

# AMERICAN SOCIETY OF CIVIL ENGINEERS

## **Gainesville Branch of the Florida Section, American Society of Civil Engineers BYLAWS September 30, 2014**

### **Article 1: General**

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

**1.2** The purpose of the Gainesville Branch in accordance with the Florida Section, American Society of Civil Engineers (hereinafter referred to as the Florida Section) shall be the advancement of civil engineering knowledge and practice, the cultivation of friendly relations with all engineers, the maintenance of high professional standards, and the cooperation with other engineering societies with the view to promoting the general welfare of the engineering profession and the American Society of Civil Engineers (hereinafter referred to as the Society).

**1.3** The actions of the Gainesville Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Florida Section.

### **Article 2: Area and Membership**

**2.1 Area.** The area included in the Gainesville Branch shall be comprised of Alachua, Bradford, Columbia, Dixie, Gilchrist, Hamilton, Lafayette, Levy, Marion, Putnam, Suwannee, and Union counties as designated by the Florida Section.

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

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

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

### **Article 3: Separation of Membership**

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

### **Article 4: Dues**

**4.1 *Branch Dues.*** The annual dues for members of the Gainesville Branch shall be established by a favorable vote of a majority of the eligible voters present at a meeting designated for this purpose by prior written notice to all members, and such amount shall remain fixed until changed in accordance with provisions of this article; provided, however, that once the amount is fixed for any membership year, no change may be made effective during that year.

**4.2 *Fiscal Year.*** Annual dues shall be for the fiscal year January 1<sup>st</sup> through December 31<sup>st</sup>.

### **Article 5: Management**

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

**5.2 *Duties of the Board of Directors.*** Duties of the Board of Directors shall include management of the Gainesville Branch, the responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the Gainesville Branch, and communicating with the Directors of the Florida Section.

**5.3 *Annual Report and Financial Report.*** The Treasurer shall oversee the preparation of the Gainesville Branch Annual Report and the Financial Report, which shall be submitted to the Florida Section in accordance with published requirements.

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

**6.1 *Officers.*** The officers of the Gainesville Branch shall be a President, a President-elect, a Vice President, a Secretary, and a Treasurer.

**6.2 *Board of Directors.*** The Board of Directors shall consist of the officers and the latest active resident Past-President.

**6.3 Terms.** All officers shall be elected for terms of one (1) year, which terms shall begin on October 1<sup>st</sup>. The offices of President-elect/Vice President and Treasurer/Secretary may be held by the same member by the action of the Board of Directors.

**6.3.1 Term of the President.** The President shall not be eligible to hold consecutive terms, except in the instance where there is no President-Elect. The President shall in no case hold the position for more than 2 consecutive terms. In order to hold the term of President, a member shall have held the term of President-Elect for at least one term.

**6.3.2 Term of the President-elect.** The President-elect shall succeed to the office of the President on October 1<sup>st</sup>.

**6.4 Vacancies.** A vacancy in the office of President shall be filled by the President-elect for the remainder of the unexpired term. A vacancy in the office of President-elect may be filled by the Vice-President, Secretary, or Treasurer, or by appointment by the Board of Directors with preference given in that order. A vacancy in the office of Vice President shall be filled by the Secretary. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.

## **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 two (2) signatures of Subscribing Members. The Nominating Committee shall set the date by which nominations must be received.

**7.1.1** The Nominating Committee shall be appointed by the President of the Gainesville Branch no later than March 31<sup>st</sup>.

**7.1.2** The report of the Nominating Committee shall be transmitted to the Gainesville Branch Board of Directors no later than August 1<sup>st</sup>.

**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 Gainesville Branch no later than August 15<sup>st</sup>.

**7.3 Tallying the Ballots.** Ballots returned to the Secretary up to the time of counting shall be opened and counted by the Secretary by September 1<sup>st</sup>. For each office the candidate receiving the highest number of votes cast shall be declared elected.

**7.4 Certifying the election.** The names of all officers shall be sent to the Secretary of the Florida Section and to Society Headquarters immediately after the election by the Gainesville Branch Secretary.

## **Article 8: Meetings**

### **8.1 Membership Meetings.**

**8.1.1 Annual Meeting.** The Annual Meeting of the Gainesville Branch shall be held on such date and such place that the Board of Directors designates. The Annual Meeting may be held in conjunction with the first regular scheduled meeting, or with the Florida Section Annual Meeting. Notice of the Annual meeting shall be sent to all subscribing members not less than ten (10) days in advance of the meeting.

**8.1.2 Regular Meetings.** In addition to the Florida Section Annual Meeting, eight (8) regular meetings shall be held each year at regular intervals.

**8.1.3 Special Meetings.** Special 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.

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

**8.1.5 Quorum at Branch Meetings.** At all meetings where business is transacted ten (10) 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 Gainesville 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 and governing documents of the Gainesville Branch, the Constitution, Bylaws, and governing documents of the Florida Section or the Society's governing documents.

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

**9.1 *Subsidiary Organizations.*** Subsidiary organizations may be formed within the Gainesville Branch, consistent with the purposes of the Florida Section and Gainesville 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 Gainesville Branch Board of Directors, the Florida Section Board of Directors, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the Gainesville Branch and Florida Section Boards of Directors before becoming effective.

**9.1.2. *Process for Formation.*** Subsidiary Organizations of the Gainesville 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 Board of Directors with the name, objectives, officers, and brief comments on how the Subsidiary Organization will be of advantage to members in the Gainesville 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 of Directors, the proposal shall be forwarded to the Florida Section Board of Directors for their review and approval.

**9.1.2.3** Following the approval of the Florida Section Board of Directors, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the Gainesville Branch Board for the operation of the organization.

**9.1.2.4** Approval of the Subsidiary Organization Bylaws by the Gainesville Branch and Florida Section Board 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 Gainesville 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, including a financial statement, shall be suitable for incorporation into the Gainesville Branch's Annual

Report to the Florida 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 ten (10) 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 Gainesville Branch.

## **9.2 *Committees***

**9.2.1 *Standing Committees.*** The Gainesville Branch shall have the following active committees: Awards, Community Outreach, Education, Engineering Outreach, Government Relations, History and Heritage, Membership, Nominating, Public Relations, Student Activities, and Younger Members. The Board of Directors shall have the authority to add, delete and/or modify the number, titles and/or function of any standing committee.

**9.2.1.1 *Composition.*** The Standing Committees, with the exception of the Nominating Committee, shall consist of at least one (1) member who is willing to serve, appointed by the Board of Directors. The purpose and duties of each of the Committees is established by the Board of Directors.

**9.2.1.2 *Nominating Committee.*** The Nominating Committee shall be appointed by the President, and shall consist of not less than three (3) members, including the current President, unless the current President is running for re-election, and the two most recent active resident Past-Presidents of the Gainesville Branch who are willing to serve, appointed by the Board of Directors. In the event of the current President running for re-election, the President may appoint another person in their place with the approval of the remainder of the Board.

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

**9.2.3 *Task Committees.*** The Gainesville 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 Gainesville Branch President.

## **Article 10: Administrative Provisions**

**10.1 *Proper Use of Gainesville Branch Resources.*** No part of the net earnings of the Gainesville Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Gainesville 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 Gainesville Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the Gainesville 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 Gainesville 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 Gainesville Branch, Florida 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 Gainesville Branch, Florida 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 Gainesville Branch entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Gainesville Branch entity.

**10.4 *Distribution of Branch Assets.*** Upon dissolution of the Gainesville Branch, the assets remaining after the payment of the debts of the Gainesville 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 Gainesville Branch Board of Directors shall determine, and in the absence of such designation they shall be conveyed to the Florida Section.

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

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

**11.1.3 *Notice of Adoption.*** Upon approval by the Florida Section Board of Directors, the proposed Bylaws amendment(s) may be adopted by a two-thirds

(2/3) vote of the Gainesville 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 Gainesville Branch membership at least thirty (30) days in advance of the meeting.