

IX. CONSTITUTIONS AND BYLAWS

A. KENTUCKY SECTION CONSTITUTION AMERICAN SOCIETY OF CIVIL ENGINEERS

CONSTITUTION

ARTICLE I. NAME AND OBJECTIVE

Section 1. The name of this organization shall be the Kentucky Section American Society of Civil Engineers.

Section 2. The objective of the Kentucky Section shall be the advancement of the science and profession of engineering in a manner consistent with the objectives of the American Society of Civil Engineers.

ARTICLE II. MEMBERSHIP

Section 1. All members of the American Society of Civil Engineers of all grades, subscribing to the Constitution and Bylaws of the Kentucky Section, as evidenced by the payment of current dues of the Section, shall be Subscribing Members of the Section. All members of the American Society of Civil Engineers of all grades, whose addresses of record are within the boundaries of the Section, as defined by the Society, shall be Assigned Members of the Section.

Section 2. Only Subscribing Members shall have the right to vote, to hold office, to serve on committees, or to represent the Section officially.

Section 3. Any member of the Section, who at any time or for any reason ceases to be a member of the American Society of Civil Engineers, shall at the same time cease to be a member of the Section.

ARTICLE III. DUES

Section 1. There shall be no entrance fee.

Section 2. Annual dues shall be established by the Bylaws of the Section. Life and Honorary Members, who are exempt from payment of Society dues, shall be exempt from Section dues.

ARTICLE IV. OFFICERS

Section 1. The officers shall be a President, a Vice President, a Secretary, a Treasurer, and a Newsletter Editor who, with the latest active resident Past-President, the current Branch Presidents, and the current Chairperson of each Technical Group, shall constitute a Board of Directors in which the government of the Section shall be vested. Chairpersons of the Technical Groups serving on the Board of Directors shall not have voting rights.

Section 2. Officers shall be elected at the Annual Meeting for terms of one year. Terms shall begin on October 1 and continue until respective successors are elected.

Section 3. The Vice President shall fill a vacancy in the office of President. The Board of Directors shall fill other vacancies for unexpired terms.

ARTICLE V. MEETING

Section 1. The Annual Meeting shall be held on such date and at such place as the Board of Directors shall designate. In the event the Board fails to act, the President shall designate the time and place for the Annual Meeting.

Section 2. Additional meetings shall be called at the discretion of the Board of Directors, or by the President upon the written request of at least twenty-five Subscribing Members.

ARTICLE VI. BRANCHES

Section 1. Branches of the Section shall be created in accordance with the following requirements:

- (a) Those proposing a new branch shall demonstrate in writing the advantages of such a Branch to the Section and to members in the area to be represented.
- (b) The proposal shall be in the form of a petition containing a minimum of 15 signatures of Society members residing in the area and shall be submitted through the Section to the Board of Directors of the Society.
- (c) A proposed branch area shall contain a minimum potential of 30 members of the Society.
- (d) A proposed branch must have distinct geographic boundaries describe in the petition.
- (e) Upon Section Board of Director's approval, the proposal shall be submitted to the ASCE Council of Vice Presidents for review and final approval.

Section 2. Each branch shall submit an annual report of activities to the Section.

Section 3. Each branch shall submit an annual budget and financial statement to the Section for approval.

ARTICLE VII. AMENDMENTS

Section 1. This Constitution may be amended only by the following procedure:

- (a) A proposed amendment to the Constitution shall be submitted to the Section Secretary in a written petition signed by not less than fifteen (15) Section Subscribing Members. Counterparts of petitions may be signed and presented with the same effect as if all the signatures were on one petition.
- (b) The proposed amendment shall be reviewed and approved by the ASCE Committee of Vice Presidents before being voted upon.
- (c) Section Members shall be given written notice of proposed amendments at least (30) thirty -days in advance of voting. Only Section Subscribing Members may vote on proposed amendments. (d) For the adoption of any amendment to the Constitution, two-thirds (2/3) of the

valid ballots cast shall be in the affirmative. An amendment that has been adopted shall become effective at the conclusion of canvassing the ballots, or date specified, providing that no elected officer of the Section or a Branch at the time an amendment is adopted shall be required to vacate office before the end of the term for which elected.

ARTICLE VIII. BYLAWS

Section 1. The Section may adopt Bylaws consistent with this Constitution for the guidance of officers and members.

Section 2. Amendments to Section Bylaws require the review and approval of the Section Board of Directors and the ASCE Council of Vice Presidents before being voted upon by the Section's Subscribing Members.

Section 3. Branches may adopt Bylaws consistent with the Kentucky Section Constitution.

(a) Branch Bylaws require approval by the Section Board of Directors to become effective.

(b) Amendments to Branch Bylaws require approval by the Section Board of Directors to become effective.

(c) Amendments to Branch Bylaws that change the Branch boundaries require the approval of the ASCE Council of Vice Presidents before being voted upon by the Subscribing Members of the Branch.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1. No part of the net earnings of the Section shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the Section shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Section shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Upon dissolution of the Section the assets remaining after the payment of the debts of the Section shall be distributed to such corporation, community chest, fund, or foundation organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended, as the Board of Directors shall have designated, and in the absence of such designation, they shall be conveyed to the American Society of Civil Engineers.

Revised October 1, 1994

Amended October 1, 2001

KENTUCKY SECTION BYLAWS
AMERICAN SOCIETY OF CIVIL ENGINEERS

BYLAWS

ARTICLE I. DUES

Section 1. The annual dues for members of the Kentucky Section shall be payable in advance on October 1st and shall be according to the following schedule:

Honorary Member	None
Life Member	None
Fellow Member	\$20.00
Member	\$20.00
Affiliate	\$20.00
Associate Member	\$20.00
Student Member	\$ 4.00

ARTICLE II. NOMINATION AND ELECTION OF OFFICERS

Section 1. The Section's Board of Directors shall elect a Nominating Committee of not less than three members at a regular meeting preceding the Annual Meeting. In the even the Board fails to act, the President shall appoint a Nominating Committee.

Section 2. The Nominating Committee shall choose one or more candidates for election to each of the offices prescribed by the Constitution and obtain the consent of the nominees to serve if elected.

Section 3. In addition, candidates may be nominated by written petition containing five signatures of Subscribing Members.

Section 4. The Section's Board of Directors shall choose, at least four months prior to the Annual Meeting, to decide the election of officers by mail ballot or by vote of those Subscribing Members present at the Annual Meeting.

Section 5. If it is chosen to decide the election by mail ballot,

(a) The Secretary shall send a letter ballot, containing the list of official nominees and a space for a write-in vote for another candidate for each office, to each Subscribing Member of the Section at least 20 days prior to the Annual Meeting.

(b) Ballots returned to the Secretary up to the time of counting shall be opened and counted at the Annual Meeting by three tellers appointed by the President. For each office, the candidate receiving the highest number of votes cast shall be declared elected.

Section 6. If it is chosen to decide the election by vote of those Subscribing Members present at the Annual Meeting, a majority vote of those Subscribing Members present shall constitute election.

ARTICLE III. QUORUM

Section 1. A quorum at any business meeting shall be ten Subscribing Members. All Section members shall be notified by mail of a business meeting at least seven (7) days in advance of such meeting.

Section 2. A quorum at any Board of Directors meeting shall be a majority of the voting board members. Board members shall be notified at least seven (7) days in advance of such meeting.

ARTICLE IV. COMMITTEES

Section 1. The President shall appoint committees deemed necessary from time to time.

Section 2. The President shall appoint the following standing committees annually: program, membership, legislative, Section awards, public relations, scholarship and professional development.

ARTICLE V. MEETINGS

Section 1. At least one meeting shall be held each year, typically the Annual Meeting.

Section 2. Notice of each meeting of the Section shall be sent to each Subscribing Member of the Section.

Section 3. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Section in all cases to which they are applicable and in which they are not inconsistent with the laws of the Commonwealth of Kentucky or with the Section's adopted Constitution and Bylaws.

ARTICLE VI. AMENDMENTS

Section 1. Bylaws may be adopted or amended only by the following procedure:

(a) A proposed amendment to these Bylaws shall be submitted to the Section Secretary in written petitions signed by not less than ten (10) Section Subscribing Members. Counterparts of petitions may be signed and presented with the same effect as if all the signatures were on one petition.

(b) Section Members shall be given written notice of proposed amendments at least (30) thirty-days in advance of voting. Only Section Subscribing Members may vote on proposed amendments.

(c) For the adoption of any amendment to the Bylaws, a majority of the Section Subscribing Members in attendance at the next Section business meeting after it has been proposed shall cast ballots and a majority of the valid ballots cast shall be in the affirmative. An amendment which has been adopted shall become effective at the conclusion of canvassing the ballots, or date specified, providing that no elected officer of the Section or a Branch at the time an amendment is adopted shall be required to vacate office before the end of the term for which that officer was elected.

(d) The procedure for amendment of the Bylaws shall be subject to any applicable provisions set forth in the Society's Bylaws.

Revised October 1, 1999

A0 LOUISVILLE BRANCH BYLAWS
KENTUCKY SECTION
AMERICAN SOCIETY OF CIVIL ENGINEERS

BYLAWS

ARTICLE I. NAME AND OBJECTIVE

Section 1. The name of this organization shall be the Louisville Branch, Kentucky Section, American Society of Civil Engineers.

Section 2. The objective of the Louisville Branch shall be the advancement of the science and profession of engineering, in a manner consistent with the objectives of the American Society of Civil Engineers.

ARTICLE II. AREA AND MEMBERSHIP

Section 1. The area of the Louisville Branch shall be the Counties of Bullitt, Hardin, Henry, Jefferson, Meade, Nelson, Oldham, Shelby, Spencer, and Trimble in the State of Kentucky.

Section 2. All members of the American Society of Civil Engineers of all grades, who subscribe to the Constitution of the Kentucky Section and Bylaws of the Louisville Branch and who have paid the current dues to the Section and Branch, and who are resident in the Branch area, shall be Subscribing Members of the Branch. All other members of the American Society of Civil Engineers of all grades whose addresses are within the boundaries of the Branch, as defined by the Society, shall be Assigned Members of the Branch.

ARTICLE III. DUES AND FINANCES

Section 1. Branch annual dues and an annual allocation of monies from the Section, based on a budget proposed by the Branch and approved by the Section, shall finance the Branch activities.

Section 2. There shall be no entrance fee.

Section 3. The dues of each member shall be not more than () twenty dollars (\$20) per year.

ARTICLE IV. OFFICERS

Section 1. The officers of this Branch shall be a President, a Vice President, and a Secretary-Treasurer, who, with the latest resident Past President, shall constitute a Board of Directors in which the government of the Branch shall be vested.

Section 2. All officers shall be elected at the Annual Meeting for terms of one year. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected.

Section 3. Only Subscribing Members of the Branch shall be eligible for election to office.

Section 4. The duties of the officers shall be those usual for such officers.

Section 5. The Vice President shall fill a vacancy in the office of President. The Board of Directors shall fill other vacancies for unexpired terms through appointment.

Section 6. At meetings of the Board of Directors, three (3) members shall constitute a quorum.

ARTICLE V. NOMINATION AND ELECTION OF OFFICERS

Section 1. The Nominating Committee shall consist of the Past President and two other Subscribing Members of the Branch appointed by the Board of Directors.

Section 2. The Nominating Committee shall choose one or more candidates for election to each office, and obtain the consent of each nominee to serve if elected.

Section 3. The Nominating Committee shall publish the list of nominees in the Section Newsletter preceding the Annual Meeting, at which the election will be held. In addition to the slate presented by the Nominating Committee, candidates may be nominated by written petition with five (5) signatures of Subscribing Members of the Branch, submitted to the Nominating Committee or any member of the Board of Directors prior to the meeting.

Section 4. The election of officers shall be held at the Annual Meeting. Election shall be by a simple majority of votes of the Subscribing Members of the Branch present at the meeting.

ARTICLE VI. MEETINGS

Section 1. The Annual Meeting shall be held on such date and at such place as the Board of Directors designates. Additional meetings shall be called at the discretion of the Board of Directors, or by the President upon the written request of at least ten (10) Subscribing Members.

Section 2. In addition to the Annual Meeting, a minimum of five (5) other meetings shall be held each year at regular intervals.

Section 3. At all meetings, ten (10) Subscribing Members shall constitute a quorum.

Section 4. Notice of call for a Branch meeting shall be published in the Section Newsletter so as to reach all Subscribing Members of the Branch not less than three (3) days in advance of the meeting date.

Section 5. All business meetings of the Branch and of the Branch Board of Directors shall be governed by Robert's Rules of Order, Revised, except as provided in these Bylaws.

ARTICLE VII. COMMITTEES

Section 1. The President each year shall appoint the following committees: program, membership, and public information.

Section 2. The President each year shall appoint such committees as are from time to time deemed necessary.

ARTICLE VIII. AMENDMENTS

Section 1. Bylaws may be adopted or amended only by the following procedure:

(a) The Bylaw or amendment shall be proposed by a majority vote of the Subscribing Members of the Branch present at a regular Branch meeting.

(b) To become effective it shall receive an affirmative vote of not less than two-thirds of the Subscribing Members present at the next regular Branch meeting and the approval of the Board of Directors of the Section.

IX. MISCELLANEOUS PROVISIONS

Section 1. No part of the net earnings of the Branch shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the Branch shall be carrying on propaganda, and the Branch shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 2. Upon dissolution of the Branch, the assets remaining after the payment of the debts of the Branch shall be distributed to such corporation, community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended, as the Board of Directors shall have designated; and in the absence of such designation, they shall be conveyed to the American Society of Civil Engineers.

Adopted. ???????????

Amended October 1, 2001

B0 BLUEGRASS BRANCH BYLAWS
KENTUCKY SECTION
AMERICAN SOCIETY OF CIVIL ENGINEERS

BYLAWS

ARTICLE I. NAME AND OBJECTIVE

Section 1. The name of this organization shall be the Bluegrass Branch, Kentucky Section, American Society of Civil Engineers.

Section 2. The objective of the Bluegrass Branch shall be the advancement of the science and profession of engineering, in a manner consistent with the objectives of the American Society of Civil Engineers.

ARTICLE II. AREA AND MEMBERSHIP

Section 1. The area of the Bluegrass Branch shall be the counties east of and including Clinton, Russell, Casey, Lincoln, Garrard, Jessamine, Fayette, Bourbon, Harrison, Grant, and Pendleton in the Commonwealth of Kentucky.

Section 2. All members of the American Society of Civil Engineers of all grades, who subscribe to the Bylaws of the Bluegrass Branch and who have paid the current dues to the Section, and who are resident in the Branch area, shall be Subscribing Members of the Branch. All other members of the American Society of Civil Engineers of all grades, whose addresses are within the boundaries of the Branch as defined by the Society, shall be Assigned Members of the Branch.

ARTICLE III. DUES AND FINANCES

Section 1. Branch annual dues and an annual allocation of monies from the Section, based on a budget proposed by the Branch and approved by the Section, shall finance the Branch activities.

Section 2. There shall be no entrance fee.

Section 3. The dues of each member shall be not more than four (\$4) dollars per year.

ARTICLE IV. OFFICERS

Section 1. The officers of this Branch shall be a President, a President-Elect, a Secretary, and a Treasurer, who with the latest resident Past President shall constitute a Board of Directors in which the government of the Branch shall be vested.

Section 2. All officers, except the President, shall be elected at the Annual Meeting for terms of one year, which terms shall begin on the July 1st immediately following the Annual Meeting and continue until their successors are elected.

Section 3. The term of office for the President shall be one year. The President-Elect shall succeed to the Office of President on July 1st.

Section 4. Only Subscribing Members of the Branch shall be eligible for election to office.

Section 5. The duties of officers shall be those usual for such officers.

Section 6. The President-Elect shall fill a vacancy in the office of President. The Secretary shall fill a vacancy in the office of President-Elect. Other vacancies shall be filled for the unexpired terms by appointments by the Board of Directors.

Section 7. At meetings of the Board of Directors, three (3) members shall constitute a quorum.

ARTICLE V. NOMINATION AND ELECTION OF OFFICERS

Section 1. The President shall appoint a Nominating Committee of three members at a regular meeting preceding the Annual Meeting.

Section 2. The Nominating Committee shall choose one or more candidates for election to each office, except the office of president, and obtain the consent of each nominee to serve if elected.

Section 3. Election of officers shall be by a majority of those present and voting at the Annual Meeting.

ARTICLE VI. MEETINGS

Section 1. The Annual Meeting shall be held during the month of May at such time and place as the Board of Directors designates. Additional meetings shall be called at the discretion of the Board of Directors, or by the President upon the written request of at least ten (10) Subscribing Members.

Section 2. In addition to the Annual Meeting, a minimum of two (2) other meetings shall be held each year at regular intervals.

Section 3. At all meetings, five (5) subscribing members shall constitute a quorum.

Section 4. Notice of call for a Branch meeting shall be mailed or called to all Subscribing Members of the Branch not less than five (5) days in advance of the meeting date.

Section 5. All business meetings of the Branch and of the Branch Board of Directors shall be governed by Robert's Rules of Order, Revised, except as provided in these Bylaws.

ARTICLE VII. COMMITTEES

Section 1. The President shall appoint such committees as are from time to time deemed necessary.

ARTICLE VIII. AMENDMENTS

Section 1. Bylaws may be adopted or amended only by the following procedure:

(a) The proposed Bylaw or amendment shall be voted upon at a meeting of the Branch for which notice of the consideration of the proposed Bylaw or amendment was given in the call for the meeting.

(b) To become effective it shall receive an affirmative vote of not less than a majority of the Subscribing Members voting and the approval of the Board of Directors of the Kentucky Section.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1. No part of the net earnings of the Branch shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the Branch shall be carrying on propaganda, and the Branch shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 2. Upon dissolution of the Branch, the assets remaining after the payment of the debts of the Branch shall be distributed to such corporation, community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended, as the Board of Directors shall have designated; and in the absence of such designation, they shall be conveyed to the American Society of Civil Engineers.

Revised May 22, 1981

C0 FRANKFORT BRANCH BYLAWS KENTUCKY SECTION AMERICAN SOCIETY OF CIVIL ENGINEERS

BYLAWS

ARTICLE I. NAME AND OBJECTIVE

Section 1. The name of this organization shall be the Frankfort Branch, Kentucky Section, American Society of Civil Engineers.

Section 2. The objective of the Frankfort Branch shall be the advancement of the science and profession of engineering, in a manner consistent with the objectives of the American Society of Civil Engineers.

ARTICLE II. AREA AND MEMBERSHIP

Section 1. The area of the Frankfort Branch shall be the Counties of Anderson, Boyle, Carroll, Franklin, Gallatin, Mercer, Owen, Scott, Washington, and Woodford in the Commonwealth of Kentucky.

Section 2. All members of the American Society of Civil Engineers of all grades who subscribe to the Bylaws of the Frankfort Branch and who have paid the current dues to the Section, and who reside or work in the Branch area, shall be Subscribing Members of the Branch. All other members of the American Society of Civil Engineers of all grades, whose addresses are within the boundaries of the Branch as defined by the Society shall be Assigned Members of the Branch.

ARTICLE III. DUES AND FINANCES

Section 1. Branch annual dues and an annual allocation of monies from the Section, based on a budget proposed by the Branch and approved by the Section, shall finance the Branch, activities.

Section 2. There shall be no entrance fee.

Section 3. The dues of each member shall be not more than four (\$4) per year.

ARTICLE IV. OFFICERS

Section 1. The officers of the Branch shall be a President, a President-Elect, and a Secretary-Treasurer, who with the latest resident Past President shall constitute a Board of Directors in which the government of the Branch shall be vested.

Section 2. All officers, except the President, shall be elected at the Annual Meeting for terms of one year, which terms shall begin at the close of the Annual Meeting and continue until their successors are elected.

Section 3. The term of office for the President shall be one year. The President-Elect shall succeed to the office of President at the close of the Annual Meeting.

Section 4. Only Subscribing Members of the Branch shall be eligible for election to office.

Section 5. The duties of officers shall be those usual for such officers.

Section 6. The President-Elect shall fill a vacancy in the office of President. The Secretary-Treasurer shall fill a vacancy in the office of President-Elect. Other vacancies shall be filled for the unexpired terms by appointments by the Board of Directors.

Section 7. At meetings of the Board of Directors, three (3) members shall constitute a quorum.

ARTICLE V. NOMINATION AND ELECTION OF OFFICERS

Section 1. The President shall appoint a Nominating Committee of three members at a regular meeting preceding the Annual Meeting.

Section 2. The Nominating Committee shall choose one or more candidates for election to each office, except the office of President, and obtain the consent of each nominee to serve if elected.

Section 3. Election of officers shall be by a majority of those present and voting at the Annual Meeting.

ARTICLE VI. MEETINGS

Section 1. The Annual Meeting shall be held on such date and at such place as the Board of Directors designates. Additional meetings shall be called at the discretion of the Board of Directors, or by the President upon the written request of at least ten (10) Subscribing Members.

Section 2. In addition to the Annual Meeting, a minimum of two (2) other meetings shall be held each year at regular intervals.

Section 3. At all meetings, five (5) Subscribing Members shall constitute a quorum.

Section 4. Notice of call for a Branch meeting shall be mailed or called to all Subscribing Members of the Branch not less than five (5) days in advance of the meeting date.

Section 5. All business meetings of the Branch and of the Branch Board of Directors shall be governed by Robert's Rules of Order, Revised, except as provided in these Bylaws.

ARTICLE VII. COMMITTEES

Section 1. The President shall appoint such committees as are from time to time deemed necessary.

ARTICLE VIII. AMENDMENTS

Section 1. Bylaws may be adopted or amended only by the following procedure:

(a) The proposed Bylaw or amendment shall be voted upon at a meeting of the Branch for which notice of the consideration of the proposed Bylaw or amendment was given in the call for the meeting.

(b) To become effective it shall receive an affirmative vote of not less than a majority of the Subscribing Members voting and the approval of the Board of Directors of the Kentucky Section.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1. No part of the net earnings of the Branch shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the Branch shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Branch shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 2. Upon dissolution of the Branch, the assets remaining after the payment of the debts of the Branch shall be distributed to such corporation, community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or for the prevention of cruelty to children or animals, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended, as the Board of Directors shall have designated; and in the absence of such designation, they shall be conveyed to the American Society of Civil Engineers.

Adopted. ??????????

D. OWENSBORO BRANCH BYLAWS

KENTUCKY SECTION
AMERICAN SOCIETY OF CIVIL ENGINEERS

BYLAWS

(are missing)

E. GEOTECHNICAL ENGINEERING GROUP CONSTITUTION
KENTUCKY SECTION
AMERICAN SOCIETY OF CIVIL ENGINEERS

CONSTITUTION

ARTICLE I. NAME AND OBJECTIVE

Section 1. NAME: The name of this organization shall be "The Kentucky Geotechnical Engineering Group."

Section 2. OBJECTIVE: The objectives of the Geotechnical Group shall be to advance the science and profession of soil and rock mechanics and foundation engineering and to provide a medium for interchange of information among those interested in those fields.

ARTICLE II. MEMBERSHIP

Section 1. MEMBER: Any person in good standing at any level of membership in the American Society of Civil Engineers or any person who, by scientific achievements or practical experience, is qualified to cooperate in the advancement of soil and rock mechanics and foundation engineering shall be eligible for membership.

Section 2. STUDENT MEMBER: Any person currently enrolled in an engineering college interested in the advancement of soil and rock mechanics and foundation engineering shall be eligible for membership. This will entitle the Student to be placed on the mailing list and to attend meetings and participate in Geotechnical Group activities, except to vote or hold office.

ARTICLE III. ADMISSIONS AND SEPARATIONS

Section 1. ADMISSIONS: Applicants shall be admitted to membership in the Geotechnical Group upon approval of the application for admission by majority vote of the Board of Officers.

Section 2. SEPARATIONS:

(a) Any member (of any classification) of the Geotechnical Group in good standing may resign membership by a written communication to the Secretary, who shall present the request to the Board of Officers. Acceptance of any resignation shall be by vote of the Board of Officers.

(b) The membership of any member (of any classification) not paying fees, dues, or assessments for a period of 12 months shall be terminated provided, however, for causes deemed sufficient, the Board may extend the period in an individual case.

(c) Any member (of any classification) may be expelled from membership whenever the Board of Officers recommends such action and recommendation is approved by a letter-ballot affirmative vote of no less than 80 percent of the voting membership. Prior to any expulsion procedures, the person shall be notified in writing by the Secretary of the separation intent and shall so be advised of the impending charges. The person may submit a defense, either in person or in writing, which shall be a consideration of the expulsion procedures.

ARTICLE IV. FEES, DUES, AND SPECIAL ASSESSMENTS

Section 1. FEES: An entrance fee, dues, or other assessments shall be levied in accordance with the Bylaws.

ARTICLE V. ELIGIBILITY, NOMINATION, ELECTION, AND TENURE OF OFFICERS

Section 1. ELIGIBILITY: Any Member in good standing shall be eligible for office, except no Member shall be eligible for the same office for more than two consecutive terms, except for the Treasurer who may serve up to three consecutive terms. It shall be further required that the Chairperson hold membership of good standing in the American Society of Civil Engineers.

Section 2. NOMINATION:

(a) The Board of Officers shall select a Nominating Committee of not less than three members at a regular meeting preceding the Annual Business Meeting. In the event the Board fails to act, the Chairperson shall appoint a Nominating Committee.

(b) The Nominating Committee shall choose one or more candidates for election to each of the offices prescribed in Article VI, Section 1, of this Constitution and obtain the consent of the nominees to serve if elected.

(c) In addition, candidates may be nominated from the floor at the Annual Business Meeting.

Section 3. ELECTION: The election of a nominated Member shall be by majority of votes cast at the Annual Business Meeting.

Section 4. TENURE: The tenure of an elected officer shall be one year, starting on the first of October.

ARTICLE VI. OFFICERS AND MANAGEMENT

Section 1. OFFICERS: The Geotechnical Group shall elect and maintain the following group officers:

- a. Chairperson,
- b. Co-Chairperson (Immediate Past Chairperson),

- c. Secretary,
- d. Treasurer, and
- e. Program Coordinator.

Section 2. MANAGEMENT: The five elected officers shall function as the Board of Officers and shall be vested with the corporate powers of the Geotechnical Group subject to the Constitution and Bylaws of the Group. The Board of Officers shall make an annual report to the membership, which report shall include a financial statement and such other matters as may be deemed appropriate. The detailed management of the Geotechnical group shall be exercised by the Secretary of the Group acting as general manager under authority of the Board of Officers.

Wherever applicable to the affairs of the Kentucky Geotechnical Group, the Constitution, Bylaws, Rules of Policy and Procedure, Code of Ethics, and Guide to Professional Practice under the Code of Ethics, all as adopted and enforced by the American Society of Civil Engineers, is incorporated as part of this Constitution by reference; and the Executive Committee of the Kentucky Section of the American Society of Civil Engineers, or appointed representatives thereof, shall hold ex officio rights in the Geotechnical Group.

ARTICLE VII. MEETINGS

Section 1. ANNUAL BUSINESS MEETINGS: The Geotechnical Group shall hold at least one general business meeting annually, termed the Annual Business Meeting, which shall be held prior to October 1 at such time and place as shall be determined by the Board of Officers and designated in a notice to the membership as provided in the Bylaws. One-third of the Geotechnical Group voting membership shall constitute a quorum. Election of officers shall take place at this meeting.

Section 2. BOARD OF OFFICERS MEETINGS: Meetings of the Board of Officers shall be held at such times and places as may be determined by the Board of Officers to be necessary for the discharge of its duties. Three members of the Board of Officers shall constitute a quorum in these meetings.

Section 3. GENERAL MEETINGS: The Geotechnical Group shall hold general business meetings in addition to the Annual Meeting at such times and places as may be determined by the Board of Officers as necessary in the best interest of the business affairs of the Group. One-third of the Geotechnical Group voting membership shall constitute a quorum at these meetings.

ARTICLE VIII. PROFESSIONAL DEVELOPMENT PROGRAM

Section 1. ENDOWMENT FUND: An endowment fund shall hereby be established for the purpose of funding activities for the professional development of the membership of the Geotechnical Group. The principal of the fund may be increased by a majority of votes cast at a regular or special meeting of the Geotechnical Engineering Group for which this purpose was announced in the meeting notice. It is intended that the net proceeds from the Ohio River Valley Soils Seminar be directed to this fund whenever possible. Gifts from members or others interested in the professional development of the Geotechnical Group also may be accepted for addition to the principal.

Section 2. OBJECTIVES: The income from the endowment fund shall be used for the advancement of activities for the professional development of the membership of the Geotechnical Group in the following priority:

- (a) Underwrite the deficits of an Ohio River Soils Seminar, if this should be necessary.
- (b) Underwrite the operational budget deficits, if this should be necessary.
- (c) Fund professional development activities including but not limited to the
 - i. Purchase of geotechnical reference books for use by the membership.
 - ii. Funding of travel expenses of a member or members to visit geotechnical projects, organizations, or meetings (the member so funded is required to submit written and oral reports of the visit to the Geotechnical Group).
 - iii. Funding of seminars or workshops for the membership of the Geotechnical Group.
 - iv. Funding of any combination of such activities.

Section 3. OPERATION: The activities funded by the interest income of the endowment fund shall be governed by a majority vote of the Board of Officers and the Executive Secretary of the fund.

Section 4. EXECUTIVE SECRETARY:

- (a) The Treasurer of the Geotechnical Group shall also serve as the Executive Secretary of the fund.
- (b) The Executive Secretary shall be responsible for maintaining the accounts and records of the fund, preparing an annual report of the status and activities of the fund, and providing the Board of Officers with information and the stimulus to act on behalf of the fund.

Section 5. REDUCTION OF PRINCIPAL: The principal of the fund shall be reduced only by a three-fourths affirmative vote of the voting membership of the Geotechnical Engineering Group.

ARTICLE IX. CONSTITUTION AND BYLAWS AMENDMENTS

Section 1. CONSTITUTION AMENDMENTS: A proposed amendment to the Constitution shall be submitted to the Secretary in a written petition signed by not less than one-third of the Members. Counterparts of petitions may be signed and presented with the same effect as if all the signatures were on one petition. Petitions for a proposed amendment shall be presented to the Secretary not less than 30 days in advance of the Annual Meeting, or a request for a general business meeting should accompany the petition. A proposed amendment in accordance with the intent of the petition shall be drafted by the Secretary and sent by letter to the Members of the Geotechnical Group at least 15 days in advance of the Annual Meeting or other regularly appointed meetings and by a majority vote of said meeting may be:

- a. Amended and enacted in any manner pertinent to the petition,
- b. Assigned to a committee appointed by the Board of Officers for further study, or
- c. Recommended for a letter-ballot vote by Group Members.

For the adoption of any amendment to the constitution, two-thirds of the valid ballots cast shall be in the affirmative. An amendment which has been adopted shall become effective 30 days after the date of canvass of ballots by the Board of Officers, provided that no elected officer of the Group at the time the amendment is adopted shall be required thereby to vacate his office before the end of an elected term.

Section 2. BYLAWS AMENDMENTS: At any meeting of the Board of Officers, a quorum being present, the Board of Officers may, by majority vote, enact a bylaw or amend the Bylaws in conformity with the Constitution.

ARTICLE X. This Constitution having been amended by a majority of the Members, shall become effective April 1, 1977.

Revised September 23, 1995

GEOTECHNICAL ENGINEERING GROUP BYLAWS

BYLAWS

ARTICLE I. ELECTION OF MEMBERS

Section 1. Any person who applies to and is approved by the Board of Officers shall be elected to membership as provided by the Constitution, Article II.

ARTICLE II. SEPARATIONS FROM MEMBERSHIP

Section 1. RESIGNATIONS: Any member (of any classification) of the Geotechnical Group in good standing may resign membership, as provided in Article III, Section 2(a), of the Constitution. A member whose fees, dues, or assessments are not in arrears and against whom no complaint or charge is pending shall be considered in good standing.

Section 2. NONPAYMENT OF DUES: Any member (of any classification) of the Geotechnical Group shall forfeit membership therewith in the event his dues become 12 months in arrears, as provided in Article III, Section 4, of these Bylaws.

Section 3. DISCIPLINARY ACTION: A member (of any classification) may be subject to disciplinary action for cause, such as violation of any of the provisions of the Constitution, Bylaws, or Code of Ethics of the Geotechnical Group, or for conduct, which in the opinion of the Board of Officers, is improper and prejudicial to the best interests of the Geotechnical Group.

After consideration of all available evidence, the Board of Officers may decide that the charges against a member of the Geotechnical Group are not sufficient to justify expulsion. In such case, if the charges be sustained or proven, the Board of Officers may take such other disciplinary action as may be deemed appropriate. The Board of Officers may notify the membership of any suspension or other disciplinary action.

A finding that charges against a member have been sustained or proven shall require the affirmative vote of four officers of the Board of Officers, and recommendation for further action shall be supported by such vote.

Section 4. EXPULSION PROCEEDINGS: The Board of Officers shall consider proceedings looking toward the expulsion of any member upon information coming to its attention for causes set forth that such member should be expelled from the Geotechnical Group. The Board of Officers shall consider such cases and, if circumstances appear to warrant further action, it shall (a) advise the accused member of the impending charges, (b) notify the member of the time and place of the Board of Officers meeting at which the case is to be considered, and (c) invite the member to present at such time a defense, either in person or in writing. The recommendation of the Board of Officers shall be by vote at a Board of Officers meeting, and, if expulsion is recommended, the Secretary shall advise members in good standing and request a vote of members by secret letter ballot. The recommendation of the Board of Officers shall be approved by an affirmative vote of two-thirds of the valid ballots cast by the voting membership. In case of expulsion, the Secretary shall notify the expelled, whose name shall be dropped from the rolls of the Geotechnical Group.

ARTICLE III. FEES, DUES AND ASSESSMENTS

Section 1. DUES: Dues of \$10.00 for Members and \$5.00 for Student Members, shall be payable annually in advance of October 1. A person who is elected to membership in the Geotechnical Group after January 1 shall pay only the proportionate part of the year's due, reckoned from the first day of the month following the date of the notification of election.

Section 2. STATEMENTS: Not later than September 1 each year, the Secretary shall mail to each member, at the members address of record, a statement of the current indebtedness, if any, of the member and the amount of his dues or assessments for the ensuing fiscal year.

Section 3. PENALTIES: Any member whose dues are more than 3 months in arrears shall be so notified by the Secretary. A member whose dues become 6 months in arrears shall lose the right to vote. The Secretary also shall mail a notice to any member whose dues become 6 months in arrears. Any member whose dues become 12 months in arrears shall forfeit his connection with the Geotechnical Group provided, however, that the Board of Officers, for cause deemed by it to be sufficient, may extend the time for payment of dues and for the application of these penalties.

ARTICLE IV. MANAGEMENT

Section 1. DUTIES OF THE BOARD OF OFFICERS: The Board of Officers shall manage the affairs of the Geotechnical Group in accordance with the laws under which the Group is organized and within the provisions of the Constitution. It shall direct the investment and care of the funds of the Group, make appropriations for specific purposes, act upon applications for membership or transfer, appoint officers to fill unexpired terms, act upon complaints and petitions, take measures to advance the profession of engineering and the interests of the Group, disseminate technical knowledge through meetings or other means, appoint and designate the duties of committees, and generally direct the business of the Geotechnical Group.

The fiscal year of the Geotechnical Group shall be from October 1 to September 30. An annual budget of estimated receipts and expenditures must be adopted by the Board of Officers at its first meeting after October 1 of each year.

The Board of Officers shall make an Annual Report for the preceding fiscal year at the Annual Meeting. The Annual Report shall include the reports of the Secretary and of the Treasurer and such other information as may be deemed by the Board of Officers to be appropriate.

Section 2. DUTIES OF THE CHAIRPERSON: The Chairperson shall have general supervision over the affairs of the Geotechnical Group. The Chairperson shall preside at meetings of the Group and of the Board of Officers and shall be an ex officio member of all committees.

Section 3. DUTIES OF THE CO-CHAIRPERSON: In the temporary absence or disability of the Chairperson, the Co-Chairperson shall discharge the duties of the Chairperson. In all affairs of the Geotechnical Group, the Co-Chairperson shall directly assist the Chairperson.

Section 4. DUTIES OF THE SECRETARY: Under the direction of the Chairperson and the Board of Officers, the Secretary shall be the executive officer of the Geotechnical Group. The Secretary shall be responsible for the following: preparing the agenda of all meetings of the Geotechnical Group and of the Board of Officers and record the proceedings thereof; making an annual report and such other reports as may be prescribed by the Board of Officers; collecting all moneys due the Group and the transferring such moneys to the Treasurer; supervising the general management of the Group and conducting and maintaining full records of the correspondence of the Geotechnical Group, and having charge of the property and quarters of the Geotechnical Group.

Section 5. DUTIES OF THE TREASURER: The Treasurer, as the financial officer of the Geotechnical Group, shall be responsible for control of the Geotechnical Group's funds, including the Professional Development Endowment Fund, shall receive from the Secretary moneys received by the Geotechnical Group, shall sign all checks drawn on the funds of the Group, and shall prepare an annual financial report and budget and shall report thereon to the Board of Officers.

Section 6. DUTIES OF THE PROGRAM COORDINATOR: The Program Coordinator shall have general direction over the affairs of all committees appointed by the Board of Officers, and shall hold ex officio rights in any such committees. The Program Coordinator shall be responsible for arranging programs and contacting speakers for the technical meetings of the Group.

Section 7. ASSISTANT OFFICERS: The Board of Officers may appoint up to two Members of the Geotechnical Group to serve as assistants to the elected Secretary. The Assistant Secretaries shall serve under the immediate direction of the Secretary and, in the absence or disability of the Secretary, one Assistant Secretary shall be designated by the Board of Officers to assume the Secretary's duties until a new secretary is nominated and elected. The Assistant Secretaries shall have no voting rights in the affairs of the Board of Officers.

ARTICLE V. COMMITTEES

Section 1. The Board of Officers shall appoint the members, designate the committee chairperson, and outline the duties of all committees; and such committees shall report directly to the Program Coordinator and shall perform their duties under the general direction of the Program Coordinator.

ARTICLE VI. MEETINGS

Section 1. BUSINESS MEETINGS: The Annual Business Meeting shall be held as provided in Article VII, Section 1, of the constitution. The order of business, unless otherwise provided by the Board of Officers, shall be as follows:

- Report of the Board of Officers,
- Report of the Secretary,
- Report of the Treasurer,
- Announcements and special reports by the Secretary,
- Election of new officers, and
- New business.

The elected officers shall hold no fewer than three Board of Officers Meetings. One of these meetings shall be held at the time of the Annual Meeting, and the other two additional meetings shall be held at the times and places deemed appropriate by the Board of Officers. Special meetings of the Board of Officers may be held as determined by the Board of Officers. The Secretary shall give at least 10-days advance notice of any such special meeting to all elected officers. Notice of a special meeting shall state the purpose of the proposed meeting. The Board of Officers may call business meetings of the Geotechnical Group, termed General Meetings. The Secretary shall mail advance notice of a General Meeting at least two (2) weeks prior to the date of such meetings. Notice of a General Meeting shall state the purpose of the proposed meeting.

Section 2. TECHNICAL MEETINGS: The Geotechnical Group shall hold Technical Meetings as deemed appropriate by the Board of Officers. The purpose of these Technical Meetings shall be to afford an adequate forum for presentation and discussion of technical and professional developments in soil and rock mechanics and foundation engineering, with full opportunity provided for personal acquaintance and for an exchange of ideas and experiences. The Technical Meetings shall be open to the entire membership of the Geotechnical Group and to their guests. Upon proper notice from the Secretary, the Technical Meeting may be extended to include a Board of Officers Meeting or a General Meeting.

ARTICLE VII. LETTER BALLOTS

Section 1. The Board of Officers shall request letter ballots from the Geotechnical Group membership as directed by the Constitution or as deemed appropriate by the Board of Officers. The Secretary shall mail a notice of the ballot requested to all of the voting membership. The notice shall state the exact purpose of the ballot and shall include a ballot form together with a return envelope addressed to the Secretary of the Geotechnical Group. The returned ballots shall be counted and evaluated at the first Board of Officers Meeting held after the canvass date.

Revised August 23, 1995

F. THE ROBERT M. GILLIM FOUNDATION
ARTICLES OF INCORPORATION
THE KENTUCKY SECTION OF
THE AMERICAN SOCIETY OF CIVIL ENGINEERS

We, the undersigned, Guy F. Vansant, Jr., James E. Humphrey Jr., Homer M. Walker, each of whom is a natural person over the age of twenty-one years, hereby associate ourselves together to organize a non-profit corporation, without capital stock or stockholders, under the provisions of Chapter 273 of the Kentucky Revised Statutes and for that purpose adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be "THE ROBERT M. GILLIM FOUNDATION OF THE KENTUCKY SECTION OF THE AMERICAN SOCIETY OF CIVIL ENGINEERS".

ARTICLE II

Any provisions of these Articles to the contrary notwithstanding, the Foundation shall not have any purpose or object, nor have nor exercise any power, nor engage in any activity, which in any way contravenes or is in conflict with the provisions of paragraph (1) of Article II of these Articles of Incorporation or Section 501(c)(3) of the Internal Revenue Code of 1954. Furthermore, the Foundation shall not have the power to engage in any of the prohibited transactions described by Section 503(c) of the Internal Revenue Code of 1954.

The objects and purposes of the Foundation and the powers it shall have and may exercise are as follows:

1. To conduct and carry on its work, not for profit, but exclusively for charitable, literary or educational purposes in such manner that no part of its income or property shall inure to the private benefit of any donor, member, trustee or individual having a personal or private interest in the activities of the Foundation, and in such manner that it shall not directly or indirectly engage in carrying on propaganda or otherwise attempting to influence legislation.

2. Although the primary purpose of the Foundation shall be to award suitable plaques, metals and/or certificates to the living members of the Kentucky Section of the American Society of Civil Engineers, these plaques and/or certificates will be known as "The Robert M. Gillim Professional Recognition Awards". It shall also be the purpose of the Foundation to organize, promote, foster, assist (whether financially or otherwise) and conduct such charitable, literary and educational enterprises, movements, activities and institutions, all within the field of engineering in the State of Kentucky, as from time to time may be determined, selected or decided upon by the Foundation's Board of Trustees.

3. In furtherance of aforesaid purposes, activities and projects,

(a) To acquire by gift, exchange or otherwise property of any and all kinds, and to sell, transfer and otherwise dispose of any property so acquired;

(b) To invest and reinvest any such property and the increments, avails or proceeds of any such property;

(c) To give, donate, contribute and award any of such plaques or other awards as the Foundation's Board of Trustees may from time to time determine, and to give, donate and contribute to any of the activities the Foundation may elect to sponsor or in furtherance of the aforesaid purposes for which the Foundation is organized, such money or property, or both, as the Foundation's Board of Trustees may from time to time determine;

(d) To take title to and hold in its own name such real or personal property, or both, and such interests in either type of property as the Foundation may acquire, for the purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(e) To accept gifts, bequests or devises of property of any kind which any person, firm or corporation may make to the Foundation, upon the terms, trusts and conditions set forth in any deed of gift, will or other instrument of writing executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(f) To borrow money and give security therefor by pledging, mortgaging or otherwise hypothecating any property it may own or any interest it may have in such property;

(g) To do any and all things which the Foundation's Board of Trustees may determine, consistent with the provisions thereof, to be necessary or appropriate to effectuate the purposes for which the Foundation is organized, as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of the Kentucky Revised Statutes or any other applicable law or statute of the Commonwealth of Kentucky.

4. The Foundation shall have the following additional powers:

(a) To have a corporate seal and alter it at pleasure;

(b) To sue and be sued in its corporate name;

(c) To contract and to be contracted with;

(d) To the extent, for the purposes and in the manner herein provided, to acquire, hold, sell, dispose of, pledge or mortgage such property as its purposes may require, subject to any limitation prescribed by law or by these Articles of Incorporation;

(e) To make bylaws consistent with the law and in the manner hereinafter provided;

(f) To the extent, and in the manner permitted by law, and provided in these Articles of Incorporation, to promote the purposes for which it was formed.

5. The Foundation, to the extent permitted by law, shall have the power to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments in behalf of the Foundation, and to do such other things permitted by the Articles of Incorporation as the parties may agree upon, and, without limiting the generality of the foregoing but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such

corporate trustee to employ agents, accountants or others in connection with the performance of any duty or trust arising under any such agreement.

ARTICLE III

1. The Foundation shall have perpetual duration.

2. The Foundation's existence shall begin when the Secretary of State of Kentucky shall have issued the certificate of incorporation.

3. The Foundation may be dissolved:

(a) Pursuant to the unanimous prior written consent of all its members, or

(b) By a resolution adopted by the affirmative vote of three-fourths of its members present at a meeting called for that purpose, which meeting shall be held only after the secretary of the Board of Trustees shall have caused ten (10) days prior written notice of the time, place and purpose of the meeting to be sent via registered United States mail, postage prepaid, to each member at his last known address as shown by the Foundation's records.

4. After dissolution shall have been determined upon, notice thereof shall be given to such officers and in such manner and form as may be required by law, and all procedures required by law to effect such dissolution shall be taken. Upon dissolution of the Foundation its Board of Trustees shall apply any assets not theretofore allocated or disposed of to such of the uses and purposes set out in Article II hereof as said Board of Trustees may determine.

ARTICLE IV

1. The Foundation shall have neither capital stock nor stockholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit or properties inure to the incorporators thereof nor to any member thereof nor to any officer thereof, except as compensation for services actually rendered, but its entire gain, profit, net earnings and property shall be devoted to charitable, literary and educational purposes as set out and referred to in Article II hereof.

ARTICLE V

Until otherwise changed the principal office of the Foundation shall be
625 Leawood Drive
Frankfort, Kentucky
and Guy Vansant, Jr. thereat is designated process agent.

ARTICLE VI

The names and post office addresses of its trustees who are to serve until the first annual meeting of its members called to elect a Board of Trustees are:

Guy F. Vansant, Jr.
131 Tanglewood Drive
Frankfort, Kentucky 40601

James E. Humphrey, Jr.
989 Maywick Drive
Lexington, Kentucky 40504

Homer M. Walker
387 Westover Road
Frankfort, Kentucky 40601

ARTICLE VII

1. The members of the Foundation shall be the members, in all classifications, of the Kentucky Section of the American Society of Civil Engineers who are members in good standing thereof.

2. Any such member of the Foundation, through a member in good standing of the Kentucky Section of the American Society of Civil Engineers, may resign as such member of the Foundation at any time by filing his written resignation with the Secretary of the Foundation.

3. Each member shall have one (1) vote on all matters upon which members are entitled to vote. Twenty (20) members shall constitute a quorum.

4. Any person becoming a member shall continue to be a member until death, resignation, removal for cause, or such permanent physical or mental disability as prevents his performing the duties of a member.

5. Removal for cause or for permanent disability shall be effective only upon the unanimous vote of all other members at a special meeting called for that purpose upon ten (10) days' prior written notice, at which meeting the member whose removal is under consideration may in person or otherwise present to the remaining members his objections to such removal and the grounds for such objections. Said notice shall contain the action proposed to be taken, a statement of all of the grounds of removal to be relied upon and shall be delivered within said period to all members.

ARTICLE VIII

1. (a) The affairs of the corporation shall be conducted by a Board of Trustees and by its officers hereinafter defined. (b) The Board of Trustees shall consist of not less than three (3) persons nor more than five (5) persons, and until otherwise fixed by members, the Board of Trustees shall consist of three (3) persons. Two trustees shall be the duly elected President and the duly elected Secretary of the Kentucky Section of the American Society of Civil Engineers. They shall hold the trustee positions concurrently with the terms of their elected offices. Other trustees shall be elected from the Foundation Membership for a term of three years at the Annual Meeting. Each trustee so elected shall hold office for said term or until a successor has been duly elected and has accepted office. In the event the members shall fix the number of trustees at more than three then it shall be competent for the members by approved resolution to provide that the initial term of one of such trustees shall be for one (1) year and the initial term of on of

such trustees shall be for two (2) years, in order that the terms of the trustees elected at large from the membership may be staggered.

2. The election of trustees shall be held by the membership at the time of the Annual Meeting of the Kentucky Section of the American Society of Civil Engineers and at the place fixed for such Annual Meeting by the Kentucky Section of the American Society of Civil Engineers.

3. (a) Except as herein otherwise specifically provided, no action by the Board of Trustees shall be effective except upon the affirmative vote of a majority of the trustees at a meeting of the Board of Trustees at which a quorum is present.

(b) Three-fifths (3/5) of the entire Board of Trustees shall constitute a quorum.

4. The annual meetings of the Foundation's members and of the Board of Trustees shall be held at the time of, and at the place specified for, the holding of the Annual Meeting of the Kentucky Section of the American Society of Civil Engineers. The Board of Trustees shall hold its Annual Meeting immediately following the Annual Meeting of the members.

5. (a) At its Annual Meeting the Board of Trustees shall select a Chairman and a Secretary-Treasurer and such other officers and assistant officers as the Board of Trustees may from time to time determine are necessary to manage the affairs of the Foundation.

(b) Except as forbidden by law, any one person may be elected for more than one office.

(c) Any person elected to office shall hold his office until his successor shall have been elected and accepts office.

(d) It shall be competent, consistent always with these Articles of Incorporation, for the members or the Board of Trustees, respectively, to provide for specific terms of office for trustees or officers of the Foundation and to provide further that such terms may be for one (1) year or for some other period or at the pleasure of the members of the board of Trustees, as the case may be.

6. The Chairperson of the Board of Trustees shall have the right to vote on matters coming before the Board, and he shall be the chief executive officer of the Foundation.

7. The duties and powers of the Board of Trustees and its officers shall, except as herein otherwise provided, be such as are usually incident to similar Boards of Trustees and similar officers, and in addition shall be such as may be conferred upon said Board of Trustees or upon any such officer by amendment to the Articles of Incorporation or by law or appropriate corporate resolution.

ARTICLE IX

1. The Foundation's Articles of Incorporation may be amended in the manner provided by law.

2. The Board of Trustees may adopt the bylaws for the Foundation subject to the right of the Foundation's members to alter, repeal, amend or supplement said bylaws by resolution adopted

by the affirmative vote of not less than two-thirds (2/3) of the members at any Annual Meeting of the members at which a quorum is present.

IN TESTIMONY WHEREOF, witness the signatures of the parties hereto, this 1st day of July 1966.

Signed: Guy F. Vanzant, Jr.
James E. Humphrey, Jr.
Homer M. Walker

STATE OF KENTUCKY)
SS)
COUNTY OF FRANKLIN)

Before me, the undersigned, a notary public within the State and County aforesaid, on this day appeared Guy F. Vanzant, Jr., James E. Humphrey, Jr., and Homer M. Walker, all of whom are personally known to me and incorporators of The Robert M. Gillim Foundation of the Kentucky Section of the American Society of Civil Engineers, and they, and each of them, acknowledged and delivered the foregoing instrument of writing to be the Articles of Incorporation of said corporation and to be the act and deed of each of them as incorporators thereof.

My notarial commission expires March 4, 1968.

IN TESTIMONY WHEREOF, witness my signature and notarial seal heretofore affixed in the State and County aforesaid, this 1st day of July, 1966.

Signed: Elizabeth Olson
Notary Public, Franklin County, Kentucky

ORIGINAL COPY
FILED AND RECORDED

JUL 6 1966

Thelma L. Stovall
Secretary of State of Kentucky
Frankfort, Kentucky

By Thelma L. Stovall (signed)
Secretary of State

ROBERT M. GILLUM FOUNDATION BYLAWS

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the Foundation shall be 625 Leawood Drive, Frankfort, Franklin County, Kentucky, but the location of such office may be from time to time otherwise designated and changed by the Foundation's Board of Trustees.

ARTICLE II. CAPITAL STOCK

Section 1. No Capital Stock. The Foundation shall have no capital stock or stockholders and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit or property inure to the incorporators thereof, or to any other member thereof, nor to any other officer thereof, except as otherwise provided in Article IV of the Articles of Incorporation, as to compensation for services rendered, but its entire gain, profit, net earnings and property shall be devoted exclusively to the charitable, literary or educational uses and purposes set out in Article II of the Articles of Incorporation.

ARTICLE III. MEMBERS

Section 1. Members. Members of the Foundation shall include all classification of members of the Kentucky Section of the American Society of Civil Engineers who are members in good standing thereof.

Section 2. Resignation. Any member of the Foundation, although a member in good standing of the Kentucky Section of the American Society of Civil Engineers, may resign as such member of the Foundation at any time by filing his written resignation with the Secretary of the Foundation.

Section 3. Removal of Members. Any person becoming a member shall continue to be a member until death, resignation, removal for cause or such permanent physical or mental disability as prevents his performing the duties of a member.

Removal for cause or for permanent disability shall be effective only upon the unanimous vote of all members at a special meeting called for that purpose upon ten (10) days' prior written notice, at which meeting the member whose removal is under consideration may in person, or otherwise, present to the remaining members their objections to such removal and the grounds for such objection. Said notice shall contain the action proposed to be taken, the statement of all of the grounds of removal to be relied upon, and shall be delivered within said period to all members.

Section 4. Meetings: Closing of Books. For a period of ten (10) days prior to any Annual Meeting and for a period of five (5) days prior to any meeting of the members (except when longer notice is required by statute, then for the period of such notice), no change in membership shall be made on the books of the Foundation.

Section 5. Meetings: Mailing of Notices. The books of the Foundation shall contain the last known post office address of each member and all mailed notices shall be directed to members at their recorded addresses.

Section 6. Annual Meeting: Time, Place and Purpose. The Annual Meeting of the Foundation's members shall be held at the time of and at the place specified for the holding of an Annual

Meeting of the Kentucky Section of the American Society of Civil Engineers, for the purpose of electing trustees and the transaction of such other business as may properly come before the meeting.

Section 7. Annual Meeting: Notice. Notice of the time, place and purpose of the Annual Meeting shall be mailed to each member not less than ten (10) or more than thirty (30) days before the meeting.

Section 8. Meetings: Voting and Proxies. At all meetings of the members each member shall be entitled to vote in person or by proxy, appointed by instrument in writing subscribed by the member or the member's duly authorized attorney, and each member shall be entitled to one vote. Upon demand of any member, votes upon any question before the meeting shall be by ballot.

Section 9. Meetings: Quorum. At all meetings of the members, for all purposes, and except as otherwise provided by law, twenty (20) members shall constitute a quorum.

Section 10. Organization of Meetings. The Chairperson of the Board of Trustees shall act as chairperson and the Secretary of the Board of Trustees shall act as secretary at all meetings of the membership unless otherwise determined by the members present at the meeting.

Section 11. Adjournment of Meetings. In the absence of a quorum at a time fixed for a meeting of the members, a majority per capita of the members present may adjourn the meeting from time to time without notice other than by announcement at the meeting.

Section 12. Waiver of Notices. The person entitled thereto may waive any notice required to be given under this article, provided such waiver be in writing subscribed by the person entitled to such notice.

ARTICLE IV. TRUSTEES

Section 1. General Powers. The property and affairs of the Foundation shall be managed and controlled by the Board of Trustees.

Section 2. Number and Term of Office. The Board of Trustees shall consist of five (5) persons. One of the trustees shall be the duly elected President of the Kentucky Section of the American Society of Civil Engineers and one of the trustees shall be the duly elected Secretary of the Kentucky Section of the American Society of Civil Engineers. Two trustees shall be the duly elected President and the duly elected Secretary of the Kentucky Section of the American Society of Civil Engineers. They shall hold the trustee positions concurrently with the terms of their elected offices. The members at their Annual Meeting shall elect three additional trustees at large from the membership of the Foundation for a term of three years. In order that the terms of the trustees elected at large from the membership may be staggered the initial term of one of such trustees elected at large shall be for one year and the initial term of one of such trustees elected at large shall be for two years, following the expiration of such initial terms of one and two years, respectively, the terms of all trustees elected at large shall be for three years. Each

trustee so elected shall hold office for the term as hereinabove provided or until a respective successor shall have been duly elected and shall have accepted office.

Section 3. Qualifications of Trustees. No person shall be elected to the Board of Trustees who is not a member of the Foundation.

Section 4. Quorum and Validity of Action. Three-fifths (3/5) of the entire Board of Trustees shall constitute a quorum and except as herein otherwise specifically provided, no action of the Board of Trustees shall be effective except upon the affirmative vote a majority of the trustees at a meeting of the Board of Trustees at which a quorum is present.

Section 5. Annual Meeting. The Board of Trustees shall hold its annual meeting at the time of, and at the place specified for, the holding of the Annual Meeting of the Kentucky Section of the American Society of Civil Engineers. The Board of Trustees shall hold its annual meeting immediately following the annual meeting of the members.

Section 6. Regular Meetings. The Board of Trustees may fix the times and place for the holding of their regular meetings.

Section 7. Special Meetings: Call and Notice. Special meetings of the Board of Trustees shall be held whenever called by the direction of the Chairman or of any two trustees upon at least five (5) days' notice in writing, given personally or by mail or telegraph, which notice shall state the time, place and purpose of the meeting.

Section 8. Meetings Held by Consent: Waiver of Notice. A meeting of the Board of Trustees may be held at any time and place without notice by unanimous written consent of the trustees or with the presence and participation of all the trustees. The person entitled thereto may waive any required notice under this article.

Section 9. Meetings: Chairman and Secretary. At all meetings of the Board of Trustees the Chairman shall act as chairman and the Secretary shall act as secretary, except that if either or both of them shall be absent, a chairman or secretary, or both may be chosen at the meeting.

Section 10. Chairperson of the Board of Trustees. The Chairperson of the Board of Trustees shall have the right to vote upon all matters coming before the Board and he shall be the chief executive officer of the Foundation.

ARTICLE V. OFFICERS

Section 1. Executive Officers. At its Annual Meeting the Board of Trustees shall select a Chairperson and a Secretary-Treasurer, and such other officers and assistant officers as the Board of Trustees may from time to time determine are necessary to manage the affairs of the corporation. Except as forbidden by law, any one person may be elected for more than one office. Any person elected to office shall hold his office until his successor shall have been elected and accepts office.

Section 2. Vacancies. The Board of Trustees shall fill any vacancy of any office.

Section 3. Terms of Office: Removal. All officers shall be subject to removal at the pleasure of the Board of Trustees by affirmative vote of a majority of the members of the entire Board.

Section 4. Powers and Duties of the Chairperson of the Board of Trustees: The Chairperson of the Board of Trustees shall be the chief executive officer of the Foundation and, subject to the control of the Board of Trustees, shall have general charge of its business and supervision of its affairs. The Chairperson shall keep the Board of Trustees fully informed and freely consult with them in regard to the business of the Foundation and make due reports to them and to the members. In addition to the powers and duties elsewhere provided for the Chairperson in these bylaws, the Chairperson shall sign, when duly authorized thereto, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the Board of Trustees, the Chairperson shall have such other powers and duties as are incident to this office and not inconsistent with these bylaws, or as may at any time be assigned to the Chairperson by the Board.

Unless otherwise ordered by the Board of Trustees the Chairperson shall have full power and authority in behalf of the Foundation to attend, act and vote at any meeting of stockholders of any corporation in which the Foundation may hold stock, and at such meeting shall possess, and may exercise, any and all rights incident to the ownership of such stock and which, as owner, the Foundation might have possessed and exercised if present. The Board of Trustees from time to time may confer like powers upon any other person or persons.

Section 5. Powers and Duties of the Treasurer. The Treasurer, subject to the control of the Board of Trustees, and together with the Chairperson, shall have general supervision of the finances of the Foundation. The Treasurer shall have the care of and be responsible for all moneys, securities, evidences of value and corporate instruments of the Foundation, and shall supervise the officers and other persons authorized to bank, handle and disburse its funds, staying informed as to whether all deposits are or have been duly made and all expenditures duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall cause full and accurate books to be kept, showing the transactions of the Foundation, its accounts, assets, liabilities and financial condition, which shall at all times be open to the inspection of any trustee, and the Treasurer shall make due reports to the Board of trustees and to the members, and such statements and reports as are required by law. Subject to the Board of Trustees, the Treasurer shall have such other powers and duties as are incident to the office and not inconsistent with these bylaws, or as may at any time be assigned by the Board. The Board of Trustees may require the Treasurer to give a bond in such amount and with such securities, as they shall determine.

Section 6. Powers and Duties of the Secretary. The Secretary shall cause to be entered in the minute books of all meetings of the members and of the Board of Trustees; shall have charge of the seal of the corporation and all other books and papers pertaining to the office, and shall be responsible for the giving of all notices and for the making of all statements and reports required of the Foundation or of the Secretary by law. The Secretary shall affix the corporate seal, attested by signature, to all instruments duly authorized and requiring the same. The Secretary

shall perform such other duties, in addition to those elsewhere provided in these bylaws, as may at any time be assigned by the Board of Trustees.

ARTICLE VI. FINANCE

Section 1. Banking. All funds and money of the Foundation shall be banked, handled and disbursed, and all bills, notes, checks and like obligations and endorsements for deposit or collection shall be signed by such officers and other persons as the Board of Trustees shall from time to time designate, who shall account therefore to the Treasurer as and when he may require. All money, funds, bills, notes, checks and other negotiable instruments coming to the Foundation shall be collected and promptly deposited in the name of the Foundation in such depositories as the Board shall select.

Section 2. Fiscal Year. The fiscal year of the Foundation shall be as provided by the Board of Trustees.

ARTICLE VII. SUNDRY PROVISIONS

Section 1. Corporate Seal. The corporate seal of the Foundation shall consist of two concentric circles between which shall be the name of the Foundation and the word "Kentucky", and in the center shall be inscribed "Seal".

Section 2. Amendments. The Board of Trustees may amend these bylaws, subject to the right of the Foundation's members to alter, repeal, amend or supplement said bylaws by resolution adopted by the affirmative vote of not less than two-thirds (2/3) of the members at any annual meeting of the members at which a quorum is present.