

BY-LAWS OF THE NEW ORLEANS BRANCH

PREAMBLE:

These by-laws were prepared to serve as a guide for conducting routine business of the New Orleans Branch. All articles are intended to be sup preliminary to, but in conformance with, the Constitution of the Louisiana Section - 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 By-Laws of the Louisiana Section as evidence by payment of current Section dues unless exempted by Honorary or 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 and are not Subscribing Members as defined above, shall be Assigned Members of the Branch. The General Membership is comprised of all Subscribing and Assigned Members.

ARTICLE II. OFFICERS AND DIRECTORS

SECTION 1. There shall be a President who shall preside at all meetings of the general membership and of the Board of Directors. The President shall also represent the Branch on the Louisiana Section Board by attending all regularly scheduled Section Board Meetings.

SECTION 2. The President-Elect shall discharge the duties of the President in his absence.

SECTION 3. There shall be a Vice President.

SECTION 4. There shall be a Treasurer who shall collect and deposit all dues, monies, and funds of the Branch in a financial institution approved by the Board of Directors, and shall disburse Branch funds as authorized by the Board of Directors.

SECTION 5. There shall be a Secretary who shall keep minutes of all meetings of the Board of Directors, shall keep a record of all general membership, Technical and Nontechnical meetings, and shall issue notices for all general membership meetings and shall conduct the correspondence of the Branch as directed by the President and/or the Board of Directors.

SECTION 6. There shall be three Directors, one of whom shall be the immediate living Past President. The other two shall be elected at large. If the immediate Past President is unable or does not wish to be a Director, all three Directors will be elected at large.

SECTION 7. For purpose of succession, the following is the rank of the officers: President, President- Elect, Vice President, Treasurer, Secretary, Directors.

ARTICLE III. RESPONSIBILITY OF BRANCH OFFICERS

SECTION 1. Attendance at General Membership Meetings and Branch Board Meetings is the responsibility of each Branch Officer.

SECTION 2. An officer may be removed from office for poor attendance at Branch Board Meetings, failure to perform the duties assigned to that office or other justifiable reasons. If in the opinion of the Branch Board, an Officer should be removed, the Board shall direct the President to advise that Officer that the Board will vote to remove said Officer at the next scheduled Board Meeting. With an affirmative vote by a majority of the Branch Board, excluding the Officer in question, the Officer shall be removed from Office. With Board approval the President may appoint an individual to serve the remainder of the dismissed Officer's term or leave the position vacant. If the position is left vacant, the President shall assign the responsibilities of the vacant position to the remaining Branch Officers.

ARTICLE IV. GENERAL MEMBERSHIP MEETINGS

SECTION 1. The Annual Meeting shall be held annually during the month of September on a date and at a place designated by the Board of Directors during their term in office. One General Membership meeting for the election of officers (hereinafter called the Election Meeting) shall be held in May of each year. A minimum of two (2) other general membership meetings shall be held each calendar year.

SECTION 2. Notice of each general membership meeting shall be sent by mail to each Subscribing and Assigned Member of the Branch.

SECTION 3. "Roberts Rules of Order" shall govern at all general membership meetings.

SECTION 4. The President of the Branch shall preside at all general membership meetings which he attends. In the absence of the President, the next ranking officer shall preside at the meeting.

ARTICLE V. BOARD MEETINGS

SECTION 1. A meeting of the Board of Directors shall be held regularly at the time, place and day designated by the President. At the discretion of the President, the general membership may be notified of the time, place, and day designated.

SECTION 2. Branch Board Meetings shall be held at least every two (2) months. A minimum of six (6) Board Meetings shall be held each year.

SECTION 3. The President shall preside at all Branch Board Meetings which he/she attends. In the absence of the President, the next ranking Officer shall preside at the Board Meeting.

SECTION 4. "Roberts Rules of Order" shall govern at all Branch Board Meetings.

SECTION 5. Under special circumstances, when an issue is deemed by the President to be urgent to Branch activities, and a Board Meeting cannot be scheduled, the President may poll the Branch Board Members by telephone, mail or other means deemed appropriate by the President. If a simple majority of the Board Members cast an affirmative vote for the motion proposed by the President, the motion shall be considered adopted. The President shall introduce the motion at the next scheduled Board Meeting for ratification by the

Board and entry into the minutes of the Branch.

ARTICLE VI. NOMINATION AND ELECTION OF OFFICERS

- SECTION 1.** A Nominating Committee to propose candidates for the offices established by the Branch By-Laws shall consist of the three latest living Past Presidents of the Branch who reside in the Branch. The candidates proposed by the Nominating Committee shall be designated the official nominees. The Nominating Committee must obtain the consent of each candidate to serve if elected. All candidates for office must be members in good standing to be eligible for office.
- SECTION 2.** A candidate for the office of President-Elect must have served at least one year on the Branch Board of Directors immediately preceding the election. Once elected President-Elect, an individual will automatically become President of the Branch the following year unless that individual cannot or decides not to serve as President. If the President-Elect does not serve as President, the position of President will be filled by election. In this case, only those Members presently serving on the Branch Board of Directors are eligible for the position of President.
- SECTION 3.** The immediate Past President of the Branch is automatically a Director at Large of the Branch Board of Directors. This position is not elected, unless the Past President can not or decides not to serve. Should the Past-President decide not to serve as a Director, the position will be filled by election.
- SECTION 4.** The President, President-Elect and Vice President are not eligible for re-election to the same office in which they are presently serving.
- SECTION 5.** Election of Board Members for the year beginning October 1 shall be held at a General Membership Meeting held in May of that year.
- SECTION 6.** The Secretary shall notify the Membership in writing of the Official Nominees as selected by the Nominating Committee and the date, time and location of the Election Meeting two (2) weeks prior to the Election Meeting.
- SECTION 7.** After the receipt of the Official Nominees, a Subscribing Member may nominate any qualified Member to oppose one of the Official Nominees for any elected office by either writing or telephoning the Chairman of the Nominating Committee, or by making the nomination from the floor at the Election Meeting. The Subscribing Member shall obtain the consent of the individual being nominated prior to making the nomination.
- SECTION 8.** If opposing nominations are received, the Chairman shall contact each opposing nominee to verify that the individual is willing to serve in the position for which he/she is being nominated. The Nominating Committee shall then meet to determine whether the opposing nominees fulfill the requirements for being a nominee.
- SECTION 9.** At the Election Meeting, if no valid opposing nominations are received for a given elected position, the Chairman of the Nomination Committee shall read the name of the Official Nominee for that elected position and declare the nominee elected by virtue of no opposition. If, however, a valid opposing nomination has been made for a given elected position, the Chairman shall read the name of the Official Nominee, stating that he/she is the Official Nominee, followed by the name of each opposing nominee. When an

opposing nominee exists, the election of that position shall be by secret ballot.

SECTION 10. The Nominating Committee shall act as election commissioners and shall conduct the election at the Election Meeting.

ARTICLE VII. TECHNICAL COMMITTEES

SECTION 1. Technical Committees are defined as those committees that are dedicated to the purpose of providing technical conferences or programs to the Membership of the Branch in a particular discipline of Civil Engineering (i.e. Structures, Geotechnical, Environmental, Transportation, etc.) in order to improve the technical competence of the Engineering community. The Technical Committee shall provide leadership to the Engineering community in its particular discipline of Civil Engineering.

SECTION 2. A Technical Committee shall be governed by a Steering Committee comprised of no less than three (3) people.

SECTION 3. The Steering Committee of each Technical Committee shall develop and adopt bylaws to direct the business of the Committee. The bylaws shall be submitted to the Branch Board of Directors for approval. Upon approval of the bylaws by the Branch Board of Directors, the bylaws are considered officially adopted.

SECTION 4. The Technical Committee Steering Committee shall select a candidate for Chairman of the Committee and shall recommend the individual to the President of the Branch for approval by the Branch Board of Directors. If the President agrees with the selection, the President shall ask the Branch Board to approve the individual as Chairman of that Technical Committee for the President's term in office. If the individual recommended to be Chairman of the Technical Committee is either unacceptable to the President or Branch Board, the Steering Committee shall select a new candidate for recommendation to the President.

SECTION 5. The Chairman of each Technical Committee shall attend Branch Board Meetings to report the activities of the committee. If the Chairman cannot attend a Board Meeting, the Chairman shall either send another Steering Committee Member to represent the Technical Committee or provide a written report to President of the Branch prior to the Board Meeting.

SECTION 6. The Chairman of each Technical Committee shall inform the President of all Steering Committee Meetings. The President or his appointee may attend any Steering Committee Meetings as the President deems necessary.

SECTION 7. The Chairman of each Technical Committee shall inform the Branch Secretary and any other officer designated by the President of all Technical Committee Conferences and Activities.

SECTION 8. Technical Committees may collect dues, charge admission for technical programs or use other means to raise money to support the activities of the Technical Committee. All monies collected by a Technical Committee shall be used as directed by the Steering Committee of that Technical Committee for the activities of that Committee, unless the Branch Board of Directors intercedes.

SECTION 9. All monies collected by a Technical Committee are designated for use by that Technical Committee. However, the monies are considered assets of the Branch, and therefore, the Branch Board may decide to use these assets for other Branch activities should the need arise.

SECTION 10. With approval from the Branch Board of Directors, a Technical Committee may establish a bank account separate from the official Branch account. If a Technical Committee decides to establish a separate bank account, the Technical Committee shall provide the Branch Treasurer with a written financial statement showing the sources of all income and all expenditures. This financial statement shall be provided at least once every three (3) months, with one statement, showing the full accounting of the Committee for the previous Branch Year (October 1st to September 30th), being provided by October 14th of each year.

SECTION 11. The Branch Board of Directors may direct a Technical Committee, which has established a separate bank account, to close the separate bank account. Upon such notification, the Technical Committee shall close the account and return the monies to the Branch Treasurer for deposit in the official Branch account.

ARTICLE VIII. NONTECHNICAL COMMITTEES

SECTION 1. The President shall determine which Nontechnical Committees are necessary during his/her term as President and shall appoint a Chairman, who shall be confirmed by the Branch Board, to direct each activities of the Nontechnical Committee.

SECTION 2. The Chairman of each Nontechnical Committee shall be responsible for recruiting the other members of his committee. However, the Chairman may request the assistance of the Branch Board in identifying potential candidates for membership on the Committee.

SECTION 3. The Chairman of each Nontechnical Committee shall attend Branch Board Meetings to report the activities of the committee. If the Chairman cannot attend a Board Meeting, the Chairman shall either send another Member of the Nontechnical Committee to represent the Committee or provide a written report to the President of the Branch prior to the Board Meeting.

SECTION 4. The Chairman of each Nontechnical Committee shall inform the President of all Committee Meetings. The President or his appointee may attend any Committee Meetings as the President deems necessary.

SECTION 5. The Chairman of each Nontechnical Committee shall inform the Secretary and any other officer designated by the President of all Committee Activities.

SECTION 6. If the President determines that the Chairman of a Nontechnical Committee is not performing his/her duties satisfactorily, the President may replace the Chairman. The new Chairman shall be approved by a majority vote of the Branch Board.

SECTION 7. Nontechnical Committees shall be encouraged to develop outside funding for their activities. However, a Nontechnical Committee may receive financial support from the Branch for an activity provided that the Committee satisfies the following provisions: