



**Palm Beach Branch of the Florida Section,
American Society of Civil Engineers**

**BYLAWS
April 24, 2017**

Article 1: General

- 1.1** The name of this organization shall be the Palm Beach Branch of the Florida Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the Palm Beach Branch).
- 1.2** The purpose of the Palm Beach Branch in accordance with the Florida Section, American Society of Civil Engineers (hereinafter referred to as the Florida Section) shall be the advancement of civil engineering knowledge and practice, the cultivation of friendly relations with all engineers, the maintenance of high professional standards, and the cooperation with other engineering societies with the view to promoting the general welfare of the engineering profession and the American Society of Civil Engineers (hereinafter referred to as the Society).
- 1.3** The actions of the Palm Beach Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Florida Section.

Article 2: Area and Membership

- 2.1** *Area.* The area included in the Palm Beach Branch shall be comprised of Palm Beach County, as designated by the Florida Section.
- 2.2** *Assigned Members.* All members of the Society, of all grades, whose addresses of record are within the boundaries of the Palm Beach Branch, as defined by the Society, shall be Assigned Members of the Palm Beach Branch.
- 2.3** *Subscribing Members.* All members of the Society, of all grades, who subscribe to the Bylaws of the Palm Beach Branch, and who have paid the current dues of the Palm Beach Branch, shall be Subscribing Members of the Palm Beach Branch.
- 2.3.1** *Rights of Subscribing Members.* Only Subscribing Members of the Palm Beach Branch in a voting grade of membership as defined by the Society shall be eligible to hold Palm Beach Branch office, or to vote in Palm Beach Branch elections.

Article 3: Separation of Membership

3.1 *Separation of Membership.* Members who cease to be members of the Florida Section, for any reason, shall cease to be members of the Palm Beach Branch.

Article 4: Dues

4.1 *Branch Dues.* The annual dues for members of the Palm Beach Branch shall be established by a favorable vote of a majority of the eligible voters present at a meeting designated for this purpose by prior written notice to all members, and such amount shall remain fixed until changed in accordance with provisions of this article; provided, however, that once the amount is fixed for any membership year, no change may be made effective during that year.

4.2 *Fiscal Year.* Annual dues shall be for the fiscal year January 1st through December 31st, and shall be payable and collected as determined by the Florida Section.

4.3 *Branch Activities.* Branch activities shall be financed by Palm Beach Branch dues, Florida Section allocations, funds generated from seminars, workshops, and other appropriate sources.

4.4 *Exemptions.* Palm Beach Branch members who are exempt from payment of dues in the Society, such as Life Members, shall be exempt from payment of dues in the Branch.

Article 5: Management

5.1 *Board of Directors.* The governing body of the Palm Beach Branch shall be a Board of Directors. The Board shall be responsible for the supervision, control and direction of the Palm Beach Branch, and shall manage the affairs of the Palm Beach Branch in accordance with the provisions of the Palm Beach Branch's governing documents, subject to the control of the Florida Section.

5.2 *Duties of the Board of Directors.* Duties of the Board of Directors shall include management of the Palm Beach Branch, the responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the Palm Beach Branch, and communicating with the Directors of the Florida Section.

5.3 *Annual Report and Financial Report.* The Treasurer shall oversee the preparation of the Palm Beach Branch Annual Report and the Financial Report, which shall be submitted to the Florida Section in accordance with published requirements.

Article 6: Officers and Directors

6.1 *Officers.* The officers of the Palm Beach Branch shall be a Past President, a President, a Vice President, a Treasurer, and a Secretary, who are installed at the October General Membership Meeting.

6.2 *Board of Directors.* The Board of Directors shall consist of the five (5) Officers.

6.3 *Terms.* All officers except for the office of Secretary shall be appointed for terms of one

(1) year. The Secretary shall be elected by vote of the eligible Subscribing Members and shall serve a term of one year. The terms for all officers shall begin on October 1st and continue until their successors assume the offices.

6.3.1 *Term of Succession.* The Officer positions shall be filled by rotation, with the incoming officer serving as Secretary, followed by Treasurer, Vice President, President, and Past President. The Officers shall succeed to the subsequent office on October 1st.

6.4 *Vacancies.* A vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term. A vacancy in the office of Vice President may be filled by the Treasurer, or by appointment by the Board of Directors with preference given in that order. A vacancy in the office of Past President shall be filled by the most recent Past President eligible and willing to serve. 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 the office of Secretary, and obtain the consent of each nominee to serve if elected. In addition, candidates may be nominated by written petition containing two (2) signatures of Subscribing Members. The Nominating Committee shall set the date by which nominations must be received.

7.2 *Ballots.* The President shall send an electronic ballot, containing a list of all Nominees for the office of Secretary, to each Subscribing Member of the Branch at least seven (7) days prior to the September meeting.

7.3 *Tallying the Ballots.* Ballots returned to the President up to the time of counting shall be opened and counted at the September Meeting by two (2) tellers appointed by the President. The Nominee receiving the highest number of votes cast shall be declared elected.

7.4 *Certifying the Results.* The names of all officers shall be sent to the Secretary of the Florida Section and to Society Headquarters immediately after the election by the Palm Beach Branch President.

7.5 *Minimum Officer Requirements.* The minimum requirements to be an officer on the Board are:

1. Bachelor's degree in civil or environmental engineering
2. Current member of ASCE
3. History of involvement with the ASCE Palm Beach Branch (e.g. attends lunch meetings, field trips or other social events; serves on one of the branch's committees)

Article 8: Meetings

8.1 *Membership Meetings.*

8.1.1 *Regular Meetings.* Monthly meetings of the membership shall be held on the second Tuesday of each month, or another date as designated by the Board of Directors. The meeting place is generally held in a consistent location, but may be changed as needed by the Board of Directors.

8.1.2 *Special Meetings.* Special meetings shall be called at the discretion of the Board

of Directors; or by the President upon written request of at least ten (10) Subscribing Members.

8.1.3 *Meeting Notice.* Notice of call for a Palm Beach Branch meeting shall be sent to all Subscribing Members of the Palm Beach Branch not less than seven (7) days in advance of the meeting.

8.1.4 *Quorum at Branch Meetings.* At all meetings where business is transacted ten (10) Subscribing Members shall constitute a quorum.

8.2 *Board of Directors Meetings.*

8.2.1 *Meetings of the Board of Directors.* The Board of Directors shall meet on a monthly basis at the prerogative of the President. At the beginning of the administrative year, the President shall select the tentative dates for all Board of Directors meetings for the year. It will be the responsibility of the President, prior to each Board of Directors Meeting, to notify those members and provide an agenda.

8.2.2 *Quorum at Board of Directors Meeting.* Official business may be conducted with a quorum consisting of a minimum of three (3) members of the Board of Directors.

8.3 *Parliamentary Authority.* All business meetings of the Palm Beach Branch and subsidiary organizations and meetings of the Board of Directors shall be governed by *Robert's Rules of Order, Newly Revised*, except where these rules are not applicable or are inconsistent with the Bylaws and governing documents of the Palm Beach Branch, the Constitution, Bylaws, and governing documents of the Florida Section or the Society's governing documents.

Article 9: Subsidiary Organizations and Committees

9.1 *Subsidiary Organizations.* Subsidiary organizations may be formed within the Palm Beach Branch, consistent with the purposes of the Florida Section and Palm Beach 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 Palm Beach Branch Board of Directors, the Florida Section Board of Directors, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the Palm Beach Branch and Florida Section Boards of Directors before becoming effective.

9.1.2 *Process for Formation.* Subsidiary Organizations of the Palm Beach 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 Board of Directors with the name, objectives, officers, and brief comments on how the Subsidiary Organization will be of advantage to members in the Palm Beach 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 Board of Directors, the proposal shall be forwarded to the Florida Section Board of Directors for their review and approval.

9.1.2.3 Following the approval of the Florida Section Board of Directors, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the Palm Beach Branch Board for the operation of the organization.

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

9.1.2.5 The Subsidiary Organization Chair shall be appointed by the President of the Palm Beach Branch, subject to the approval of the Branch Board of Directors.

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

9.1.4 *Annual Report.* Each Subsidiary Organization President or Chair shall submit an annual written report to the Branch Board of Directors on the activities and programs of the organization. This Annual Report, including a financial statement, shall be suitable for incorporation into the Palm Beach Branch's Annual Report to the Florida 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 ten (10) Subscribing Members on its rolls for two (2) successive years, may be disbanded by the Branch. Assets of a disbanded Subsidiary Organization shall be assumed by the Palm Beach Branch.

9.2 *Committees*

9.2.1 *Standing Committees.* The Palm Beach Branch shall have the following standing committees: Nominating, Scholarship Program, FAU Student Advisors, Community Outreach, K-12 Outreach, Social Media, and Younger Members.

9.2.1.1 *Nominating Committee.* The Nominating Committee shall be appointed by the President, and shall consist of not less than three (3) members, including the current President, unless the current President is running for re-election, and the two most recent active resident Past-Presidents of the Palm Beach Branch who are willing to serve, appointed by the Board of Directors. In the event of the current President running for re-election, the President may appoint another person in their place with the approval of the remainder of the Board.

9.2.1.2 *Scholarship Program Committee.* The Scholarship Program Committee shall be responsible for announcing and distributing scholarship applications to students, evaluating applications, and, based on fundraising efforts by the branch and input from the Board of

Directors of the Palm Beach Branch, shall grant scholarships to one (1) or more candidate(s).

9.2.1.3 *FAU ASCE Student Advisors Committee.* The FAU ASCE Student Advisors Committee shall be responsible for providing guidance to the FAU ASCE Student Chapter in the form of mentoring and graduation transition, advocate for the Student Chapter activities, and provide a liaison between the Chapter and Branch.

9.2.1.4 *Community Outreach Committee.* The Community Outreach Committee shall be responsible for providing public service opportunities for Branch Members. Such activities include, but are not limited to: Annual Bowl-a-Thon, Annual Food and Toy Drives, and additional community service efforts. Additionally, the Community Outreach Committee shall be responsible for any social activities for all Branch Members.

9.2.1.5 *K-12 Outreach Committee.* The K-12 Outreach Committee shall connect Branch Members with classrooms and/or schools throughout Palm Beach County, for the purpose of engineering education, science clubs, science fairs and competitions, and other outreach programs that may be offered throughout the school year.

9.2.1.6 *Social Media Committee.* The Social Media Committee shall be responsible for maintaining the Branch website, and posting events and announcements through social media outlets.

9.2.1.7 *Younger Members Committee.* The Younger Members Committee shall provide opportunities for social interactions and further learning opportunities in engineering to Branch Members 35-years-old and younger. Such activities may include, but are not limited to, site tours of facilities and/or construction sites, and social engagements.

9.2.2 *Terms of Standing Committee Members.* Unless otherwise specified, the Standing Committees shall consist of not less than one (1) nor more than ten (10) members who are appointed by the the Palm Beach Branch Board to serve a one (1) year term, and are eligible for reappointment.

9.2.3 *Task Committees.* The Palm Beach 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 Palm Beach Branch President who appointed the Task Committee.

Article 10: Administrative Provisions

10.1 *Proper Use of Palm Beach Branch Resources.* No part of the net earnings of the Palm Beach Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Palm Beach 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 Palm Beach Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the Palm Beach 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 Palm Beach 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 Palm Beach Branch, Florida 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 Palm Beach Branch, Florida 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 Palm Beach Branch entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Palm Beach Branch entity.

10.4 *Distribution of Branch Assets.* Upon dissolution of the Palm Beach Branch, the assets remaining after the payment of the debts of the Palm Beach 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 Palm Beach Branch Board of Directors shall determine, and in the absence of such designation they shall be conveyed to the Florida Section.

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 of Directors, or by a written petition submitted to the Palm Beach Branch Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Palm Beach Branch.

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

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

APPROVED: *Palm Beach Branch*

President: _____



Date: _____

August 14, 2017

APPROVED: *Florida Section*

President: _____

Date: _____