



## NEW YORK STATE COUNCIL CONSTITUTION

### Article 1: General

**1.0** *Name.* The name of this organization shall be the New York State Council, American Society of Civil Engineers (ASCE) (hereinafter referred to as the Council).

**1.1** *Objective.* The objective of the Council 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").

**1.1.1** *Purpose.* The purpose of the Council shall be to consolidate constituent Section opinions on New York State affairs of common interest, and by appropriate action, inform each Section of such opinion; to promote a more alert interest and participation in Legislative, Professional Licensing, and Awards affairs; to exchange information and ideas between the various Member Geographical Units to improve Section and Branch activities for the Members; and otherwise to further the purposes of the Society.

### Article 2: Membership

**2.0** *Area.* The area of the Council shall consist of the local Sections of ASCE as established by the Society within the geographical boundaries of the State of New York.

**2.1** *Membership.* The Council shall consist of two (2) designated delegates from each of the constituent Sections of the Council. A Council delegate must be a Society member in good standing in any grade of Society membership, except Student Member.

**2.2** *Ex Officio Members.* All living past and present Section Presidents, Society Officers, and Region 1 Governors who are members of constituent Sections of the Council shall be ex officio members of the Council but shall not be entitled to vote or to hold Council office, unless otherwise named as designated delegate by their Section.

**2.3** *Empowerment.* The autonomy of constituent Sections shall in no way be abrogated. The Council shall be empowered to act for Sections which authorize or ratify Council actions.

### **Article 3: Separation from Membership**

Not Used

### **Article 4: Fees and Dues**

**4.0** *Annual Dues.* A schedule of annual dues shall be established by the Council.

### **Article 5: Management**

**5.0** Not used.

### **Article 6: Officers**

**6.0** *Officers.* The Officers of the Council shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Officers shall be responsible for the supervision, control and direction of the New York State Council, and shall manage the affairs of the Council in accordance with the provisions of the Council's governing documents.

### **Article 7: Elections**

**7.0** *Procedures.* The Council shall establish procedures for the annual election of Officers.

### **Article 8: Meetings**

**8.0** *Meetings.* The Council shall convene at least twice each year face to face. A delegate may participate by means of a conference call if extenuating circumstances occur and with pre-meeting approval of the Council chair. Meetings shall be scheduled at such time and place as determined by the Chair.

**8.1** *Other Meetings.* Other meetings may be held at the call of the Chair, the Officers, or upon written request of at least three (3) Sections.

**8.2** *Meeting Notice.* Notice of a Council meeting, together with a tentative agenda, shall be sent to all Sections by the Chair, or his designee, not less than thirty (30) days in advance of the meeting date.

**8.3** *Quorum.* At least one (1) delegate from a majority of the Sections comprising the Council shall constitute a quorum for transacting business at a meeting of the Council.

## **Article 9: Subsidiary Organizations and Committees**

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

**9.0.1** *Governing Documents.* Subsidiary Organizations shall adopt Bylaws consistent with this Constitution and Society governing documents.

**9.1** *Committees.* The Council may establish standing or task committees to carry out the work of the Council.

## **Article 10: Administrative Provisions**

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

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

**10.2** *Distribution of Council Assets.* Upon dissolution of the Council, the assets remaining after the payment of the debts of the Council 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 Council shall determine, and in the absence of such designation they shall be conveyed to the Society.

## **Article 11: Amendments**

**11.0** *Amendment of the Constitution.*

**11.0.1** *Proposal.* An amendment to this Constitution may be proposed by any member of the Council at a meeting of the Council. The proposed amendment(s)

shall be discussed at the meeting at which it is proposed and all arguments thereon recorded by the Secretary. At least thirty (30) days prior to the next Council meeting, the Secretary shall forward a copy of the proposed amendment(s), together with the arguments thereon, to each Council member for approval at the upcoming meeting. The amendment shall be approved by a two-thirds (2/3) vote of the full Council delegates.

**11.0.2 *Region Approval.*** The proposed amendment shall be reviewed and approved by the appropriate Region Board of Governors before becoming effective.

**11.0.2.1 *Boundary Changes.*** If the proposed amendment involves a change in the Council boundaries, this change shall be approved by the affected Region(s) Board of Governors prior to any consideration of the Constitutional amendment.

*NYS Council Approval October 16, 2012  
Region 1 BOG Approval February 9, 2013  
NYS Council Approval April 8, 2016  
Region 1 BOG Approval April 10, 2016*