



## Branch (or Subsidiary Organization) SAMPLE BYLAWS

### NOTE:

- (1) *A Branch Constitution is not required since the Section Constitution governs.*
- (2) *For a subsidiary organization, substitute the name of the organization in place of “\_\_\_\_\_Branch” throughout, as appropriate, and modify or delete any inappropriate sections.*
- (3) *Articles 1 and 10 must not be altered.*
- (4) *Numbering of Articles should not be changed.*

## \_\_\_\_\_ BRANCH BYLAWS

### Article 1: General

- 1.1 **Name.** The name of this organization shall be the \_\_\_\_\_ Branch, of the \_\_\_\_\_ Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the \_\_\_\_\_ Branch).
- 1.2 **Objective.** The objective of the \_\_\_\_\_ Branch shall be the advancement of the science and profession of engineering in a manner consistent with the purpose of the American Society of Civil Engineers. (hereinafter referred to as the “Society”).
- 1.3 **Authority.** The actions of the \_\_\_\_\_ Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the \_\_\_\_\_ Section and these Bylaws.

### Article 2: Area and Membership

- 2.1 **Area.** The area of the \_\_\_\_\_ Branch shall be the \_\_\_\_\_.
- 2.2 **Assigned Members.** All members of the Society of all grades, whose addresses of record are within the boundaries of the \_\_\_\_\_ Branch, as defined by the Society, shall be Assigned Members of the \_\_\_\_\_ Branch.

**2.3 Subscribing Members.** All members of the Society of all grades, who subscribe to the Bylaws of the \_\_\_\_ Branch, and who have paid the current dues of the Branch, shall be Subscribing Members of the Branch.

**2.3.1 Rights of Subscribing Members.** Only Subscribing Members of the Branch who meet the requirements of the Society's governing documents shall be eligible for election to \_\_\_\_ Branch office, or to vote in \_\_\_\_ Branch elections.

### **Article 3: Separation from Membership**

**3.1 Separation from Membership.** Members who cease to be members of the \_\_\_\_\_ Section, for any reason, shall cease to be members of the \_\_\_\_\_ Branch.

### **Article 4: Dues**

**4.1 Branch Dues.** The annual dues for members of the \_\_\_\_\_ Branch shall be \_\_\_\_\_ dollars payable in U.S currency by \_\_\_\_\_.

*\*NOTE: If the dues are collected by the Society, insert Jan 1. If the dues are collected by the Section, use the same date indicated in the Section Bylaws.*

### **Article 5: Management**

**5.1 Board of Directors.** The governing body of the \_\_\_\_ Branch shall be a Board of Directors. The Board shall be responsible for the supervision, control and direction of the \_\_\_\_ Branch, and shall manage the affairs of the \_\_\_\_ Branch in accordance with the provisions of the \_\_\_\_ Branch's governing documents, subject to the control of the Section.

**5.2 Budget.** The \_\_\_\_ Branch activities shall be based on a budget proposed by the \_\_\_\_ Branch Board of Directors and approved by the \_\_\_\_ Section Board of Directors.

**5.3 Duties of the Board of Directors.** Duties of the Board of Directors shall include management of the \_\_\_\_ Branch, overseeing the various activities within the \_\_\_\_ Branch, and communicating with the Section.

**5.4 Duties of the Officers.** The duties of officers shall be those usual for such officers.

**5.5 Annual Report.** The Board of Directors shall oversee the preparation of the \_\_\_\_ Branch Annual Report, which shall be submitted to the \_\_\_\_ Section in accordance with published requirements.

## Article 6: Officers and Directors

- 6.1 **Officers.** The officers of the \_\_\_ Branch shall be a President, a President-Elect, a Vice President, a Secretary and a Treasurer. The Secretary and Treasurer may be the same person.
- 6.2 **Directors.** The Past President shall be a Director.
- 6.3. **Board of Directors.** The Board of Directors shall consist of the officers, (the elected and appointed Directors [*delete if there are no Directors*],) the Past-President, and the Chairs of Branch Standing Committees and subsidiary organizations.

*\* NOTE: If these Bylaws are for a subsidiary organization, the organization would likely have a Chair in lieu of a President. If the Branch has Directors, they should also be members of the Board.*

- 6.4 **Qualifications.** Qualifications for elected office in the Branch shall be the same as qualifications for Section office.
- 6.5 **Terms.** All officers, except the President, shall be elected for terms of one (1) year, which terms shall begin at the close of the Section Annual Meeting and continue until their successors are elected and assume the offices.
- 6.5.1 **Term of the President.** The term of office for the President shall be one (1) year. The President-elect shall succeed to the office of President at the close of the Section Annual Meeting. At the conclusion of the term as President of the Branch, the President becomes the Past President for a term of one (1) year.
- 6.6 **Vacancies.** A vacancy in the office of President shall be filled by the President-elect. A vacancy in the office of President-elect shall be filled by (the Vice President if there is one or other designated officer). In the event the Past President position becomes vacant, the latest active resident Past President available and willing to serve shall assume the position. Other vacancies shall be filled for the unexpired term by appointment by the \_\_\_ Branch Board of Directors.

## Article 7: Elections

- 7.1 **Nominating Committee.** The Nominating Committee shall publish notice of open positions to the Branch membership at least \_\_\_\_\_(days) (weeks) prior to the election and set the date by which nominations must

be received. The names of candidates for nomination shall be submitted to the Nominating Committee from within the Branch membership in a form prescribed by the Nominating Committee. No person shall be a candidate for more than one (1) office per election cycle. The Nominating Committee shall choose one (1) or more candidates for election to each office except the office of President, and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing \_\_\_\_\_ signatures of Subscribing Members. In a contested election, the Nominating Committee shall propose and the Board of Directors approve rules as applicable to ensure a fair contest.

**7.2** **Ballots.** In a contested election, the Secretary shall send a ballot containing the list of all nominees, (and) petition nominees, (and a space for a write-in vote for another candidate) for each office, to each Subscribing Member of the Section at least twenty (20) days prior to the Annual Meeting. For an uncontested election, the Board of Directors will determine the procedures the Branch will follow during balloting.

**7.2.1 Tallying the Ballots.** Ballots returned to the Secretary up to the time of counting shall be opened and counted at, or immediately prior to, the Annual Meeting by three tellers appointed by the President from among the Subscribing Members (voting grade) of the Section. For each office the candidate receiving the highest number of votes cast shall be declared elected.

## **Article 8: Meetings**

### **8.1 Membership Meetings.**

**8.1.1 Annual Meeting.** The Annual Meeting shall be held on such date and at such place as the Board of Directors designate.

*\*NOTE: If the Branch holds an annual meeting, references to Section Annual Meetings in previous Articles may need to be changed. If not, this Section may be deleted, and the next paragraphs modified.*

**8.1.2 Other Meetings.** Other meetings shall be called at the discretion of the Board of Directors; or by the President upon written request of at least ten (10) Subscribing Members.

**8.1.3 Frequency of Other Meetings.** In addition to the Annual Meeting, other meetings shall be held each year at regular intervals.

**8.1.4 Meeting Notice.** Notice of call for a \_\_\_ Branch meeting shall be sent to all Subscribing Members of the \_\_\_ Branch not less than \_\_\_ days in advance of the meeting.

**8.1.5 Quorum at Branch Meetings.** At all meetings where business is transacted \_\_\_ Subscribing Members shall constitute a quorum.

## **8.2 Board of Directors Meetings**

**8.2.1 Quorum.** A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

**8.3 Parliamentary Authority.** All business meetings of the \_\_\_ Branch and subsidiary organizations and meetings of the Board of Directors 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 \_\_\_ Branch, \_\_\_ Section Constitution and Bylaws, or the Society's governing documents.

## **Article 9: Subsidiary Organizations and Committees**

**9.1 Subsidiary Organizations.** Subsidiary organizations may be formed within the \_\_\_\_\_ Branch, consistent with the purposes of the Section and Branch, and in accordance with the provisions of these Bylaws. Subsidiary organizations may be, but are not limited to, Younger Member Forums/Groups and Technical Groups/Institute Chapters. Names of subsidiary organizations shall be as set forth in the Society's governing documents.

**9.1.1 Formation.** Formation of Subsidiary Organizations shall be subject to the approval of the \_\_\_\_\_ Branch Board of Directors, the \_\_\_ Section Board of Directors, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the \_\_\_ Branch and \_\_\_ Section Boards of Directors before becoming effective.

**9.1.2 Process for Formation.** Procedures for creating a Subsidiary Organization shall be as follows:

**9.1.2.1** A Subsidiary Organization shall be proposed by submission of a written proposal to the \_\_\_ Branch Board of Directors with the name, objectives, officers, and brief comments on how the Subsidiary Organization will be of advantage to members in the Branch. Those proposing an Institute Chapter shall also contact the appropriate Society Institute and comply with the Institute rules for creating a Chapter.

**9.1.2.2** Following approval of the \_\_\_ Branch Board of Directors, the

proposal shall be forwarded to the \_\_\_Section Board of Directors for their review and approval.

**9.1.2.3** Following the approval of the \_\_\_Section Board of Directors, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the \_\_\_Branch Board for the operation of the organization.

**9.1.2.4** Approval of the Subsidiary Organization Bylaws by the \_\_\_Branch and \_\_\_ Section Boards of Directors shall be obtained to activate the Subsidiary Organization. Approval must also be obtained from the appropriate Institute to activate an Institute Chapter.

**9.1.3 *Budget.*** Each Subsidiary Organization shall submit an annual budget and financial statement to the \_\_\_ Branch Board of Directors for approval.

**9.1.4 *Annual Report.*** Each Subsidiary Organization President or Chair shall submit an annual written report to the Branch Board of Directors on the activities and programs of the organization. This Annual Report, shall be suitable for incorporation into the \_\_\_Branch's Annual Report to the \_\_\_Section.

**9.1.5 *Level of Activity.*** Each Subsidiary Organization shall hold a minimum of \_\_\_\_\_ events per year.

**9.1.6 *Dissolution.*** Assets of a disbanded Subsidiary Organization shall be assumed by the \_\_\_\_\_ Branch.

## **9.2 *Committees***

**9.2.1 *Standing Committees.*** The Branch shall have a Nominating Committee

*\*NOTE: You may include a list of additional Standing Committees such as Audit, Finance, Program, Membership, Public Relations, Government Affairs, Continuing Education, Student Activities, Educational Outreach, History and Heritage, Technical Activities, etc.*

**9.2.1.1 *Nominating Committee.*** The Nominating Committee shall consist of not less than three (3) nor more than \_\_\_\_\_ members including the three (3) most recent active Past-Presidents of the \_\_\_ Branch who are willing to serve, plus other duly selected members, appointed by the \_\_\_ Branch Board of Directors. All members shall be Subscribing

Members of the Branch and voting members of the Society. Members of the Board of Directors who are not candidates for nomination may serve.

**9.2.1.2** \_\_\_\_\_ *Committee*. The \_\_\_\_\_ Committee shall consist of \_\_\_\_\_

*\*NOTE: define the membership and function of each standing Committee, with a new paragraph for each Committee.*

**9.2.1.3** ***Terms of Standing Committee Members.*** Unless otherwise specified, the members of committees shall be appointed by the \_\_\_Branch President at the beginning of the Branch President's term, and shall serve a one (1) year term.

**9.2.2** ***Task Committees.*** The Branch President may appoint task committees as deemed necessary. The terms of Task Committee members shall end at the end of the term of office of the \_\_\_\_\_ Branch President.

## **Article 10: Administrative Provisions**

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

**10.2** ***Limitations on Political Activity.*** 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 or in opposition to any candidate for public office. The \_\_\_Branch shall not carry on any activities prohibited by the provisions of the Society's governing documents.

**10.3** ***Conflict of Interest.*** A Conflict of Interest shall be defined as any activity, transaction, relationship, service, or consideration which is, or appears to be, contrary to the best interest of 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 \_\_\_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 \_\_\_Branch entity considering the proposed transaction. Action to address

the conflict shall be taken by either the interested individual or the \_\_\_Branch entity.

- 10.4 *Distribution of Branch Assets.*** Upon dissolution of the \_\_\_Branch, the assets remaining after the payment of the debts of the Branch shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine, and in the absence of such designation they shall be conveyed to the Society.

## **Article 11: Amendments**

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

**11.1.1 *Proposal.*** An amendment to these Bylaws may be proposed by any member of the Board of Directors, or by a written petition submitted to the \_\_\_Branch Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Branch.

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

**11.1.3 *Notice of Adoption.*** Upon approval by the \_\_\_ Section Board of Directors, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the \_\_\_ Branch Board of Directors present at a duly constituted Board meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the \_\_\_Branch membership at least thirty (30) days in advance of the meeting.

*\*NOTE: The proposed amendment is first approved by the Branch Board for submission to the Section, and is then adopted by the Branch Board after Section approval and notice to the Branch membership.*