

# BYLAWS

## Civil Engineering Certification, Inc.

Adopted by the CEC Board of Directors: 30 May 2009  
Approved by the ASCE Board of Direction: October 2009  
Revisions adopted by the CEC Board of Directors: 29 August 2022  
Revisions approved by the ASCE Board of Direction: 22 October 2022

### ARTICLE 1. GENERAL

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

**1.1 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 co-located with ASCE Headquarters.

**1.2 Purpose.** 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 Civil Engineers (ASCE) with whom CEC shares mutual interest in advancing the civil engineering profession.

### ARTICLE 2. BOARD OF DIRECTORS

**2.0 Powers and Duties.** The affairs of CEC shall be managed by its Board of Directors (hereinafter the "CEC Board").

**2.1 Board Composition.** The CEC Board shall be comprised of nine (9) Directors. Three (3) Directors shall be elected by the sitting members of the CEC Board, from among those individuals nominated by the Administrative Units; two (2) Directors shall be elected by the sitting members of the CEC Board, from among those nominated by the ASCE Institutes. Three (3) Directors-at-Large shall be appointed by the CEC Board to represent stakeholders in the certification process. One (1) Director shall be appointed by the ASCE Board of Direction from among those serving on the Board of Direction at the time of appointment. The Secretary/Treasurer shall serve as a non-voting member of the CEC Board.

**2.2 Term.** Directors shall serve staggered three (3) year terms. The Director appointed by the ASCE Board of Direction shall serve a one (1) year term. No Director shall serve more than two (2) consecutive terms unless they are completing their term as the President or Past-President. The Secretary/Treasurer is not subject to term limitations.

**2.3 Qualifications.** Directors shall be members in good standing of ASCE or an ASCE Institute. Directors nominated by a CEC Administrative Unit shall hold a specialty certification from their Unit.

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

**2.5 Meetings of the Board.** An Annual Meeting of the CEC Board shall be held at the time and place fixed by the President. Special Meetings of the CEC Board may be called by the President or at the request of any three (3) Directors. All Directors shall be given advance notice of at least thirty (30) days for the Annual Meeting and at least fourteen (14) days for Special Meetings. The CEC Board 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 and be heard by each other during the meeting.

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

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

**2.8 Vacancy.** A vacancy in the office of a Director shall be filled by appointment of the CEC Board upon recommendation of the entity represented by the vacancy.

**2.9 Removal.** Any Director may be removed by the CEC Board with six (6) members of the CEC Board voting in the affirmative, whenever in its judgment the best interests of CEC would be served thereby.

### **ARTICLE 3. OFFICERS**

**3.0 Officers.** The Officers of CEC shall be a President, President-elect, Past-President, and a Secretary/Treasurer.

**3.1 Election.** The CEC Board shall elect a President-elect annually from among the sitting members of the CEC Board.

**3.2 Term of Office.**

**3.2.1** The President-elect will serve one (1) year and rotate into the office of President the following year.

**3.2.2** The President will serve one (1) year and rotate into the office of Past-President for the following year.

**3.2.3** If after completing one (1) 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 three (3) year term to complete the Officer 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 *Vacancy.*** A vacancy in the office of President, Past-President, or President-elect shall be filled by the CEC Board for the unexpired portion of the term by a simple majority vote of the CEC Board.

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

**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 CEC Board 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 CEC Board or the President.

**3.7 *Secretary/Treasurer.*** The Secretary/Treasurer shall be an employee of ASCE and hired or terminated by the ASCE Executive Director, following consultation with the CEC Board. The Secretary/Treasurer shall act as a non-voting Secretary at all meetings of the CEC Board 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 CEC Board shall designate. Whenever required by the CEC Board, 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 CEC Board.

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

#### **ARTICLE 4. COMMITTEES**

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

#### **ARTICLE 5. ADMINISTRATIVE UNITS**

**5.0 Certification Administration.** The CEC Board may establish certification Administrative Units if, in the judgment of the CEC Board, the unit is consistent with the CEC purpose. These units may be in specialty areas of civil engineering that have certification needs. The CEC Board may terminate an Administrative Unit, if, in the judgment of the CEC Board, there is no longer a need for the certification(s) administered by the unit or for any other reason. Six (6) votes of the CEC Board in the affirmative are required to establish or terminate an Administrative Unit.

**5.1 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.

**5.2 Unit Operations.** Each Unit will operate under these CEC Bylaws. The Unit shall establish Operating Procedures for conduct of the Unit activities consistent with CEC Bylaws and Rules.

**5.3 List of Administrative Units.** CEC shall maintain a list of Administrative Units.

#### **ARTICLE 6. ADMINISTRATION**

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

**6.1 Budget Approval and Administration.** The CEC Board shall approve an annual budget. The budget shall then be submitted to the ASCE Board of Direction

for final approval. 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.

**6.1.1 *Unbudgeted Expenses.*** The CEC Board shall be notified by the Secretary/Treasurer of any changes to the budget, any expenditure in excess of budgeted amounts, or expenditures for unbudgeted items. The CEC Board may redistribute budgeted allocations to continue prioritized programs.

**6.2 *Rules.*** The CEC Board 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.

**6.3 *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.

**6.4 *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.

**6.5 *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.

**6.6 *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 e 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 7. AMENDMENT**

**7.0 Amendment.** These Bylaws may be amended at any meeting of the CEC Board by six (6) affirmative votes of the members of CEC Board; 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.