



## **Eastern Branch of the South Dakota Section**

### **BYLAWS**

**(adopted Nov. 2002)**

#### **Article I: Name and Objective**

**Section 1.** The name of this organization shall be the Eastern Branch of the South Dakota Section, American Society of Civil Engineers (hereinafter referred to as the "Eastern Branch").

**Section 2.** The objective of the Eastern 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 Eastern Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the South Dakota Section.

#### **Article II: Area and Membership**

**Section 1.** The membership of this Branch shall consist of all members of the South Dakota Section of the American Society of Civil Engineers, in any grade, allocated to this Branch by the South Dakota Section.

**Section 2.** All members of the American Society of Civil Engineers of all grades, who subscribe to the Bylaws of the Eastern Branch and who have satisfied current dues requirements of the Section and Branch, and who have been allocated to this Branch by the South Dakota Section, 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.** Subscribing members of the Eastern Branch shall pay the annual dues of the South Dakota Section. The Branch may assess dues as required with an affirmative simple majority vote of the subscribing members in attendance at a regular meeting following a minimum thirty (30) day notification to all subscribing members. Subscribing members who cannot be in attendance at the meeting may submit a written and signed proxy vote to the President or Secretary-Treasurer of the Branch, to be received at least five (5) days before the meeting. Email with proof of delivery or delivery by US Mail will be considered adequate notification of the membership of such action.

**Section 2.** 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 3.** There shall be no entrance fee.

#### **Article IV: Officers**

**Section 1.** The officers of this Branch shall be a President, a Vice President, and a Secretary-Treasurer, who with the latest active resident Past-President shall constitute a Board of Directors in which the government of the Branch shall be vested. The Vice President shall advance to the office of President upon the conclusion of the term of the current President.

**Section 2.** The terms of office of all officers of the Branch shall be for one year. The term of each officer shall begin the first day of October following the annual meeting at which such officer is elected, and shall continue for the period above named, or until a successor is duly elected. The president and vice-president shall be ineligible to succeed themselves. Officers of the South Dakota Section shall be ineligible to hold office in the Branch.

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

**Section 4.** A vacancy in any office shall be filled by election at the next regular meeting of the Branch.

**Section 5.** The duties of officers shall be those usual for such officers. The secretary-treasurer shall record the minutes of all regular meetings of the Branch and of the Board of Directors of the Branch. He/She shall receive all moneys belonging to the Branch and deposit the same with the bank or banks designated by the Board of Directors of the Branch. Disbursement of all authorized expenditures of the Branch shall be by check, and all checks shall be signed by the secretary-treasurer of the Branch.

**Section 6.** The secretary-treasurer shall submit an annual report of the financial operation of the Branch at the first meeting after October 1 each year. This report shall be audited and signed prior to this meeting by an auditing committee of two Active members appointed by the president. The fiscal year of the Branch shall be from September 1 to August 31.

**Section 7.** At meetings of the Board of Directors, three (3) 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 three 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. Nominations shall be presented at the April branch meeting, at which time election of officers shall take place. Further nominations may be made from the floor. Should more than two nominations be made on said nominees, the two receiving the highest number of votes for said office shall be voted on in the final ballot.

**Section 3.** When there are two or more nominations for office, election shall be by written ballot, a simple majority of votes cast by the subscribing members voting at the April branch meeting being sufficient for election to office.

#### **Article VI: Meetings**

**Section 1.** The Annual Meeting shall be held on such date and at such place as the Board of Directors designate.

**Section 2.** In addition to the Annual Meeting, monthly meetings shall be held each year from September through May, except for the month of December which shall be optional.

**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 seven (7) days in advance of the meeting date.

**Section 5.** The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Branch in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Branch may adopt.

## **Article VII: Committees**

**Section 1.** Upon an affirmative simple majority vote of the subscribing membership in attendance at a regular meeting of the Branch, committees may be organized as a subdivision or subsidiary organization of this Branch. The purpose of each committee shall be clearly stated in the motion before the membership. Each committee may develop and manage its own funding as allocated by the normal budget process of the Branch; however, all funds will remain with the secretary-treasurer and distributed in accordance with policy. Inactive or obsolete committees may be dissolved by the president with all remaining budgets reverting back to the Branch.

**Section 2.** Committee chairpersons shall be appointed by the president, unless the committee has its own bylaws which govern the election or appointment of its leaders.

## **Article VIII: Amendments**

**Section 1.** These Bylaws may be amended only by the following procedure:

- (a) The proposed Bylaws amendment(s) shall be approved by not less than a simple majority of the Board of Directors and approved by the Board of Directors of the South Dakota Section (boundary changes would also be subject to the approval of the Council of Vice Presidents for review and approval before being voted upon.)
- (b) 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 regular meeting of the Branch 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 simple majority of subscribing members voting.
- (c) When a meeting is not possible, a mail-ballot option may be utilized. To become effective, the proposed Bylaws amendments shall receive a simple 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 transfer to the personal 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 revert to the South Dakota Section and, in the absence of said South Dakota Section, they shall be conveyed to the American Society of Civil Engineers.

**Section 3.** These Bylaws (updated Nov. 2002) shall supercede any previous constitution and/or bylaws previously adopted for the Eastern Branch of the South Dakota Section. Governance of the Branch shall be in accordance with these Bylaws (updated Nov. 2002) together with the Constitution and Bylaws of the South Dakota Section, as adopted or as subsequently amended.