



SAMPLE SECTION CONSTITUTION AND BYLAWS (08/24/15 version)

NOTE:

- (1) *Must not alter Articles 1 and 10.*
- (2) *Numbering of Articles should not be changed, as it mirrors the numbering in the Society governing documents. For guidance and examples on adding content to the various articles, refer to the Society governing documents.*
- (3) *In addition to the Section Constitution and Bylaws, a Section (or a Branch) could have Rules of Policy and Procedure, which would spell out operational details for the organization.*
- (4) *The embedded notes should be removed once the relevant issues are addressed.*

_____ SECTION CONSTITUTION (Effective as of _____)

ARTICLE 1. GENERAL

1.0 Name. The name of this organization shall be the _____ Section, American Society of Civil Engineers (“ASCE”) (hereinafter referred to as the “Section”).

1.1 Objective. The objective of the Section 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”).

ARTICLE 2. AREA AND MEMBERSHIP

2.0 Area. The area of the Section shall be (insert city, state, county or postal boundaries).

2.1 Assigned Members. All members of the Society, 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.

2.2 Subscribing Members. All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Section, who have paid the current dues of the Section or who are exempt by Article 4, shall be Subscribing Members of the Section in good standing.

2.2.1 Rights of Subscribing Members. Only Subscribing Members in good standing, in a voting grade of membership as defined by the Society, shall be eligible to vote in Section elections, to hold Section office, to serve on Section committees, or to represent the Section officially.

2.2.2 Termination of Rights for Non-payment of Dues. Subscribing membership ceases for any member whose dues are more than ____ (X) months in arrears.

NOTE: Refer to Bylaws, Article 4, to make sure the timing is consistent.

2.3 Institute-only Members. Institute-only Members of a Society Institute may be members of a Section or Branch Technical Group or local Institute Chapter.

ARTICLE 3. SEPARATION FROM MEMBERSHIP

3.0 Separation from Membership. Upon termination of membership in the Society, a person shall cease to be a member of the Section.

ARTICLE 4. DUES

4.0 Annual Dues. Annual Dues shall be established by the Section Board of Directors as set forth in the Section Bylaws.

4.1 Exemption from Dues. Society Life Members and Distinguished Members shall be exempt from payment of dues to the Section.

**NOTE: Life and Distinguished Members are exempt from national Society dues. The Section can choose whether to exempt them from Section dues.*

4.2 Good Standing. A Section member whose obligation to pay is current shall be a Section Member in Good Standing.

ARTICLE 5. MANAGEMENT

5.0 Board of Directors. The governing body of the Section shall be a Board of Directors (hereinafter the "Board"). The Board shall be responsible for the supervision, control and direction of the Section, and shall manage the affairs of the Section in accordance with the provisions of the Section and Society governing documents.

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Officers. Officers of the Section shall be a [i.e., President, President-Elect, Past President, Vice President, Secretary and a Treasurer].

**NOTE: The Officers are a subset of the Board, and may constitute an Executive*

Committee to manage certain activities of the Board.

6.1 Directors. There shall be ____ (X) elected Directors and ____ (X) appointed Directors.

**NOTE: Sections are encouraged to consider language in the Bylaws to appoint under-represented members such as Younger Members to serve.*

6.2 Board of Directors. The Board shall consist of the Officers, the elected and appointed Directors, [the immediate Section Past President (if he/she is not an Officer) available and willing to serve, and the President or Chairman of each Subsidiary Organization].

**NOTE: Details regarding election, succession and other procedures to be covered in the Bylaws.*

ARTICLE 7. ELECTIONS

7.0 Elections. The Section shall establish procedures for the annual election of Officers and Directors.

ARTICLE 8. MEETINGS

8.0 Membership Meetings.

8.0.1 Annual Meeting. The Section shall hold at least one (1) business meeting annually, termed the Annual Meeting, on a date fixed in accordance with the Bylaws.

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

8.0.3 Meeting Notice. Notice of call for a meeting shall be sent to all Subscribing Members not less than ____ (X) days in advance of the meeting date.

8.1 Board of Directors Meetings.

8.1.1 Meeting Frequency. The Board shall hold at least ____ (X) meetings annually.

NOTE: Consider quarterly meetings as the minimum.

8.1.2 Meeting Notice. Notice of call for a meeting shall be sent to the members of the Board not less than ____ (X) days in advance of the meeting date.

ARTICLE 9. SUBSIDIARY ORGANIZATIONS AND COMMITTEES

9.0 *Subsidiary Organizations.* Subsidiary Organizations may be formed within the Section to facilitate the carrying out of the objectives of the Section, to promote interest in the Society and to provide to members of the Section a better opportunity for participation in local Society activities, in accordance with the provisions of the Bylaws.

9.0.1 *Governing Documents.* Subsidiary Organizations shall adopt Bylaws consistent with this Constitution and Society governing documents.

9.1 *Committees.* The Section may establish standing or task committees to carry out the work of the Section.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 *Proper Use of Section Resources.* No part of the net earnings of the Section shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Section 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 Section shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Section shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office. The Section 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 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 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 Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Section entity.

10.3 *Distribution of Section Assets.* Upon dissolution of the Section, the assets remaining after the payment of the debts of the Section 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 shall determine, and in the absence of such designation they shall be conveyed to the Society.

ARTICLE 11. AMENDMENTS

11.0 Amendment of the Constitution.

11.0.1 Proposal. An amendment to this Constitution may be proposed by one (1) of the following two (2) methods:

11.0.1.1 Board of Directors. A two-thirds (2/3) vote of the members of the Board 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 is published to the membership at least thirty (30) days in advance of the meeting.

11.0.1.2 Written Petition. A Written Petition submitted to the Section Secretary containing the text of the amendment, signed by not less than ___ (X) percent of the Subscribing Members [OR ____ (X) Subscribing Members] of the Section.

**NOTE: The number of Subscribing Members signing the petition should reflect a reasonable percentage of Section Subscribing Members. The reasonable number should be at least as large as the number of members on the Board.*

11.0.2 Society Approval. The proposed amendment shall be reviewed and approved by the appropriate Society Committee(s) before being voted upon by the Subscribing Members.

11.0.2.1 Boundary Changes. If the proposed amendment involves a change in the Section boundaries, this change shall be approved by the Region Board of Governors prior to any consideration of the Constitution amendment.

11.0.3 Section Approval. The proposed amendment shall be distributed to the Subscribing Members of the Section who shall be given the opportunity to vote. To become effective, the proposed amendment shall receive an affirmative vote of not less than two-thirds (2/3) of the Subscribing Members voting.

Society Approval Date:

Section Approval Date:



_____ SECTION
BYLAWS
(Effective as of _____)

ARTICLE 1. GENERAL

1.0 Use of Name and Marks. The use and publication of the Society and Section name and marks shall be in accordance with the Society's governing documents and official policies.

ARTICLE 2. AREA AND MEMBERSHIP

2.0 Grades of Membership. The Subscribing Membership grades shall consist of the Society-level membership grades of Student Member, Affiliate Member, Associate Member, Member, Fellow, and Distinguished Member. The qualifications for Society-level membership grades shall be as set forth by the Society. The voting membership grades of the Section shall be Associate Member, Member, Fellow, and Distinguished Member. The non-voting membership grades of the Section shall be Student Member and Affiliate Member.

NOTE: If the Section has its own membership grades they should be included here. Life Members are not considered as a Grade of Membership.

ARTICLE 3. SEPARATION FROM MEMBERSHIP

Not used.

ARTICLE 4. DUES

4.0 Annual Dues. The Annual Dues for members of the Section shall be established by two-thirds (2/3) vote of the Board of Directors (hereinafter "the Board"), payable in U.S. currency in advance of October 1st.*

**NOTE: Insert January 1st if dues collected by the Society.*

4.0.1 Good Standing. A Section member whose obligation to pay is current shall be a Section Member in Good Standing.

4.0.2 Delinquency. A Section member who is not in Good Standing may forfeit rights and privileges of Section membership as determined by the Board.

4.0.3 Notice of Non-Payment. _____(X) months after the start of the calendar year the Section shall notify each Subscribing Member who has not yet paid dues for the current year that unless payment is made within thirty (30) days, Subscribing Membership in the Section shall cease and his/her name shall be removed from the list of Subscribing Members of the Section.

4.1 Dues Abatement. The Board [or Executive Committee if you have one] may excuse any Section member from the payment of Annual Section Dues with reasonable cause.

ARTICLE 5. MANAGEMENT

5.0 Duties of the Board of Directors. Duties of the Board of Directors shall include managing the Section, administering the budget, financial resources and strategic planning, providing leadership, overseeing the various activities within the Section and its Subsidiary Organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the Section and its Subsidiary Organizations. The Board shall have control of property of the Section.

5.1 Annual Report. The Board shall oversee the preparation of the Annual Report which shall be submitted to the Society in accordance with published requirements.

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Qualifications. Officers, Directors [and Delegates, if you have them] shall be Subscribing Members of the Section in a voting grade of Society membership who have demonstrated interest and ability regarding Section affairs, have declared a willingness to serve, and have made a commitment to the time required.

6.1 Officers. The Officers of the Section shall be elected by the Subscribing Members, with the exception of the President and immediate Past President. [The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting – if this is not how you do it then define.]

**NOTE: Section should also define appointment process.*

6.1.1 President. The President shall have general supervision of the affairs of the Section and shall delegate duties to Section Officers. The President shall preside at meetings of the Section and Board at which the President may be present.

6.1.1.1 Term. The President shall serve a one (1) year term. The President shall assume the office immediately following the conclusion of a term as President-Elect. After serving one (1) full term, the President shall be ineligible to serve in the same office.

6.1.1.2 Vacancy. A vacancy in the office of President shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

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

6.1.2 President-elect. The President-Elect shall preside at meetings in the absence of the President and shall assume duties as delegated by the President.

6.1.2.1 Term. The President-elect shall serve a one (1) year term. After serving one (1) full term, the President-Elect shall be ineligible for re-election to the same office. [The term of office of the President-Elect shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.]

6.1.2.2 Vacancy. A vacancy in the office of President-Elect shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.2.3 Compensation. The President-Elect does not receive compensation for services but may be reimbursed for expenses.

6.1.3 Vice President. The Vice President shall attend meetings of the Board and assume all other duties as delegated by the President.

6.1.3.1 Term. The Vice President shall serve a one (1) year term. After serving one (1) full term, the Vice President shall be ineligible for re-election to the same office. The term of office of the Vice President shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.3.2 Vacancy. A vacancy in the office of Vice President shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

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

6.1.4 Secretary. The Secretary shall keep the records of meetings of the Section and shall submit the Annual Report of the Section. The Secretary shall also assume other duties as delegated by the President.

6.1.4.1 Term. The Secretary shall serve a one (1) year term. The

Secretary is eligible for re-election and shall not serve more than two (2) successive elected terms in the same office. The term of office of the Secretary shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.4.2 Vacancy. A vacancy in the office of Secretary shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

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

6.1.5 Treasurer. The Treasurer shall attend meetings of the Board [and Executive Committee, if you have one]. The Treasurer shall be responsible for the maintenance and disbursement of all funds. The Treasurer shall prepare monthly reports on the financial condition of the Section and shall maintain the membership roster, authenticating all paid dues with the Society. The Treasurer shall assist in preparation of the Section's annual budget and be responsible for submission of the Section's annual tax return.

6.1.5.1 Term. The Treasurer shall serve a one (1) year term. The Treasurer is eligible for re-election and shall not serve more than two (2) successive elected terms in the same office. The term of office of the Treasurer shall begin upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.5.2 Vacancy. A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

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

6.1.6 Past President. The Past President shall attend meetings of the Board and shall assume other duties as delegated by the President.

6.1.6.1 Term. The Past President shall serve a one (1) year term immediately following the conclusion of a term as President and shall continue until a successor is installed.

6.1.6.2 Vacancy. A vacancy in the office of Past President shall be filled for the unexpired portion of the term by the most recent Past President available and willing to serve.

6.1.6.3 Compensation. The Past President does not receive compensation for services but may be reimbursed for reasonable

expenses.

6.2 Directors.

6.2.1 Duty.

6.2.2 Term.

6.2.3 Vacancy.

6.2.4 Compensation. Directors do not receive compensation for services but may be reimbursed for reasonable expenses.

NOTE: This is a basic template for setting out the duties and terms. If your Section does something different then that text should be revised accordingly.

ARTICLE 7. ELECTIONS

7.0 Nomination Process. The Nominating Committee shall publish notice of open positions to the Section membership at least thirty (30) days prior to the election and set the date by which nominations must be received. Nominations shall be submitted to the Nominating Committee from within the Section membership in a format prescribed by the Nominating Committee. Candidates shall submit to the Nominating Committee a letter of intent to serve, if elected. No person shall be a Candidate for more than one (1) office per election cycle. In a contested election, the Nominating Committee shall propose for Board approval election rules to ensure a fair contest.

7.0.1 Official Nominees. The Nominating Committee shall select at least one (1) Official Nominee for each elected vacancy for inclusion on the ballot, with the exception of the office of President.

7.0.2 Petition Nominees. A written petition containing the signatures of five (5) eligible voting Subscribing Members of the Section shall place a Candidate on the election ballot as a Petition Nominee.

Sections should define their process if different from above.

7.1 Ballots. The Secretary shall send a ballot containing the list of all nominees, 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. (If you do not allow petition or write-in votes please delete this reference. The Society does not allow write-in votes.)

7.1.1 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 (3) tellers appointed by the President from among the Subscribing Members of the Section. For each office the Nominee receiving the highest number of votes cast shall be declared elected.

ARTICLE 8. MEETINGS

8.0 *Membership Meetings.*

8.0.1 *Annual Membership Meeting.* There shall be an Annual Meeting of the membership.

8.0.2 *Frequency of Other Meetings.* In addition to the Annual Meeting, at least ___ (X) meetings shall be held each year at regular intervals.

8.0.3 *Quorum at Membership Meeting.* _____ (XX) Subscribing Members of the Section shall constitute a quorum for transacting business at a meeting of the Section.

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

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

ARTICLE 9. SUBSIDIARY ORGANIZATIONS AND COMMITTEES

9.0 *Subsidiary Organizations.*

9.0.1 *Types of Subsidiary Organizations.* Subsidiary Organizations may be, but are not limited to, Branches, Younger Member Forums/Groups, Technical Groups, and local Institute Chapters. Names of Subsidiary Organizations shall be as set forth in the Society's governing documents.

9.0.2 *Formation.* Formation of Subsidiary Organizations shall be subject to the approval of the Board and such other requirements as may be established by the Society. Formation of Branches shall also be subject to the approval of the Region Board of Governors. Bylaws of Subsidiary Organizations shall be approved by the Board before becoming effective.

9.0.3 *Branches.* Branches of the Section may be created. Procedures for creating a Branch shall be as follows:

9.0.3.1 *Proposal.* A new Branch may be proposed by submission of a written proposal to the Board with the name, objective, officers, and brief

comments on how the new Branch will be of advantage to members in the area.

9.0.3.2 *Petition.* The written proposal, along with a petition containing a minimum of fifteen (15) signatures of Subscribing Members residing in the area shall be submitted to the Board for approval.

9.0.3.3 *Membership.* A proposed Branch area shall contain a minimum potential of thirty (30) members of the Society.

9.0.3.4 *Boundaries.* A proposed Branch must have distinct boundaries by Zip Codes stated in the petition.

9.0.3.5 *Region Approval.* Upon approval of the Board, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

9.0.4 *Technical Groups.* Technical Groups or local Institute Chapters shall be created in accordance with the following requirements:

9.0.4.1 *Proposal.* A new Technical Group or local Institute Chapter shall be proposed by submission of a written proposal to the Board with the name, objectives, officers, and brief comments on how the new Technical Group or local Institute Chapter will be of advantage to members in the area.

9.0.4.2 *Membership.* Not less than ___ (XX) Subscribing Members of the Section may form a Technical Group or Institute Chapter.

9.0.4.3 *Approval.* Approval must be obtained from the Board to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

9.0.5 *Other Subsidiary Organizations.* Other Subsidiary Organizations may be formed by the Board.

9.0.6 *Annual Budget.* Each Subsidiary Organization shall submit an annual budget and financial statement to the Board for approval.

9.0.7 *Annual Report.* Each Subsidiary Organization President or Chair shall submit an annual written report to the Board on the activities and programs of the organization. This Annual Report, including a financial statement, shall be suitable for incorporation into the Section's Annual Report.

9.0.8 *Level of Activity.* Each Subsidiary Organization shall hold a minimum of ___ (X) events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have ___ (XX)

Subscribing Members on its rolls for two (2) successive years, may be disbanded by the Board. Assets of a disbanded Subsidiary Organization shall be assumed by the Section.

9.1 Standing Committees. The Section shall have a Nominating Committee.

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

**NOTE: Name only those committees that will be operating on a regular basis. The Board may establish Task Committees when special needs arise, as stipulated below.*

9.1.1 Nominating Committee. The Nominating Committee shall consist of not less than three (3) Subscribing Members of the Section [including the three (3) most recent active Past-Presidents of the Section who are available and willing to serve], plus other duly selected members, appointed by the Board. The President shall determine the Committee Chair.

9.1.2 _____ Committee. The _____ Committee shall consist of _____.

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

9.1.3 Terms of Standing Committee Members. Unless otherwise specified, the members of committees shall be appointed by the Board upon recommendation of the President for a one (1) year term. The term shall commence at the beginning of the President's term.

9.2 Task Committees. The President may appoint task committees as deemed necessary. The terms of Task Committee members shall end at the conclusion of the term of the President.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

Not used.

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 Board, or by a written petition submitted to the Secretary, containing the text of the amendment, signed by not less than [ten (10)] Subscribing Members

of the Section. [The number of members needed for a Constitutional amendment should be greater than that for Bylaws.]

**NOTE: The number of Subscribing Members signing the petition should reflect a reasonable percentage of Section Subscribing Members. The reasonable number should be at least as large as the number of members on the Board.*

11.0.2 Approval. The proposed Bylaws amendment(s) shall be approved by the Board and submitted to the appropriate Society Committee(s) for review and approval.

11.0.3 Notice and Adoption. Upon approval by the appropriate Society Committee(s), the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Board 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 Section membership at least thirty (30) days in advance of the meeting.

**NOTE: The proposed amendment is first approved by the Board for submission to the Society, and is then adopted by the Board after Society review and membership notice is completed.*

**NOTE: Amendment of the Bylaws should be less stringent than amendment of the Constitution.*

Society Approval:

Section Approval:



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

1.0 Name. The name of this organization shall be the _____ Branch, of the _____ Section (hereinafter referred to as the “Section”), American Society of Civil Engineers (ASCE) (hereinafter referred to as the “Branch”).

1.1 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”).

1.2 Authority. The actions of the Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Section.

ARTICLE 2. AREA AND MEMBERSHIP

2.0 Area. The area of the Branch shall be (insert governmental boundaries).

2.1 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.

2.2 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.

2.2.1 Rights of Subscribing Members. Only Subscribing Members of the Branch shall be eligible for election to Branch office, or to vote in Branch elections.

ARTICLE 3. SEPARATION FROM MEMBERSHIP

3.0 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

4.0 Annual Dues. The Annual Dues for members of the Branch shall be _____ (\$XX) 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

5.0 Board of Directors. The governing body of the Branch shall be a Board of Directors (hereinafter "the Board"). 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 governing documents, subject to the control of the Section.

You should list all the Subsidiary Organizations that hold a seat on the Board of Directors so anyone looking knows exactly how many people comprise the Board and who they represent.

5.1 Budget. The Branch activities shall be based on a budget proposed by the Board and approved by the Board.

5.2 Duties of the Board of Directors. Duties of the Board shall include management of the Branch, overseeing the various activities within the Branch, and communicating with the Section.

5.3 Duties of the Officers. The duties of Officers shall be those usual for such Officers.

5.4 Annual Report. The Board 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

6.0 Officers. The Officers of the Branch shall be a President, a President-Elect, a Vice President, a Secretary and a Treasurer.

6.1 Board of Directors. The Board of Directors shall consist of the Officers, the immediate Past President available and willing to serve, and the Chairs of Standing Branch 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.*

6.2 Terms. All Officers, except the President, shall be elected for terms of one (1) year, which shall begin at the close of the Section Annual Meeting and continue until their successors are elected and assume the offices.

6.2.1 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.

6.3 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. Other vacancies shall be filled for the unexpired term by appointment by the Branch Board.

ARTICLE 7. ELECTIONS

7.0 Nominating Committee. 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 each Candidate to serve if elected. In addition, Candidates may be nominated by written petition containing _____(XX) signatures of Subscribing Members. The Nominating Committee shall set the date by which nominations must be received.

7.1 Ballots. The Secretary shall send a ballot, containing a list of all Nominees, Petition Nominees, and a space for a write-in vote for another Nominee for each office, to each Subscribing Member of the Branch at least twenty (20) days prior to the Section Annual Meeting. **[If you do not allow petitions or write-ins then I would remove this sentence]**

7.2 Tallying the Ballots. Ballots returned to the Secretary up to the time of counting shall be opened and counted at the Annual Meeting by three (3) tellers appointed by the President. For each office the Nominee receiving the highest number of votes cast shall be declared elected.

**NOTE: If Branch balloting is done in conjunction with the Section ballots, the wording in paragraphs 7.2 and 7.3 will need to be amended to specify who collects and counts the*

ballots, i.e., Section Secretary and President vs. the Branch Secretary and President. For other Subsidiary Organizations, the timing and process of balloting may differ.

ARTICLE 8. MEETINGS

8.0 **Membership Meetings.**

8.0.1 Annual Meeting. The Annual Meeting shall be held on such date and at such place as the Board designates.

**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.*

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

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

8.0.4 Meeting Notice. Notice of call for a Branch meeting shall be sent to all Subscribing Members of the Branch not less than _____ (XX) days in advance of the meeting.

8.0.5 Quorum at Branch Meetings. At all meetings where business is transacted __ (XX) Subscribing Members shall constitute a quorum.

8.1 **Board of Directors Meetings.**

8.1.1 Quorum. A majority of the members of the Board shall constitute a quorum at any meeting of the Board.

8.2 Parliamentary Authority. All business meetings of the Branch and Subsidiary Organizations and meetings of the Board 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

9.0 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, Technical Groups, and local Institute Chapters. Names of Subsidiary Organizations shall be as set forth in the Society's governing

documents.

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

9.0.2 Process for Formation. Subsidiary Organizations of the Branch may be created. Procedures for creating a Subsidiary Organization shall be as follows:

9.0.2.1 A Subsidiary Organization shall be proposed by submission of a written proposal to the Branch Board 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.

9.0.2.2 Following approval of the Branch Board, the proposal shall be forwarded to the Section Board for their review and approval.

9.0.2.3 Following the approval of the Section Board, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the Branch Board for the operation of the organization.

9.0.2.4 Approval of the Subsidiary Organization Bylaws by the Branch and Section Board shall be obtained to activate the Subsidiary Group. Approval must also be obtained from the appropriate Institute to activate an Institute Chapter.

9.0.3 Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the Branch Board for approval.

9.0.4 Annual Report. Each Subsidiary Organization President or Chair shall submit an annual written report to the Branch Board on the activities and programs of the organization. This Annual Report, including a financial statement, shall be suitable for incorporation into the Branch's Annual Report to the Section.

9.0.5 Level of Activity. Each Subsidiary Organization shall hold a minimum of ___ (XX) events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have Subscribing Members on its rolls for two (2) successive years, may be disbanded by the Section. Assets of a disbanded Subsidiary Organization shall be assumed by the Branch.

9.1 Committees.

9.1.1 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.*

9.1.1.1 Nominating Committee. The Nominating Committee shall consist of not less than three (3) members, including the three (3) most immediate Past Presidents of the Branch who are available and willing to serve, appointed by the Board.

9.1.1.2 _____ Committee. The _____ Committee shall consist of _____

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

9.1.1.3 Terms of Standing Committee Members. Unless otherwise specified, the members of committees shall be approved by the Board upon recommendation of the Branch President, for a one (1) year term. The term shall commence at the beginning of the Branch President's term.

9.1.2 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

10.0 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.

10.1 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.

10.2 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 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.

10.3 *Distribution of Branch Assets.* Upon dissolution of the Branch, the assets remaining after the payment of the debts of the Section 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 shall determine, and in the absence of such designation they shall be conveyed to the Society.

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 Board, 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.

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

11.0.3 *Notice of Adoption.* Upon approval by the Board, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Branch Board 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.*