

## **CAPITAL BRANCH BYLAWS**

### **Article 1: General**

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

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

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

**2.1 Area.** The area of the Capital Branch shall be as noted in the Sacramento Section Bylaws.

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

**2.3 Subscribing Members.** All members of the Society of all grades, who subscribe to the Bylaws of the Capital Branch, and who have paid the current dues of the Sacramento Section, 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 Capital Branch office, or to vote in Capital Branch elections.

### **Article 3: Separation from Membership**

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

### **Article 4: Finance**

**4.1 Branch Financing.** The activities and programs of the Capital Branch shall be financed by the annual allocation of dues from the Sacramento Section, where the dues will be distributed according to the formula stated in the Sacramento Section Bylaws. The Capital Branch may hold fundraising activities to raise additional funds for the Branch activities.

### **Article 5: Management**

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

**5.2 Budget.** The activities and programs of the Capital Branch shall be funded based on a budget proposed by the Capital Branch Board of Directors.

**5.3 Duties of the Board of Directors.** Duties of the Board of Directors shall include management of the Capital Branch, overseeing the various activities within the Capital Branch, and communicating with the Section.

**5.4 Annual Report.** The Board of Directors shall oversee the preparation of the Capital Branch Annual Report, which shall be submitted to the Sacramento Section in accordance with published requirements of the Society.

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

**6.1 Officers.** The officers of the Capital Branch shall be a President, a President-Elect, a Vice-President of Education, a Secretary, a Vice-President of Membership, a Treasurer, the latest active resident Past-President, and committee chairs.

**6.1.1 Officer Duties.** The basic duties for the officers are outlined in the Operations Manual for the Capital Branch for guidance as officer terms change.

**6.2 Board of Directors.** The Board of Directors shall consist of the President, President-Elect, Vice-President of Education, Secretary, Vice-President of Membership, Treasurer, and the latest active resident Past-President. The governing of the Capital Branch shall be vested in the Board of Directors.

**6.3 Terms.** All Directors, except the President-Elect, shall be elected for terms of one (1) year, which terms shall begin on October 1<sup>st</sup> and continue until September 30<sup>th</sup> of the following year.

**6.3.1 Term of the President.** The term of office for the President shall be a three (3) year term including one (1) year each spent as President-Elect, as President, and as Past-President. The President-Elect shall succeed to the office of President on October 1<sup>st</sup>. At this time, the President succeeds to the office of Past- President.

**6.4 Vacancies.** A vacancy in the office of President shall be filled by the President-elect. Other vacancies shall be filled for the unexpired term by appointment by the Capital Branch 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 offices of President and Past-President, and obtain the consent of each nominee to serve, if elected. In addition, candidates may be nominated by written petition containing five (5) or more signatures of Subscribing Members.

The Past-President shall serve as the chair of the Nominating Committee. The Nominating Committee will start the call for candidates in May, and shall submit the slate of nominees to the Board of Directors at the July Board Meeting. At the July Board Meeting, the Board of Directors shall vote on approval of the ballot.

**7.2 Ballots.** After the ballot is approved, the Executive 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 Capital Branch in the August Engineerogram (and through email), giving Members twenty-one (21) days to respond with their marked ballots.

**7.3 Tallying the Ballots.** Ballots returned to the Executive Secretary shall be opened and counted after the 21 day response window by three (3) tellers appointed by the President. For each office the candidate receiving the highest number of votes cast shall be declared elected. The Executive Secretary shall formally notify the candidates and current Board Members in writing of the election results. The results will be announced to the membership in September.

## **Article 8: Meetings**

**8.1.1 General Membership Meetings.** The Branch shall hold a minimum of four (4) general membership meetings during the year.

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

**8.1.4 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 Board of Directors Meetings.** The Branch shall hold monthly Board meetings, unless otherwise authorized by the Board of Directors, on such dates, times and places as the Board of Directors designate.

**8.2.2 Quorum.** A majority of the members of the Board of Directors (four (4) Directors total) shall constitute a quorum at any meeting of the Board of Directors.

**8.2.3 Email Quorum.** When a vote is being conducted via email, a unanimous vote of all members of the Board of Directors is required for it to pass.

**8.2.4 Installation of Officers.** The installation of newly elected officers shall coincide with the Section Annual Membership Meeting.

**8.2.5 Vote by Proxy.** A Board member may designate, in writing, another Board member to vote in their place via proxy. The ability to vote by proxy extends to both in-person and email votes. The proxy voter and duration of proxy must be identified in advance of the proposed proxy vote.

**8.3 Parliamentary Authority.** All business meetings of the Capital Branch and subsidiary organizations and 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 Capital Branch, Sacramento 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 Capital 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. 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 Capital Branch Board of Directors, the Sacramento Section Board of Directors, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the Capital Branch and Sacramento 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 Capital 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 Capital Branch Board of Directors, the proposal shall be forwarded to the Sacramento Section Board of Directors for their review and approval.

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

**9.1.2.4** Approval of the Subsidiary Organization Bylaws by the Capital Branch and Sacramento 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 Capital Branch Board of Directors for approval.

**9.1.4 Annual Report.** Each Subsidiary Organization 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 Capital Branch's Annual Report to the Sacramento 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 Capital Branch.

## **9.2 Committees**

**9.2.1 Standing Committees.** The Branch shall have a Nominating Committee, a Membership Committee, a Life Member Committee, a Younger Member Committee, and a University Student Chapter Committee.

**9.2.1.1 Nominating Committee.** The Nominating Committee shall consist of not less than three (3) members, including the most recent active resident Past-Presidents of the Branch who is willing to serve, and others as appointed by the Board of Directors.

**9.2.1.2 Membership Committee.** The Membership Committee, led by the Vice-President of Membership, shall work within the civil/environmental engineering community to increase the ASCE membership, to liaison with Engineering firms and membership campaigns, and to encourage individual membership and participation in Branch activities.

**9.2.1.3 Life Member Committee.** The Life Member Committee will work with the Life Members to keep them active in the Section/Branch. They will also be responsible for the annual acknowledgment of Life Members and passing out of the certificates.

**9.2.1.4 Younger Member Committee.** The Younger Member Committee shall be chaired by the President, or other active member, of the Younger Member Forum, which shall serve as a liaison between the Branch and Younger Member Forum.

**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 Capital Branch President.

**9.2.2.1 University Student Chapter Committee.** The University Student Chapter Committee shall work with the university student chapters in the Sacramento Section Area to assist them with their programs. This may be a dual role held with the Sacramento Section and/or the Younger Member Forum

## **Article 10: Administrative Provisions**

**10.1 Proper Use of Section Resources.** No part of the net earnings of the Capital Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Capital 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 Capital Branch shall be carrying on propaganda or otherwise attempting to



influence legislation, and the Capital 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 Capital 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 the Sacramento Section. In the absence of the Sacramento Section, they shall be conveyed to the American Society of Civil Engineers.

## **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 shall be proposed by any member of the Board of Directors, or by a written petition submitted to the Capital 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 Capital Branch Board of Directors and submitted to the Sacramento Section Board of Directors for review and approval.

**11.1.3 Notice of Adoption.** Upon approval by the Sacramento Section Board of Directors, the proposed Bylaws amendment(s) may be adopted by a majority vote of the Capital Branch Board of Directors at the Branch Board Meeting following the Section approval, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the Capital Branch membership at least thirty (30) days in advance of the meeting.