

# AMERICAN SOCIETY OF CIVIL ENGINEERS FOUNDATION (ASCE FOUNDATION)

## Board of Directors

H. Gerard Schwartz, Jr., Ph.D., P.E., Pres.02.ASCE  
*President*

Jon D. Magnusson, P.E., S.E., F.SEI, Dist.M.ASCE, NAE  
*Vice President*

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*Secretary*

Kristina L. Swallow, P.E., ENV SP, F.ASCE  
*Treasurer*

Dallas Little, Ph.D., P.E., Dist.M.ASCE  
*Director & Chair, Council of Trustees*

Robin A. Kemper, LEED AP, P.E., F.SEI, F.ASCE  
*Director*

Thomas W. Smith III, ENV SP, CAE, F.ASCE  
*Director*

## Officers

Christine Williams, CFRE, Aff.M.ASCE,  
*Executive Vice President, Assistant Secretary*

Pete Shavalay, Aff.M.ASCE,  
*ASCE Chief Financial Officer, Assistant Treasurer*

## Council of Trustees

Jo Sias Daniel, Ph.D., P.E., M.ASCE,  
*Trustee, Region 1*

Mark E. Leeman, P.E., M.ASCE  
*Trustee, Region 2*

Charles J. Hookham, P.E., M.ASCE  
*Trustee, Region 3*

Kumares C. Sinha, Ph.D., P.E., NAE, Hon.M.ASCE  
*Trustee, Region 4*

Charles Kennan Crane, Ph.D., P.E., M.ASCE  
*Trustee, Region 5*

Dallas Little, Ph.D., P.E., Dist.M.ASCE  
*Chair, Region 6*

William G. Buttlar, Ph.D., P.E., M.ASCE  
*Trustee, Region 7*

Fred Nelson, P.E., L.S., F.ASCE  
*Trustee, Region 8*

Vacant, *Region 9*

Elias Boutros Sayah, P.E., F.ASCE  
*Trustee, Region 10*

## Staff

Christine Williams, CFRE, Aff.M.ASCE  
*Executive Vice President*

Fred Spaziani  
*Senior Manager, Database Management*

Marcus Goode  
*Manager, Major Gifts*

## Vision

The ASCE Foundation provides support for ASCE programs that enhance quality of life, promote the profession, advance technical practices, and prepare civil engineers for tomorrow.

## Mission

The ASCE Foundation develops resources to build a stronger profession to meet tomorrow's national and global challenges.

## History

Founded in 1994 as a not-for-profit 501(c)(3) organization, the ASCE Foundation has inspired a generous spirit of giving, amounting to more than \$40 million in support of our vision to build a better world.

Contributions to the ASCE Foundation provide generous support to ASCE for programs focused on: student activities, leadership, education, and infrastructure, innovation and sustainability initiatives.

The Foundation has provided philanthropic support to a variety of key projects impacting the profession including: *Dream Big; Engineering Our World*, the giant screen film, education and outreach programs, the Report Card on America's Infrastructure, ExCEED teaching workshops for engineering educators, leadership workshops and conferences, the SEI Futures Fund to advance the strategic initiatives of ASCE's Structural Engineering Institute, and numerous student competitions, including the National Concrete Canoe Competition, AEI Student Design Competition, and CI Student Days that inspire future civil engineers.

Today, it continues to own and operate the ASCE World Headquarters, which opened in 1997 after a successful capital campaign. The modern, 107,000 square foot office building, located near Dulles International Airport in the Washington, DC, metropolitan area, has achieved LEED-EB Gold and Energy Star certification.

Gifts directly to the Foundation or through ASCE's membership renewal, will continue the time-honored legacy of civil engineering—building more vibrant, connected and sustainable communities.

### Contact Information

To learn more about the ASCE Foundation, or to make a gift, contact:

ASCE Foundation  
1801 Alexander Bell Drive  
Reston, VA 20191-4382  
703-295-6342 – Phone  
ascefoundation@asce.org – E-mail  
www.ascefoundation.org – Website  
EIN: 52-1891243

**BYLAWS OF  
AMERICAN SOCIETY OF CIVIL ENGINEERS FOUNDATION, INC.  
A Not-for-profit Corporation Approved November 2008  
Amended October 2011  
Amended October 2012  
Amended October 2015  
Amended October 2017  
Amended March 2018**

### ARTICLE 1. GENERAL

**1.0 Name.** The name of the organization is the American Society of Civil Engineers Foundation, Inc. (the "Foundation").

**1.1 Incorporation.** The Foundation is a not-for-profit corporation without members, incorporated in the District of Columbia. The principal office of the Foundation is as determined by the Foundation Board of Directors.

**1.2 Affiliation.** The Foundation is an affiliated entity of the American Society of Civil Engineers (the "Society").

**1.3 Purposes.** The purposes of the Foundation are as stated in the Articles of Incorporation.

## **ARTICLE 2. MEMBERSHIP**

Not used.

## **ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS**

Not used.

## **ARTICLE 4. FEES AND DUES**

Not used.

## **ARTICLE 5. MANAGEMENT**

**5.0 Foundation Board of Directors.** The Foundation shall be managed by its Board of Directors (the “Foundation Board”).

**5.1 Composition.** The Foundation Board shall consist of seven (7) Directors. Four (4) Directors, who serve by virtue of their positions in the American Society of Civil Engineers (the “Society”) shall be the President, President-elect, immediate Past President and Executive Director. The remaining Directors shall be appointed by the Foundation Board before the end of the fiscal year. All Directors shall have the same rights and responsibilities, including the right to vote on matters brought before the Foundation Board.

**5.2 Board of Director Duties.** The Foundation Board shall have fiduciary, legal, strategic and fundraising responsibilities, determine desired outcomes, supervise, direct, and control the policies and programs of the Foundation, collect and disburse funds, adopt administrative procedures for the operation of the Foundation, and exercise all such powers of the Foundation and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation, or these Bylaws.

**5.3 Managing Director.** The Foundation is managed by a Managing Director. The Managing Director shall be a non-voting attendee of the Foundation Board. The Managing Director shall be employed by the Society and is subject to Society employment rules. The Managing Director shall be reviewed annually by the Society’s Executive Director, or his or her designee, after input from the President of the Foundation Board. The Managing Director can be removed, with or without cause, by the Executive Director of the Society after consultation with the Foundation Board. The Managing Director has general responsibility for maintaining efficient business development practices of the Foundation.

**5.4 Terms.** Appointed Directors shall serve three (3) year staggered terms to commence at the start of the fiscal year and continue until a successor is appointed. With the exception of the Society Executive Director, no Director shall serve on the Foundation Board more than a total of nine (9) years.

**5.5 Vacancy.** A vacancy in the position of Appointed Director shall be filled for the unexpired portion of the term by appointment of the Foundation Board.

**5.6 Resignation or Removal.** An Appointed Director may resign at any time by giving written notice of such resignation to the Secretary but shall continue to serve until a successor takes office. An Appointed Director may be removed by a two-thirds (2/3) vote of the Foundation Board.

**5.7 Monetary Commitment.** Each member of the Foundation Board is expected to make an annual monetary contribution to the Foundation during their term of office.

**5.8 Directors Emeriti.** The Foundation Board may designate Directors Emeriti in recognition of their exemplary service and outstanding contributions to the Foundation. Directors Emeriti shall serve in an advisory role to

the Foundation Board but shall not be entitled to vote. Directors Emeriti may assist the Foundation with activities and programs, including raising funds, accepting assignments from the Foundation Board and managing programs pursuant to instructions from the Foundation Board. Directors Emeriti are expected to make an annual monetary contribution to the Foundation.

**5.9 Council of Trustees.** The Council of Trustees (“the Council”) shall consist of at least five (5) members appointed by the Foundation Board, one (1) of whom shall be a current Foundation Board member who shall serve as its Chair. Except for the Chair of the Council, Trustees shall not be entitled to vote on matters brought before the Foundation Board. The Council shall serve as philanthropic ambassadors of the Foundation promoting a culture of philanthropy among all members of the Society. The Council will also assist the Foundation with the cultivation, solicitation, and stewardship of current Foundation supporters and prospects. The Council also may assist the Foundation with other activities and programs, as well as accepting assignments from the Foundation Board and managing programs pursuant to instructions from the Foundation Board. Each Trustee is expected to make an annual monetary contribution to the Foundation.

## ARTICLE 6. OFFICERS

**6.0 Officers.** The elected Officers shall be a President, a Vice President, a Secretary, and a Treasurer who are elected by and from the Foundation Board members. The Managing Director shall serve as an Ex-Officio Officer by virtue of their position. All Officers shall exercise such powers and perform such duties as shall be set forth in these Bylaws and as may be determined from time to time by the Foundation Board. Any number of offices may be held by the same person, provided, however, in no event shall the President also serve as Secretary or Treasurer.

### 6.0.1 President.

**6.0.1.1 Qualifications.** The President shall be a member of the Foundation Board with at least two (2) years remaining of the maximum nine (9) years of service allowed on the Foundation Board.

**6.0.1.2 Term.** The President shall serve a two (2) year term and may be elected to serve one (1) additional term, provided the terms do not exceed the maximum nine (9) years of service allowed on the Foundation Board.

**6.0.1.3 Vacancy.** A vacancy in the office of President shall be filled for the unexpired portion of the term by appointment of the Foundation Board.

**6.0.1.4 Compensation.** The President does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.0.1.5 Duties.** The President, by virtue of office, shall Chair the Foundation Board and preside at all meetings of the Foundation Board. The President shall be an Ex-Officio member of all Foundation committees.

### 6.0.2 Vice President.

**6.0.2.1 Qualifications.** The Vice President shall be a member of the Foundation Board with at least two (2) years remaining of the maximum nine (9) years of service allowed on the Foundation Board.

**6.0.2.2 Term.** The Vice President shall serve a one (1) year term and may be elected to serve one (1) additional term, provided the terms do not exceed the maximum nine (9) years of service allowed on the Foundation Board.

**6.0.2.3 Vacancy.** A vacancy in the office of Vice President shall be filled for the unexpired portion of the term by appointment of the Foundation Board.

**6.0.2.4 Compensation.** The Vice President does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.0.2.5 Duties.** The Vice President acts in place of the President when the President is unavailable. The Vice President shall also perform those duties that are assigned by the Foundation Board.

### **6.0.3 Secretary.**

**6.0.3.1 Qualifications.** The Secretary shall be a member of the Foundation Board with at least two (2) years remaining of the maximum nine (9) years of service allowed on the Foundation Board.

**6.0.3.2 Term.** The Secretary shall serve a one (1) year term and may be elected to serve one (1) additional term, provided the terms do not exceed the maximum nine (9) years of service allowed on the Foundation Board.

**6.0.3.3 Vacancy.** A vacancy in the office of Secretary shall be filled for the unexpired portion of the term by a qualified member of the Foundation Board as determined and appointed by the Foundation President.

**6.0.3.4 Compensation.** The Secretary does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.0.3.5 Duties.** The Secretary maintains the corporate records and shall act as Secretary at all meetings of the Foundation Board, and is responsible for corporate notices, agendas and minutes. The Secretary shall also perform those duties that are assigned by the Foundation Board.

**6.0.3.6 Assistant Secretary.** The Foundation Managing Director shall serve as Assistant Secretary. The Assistant Secretary shall, in the absence of the Secretary, perform the duties and exercise the powers of the Secretary, but shall not vote on actions coming before the Board.

### **6.0.4 Treasurer.**

**6.0.4.1 Qualifications.** The Treasurer shall be a member of the Foundation Board with at least two (2) years remaining of the maximum nine (9) years of service allowed on the Foundation Board.

**6.0.4.2 Term.** The Treasurer shall serve a one (1) year term and may be elected to serve one (1) additional term, provided the terms do not exceed the maximum nine (9) years of service allowed on the Foundation Board.

**6.0.4.3 Vacancy.** A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by a qualified member of the Foundation Board as determined and appointed by the Foundation President.

**6.0.4.4 Compensation.** The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses.

**6.0.4.5 Duties.** The Treasurer serves as the financial officer of the Foundation, responsible for oversight of its revenues and expenditures and reporting on the financial affairs of the Foundation to the Foundation Board. The Treasurer shall also perform those duties that are assigned by the Foundation Board.

**6.0.4.6 Assistant Treasurer.** The Society Chief Financial Officer shall serve as Assistant Treasurer and shall, in the absence of the Treasurer, perform the duties and exercise the powers of

the Treasurer, but shall not vote on actions coming before the Board.

## ARTICLE 7. ELECTIONS

Not used.

## ARTICLE 8. MEETINGS

**8.0 Meetings.** Meetings of the Foundation Board shall be convened at such date and place as shall be determined by the President and designated in a notice to the Foundation Board at least seven (7) days in advance of the meeting.

**8.1 Quorum.** The presence of a majority of Directors shall constitute a quorum. A majority of votes carries any action except where provided otherwise by law or by these Bylaws.

**8.2 Parliamentary Authority.** The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Foundation Board in all cases to which they are applicable and in which they are not inconsistent with the Society or Foundation Board governing documents.

**8.3 Meeting Participation by Alternative Means.** Members of the Foundation Board may participate in any meeting of the Foundation Board by means of a conference telephone or similar communications system that allows all persons participating in the meeting to hear each other at the same time. Such participation shall be considered presence in person at the meeting.

**8.4 Action without a Meeting.** Any action required or permitted to be taken by the Foundation Board may be taken without a meeting if all members of the Foundation Board unanimously approve such action in writing.

## ARTICLE 9. COMMITTEES

**9.0 Committees.** The Foundation Board has the authority and responsibility to create and disband committees as necessary, establish duties, and approve committee appointments as recommended by the President.

**9.1 Nominating Committee.**

**9.1.1 Organization.** The Nominating Committee shall consist of the President and two (2) Directors. The Foundation Managing Director shall serve as Secretary but shall not vote. The Directors shall serve two (2) year terms and may be reappointed. After serving two (2) full consecutive terms, a Director shall be ineligible to serve on the Nominating Committee.

**9.1.2 Responsibility.** The Nominating Committee shall recommend to the Foundation Board the Candidates for open positions of President, Vice President, Secretary, Treasurer, and Directors.

## ARTICLE 10. ADMINISTRATIVE PROVISIONS

**10.0 Auditors.** Auditors may be appointed or terminated by the Foundation Board.

**10.1 Indemnification.** Directors, Officers, and other authorized agents of the Foundation are indemnified by the Foundation against claims for liability arising in connection with their positions in the Foundation or activities on behalf of the Foundation to the full extent permitted by law.

**10.2 Fiscal Year.** The fiscal year of the Foundation is the year ending September 30.

**10.3 *Fiscal Responsibility.*** The Foundation Board who oversees the funds and assets of the Foundation shall advise the Foundation Managing Director in their management and sustainability. Notwithstanding, no Foundation Board member, officer, member, or representative, or special delegate thereof, shall have any authority to contract debts for, pledge the credit of, or in any way financially bind the Foundation.

**10.4 *Conflict of Interest.*** A Conflict of Interest shall be defined as any activity, transaction, relationship, service, or consideration that is, or appears to be, contrary to the best interest of the Foundation, or in which the interests of an individual or another organization has the potential to be placed above those of the Foundation. Any interested Officer, Director, or other individual must disclose in writing the existence of any actual or possible Conflict of Interest and all material facts to the Foundation Board. A signed Conflict of Interest statement shall be required from all members of the Foundation Board.

**10.5 *Limitations.*** All policies and activities of the Foundation shall be consistent with applicable federal, state and local antitrust, trade, regulation, or other legal requirements. No Foundation policies or activities shall contravene the governing documents of the Society. Once authorized and budgeted by the Foundation Board, only the Foundation Managing Director may expend money, incur liability, or make any commitment that shall bind or involve the Foundation in any expense or financial liability.

**10.6 *Parliamentary Authority.*** The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with the laws of the District of Columbia or with the Foundation's adopted Bylaws.

## **ARTICLE 11. AMENDMENTS**

**11.0 *Amendments.*** These Bylaws may be amended at any meeting of the Foundation Board by a majority vote, provided, however, that no change to these Bylaws becomes effective until approved by the Society Board of Direction.