



BYLAWS

Article 1: General

- 1.1 **Name.** The name of this organization shall be the El Paso Branch, of the Texas Section, American Society of Civil Engineers (Texas Section-ASCE) (hereinafter referred to as the El Paso Branch).
- 1.2 **Objective.** The objective of the El Paso 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 El Paso Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Texas Section.
- 1.4 **Branch Mailing Address.** The mailing address for the El Paso Branch shall be as follows:
ASCE El Paso Branch
P.O. Box 3012
El Paso, Texas 79923-3012
- 1.5 **Branch Website.** The website for the El Paso Branch shall be as follows:
www.epasce.org
- 1.6 **Branch E-mail.** The primary email address for the El Paso Branch shall be as follows:
admin@epasce.org

Article 2: Area and Membership

- 2.1 **Area.** The area of the El Paso Branch shall be the counties of El Paso, Brewster, Culberson, Hudspeth, Jeff Davis, Presidio, in the State of Texas.
- 2.2 **Assigned Members.** All members of the Society of all grades, whose addresses of record are within the boundaries of the El Paso Branch, as defined by the Society, shall be Assigned Members of the El Paso Branch.

2.3 Subscribing Members. All members of the Society of all grades, who subscribe to the Bylaws of the El Paso Branch and the Texas Section-ASCE, and who have paid the current dues of the Branch and Texas Section, 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 El Paso Branch office, or to vote in El Paso Branch elections.

Article 3: Separation from Membership

3.1 Separation from Membership. Members who cease to be members of the Texas Section, for any reason, shall cease to be members of the El Paso Branch.

Article 4: Dues

4.1 Branch Dues. The annual dues for members of the El Paso Branch shall be ten (10) dollars payable in U.S currency by January 1.

4.2 Section Dues. The annual dues for members of the Texas Section-ASCE shall be as set forth in the Bylaws of the Texas Section.

Article 5: Management

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

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

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

5.4 Duties of the Officers. The duties of officers shall be those usual for such officers.

- 5.4.1 Duties of the President.** Preside at Board and Branch meetings. Appoint Chairmen and/or Members to all standing and special committees. Perform the usual duties of the office of President in the administration of the affairs of the Branch.
- 5.4.2 Duties of the President-Elect.** Be Program Chairman for the regular Branch meetings. Be authorized to conduct the financial business of the Branch in the absence of the Treasurer. Have all the powers and perform all the duties of the President in the absence of the latter. Shall succeed to the office of the President.
- 5.4.3 Duties of the Secretary.** Maintain written minutes of all Board and Branch meetings. Distribute copies of these minutes to all members of the Board of Directors. The Minutes of the regular meetings shall be read at the next regular meeting. Be responsible for the member notification of forthcoming Branch and Board meetings. Perform the usual duties of the office of Secretary in the administration of the affairs of the Branch.
- 5.4.4 Duties of the Treasurer.** Maintain the financial accountabilities of the Branch activities by depositing receipts and payments of authorized expenditures. Maintain vouchers and records of all financial transactions suitable for periodic audit. Present the Treasurer's report at all Board and Branch meetings. Be authorized to conduct the financial business with the banking institution handling the Branch accounts. Be responsible for arrangements to have the President-Elect's signature also certified in the event of an emergency. Perform the usual duties of the office of Treasurer for the financial affairs of the Branch.
- 5.4.5 Duties of the Section Director.** The duties of the Texas Section Director from the El Paso Branch shall be to act as the primary interface with the Texas Section Board of Direction and the Branch. The Section Director is responsible for obtaining the views of Branch members on pertinent issues prior to Texas Section Board meetings, representing the members of the Branch in voting on actions of the Texas Section Board and reporting to the Branch on any actions taken by, and relevant discussions held by, the Texas Section Board.
- 5.6 Fiscal Year.** The Fiscal Year of the El Paso Branch shall commence on October 1.
- 5.7 Annual Report.** The Board of Directors shall oversee the preparation of the El Paso Branch Annual Report, which shall be submitted to the Texas Section in accordance with published requirements.

Article 6: Officers and Directors

- 6.1 Officers.** The officers of the El Paso Branch shall be a President, a President-Elect, a Vice President, a Treasurer, a Secretary, and a Director to the Texas Section (Section Director).
- 6.2 Board of Directors.** The Board of Directors shall consist of the officers, the latest active resident Past-President, and three (3) directors.
- 6.3 Terms.** All officers, except the President and Section Director, shall be elected for terms of one (1) year, which terms shall begin at the close of the Branch's Annual Meeting and continue until their successors are elected and assume the offices.
- 6.3.1 Term of the President.** The term of office for the President shall be one (1) year. The President Elect shall automatically succeed to the office of President at the close of the El Paso Branch Annual Meeting.
- 6.3.2 Term of the Section Director.** The term of office for the Section Director from the El Paso Branch shall be two (2) years, which term shall begin at the close of the Texas Section-ASCE Annual Meeting in odd-numbered years.
- 6.3.3 Terms of the Directors.** The terms of office for each Director shall be three (3) years, served in staggered terms, which shall begin at the close of the Branch's Annual Meeting and continue until their successors are elected and assume the offices.
- 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. 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 appointment by the El Paso Branch Board of Directors.
- 6.5 Resignation.** A Director may resign at any time by filing a written resignation with the President of the Branch. The resulting vacancy will be filled according to Branch Bylaws.
- 6.7 Removal.** The Board of Directors may remove any Officer or Director for cause by a two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that the statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before

any final action is taken by the Board. The statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Article 7: Elections

- 7.1** On or before the date of the last meeting prior to the general meeting in April, the President shall appoint a nominating committee of not less than three (3) members.
- 7.2 Nominating Committee.** The Nominating Committee shall choose one (1) or more candidates for election to each office, except the office of President and President-Elect as outlined above, and obtain the consent of each nominee to serve if elected.
- 7.3 Slate of Nominees.** The list of nominees and petition nominees, as reported by the Nominating Committee, shall be read aloud at the April general meeting of the El Paso Branch. Other nominations may be taken from the floor at that meeting as well. The slate shall be closed at the April meeting, and the final slate of nominees shall also be posted on the El Paso Branch website at least twenty (20) days prior to the May general meeting of the Branch.
- 7.3 Ballots.** The election of the officers shall be conducted at the May general meeting of the El Paso Branch. The candidate for each office receiving the highest number of votes cast by Subscribing Members present and voting shall be declared elected. Votes may be obtained by oral count, hand count or by written ballot. A tie vote shall be recast until the tie is broken.
- 7.4** No member shall vote or hold office who is more than twelve (12) months in arrears in payment of dues to the Branch.
- 7.5 Ballots.** The election of the officers shall be conducted at the May general meeting of the El Paso Branch. The candidate for each office receiving the highest number of votes cast by Subscribing Members present and voting shall be declared elected. Votes may be obtained by oral count, hand count or by written ballot. A tie vote shall be recast until the tie is broken.
- 7.6** The names of all officers and directors shall be certified to the Executive Director of the Texas Section, by the retiring President, immediately after the election.

Article 8: Meetings

8.1 Membership Meetings.

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

8.1.2 General Meetings. The General Meetings shall be held monthly at such date and at such place as the Board of Directors designate, between September and June.

8.1.3 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.

8.1.4 Frequency of Other Meetings. In addition to the Annual Meeting, six (6) other meetings shall be held each year at regular intervals.

8.1.5 Meeting Notice. Notice of call for an El Paso Branch meeting should be sent to all Subscribing Members of the El Paso Branch not less than ten (10) days in advance of the meeting.

8.1.6 Quorum at Branch Meetings. At all meetings where business is transacted ten (10) Subscribing Members, one of whom shall be an officer, shall constitute a quorum.

8.2 Board of Directors Meetings

8.2.1 Quorum. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. For a 10 member Board of Directors, a majority would be 6 members.

8.3 Parliamentary Authority. All business meetings of the El Paso 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 El Paso Branch, Texas 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 El Paso Branch, consistent with the purposes of the Texas 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 El Paso Branch Board of Directors, the Texas Section Board of Direction, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the El Paso Branch Board of Directors and Texas Section Boards of Direction before becoming effective.

9.1.2. Process for Formation. Subsidiary Organizations of the El Paso 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 El Paso 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 El Paso Branch Board of Directors, the proposal shall be forwarded to the Texas Section Board of Direction for their review and approval.

9.1.2.3 Following the approval of the Texas Section Board of Direction, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the El Paso Branch Board for the operation of the organization.

9.1.2.4 Approval of the Subsidiary Organization Bylaws by the El Paso Branch Board of Directors and Texas Section Board of Direction 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 El Paso 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 El Paso Branch's Annual Report to the Texas Section.

9.1.5 Level of Activity. Each Subsidiary Organization shall hold a minimum of four (4) events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have five(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 El Paso Branch. Additionally, a Subsidiary Organization may be disbanded at the direction of the El Paso Branch Board of Directors.

9.1.6 Disbandment. A Subsidiary Organization may be disbanded by a two-thirds vote of the El Paso Branch Board of Directors, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Subscribing Members of the Subsidiary Organization proposed for disbandment at least thirty (30) days before any final action is taken by the Board. The statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Subscribing Members of the Subsidiary Organization shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

9.1.7 Dissolution. Assets of a disbanded Subsidiary Organization shall be assumed by the El Paso Branch.

9.2 Committees

9.2.1 Standing Committees. The Branch shall have the following Standing Committees:

9.2.1.1 Nominating Committee. The Nominating Committee shall consist of not less than three (3) members nor more than five (5) members including the three (3) most recent active resident Past-Presidents of the El Paso Branch who are willing to serve, appointed by the El Paso Branch Board of Directors. All members shall be Subscribing Members of the Branch and voting members of the Society. Members of the Board of Directors who are not candidate for nomination may serve.

9.2.1.2 Membership Committee. The Membership Committee shall be responsible for promoting membership in the

American Society of Civil Engineers, the Texas Section and the El Paso Branch. The Chair shall serve as a member of the Membership Committee of the Texas Section.

- 9.2.1.3 Student Activities Committee.** The Student Activities Committee shall provide for the development and engagement of students through activities and programs that enhance the formal education process and the transition of Student Members into the profession as ASCE members.
- 9.2.1.4 Younger Member Committee.** The Younger Member Committee shall promote the participation and development of younger members (up to 35 years of age) of the Branch in activities endorsed by the Branch.
- 9.2.1.5 Communications Committee.** The Communications Committee shall be responsible for collecting, editing and updating the electronic newsletter (e-Newsletter), as well as the information posted on the Branch Website. The Newsletter Editor and the Branch Website Administrator shall lead this committee.
- 9.2.1.6 Honors Committee.** The Honors Committee shall recommend El Paso Branch members and groups within the organization to the Board of Directors for local, state, regional and national awards and honors, including recommendations for Outstanding Engineering Achievement awards. The committee shall be responsible to oversee the preparation of applications, documentation and publication of chosen awards and honors.
- 9.2.1.7 History and Heritage Committee.** The History and Heritage Committee shall endeavor to collect and preserve items of historical interest, identify potential “Landmark Documents or Events”, and maintain a written history of the El Paso Branch. The Chair shall serve as liaison with the History and Heritage Committee of the Texas Section.
- 9.2.1.8 Educational Outreach Committee.** The Educational Outreach Committee shall consist of a Chairperson and other members who are willing to serve, appointed by the President. The committee shall initiate and coordinate Branch activities in promoting Civil Engineering to K-12

students in school districts within Branch boundaries. Also, the committee members shall provide support to high school civil engineering clubs. A committee member will meet with the civil engineering club on a regular basis, usually afterschool or sometimes during a school day. A committee member shall ensure that the committed high schools return each year the completed registration form and a letter of commitment from the school administration for the civil engineering club.

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

9.2.3 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 El Paso Branch President.

Article 10: Administrative Provisions

10.1 Proper Use of Branch Resources. No part of the net earnings of the El Paso Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the El Paso 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 El Paso Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the El Paso 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 El Paso 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 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 Texas Section-ASCE.

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 El Paso 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 El Paso Branch Board of Directors present at a duly constituted Board meeting, where a quorum is in attendance, and submitted to the Texas Section Board of Direction for review and approval.*

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

11.1.4 Petition for Branch Vote. *Once the notice of the proposed amendment is published to the El Paso Branch Membership, a Subscribing Member may petition for the amendment to be put to a popular vote by submitting a written request to the Branch Secretary, signed by at least ten (10) Subscribing Members prior to the Board meeting listed in the notice.*

11.1.4.1 Branch Vote. *Upon receiving the petition, the Branch Secretary will publish a ballot to the El Paso Branch membership containing the text of the proposed*

amendment, and the choice to accept or reject the proposed amendment. The deadline for returned ballots shall be fourteen (14) days from the date the ballot was published. The Secretary will count returned ballots and notify the Board of the results. The proposed amendment shall be considered accepted by two-thirds (2/3) vote of returned ballots in favor of accepting, and adopted immediately. Any proposed amendment not accepted shall be considered rejected. Any revision to a rejected amendment will be considered a new proposal.

*NOTE: The proposed amendment is first approved by the Branch Board for submission to the Section, and is then adopted by the Branch Board after Section approval and notice to the Branch membership.

NOTE:

- (1) A Branch Constitution is not required since the Section Constitution governs.
- (2) Articles 1 and 10 must not be altered.
- (3) Numbering of Articles should not be changed.