



Huntsville BRANCH BYLAWS

Article 1: General

- 1.1 **Name.** The name of this organization shall be the Huntsville Branch, of the Alabama 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 Alabama Section (hereinafter referred to as the "Section") and these Bylaws.

Article 2: Area and Membership

- 2.1 **Area.** The area of the Branch shall be the area within Limestone, Morgan, Marshall, Jackson and Madison Counties, Alabama.
- 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 in a voting grade of membership as defined by the Society shall be eligible for election to the Branch office and to vote on the Branch business.

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 an amount as the Branch from time to time sets, except for those exempted in article 4.3.
- 4.2 *Payment of Dues.*** Dues shall be payable annually on the first day of October and are in arrears after the first day of the following January. Any member whose dues are in arrears shall cease to have the rights and privileges of Subscribing Members of the Branch.
- 4.3 *Exemption from Dues.*** Members exempt from the payment of dues in the Society as Life Members shall be exempt from the payment of dues in the Branch and shall exercise all rights and privileges of Subscribing Members of the Branch.

Article 5: Management

- 5.1 *Board of Directors.*** The governing body of the Branch shall be a Board of Directors (hereinafter referred to as 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'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 Board and approved by the Branch.
- 5.3 *Duties of the Board.*** Duties of the Board 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 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 Vice President, a Secretary, and a Treasurer. The Secretary and Treasurer may be the same person.

- 6.2 Director(s).** The Past President shall be a Director.
- 6.3 Board.** The Board shall consist of the officers, and Director(s), and the Chairs (if any) of Branch Standing Committees and subsidiary organizations.
- 6.4 Qualifications.** Qualifications for elected office in the Branch shall be the same as qualifications for Section office.
- 6.5 Terms.** All officers shall be elected for terms of one (1) year, which terms shall begin on the first of October and except as here in provided shall continue for a period of one year or until a successor is elected and installed. An officer filling a vacancy in office shall continue for the unexpired term of that office.
- 6.6 Vacancies.** A vacancy in the office of President shall be filled by the Vice President. A vacancy in the office of Vice-President, Secretary, or Treasurer shall be filled by provisional appointment by the Board. In the event the Past President position becomes vacant, the latest active resident Past President available and willing to serve shall assume the position.

Article 7: Elections

- 7.1 Nominating Committee.** The Nominating Committee shall publish notice of open positions to the Branch membership at the May meeting and set the date by which nominations must be received. The names of candidates for nomination shall be submitted to the Nominating Committee from among the Subscribing 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, and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing five signatures of Subscribing Members. In a contested election, the Nominating Committee shall propose and the Board 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, petition nominees, and a space for a write-in vote for another candidate for each office, to each Subscribing Member of the Branch at least twenty (20) days prior to the September meeting. For an uncontested election a motion will be made at the September meeting to accept the proposed slate of officers.

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 September meeting by three tellers appointed by the President from among the Subscribing Members. 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 Regular Meetings. The Branch shall hold not less than 10 Regular Meetings per year on such date and at such place as voted by the Subscribing Members. The vote shall take place at the last Regular Meeting scheduled for the calendar year and will set the dates and place(s) for the next calendar year's Regular Meetings.

8.1.2 Meeting Notice. Notice of a Branch meeting shall be sent to all Subscribing Members of the Branch not less than seven (7) days in advance of the meeting.

8.1.3 Quorum at Branch Meetings. At all meetings where business is transacted, half of the Subscribing Members shall constitute a quorum.

8.1.4 Discussions. Verbal discussion on items before the membership shall be limited to five (5) minutes for each person except by special permission of the presiding officer.

8.2 Board Meetings

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

8.3 Parliamentary Authority. All business meetings of the Branch, subsidiary organizations, and Board shall be governed by *Robert's Rules of Order, Newly Revised*, except where these rules are not applicable or are inconsistent with the Branch Bylaws, 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, 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 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 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.

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

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

9.1.4 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, 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 four (4) 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 and an Awards Committee.

9.2.1.1 Nominating Committee. The Nominating Committee shall consist of the Past President and two Subscribing Members of the Branch not currently serving in office. See Article 7.1 for function of this committee.

9.2.1.2 Awards Committee. The Awards Committee shall consist of three (3) Subscribing Members. This committee shall provide a list of nominees for any local and national awards.

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

9.2.2 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 office of the 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 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 Subscribing Member via written petition, submitted to the Secretary, containing the text of the amendment.
- 11.1.2 *Approval.*** The proposed Bylaws amendment(s) shall be approved by not less than two-thirds (2/3) vote of the Subscribing Membership present at a Regular Meeting. Such amendment(s) shall be submitted to the Subscribing Members at least thirty (30) days prior to the vote.
- 11.1.3 *Notice of Adoption.*** Upon approval by the Branch, the proposed Bylaws amendment(s) shall be submitted to the Section for approval.