upon by the Subscribing Members.

11.1.2.1 Boundary Changes. If the proposed amendment involves a change in the MN Section boundaries, this change shall be approved by the Geographic Region Board of Governors prior to any consideration of the Constitution amendment.

11.1.3 Section Approval. The proposed amendment shall be distributed to the Subscribing Members of the MN Section (as defined herein) 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.