

**ASCE REGION 9
Amended Bylaws Approved January 21, 2016**

Article 1. General

1.0 Name. The name of this region shall be Region 9 of the American Society of Civil Engineers (Society), hereinafter referred to as "Region 9".

1.1 Purposes and Objectives. The purposes and objectives of the Region 9 Board of Governors shall be to assist the Society's Board of Direction on a regional basis in governing the Society and to provide leadership and carry out programs for the benefit of Region 9.

Article 2. Membership

2.0 Boundaries. The boundary of Region 9 shall be established by the Society's Board of Direction.

2.1 Composition. Region 9 is composed of the Los Angeles, Sacramento, San Diego, and San Francisco Sections of the Society.

2.2 Definitions. The terms "Voting Member" and "Good Standing" shall have the meanings ascribed to them in the Society's governing documents.

Article 3. Separations from Membership, Disciplinary Proceedings

3.0 Separations from Membership, Disciplinary Procedures. All Society members shall be bound by the Code of Ethics. Separations from Membership and Disciplinary Proceedings shall be conducted in accordance with the Society's governing documents.

Article 4. Fees and Dues

4.0 Authorization to Implement. The Region 9 Board of Governors may assess fees, dues and assessments upon Sections within its Region.

Article 5. Management

5.0 Fiscal Year. The fiscal year shall be concurrent with the Society's fiscal year.

5.1 Annual Report. The Region 9 Board of Governors shall submit annually to the Secretary of the Society an Annual Report of its activities and finances for the preceding fiscal year. The Annual Report shall be submitted by the date specified in the Society's governing documents.

5.2 Fiscal Responsibility. The Region 9 Board of Governors, with due responsibility to the Society Board of Direction, shall oversee the funds and assets of Region 9. Neither the Region 9 Board of Governors nor any individual Region 9 Board of Governor's member or representative thereof shall have any authority, as such, to contract debts for, pledge the credit of, or in any way financially bind the Society.

5.2.1 Region 9 Annual Budget. The Region 9 Board of Governors shall formulate and approve a proposed Annual Budget for the upcoming fiscal year in accordance with the timing of the annual Region calendar. As needed, program financing shall be coordinated with Sections within Region 9.

5.2.2 Region 9 Reserves. The Region 9 Board of Governors shall set a policy on budgetary reserves. Reserves in the amount of 25% to 40% of the Region's annual operating budget are recommended.

5.2.3 Annual Audit. An annual audit shall be completed. The audit report shall be provided to the Region 9 Board of Governors.

5.3 Composition. The Region 9 Board of Governors shall be comprised of six (6) Region 9 Governors and the Region 9 Director. The six (6) Region Governors shall be composed of four (4) Elected Region 9 Governors and two (2) Appointed At-Large Region 9 Governors. The Region 9 Director shall serve as Chair.

5.3.1 Elected Region 9 Governors. Elected Region 9 Governors shall include one (1) Governor representing each of the Sections within Region 9 if qualified candidates are available to serve.

5.3.2 Appointed At-Large Region 9 Governors. Two (2) At-Large Region 9 Governors shall be appointed by the Region 9 Board of Governors. The Region 9 Board of Governors shall base its assessment on the specific qualities and/or membership affiliations that are underrepresented on the Region 9 Board of Governors by the Elected Region 9 Governors.

5.4 Duties of the Region 9 Board of Governors. The Region 9 Board of Governors shall provide advice to the Society Board of Direction and manage the affairs of Region 9 in accordance with the provisions of the governing documents of the Society and of Region 9.

5.5 Guidelines and Handbooks. The Region 9 Board of Governors may adopt a Strategic Plan, Rules of Policy and Procedure, Policy Statements, other guidelines or handbooks covering any and all aspects of their operations or services. Such documents shall be consistent with and shall not contravene Society and Region 9 governing documents, policies or procedures.

Article 6. Officers and Governors

6.0 Qualifications. Region 9 Governors shall be Society members in Good Standing, have an Address of Record within the boundaries of the Region 9 and be a Voting Member of a Region 9 Section. Additionally, Region 9 Governors should have professional credibility with leadership skills, management experience and significant career accomplishments; should be confident communicators and presenters, visionary planners, and motivators; and should possess the ability to work in teams and be negotiators, conflict managers and consensus builders. Region 9 Governors should also have skills in communicating with members and the public, in government relations and advocacy, and in conducting events which will engage and serve members.

6.0.1 Elected Region 9 Governors. Elected Region 9 Governors shall be Voting Members of the Society who have served as a Section or Branch Officer; as a member of a Region, Section or Branch committee or ASCE Institute Officer; or as a member of a Society-level Committee and who have an Address of Record within the Section that the Elected Region 9 Governor represents.

6.0.2 Appointed At-Large Region 9 Governors. Appointed At-Large Region 9 Governors shall be Voting Society members and a member of a Region 9 Section.

6.0.2.1 Appointed At-Large Region 9 Governor Affiliation. If appointed to speak for an underrepresented group, the Appointed At-Large Region 9 Governor shall be a member of such group.

6.0.2.2 Appointed At-Large Region 9 Governor Expertise. An Appointed At-Large Region 9 Governor may also be appointed to provide the Region 9 Board of Governors with expertise and/or experience that would promote its vision, mission and goals.

6.1 Term. Region 9 Governors shall serve a three (3) year term. No individual may serve more than two (2) full terms as a Region 9 Governor. The term of a Region 9 Governor shall begin upon installation and shall continue until a successor is installed.

6.2 Vacancy. Vacancies in the office of the Region 9 Governor shall be filled for the unexpired portion of the term by appointment of the Region 9 Board of Governors.

6.2.1 Relocation of a Region 9 Governor. Relocation of a Region 9 Governor outside the boundaries of Region 9 constitutes a vacancy in the office of the relocated Region 9 Governor.

6.3 Compensation. Region 9 Governors do not receive compensation for their services but may be reimbursed for expenses.

6.4 Duties. Duties of the Region 9 Governors shall include, but are not limited to, preparation for, attendance at and participation in meetings of the Region 9 Board of Governors and other official assignments.

6.5 Removal from Office. The incapacitation of any Region 9 Governor, or neglect in the performance of the duties of the office, may be grounds for removal from office by the Society Board of Direction or the Region 9 Board of Governors.

6.5.1 Absences from Meetings of the Region 9 Board of Governors. The absence of a Governor at two (2) consecutive meetings of the Region 9 Board of Governors may be cause for removal of that Region 9 Governor from office.

6.6 Region 9 Officers.

6.6.1 Chair. The Region 9 Director shall serve as Chair.

6.6.2 Vice Chair. The Region 9 Board of Governors shall appoint a member of the Region 9 Board of Governors to serve as Vice Chair.

6.6.3 Treasurer. The Region 9 Board of Governors shall appoint a member of the Region 9 Board of Governors to serve as the Treasurer. The Treasurer may receive assistance from a hired Administrator.

6.6.4 Secretary. The Region 9 Board of Governors shall appoint a member or members of the Region 9 Board of Governors to serve as Secretary or Secretaries. The Secretary(ies) may receive assistance from a hired Administrator.

Article 7. Elections

7.0 Provision of Slate of Openings. The Region 9 Board of Governors shall provide to the Society Secretary by the date specified in the Society's governing documents, a slate of open Elected Region 9 vacancies for the succeeding year.

7.1 Composition of Region 9 Nominating Committee. The Region 9 Nominating Committee shall be comprised of the Region 9 Board of Governors and the Presidents of all Sections in Region 9, excluding any candidates for nomination. In the event the President of a Section is unable to attend the Nominating Committee meeting, a designee may participate upon written authorization from the President of the represented Section. The chair of the Region 9 Nominating Committee shall be a current member of the Region 9 Board of Governors and shall be appointed by the Region 9 Board of Governors.

7.2 Procedure for Nominations. All candidates for any Region 9 or Society office must be considered by the Region 9 Nominating Committee. Candidate nominations may be submitted to the Region 9 Nominating Committee.

No person shall be a candidate for more than one (1) office per election cycle.

7.2.1 Proposal of Candidates. Any Organizational Entity within Region 9 may propose a candidate for Region 9 Governor by submitting the information described in the Region 9 Rules of Policy and Procedure. There is no limit to the number of candidates that may be submitted for Region 9 Governor.

Only a Region 9 Section may submit a candidate for a Region 9 Director and no Section shall submit more than one (1) candidate in an election cycle.

7.2.2 Self Nomination. Any member within Region 9 may self-declare for a position as Region 9 Governor or Region 9 Director by submitting the information described in the Region 9 Rules of Policy and Procedure.

7.3 Evaluation of Candidates. The Region 9 Nominating Committee shall evaluate candidates for Region 9 Director and Elected Region 9 Governor based on their ability to interpret and communicate the Society's mission and strategic plan, their background and experience, their previous local, Regional, and Society contributions, the degree of support shown by their Section, employer and others, and their apparent willingness to devote a high level of effort toward the position.

Candidates may be asked for supplemental information concerning qualifications and experience. There is no appeal process for candidates not selected by the Region 9 Nominating Committee as an Official Nominee. A petition process, if available, shall be defined in the Society's governing documents.

7.4 Interview of Candidates. All candidates who are qualified and whose names are properly submitted to the Region 9 Nominating Committee shall be available for discussion with the Region 9 Nominating Committee at such time as the Region 9 Nominating Committee deems appropriate.

7.5 Selection of Slate. After due deliberation, for each Elected Region 9 Governor or Region 9 Director vacancy, the Region 9 Nominating Committee shall select two (2) Official Nominees, unless a seventy-five percent (75%) or greater majority is achieved by any one (1) candidate, in which case the Nominating Committee shall select this candidate as the sole Official Nominee.

7.6 Provision of Slate of Nominations. The slate of Region 9 Official Nominees, shall be provided to the Society Secretary annually by the date specified in the Society's governing documents.

Article 8. Meetings

8.0 Requirements. The Region 9 Board of Governors shall meet at least once each quarter.

8.1 Quorum. A majority of the members of the Region 9 Board of Governors shall constitute a quorum at any meeting of the Region 9 Board of Governors.

8.2 Call of Meetings. Meetings of the Region 9 Board of Governors may be called by the Region 9 Director or upon the request of any three (3) Region 9 Governors. These meetings may be held with seven (7) days' notice to the Region 9 Board of Governors.

8.3 Notification of Meetings. The Region 9 Board of Governors shall also give notice of the time and place of its meetings to the Presidents of the Region 9 Sections.

Article 9. Committees, Geographic Units, Affiliated and Other Organizational Entities

9.0 Region Committees, Task Committees, Groups. The Region 9 Board of Governors may establish assemblies, committees, task committees, or other groups within Region 9 as required to fulfill the Region 9 purposes and objectives.

9.1 Standing Committees. Standing Committee members shall be Society members in Good Standing, have an Address of Record within the boundaries of the Region 9 and be a member in Good Standing of a Region 9 Section. Region 9 shall have the following Standing Committees: Infrastructure Symposium Committee, Awards Committee, Communication with Sections and Branches Committee, Nominating Committee, Registration Board (BPELSG) Committee, Disaster Response Preparedness Committee, Government Affairs Committee, Transportation and Development Committee, Water Resources and Environmental Committee, Audit Committee, Infrastructure Policy Committee, YMF Committee, Sustainability Committee, History and Heritage Committee, and Engineers without Borders Committee.

9.1.1 Standing Committee Chair. The Region 9 Board of Governors shall appoint all Standing Committee Chairs upon recommendation of the Region 9 Chair.

9.1.2 Participation by Region 9 Governor. A Region 9 Governor shall be assigned to each Standing Committee as a representative of the Region 9 Board of Governors.

9.2 Task Committees. The Region 9 Board of Governors may establish Task Committees as necessary.

9.2.1 Task Committee Chair. The Region 9 Board of Governors shall appoint all Task Committee Chairs upon recommendation of the Region 9 Chair.

9.2.2 Participation by Region 9 Governor. A Region 9 Governor may be assigned to a Task Committee as a representative of the Region 9 Board of Governors.

9.3 Contacts within Region 9. The Region 9 Board of Governors may assign an individual residing in Region 9, reporting directly to the Region 9 Board of Governors, to serve as a liaison to any relevant professional organization within Region 9 having similar interests, goals and outlooks.

Article 10. Administrative Provisions

10.0 Awards and Scholarships. The Region 9 Board of Governors may establish and administer Region 9 awards and scholarships in accordance with the Society's governing documents.

10.1 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 interests of the Society, or in which the interests of an individual or another organization has the potential to be placed above those of the Society. Any interested individual must disclose the existence of any actual or possible Conflict of Interest and all material facts to the Society entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Society entity.

Article 11. Amendments

11.0 Amendments to Bylaws. The Region 9 Bylaws may be amended at a duly constituted meeting of the Region 9 Board of Governors by a two-thirds (2/3) vote of those present and voting, provided a written notice of such proposed amendment shall have been given at a previous meeting of the Region 9 Board of Governors and additionally have been provided to the Presidents of all Sections within Region 9. No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.

11.1 Amendments to Region 9 Rules of Policy and Procedure and Policy Statements. The Region 9 Rules of Policy and Procedure and Policy Statements may be amended at any meeting of the Region 9 Board of Governors by a two-thirds (2/3) vote of those present and voting, provided that a copy of such proposed amendment shall have been sent to each member of the Region 9 Board of Governors at least thirty (30) days in advance of the meeting.