

# Construction Institute Bylaws

## Article I. Name

*Name.* The name of this Institute shall be The Construction Institute (hereinafter referred to as the Institute) of the American Society of Civil Engineers (hereinafter referred to as the Society).

## Article II. Objective

*Objective.* The objective of this Institute shall be to provide the members:

- State-of-the-art information about construction practices through publications, conferences, presentations at national and regional meetings and through cooperative agreements with other construction organizations.
- Educational and training opportunities.
- Opportunities for effective communication between individuals and organizations in the construction industry both in the United States and internationally.

## Article III. Organization

*Organization.* The Institute is organized within the Society. All policies and activities of the Institute shall be consistent with and subject to:

- The Society Certificate of Incorporation, Constitution, Bylaws, and Code of Ethics;
- Applicable federal, state, and local antitrust, trade regulation, and other laws, regulations and legal requirements;
- All requirements to maintain the status of the Society as a not-for-profit organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter referred to as the Code) qualifying at all times as an organization to which tax deductible contributions may be made pursuant to applicable sections of the Code;
- All requirements imposed by the relevant jurisdiction for maintenance by Society of any license, permit, or authority it may hold to conduct activities and do business as a foreign not-for-profit corporation within that jurisdiction and
- Such other policies and procedures as are authorized under these documents.

## Article IV. Membership

1. *Membership Qualifications.* Membership shall be open to ASCE members in good standing as well as other persons interested in advancing the goals and purposes of the Construction Institute. The Institute membership may include:

*Individual Member.* Persons working within the construction industry and interested in the advancement of construction practice. There are four grades of membership for individuals:

- a. *Associate Member.* Individuals under thirty (30) years of age.
- b. *Member.* Individuals thirty (30) years of age and older.
- c. *Master Builder.* Individuals forty (40) years of age and older who have held responsible positions within the Construction Industry for not less than twenty (20) years and be over forty (40) years of age. The Construction Industry includes individuals involved in designing, building, and teaching construction and those in supporting activities such as equipment and material suppliers, testing laboratories, bonding and insurance professionals, and the legal profession. A Society member must apply for this grade of Institute membership.
- d. *Student Member.* Individuals who are undergraduate or graduate students enrolled in an engineering, construction, or technology degree program with an interest in entering the construction industry.

*Corporate Member.* A firm or corporation interested in the advancement of the construction industry may hold a corporate membership and nominate five (5) individuals employed by the firm or corporation to individual Memberships at the appropriate grades.

2. *Member Participation.* An Individual Member in good standing may be appointed to and participate on Institute committees. An Individual Member in good standing may qualify for an elected position on the Board of Directors after holding membership in the Institute for a period of two years. An Individual Member whose dues are not in arrears shall be considered in good standing except in cases of expulsion.
3. *Non-Member Participation.*
  - a. Non-members of the Institute may participate on the Institute's committees and task forces but may not serve as committee or task force chairs. Non-members can not vote on Institute procedural issues or in elections.
  - b. Non-members of the Institute may participate as voting members of the Institute's Standards Committees.
  - c. Conferences and other organized activities of the Institute shall be open to all persons with an interest in the construction industry, upon payment of the designated fees.
4. *Admission of Members.* Applicants shall be admitted to membership in the Institute in such manner as the Board of Directors of the Institute may from

time to time direct. All ASCE members in good standing who elect to join the Institute shall be admitted at the appropriate grade. Authority to admit new members may be delegated to the Institute Executive Director in accordance with requirements established by the Board of Directors of the Institute.

5. *Resignation.* A member of the Institute in good standing may resign by a written communication to the Institute Executive Director.
6. *Expulsion.* Any member or representative may be expelled from the Institute for conduct in violation of the Institute Bylaws, Institute rules and regulations or the Society Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure or Code of Ethics, as applicable, or for conduct which in the sole opinion of the Governing Board is improper and prejudicial to the best interest of the Society or the Institute. A decision-to-expel shall be preceded by a fair hearing at a meeting of the Governing Board; such meeting to be held in Executive Session if so requested by the member or representative under consideration for expulsion.

Separation from membership in the Institute and disciplinary proceedings shall follow the procedures outlined in the Society Bylaws. Decisions of the Governing Board shall not be open to appeal except in cases involving recommendation by the Governing Board to expel a Society member from the Institute, in which case an appeal may be made to the Society Board of Direction, whose decision is final.

Cases involving Society members accused of violating the Society Code of Ethics shall be referred to the Society Committee on Professional Conduct.

Article V. Dues

1. *Dues.* The Board of Directors shall establish membership dues. The annual dues payable by the Institute membership shall be as follows:

	Effective October 1, 2000
Master Builder .....	\$200
Member .....	\$100
Associate Member .....	\$50
Student Member .....	\$25
Corporation Member .....	\$2,000

The Board of Directors may accord certain members a lower dues rate if they are also members of other construction organizations having cooperative agreements with the Institute.

2. *Payment of Dues.* Dues shall be payable annually in advance of January 1 of each year. A person who is elected to membership in the Institute after June 30 in any calendar year shall pay one-half of the annual dues for the year of election.

An Institute Member who advances from any grade to a higher grade in the Institute shall pay the annual dues of the higher grade, effective the next Institute membership year.

Every person who is elected to membership in the Institute shall be liable for the payment of all dues until Institute membership shall have been terminated.

3. *Statements.* Not later than December 1 each year, the Executive Director shall mail to each Institute member, at the latest address known to the Institute, a statement of current indebtedness, if any, of the Institute member and the amount of dues for the ensuing calendar year.
4. *Penalties.* Any Institute member whose dues are more than three (3) months in arrears shall be so notified by the Executive Director and shall lose the right to receive publications normally furnished without charge to Institute members in good standing. An Institute member whose dues become six (6) months in arrears shall lose the right to vote. The Executive Director shall send a notice to any Institute member whose dues become nine (9) months in arrears. Any Institute member whose dues become twelve (12) months in arrears shall forfeit connection with the Institute provided, however, that the Board of Directors, for cause deemed by it to be sufficient, may extend the time for payment of dues and for the application of these penalties.
5. *Remission of Dues.* The Board of Directors, for cause deemed by it to be sufficient, may excuse any Institute member from the payment of annual dues, temporarily or permanently. Additionally the Board of Directors may remit the whole or any part of the dues of a member that may be in arrears, and may remove any name from the list of those permanently excused from the payment of dues.

#### Article VI. Officers

1. *Officers.* The officers of the Institute shall be the members of the Board of Directors. The officers include a President, Senior Vice-President, Vice President, Treasurer and Secretary.
2. *Duties.*
  - a. *President.* The President shall be the senior officer of the Institute and shall be the presiding officer at all meetings of the Board of Directors and of the members of the Institute. The President shall call special meetings of the Board of Directors or of the members as may be deemed proper. In the temporary absence or disability of the President, the Senior Vice-President shall discharge the duties of the President.

The President shall be empowered with such duties as delegated to him by the Board of Directors.

The President, on behalf of the Board of Directors, shall make an Annual Report for the preceding fiscal year at the Annual Membership Meeting.

The President or the appointed designee shall attend regular and special meetings of the Society Board of Direction, and report at such meetings on Institute affairs, if requested to by the Society Board of Direction.

- b. *Senior Vice-President.* The Senior Vice-President shall be the second highest officer of the Institute and will act in the absence of the President.
- c. *Vice President.* The Vice President shall perform such duties and have other such powers as may from time to time be delegated by the Board of Directors.
- d. *Treasurer.* The Treasurer shall monitor management of the financial affairs of the Institute by the Executive Director, who shall prepare and present an annual financial report at the Annual Membership Meeting of the Institute.
- e. *Secretary.* The Secretary is the Institute Executive Director. The Secretary shall give notice of, attend and insure minutes are kept of all meetings of the Board, unless excused by the Board therefrom; shall have custody of the minutes; shall coordinate all committee meetings; shall approve and admit members of the Construction Institute; consistent with the Board policy; shall manage the financial affairs of the Construction Institute; shall maintain records of the Construction Institute's income and expenditures and be prepared to present an accounting thereof to the Board of Governors, to the membership, officers, or any duly authorized person or persons when directed to do so by the Board; and shall perform other such duties and have other such powers as may from time to time be delegated by the Board.

*Executive Director.* The Executive Director serves as the Chief Executive Officer of the Institute, supervising the day-to-day affairs of the Institute according to the policies, programs and budget directions given by the Board.

The Institute Executive Director is appointed, and can be removed, with or without cause, by the Executive Director of the Society after consultation with the Board of Directors of the Construction Institute. The Institute Executive Director shall appoint all Institute staff, independent contractors, and other suppliers and, subject to direction of the Board of Directors, Institute agents. In making such appointments, he/she shall comply with the human resources policies and procedures of the Society, which shall be applicable to and binding on the Institute.

3. *Vacancies.* In the absence of the Institute President, or in case of the President's inability from any cause to act, the Senior Vice-President shall perform the duties of the President. In the case of the President's death, resignation, or withdrawal from office, the Senior Vice-President shall become President.

In case of the Senior Vice-President's inability from any cause to act, with the approval of a simple majority of the Board of Directors, the Vice President shall perform the duties of the Senior Vice-President.

#### Article VII. Board of Directors

1. *Duties of the Board of Directors.* The Board of Directors shall manage the affairs of the Institute in accordance with the laws under which the Institute is organized. The Board of Directors has fiduciary, legal and strategic responsibilities and focuses on continuous strategic planning, determining desired outcomes, developing and approving policy imperatives to guide operations and ensuring that the Institute uses these policies to work toward meeting its vision and fulfilling its mission.
2. *Composition of the Board of Directors.* The Board of Directors shall have thirteen (13) members as follows: President, Senior Vice President, Vice President, Treasurer and the Chairs of the seven (7) Standing Committees, and one (1) member appointed by the Society Board of Direction. The Secretary will be a non-voting member of the Board of Directors.
3. *Qualifications.*
  - a. All Board of Directors' members shall be members of the Institute.
  - b. To serve as a Board of Directors' member an individual shall be a member of the Institute in good standing. If a Board of Directors' member ceases to be in good standing while in office, that Board of Directors' member shall be removed.
4. *Term of Office.* The term of office of the elected officers shall be four (4) years; the Board of Directors' member elected as Treasurer shall serve for consecutive one-year periods as Treasurer, Vice President, Senior Vice-President and then President. The term of office of the Secretary shall be consistent with the appointment as Institute Executive Director. The term of office for all remaining Board of Directors' members shall be three (3) years. A member can serve no more than two consecutive terms on the Board of Directors of the Institute. The term of any Board of Directors' member shall commence at the start of the fiscal year, except in cases where a Board of Directors member is inducted to complete a non-completed term.

A Board of Directors' member may resign at any time by giving written notice of such resignation to the Secretary of the Board of Directors.

5. *Nominations and Elections.*

- a. *Nominating Committee.* Institute nominations and elections shall be directed by a Nominations and Elections Committee, hereinafter referred to as the Committee, which has the responsibility of developing nominations for the office of Treasurer and for directing the elections. The Chair should be named and the Committee formed each year not later than January 1 and shall meet before March 1 to develop nominations for the office of Treasurer.
  - i. A Nominations and Elections Committee shall be appointed annually by the Board of Directors. The Committee will consist of five (5) members, constituted as determined by the Board of Directors. All five (5) members of the Committee shall be Individual Members in good standing of Institute, and two (2) shall be current Board of Directors members. The Committee shall elect a Chair of the Committee from its members. A member of the Committee shall be ineligible for nomination for the office of Treasurer.
  - ii. In selecting a nominee, the Nominations and Elections Committee shall solicit and receive nominations from the general membership of the Institute and from Institute committees. Such nominations shall be received in the form of a nominating letter to the Committee.
  - iii. Geographic distribution and representation of the full technical scope and professional function of the Institute shall be considered by the Committee in its selection.
- b. *Official Nominee.* The nominee selected by the Committee shall be known as the Official Nominee. The Executive Director shall notify all members of the selection of the Official Nominee either by a notice in the Institute publications or by individual notification sent to each member of the Institute.
- c. *Nomination by Petition.* No later than June 1, nominations by petition for the office of Treasurer may be filed with the Executive Director. Petitions for such nominations containing the signatures of at least 200 voting members of the Institute shall be filed with the Executive Director. Nominees fulfilling petition requirements herein described shall be known as Petition Nominees. Petition Nominees shall be so designated on the ballot.
- d. *Nominee Acceptance.* Nominees shall be fully informed of the duties and requirements of officer positions and shall consent to their nominations. The nominees written agreement to accept a position if elected, and a

short resume of the Nominee must be forwarded to the Secretary before June 1.

- e. *Treasurer.* The Treasurer shall assume the office of the Vice-President at the start of the fiscal year that marks the completion of the year in that office.
  - f. *Vice President.* The Vice President shall assume the office of the Senior Vice-President at the start of the fiscal year that marks the completion of the year in that office.
  - g. *Senior Vice-President.* The Senior Vice-President shall assume the office of the President at the start of the fiscal year that marks the completion of the year in that office.
  - h. *President.* The President shall serve until a successor is inducted. If the current President vacates office for any reason, the latest living and available past President will serve out the remainder of the term.
  - i. *Election Process.* The Institute election process will be in accordance with the Institute's Bylaws. The Board of Directors shall fill the role of a Tellers Committee, taking responsibility for the election process.
  - j. *Announcement of Election Results.* The Executive Director shall announce immediately to the membership the name of the elected Treasurer. These announcements will appear in the Institute publication and in the Society's official publication.
6. *Vacancies.* Whenever a vacancy occurs in an elected position on the Board of Directors by other than expiration of a Board of Directors' member's term, it shall be filled without undue delay by majority vote of the remaining Board of Directors' members. The term shall be not longer than the remainder of the term in question.

Whenever any vacancy occurs in an appointed position of the Board of Directors by death, resignation, or otherwise than by expiration of a Board of Directors member's term, it shall be filled for the remainder of the term without undue delay by a direct appointment of the Society Board of Direction, or in the case of the Secretary, by the Society's Executive Director.

7. *Compensation of Members of Board of Directors.* Board of Directors' members shall not receive any salary or other compensation for their services as Board of Directors' members.
8. *Rules.* The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the Institute.

9. *Removal.* Elected officers may be recalled from office by a two-thirds vote of the Board of Directors.

### Articles VIII. Committees

The Institute shall have seven (7) Standing Committees: Construction, Owners, Engineering, Materials, Equipment, Services, and Education and Research.

The Standing Committees will be the working units of the Institute and committee members will be selected for their expertise in their chosen field.

The Board of Directors may define, establish and discharge Organizational Elements such as task committees, local chapters, and student chapters as necessary or desirable to conduct the affairs of Institute.

Establishment of any Organizational Element shall be by means of a charter, which shall define the mission of the element and the term of the charter. Organizational Elements will report directly to the Board of Directors through an Executive Committee of the Standing Committee or through the hierarchy established by the Board of Directors. Organizational Element Chairs will be approved by the Board of Directors.

The Chairs of the Standing Committees shall serve as members of the Board of Direction. A Standing Committee Chair shall be nominated by the membership of the committee and elected by the Board of Direction.

Standing Committee and Organizational Element chairs shall return a committee's tangible property and records, and all records relating to any intangible property and work product of the committee to the Institute when discharged, or when requested by the Board of Directors. Such materials and any intangible property including work products of the committee belong to the Institute. All local chapters, student chapters, committees (including any subcommittees), task committees and all special delegates and representatives unless otherwise directed by the Board of Directors, shall be governed by this provision.

Standing Committees and task committees of the Institute may be directed to establish written operating policies and procedures, which shall require approval of the Board of Directors for adoption and amendment.

### Article IX. Meetings

#### 1. *Board of Directors Meetings*

- a. *Regular meeting.* The Board of Directors must meet at least annually to conduct any business that might properly come before it. The President of the Institute shall fix the place and date of this meeting. All Board of Directors' members shall be given at least thirty (30) days notice of

meetings. Agenda items shall be filed with the Secretary at least forty-five (45) days before the annual meeting, and the agenda shall be sent to the Board of Directors' members at least thirty (30) days in advance of the meeting.

- b. *Additional meetings.* Additional scheduled meetings of the Board of Directors shall be held each year, at times and locations designated by the President. Notice and agenda items for additional meetings are as defined for the Regular Meeting.
- c. *Special meetings.* The President may call special meetings of the Board of Directors at any time or by either the President or Senior Vice-President upon the request of any three (3) members of the Board of Directors. At such meetings, there shall only be considered such business as is specified in the meeting notice. At least ten- (10) days advance notice of any such special meeting shall be given by the Executive Director to the Board of Directors' members.
- d. *Quorum.* At all meetings of the Board of Directors, a simple majority of the Board of Directors shall be sufficient to constitute a quorum for the transaction of business. A simple majority of the Board of Directors present at any meeting at which there is a quorum shall be empowered to act for the Institute, except as may be otherwise specifically provided by these Bylaws or other applicable instrument or law. If at any meeting there is less than a quorum present, the presiding officer may adjourn the meeting to another time and place.
- e. *Action without a meeting.* Any action required to be taken by the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all Board of Directors members and be filed with the minutes of the meeting.
- f. *Electronic meetings.* Meetings of the Board of Directors by telephone conference or similar communications equipment shall constitute presence in person at the meeting.
- g. *Attendance by Executive Director.* The Institute Executive Director or designee shall be present at all meetings of the Board of Directors, except for Executive Sessions of the Board of Directors, for which the Institute Executive Director may or may not be present, as the Board of Directors may direct.

## 2. *Membership Meetings*

- a. *Annual Membership Meeting.* A general meeting of the membership shall be held each year to conduct any business that might properly come before the Institute. This meeting will be held either at an Institute conference or at the Annual Conference of the Society.

A minimum attendance of one hundred (100) Individual Members shall constitute a quorum for the Annual Membership Meeting.

- b. *Special Meetings.* The Board of Directors may call special meetings of Institute membership at any time. The Board of Directors shall call a special meeting of the Institute membership upon written request of not less than two hundred (200) members, which request shall state the purpose of the meeting.
- c. *Notice.* The Board of Directors must give members at least thirty (30) days notice of all Annual Membership Meetings and Special Meetings. The notice must include a description of the business to be conducted.
- d. *Voting.* At any meeting of the membership, a majority of members, where a quorum is present, is necessary to make a decision except where some other number is required by law or by these Bylaws. Proxy voting is not permitted.

#### Article X. Administration

1. The administration of the Institute is under the direction of the Executive Director.
2. *Robert's Rules.* All business meetings of the Institute and meetings of its Board shall be governed by the rules contained in *Robert's Rules of Order, Newly Revised*, in all cases to which these rules are applicable and in which they are not inconsistent with the laws of the state in which the Society is incorporated or with the Society's and/or Institutes Constitution, Bylaws, or Rules of Policy and Procedure.
3. *Dissemination of Information.* Electronic communication shall be encouraged to ease the exchange of ideas and methods among Institute members.
4. *Relationship to Society.* Fees for services provided to the Institute by the Society shall be set by written agreement between the Institute and the Society.

The Society shall have the right of first refusal on the provision of services for the delivery of Institute products and services. In the event that the Institute develops a product or service on its own, it must meet Society standards for quality.

All Property and Records of the Institute shall belong to the Society.

The Institute may issue its own statements of policy but must identify them as such. Any amplification, interpretation, or application of Society policies other than by the Society Board of Direction must be clearly identified as the views

of the component so engaged and not of the Society. No action shall be taken by the Institute that may be deemed to express an attitude or action of the Society. The Institute Board may address resolutions or recommendations to the Society Board of Direction for consideration, approval and promulgation.

The Institute may conduct conferences and conventions by itself or acting in conjunction with other units of the Society or other affiliated organizations subject to the right of first refusal defined in the second paragraph of this Section.

5. *Affiliations with Other Associations and Federations.* The Institute may form affiliations or relationships with other groups and may serve as the United States of America member society to various international organizations, as approved by the Institute Board. These relationships shall not be in conflict with Society policies.
6. *Publications.* Publications of the Institute shall be consistent with Society policies except as provided in written agreements that may exist between the Society and the Institute.

The Institute may develop journals, magazines, Manuals of Practice and Standards by itself or in conjunction with the Society or other organizations. The Society shall have the right of first refusal to act as the Publisher of such publications.

Members of the Institute who are not members of the Society shall be entitled to receive publications of the Institute at the Society member rates and other Society publications at the rates determined by the Society and the Institute Board of Directors.

7. *Indemnification.* The Officers, the Executive Director, employees, and agents, in their respective capacities as such, each shall have the same rights of indemnification from the Society as do Society Officers, employees, and agents.

#### Article XI. Finance

1. *Fiscal Year.* The fiscal year of Institute shall be from October 1 through September 30.
2. *Assets.* All assets held by or for the Institute are vested in the Society and shall be handled according to its fiscal policies.
3. *Fiscal Responsibility.* The Institute Board of Directors, with due responsibility to the Society Board of Direction, shall oversee the funds and assets of the Institute and shall direct the Institute Executive Director in their management. Neither the Institute nor any individual Board of Directors member, Institute

officer, member, employee, 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.

4. *Institute Budget.* The Institute Board of Directors must approve the Institute budget. Any changes to the budget and any expenditure in excess of budgeted amounts or expenditures for unbudgeted items, must be approved by the Institute Board of Directors. Board approvals must be in accordance with the Society Bylaws, with the Board of Directors acting in place of the Society Board of Direction.
5. *Revenues.* The Institute may raise revenue by means other than dues from members and fees for publications, provided such means are consistent with Society policy and the maintenance of the Society's tax-exempt status. Any proposed solicitations, and the proposed acceptance of any grant or donation which contains any restriction, shall first be submitted to and approved as permissible by the Society Executive Director, who shall investigate and notify the Institute of a determination, including any restrictions or modifications on which approval is conditioned. In the event that the Institute's revenues exceed its expenditures, the Society shall create a general reserve fund therefor, and the Institute shall control this reserve and may use funds from this reserve for programs and activities of the Institute.

Subsequent to the end of the start-up period, any annual deficit incurred by Institute activities shall be charged to such general reserve fund.

6. *Records.* The Executive Director of the Institute shall keep the books and accounts of the Institute.
7. *Reporting.* At the close of each fiscal year, the Institute Executive Director shall provide a preliminary statement of the affairs of the Institute, including, but not limited to, a balance sheet and fiscal statement of operations for the preceding year. The statement shall be submitted to the Institute Board of Directors and to the Society Board of Direction within sixty (60) days from the close of the fiscal year.
8. *Audit.* The Institute Executive Director shall procure annually an external financial review of the books and records of the Institute. Such audit may be performed in conjunction with the Society's annual audit. The books and records shall be made available to the Society Treasurer or designee on reasonable notice.

## Articles XII. Dissolution

At any duly constituted meeting of the Board of Directors, by a two-thirds vote, the Institute's Board of Directors may vote to recommend dissolution of the Institute by the Society Board of Direction. Prior to any such action written notice of this proposed action shall have been given at a previous meeting of the Board

of Directors. Additionally the proposed dissolution shall have been published, together with an announcement soliciting membership comments in an Institute or Society publication that reaches the membership of the Institute at least ninety (90) days before the dissolving action by the Board. Such notice can also be sent to the membership by other means.

#### Article XIII. Amendment

The Institute Bylaws may be amended at a duly constituted meeting of the Board of Directors by a two-thirds majority of those present and voting, provided that a quorum is present and that a written notice of such proposed amendment shall have been given at a previous meeting of the Board of Directors. The proposed amendment shall have been published, together with an announcement soliciting membership comments, in an Institute, or Society publication that reaches the membership of the Institute at least ninety (90) days before the Board Meeting considering the amendment.

No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.