

**BYLAWS
GEOGRAPHIC REGION 6
American Society of Civil Engineers**

Article 1. General

- 1.0 Name. The name of this region shall be Region 6 of the American Society of Civil Engineers (Society), hereinafter referred to as "Region 6."
- 1.1 Purposes and Objectives. The purposes and objectives of the Region 6 Board of Governors shall be to assist, on a regional basis, the Society's Board of Direction in governing the Society.

Article 2. Membership

- 2.0 Boundaries. The boundary of Region 6 shall be established by the Society's Board of Direction.
- 2.1 Composition. Region 6 is composed of the New Mexico, Oklahoma, and Texas Sections of the Society.

Article 3. Separations from Membership, Disciplinary Proceedings

- 3.0 Authority. The Region 6 Board of Governors shall operate in compliance with the Society's Code of Ethics and governing documents.

Article 4. Fees and Dues

- 4.0 Authorization to Implement. The Region 6 Board of Governors has the authority to make assessments upon the Sections within its Region to supplement funds from the Society.

Article 5. Management

- 5.0 Fiscal Year. The fiscal year shall be concurrent with the Society's fiscal year.
- 5.1 Annual Reports. The Region 6 Board of Governors shall submit annually, not later than November 30, to the Secretary of the Society an Annual Report of its activities and finances for the preceding fiscal year. Regulations governing the details required in the Annual Report shall be as prescribed by the Executive Committee.
- 5.2 Fiscal Responsibility. The Region 6 Board of Governors, with due responsibility to the Society's Board of Direction, shall oversee the funds and assets of Region 6. Neither the Region 6 Board of Governors nor any individual Board of Governors 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.

- 5.3 Composition. The Region 6 Board of Governors shall be comprised of five (5) Geographic Region Governors and the Geographic Region Director who shall serve as chair. Four Governors are elected and one will be appointed. The composition of the Region 6 Board of Governors will be two elected positions from the Texas Section, one elected position from the Oklahoma Section, and one elected position from the New Mexico Section, if qualified candidates are available to serve. The Appointed Governor may be from any Section in Region 6.
- 5.4 Duties of the Region 6 Board of Governors. The Region 6 Board of Governors shall provide advice to the Society's Board of Direction and manage the affairs of the Region in accordance with the provisions of the governing documents of the Society and of the Region. Facilitating communication between the National Board and local units will be a prime duty of the Board of Governors. At least once every ten years the Region 6 Board of Governors will develop a written strategic plan of action for the region.

Article 6. Officers and Governors

- 6.0 Qualifications. Geographic Region Governors shall be Society members in Good Standing and have an Address of Record within the boundaries of the Region 6.
- 6.0.1 Elected Geographic Regional Governors. Geographic Region Governors who are elected shall be voting Society members, subscribing members of their local Section and have served as a Section or Branch officer; as a member of a Region, Section or Branch committee; or as a member of a National Committee of the Society. Additionally, an Elected Geographic Region Governor should have professional credibility with leadership skills, management experience and significant career accomplishments; and should be a confident communicator and presenter, a visionary planner, a motivator, have the ability to work in teams, be a negotiator, conflict manager and consensus builder. Elected Geographic Region Governors shall 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.
- 6.0.2 Appointed Geographic Regional Governor. The Region 6 Board of Governors shall select the Appointed Geographic Region 6 Governor at least 30 days before its first meeting of the fiscal year. The Appointed Governor shall be a voting Society member and should have similar qualities as those of Elected Geographic Regional Governors. The Appointed Governor should be selected on the special qualities he or she brings to the Region or based on the insight of the Region 6 Board of Governors what they determine the Region needs at the time of appointment.
- 6.1 Term. Elected Geographic Region Governors shall serve a three (3) year term. After serving two (2) full terms, Elected Geographic Region Governors shall be ineligible for re-election to the office of Elected Geographic Region Governor. The term of a Elected Geographic Region Governor shall begin upon installation and shall continue until a successor is installed.
- 6.2 Vacancy. Vacancies in the office of the Geographic Region Governor shall be filled for the unexpired portion of the term by appointment of the Region 6 Board of Governors.
- 6.3 Compensation. Geographic Region Governors do not receive compensation for their services but may be reimbursed for expenses.

- 6.4 Duties. Duties shall include, but are not limited to, preparation for, attendance at and participation in meetings of the Region 6 Board of Governors and other official assignments by the National Board of Direction or the Board of Governors.
- 6.5 Removal from Office. The incapacitation of any Geographic Region Governor of the Region, or neglect in the performance of the duties of the office, may be grounds for removal from office by the Society's Board of Direction. Relocation of a Geographic Region Governor outside the boundaries of the Region constitutes a vacancy in the office of the relocated Geographic Region Governor. The Region 6 Board of Governors may remove, for cause, a Governor from office upon a two-thirds vote.
- 6.6 Region Officers.
- 6.6.1 Chair of the Region 6 Board of Governors. The Geographic Region Director shall serve as Chair of the Region 6 Board.
- 6.6.2 Vice Chair of Region 6 Board of Governors. The Board of Governors (BOG) shall elect one member to serve as Vice Chair at the first meeting of each year.
- 6.6.3 Secretary. The Geographic Regional Director shall appoint, with the concurrence of the Board of Governors, one member to serve as Secretary of the Board. The Secretary shall aid the Geographic Regional Director by preparing reports and communications between the BOG and National Secretary, the Sections, Branches, and members within the Region.
- 6.6.4 Treasurer. The Geographic Regional Director shall appoint, with the concurrence of the Board of Governors, one member to serve as Treasurer of the Board. As Treasurer, he/she will be responsible for all funds controlled by the Region 6 Board of Governors.
- 6.7 Provision of Slate of Openings. The Region 6 Board of Governors shall provide to the Society Secretary not later than October 1 notification of open Governor positions. The same information will be provided to the Sections not later than September 1.
- 6.8 Absences from meetings of the Region 6 Board of Governors. The absence of a Governor at two (2) consecutive meetings of the Region 6 Board of Governors may be cause for removal of that Governor from office.

Article 7. Elections

- 7.0 Composition of Region 6 Nominating Committee. The Region 6 Board of Governors, plus a member appointed from each of the Sections, excluding any candidates, shall comprise the Region 6 Nominating Committee. The Chair of the Region 6 Nominating Committee will be selected by the Region Nominating Committee when it convenes.
- 7.1 Provision of Slate of Nominations. The slate of proposed Region Nominations, including President-elect nominations and Geographic Region Director nominations in the appropriate years, and all nominations for Elected Geographic Region Governor shall be provided to the Society Secretary annually not later than March 1.

- 7.2 Procedure for Nominations. Candidates for any Region or Society office are proposed to the Region 6 Nominating Committee by any Organizational Entity within the Region; additionally, any member within the Region may self-declare. No more than two (2) nominations by any Organizational Entity for any one office per election, and no one person shall be a candidate for more than one office per election.
- 7.3 Nomination Materials Required. Candidates shall provide to the Region 6 Nominating Committee a statement of intent to serve, a professional resume and a letter of nomination or endorsement from an Organizational entity of the Society.
- 7.4 Evaluation of Nominations. The Region 6 Nominating Committee shall determine methods for evaluation of qualification of candidates. Evaluation may include consideration of current needs of the region in fulfilling the strategic plan. Candidates may be asked for supplemental information concerning qualifications and experience. There is no appeal process for candidates not nominated however a petition process to the election ballot is specified in the Society's governing documents.
- 7.5 Interview of Candidates. All candidates who are qualified and whose names are properly submitted to the Region 6 Nominating Committee shall be available for discussion with the Region 6 Nominating Committee at such time and place as the Region 6 Nominating Committee deems appropriate. These discussions may be face-to-face or through electronic means.

Article 8. Meetings

- 8.0 Requirements. The Region 6 Board of Governors shall meet four times a year. At least two meetings shall be face-to-face; the others may be by electronic means.
- 8.1 Quorum. A majority of the members of the Region 6 Board of Governors shall constitute a quorum at any meeting of the Region 6 Board of Governors.
- 8.2 Call of Meetings. Meetings of the Region 6 Board of Governors may be called by the Region 6 Board of Governors Chair or upon the request of any three (3) Governors. These meetings may be held with fourteen (14) days notice to the Region 6 Board of Governors.
- 8.3 Notification of Meetings. The Region 6 Board of Governors shall provide notice of the time and place of its meetings to the Region's Sections and the Society's Secretary.

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

- 9.0 Region Committees, Task Committees, Groups. The Region 6 Board of Governors may establish committees, task committees, or other groups within the Region as required to fulfill their purposes and objectives.
- 9.1 Contacts Within the Region. The Region 6 Board of Governors may assign an individual residing in the Region reporting directly to the Region 6 Board of Governors as a liaison to relevant professional organizations within the Region that have similar interests, goals and outlooks.

- 9.2 Rules of Policy & Procedures, Guidelines and Handbooks. The Region 6 Board of Governors may adopt Rules of Policy & Procedures, guidelines or handbooks covering any and all aspects of their operations or services. Such documents shall be consistent with and shall not contravene Society governing documents, policies or procedures.

Article 10. Administrative Provisions

- 10.0 Awards and Scholarships. The Region 6 Board of Governors may establish and administer Region 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 Bylaws of the Region 6 Board of Governors may be amended at a duly constituted meeting of the Region 6 Board of Governors by a two-thirds (2/3) majority 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 6 Board of Governors and additionally have been provided to all Sections within the Region. No amendment to these Bylaws shall be effective until approved by the Society Executive Committee.
- 11.1 Amendments to Rules of Policy and Procedures. The Region 6 Rules of Policy and Procedures may be amended by a majority vote at a duly constituted meeting of the Region 6 Board of Governors.