

BYLAWS OF THE BATON ROUGE BRANCH

PREAMBLE:

These Bylaws were prepared to serve as a guide for the conducting of routine business of the Branch. All articles are intended to be supplementary to, but in conformance with, the Constitution of the Louisiana Section of the American Society of Civil Engineers.

ARTICLE I. MEMBERSHIP

SECTION 1. All members of the American Society of Civil Engineers of all grades, subscribing to the Constitution and Bylaws of the Louisiana Section and evidenced by payment of current Section dues unless exempted by honorary life membership and who are resident in the Branch area, shall be Subscribing Members of the Branch. All members of the American Society of Civil Engineers of all grades, whose addresses are within the boundaries of the Branch as defined by the Society, shall be Assigned Members of the Branch. Voting rights shall only be vested in Subscribing Members.

ARTICLE II. MEETINGS

SECTION 1. The Annual Meeting shall be held during the month of September on such date and at such place as the Board of Directors designates.

SECTION 2. A minimum of three (3) other general membership meetings shall be held each calendar year.

SECTION 3. Notice of each general membership meeting shall be sent by mail to each Subscribing Member of the Branch at least five days in advance of the meeting date.

SECTION 4. Robert's Rules of Order Newly Revised shall govern at all meetings.

SECTION 5. consist of those Subscribing Members in attendance.

ARTICLE III. OFFICERS AND DIRECTORS

SECTION 1. The officers of the Branch shall be a President, a President-Elect, a Vice-President, a Secretary-Treasurer. These officers, together with the latest living past President residing within the Branch, an Associate Member Representative, and two Directors shall constitute a Board of Directors in which the management of the Branch shall be vested.

SECTION 2. The following eligibility and restrictive requirements for the holding of office must be met.

(a) All Board members must be Subscribing Members of the Branch. The Associate Member Representative shall be of Associate grade at the time of nomination and election.

(b) The President must have served at least one year on the Board of Directors of the

Branch immediately preceding his election.

- (c) By 75 percent majority consent of the Board, a member may be removed from the Board due to repeated absence from meetings.

SECTION 3.

- (a) The terms of office of all officers shall be one year.
- (b) The election of Board members shall be held at the last planned general membership meeting prior to the Annual Meeting.
- (c) The term of office for all elected officers shall commence at the close of the Annual Meeting.

SECTION 4.

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. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.

ARTICLE IV. MANAGEMENT

SECTION 1.

The Board of Directors shall manage the affairs of the Branch as provided by the Constitution of the Section and as designated herein.

SECTION 2.

The President shall preside at all meetings of the general membership and of the Board of Directors. He shall designate a member of the Board of Directors to perform such duties as he may deem necessary. He shall appoint, with the approval of the Board of Directors, chairmen of committees as required. He shall be an ex- officio member of all committees.

SECTION 3.

The President-Elect shall discharge the duties of the President in his absence.

SECTION 4.

The Vice-President shall discharge the duties of the President-Elect or the Secretary- Treasurer in their absence.

SECTION 5.

The Secretary-Treasurer shall perform the following duties as assigned by the Board of Directors.

- (a) Handle all correspondence as directed by the President and the Board of Directors.
- (b) Deposit all funds and pay all invoices received by the Branch and maintain suitable financial records.
- (c) Record the minutes of all membership and Board meetings and promptly submit a copy of applicable minutes to the Section upon request.
- (d) Assist the Membership Committee Chairman in the maintenance of current membership records, including current mailing lists.

- (e) Cooperate with the Program Committee Chairman in the development of program announcements.
- (f) Notify the membership of meetings. g. Prepare an annual report of Branch finances and activities for submittal to the Section.

ARTICLE V. BOARD MEETINGS

SECTION 1. Meetings of the board of Directors shall be held at the time, place, and day designated by the President or by a majority of the members of the Board.

ARTICLE VI. NOMINATION AND ELECTION OF OFFICERS

SECTION 1. The Nominating Committee shall obtain a qualified candidate for each office and obtain consent of the candidates to serve if elected. These nominees shall be designated the official nominees.

SECTION 2 The Nominating Committee shall report its findings to the Secretary-Treasurer insufficient time that they can be listed in the announcement of the last planned general membership meeting prior to the Annual Meeting.

SECTION 3. Preceding the election at the last planned general membership meeting prior to the Annual Meeting, any qualified member may be nominated from the floor for any office by a Subscribing Member, such nominations having the consent of the nominees. Qualification of the members will be verified by the Nominating Committee prior to the election.

SECTION 4. In case two or more candidates are presented for any one office, a secret ballot must be taken on such candidates. If on the first ballot, no candidate receives a majority of votes cast, a second vote shall be then taken on the two nominees receiving the greatest number of votes on the first ballot. The candidate receiving a majority of votes cast in the second ballot shall then be declared elected.

SECTION 5. The presiding officer shall appoint three (3) election commissioners from the members present to count the secret ballots.

SECTION 6. The office of President shall not be subject to election but succession by the President-Elect. In the event succession by the President-Elect is not possible at the time of election the office of President shall be subject to election.

ARTICLE VII. COMMITTEES

SECTION 1. Each committee will consist minimally of a chairman, vice chairman, and one ex-officio members from the Board of Directors.

SECTION 2. All committee members must be Subscribing Members of the Branch.

SECTION 3. All programs developed by the committee will be approved by the Board of Directors prior to execution.

All committees deemed necessary shall be appointed by the President, subject to the approval of the Board of Directors. The standing committees of the Branch may be the Education

Committee, Membership Committee, Program Committee, Governmental Affairs Committee, and the Nominating Committee.

- (a) The Education Committee will develop programs which will produce strong ties between the Branch and its Student Chapters to integrate the practicing civil engineering community with its educational community. It is recommended that each Student Chapter be represented on the committee by one of the following: A Contact Member or the Faculty Advisor. More specific programs related to education may be executed by an ad hoc committee or subcommittee appointed by the President with the approval of the Board of Directors.
- (b) The Membership Committee will maintain membership records and mailing lists in cooperation with the Secretary-Treasurer, develop programs to encourage the retention of current members, develop membership participation in Branch activities, and recruit new members.
- (c) The Program Committee will develop programs for the meetings of the general membership. It shall procure speakers and arrange for their needs during the meetings.
- (d) The Governmental Affairs Committee shall be responsible for monitoring the governmental activities within the area of the Branch and for reporting such activities as deemed proper to the Board of Directors. It shall serve as the vehicle for any action taken in cooperation with the Louisiana Section in the area of Governmental Affairs.
- (e) The Nominating Committee shall consist of the three latest living and resident past Presidents of the Branch.

ARTICLE VIII. SUBSIDIARY UNITS

SECTION 1. Subsidiary units within the Branch may be formed to serve the professional or technical needs and interests of members. Included in such subsidiary units are Associate Member Forums and Technical Groups.

SECTION 2. Subsidiary units shall be established as approved by the Branch Board of Directors and in accordance with the provisions of the Constitution and Bylaws of the Society.

SECTION 3. As a basis for approval of organization, subsidiary units shall present a written request to the Board of Directors indicating proposed organization structure and objectives. Application for approval shall be by petition of at least 15 Subscribing Members of the Branch.

ARTICLE IX. AMENDMENTS

SECTION 1. Bylaws may be adopted or amended only by the following procedure:

- (a) The proposed Bylaw or Amendment shall be submitted by mail to the Subscribing Members, along with a notice of a meeting to be called to consider such Bylaw or Amendment, at least 25 days prior to such a meeting.
- (b) It shall receive an affirmative vote of not less than a majority of the Subscribing Members present and voting at the meeting called for such a purpose.
- (c). To become effective, it shall receive the approval of the Board of Directors of the Section and the Board of Directors of the Society.

ARTICLE X. DISBANDMENT

SECTION 1. In the event of disbandment, the remaining assets of the Branch, if any, after liquidation will revert to the treasury of the Louisiana Section.

SECTION 2. In the event of disbandment, the records of Branch correspondence and activities shall be placed at the disposal of the Board of Directors of the Louisiana Section.

* * * * *

Adopted May 13, 1969, amended January 23, 1975, amended May 18, 1978, and amended August 15, 1996 by vote of the general membership meeting of each date.