



## Miami-Dade UESI Chapter of the Miami-Dade Branch of the ASCE Florida Section, Inc.

### BYLAWS

#### Article 1: General

**1.0 Name.** The name of this organization shall be the Miami-Dade Utility Engineering and Surveying Institute (“UESI”) Chapter, of the Miami-Dade Branch (“Branch”) of the Florida Section (“Section”) of the American Society of Civil Engineers (“Society”) (hereafter referred to as “Chapter”).

**1.1 Objective.** The objective of the Chapter shall be the advancement of the science, business, operation, and overall profession of utility engineering and surveying in a manner consistent with the purpose of the UESI.

**1.2 Authority.** The actions of the Chapter shall be consistent with the provisions set forth in the governing documents of UESI, the Branch, and the Section.

#### Article 2: Area and Membership

**2.0 Area.** The area of the Chapter shall be consistent with the Branch.

**2.1 Assigned Members.** All members of UESI, of all grades, whose addresses of record are within the boundaries of the Chapter, which are the same as the Branch, shall be Assigned Members of the Chapter.

**2.2 Subscribing Members.** All members of UESI, of all grades, who subscribe to the Chapter Bylaws, and have met the current dues obligation of the UESI and the Chapter, shall be Subscribing Members of the Chapter.

**2.2.1 Rights of Subscribing Members.** Only Subscribing Members of the Chapter in a voting grade of membership as defined by the UESI shall be eligible to hold Chapter office, or to vote in Chapter elections.

#### Article 3: Separation from Membership

**3.0 Separation from Membership.** Members who cease to be members of UESI, for any reason, shall cease to be members of the Chapter.

## **Article 4: Dues**

**4.0 Chapter Dues.** Annual dues shall be established by the Chapter Officers and are payable in U.S. currency by January 1<sup>st</sup> for the upcoming year.

## **Article 5: Chapter Management**

**5.0 Chapter Officers.** The governing body of the Chapter shall be a Chapter Officers. The Officers shall be responsible for the supervision, control, and direction of the Chapter, and shall manage the affairs of the Chapter in accordance with the provisions of UESI's governing documents, subject to the control of the Branch.

**5.1 Budget.** The Chapter activities shall be based on a budget proposed by the Chapter Officers and amended by the Branch Board. A copy of the budget shall be shared with the UESI Board.

**5.2 Duties of the Officers.** Duties of the Officers shall include management of the Chapter, overseeing the various activities within the Chapter, and communicating with the Branch and UESI.

**5.3 Annual Report.** The Officers shall oversee the preparation of the Chapter's Annual Report, which shall be submitted to UESI and the Branch in accordance with published requirements.

## **Article 6. Officers**

**6.0 Chapter Officers.** The Officers of the Chapter shall be a Chair, a Chair-Elect, a Secretary, a Treasurer, and immediate Past Chair, if available and willing to serve.

**6.1 Terms.** All Officers, except the Chair, shall be elected for terms of one (1) year. Terms shall begin at the close of the Chapter Annual Meeting and continue until their successors are elected and assume their offices.

**6.1.1 Term of the Chair.** The term of office for the Chair shall be one (1) year. The Chair-Elect shall succeed to the office of Chair at the close of the Chapter Annual Meeting.

**6.2 Vacancies.** A vacancy in the office of the Chair shall be filled by the Chair-Elect. Any vacancy in the office of Secretary shall be filled by the Treasurer. Other

vacancies shall be filled for the unexpired term by appointment by the Chapter Officers.

**6.3 Reimbursement.** Officers do not receive compensation for their services, but may be reimbursed for authorized expenses associated with the Chapter.

## **Article 7: Elections**

**7.0 Elections.** Annual elections shall commence at such time as the Chapter Officers are prepared to hold elections. Until then, Chapter Officers shall hold their positions at their will.

## **Article 8: Meetings**

### **8.0 Membership Meetings.**

**8.0.1 Annual Meeting.** The Annual Meeting of the Chapter shall be held on such date and at such place as the Chapter Officers designate.

**8.0.2 Other Meetings.** Other meetings shall be called at the discretion of the Chapter Officers.

**8.0.3 Frequency of Other Meetings.** In addition to the Annual Meeting, other meetings shall be held throughout the year at times as per the discretion of the Chapter Officers.

**8.0.4 Meeting Notice.** Notice of call for a Chapter meeting shall be sent to all Subscribing Members not less than five (5) days in advance of the meeting date.

**8.0.5 Quorum at Chapter Meetings.** Five (5) Subscribing Members shall constitute a quorum at all meetings where business is transacted.

### **8.1 Officer Meetings.**

**8.1.1. Quorum at Chapter Officers Meeting.** A majority of the members of the Chapter Officers shall constitute a quorum at any meeting of the Chapter Officers.

**8.1.2 Meeting Frequency.** The Chapter Officer meetings shall be held regularly at the discretion of the Chapter Officers.

**8.1.3 Meeting Notice.** Notice of call for a meeting shall be sent not less than three (3) days in advance of the meeting date.

**8.2 Parliamentary Authority.** All business meetings of the Chapter and meetings of the Chapter Officers shall be governed by *Robert's Rules of Order, Newly Revised*, except where these rules are not applicable or are inconsistent with the Bylaws of the Chapter, or the governing documents of the Branch, Section, or Society.

## **Article 9: Committees [RESERVED]**

## **Article 10: Administrative Provisions**

**10.0 Proper Use of Chapter Resources.** No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its Officers, or any other private persons, except that the Chapter shall be authorized and empowered to pay reasonable reimbursements, payments, or compensation for services rendered in furtherance of the purposes set forth above.

**10.1 Limitations on Political Activity.** No substantial part of the activities of the Chapter shall be carrying on propaganda or otherwise attempting to influence legislation, and the Chapter 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. The Chapter shall not carry on any activities prohibited by the provisions of the Society's governing documents.

**10.2 Conflict of Interest.** A Conflict of Interest shall be defined as any activity, transaction, relationship, service, or consideration which is, or appears to be, contrary to the best interest of the Chapter, UESI, the Branch/Section, or the Society, or in which the interests of an individual or another organization has the potential to be placed above those of the Chapter, UESI, the Branch/Section, or the Society. Any interested individual must disclose the existence of any actual or possible conflict of interest and all material facts to the Chapter Officers. Action to address the conflict shall be taken by either the interested individual or the Chapter Officers.

**10.3 Distribution of Chapter Assets.** Upon dissolution of the Chapter, the assets remaining after the payment of the debts of the Chapter shall be conveyed to the Branch.

## **Article 11: Amendments**

**11.0 Process.** These Bylaws may be amended only by the following procedure:

**11.0.1 Proposal.** An amendment to these Bylaws may be proposed by any member of the Chapter Officers, or by a written petition submitted to the Chapter Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Chapter.

**11.0.2 Approval.** The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Chapter Officers and submitted to the Branch Board of Directors for review and approval.

**11.0.3 Notice of Adoption.** Upon approval by the Branch Officers, the proposed Bylaws amendment(s) may be adopted by not less than a majority vote of the Chapter Officers present at a duly constituted Officer meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the Chapter membership at least thirty (30) days in advance of the meeting.