



American Society of Civil Engineers
East Central Branch | Florida Section

BYLAWS & OPERATING MANUAL

Adopted: **July 2021**

BYLAWS & OPERATING MANUAL

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Article 1: General

- 1.1 **Name.** The name of this organization shall be the **East Central Branch**, of the Florida Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the **East Central Branch**).
- 1.2 **Objective.** The objective of the **East Central Branch** shall be the advancement of the science and profession of civil 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 **East Central Branch** shall be consistent with the provisions as set forth in the Constitution, Bylaws and Operating Manual of the Florida Section and these Bylaws.

Article 2: Area and Membership

- 2.1 **Area.** The area of the **East Central Branch** shall be the counties of Lake, Orange, Osceola, Seminole, Sumter, and Volusia in the Central Florida geographic region.
- 2.2 **Assigned Members.** All members of the Society of all grades, whose addresses of record are within the boundaries of the **East Central Branch**, as defined by the Society, shall be Assigned Members of the **East Central Branch**.
- 2.3 **Subscribing Members.** All members of the Society of all grades, who subscribe to the Bylaws of the **East Central Branch**, and who have paid the current dues of the Branch, shall be Subscribing Members of the Branch in good standing.
 - 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 **East Central Branch** office, or to vote in **East Central Branch** elections.

Article 3: Separation from Membership

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

BYLAWS & OPERATING MANUAL

Adopted: July 2021



Article 4: Dues

- 4.1 Branch Dues.** The value of annual dues for members of the **East Central Branch** shall be established by a majority vote of the **East Central Branch** Board of Directors and notification by April 1 of each calendar year, in accordance with the requirements of the Florida Section Operating Manual. Dues shall be payable in U.S currency by January 1 of each calendar year.
- 4.2 Good Standing.** A Branch member whose obligation to pay is current shall be a Branch Member in Good Standing.

Article 5: Management

- 5.1 Board of Directors.** The governing body of the **East Central Branch** shall be a Board of Directors. The Board shall be responsible for the supervision, control, and direction of the **East Central Branch**, and shall manage the affairs of the **East Central Branch** in accordance with the provisions of the **East Central Branch's** governing documents, subject to the control of the Florida Section.
- 5.2 Budget.** The **East Central Branch** activities shall be based on a budget proposed by the Finance & Budget Committee and approved by the **East Central Branch** Board of Directors.
- 5.3 Duties of the Board of Directors.** Duties of the Board of Directors shall include management of the **East Central Branch**, overseeing the various activities within the **East Central Branch**, and communicating with the Florida 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 **East Central Branch** Annual 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 **East Central Branch** shall be the President, President-Elect, Vice President, Secretary, and the Treasurer. The Secretary and Treasurer may be the same person.

BYLAWS & OPERATING MANUAL

Adopted: July 2021

- 6.2 Directors.** The Past President and the Communications Chair shall be Directors. The Communications Chair shall be appointed by the President. This person shall be approved by a majority vote of the Board of Directors. The term of office for the Communications Chair shall not be limited, although the Board may replace this position at any time.
- 6.3 Board of Directors.** The Board of Directors shall consist of the officers, the elected and appointed Directors, and the Chairs of Branch Standing Committees and Subsidiary Organizations.
- 6.4 Qualifications.** The Officers and Directors shall be subscribing Members of the Branch in a voting grade of Society membership who have demonstrated interest and ability regarding Branch affairs, have declared a willingness to serve, and have a commitment to the time required. Furthermore, the following positional qualifications will be applicable for officers of the **East Central Branch**.
- President: Must have served in a minimum of three of the following Branch officer positions (President-Elect, Vice-President, Treasurer, Secretary).
 - President-Elect: Must have served in a minimum of two of the following Branch officer positions (Vice-President, Treasurer, Secretary).
 - Vice President: Must have served in a minimum of one of the following Branch officer positions (Treasurer, Secretary).
- Any changes to the above required positional qualifications will require a majority vote of the **East Central Branch** Board of Directors.
- 6.5 Terms.** All officers, except the President, shall be elected for a term of one (1) year, which shall begin at the close of the **East Central Branch** Installation Luncheon and continue until their successors are elected and assume the offices. No member shall serve in one elected office for more than two successive election terms.
- 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 **East Central Branch** Installation Luncheon. At the conclusion of the term as President of the Branch, the President becomes the Past President for a term of one (1) year.
- 6.5.2 Order of Succession.** For the remaining Branch officers, the intended order of succession is that the Secretary shall become Treasurer, Treasurer shall become Vice-President, and Vice-President shall become President-Elect after one (1) year terms, as stated in Section 6.5. Should an officer decline advancement at the

BYLAWS & OPERATING MANUAL

Adopted: July 2021

end of their term, the Branch Board of Directors shall decide by majority vote on how to fill the intended future position.

- 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 through appointment by majority vote of the **East Central Branch** Board of Directors.
- 6.7 Past President.** The Immediate Past President shall advise the Board of Directors on matters of concern to the Branch.
- 6.7.1 Committees.** The Past President shall be responsible for the Awards & Scholarships Committee, the History and Heritage Committee, the Diversity and Inclusion Committee, and the Nominations & Tellers Committee and shall report to the Board of Directors concerning the activity of said committees.
- 6.8 President.** The President shall have general supervision of the affairs of the Branch and shall preside at all Board of Directors meetings and only vote to break a tie vote. The President shall be an ex-officio member of all committees and shall prepare the Annual Report required by the Society and the Florida Section.
- 6.8.1 Committees.** The President shall be responsible for the Technical Activities Committee and the Government & Media Affairs Committee and shall report to the Board of Directors concerning the activity of said committees.
- 6.8.2 Subsidiary Organizations and Committees.** The President shall be responsible for the coordination of and advice to all the Subsidiary Organizations and Committees.
- 6.8.3 Florida Section.** The President shall represent the Branch at all Florida Section Board of Directors meetings or shall designate a representative to attend.
- 6.9 President-Elect.** The President-Elect shall assist in the duties of the President, and when the President is absent, shall assume all the duties of the President. In the event there is a vacancy in the Office of the President, the President-Elect shall assume the Office of the President. The President-Elect shall enforce the requirements as outlined in these Bylaws & Operating Manual.

BYLAWS & OPERATING MANUAL

Adopted: July 2021



- 6.9.1 Committees.** The President-Elect shall be responsible for the Finance & Budget Committee, Sustainability Committee, and the Membership & Retention Committee and shall report to the Board of Directors concerning the activity of said committees.
- 6.10 Vice-President.** The Vice-President shall support the President and President-Elect in the administration of **East Central Branch** and shall be required to plan and coordinate the Annual Installation Luncheon and other meetings.
- 6.10.1 Committees.** The Vice-President shall be responsible for the Community Service Committee and the Special Projects & Activities Committee and shall report to the Board of Directors concerning the activity of said committees.
- 6.11 Treasurer.** The Treasurer shall be responsible for all financial matters and bank accounts of the **East Central Branch** and shall provide a financial summary at each Board of Directors Meeting.
- 6.11.1 Committees.** The Treasurer shall support the President-Elect in the administration of the Finance & Budget Committee and shall report to the Board of Directors concerning any delegated responsibilities of said committee.
- 6.12 Secretary.** The Secretary shall be responsible for all Branch records (excluding financial), letters and filing of all information received and shall attend all Board of Directors meetings and keep minutes of those meetings.
- 6.12.1 Committees.** The Secretary shall be responsible for the Education & Outreach Committee and shall report to the Board of Directors concerning the activity of said committee.
- 6.13 Communications Chair.** The Communications Chair shall be responsible for all **East Central Branch** communications including the monthly electronic newsletter and coordination with all Subsidiary Organizations & Committees. The Communications Chair shall advise the Board of Directors on all matters relevant to **East Central Branch** Communications and shall work with the other members of the Board of Directors to establish and implement regular sponsorship(s) of the monthly newsletter to support the delivery of the said newsletter to the membership.

BYLAWS & OPERATING MANUAL

Adopted: July 2021



Article 7: Elections

7.1 Nominations & Tellers Committee. The Nominations & Tellers Committee shall publish notice of open positions to the Branch membership at least four 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 Nominations & Tellers Committee from within the Branch membership in a form prescribed by the Past President. No person shall be a candidate for more than one (1) office per election cycle. The Nominations & Tellers 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 a contested election, the Nominations & Tellers 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 **East Central Branch** at least twenty (20) days prior to the Annual Officer Installation Luncheon. 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 the Board of Directors Meeting immediately preceding the Annual Officer Installation Luncheon by three tellers appointed by the President from among the Subscribing Members (voting grade) of the **East Central Branch**. 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 Officer Installation Luncheon. The Annual Installation Luncheon 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 written request of at least fourteen (14) Subscribing Members.

BYLAWS & OPERATING MANUAL

Adopted: July 2021

8.1.3 Meeting Notice. Notice of call for an **East Central Branch** meeting shall be sent to all Subscribing Members of the **East Central Branch** not less than ten days in advance of the meeting date.

8.1.4 Quorum at Branch Meetings. At all meetings where business is transacted ten Subscribing Members shall constitute a quorum.

8.2 Board of Directors Meetings

8.2.1 Regular meetings. Board of Directors meetings shall be held regularly at a place and time as called by the **President** of the **East Central Branch**. The Board of Directors will meet not less than eleven (11) times each year including an annual budget meeting held in July of each year.

8.2.2 Quorum. A majority of the Officers and Directors and twenty-five percent (25%) of the Chairs of Branch Standing Committees and Subsidiary Organizations shall constitute a quorum at any meeting of the Board of Directors.

8.2.3 Proxy. In the event, an Officer, Director or Chair is unable to attend a Board of Directors meeting, a Proxy may be designated to represent the opinion of the absent member on matters of **East Central Branch** business. A Proxy should be identified in writing or electronic communication to the President and for a term limited to the individual Board of Directors meeting to be missed.

8.3 Parliamentary Authority. All business meetings of the **East Central 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 **East Central Branch**, Florida 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.

BYLAWS & OPERATING MANUAL

Adopted: July 2021

- 9.1.1 Formation.** Formation of Subsidiary Organizations shall be subject to the approval of the **East Central 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 **East Central Branch** and Florida 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 **East Central 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 **East Central Branch** 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 **East Central Branch** Board for the operation of the organization.
 - 9.1.2.4.** Approval of the Subsidiary Organization Bylaws by the **East Central Branch** and Florida 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 **East Central 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 **East Central Branch** Board of Directors on the activities and programs of the organization. This Annual Report shall be suitable for incorporation into the **East Central Branch's** Annual Report to the Florida Section.

BYLAWS & OPERATING MANUAL

Adopted: July 2021

9.1.5 Annual Financial Report. Each Subsidiary Organization President or Chair shall submit an annual financial report to the **East Central Branch** Board of Directors. This Annual Financial Report shall be suitable for incorporation into the **East Central Branch's** Annual Financial Report to the Florida Section.

9.1.6 Level of Activity. Each Subsidiary Organization shall hold a minimum of three meetings, technical programs, social activities, or community services events per year.

9.1.7 Dissolution. Assets of a disbanded Subsidiary Organization shall be assumed by the **East Central Branch**.

9.2 Committees

9.2.1 Standing Committees. The Branch shall have the following standing committees: Nominations & Tellers, Finance & Budget, Technical Activities, Membership & Retention, Awards & Scholarships, Community Service, Education & Outreach, Special Projects & Activities, History & Heritage, Government & Media Affairs, Sustainability, and Diversity and Inclusion.

9.2.1.1. Nominations & Tellers Committee. The Nominating Committee shall consist of not less than two (2) nor more than three (3) members including the most recent active **Past President** and the **President-Elect** of the **East Central Branch**, plus other duly selected members, appointed by the **East Central 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.

9.2.1.1a. Purpose. The Committee shall choose one or more candidates for election to each of the offices prescribed by these bylaws and obtain the consent of the nominees to serve if elected.

9.2.1.1b. Responsibilities. The Committee will ensure that all prescribed officer positions have at least one duly qualified candidate and that elections are carried out in accordance with Article 7 of these bylaws.

9.2.1.2. Finance & Budget Committee. The Finance and Budget Committee shall consist of not less than two (2) nor more than three (3) members including the **President-Elect** and **Treasurer** of the **East Central Branch**, plus other duly selected members, appointed by the **East Central Branch** Board of Directors. All members shall be Subscribing Members of the Branch and voting members of the Society.

9.2.1.2a. Purpose. The Committee will establish and maintain the procedures for budgeting, administration, tracking and reporting of **East Central Branch** finances in accordance with the requirements of the Florida Section and compliance with acceptable accounting procedure.

9.2.1.2b. Responsibilities. The Committee will prepare for and facilitate the annual budget meeting and will provide a final draft budget for approval at the next regularly scheduled Board of Directors meeting. The committee shall also ensure compliance with all requirements of the Florida Section including annual financial reporting required for IRS reporting.

9.2.1.3. Technical Activities Committee. The Technical Activities Committee shall consist of not less than five (5) members including the **President** of the **East Central Branch**, the Chairs of Subsidiary Organizations plus other duly selected members, appointed by the **East Central Branch** Board of Directors. All members shall be Subscribing Members of the Branch and voting members of the Society.

9.2.1.3a. Purpose. The Committee will ensure the technical quality of the programs provided by the **East Central Branch** remains high and consistent with the goals of the Society.

9.2.1.3b. Responsibilities. The Committee will provide for coordination between the Branch Subsidiary Organizations to prevent scheduling conflicts and ensure the technical activities remain consistent with the goals of the **East Central Branch**.

BYLAWS & OPERATING MANUAL

Adopted: July 2021



9.2.1.4. Membership & Retention Committee. The Membership & Retention Committee shall consist of not less than two (2) members including the **President-Elect** of the **East Central Branch**, plus a Chairperson and other duly selected members, appointed by the **East Central Branch** Board of Directors. All members shall be Subscribing Members of the Branch and voting members of the Society.

9.2.1.4a. Purpose. The Committee will promote and maintain membership and active participation in the Society and the **East Central Branch** by all qualified individuals.

9.2.1.4b. Responsibilities. The Committee will provide regular membership reports to the Board of Directors and will develop at least one positive membership drive per year. They will make use of both their skills along with Society and Florida Section resources to demonstrate positive action on-going through the Society, thereby encouraging membership. The Committee will maintain close contact with local university engineering programs in order to encourage Student Chapter membership and continued membership beyond graduation. As required, the Committee will conduct surveys to identify non-members and encourage their new or renewed affiliation with the **East Central Branch**. The Committee will also encourage qualified members to transfer to the next highest grade and assist in identifying appropriate references.

9.2.1.5. Awards & Scholarships Committee. The Awards & Scholarships Committee shall consist of not less than two (2) nor more than three (3) members including the **Past President** of the **East Central Branch**, plus a Chairperson and other duly selected members, appointed by the **East Central Branch** Board of Directors. All members shall be Subscribing Members of the Branch and voting members of the Society.

9.2.1.5a. Purpose. The Committee will facilitate recognition of Subscribing Members through the annual Society awards program and the Central Florida Engineer's Week awards

BYLAWS & OPERATING MANUAL

Adopted: July 2021



program. The Committee will recognize local students in local engineering program through the **East Central Branch** scholarship program.

9.2.1.5b. Responsibilities. The Committee will make every effort to ensure a nominee is provided for each category of both Florida Section and Central Florida Engineer’s Week awards programs and coordinate with each nominate to provide a consolidated awards package under each program. The Committee will coordinate with local university engineering program offices to facilitate continued support of local engineering students through their annual scholarship programs.

9.2.1.6. Community Service Committee. The Community Service Committee shall consist of the **Vice President** of the **East Central Branch**, plus the community service chairpersons from each Subsidiary Organization of the **East Central Branch**.

9.2.1.6a. Purpose. The Committee will facilitate **East Central Branch** reinvestment to the community by providing opportunities for the membership to engage with various charitable organizations.

9.2.1.6b. Responsibilities. The Committee will develop and maintain an ongoing community service program for the **East Central Branch** coordinated with each of the Subsidiary Organizations.

9.2.1.7. Education & Outreach Committee. The Education & Outreach Committee shall consist of not less than two (2) members including the **Secretary** of the **East Central Branch**, plus a Chairperson and other duly selected members, appointed by the **East Central Branch** Board of Directors.

9.2.1.7a. Purpose. The Committee will provide the opportunity for the **East Central Branch** to engage with the engineers of

tomorrow by outreach through local Science, Technology, Engineering and Math (STEM) programs.

- 9.2.1.7b. Responsibilities.** The Committee organize and facilitate regular outreach opportunities with children of all ages, allowing the opportunity for the membership of the **East Central Branch** to foster STEM education in the local area. The Committee will advise the Board of Directors on appropriate programs for Branch participation and recommend resources when required to facilitate optimal outreach.
- 9.2.1.8. Special Projects & Activities Committee.** The Special Projects & Activities Committee shall consist of not less than two (2) including the **Vice-President** of the **East Central Branch**, plus one or more Chairpersons and other duly selected members, appointed by the **East Central Branch** Board of Directors.
- 9.2.1.8a. Purpose.** The Committee will organize and facilitate all Branch-wide activities with the goals of increasing & retaining membership, fundraising for Branch scholarship and outreach programs, and professional networking.
- 9.2.1.8b. Responsibilities.** The Committee will be responsible for the planning and implementation of the Annual Officer Installation Luncheon, the Annual Scholarship Golf Tournament, and the Annual Networking Icebreaker, as well as other events deemed appropriate by the Board of Directors.
- 9.2.1.9. History & Heritage Committee.** The History & Heritage Committee shall consist of not less than two (2) members including the **Past President** of the **East Central Branch**, plus other duly selected members, appointed by the **East Central Branch** Board of Directors. All members shall be Subscribing Members of the Branch and voting members of the Society.
- 9.2.1.9a. Purpose.** The Committee will develop and maintain a historical record of the Branch and will develop and

BYLAWS & OPERATING MANUAL

Adopted: July 2021



disseminate materials that will bring to the public an increased understanding of our profession and its significant contributions to the advancement of civilization.

9.2.1.9b. Responsibilities. The Committee shall ensure the history of the branch is maintained, in addition to the record of past presidents, award winners and scholarship recipients. The Committee is also responsible for recording and disseminating historical information on Civil Engineering within Central Florida and may identify significant civil engineering landmarks for recommendation to the Florida Section for National recognition.

9.2.1.10. Government & Media Affairs Committee. The Government & Media Affairs Committee shall consist of not less than two (2) members including the **President** of the **East Central Branch**, plus a Chairperson and other duly selected members, appointed by the **East Central Branch** Board of Directors. All members shall be Subscribing Members of the Branch and voting members of the Society.

9.2.1.10a. Purpose. The Committee shall bring technical expertise of the Society to bear on matters of a technical nature, be supportive of legislative activities of a professional nature, further public understanding and promote a positive image of civil engineers throughout the Central Florida region.

9.2.1.10b. Responsibilities. The Committee will support and promote Society programs for outreach and interaction with elected officials and encourage membership participation in these activities. The Committee will maintain close surveillance of local, state and national legislative activities of interest to the East Central Branch, serve as a liaison between other professional societies and present civil engineering concepts to the general public through efficient utilization of media outlets and speakers.

9.2.1.11. Sustainability Committee. The Sustainability Committee shall consist of not less than two (2) members including the **President Elect** of the **East**

Central Branch, plus a chairperson and other duly selected members, appointed by the **East Central Branch** Board of Directors. All members shall be Subscribing Members of the Branch and voting members of the Society.

9.2.1.11a. Purpose. The Committee will maintain and promote **East Central Branch's** commitment to Sustainability (a set of economic, environmental, and social conditions to maintain and improve the quality of life for future generations of society without degrading the quantity, quality, or availability of economic, environmental, and social resources).

9.2.1.11b. Responsibilities. The Committee will provide for coordination between the Branch and other professional organizations committed to Sustainability consistent with the goals of the **East Central Branch**, Florida Section, and Society. The Committee will organize and facilitate outreach opportunities allowing the membership of the **East Central Branch** to stay informed and promote sustainable engineering practices.

9.2.1.12. Diversity and Inclusion Committee. The Diversity and Inclusion Committee shall consist of not less than two (2) members including the **Past President** of the **East Central Branch**, plus a chairperson and other duly selected members, appointed by the **East Central Branch** Board of Directors.

9.2.1.12a. Purpose. The Committee will maintain and promote **East Central Branch's** commitment to Diversity and Inclusion in support of Society's Policy Statement 417. ASCE recognizes the strategic and critical importance of advocating for and sustaining a diverse workforce and inclusive work environment. The Society is committed to implementing policies and programs designed to advance the profession by promoting an inclusive climate in the profession.

BYLAWS & OPERATING MANUAL

Adopted: July 2021



9.2.1.12b. Responsibilities. The Committee will provide for coordination between the Branch and other professional organizations committed to Inclusion and Diversity consistent with the goals of the East Central Branch, Florida Section, and Society. The Committee will organize and facilitate outreach opportunities allowing the membership of the **East Central Branch** to stay informed and promote diverse and inclusive events. The Committee will support the goals, vision, and mission statement of the Society for diversity and inclusion.

9.2.2 Terms of Standing Committee Members. Unless otherwise specified, the members of committees and Chairpersons shall be appointed by the **East Central 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 **East Central Branch President**.

Article 10: Administrative Provisions

10.1 Proper Use of Branch Resources. No part of the net earnings of the **East Central Branch** shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the **East Central 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 **East Central Branch** shall be by the carrying on of propaganda or otherwise attempting to influence legislation, and the **East Central 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 **East Central 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 **East Central Branch**, Florida Section, or the Society, or in which the interests of an individual or another organization has the potential to be placed above

BYLAWS & OPERATING MANUAL

Adopted: July 2021

those of the **East Central 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 **East Central Branch** entity considering the proposed transaction. Action to address the conflict shall be taken either by the interested individual or the **East Central Branch** entity.

- 10.4** ***Distribution of Branch Assets.*** Upon dissolution of the **East Central 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 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 **East Central 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 **East Central 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 **East Central 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 **East Central Branch** membership at least thirty (30) days in advance of the meeting.