



## **SAMPLE SECTION CONSTITUTION AND BYLAWS (5/01/12 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

### **Article 1: General**

- 1.1 Name.** The name of this organization shall be the \_\_\_\_\_ Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the \_\_\_\_\_ Section).
- 1.2 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**

- 2.1 Area.** The area of the \_\_\_\_\_ Section shall be (insert governmental boundaries such as counties or cities).
- 2.2 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.
- 2.3 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.

**2.3.1 Rights of Subscribing Members.** Only Subscribing Members who meet the requirements of the Society's governing documents shall be eligible to vote in \_\_\_\_ Section elections, to hold \_\_\_\_ Section office, to serve on \_\_\_\_ Section committees, or to represent the \_\_\_\_ Section officially.

**2.3.2 Termination of Rights for Non-payment of Dues.** Subscribing membership ceases for any member whose dues are more than months in arrears.

**2.4 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**

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

### **Article 4: Dues**

**4.1 Annual Dues.** Annual dues shall be established by the \_\_\_\_ Section Board of Directors and set forth in the Bylaws of the \_\_\_\_\_ Section.

**4.2 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.*

### **Article 5: Management**

**5.1 Board of Directors.** The governing body of the \_\_\_\_\_ Section shall be a Board of Directors. 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's and the Society's governing documents.

### **Article 6: Officers and Directors**

**6.1 Officers.** The officers of the \_\_\_\_\_ Section shall be a President, a President-Elect, (a Vice President,) a 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.*

**6.2 Directors.** The Past President shall serve as a Director.

*Note: Other than the Past President, there do not have to be other Directors; if there are, consideration shall be given to having a Younger Member in at least one Director position and having at least one appointed position.*

**6.3 Board of Directors.** The Board of Directors shall consist of the Officers, (the elected and appointed Directors,) the Past President, and such other members as prescribed in the Bylaws.

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

## **Article 7: Elections**

The \_\_\_ Section shall establish procedures for the annual election of Officers and Directors.

## **Article 8: Meetings**

### **8.1 Membership Meetings**

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

**8.1.2 Other Meetings.** Other 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.

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

### **8.2 Board of Directors Meetings.**

**8.2.1 Meeting Frequency.** The Board of Directors shall hold at least \_\_\_\_\_ meetings annually.

**8.2.2 Meeting Notice.** Notice of call for a meeting shall be sent not less than \_\_\_\_\_ days in advance of the meeting date.

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

**9.1 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.

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

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

## **Article 10: Administrative Provisions**

**10.1 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.

**10.2 Limitations on Political Activity.** No substantial part of the activities of the \_\_\_\_ Section shall involve 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. The \_\_\_\_ Section 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 \_\_\_\_ Section or the Society, or in which the interests of an individual or another organization have 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.

**10.4 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 of Directors shall determine, and in the absence of such designation they shall be conveyed to the Society.

## Article 11: Amendments

### 11.1. *Amendment of the Constitution.*

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

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

**11.1.1.2 Written Petition.** A Written Petition submitted to the \_\_\_\_\_ Section Secretary, containing the text of the amendment, signed by not less than \_\_\_ Subscribing Members of the \_\_\_\_\_ Section.

*\*NOTE: The number of Subscribing Members signing the petition should reflect a reasonable percentage of Section Subscribing Members.*

**11.1.2 Society Approval.** The proposed amendment shall be reviewed and approved by the Society's Committee on Geographic Units before being voted upon by the Subscribing Members.

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

**11.1.3 Section Approval.** The proposed amendment shall be distributed to the Subscribing Members of the \_\_\_\_\_ Section (as defined herein) 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.

\_\_\_\_\_ SECTION  
BYLAWS

**Article 1: General**

- 1.1 *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**

Not used.

**Article 3: Separation from Membership**

Not used.

**Article 4: Dues**

- 4.1 *Annual Dues.* The Annual Dues for members of the \_\_\_\_\_ Section shall be \_\_\_\_\_ dollars payable in U.S. currency in advance of October 1st.\*

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

**Article 5: Management**

- 5.1 *Duties of the Board of Directors.* Duties of the \_\_\_ Section Board of Directors shall include management of the \_\_\_\_\_ Section, responsibility for the budget and financial resources, 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 of Directors shall have control of property of the \_\_\_ Section.

- 5.2 *Annual Report.* The Board of Directors 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**

- 6.1 *Qualifications.* Officers and Directors 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.

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

**6.2 Officers.** The Officers of the Section shall be elected by the Subscribing Members of the Section, 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 in the year in which the President's term expires. At the conclusion of the term as President of the Section, the President becomes the Past President for a term of one (1) year.

**6.2.1 President.** The President shall preside at Business Meetings of the Section, shall chair and attend all meetings of the Section Board of Directors, and shall appoint members to committees where authorized.

**6.2.2 President-Elect.** The President-Elect shall act in place of the President when the President is not available. The President-Elect shall also serve as the vice chair and attend all meetings of the Section Board of Directors.

**6.2.3 Secretary.** The Secretary shall attend all meetings of the Section Board of Directors and serve as secretary at all meetings. The Secretary shall keep the minutes of Section meetings and be in charge of Section correspondence.

**6.2.4 Treasurer.** The Treasurer shall monitor the funds of the Section, assist in preparation of the Section's annual budget and be responsible for submission of Section's annual tax return, report periodically to the Section Board of Directors, provide an annual financial report to the Section Board of Directors, and attend all meetings of the Section Board of Directors.

**6.2.5 Past President.** The Past President shall attend all meetings of the Section Board of Directors and serve as [the Chair of the Nominating Committee or whatever other duty is assigned].

**6.3. Directors.** The Directors of the Section shall be\_\_\_\_\_

*NOTE: Directors may be elected or appointed. However configured, the majority of the Board of Directors should be elected. Designated Directors, if any, may include Section positions such as Newsletter Editor, Webmaster, Division Chair(s), or certain committee chairs: Branch Presidents or subsidiary organization leaders and so forth, depending on Section needs or customs*

**6.4 Terms.** The term of office for each officer shall be one year. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume their offices.

**6.5 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) (until an election to fill the position can be held). 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 Board of Directors.

**6.6** *Limitation on Terms.* No member shall serve in one elected office other than that of Secretary and/or Treasurer for more than two (2) successive elected terms.

**6.7** *Reimbursement.* Officers and Directors do not receive compensation for their services, but may be reimbursed for authorized expenses.

## **Article 7: Elections**

**7.1** *Nominating Committee.* The Nominating Committee shall publish notice of open positions to the Section 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 Section 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 prescribed by the Constitution, 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 Section 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 *Frequency of Other Meetings.*** In addition to the Annual Meeting, at least \_\_\_ meetings shall be held each year at regular intervals.
- 8.1.2 *Quorum at Section Meeting.*** \_\_\_\_\_ Subscribing Members shall constitute a quorum for transacting business at a meeting of the \_\_\_\_\_ Section.
- 8.2 *Quorum at Board of Directors Meeting.*** 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 \_\_\_ Section 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 Constitution and Bylaws of the \_\_\_ Section or the Society's governing documents.

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

### **9.1 *Subsidiary Organizations.***

- 9.1.1 *Types of Subsidiary Organizations.*** Subsidiary organizations may be, but are not limited to, Branches, Younger Member Forums/Groups, and Technical Groups/Institute Chapters. Names of subsidiary organizations shall be as set forth in the Society's governing documents.
- 9.1.2 *Formation.*** Formation of subsidiary organizations shall be subject to the approval of the \_\_\_\_\_ Section Board of Directors 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 Section Board before becoming effective.
- 9.1.3 *Branches.*** Branches of the Section may be created. Procedures for creating a Branch shall be as follows:
- 9.1.3.1 *Proposal.*** A new Branch may be proposed by submission of a written proposal to the Section Board of Directors with the name, objective, officers, and brief comments on how the new Branch will be of advantage to members in the area.
- 9.1.3.2 *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 Section Board of Directors for approval.

- 9.1.3.3 Membership.** A proposed Branch area shall contain a minimum of thirty (30) members of the Branch, if the Branch were to be formed.
- 9.1.3.4 Boundaries.** A proposed Branch must have distinct boundaries (by Zip Codes or otherwise) stated in the petition.
- 9.1.3.5 Region Approval.** Upon \_\_\_ Section Board of Directors' approval, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.
- 9.1.4 Technical Groups/Institute Chapters.** Technical Groups or Institute Chapters shall be created in accordance with the following requirements:
- 9.1.4.1 Proposal.** A new Technical Group or Institute Chapter shall be proposed by submission of a written proposal to the \_\_\_ Section Board of Directors with the name, objectives, officers, and brief comments on how the new Technical Group or Institute Chapter will be of advantage to members in the area.
- 9.1.4.2 Membership.** Not less than \_\_\_\_\_ Subscribing Members of the \_\_\_ Section may form a Technical Group or Institute Chapter.
- 9.1.4.3 Approval.** Approval must be obtained from the \_\_\_ Section Board of Directors to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.
- 9.1.5 Other Subsidiary Organizations.** Other Subsidiary Organizations may be formed by the Section Board of Directors.
- 9.1.6. Annual Budget.** Each Subsidiary Organization shall submit an annual budget and financial statement to the \_\_\_ Section Board of Directors for approval.
- 9.1.7 Annual Report.** Each Subsidiary Organization President or Chair shall submit an annual written report to the \_\_\_ Section Board of Directors 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.
- 9.1.8 Level of Activity.** Each Subsidiary Organization shall hold a minimum of \_\_\_ events per year.
- 9.1.9 Dissolution.** Assets of a disbanded Subsidiary Organization shall be assumed by the \_\_\_\_\_ Section.

**9.2 Standing Committees.** The \_\_\_ Section 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.*

*\*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.*

**9.2.1. 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 \_\_\_ Section who are willing to serve, plus other duly selected members, appointed by the \_\_\_ Section Board of Directors. All members shall be Subscribing Members of the Section and voting members of the Society. Members of the Board of Directors who are not candidates for nomination may serve.

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

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

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

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

## **Article 10: Administrative Provisions**

Not used.

## **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 Section Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Section.

**11.1.2 Approval.** The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Board of Directors and submitted to the Society's Committee on Geographic Units for review and approval.

**11.1.3 Notice and Adoption.** Upon approval by the Committee on Geographic Units, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the \_\_\_\_ Section 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 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.*



**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.*