



Nashville Branch Bylaws

Article I: Name and Object

Section 1. The name of this organization shall be American Society of Civil Engineers, Tennessee Section, Nashville Branch (hereinafter referred to as the Nashville Branch).

Section 2. The objective of the Nashville 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.

Section 3. The actions of the Nashville Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Tennessee Section.

Article II: Area and Membership

Section 1. The area of the Nashville Branch shall be the Counties of Middle Tennessee as defined by the Tennessee Section.

Section 2. All members of the American Society of Civil Engineers of all grades, who subscribe to the Bylaws of the Nashville Branch and who have satisfied current dues requirements of the Section and Branch, and who are residents in the Branch area, shall be Subscribing Members of the Branch. All other members of the American Society of Civil Engineers 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.

Article III: Dues and Finances

Section 1. The Branch activities shall be financed by the Branch annual dues and an annual allocation of monies from the Section based on a budget proposed by the Branch and approved by the Section.

Section 2. There shall be no entrance fee.

Section 3. The annual dues for members of the Nashville Branch shall be collected as part of the Tennessee Section dues and distributed annually.

Article IV: Officers

Section 1. The officers of this Branch shall be President, President-Elect, Vice President, Secretary, Treasurer, and Past-President. The Board of Directors shall consist of the current officers and no more than five (5) active branch members approved by the officers, one of which will represent the interests of the Younger Member Group, which the government of the Branch shall be vested. The offices of the Secretary and the Treasurer may be combined into the office of the Secretary/Treasurer.

Section 2. The President-Elect and Vice-President shall be elected for terms of one year, which terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume the offices.

Section 3. Only subscribing members of the Branch shall be eligible for election to office.

Section 4. The term of office for the President shall be one year. The President-elect shall succeed to the office of President at the close of the Annual Meeting.

Section 5. The term of offices for the Secretary and Treasurer, Secretary/Treasurer shall be continuous until said Officer submits notice of resignation to the Board of Directors.

Section 6. In the event that a vacancy occurs in the Office of the President, the Board may choose to: (a) Have the President-Elect serve the remainder of the term and then their own succeeding term; or (b) Select a previous President to complete the term with the President-Elect succeeding in the normal manner. 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. Roles may be filled concurrently at the discretion of the Board.

Section 7. The duties of officers shall be those usual for such officers.

Section 8. The Board of Directors shall oversee the preparation of the Annual Report which shall be submitted to the Section in accordance with published requirements.

Section 9. At meetings of the Board of Directors, **six (6)** members shall constitute a quorum.

Article V:

Nomination and Election of Officers

Section 1. The Nominating Committee shall consist of not less than three members, including the two most recent active resident Past-Presidents of the Branch.

Section 2. The Nominating Committee shall choose one or more candidates for election to each office, except the office of President, and obtain the consent of each nominee to serve if elected.

Section 3. The Nominating Committee shall report the list of official nominees at the designated Branch meeting. Opportunities for write-in nominations for other candidates will be accepted.

Section 4. Contested elections shall be determined annually by a majority vote on ballots sent to all Branch members in good standing. For each office, the candidate receiving the highest number of votes cast shall be declared elected. Non-Contested elections may occur at the designated Branch Meeting. These elections shall be open and recorded by the Secretary, or Secretary/Treasurer.

Article VI: Meetings

Section 1. The Annual Meeting shall be held on such date and at such place as the Board of Directors designate. Other meetings shall be called at the discretion of the Board of Directors; or by the President upon written request of at least ten subscribing members.

Section 2. In addition to the Annual Meeting, eight (8) other meetings shall be held each year at regular intervals.

Section 3. At all meetings ten (10) subscribing members shall constitute a quorum.

Section 4. Notice of call for a Branch meeting shall be sent to all subscribing members of the Branch not less than five (5) days in advance of the meeting date.

Section 5. All business meetings of the Branch and of the Branch Board of Directors shall be governed by *Robert's Rules of Order, Newly Revised*, except as provided in these Bylaws.

Article VII: Committees

Section 1. The President each year shall appoint the following committees: **Younger Member Group Chairperson, PR/Historian, Service, Educational Outreach, Sports, Awards, Scholarship, Sustaining Membership.**

Section 2. The President shall appoint such other committees as are from time to time deemed necessary.

Article VIII: Amendments

Section 1. These Bylaws may be amended only by the following procedure: The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Board of Directors and approved by the Board of Directors of the Tennessee Section (boundary changes would also be subject to the approval of the Council of Vice Presidents for review and approval before being voted upon.) Upon Section Board of Directors and if required, Council of Vice Presidents approval, the proposed Bylaws amendment(s) shall be distributed to the subscribing membership. The proposed amendment shall be voted upon by those subscribing members in attendance at a business meeting provided that written notice of the proposed amendment shall have been given to the membership along with the meeting notice. To become effective, the proposed Bylaws amendments shall receive an affirmative vote of a majority of subscribing members voting. When a meeting is not possible, a mail-ballot option may be utilized. To become effective, the proposed Bylaws amendments shall receive a majority vote of returned mail ballots, provided the proposed change has been sent in writing to the members thirty (30) days prior to the ballot deadline.

Article IX: Miscellaneous Provisions

Section 1. No part of the net earnings of the Branch shall inure to the benefit of any private shareholder or individual and 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.

Section 2. Upon dissolution of the Branch, the assets remaining after the payment of the debts of the Branch shall be distributed to the American Society of Civil Engineers Tennessee Section.