

**CONSTITUTION OF THE BATON ROUGE BRANCH**

**ARTICLE I. NAME AND OBJECTIVE**

**SECTION 1.** The name of this organization shall be the Baton Rouge Branch, American Society of Civil Engineers.

**SECTION 2 .** The objective of the Baton Rouge Branch shall be the advancement of the science and profession of engineering, in a manner consistent with the objectives of the American Society of Civil Engineers.

**SECTION 3.** The headquarters of the Branch shall be at the address designated by the Branch Board of Directors.

**ARTICLE II. MEMBERSHIP**

**SECTION 1.** The membership of this Branch shall be restricted to persons who are members of the American Society of Civil Engineers in any grade.

**SECTION 2.** Should the membership in the American Society of Civil Engineers of any person cease for any cause, he shall at the same time cease to be a member of the Branch.

**ARTICLE III. DUES**

**SECTION 1.** Any member of the American Society of Civil Engineers may become a member of this Branch without payment of entrance fee.

**SECTION 2.** Any member whose dues are not paid as provided for by the Section shall cease to be a voting member of this Branch.

**ARTICLE IV. OFFICERS AND DIRECTORS**

**SECTION 1.** The officers of the Branch shall be a President, the most recent living Past-President continuing to be a member of the Branch, a President-Elect, a Vice-President, a Secretary-Treasurer, and three Directors.

**SECTION 2.** The President, the President-Elect, the Vice-President, the Secretary-Treasurer , the latest living Past-President continuing to be a member of the Branch, and the three Directors shall constitute the Board of Directors in which the government of the Branch shall be vested. The President-Elect, the Vice-President, the Secretary-Treasurer, and the three Directors shall be elected from the membership of the Branch.

**SECTION 3.** The terms of office of the officers shall be as follows:

The President	One Year
The President-Elect	One Year
Vice-President	One Year
The Secretary-Treasurer	One Year
The Past-President	As per Section 2 of this article
Directors	One Year

A term of office shall begin at the close of the September meeting of the Branch and shall continue until a successor qualifies.

**SECTION 4.** The President-Elect shall assume the office of President at the conclusion of his term as President-Elect.

**SECTION 5.** A vacancy occurring in an elective office of the Branch during the term of an officer shall be filled for the unexpired term as follows:

*(a) President.* By the President-Elect, in which case the President-Elect will serve as President for the following term.

*(b) President-Elect.* Should the office of President-Elect become vacant for any reason except as stated in (a) herein, the vacancy shall be filled by nomination and special election as provided for in the By-Laws of the Branch.

*(c) Vice-President.* By appointment of the Board of Directors.

*(d) Secretary-Treasurer.* By appointment of the Board of Directors.

*(e) The Directors.* By appointment of the Board of Directors.

**SECTION 6.** The President and the President-Elect shall be ineligible for re-election. The Vice President and Secretary-Treasurer of the Branch shall be ineligible for re-election to the same office until at least one full term shall have elapsed after the end of their respective terms. All Directors may be elected or appointed to the same position without term limitations.

#### **ARTICLE V. MEETINGS**

**SECTION 1.** General meetings of the Branch shall be held at such time and place as may be designated by the Board of Directors. At these meetings, the business of the Branch shall be transacted.

**SECTION 2.** Special meetings may be called by the President at any time; however, no business shall be transacted therein except as stated in the meeting notice.

**SECTION 3.** At the August meeting the election of officers for the ensuing year shall be held.

**SECTION 4.** An annual meeting of the Branch shall be held during the month of September of each year.

**SECTION 5.** Written notice of the meeting shall be mailed, or emailed to each member or posted on the Official Branch Website at least five days preceding the date of the meeting.

#### **ARTICLE VI. COMMITTEES**

**SECTION 1.** The President, with the approval of the Board of Directors, shall have the authority to appoint such Standing and Special Committees as are required to further the objectives of the Branch.

#### **ARTICLE VII. AMENDMENTS**

**SECTION 1.** This Constitution may be amended only by a vote of the members of the Branch by letter ballot, or an electronic ballot, provided such amendment shall have previously received the approval of the Board of Directors of the Baton Rouge Branch and the Louisiana Section.

**SECTION 2.** An affirmative vote of two-thirds of all ballots cast shall be necessary for the adoption of any amendment.

#### **ARTICLE VIII. BY-LAWS**

**SECTION 1.** The Board of Directors from time to time shall adopt By-Laws under which the affairs of the Branch shall be governed within the provisions of this Constitution, subject to the approval of the Louisiana Section.

## **BY-LAWS OF THE BATON ROUGE BRANCH**

### **ARTICLE I. MEMBERSHIP AND GEOGRAPHIC AREA**

**SECTION 1.** All members of ASCE whose addresses lie within the geographical boundaries of the Baton Rouge Branch are *Assigned* Members of the Branch. All members of ASCE subscribing to the Constitution and By-Laws of the Louisiana Section as evidenced by the payment of current dues to the Section are Subscribing Members of the Branch. The membership shall be restricted, as provided in the Constitution, to members in any grade of the American Society of Civil Engineers.

### **ARTICLE II. MEETINGS**

**SECTION 1.** For all meetings, a quorum shall consist of those members in attendance.

**SECTION 2.** Except as provided in the Constitution and in these By-Laws, meetings shall be conducted as provided in Robert's Rules of Order.

### **ARTICLE III. OFFICERS AND DIRECTORS OF THE SECTION**

**SECTION 1.** The members of the Board of Directors shall be members of the Branch in good standing, subject to the following eligibility and restrictive requirements for holding of office:

- (a) An individual must have served at least one year on the Board of Directors of the Branch to be elected President-Elect, Vice President or Secretary-Treasurer.

- SECTION 2.** Attendance of General Membership Meetings and Branch Board Meetings is the responsibility of each Branch Board Member.
- SECTION 3.** A Board member may be removed from office for poor attendance at Branch Board Meetings, for failure to perform the duties assigned to their office or a previously held office, or for other justifiable reasons. If, in the opinion of the Branch Board, a member of the Board should be removed from office, the Board shall direct the President (or President-Elect, in the case of removing the President) to advise that member that the Board will vote to remove said member at the next scheduled Board meeting. With an affirmative vote by two thirds of the Branch Board, the member shall be removed from the Branch Board, and his office declared vacant. Vacancies of the Section Board will be filled according to Article IV, Section 5 of the Constitution of the Baton Rouge Branch.
- SECTION 4.** A seated Board member that has been elected to another office, but not installed in that office, may be removed from the Board and barred from assuming that office, as described in Section 4.
- SECTION 5.** A Board member that has been removed from office will not be eligible for nomination to the Branch Board for Five (5) years.
- SECTION 6.** Poor attendance will be considered to be anyone missing two (2) consecutive meetings without providing satisfactory explanation to the Board.

#### **ARTICLE IV. MANAGEMENT**

- SECTION 1.** The Board of Directors shall manage the affairs of the Branch as provided by the Constitution and these By-Laws. The Board of Directors shall direct the investment and care of the funds of the Branch; establish the amount of dues; make appropriations for specific purposes; prepare a budget to limit fund expenditures; take measures to advance the interest of the Branch; approve or disapprove committees and activities thereof.
- SECTION 2.** The Board shall make an annual report to the Branch through the President at its annual meeting on the Official Branch Website. The report shall relate the general activities of the Branch for the term closed.
- SECTION 3.** The President shall call meetings, appoint committees and present their reports to the Branch, preside at meetings of the Branch and Board of Directors at which he may be present; and shall be an ex-officio member of all committees.

**SECTION 4.** The President-Elect shall perform the duties of the President in the absence of, or the disability of the President. The President-Elect shall also perform the duties of the Secretary-Treasurer in the absence of the Secretary-Treasurer.

**SECTION 5 .** The Vice-President of the Branch shall attend meetings of the Branch and of the Board of Directors.

**SECTION 6.** The Secretary-Treasurer of the Branch shall deposit funds in the name of the Branch. He shall present such records of account to the annual meeting of the Branch. He shall keep membership records, committee records, and such other records as may be deemed necessary by the Board of Directors. He shall receive for the Branch all bills of debit against the Branch and shall promptly pay such items of indebtedness. He shall notify the membership of meetings, handle essential correspondence for the Branch, and perform such other duties assigned to him by the Board of Directors. The Secretary-Treasurer of the Branch shall attend meetings of the Branch and of the Board of Directors and record proceedings of importance. He shall read the required reports and other documents, as designated, to Branch assemblies.

**SECTION 7.** The duties of the Directors shall be as designated by the President of the Branch.

**SECTION 8.** The actions of the Board of Directors shall be authoritative if, and only when, at least four members of the Board are present, which four shall form a quorum of the Board of Directors.

#### **ARTICLE V. ELECTION OF OFFICERS**

**SECTION 1.** The election of officers shall be held at the September Annual meeting.

**SECTION 2.** Recommendations for nominations for office shall be made by a committee consisting of the three latest living and resident past Presidents of the Branch. Branch The President shall charge them with their duty at least one month before the August meeting. In reaching its recommendations, the Nominating Committee shall consider each nominee's ability to attend the meetings of the Board. The recommendations of the Nominating Committee shall be presented to the membership during its August meeting. At the same time, the Past-President or presiding officer shall invite nominations from the floor. When nominations have been received and closed, all nominations for each office shall be voted separately. The nominee receiving the majority of the votes cast shall be declared elected. If there are more than two candidates, and if no nominee procures a majority, the two candidates receiving the highest number of votes shall be declared the only candidates, and a new vote for the office shall be taken. The candidate then receiving a majority of the votes shall be declared elected.