



## DENVER BRANCH OF THE COLORADO SECTION BYLAWS

### ARTICLE 1. GENERAL

**1.1 Name.** The name of this organization shall be the Denver Branch (hereinafter referred to as the “Branch”) of the Colorado Section (hereinafter referred to as the “Section”), American Society of Civil Engineers (ASCE)

**1.2 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”).

**1.3 Authority.** The actions of the Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Colorado Section.

### ARTICLE 2. AREA AND MEMBERSHIP

**2.1 Area.** The area of the Branch shall be the counties of Arapahoe, Broomfield, Denver, Douglas, Elbert, Jefferson, and the westerly half of Adams in the state of Colorado.

**2.2 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.

**2.3 Subscribing Members.** All members of the Society of all grades, who subscribe to the Bylaws of the Branch, 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 in good standing, in a voting grade of membership as defined by the Society, shall be eligible to hold 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 Annual Dues.** The Annual Dues for members of the Branch shall be twenty-five (\$25) dollars payable in U.S. currency by January 1.

#### **ARTICLE 5. MANAGEMENT**

**5.1 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 governing documents, subject to the control of the Section.

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

**5.3 Duties of the Board of Directors.** Duties of the Board shall include: management of the Branch, overseeing the various activities within the 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 shall oversee the preparation of the Branch Annual Report, which shall be submitted to the Section in accordance with published requirements.

#### **ARTICLE 6. OFFICERS AND DIRECTORS**

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

**6.2 Board of Directors.** The Board of Directors shall consist of the Officers, the immediate Past President eligible and willing to serve, and the Chairs of Standing Branch Committees and Subsidiary Organizations.

**6.3 Terms.** All Officers, except the President and the Treasurer, shall be elected for terms of one (1) year, which shall begin at the close of the Section Annual Meeting and

continue until their successors are elected and assume the offices.

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

**6.3.2 Term of the Treasurer.** The Treasurer shall be elected for a term of two (2) years.

**6.4 Vacancies.** A vacancy in the office of President shall be filled by the Vice-President. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.

## ARTICLE 7. ELECTIONS

**7.1 Nominating Committee.** 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 Candidate to serve if elected. In addition, Candidates may be nominated by written petition containing fifteen (15) signatures of Subscribing Members. The Nominating Committee shall set the date by which nominations must be received.

**7.2 Ballots.** The Secretary shall send a ballot, containing a list of all Nominees, Petition Nominees, and a space for a write-in vote for another Nominee for each office, to each Subscribing Member of the Branch at least twenty (20) days prior to the Section Annual Meeting.

**7.3 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. For each office, the Nominee 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 designates.

**8.1.2 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.

**8.1.3 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 Branch meeting shall be sent to all Subscribing Members of the Branch not less than ten (10) 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 shall constitute a quorum at any meeting of the Board.

**8.3 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**

**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

**9.1.1 Formation.** Formation of Subsidiary Organizations shall be subject to the approval of the Branch Board, the Section Board, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the Branch and Section Boards before becoming effective.

**9.1.2 Process for Formation.** Subsidiary Organizations of the 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 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.

**9.1.2.2** Following approval of the Branch Board, the proposal shall be forwarded to the Section Board for their review and approval.

**9.1.2.3** 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.

**9.1.2.4** Approval of the Subsidiary Organization Bylaws by the Branch 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.

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

**9.1.4 *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.

**9.1.5 *Level of Activity.*** Each Subsidiary Organization shall hold a minimum of two (2) events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have Subscribing Members on its rolls for two (2) successive years, may be disbanded by the Section. Assets of a disbanded Subsidiary Organization shall be assumed by the Branch.

## **9.2 *Committees.***

**9.2.1 *Standing Committees.*** The Branch shall have the following Standing Committees: Program, Membership, and the Younger Member Group. The Branch may elect to create the following Committees: Nominating, Funding, Educational Outreach, History and Heritage, Awards, and Publicity.

**9.2.1.1 *Program Committee.*** The Program Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall coordinate the activities associated with Branch meetings, including, but not limited to, scheduling of programs and speakers, and contracting for meeting locations and catering

**9.2.1.2 *Membership Committee.*** The Membership Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall manage the membership database through National, shall provide addresses (email or mailing) to the Public Relations

Committee for meeting notices, ballots, or other notices, and provide name tags for the general meetings as needed.

**9.2.1.3 Younger Member Group.** The Younger Member Group shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall be the liaison between recent graduates and other young professionals new to the field to provide technical information, community outreach events, and networking opportunities with other Younger Members of the Branch and Section. The committee shall also be the liaison between Colorado School of Mines (CSM), Metropolitan State University (MSU), University of Colorado, Denver (CU Denver), University of Colorado, Boulder (CU Boulder) and the branch to ensure a cooperative union of Branch and Student Chapter objectives and goals.

**9.2.1.4 Nominating Committee.** The Nominating Committee shall consist of not less than two (2) members, including the Past-President, who will serve as Chair.

**9.2.1.5 Public Relations Committee.** The Public Relations Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall, through coordination with local media outlets and approved social media platforms, advertise Branch meetings and otherwise promote Branch activities to the public.

**9.2.1.6 Educational Outreach Committee.** The Educational Outreach Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall initiate and coordinate Branch activities in promoting Civil Engineering to K-12 students in school districts within Branch boundaries.

**9.2.1.7 History and Heritage Committee.** The History and Heritage Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall maintain the historical documents of the Branch, and otherwise coordinate activities associated with the History and Heritage of the Branch, ASCE, and Civil Engineering.

**9.2.1.8 Awards Committee.** The Awards Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall manage Life-time member awards within ASCE and coordinate other award submissions and appropriate recognition for receipt of other awards by or for the Branch or members of the Branch.

**9.2.1.9 Publicity Committee.** The Publicity Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall manage all activities associated with publication of the Branch newsletter, and notification or publication of meeting and program announcements.

**9.2.1.10 Funding Committee.** The Funding Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall initiate and coordinate fundraising activities for the Branch.

**9.2.2 Terms of Standing Committee Members.** Unless otherwise specified, the members of committees shall be approved by the Branch President, for a one (1) year term. The term shall commence at the beginning of the Branch President's term.

**9.2.3 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

**10.1 Proper Use of Branch Resources.** No part of the net earnings of the 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.

**10.2 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.

**10.3 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 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, 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.

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

**11.1.3 Notice of Adoption.** Upon approval by the 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.

*\*NOTE: The proposed amendment is first approved by the Branch Board for submission to the Section, and is then adopted by the Branch Board after Section approval and notice to the Branch membership.*