



## **MOHAWK - HUDSON SECTION CONSTITUTION**

### **Article 1: General**

**1.1 Name.** The name of this organization shall be the Mohawk-Hudson Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the M-H Section).

**1.2 Objective.** The objective of the M-H Section 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").

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

**2.1 Area.** The area of the M-H Section shall be the New York State Counties of Franklin, Clinton, Essex, Hamilton, Herkimer, Fulton, Saratoga, Warren, Washington, Rensselaer, Schenectady, Montgomery, Otsego, Schoharie, Albany, Columbia, Greene, Delaware, Sullivan, Ulster, Dutchess, Putnam & Orange.

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

**2.3 Subscribing Members.** All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the M-H Section, who have paid the current dues of the Section or who are exempt by Article 4, shall be Subscribing Members of the Section.

**2.3.1 Rights of Subscribing Members.** Only Subscribing Members who meet the requirements of the Society's governing documents shall be eligible to vote in M-H Section elections, to hold M-H Section office, to serve on M-H Section committees, to serve on a Subsidiary Organization as an officer or committee member, or to represent the M-H Section officially.

**2.3.2 Termination of Rights for Non-payment of Dues.** Subscribing membership ceases for any member whose dues are more than twelve (12) months in arrears.

**2.4 Institute-only Members.** Institute-only Members of a Society Institute may be members of a Technical Group or local Institute Chapter of the M-H Section or a Subsidiary Organization.

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

**3.1 *Separation from Membership.*** Upon termination of membership in the Society, a person shall cease to be a member of the M-H Section.

### **Article 4: Dues**

**4.1 *Annual Dues.*** Annual dues shall be established by the M-H Section Board of Directors as set forth in the Bylaws of the M-H Section.

**4.2 *Exemption from Dues.*** Society Life Members and Distinguished Members shall be exempt from payment of dues to the M-H Section.

### **Article 5: Management**

**5.1 *Board of Directors.*** The governing body of the M-H Section shall be a Board of Directors. The Board shall be responsible for the supervision, control and direction of the M-H Section, and shall manage the affairs of the M-H Section in accordance with the provisions of the M-H Section's and the Society's governing documents.

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

**6.1 *Officers.*** The officers of the M-H Section shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer.

**6.2 *Directors.*** The two most recent Past-Presidents of the M-H Section who are available and willing and able to serve shall serve as Directors.

**6.3 *Board of Directors.*** The Board of Directors shall consist of the Officers and Directors.

### **Article 7: Elections**

Election of Officers shall be as set forth in the Bylaws of the M-H Section.

### **Article 8: Meetings**

#### **8.1 *Membership Meetings***

**8.1.1 *Annual Meeting.*** The Annual Meeting of the M-H Section shall be held on such date and at such place as the Board of Directors designate.

**8.1.2 *Other Meetings.*** Other meetings shall be called at 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 Notices.** Notice of call for meetings shall be published on the M-H website and in the M-H newsletter no less than 15 days prior to the meeting date.

## **8.2 Board of Directors Meetings.**

**8.2.1 Meeting Frequency.** The Board of Directors shall hold at least six (6) meetings annually. Meetings shall be called at the discretion of the President or when requested by at least three (3) members of the Board.

**8.2.2 Meeting Notice.** Notice of a call for a meeting shall be sent to the members of the Board not less than 15 days in advance of the meeting date.

**8.2.3 Format of Meetings.** Meetings may occur in person, via telephone conference call, or by any other means that allow all members to hear and be heard by each other.

## **Article 9: Subsidiary Organizations and Committees**

**9.1 Subsidiary Organizations.** Subsidiary organizations may be formed within the M-H Section, to facilitate the carrying out of the objectives of the M-H Section, to promote interest in the Society and to provide to members of the M-H Section a better opportunity for participation in local Society activities, in accordance with the provisions of the Bylaws.

**9.1.1 Governing Documents.** Subsidiary organizations shall adopt Bylaws consistent with this Constitution and Society governing documents.

**9.2 Committees.** Standing or task committees may be established to carry out the work of the M-H Section.

## **Article 10: Administrative Provisions**

**10.1 Proper Use of Section Resources.** No part of the net earnings of the M-H Section shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the M-H Section 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 M-H Section shall be carrying on propaganda or otherwise attempting to influence legislation, and the M-H Section 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 M-H Section shall not carry on any activities prohibited by the provisions 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 M-H Section or the Society, or in which the interests of an individual or another organization have the potential to be placed above those of the M-H 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 M-H Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the M-H Section entity.

**10.4 Distribution of Section Assets.** Upon dissolution of the M-H Section, the assets remaining after the payment of the debts of the M-H Section shall be distributed to such organization or organizations organized 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. Amendment of the Constitution.**

**11.1.1 Proposal.** An amendment to this Constitution may be proposed by one (1) of the following two (2) methods:

**11.1.1.1 Section Board of Directors.** A two-thirds (2/3) vote of the members of the M-H Section Board of Directors present at a duly constituted Board meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment is published to the membership at least thirty (30) days in advance of the meeting.

**11.1.1.2 Written Petition.** A Written Petition submitted to the M-H Section Secretary, containing the text of the amendment, signed by not less twenty-five (25) Subscribing Members of the M-H Section.

**11.1.2 Society Approval.** The proposed amendment shall be reviewed and approved by the Society in accordance with Society procedures before being voted upon by the Subscribing Members.

**11.1.2.1 Boundary Changes.** If the proposed amendment involves a change in the M-H Section boundaries, this change shall be approved by the Geographic Region Board of Governors prior to any consideration of the Constitution amendment.

**11.1.3 Section Approval.** The proposed amendment shall be distributed to the Subscribing Members of the M-H Section who shall be given the opportunity to

vote. To become effective, the proposed amendment shall receive an affirmative vote of not less than two-thirds (2/3) of the Subscribing Members voting.

## **MOHAWK - HUDSON SECTION BYLAWS**

### **Article 1: General**

**1.1 *Use of Name and Marks.*** The use and publication of the Society and Section name and marks shall be in accordance with the Society's governing documents and official policies.

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

**2.1** See M-H Section Constitution.

**2.2 *Mid-Hudson Branch.*** The area of the Mid-Hudson Branch shall be the New York State Counties of Delaware, Sullivan, Ulster, Dutchess, Putnam & Orange.

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

**3.1** See M-H Section Constitution.

### **Article 4: Dues**

**4.1 *Annual Dues.*** The Annual Dues for members of the M-H Section shall be established each year by the Board in an amount not to exceed ten percent (10%) of Society Member dues, and shall be payable in U.S. currency in advance of January 1st.

### **Article 5: Management**

**5.1 *Duties of the Board of Directors.*** Duties of the M-H Section Board of Directors shall include management of the M-H Section, responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the M-H Section and its subsidiary organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the M-H Section and its subsidiary organizations. The Board of Directors shall have control of property of the M-H Section.

**5.2 *Annual Report.*** The Board of Directors shall oversee the preparation of the Annual Report which shall be submitted to the Society in accordance with published requirements.

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

**6.1 *Qualifications.*** Officers and Directors shall be Subscribing Members of the M-H Section in a voting grade of Society membership who have demonstrated interest

and ability regarding Section affairs, have declared a willingness to serve, and have made a commitment to the time required.

**6.2 Officers.** The Officers of the M-H Section shall be elected by the Subscribing Members, with the exception of the President. The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting in the year in which the President's term expires.

**6.3 Directors.** The Directors of the Section shall be the last two Past-Presidents willing and eligible to serve.

**6.4 Terms.** The term of office for the President, President-Elect, Vice President, and Directors shall be one year. The term of office for the Secretary and Treasurer shall be two years. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume their offices.

**6.5 Vacancies.** 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.

**6.6 Limitation on Terms.** No member shall serve in one elected office other than that of Secretary and/or Treasurer for more than one (1) successive elected term.

**6.7 Reimbursement.** Officers and Directors do not receive compensation for their services, but may be reimbursed for authorized expenses.

## **Article 7: Elections**

**7.1 Nominating Committee.** The Nominating Committee shall publish notice of open positions to the Section membership at least forty-five (45) days prior to the election and set the date by which nominations must be received. The names of candidates for nomination shall be submitted to the Nominating Committee from within the Section membership in a form prescribed by the Nominating Committee. No person shall be a candidate for more than one (1) office per election cycle. The Nominating Committee shall choose one (1) or more candidates for election to each office prescribed by the Constitution, except the office of President, and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing signatures of a minimum of twenty-five (25) Subscribing Members of the M-H Section. In a contested election, the Nominating Committee shall propose and the Board of Directors approve rules as applicable to ensure a fair contest.

**7.2 Ballots.** In a contested election, the Secretary shall publish a ballot in the M-H Section Newsletter, containing the 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 Section at least twenty (20) days prior to the Annual Meeting.

**7.2.1 Tallying the Ballots.** Ballots returned to the President-Elect up to the time of counting shall be counted at, or immediately prior to, the Annual Meeting by three tellers, who shall be appointed by the President from among the Subscribing Membership of the Section. For each office, the candidate receiving the highest number of votes cast shall be declared elected.

**7.3 Uncontested Elections.** For an uncontested election, the Board of Directors will determine the procedures for electing the officers of the Section.

## **Article 8: Meetings**

### **8.1 Membership Meetings**

**8.1.1 Frequency of Other Meetings.** In addition to the Annual Meeting, meetings shall be scheduled, as necessary, to serve the membership of the M-H Section or in accordance with the M-H Section Constitution.

**8.1.2 Quorum at Section Meeting.** Fifteen (15) Subscribing Members shall constitute a quorum for transacting business at a meeting of the M-H Section.

**8.2 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.

**8.3 Parliamentary Authority.** All business meetings of the M-H Section 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 Constitution and Bylaws of the M-H Section or the Society's governing documents.

## **Article 9: Subsidiary Organizations and Committees**

### **9.1 Subsidiary Organizations.**

**9.1.1 Types of Subsidiary Organizations.** Subsidiary organizations may be, but are not limited to, Branches, 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.

**9.1.2 Formation.** Formation of subsidiary organizations shall be subject to the approval of the M-H Section Board of Directors and such other requirements as may be established by the Society. Formation of Branches shall also be subject to the approval of the Region Board of Governors. Bylaws of subsidiary organizations shall be approved by the Section Board before becoming effective.



**9.1.3 Branches.** Branches of the Section may be created. Procedures for creating a Branch shall be as follows:

**9.1.3.1 Proposal.** A new Branch may be proposed by submission of a written proposal to the Section Board of Directors with the name, objective, officers, and brief comments on how the new Branch will be of advantage to members in the area.

**9.1.3.2 Petition.** The written proposal, along with a petition containing a minimum of fifteen (15) signatures of Subscribing Members residing in the area shall be submitted to the Section Board of Directors for approval.

**9.1.3.3 Membership.** A proposed Branch area shall contain a minimum potential of thirty (30) members of the Society.

**9.1.3.4 Boundaries.** A proposed Branch must have distinct boundaries by Zip Codes and/or Counties stated in the petition.

**9.1.3.5 Region Approval.** Upon M-H Section Board of Directors' approval, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

**9.1.4 Technical Groups and Institutes.** Technical Groups or local Institute Chapters shall be created in accordance with the following requirements:

**9.1.4.1 Proposal.** A new Technical Group or local Institute Chapter shall be proposed by submission of a written proposal to the M-H Section Board of Directors with the name, objectives, officers, and brief comments on how the new Technical Group or local Institute Chapter will be of advantage to members in the area.

**9.1.4.2 Membership.** Not less than ten (10) Subscribing Members of the M-H Section may form a Technical Group or Institute Chapter.

**9.1.4.3 Approval.** Approval must be obtained from the M-H Section Board of Directors to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

**9.1.5 Other Subsidiary Organizations.** Other Subsidiary Organizations may be formed by the Section Board of Directors.

**9.1.6. Annual Budget.** Each Subsidiary Organization that keeps their finances separate from the M-H Section shall submit an annual budget and financial statement to the M-H Section Board of Directors.

**9.1.6.1. Tax Exempt Certification.** Each Subsidiary Organization shall use the tax exempt certificate and tax exempt number of the M-H Section.

**9.1.7 Annual Report.** Each Subsidiary Organization Chair shall submit an annual written report to the M-H Section Board of Directors on the activities and programs of the organization. This Annual Report, including a financial statement, if necessary, shall be suitable for incorporation into the M-H Section's Annual Report.

**9.1.8 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, or does not have five (5) Subscribing Members on its rolls for two (2) successive years, may be disbanded at the discretion of the M-H Section. Assets of a disbanded Subsidiary Organization shall be assumed by the M-H Section.

**9.2 Standing Committees.** The M-H Section shall have a Nominating Committee, Younger Member Committee and History & Heritage Committee. Unless otherwise specified, the members of these committees shall be appointed by the Section President at the beginning of the M-H Section President's term, and they shall serve a one (1) year term.

**9.2.1. Nominating Committee.** The Nominating Committee shall consist of not less than three (3) Subscribing Members who are not candidates for Section office and including the two (2) most recent active Past-Presidents of the M-H Section who are willing to serve, plus other duly selected members, appointed by the M-H Section Board of Directors.

**9.2.2 Younger Member Committee.** The Younger Member Committee shall consist of not less than one (1) Subscribing Member and shall serve to bring together the younger element of the Section and its Subsidiary Organizations for discussion of problems of mutual interest and to provide a training ground for future leaders.

**9.2.3 History & Heritage Committee.** The History and Heritage Committee shall consist of not less than one (1) Subscribing Member and shall originate and conduct programs relating to the history and heritage of the profession and shall promote local programs to create public and member understanding of civil engineering. Program areas include identification of landmarks, preparation of audiovisual materials, oral histories, books and sessions at conventions.

**9.3. Task Committees.** The President may appoint task committees as deemed necessary. The terms of Task Committee members shall end at the end of the term of the President.

## **Article 10: Administrative Provisions**

Not used.

## **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 Section Secretary, containing the text of the amendment, signed by not less than five (5) Subscribing Members of the Section.

**11.1.2** *Approval.* The proposed Bylaws amendment(s) shall be approved by not less than a three-fourths (3/4) majority of the Board of Directors and submitted to the Society for review and approval in accordance with Society procedures.

**11.1.3** *Notice and Adoption.* Upon approval by the Society, the proposed Bylaws amendment(s) may be adopted by a three-fourths (3/4) vote of the M-H Section Board of Directors present at a duly constituted Board meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the Section membership at least thirty (30) days in advance of the meeting.

## **MID-HUDSON BRANCH BYLAWS**

### **Article 1: General**

**1.1 Name.** The name of this organization shall be the Mid-Hudson Branch, of the Mohawk-Hudson Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the M-H Branch).

**1.2 Objective.** The objective of the M-H 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 M-H Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Mohawk-Hudson Section and with these Bylaws.

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

**2.1 Area.** The area of the M-H Branch shall be the New York State Counties of Delaware, Sullivan, Ulster, Dutchess, Putnam & Orange.

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

**2.3 Subscribing Members.** All members of the Society of all grades, who subscribe to the Bylaws of the M-H Branch, and who have paid the current dues of the Branch, shall be Subscribing Members of the Branch.

**2.3.1 Rights of Subscribing Members.** Only Subscribing Members of the Branch who meet the requirements of the Society's governing documents shall be eligible for election to M-H Branch office, or to vote in M-H Branch elections.

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

**3.1 Separation from Membership.** Members who cease to be members of the Mohawk-Hudson Section, for any reason, shall cease to be members of the M-H Branch.

### **Article 4: Dues**

**4.1 Branch Dues.** The annual dues for members of the M-H Branch shall be

established each year by the Board in an amount not to exceed ten percent (10%) of Society dues, payable in U.S currency in advance of January 1st.

## **Article 5: Management**

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

**5.2 Budget.** The M-H Branch activities shall be based on a budget proposed by the M-H Branch Board of Directors and approved by the Mohawk-Hudson Section Board of Directors.

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

**5.4 Duties of the Officers.** The duties of officers shall be those usual for such officers.

**5.5 Annual Report.** The Board of Directors shall oversee the preparation of the M-H Branch Annual Report, which shall be submitted to the Mohawk-Hudson Section in accordance with published requirements.

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

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

**6.2 Board of Directors.** The Board of Directors shall consist of the officers, the latest active resident Past-President, and the Chairs of Standing Branch committees and subsidiary organizations.

**6.3 Qualifications.** Qualifications for elected office in the Branch shall be the same as qualifications for Section office.

**6.4 Terms.** All officers, except the President, shall be elected for terms of one (1) year, which terms shall begin at the close of the Section Annual Meeting and continue until their successors are elected and assume the offices.

**6.4.1 Term of the President.** The term of office for the President shall be one (1) year. The President-elect shall succeed to the office of President at the close of the Section Annual Meeting.

**6.5 Vacancies.** 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 M-H Branch Board of Directors.

## **Article 7: Elections**

**7.1 Nominating Committee.** The Nominating Committee shall publish notice of open positions to the Branch membership at least forty-five (45) days prior to the election and set the date by which nominations must be received. The names of candidates for nomination shall be submitted to the Nominating Committee from within the Branch membership in a form prescribed by the Nominating Committee. No person shall be a candidate for more than one (1) office per election cycle. The Nominating Committee shall choose one (1) or more candidates for election to each office, except the office of President, and obtain the consent of each nominee to serve if elected. In addition, candidates may be nominated by written petition containing twenty-five (25) signatures of Subscribing Members. In a contested election, the Nominating Committee shall propose and the Board of Directors approve rules as applicable to ensure a fair contest.

**7.2 Ballots.** In a contested election, 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 M-H Branch at least twenty (20) days prior to the Section Annual Meeting. For an uncontested election, the Board of Directors will determine the procedures the Branch will follow during balloting.

**7.2.1 Tallying the Ballots.** Ballots returned to the Secretary up to the time of counting shall be opened and counted at the Annual Meeting by three (3) tellers appointed by the President from among the Subscribing Members (voting grade) of the Section. For each office the candidate receiving the highest number of votes cast shall be declared elected.

## **Article 8: Meetings**

**8.1 Membership Meetings.**

**8.1.1 Annual Meeting.** The Annual Meeting shall be held on such date and at such place as the Board of Directors designate.

**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 Frequency of Other Meetings.** In addition to the Annual Meeting, other meetings shall be held each year at regular intervals.

**8.1.4 Meeting Notice.** Notice of call for a M-H Branch meeting shall be sent to all Subscribing Members of the M-H Branch not less than days in advance of the meeting.

**8.1.5 Quorum at Branch Meetings.** At all meetings where business is transacted fifteen (15) Subscribing Members shall constitute a quorum.

## **8.2 Board of Directors Meetings**

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

**8.3 Parliamentary Authority.** All business meetings of the M-H 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 Bylaws of the M-H Branch, M-H 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 M-H 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, Technical Groups, and local Institute Chapters. 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 M-H Branch Board of Directors, the Mohawk-Hudson Section Board of Directors, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the M-H Branch and Mohawk-Hudson Section Boards of Directors before becoming effective.

**9.1.2. Process for Formation.** Subsidiary Organizations of the M-H Branch may be created. 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 M-H 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 M-H Branch Board of Directors, the proposal shall be forwarded to the Mohawk-Hudson Section Board of Directors for their review and approval.

**9.1.2.3** Following the approval of the Mohawk-Hudson Section Board of Directors, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the M-H Branch Board for the operation of the organization.

**9.1.2.4** Approval of the Subsidiary Organization Bylaws by the M-H Branch and Mohawk-Hudson 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 M-H Branch Board of Directors for approval.

**9.1.4** *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 M-H Branch's Annual Report to the Mohawk-Hudson Section.

**9.1.5** *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, or does not have five (5) Subscribing Members on its rolls for two (2) successive years, may be disbanded at the discretion of the M-H Branch. Assets of a disbanded Subsidiary Organization shall be assumed by the M-H Branch.

## **9.2** *Committees*

**9.2.1** *Standing Committees.* The Branch shall have a Nominating Committee

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

**9.2.1.3** *Terms of Standing Committee Members.* Unless otherwise specified, the members of committees shall be appointed by the M-H



Branch President at the beginning of the Branch President's term, and shall serve a one (1) year term.

**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 M-H Branch President.

## **Article 10: Administrative Provisions**

**10.1 Proper Use of Section Resources.** No part of the net earnings of the M-H Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the M-H 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 M-H Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the M-H 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 M-H 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 Section shall be distributed to such organization or organizations organized 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 M-H 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 M-H Branch Board of Directors and submitted to the Mohawk-Hudson Section Board of Directors for review and approval.

**11.1.3 Notice of Adoption.** Upon approval by the Mohawk-Hudson Section Board of Directors, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the M-H Branch Board of Directors present at a duly constituted Board meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the M-H Branch membership at least thirty (30) days in advance of the meeting.