

# BYLAWS

## Civil Engineering Certification, Inc.

Adopted by the CEC Board of Direction: 30 May 2009

Approved by the ASCE Board of Direction: October 2009

Revisions adopted by the CEC Board of Direction: 29 August 2022

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### ARTICLE ONE - GENERAL

1.1 Name. The name of the corporation is Civil Engineering Certification, Inc. (CEC).

1.2 Incorporation. CEC is a nonprofit 501(c)(6) corporation without members. CEC is incorporated in the Commonwealth of Virginia, and its principal office shall be located as determined by the Board of Directors.

1.3 Mutual Interest. The purpose of CEC is to develop and administer civil engineering board certification programs. CEC pursues this purpose in collaboration with the American Society of Engineers (ASCE) with whom CEC shares mutual interest in advancing the civil engineering profession.

### ARTICLE TWO - BOARD OF DIRECTORS

2.1 Powers and Duties. The affairs of CEC shall be managed by its Board of Directors.

2.2 Composition. The number of voting Directors shall be nine (9). Directors for three (3) seats shall be nominated by the Administrative Units. Directors for two (2) seats shall be nominated by the ASCE Institutes. The CEC Board of Direction shall elect Directors from among those candidates duly nominated. In addition, the CEC Board of Direction shall appoint Directors for three (3) seats at-large. The at-large Directors shall represent stakeholders in the certification process. One voting Director shall be appointed by the ASCE Board of Direction upon recommendation of its President-Elect from among those serving on the ASCE Board of Direction during the year of the appointment. The Secretary/Treasurer shall serve as a non-voting member of the Board of Direction.

2.3 Term. Directors shall serve a three (3) year term except the Director appointed by the ASCE President who shall serve a one (1) year term. No Director shall serve more than two (2) consecutive terms. The Secretary/Treasurer is not subject to term limitations.

2.4 Membership. Directors shall be members in good standing of ASCE or an ASCE Institute. Directors nominated by a CEC Administrative Unit shall be certified by their Unit.

2.5 Compensation. Directors shall not receive any salary or other compensation for their services as Directors.

2.6 Meetings of the Board. An Annual Meeting of the Board of Directors shall be held at the time and place fixed by the President of the Board. Special Meetings of the

Board of Directors may be called by the President or at the request of any three (3) Directors. All Directors shall be given notice of at least thirty (30) days of the Annual Meeting and at least fourteen (14) days of Special Meetings. The Board of Directors may permit any or all Directors to participate in an Annual or Special Meeting by, or conduct the meeting through, the use of any means of communication by which all Directors may simultaneously hear each other during the meeting.

2.7 Quorum. A simple majority of the members serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

2.8 Action Without a Meeting. Action required or permitted to be taken at a Board of Director's meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken and signed by each Director either before or after the action is taken and included in the minutes or filed with the corporate records reflecting the action taken.

2.9 Vacancies. Any vacancy occurring in the Board of Directors prior to completion of a term shall be filled for the unexpired portion of the term by a simple majority vote of the Board of Directors giving consideration to the board composition described in Section 2.2.

2.10 Removal. Any Director may be removed by the Board of Directors with a three-fifths majority of the entire Board of Directors voting in the affirmative, whenever in its judgment the best interests of CEC would be served thereby.

### **ARTICLE THREE – OFFICERS**

3.1 Officers. The Officers of CEC shall be a President, President-Elect, Past-President, and a Secretary/Treasurer.

3.2 Election and Term of Office of President, Past-President, and President-Elect. Annually, the Board of Directors shall elect a President-Elect from sitting members of the Board of Directors.

3.2.1 The President-Elect will serve one year and rotate into the office of President the following year.

3.2.2 The President will serve one year and rotate into the office of Past-President for the following year.

3.2.3 If after completing one year as Past-President, the Director's term has not expired, the Director will continue to serve and complete the term.

3.2.4 If a Director is elected as President-Elect in the second or third year of the Director's first term, the Director will be deemed to be elected to a second term to complete the three-year cycle.

3.2.5 If a Director is elected as President-Elect in the second or third year of the Director's second term, the Director will be deemed to be elected to the number of

years following a normal three-year second term required to complete the rotation of President and Past-President offices.

3.3 Vacancies. Any vacancy in the office of President, Past-President, or President-Elect shall be filled by the Board of Directors for the unexpired portion of the term by a simple majority vote of the Board.

3.4 President. The President shall be a Director of CEC. The President shall preside at all meetings of the Board of Directors. The President shall perform all duties incident to the office of President, subject, however, to the control of the Board of Directors, and shall perform such other duties from time to time as assigned by the Board of Directors.

3.5 President-Elect. The President-Elect shall be a Director of CEC. The President-Elect shall assume all the powers and duties of the President in the absence or disability of the President and shall perform other duties from time to time as assigned by the Board of Directors or the President.

3.6 Past-President. The Past-President shall be a Director of CEC. The Past-President shall perform duties from time to time as assigned by the Board of Directors or the President.

3.7 Secretary/Treasurer. The Secretary/Treasurer shall act as a non-voting Secretary at all meetings of the Board of Directors and shall keep the minutes of all such meetings in the books proper for that purpose.

3.7.1 The Secretary/Treasurer shall attend to the giving and serving of all notices of CEC.

3.7.2 The Secretary/Treasurer shall have the custody of all funds and securities of CEC and shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of CEC and shall deposit all moneys and other valuable effects of CEC in such banks or depositories as the Board of Directors shall designate. Whenever required by the Board of Directors, the Secretary/Treasurer shall render a statement of CEC's accounts and shall at all reasonable times exhibit CEC's books and accounts to any Director of CEC or to the ASCE Board of Direction and shall perform all duties incident to the office of Treasurer, subject, however, to the control of the Board of Directors.

3.7.3 The Secretary/Treasurer shall perform all duties incident to the office, subject, however, to the control of the Board of Directors.

3.7.4 The Secretary/Treasurer shall be an employee of ASCE and hired or terminated by the ASCE Executive Director, following consultation with the CEC Board of Directors.

#### **ARTICLE FOUR - COMMITTEES**

4.1 Committees. The President, with the approval of the Board of Directors, shall create and appoint such committees as are necessary, and the duties of such committees shall be prescribed by the Board of Directors upon their appointment.

## **ARTICLE FIVE - ADMINISTRATIVE UNITS**

5.1. Certification Administration. The Board of Directors may establish certification Administrative Units if, in the judgement of the Board, the unit is consistent with the CEC mission. These units may be in specialty areas of civil engineering that have certification needs. The Board of Directors may terminate an Administrative Unit, if, in the judgement of the Board, there is no longer a need for the certification(s) administered by the unit or for any other reason. Votes to establish or terminate an Administrative Unit requires a three-quarters majority of the entire Board of Directors.

5.2. Governance. These units shall administer specialty certification programs consistent with these CEC Bylaws, and any CEC rules. Each Unit is responsible for establishing the applicable body of knowledge, administering the certification process, proposing annual budgets for CEC review and approval, coordinating with allied ASCE organizations, e.g., Institutes, and regularly reporting to the CEC Board of Direction.

5.3. Unit Operations. Each Unit will operate under these CEC Bylaws and no other Bylaws. The Unit shall establish Operating Procedures for conduct of the Unit activities consistent with CEC Bylaws and Rules.

5.4. List of Administrative Units. CEC shall maintain a list of Administrative Units.

## **ARTICLE SIX - ADMINISTRATION**

6.1. Fiscal Year. The fiscal year of CEC shall be the first day of October to the last day of September.

6.2. Budget Approval and Administration. The CEC Board of Directors shall approve an annual budget. The budget shall then be submitted to the ASCE Board of Direction for concurrence. The budget will include CEC and its Administrative Units and consider the staffing needs and costs for CEC and the Administrative Units to achieve their mission. The CEC Board of Directors may redistribute or increase expenditures without approval of ASCE as long as the total budgeted expenditure is not exceeded by five (5) percent.

6.3. Rules. The Board of Directors shall adopt Rules as needed to implement the provisions in these Bylaws and describe operational procedures including but not limited to minimum qualifications for certifications and certification administration. Where applicable, CEC Rules will identify the Administrative Units affected by each rule.

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

6.5. Limitations. All policies and activities of CEC shall be consistent with applicable federal, state, and local antitrust, trade, regulation, or other legal requirements;

and no policies or activities shall contravene the governing documents (Constitution, Bylaws, Code of Ethics, and Rules of Policy and Procedure) of ASCE. No Officer, Director, committee, employee, agent, or representative of CEC shall have any right, authority, or power to expend money of CEC, to incur liability on its behalf, or to make any commitment that shall be deemed to bind or involve CEC in any expense or financial liability, unless such expenditure, liability, or commitment has been authorized by the CEC Board of Directors.

6.6 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern CEC in all cases to which they are applicable and in which they are not inconsistent with the laws of the Commonwealth of Virginia or with these Bylaws.

6.7 Indemnification. CEC shall indemnify its officers, directors, volunteers, or employees of CEC or its Administrative Units against claims for liability arising from the individual's good faith performance of duly authorized duties for or on behalf of CEC, and further provided that the performance by the party was not or is not illegal. The right accruing to any person under the foregoing provision shall not exclude any other right to which he or she shall be lawfully entitled, nor shall anything herein contained restrict the right of CEC to indemnify or reimburse such person in any proper case to the extent permitted by law even though not specifically herein provided. CEC, its Directors, Officers, and employees shall be fully protected in taking any good faith action or making any payment under this Article or in refusing to do so.

## **ARTICLE SEVEN - AMENDMENT**

7.1 Amendment. These Bylaws may be amended at any meeting of the Board of Directors by a vote of a three-fifths majority of the entire Board of Directors; provided, however, that the exact proposed text of such amendment shall have been included in the notice of the meeting at which such action is taken. No change to these Bylaws becomes effective until it is approved by the ASCE Board of Direction.