ASCE FLORIDA SECTION
Miami-Dade Branch

CONSTITUTION AND BYLAWS
Approved November 4th, 2015

Article 1: General

1.1 *Name.* The name of this organization shall be the Miami-Dade Branch of the American Society of Civil Engineers Florida Section, Inc. (hereinafter referred to as the "Branch"). Accepted abbreviations of the Branch name include ASCE Miami-Dade Branch and Miami-Dade ASCE.

1.2 *Objective.* The objective of the 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 Branch shall be consistent with the provisions set forth in the Constitution and Bylaws of the American Society of Civil Engineers Florida Section, Inc. (hereinafter referred to as the "Section").

Article 2: Geographic Area and Membership

2.1 *Geographic Area.* The geographic area of the Branch shall include the counties of Miami-Dade and Monroe, Florida, as defined by the Section.

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

2.3 *Subscribing Members.* All members of the Society, of all grades, whose addresses of record are within said geographic area as defined by Article 2.1, who subscribe to the Constitution and Bylaws of the Branch, and who have paid or are exempt from paying the current dues of the Branch, shall be Subscribing Members of the Branch.

2.3.1 *Rights of Subscribing Members.*

2.3.1.1 *Right to Elect and Election.* Only Subscribing Members of the Branch shall be eligible to vote in Branch elections, to hold Branch office, to serve on Branch committees, or to represent the Branch officially.

2.3.1.2 *Right to Petition.* Subscribing Members of the Branch may petition an idea or concern. Petitions must be submitted to the Branch Board of Directors for consideration.

2.3.1.3 *Right to Request an Audience.* Subscribing Members of the Branch may request an audience with the Branch Board of Directors. Requests must be submitted in writing to the Branch Board of Directors.

2.3.2 *Termination of Rights for Non-Payment of Dues.* Subscribing membership ceases for any member whose dues are more than twelve months in arrears.

2.4 *Institute-Only Members.* Institute-Only Members of a Society Institute may be members of one of the Branch Technical Groups or a local Institute Chapter.

Article 3: Separation from Membership

3.1 *Separation from Membership.* A Member who ceases to be a member of the American Society of Civil Engineers, or whose address of record is no longer within the geographic area of the Branch, for any reason, shall cease to be a Subscribing Member of the Branch.

Article 4: Dues

4.1 *Annual Dues.* Annual dues shall be established by the Branch Board of Directors in accordance with the Section Operating Manual.

Article 5: Management

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

5.2 *Finances.* The Branch activities shall be based on a budget controlled by the Board of Directors and managed by the Treasurer.

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

5.4 *Annual Report.* The Board of Directors shall oversee the preparation of the Branch Annual Report, which shall be submitted to the Section.

Article 6: Officers and Directors

6.1 *Officers.* The Officers of the Branch shall be the President, President-Elect, Vice President, Secretary, and Treasurer.

6.2 *Board of Directors.* The Board of Directors shall consist of the Officers, the Younger Member Group Chair, the Director(s) – appointed by the Branch President and accepted by the Officers – and the latest active resident Past-President of the Branch.

6.3 *Terms.* The term of office for each Officer shall be one year. The President-Elect shall succeed to the office of President at the close of the Installation Meeting or by the President's inability to perform the duties and responsibilities of the office of President. Terms for other offices shall begin at the close of the Installation Meeting and continue until their successors are elected and assume their offices.

6.4 *Vacancies.* A vacancy in the office of the President shall be filled by the President-Elect. Any vacancy in the office of President-Elect shall be filled by the Vice-President. Other vacancies shall be filled for the unexpired term by appointment from the Board of Directors.

6.5 *Reimbursement.* Officers and Directors do not receive compensation for their services, but may be reimbursed for expenses authorized by the Board of Directors.

Article 7: Elections

7.1 *Nominating Committee.* The Nominating Committee shall choose one or more candidates for election to each office, except the office of President, and obtain consent of each nominee to serve if elected. In addition, candidates may be nominated by written petition containing a minimum of ten (10) 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 Branch at least twenty (20) calendar days prior to the Installation Meeting.

7.3. *Tallying the Ballots.* Ballots returned to the Secretary up to the time of counting shall be opened and counted by the Secretary and President prior to the Installation Meeting. For each office the candidate receiving the simple majority of votes cast shall be declared elected.

Article 8: Meetings

8.1 *Membership Meetings.*

8.1.1 *Installation Meeting.* The Installation Meeting of the Branch shall be held on such date and at such place as the Branch Board of Directors designates.

8.1.2 *Other Meetings.* Other meetings shall be held throughout the year at times as per the discretion of the Board of Directors, or by the President upon the written request of at least ten (10) Subscribing Members.

8.1.3 *Meeting Notice.* Notice of call for a Branch meeting shall be sent to all Subscribing Members not less than seven (7) calendar days in advance of the meeting date. Any motions put to the floor and voted on by the Subscribing Members must pass by simple majority.

8.2 *Board of Directors Meetings.*

8.2.1. *Quorum at Board of Directors Meeting.* A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

8.2.2 *Meeting Frequency.* The Board of Directors meetings shall be held regularly. A special meeting can be scheduled with the Officers by petition of no less than five (5) Subscribing Members. Subscribing Members will be afforded the opportunity to present their concern for discussion and approval by the Board of Directors, if necessary. Consequently, the Board of Directors can call a special meeting to discuss the matter and formulate a response to the membership.

8.2.3 *Meeting Notice.* Notice of call for a meeting shall be sent not less than three (3) calendar days in advance of the meeting date.

8.3 *Parliamentary Authority.* All business meetings of the 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 Branch Constitution and Bylaws, 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 the Branch Constitution and 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 *Younger Member Group*. The Younger Member Group (YMG) shall be a permanent Subsidiary Organization of the Branch, subject to the requirements of Article 9 of the Branch Constitution and Bylaws and self-governed as approved by the Section and Branch. Amendments to the YMG Bylaws shall be approved by the Branch prior to adoption.

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

9.1.3. *Process for Formation.* Procedures for creating a Subsidiary Organization shall be as follows:

9.1.3.1 A Subsidiary Organization shall be proposed by submission of a written proposal to the Branch Board of Directors with the name, objectives, Officers, and brief comments on how the Subsidiary Organization will be of advantage to Subscribing 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.

9.1.3.2 Following approval of the Branch Board of Directors, the proposal shall be forwarded to the Section Board of Directors for their review and approval.

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

9.1.3.4 Approval of the Subsidiary Organization Bylaws by the Branch and 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.

9.1.4 *Budget*. Each Subsidiary Organization shall submit an annual budget and financial statement to the Branch Board of Directors for approval.

9.1.5 *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 Branch's Annual Report to the Section.

9.1.6 *Level of Activity*. Each Subsidiary Organization shall hold a minimum of one (1) event per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years shall be disbanded at the approval of the Board of Directors. Assets of a disbanded Subsidiary Organization shall be assumed by the Branch.

9.2 *Committees.*

9.2.1 *Standing Committees.* The Board of Directors shall have the authority to add, delete and/or modify the number, titles and/or function of any standing committee. The Branch shall have the following standing committees:

9.2.1.1 *Nominating Committee.* The Nominating Committee shall consist of not less than three (3) Subscribing Members, including the most recent active resident Past-President of the Branch, who are willing to serve, appointed by the Board of Directors.

9.2.1.2 *Student Member Relations Committee.* The Student Member Relations Committee shall consist of at least one Subscribing Member who is willing to serve, appointed by the Board of Directors.

9.2.1.3 *Communications Committee.* The Communications Committee shall consist of at least one Subscribing Member who is willing to serve, appointed by the Board of Directors, and shall be responsible for preparation and distribution of the Branch newsletter and maintenance of the Branch website.

9.2.1.4 *Government Relations Committee.* The Government Relations Committee shall consist of at least one Subscribing Member who is willing to serve, appointed by the Board of Directors.

9.2.1.5 *Outreach Committee.* The Outreach Committee shall consist of at least one Subscribing Member who is willing to serve, appointed by the Board of Directors.

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

9.2.3 *Task Committees.* The Branch President may appoint task committees as deemed necessary. The terms of Task Committees shall end at the conclusion of the term of office of the Branch President.

Article 10: Administrative Provisions

10.1 *Proper Use of Branch Resources.* No part of the net earnings of the Branch shall inure to the benefit of, or be distributable to its Board of Directors, Standing Committee Members, Task Committee Members, Subsidiary Organizations, or any other private persons, except that the Branch shall be authorized and empowered to pay reasonable reimbursements, expenditures 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 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 or in opposition to any candidate for public office. The 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 such organization or organizations structured 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 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 Board of Directors, or by a written petition submitted to the 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 Constitution and Bylaws amendment(s) shall be approved by not less than a simple majority of the Branch Board of Directors and submitted to the Section Board of Directors for review and approval.

11.1.3 *Notice of Adoption.* Upon approval by the Section Board of Directors, the proposed Constitution and Bylaws amendment(s) may be adopted by not less than a majority vote of the Branch Board of Directors present at a duly constituted Board of Directors meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the Branch membership at least thirty (30) calendar days in advance of the meeting.

NOTE: The proposed amendments must first be approved by the Branch Board of Directors for submission to the Section. It is then adopted by the Branch Board of Directors after Section approval and notice to the Branch membership.