



**NORTHERN COLORADO BRANCH
BYLAWS
ADOPTED JULY 28, 2011**

Article 1: General

1.1 Name. The name of this organization shall be the Northern Colorado Branch, of the Colorado Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the Northern Colorado Branch).

1.2 Objective. The objective of the Northern Colorado 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 Northern Colorado Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Colorado Section.

Article 2: Area and Membership

2.1 Area. The area of the Northern Colorado Branch shall be, in COLORADO, Counties of Adams, Boulder, Larimer, Logan, Morgan, Phillips, Sedgwick, Washington, Weld and Yuma.

2.2 Assigned Members. All members of the Society of all grades, whose addresses of record are within the boundaries of the Northern Colorado Branch, as defined by the Society, shall be Assigned Members of the Northern Colorado Branch.

2.3 Subscribing Members. All members of the Society of all grades, who subscribe to the Bylaws of the Northern Colorado 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 shall be eligible for election to Northern Colorado Branch office, or to vote in Northern Colorado Branch elections.

Article 3: Separation from Membership

3.1 Separation from Membership. Members who cease to be members of the

Colorado Section, for any reason, shall cease to be members of the Northern Colorado Branch.

Article 4: Dues

4.1 *Branch Dues.* There shall be no Branch Dues collected beyond the annual National membership dues, or any Section dues as enacted by the Colorado Section.

Article 5: Management

5.1 *Executive Committee.* The governing body of the Northern Colorado Branch shall be an Executive Committee. The Executive Committee shall be responsible for the supervision, control and direction of the Northern Colorado Branch, and shall manage the affairs of the Northern Colorado Branch in accordance with the provisions of the Northern Colorado Branch's governing documents, subject to the control of the Section.

5.2 *Budget.* The Northern Colorado Branch activities shall be based on a budget proposed by the Northern Colorado Branch Executive Committee and approved by the Colorado Section Board of Directors.

5.3 *Duties of the Executive Committee.* Duties of the Executive Committee shall include management of the Northern Colorado Branch, overseeing the various activities within the Northern Colorado 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 Executive Committee shall oversee the preparation of the Northern Colorado Branch Annual Report, which shall be submitted to the Colorado Section in accordance with published requirements.

Article 6: Officers and Directors

6.1 *Officers.* The officers of the Northern Colorado Branch shall be a President, a President-Elect/Vice-President, a Secretary and a Treasurer.

6.2 *Executive Committee.* The Executive Committee shall consist of the officers, the latest active resident Past-President, and the Chairs of Standing Branch committees and subsidiary organizations.

6.3 *Terms.* All officers, except the Treasurer, shall be elected for terms of one (1) year, which terms shall begin at the start of the Branch Fiscal Year

(October 1 and continue until their successors are elected and assume the offices.

6.3.1 *Term of the Treasurer.* The term of office for the Treasurer shall be two (2) years.

6.4 *Vacancies.* A vacancy in the office of President shall be filled by the Vice President. Other vacancies shall be filled for the unexpired term by appointment by the Northern Colorado Branch Executive Committee.

Article 7: Elections

7.1 *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 nominee to serve if elected. In addition, candidates may be nominated by written petition containing five (5) signatures of Subscribing Members. The Nominating Committee shall set the date by which nominations must be received.

7.2 *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 candidate for each office, to each Subscribing Member of the Northern Colorado Branch at least twenty (20) days prior to the Section Annual Meeting.

7.3 *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 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 Executive Committee designate.

8.1.2 *Other Meetings.* Other meetings shall be called at the discretion of the Executive Committee; 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 Northern Colorado Branch

meeting shall be sent to all Subscribing Members of the Northern Colorado Branch not less than 10 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 Executive Committee Meetings

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

8.3 Parliamentary Authority. All business meetings of the Northern Colorado Branch and subsidiary organizations and meetings of the Executive Committee 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 Northern Colorado Branch, Colorado 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 Northern Colorado 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.

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

9.1.2. Process for Formation. Subsidiary Organizations of the Northern Colorado Branch may be created. 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 Northern Colorado Branch Executive Committee 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 Northern Colorado Branch Executive Committee, the proposal shall be forwarded to the Colorado Section Board of Directors for their review and approval.

9.1.2.3 Following the approval of the Colorado Section Board of Directors, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the Northern Colorado Branch Executive Committee for the operation of the organization.

9.1.2.4 Approval of the Subsidiary Organization Bylaws by the Northern Colorado Branch and Colorado Section Boards of Directors shall be obtained to activate the Subsidiary Group. 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 Northern Colorado Branch Executive Committee for approval.

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

9.1.5 *Level of Activity.* Each Subsidiary Organization shall hold a minimum of two (2) events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have five (5) Subscribing Members on its rolls for two (2) successive years, shall be automatically disbanded. Assets of a disbanded Subsidiary Organization shall be assumed by the Northern Colorado Branch.

9.2 *Committees*

9.2.1 *Standing Committees.* The Branch shall have a Nominating Committee, a Funding Committee, a Program Committee, a Membership Committee, a Public Relations Committee, an Educational Outreach Committee, a History and Heritage Committee, an Awards Committee, a Publicity Committee, and a CSU Student Chapter Affairs Committee.

9.2.1.1 *Nominating Committee.* The Nominating Committee shall consist of not less than two (2) members. The Committee will be Chaired by the most recent active resident Past-President of the Branch and at least one volunteer willing to serve, appointed by the Executive Committee.

9.2.1.2 *Funding Committee.* The Funding Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall initiate and coordinate fund raising activities for the Branch, and in conjunction with the CSU Student Chapter, find raising activities for the Student Chapter.

9.2.1.3 *Program Committee.* The Program Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall coordinate the activities associated with Branch meetings, including, but not limited to, scheduling of programs and speakers, and contracting for meeting locations and catering.

9.2.1.4 *Membership Committee.* The Membership Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall manage the membership database through National, shall provide addresses (email or mailing) to the Public Relations Committee for meeting notices, ballots, or other notices, and provide name tags for the general meetings as needed.

9.2.1.5 *Public Relations Committee.* The Public Relations Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall, through coordination with local media outlets, advertise Branch meetings and otherwise promote Branch activities to the public.

9.2.1.6 *Educational Outreach Committee.* The Educational Outreach Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall initiate and coordinate Branch activities in promoting Civil Engineering to K-12 students in school districts within Branch boundaries.

9.2.1.7 *History and Heritage Committee.* The History and Heritage Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall maintain the historical documents of the Branch, and otherwise coordinate activities associated with the History and Heritage of the Branch, ASCE, and Civil Engineering.

9.2.1.8 *Awards Committee.* The Awards Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall manage Life-time member awards within ASCE and coordinate other award submissions and appropriate recognition for receipt of other awards by or for the Branch or members of the Branch.

9.2.1.9 *Publicity Committee.* The Publicity Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall manage all activities associated with publication of the Branch newsletter, and notification or publication of meeting and program announcements.

9.2.1.10 *CSU Student Chapter Affairs Committee.* The CSU Student Chapter Affairs Committee shall consist of a Chairperson (CSU Student Chapter Faculty Advisor) and other members who are willing to serve, appointed by the President. The committee shall be the liaison between the CSU Student Chapter and the Northern Colorado Branch, ensuring a cooperative union of Branch and Student Chapter objectives and goals.

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

9.2.3 *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 Section Resources.* No part of the net earnings of the Northern Colorado Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Northern Colorado 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 Northern Colorado Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the Northern Colorado 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 Northern Colorado 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 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 Executive Committee 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 Executive Committee, or by a written petition submitted to the Northern Colorado 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 Northern Colorado Branch Executive Committee and submitted to the Colorado Section Board of Directors for review and approval.

11.1.3 Notice of Adoption. Upon approval by the Colorado Section Board of Directors, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Northern Colorado Branch Executive Committee 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 Northern Colorado 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.*