



NORTHWEST BRANCH BYLAWS

Article 1: General

1.1 Name. The name of this organization shall be the Branch, of the Arkansas Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the Northwest Branch).

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 Section and these Bylaws. If these Bylaws conflict with the Section Bylaws, the Section Bylaws take precedence.

Article 2: Area and Membership

2.1 Area. The area of the Branch shall include the following counties; Benton, Boone, Carroll, Crawford, Franklin, Madison, Newton, Sebastian, and Washington Counties.

2.2 Assigned Members. All members of the Society of all grades, whose addresses of record are within the boundaries of the Northwest Branch, as defined by the Society, shall be Assigned Members of the Northwest Branch.

2.3 Subscribing Members. All members of the Society of all grades, who subscribe to the Bylaws of the Branch, and 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 who meet the requirements of the Society's governing documents shall be eligible for election to the Northwest Branch office, or to vote in Northwest Branch elections.

Article 3: Separation from Membership

3.1 Separation from Membership. Members who cease to be members of the Arkansas Section, or ASCE parent organization for any reason, shall cease to be members of the Northwest Branch.

Article 4: Dues

4.1 Branch Dues. The annual dues for members of the Northwest Branch shall be set by the officers, subject to a majority vote. The annual dues shall be collected by January 1st.

Article 5: Management

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

5.2 Budget. The Northwest Branch activities shall be based on a budget proposed by the Branch Board of Directors and approved by the Arkansas Section Board of Directors.

5.3 Duties of the Board of Directors. Duties of the Board of Directors shall include management of the Northwest 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, or as assigned by the President of the Branch.

5.5 Annual Report. The Board of Directors shall oversee the preparation of the Northwest Branch Annual Report, which shall be submitted to the Arkansas Section in accordance with published requirements. This annual report shall be submitted at the end of every fiscal year as established by the Arkansas Section.

Article 6: Officers and Directors

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

6.2 Directors. The Past President shall be a Director.

6.3. Board of Directors. The Board of Directors shall consist of the officers, the Past-President, and subsidiary organization Presidents.

6.4 Qualifications. Qualifications for elected office in the Branch shall be the same as qualifications for Section office and be a member of the Branch.

6.5 Terms. Each year, a new Secretary will be elected to fill the vacancy provided by the succession of officers. Each officer shall succeed to the next highest position each year until they conclude as "Past President". The Secretary shall succeed to Treasurer, the Treasurer to Vice President, the Vice President to President, and President to Past President.

6.5.1 Term of the President. The term of office for the President shall be one (1) year. The President-elect shall succeed to the office of President at the close of the Section Annual Meeting. At the conclusion of the term as President of the Branch, the President becomes the Past President for a term of one (1) year.

6.6 Vacancies. A vacancy in the office of President shall be filled by the President-elect. A vacancy in the office of President-elect shall be filled by (the Vice President if there is one or other designated officer). In the event the Past President position becomes vacant, the latest active resident Past President available and willing to serve shall assume the position. Other vacancies shall be filled for the unexpired term by a majority vote of the Northwest Branch Officers.

Article 7: Officer Duties

7.1 President

The President is the leader of the Branch and the manager of the Branch affairs. As a leader he or she is to motivate fellow officers and members so that they may perform their respective duties with diligence, initiative and responsibility. As a manager, he or she must delegate to each officer the authority of his or her respective position and ensure that he or she accepts and performs the responsibilities of that position to enhance progress.

7.1.1 Typical Duties

- Preside at each Branch meeting by following a prepared agenda.
- Carefully staff the organization's committees by appointing responsible chairpersons prior to installation and shall announce said appointees upon installation.
- Be prepared to make all major decisions of Branch affairs that do not require voting by the Branch members.
- Call all special meetings including a weekly joint meeting of officers and committee chairpersons.
- Maintain close contact with the Section Officers.
- Set an example of professionalism as well as sociability.
- Approve or disapprove Branch expenditures.

7.2 Vice-President

The Vice-President shall perform the duties of the President in the absence of that officer and/or at the incapability or request to perform those duties delegated.

7.2.1 Typical Duties

- Coordinate the Branch committees.
- Call periodic committees meetings to review their progress and performance.
- Accompany the President in representing the Branch at ASCE functions whenever possible.

7.3 Secretary

The Recording Secretary is the custodian of the Student Chapter records. The duties of this office require organization and neatness.

7.3.1 Typical Duties

- Maintain a complete up-to-date file of Branch records concerning every activity that goes on. These records include but are not limited to:
 - membership lists,
 - meeting minutes for all major and minor meetings,
 - attendance records of each regular Branch meeting,

- complete reports on each activity or project including names of participants, date, functions performed, etc.,
- copies of correspondence,
- Be responsible for recording the proceedings of Branch meetings and reading or distributing these minutes at the following meeting for approval for members.
- Be responsible for obtaining all other records from the respective officers or committee chairpersons.
- Make all records readily accessible to the officers, committee chairpersons, and Section Officers upon request.

7.4 Treasurer

The Treasurer shall keep a complete and up-to-date account of Branch budget. Standard accounting and bookkeeping practices should be followed in maintaining these accounts.

7.4.1 Typical Duties

- Prepare an operating budget for Branch activities for the fiscal year making allowances for each committee so that they may plan activities with the range allotted to them. Items that may be included are:
 - Branch-level dues,
 - Program – (meals),
 - Publicity – (material),
 - Activities – (outings & field trips),
 - Supplies – (postage, paper),
 - Cash on hand, and
 - Miscellaneous.
- Have the authority to sign all checks as approved by the President.
- Report to the other Officers at each Branch Officer meeting, including the balance of the Branch checking account(s), the cash on hand, outstanding bills and current balance.
- Pay all bills immediately upon receiving them.
- Reconcile the checking account(s) upon receipt of the bank statement and resolve any discrepancies.
- Maintain a complete file containing all paid bills and receipts of Branch purchases.
- Reimburse any Officer who presents a receipt for an authorized purchase by the Branch.

Article 8: Elections

8.1 Nominations. The Secretary shall publish notice of open positions to the Branch membership at least three weeks prior to the election and set the date by which nominations must be received. The names of candidates for nomination shall be submitted to the Secretary from within the Branch membership in a form prescribed by the Secretary. No person shall be a candidate for more than one (1) office per election cycle. The Officers shall choose one (1) or more candidates for election to each office except the office of President, and obtain the consent of nominees to serve if elected.

8.2 Ballots. In a contested election, the Secretary shall send a ballot containing the list of all nominees, (and) petition nominees, (and a space for a write-in vote for another candidate) for each office, to each Subscribing Member of the Section at least fourteen (14)

days prior to the November Meeting. For an uncontested election, the Board of Directors will determine the procedures the Branch will follow during balloting.

8.2.1 Tallying the Ballots. Ballots returned to the Secretary up to the time of counting shall be opened and counted at, or immediately prior to, the November meeting by three tellers appointed by the President from among the Subscribing Members (voting grade) of the Section. For each office the candidate receiving the highest number of votes cast shall be declared elected. In the case of a tie, a runoff election shall take place at the next meeting in December.

Article 8: Meetings

8.1 Membership Meetings.

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

9.1.2 Other Meetings. Other 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.

9.1.3 Frequency of Other Meetings. In addition to the Annual Meeting, other meetings shall be held each year at regular intervals.

9.1.4 Meeting Notice. Notice of call for a Northwest Branch meeting shall be sent to all Subscribing Members of the Branch not less than two weeks (14 days) in advance of the meeting.

9.1.5 Quorum at Branch Meetings. At all meetings where business is transacted, one-fourth (1/4) of Subscribing Members shall constitute a quorum.

9.2 Board of Directors Meetings

9.2.1 Quorum. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

9.3 Parliamentary Authority. All business meetings of the Northwest 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 of the Northwest Branch, Arkansas Section Constitution and Bylaws, or the Society's governing documents.

Article 10: Subsidiary Organizations and Committees

10.1 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 and Technical Groups/Institute Chapters. Names of subsidiary organizations shall be as set forth in the Society's governing documents.

10.1.1 Formation. Formation of Subsidiary Organizations shall be subject to the approval of the Branch Board of Directors, the Arkansas Section Board of Directors, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations

shall be approved by the Northwest Branch and Arkansas Section Boards of Directors before becoming effective.

10.1.2 Process for Formation. Procedures for creating a Subsidiary Organization shall be as follows:

10.1.2.1 A Subsidiary Organization shall be proposed by submission of a written proposal to the Northwest Branch Board of Directors 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.

10.1.2.2 Following approval of the Northwest Branch Board of Directors, the proposal shall be forwarded to the Arkansas Section Board of Directors for their review and approval.

10.1.2.3 Following the approval of the Arkansas Section Board of Directors, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the Northwest Branch Board for the operation of the organization.

10.1.2.4 Approval of the Subsidiary Organization Bylaws by the Northwest Branch and Arkansas Section Boards of Directors shall be obtained to activate the Subsidiary Organization. Approval must also be obtained from the appropriate Institute to activate an Institute Chapter.

10.1.3 Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the Northwest Branch Board of Directors for approval.

10.1.4 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, shall be suitable for incorporation into the Northwest Branch's Annual Report to the Arkansas Section.

10.1.5 Level of Activity. Each Subsidiary Organization shall hold a minimum of four (4) events per year, or be considered "dissolved" or inactive.

10.1.6 Dissolution. Assets of a disbanded Subsidiary Organization shall be assumed by the Branch.

Article 11: Administrative Provisions

11.1 Proper Use of Branch Resources. No part of the net earnings of the Northwest Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Northwest Branch shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered in furtherance of the purposes set forth above.

11.2 Limitations on Political Activity. No substantial part of the activities of the Northwest 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.

11.3 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 Northwest Branch, Arkansas 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.

11.4 Distribution of Branch Assets. Upon dissolution of the Northwest Branch, the assets remaining after the payment of the debts of the 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 Board of Directors shall determine, and in the absence of such designation they shall be conveyed to the Society.

Article 12: Amendments

12.1 Process. These Bylaws may be amended only by the following procedure:

12.1.1 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 Northwest Branch Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Branch.

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

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

Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of the Northwest Branch of the Arkansas Section of ASCE were approved by the Northwest Branch Board of Directors on December 7, 2016, and constitute a complete copy of the Bylaws of the Branch.

President 

Secretary 

Date: 12-7-16