



**WEST COAST BRANCH  
BYLAWS  
Adopted April 27, 2009**

**Article 1: General**

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

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

**Article 2: Area and Membership**

**2.1 Area.** The area of the West Coast Branch shall be the Counties of Citrus, Hernando, Pasco, Pinellas, and Hillsborough in the State of Florida.

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

**2.3 Subscribing Members.** All members of the Society of all grades, who subscribe to the Bylaws of the West Coast 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 shall be eligible for election to West Coast Branch office, or to vote in West Coast Branch elections.

**Article 3: Separation from Membership**

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

## **Article 4: Dues**

**4.1 *Branch Dues.*** The annual dues for members of the West Coast Branch shall be payable in U.S currency by January 1<sup>st</sup>. Dues are collected by the Society.

## **Article 5: Management**

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

**5.2 *Budget.*** The West Coast Branch activities shall be based on an annual budget adopted by the West Coast Branch Board of Directors.

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

**5.4 *Duties of the Officers.*** The duties of officers shall be those usual for such officers in other professional organizations.

**5.5 *Annual Report.*** The Board of Directors shall oversee the preparation of the West Coast Branch Annual 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 West Coast Branch shall be a President, a Vice President, a Secretary and a Treasurer.

**6.2 *Board of Directors.*** The Board of Directors shall consist of the officers, a minimum of five Directors, the latest active resident Past-President, and the Chairs of Standing Branch committees and subsidiary organizations.

**6.3 *Terms.*** All officers shall be elected for terms of one (1) year, which terms shall begin on the first day of October 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 Vice President. Other vacancies shall be filled for the unexpired term by appointment by the West Coast Branch Board of Directors.

**6.5 Officer Installation.** Officers shall be installed in October. The ceremony shall be conducted by an officer of the Society, Region or Florida Section. If a Society, Region or Florida Section officer is not available, the installation shall be conducted by a West Coast Branch Past-President.

## **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. All candidates must be a Subscribing Member of the West Coast Branch. In addition, candidates may be nominated by written petition containing ten (10) signatures of Subscribing Members. The Nominating Committee shall set the date by which nominations must be received. The Vice President shall automatically become the candidate for the office of President. All candidates for office must be approved by the West Coast Branch Board of Directors.

**7.2 Ballots.** The 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 West Coast Branch at least twenty (20) days prior to the Section Annual Meeting.

**7.3 Tallying the Ballots.** Ballots returned to the Secretary up to the time of counting shall be opened and counted no later than September 1<sup>st</sup> by three (3) tellers appointed by the President. For each office the candidate receiving the highest number of votes cast shall be declared elected.

## **Article 8: Meetings**

### **8.1 Membership Meetings**

**8.1.1 Meetings.** 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.

**8.1.2 Frequency of Meetings.** Meetings shall generally be held monthly or at other regular intervals each year.

**8.1.3 Meeting Notice.** Notice of call for a West Coast Branch meeting shall be sent to all Subscribing Members of the West Coast 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 Quorum.** A quorum will consist of a minimum of four (4) members of the Board of Directors which shall include a minimum of three (3) officers or a combination of the officers and the Past President at any meeting of the Board of Directors.

**8.3 Parliamentary Authority.** All business meetings of the West Coast 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 West Coast Branch, Florida 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 West Coast 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 West Coast 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 West Coast Branch and Florida Section Board of Directors before becoming effective.

**9.1.2. Process for Formation.** Subsidiary Organizations of the West Coast 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 West Coast 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 West Coast Branch 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 West Coast Branch Board for the operation of the organization.

**9.1.2.4** Approval of the Subsidiary Organization Bylaws by the West Coast 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.

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

**9.1.5** *Level of Activity.* Each Subsidiary Organization shall hold a minimum of one (1) event 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 West Coast Branch.

## **9.2** *Committees*

**9.2.1** *Standing Committees.* The Branch shall have Standing Committees as outlined in the West Coast Branch Operations Manual. The President shall appoint, with the approval of the Board of Directors, other Committees as are deemed necessary. The purpose and term of the Committee shall be defined by the President and approved by the Board of Directors.

**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 West Coast 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 West Coast Branch President that appointed the specific Task Committee unless the subsequent President chooses to extend the term of the Task Committee.

## **Article 10: Administrative Provisions**

**10.1 *Proper Use of Section Resources.*** No part of the net earnings of the West Coast Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the West Coast 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 West Coast Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the West Coast 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 West Coast 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 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 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 West Coast 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 West Coast Branch Board of Directors and submitted to the Florida Section Board of Directors for review and 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 West Coast 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 West Coast Branch membership at least thirty (30) days in advance of the meeting.