

American Society of Civil Engineers

**ORANGE COUNTY BRANCH**

**BYLAWS**

**ARTICLE I. NAME AND OBJECTIVE**

Section 1. The name of this organization shall be Orange County Branch (Branch), Los Angeles Section (Section), American Society of Civil Engineers (ASCE National).

Section 2. The objective of Orange County Branch shall be the advancement of the science and profession of civil engineering through education in a manner consistent with the objective of the American Society of Civil Engineers.

Section 3. The Bylaws and actions of Orange County Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Los Angeles Section.

**ARTICLE II. AREA AND MEMBERSHIP**

Section 1. The area of Orange County Branch shall be the County of Orange in the State of California.

Section 2. All members of the American Society of Civil Engineers of all grades, who subscribe to the Bylaws of Orange County Branch, who have satisfied current dues requirements of the Los Angeles Section, and whose primary ASCE mailing address is within the Branch area, shall be Subscribing Members of Orange County Branch. All other members of the American Society of Civil Engineers of all grades, whose primary ASCE mailing address is within the Branch area, shall be Assigned Members of Orange County Branch.

**ARTICLE III. DUES AND FINANCES**

Section 1. There shall be no Orange County Branch entrance fee nor Orange County Branch dues. Orange County Branch activities shall be financed by income producing activities and donations approved by the Branch Board and an annual allocation of monies from Los Angeles Section and ASCE National allocated on a membership basis.

Section 2. The Branch Board shall be responsible for all funds and expenditures of Orange County Branch;

however, only the President and the Treasurer shall be authorized to execute bank drafts.

Section 3. Routine expenditures and commitments for expenditures may be authorized by the President; however, nonbudgeted expenditures or commitments for expenditures shall be approved in advance by the Branch Board.

Section 4. The fiscal year of the Branch shall coincide with the fiscal year of ASCE National.

**ARTICLE IV. OFFICERS**

Section 1. Only subscribing members of Orange County Branch shall be eligible for election to Branch offices.

Section 2. Orange County Branch officers, in hierarchical order, shall be a President, a Vice-President, a Treasurer, a Secretary, and the most recent Past-President willing to serve, all of whom shall constitute a Board of Directors in which the Government of the Branch shall be vested.

Section 3. Orange County Branch officers, except for Past-President, shall be elected for terms of one year, which terms shall commence at the opening of the Annual Meeting and continue until their successors are elected and assume their offices.

Section 4. The President shall succeed to the office of Past-President at the time of formal induction of Branch officers.

Section 5. A vacancy in the office of President shall be filled with the next most recent Past President willing to serve. A vacancy in the office of Past President shall be filled by the next most recent Past President willing to serve. Vacancies in other offices shall be filled for the unexpired term by appointment of the Branch Board.

Section 6. The Past President shall act as an advisor to the President, shall perform the duties of the President in the absence or disability of the President and Vice President, and shall perform other duties as assigned by

the President. The duties of officers shall be those usual for such offices.

Section 7. The Branch Board shall oversee the preparation of an Annual Report including a financial statement, which shall be submitted in accordance with the requirements of the Section.

Section 8. Three Board members shall constitute a quorum at meetings of the Branch Board.

## **ARTICLE V. NOMINATIONS AND ELECTIONS OF OFFICERS**

Section 1. The Awards and Nominations Committee shall choose not more than two members as candidates for election to each office (except for that of Past President), and shall obtain the consent of each nominee to serve as an officer, if elected.

Section 2. The Awards and Nominations Committee shall announce the consenting nominees to the membership at a Regular Meeting held no later than the month of May. Any Subscribing Member may make additional consenting nominations from the floor at this meeting.

Section 3. The Secretary shall mail a ballot containing the list of official nominees for each office to Subscribing Members of the Branch no later than the month of June.

Section 4. Ballots returned prior to the submittal deadline shall be opened and votes counted by the Secretary. The Awards and Nominations Committee shall certify the vote count.

Section 5. The nominee receiving the highest number of votes cast for each office shall be elected. In the event of a tie vote between nominees for an office, the Board shall cast a secret ballot to select one of the nominees for whom the vote is tied.

Section 6. The Awards and Nominations Committee shall announce new officers at a regular meeting held no later than the month of July.

Section 7. The names of the officers shall be certified to the Secretary of the Los Angeles Section immediately after the election.

## **ARTICLE VI. MEETINGS**

Section 1. An Annual Meeting shall be held in October on such date and at such place that the Branch Board shall designate.

Section 2. In addition to the Annual Meeting, Regular Meetings shall be held on such dates and at such places that the Branch Board designates.

Section 3. The notice of call for an Orange County Branch meeting shall be mailed to all subscribing members of the Branch not less than ten calendar days in advance of the meeting date.

Section 4. Five percent of the Subscribing membership role shall constitute a quorum.

Section 5. Meetings of the Orange County Branch and of Board of Directors shall be governed by Robert's Rules of Order, Revised, except as provided in these Bylaws.

## **ARTICLE VII. COMMITTEES**

Section 1. At the first Branch Board meeting of each fiscal year, the President shall appoint, subject to Branch Board approval, the following standing committee chairpersons: Awards and Nominations; Continuing Education; EMA/Professional Liaison; High School Outreach; History & Heritage; Legislation; Membership; Attendance and Publicity; Professional Practice; Program; and Student Activities.

Section 2. Only the President shall create committees and appoint their chairpersons, subject to Branch Board approval. The President shall appoint such other ad hoc committees as are deemed necessary.

Section 3. Committee chairpersons shall be appointed for the fiscal year, and may be reappointed for additional years.

Section 4. Committee chairpersons may be reappointed, new committees formed, and committees may be dissolved during a fiscal year by the President, subject to Branch Board approval.

Section 5. Liaison with Self-Governing Organizations.

- (a) Self Governing organizations of ASCE such as Technical groups, Younger Member groups, Student Chapters, and certain other groups chartered by Los Angeles Section and ASCE national whose area of service is within the

County of Orange may create a cooperative relationship with the Orange County Branch.

- (b) Orange County Branch shall make every effort to encourage the formulation of and cooperation with said self-governing groups serving the County of Orange, and shall schedule Orange County Branch programs, joint programs, field trips, fundraisers, etc. in cooperation with said groups in a manner which will maximize the benefits of membership in the American Society of Civil Engineers.

**ARTICLE VIII. AMENDMENTS**

Section 1. These Bylaws may be adopted or amended by only the following procedures:

- (a) The Secretary shall mail notices of proposed Bylaw(s) to Subscribing Members. Said notices shall state the nature of the proposed Bylaw(s) and the opportunity to vote.
- (b) Proposed Bylaw(s) shall be voted upon by Subscribing Members by mail or in attendance at a Regular or Annual Meeting of Orange County Branch.
- (c) To become effective it shall receive an affirmative vote of not less than a majority of the subscribing members voting, and receive the approval of the Board of Directors of the Los Angeles Section.

**ARTICLE IX. MISCELLANEOUS PROVISIONS**

Section 1. No part of the net earnings of the Branch shall inure to the benefit of any private shareholder or individual and 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 any candidate for public office.

Section 2. Upon dissolution of the Branch, the assets remaining after the payment of the debts of the Branch shall be distributed to such corporation, community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended, as the Board of Directors shall have designated and in the absence of such designation they

shall be conveyed to the American Society of Civil Engineers.

**ARTICLE X. APPROVAL**

Section 1. These Bylaws and any amendment thereto shall become effective only upon approval of both the Branch Board and the Los Angeles Section Board.

Adopted, \_\_\_\_\_ by the Orange County Branch of the Los Angeles Section of the American Society of Civil Engineers

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President	Secretary

Approved, \_\_\_\_\_ by the Section Board of Directors of the American Society of Civil Engineers

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President	Secretary