



**American Society of Civil Engineers
Mobile Branch, Alabama Section
BYLAWS**

Approved by the Alabama State Section March 2018
Updated October 2017
Original Constitution and Bylaws as Amended April 30, 1973

NOTE: *A Branch Constitution is not required since the Section Constitution governs.*

MOBILE BRANCH BYLAWS

Article 1: General

- 1.1 **Name.** The name of this organization shall be the Mobile Branch, of the Alabama Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the Mobile Branch).
- 1.2 **Objective.** The objective of the Mobile 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 Mobile Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Alabama Section and these Bylaws.

Article 2: Area and Membership

- 2.1 **Area.** The area of the Mobile Branch shall be the area within Mobile and Baldwin Counties, Alabama.
- 2.2 **Assigned Members.** All members of the Society of all grades, whose addresses of record are within the boundaries of the Mobile Branch, as defined by the Society, shall be Assigned Members of the Mobile Branch.
- 2.3 **Subscribing Members.** All members of the Society of all grades, who subscribe to the Bylaws of the Mobile 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 Mobile Branch office, or to vote in Mobile Branch elections.

Article 3: Separation from Membership

- 3.1 **Separation from Membership.** Members who cease to be members of the Alabama Section, for any reason, shall cease to be members of the Mobile Branch.

Article 4: Dues

- 4.1 **Branch Dues.** The annual dues for members of the Mobile Branch shall be an amount as the branch from time to time sets, except for those exempted in article 4.3.
- 4.2 **Payment of Dues.** Dues shall be payable annually on the first day of October and are in arrears after the first day of the following January. Any member whose dues are in arrears shall cease to have the rights and privileges of Subscribing Members of the Branch.
- 4.3 **Exemption from Dues.** Members exempt from the payment of dues in the Society as Life Members shall be exempt from the payment of dues in the Branch and shall exercise all rights and privileges of Subscribing Members of the Branch.

Article 5: Management

- 5.1** *Executive Committee.* The governing body of the Mobile Branch shall be an Executive Committee. The Executive Committee shall be responsible for the supervision, control and direction of the Mobile Branch, and shall manage the affairs of the Mobile Branch in accordance with the provisions of the Mobile Branch's governing documents, subject to the control of the Section.
- 5.2** *Budget.* The Mobile Branch activities shall be based on a budget proposed by the Mobile Branch Executive Committee.
- 5.3** *Duties of the Executive Committee.* Duties of the Executive Committee shall include management of the Branch, overseeing the various activities within the Mobile Branch, and communicating with the Section.
- 5.4** *Duties of the Officers.* The duties of officers shall be those usual for such officers as outlined below.
- 5.4.1** **President:** The President of the Branch shall have general supervision over the affairs of the Branch; shall preside at meetings of the Branch and Executive Committee; shall be chairperson of the Executive Committee; and an ex officio member of all committees.
- 5.4.2** **Vice President:** The Vice President, in the absence of the President, shall discharge the duties of the President. The Vice President shall be responsible for scheduling technical programs and acquiring speakers.
- 5.4.3** **Treasurer:** The Treasurer of the Branch shall have charge of the books of account and records of the Branch; shall be responsible for the collection of all dues; shall submit the annual Internal Revenue Service reports to the Alabama Section, and shall conduct the transfer of funds to and from the Branch bank accounts under the direction of the Executive Committee.
- 5.4.4** **Secretary:** The Secretary of the Branch shall be responsible for the notification and organization of all Branch meetings and special events; shall be responsible for the creation and distribution of the Branch newsletter; shall record the proceedings of all Branch and Executive Committee Meetings; and shall prepare an annual report to the Alabama Section.
- 5.4.5** **Director:** The Director of the Branch shall represent the Branch on the Board of Directors of the Alabama Section as consistent with the Constitution and Bylaws of the Alabama Section
- 5.5** *Annual Report.* The Executive Committee shall oversee the preparation of the Mobile Branch Annual Report, which shall be submitted to the Alabama Section in accordance with published requirements.

Article 6: Officers and Directors

- 6.1** *Officers.* The officers of the Mobile Branch shall be a President, a Vice President, a Treasurer, and a Secretary. The Secretary and Treasurer may be the same person.
- 6.2** *Director.* The Mobile Branch shall elect a Past-President to serve as its Director to the Alabama Section.

- 6.3. *Executive Committee.*** The Executive Committee shall consist of the officers, the elected Director, the immediate Past-President, and the Chairs of Branch Standing Committees and subsidiary organizations.
- 6.4 *Qualifications.*** Qualifications for elected office in the Branch shall be the same as qualifications for Section office.
- 6.5 *Terms.*** A Secretary shall be elected at the Annual Meeting to take office at the beginning of the term. The Vice President shall be elevated to President, the Treasurer shall be elevated to Vice President, and the Secretary shall be elevated to Treasurer. Terms shall begin on October 1st and continue for one year.
- 6.5.1 *Director:*** The position of Director to the Alabama Section shall be elected at an Annual meeting to take office at the beginning of the term. The Term shall begin on October 1st and continue for two (2) years.
- 6.6 *Vacancies.*** A vacancy in the office of President shall be filled by the Vice President. In the event the Past President position becomes vacant, the latest active resident Past President available and willing to serve shall assume the position. Other vacancies shall be filled for the unexpired term by appointment by the Mobile Branch Executive Committee.

Article 7: Elections

- 7.1 *Nominating Committee.*** The Nominating Committee shall publish notice of open positions to the Branch membership at least two (2) months 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, and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing one signature of Subscribing Members. In a contested election, the Nominating Committee shall propose and the Executive Committee approve rules as applicable to ensure a fair contest.
- 7.2 *Ballots.*** In a contested election, the Secretary shall send a ballot 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 Branch at least twenty (20) days prior to the Election. For an uncontested election, the Executive Committee 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, or immediately prior to, the Election by three 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 Executive Committee designate.
- 8.1.2 *Other Meetings.* Other meetings shall be called at the discretion of the Executive Committee; 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 Mobile Branch meeting shall be sent to all Subscribing Members of the Mobile Branch not less than seven (7) days in advance of the meeting.
- 8.1.5 *Quorum at Branch Meetings.* At all meetings where business is transacted ten (10) Subscribing Members shall constitute a quorum.

8.2 *Executive Committee Meetings*

- 8.2.1 *Quorum.* A majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee.

- 8.3 *Parliamentary Authority.* All business meetings of the Mobile Branch and subsidiary organizations and meetings of the Executive Committee 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 Mobile Branch, Alabama 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 these Bylaws. Subsidiary organizations may be, but are not limited to, Younger Member Forums/Groups and Technical Groups/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 Mobile Branch Executive Committee, the Alabama Section Board of Directors, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the Mobile Branch and Alabama Section Boards of Directors before becoming effective.
 - 9.1.2 *Process for Formation.* 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 Mobile Branch Executive Committee 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 Mobile Branch Executive Committee, the proposal shall be forwarded to the Alabama Section Board of Directors for their review and approval.
- 9.1.2.3** Following the approval of the Alabama Section Board of Directors, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the Mobile Branch Executive Committee for the operation of the organization.
- 9.1.2.4** Approval of the Subsidiary Organization Bylaws by the Mobile Branch Executive Committee and Alabama 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.
- 9.1.3** *Budget.* Each Subsidiary Organization shall submit an annual budget and financial statement to the Mobile Branch Executive Committee for approval.
- 9.1.4** *Annual Report.* Each Subsidiary Organization President or Chair shall submit an annual written report to the Executive Committee on the activities and programs of the organization. This Annual Report, shall be suitable for incorporation into the Mobile Branch's Annual Report to the Alabama Section.
- 9.1.5** *Level of Activity.* Each Subsidiary Organization shall hold a minimum of one (1) event per year.
- 9.1.6** *Dissolution.* Assets of a disbanded Subsidiary Organization shall be assumed by the Mobile 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) nor more than seven (7) members including the most recent active Past-President of the Mobile Branch who is willing to serve, plus other duly selected members, appointed by the Mobile Branch Executive Committee. All members shall be Subscribing Members of the Branch and voting members of the Society.
 - 9.2.1.2** *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.
- 9.2.2** *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 Mobile Branch President.

Article 10: Administrative Provisions

- 10.1 *Proper Use of Branch Resources.*** No part of the net earnings of the Mobile Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Mobile 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 Mobile Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the Mobile 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 Mobile 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 Mobile Branch, Alabama 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 Mobile Branch, Alabama 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 Mobile Branch entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Mobile Branch entity.
- 10.4 *Distribution of Branch Assets.*** Upon dissolution of the Mobile 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 Executive Committee shall determine, and in the absence of such designation they shall be conveyed to the Alabama Section or 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 Executive Committee, or by a written petition submitted to the Mobile 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 Mobile Branch Executive Committee and submitted to the Alabama Section Board of Directors for review and approval.
- 11.1.3 *Notice of Adoption.*** Upon approval by the Alabama Section Board of Directors, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Mobile Branch Executive Committee present at a duly constituted Executive Committee meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the Mobile Branch membership at least thirty (30) days in advance of the meeting.