



CAPITOL BRANCH BYLAWS

Article 1: General

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

1.2 Objective. The objective of the Capitol 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 Capitol Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Sacramento Section.

Article 2: Area and Membership

2.1 Area. The area of the Capitol Branch shall be the counties noted in the Sacramento Section by-laws.

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

2.3 Subscribing Members. All members of the Society of all grades, who subscribe to the Bylaws of the Capitol Branch, and who have paid the current dues of the Sacramento Section, shall be Subscribing Members of the Branch.

2.3.1 Rights of Subscribing Members. Only Subscribing Members of the Branch shall be eligible for election to Capitol Branch office, or to vote in Capitol Branch elections.

Article 3: Separation from Membership

3.1 Separation from Membership. Members who cease to be members of the Sacramento Section, for any reason, shall cease to be members of the

Capitol Branch.

Article 4: Dues

4.1 *Branch Dues.* The annual dues for members of the Capitol Branch shall be the Sacramento Section dues, be as stated in the Sacramento Section By-laws, payable in U.S currency by January 1.

4.2 *Branch Financing.* The Capitol Branch activities shall be financed by the annual allocation of dues from the Sacramento Section, where the dues will be distributed according to the formula stated in the Sacramento Section By-Laws. The Capitol Branch may hold fundraising activities, to raise additional funds for the Branch activities.

Article 5: Management

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

5.2 *Budget.* The Capitol Branch activities shall be based on a budget proposed by the Capitol Branch Board of Directors.

5.3 *Duties of the Board of Directors.* Duties of the Board of Directors shall include management of the Capitol Branch, overseeing the various activities within the Capitol Branch, and communicating with the Section.

5.4 *Annual Report.* The Board of Directors shall oversee the preparation of the Capitol Branch Annual Report, which shall be submitted to the Sacramento Section in accordance with published requirements.

Article 6: Officers and Directors

6.1 *Officers.* The officers of the Capitol Branch shall be a President, a President-Elect, a Vice President of Education, a Secretary, Treasurer, the latest active resident Past-President, and any committee chairs.

6.1.1 *Officer Duties.* The basic duties for the officers are outlined in the Operations Manual for the Capitol Branch for guidance as officer terms change.

6.2 *Board of Directors.* The Board of Directors shall consist of the President, President-Elect, Vice President of Education, Secretary, Treasurer, and the

latest active resident Past-President. The governing of the Capitol Branch shall be vested in the Board of Directors.

6.3 Terms. All directors, except the President and President Elect, shall be elected for terms of one (1) year, which terms shall begin on October 1st and continue until September 30th of the following year.

6.3.1 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 on October 1st. At this time, the President succeeds to the office of Past-President.

6.4 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. Other vacancies shall be filled for the unexpired term by appointment by the Capitol Branch 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 nominee to serve if elected. In addition, candidates may be nominated by written petition containing 5 signatures of Subscribing Members.

The immediate Past-President shall serve as the chair of the Nominating Committee. The Nominating Committee will start the call for officers in March, and shall submit the slate of nominees to the Board of Directors at the May Board Meeting.

At the May board meeting, the Board of Directors shall approve the ballot.

7.2 Ballots. After the ballot is approved, the executive Secretary shall send a ballot, containing a list of all nominees, petition nominees, and a space for a write-in vote for another candidate for each office, to each Subscribing Member of the Capitol Branch in the June Engineerogram (and through e-mail), giving Members 30 days to respond with their marked ballots. This ballot will be in conjunction with the ballot for the Sacramento Section elections.

7.3 Tallying the Ballots. Ballots returned to the executive Secretary up to the time of counting shall be opened and counted after the 30 day response window by three (3) tellers appointed by the President. For each office the candidate receiving the highest number of votes cast shall be declared elected. The executive Secretary shall formally notify the candidates and

current Board Members in writing of the election results. The results will be published in the September Engineerogram.

Article 8: Meetings

8.1 Membership Meetings.

8.1.1 Board Meetings. The Branch shall hold monthly Board meetings, unless otherwise authorized by the Board of Directors, on such dates, times and places as the Board of Directors designate. The installation of newly elected officers shall coincide with the Section Annual Membership Meeting.

8.1.2 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.

8.1.3 Meeting Notice. Notice of call for a Capitol Branch meeting shall be sent to all Subscribing Members of the Capitol Branch not less than 7 days in advance of the meeting.

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

8.2 Board of Directors Meetings

8.2.1 Quorum . A majority of the members of the Board of Directors (4 directors total) shall constitute a quorum at any meeting of the Board of Directors.

8.3 Parliamentary Authority. All business meetings of the Capitol 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 Capitol Branch, Sacramento Section Constitution and Bylaws, or the Society's governing documents.

Article 9: Subsidiary Organizations and Committees

9.1 Subsidiary Organizations. Subsidiary organizations may be formed within the Capitol 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 Capitol Branch Board of Directors, the Sacramento Section Board of Directors, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the Capitol Branch and Sacramento Section Boards of Directors before becoming effective.

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

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

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

9.1.2.4 Approval of the Subsidiary Organization Bylaws by the Capitol Branch and Sacramento Section Boards of Directors shall be obtained to activate the Subsidiary Group. Approval must also be obtained from the appropriate Institute to activate an Institute Chapter.

9.1.3 *Budget.* Each Subsidiary Organization shall submit an annual budget and financial statement to the Capitol 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 Capitol Branch's Annual Report to the Sacramento Section.

9.1.5 *Level of Activity.* Each Subsidiary Organization shall hold a minimum of 2 events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have 5 Subscribing Members on its rolls for two (2) successive years, shall be automatically disbanded. Assets of a disbanded Subsidiary Organization shall be assumed by the Capitol Branch.

9.2 *Committees*

9.2.1 *Standing Committees.* The Branch shall have a Nominating Committee

9.2.1.1 *Nominating Committee.* The Nominating Committee shall consist of not less than three (3) members, including the three most recent active resident Past-Presidents of the Branch who are willing to serve, appointed by the Board of Directors.

9.2.1.2 *Terms of Standing Committee Members.* Unless otherwise specified, the members of committees shall be appointed by the Capitol Branch President at the beginning of the Branch President's term, and shall serve a one (1) year term.

9.2.2 *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 Capitol Branch President.

Article 10: Administrative Provisions

10.1 *Proper Use of Section Resources.* No part of the net earnings of the Capitol Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Capitol 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 Capitol Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the Capitol 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 Capitol 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 the Sacramento Section. In the absence of the Sacramento Section, they shall be conveyed to the American Society of Civil Engineers.

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 shall be proposed by any member of the Board of Directors, or by a written petition submitted to the Capitol 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 Capitol Branch Board of Directors and submitted to the Sacramento Section Board of Directors for review and approval.

11.1.3 *Notice of Adoption.* Upon approval by the Sacramento Section Board of Directors, the proposed Bylaws amendment(s) may be adopted by a majority vote of the Capitol Branch Board of Directors at the Branch Board Meeting following the Section approval, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the Capitol Branch membership at least thirty (30) days in advance of the meeting.