



HOUSTON BRANCH BYLAWS

Article 1: General

1.0 Name. The name of this organization shall be the Houston Branch, of the Texas Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the "Branch").

1.1 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").

1.2 Authority. The actions of the Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Texas Section (hereinafter referred to as the "Section").

Article 2: Area and Membership

2.0 Area. The area of the Houston Branch shall be the counties of Harris, Chambers, Liberty, Galveston, Colorado, Austin, Wharton, Waller, Jackson, Montgomery, Matagorda, Brazoria, and Fort Bend.

2.1 Assigned Members. All members of the Society of all grades, whose addresses of record are within the boundaries of the Branch, as defined by the Society, shall be Assigned Members of the Branch.

2.2 Subscribing Members. All members of the Society of all grades, who subscribe to the Bylaws of the Branch, and who have paid the current dues of the Branch, shall be Subscribing Members of the Branch.

2.2.1 Rights of Subscribing Members. Only Subscribing Members of the Branch shall be eligible for election to Branch office, or to vote in Branch elections.

Article 3: Separation from Membership

3.0 Separation from Membership. Members who cease to be members of the Section, for any reason, shall cease to be members of the Branch.

Article 4: Dues

4.0 Branch Dues. The annual dues for members of the Houston Branch shall be ten (10) dollars payable in U.S currency by January 1.

4.1 Section Dues. The annual dues for members of the Texas Section-ASCE shall be as set forth in the Bylaws of the Texas Section.

Article 5: Management

5.0 Board of Directors. The governing body of the Branch shall be a Board of Directors (hereinafter the "Board"). The Board 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's governing documents, subject to the control of the Section.

5.1 Budget. The Branch activities shall be based on a budget proposed by the Branch Board and approved by the Branch Board.

5.2 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, and communicating with the Section.

5.3 Duties of the Officers. The duties of officers shall be those usual for such officers. These duties are further defined within the Branch Rules of Operation.

5.4 Duties of the Section Director. The duties of the Texas Section Director from the Branch shall be to act as the primary interface with the Texas Section Board of Direction and the Branch. The Section Director is responsible for obtaining the views of Branch members on pertinent issues prior to Texas Section Board meetings, representing the members of the Branch in voting on actions of the Texas Section Board and reporting to the Branch on any actions taken by, and relevant discussions held by, the Texas Section Board.

5.5 Fiscal Year. The Fiscal Year of the Houston Branch shall commence on October 1.

5.6 Annual Report. The Board shall oversee the preparation of the Branch Annual Report, which shall be submitted to the Section/Society in accordance with published requirements.

Article 6: Officers and Directors

6.0 Officers. The officers of the Houston Branch shall be a President, a President-Elect, a Vice President Technical, a Vice President Administration, a Vice President Education, a Vice President Communication, a Branch

Director, a Secretary, a Treasurer, a Treasurer-Elect, and a Director to the Texas Section (Section Director).

6.1 *Board of Directors.* The Board of Directors shall consist of the officers, and the latest active resident Past-President.

6.2 *Terms.* All officers, except the President, Treasurer, and Texas Section Director from the Branch, shall be elected for terms of one (1) year, which shall begin at the close of the Branch's September Annual Meeting and continue until their successors are elected and assume the offices.

6.2.1 *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 Branch's September Annual Meeting after a term of one (1) year as President-Elect.

6.2.2 *Term of the Treasurer.* The term of office for the Treasurer shall be one (1) year. The Treasurer-Elect shall succeed to the office of Treasurer at the close of the Branch's September Annual Meeting after a term of one (1) year as Treasurer-Elect.

6.2.3 *Term of the Texas Section Director from the Branch.* The term of office for the Texas Section Director from the Houston Branch shall be two (2) years, which term shall begin at the close of the Branch September Annual Meeting. The Texas Section Director from the Houston Branch shall be elected in even years and shall have served previously on the Branch Board, preferably in the position of President.

6.3 *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 a Vice President, selected by the newly advanced President. Other vacancies shall be filled for the unexpired term by appointment by the Branch Board.

Article 7: Elections

7.0 *Nominating Committee.* The Nominating Committee shall choose one (1) or more candidates for election to each office, except the offices of President and Treasurer, and obtain the consent of each nominee to serve if elected. In addition, candidates may be nominated by written petition containing fifty (50) signatures of Subscribing Members. The Nominating Committee shall set the date by which nominations must be received. Preference will be given to candidates who have previously served on a committee of the Branch.

7.1 *Ballots.* The Branch 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) days prior to the Branch's Annual Meeting. Ballots may be offered electronically.

7.2 Tallying the Ballots. Ballots returned to the Branch Secretary up to the time of counting shall be tallied at a Branch Board Meeting prior to the Branch's Annual Meeting by three (3) tellers appointed by the Branch President. For each office the candidate receiving the highest number of votes cast shall be declared elected. In the event of a tie vote, the Board should determine the successful candidate from among those so tied.

Article 8: Meetings

8.0 Membership Meetings.

8.0.1 Annual Meeting. The Branch's Annual Meeting will be held in September prior to the close of the fiscal year at such place as the Board designates.

8.0.2 Other Meetings. Other meetings shall be called at the discretion of the Board, or by the President upon written request of at least ten (10) Subscribing Members.

8.0.3 Frequency of Other Meetings. In addition to the Annual Meeting, other meetings shall be held each year at regular intervals as set forth in the Branch Rules of Operation.

8.0.4 Meeting Notice. Notice of call for a Branch meeting shall be sent to all Assigned Members of the Branch not less than seven (7) calendar days in advance of the meeting.

8.1 Board of Directors Meetings

8.1.1 Quorum. A majority of the members of the Board shall constitute a quorum at any meeting of the Board.

8.2 Parliamentary Authority. All business meetings of the Branch and subsidiary organizations and meetings of the Board 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 Branch, Section Constitution and Bylaws, or the Society's governing documents.

Article 9: Subsidiary Organizations and Committees

9.0 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 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.

9.0.1. Formation. Formation of Subsidiary Organizations shall be subject to the approval of the Branch Board, the Section Board of Direction, and

such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the Houston Branch Board of Directors and Texas Section Board of Direction before becoming effective.

9.0.2. *Process for Formation.* Subsidiary Organizations of the Branch may be created. Procedures for creating a Subsidiary Organization shall be as follows:

9.0.2.1 A Subsidiary Organization shall be proposed by submission of a written proposal to the Branch Board 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. A Memorandum of Understanding between the parent Institute and the Branch (hereinafter the "MOU") shall be signed by the Presidents of these entities.

9.0.2.2 Following approval of the Branch Board, the proposal shall be forwarded to the Section Board of Direction for their review and approval. The MOU may be considered sufficient documentation of the proposal for the Section Board.

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

9.0.2.4 Approval of the Subsidiary Organization Bylaws by the Branch Board and Section Board shall be obtained to activate the Subsidiary Group. Approval must also be obtained from the appropriate Institute to activate an Institute Chapter.

9.0.3 *Budget.* Each Subsidiary Organization shall submit an annual budget and financial statement to the Branch for approval.

9.0.4 *Annual Report.* Each Subsidiary Organization President or Chair shall submit an annual written report to the Branch Board 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/Society.

9.0.5 *Level of Activity.* Each Subsidiary Organization shall hold a minimum of four (4) events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, shall be automatically disbanded. Assets of a disbanded Subsidiary Organization shall be assumed by the Branch.

9.1 *Committees*

9.1.1 *Standing Committees.* The Branch shall have a Nominating Committee, Technical Programs Committee, Newsletter Committee, Social Media Committee, Web Committee, Hospitality Committee, Student Chapters Committee, Continuing Education Committee, Engineer's Week Committee, Membership Committee, Honors Committee, Primary and Secondary Education Committee, Younger Members Committee, Government Relations Committee, and Historical Committee.

9.1.1.1 *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.

9.1.1.2 *All Other Standing Committees.* The composition and function of all other Standing Committees shall be as set forth in the Houston Branch Rules of Operation.

9.1.1.3 *Terms of Standing Committee Members.* Unless otherwise specified, the members of committees shall be appointed by the Branch President at the beginning of the Branch President's term, and shall serve a one (1) year term.

9.3.2 *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 Branch President.

Article 10: Administrative Provisions

10.0 *Proper Use of Branch Resources.* No part of the net earnings of the Houston Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Branch shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered in furtherance of the purposes set forth above.

10.1 *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.

10.2 *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.

10.3 *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 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 Texas Section-ASCE.

Article 11: Amendments

11.0 *Process.* These Bylaws may be amended only by the following procedure:

11.0.1 *Proposal.* An amendment to these Bylaws may be proposed by any member of the Board, 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.

11.0.2 *Approval.* The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Branch Board and submitted to the Texas Section Board of Direction for review and approval.

11.0.3 *Notice of Adoption.* Upon approval by the Section Board, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Branch Board 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 Branch membership at least thirty (30) days in advance of the meeting.