



NORTH JERSEY BRANCH BYLAWS

Article 1: General

- 1.0 *Name.* The name of this organization shall be the North Jersey Branch, New Jersey Section, American Society of Civil Engineers (hereinafter referred to as the "Branch").
- 1.1 *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").
- 1.2 *Authority.* These Bylaws and the actions of the Branch shall be consistent with the provisions set forth in the Constitution and Bylaws of the New Jersey Section (hereinafter referred to as the "Section") and of the Society.

Article 2: Area and Membership

- 2.0 *Area.* The area of the Branch shall be Sussex, Warren, Morris, Passaic, Bergen, Essex, Hudson and Union Counties in New Jersey.
- 2.1 *Subscribing Members.* All members of the Society, of all grades, who subscribe to the Bylaws of the Branch, who have paid the current dues of the Branch or who are exempt as provided in Article 4, shall be considered Subscribing Members of the Branch.
 - 2.1.1 *Rights of Subscribing Members.* Only Subscribing Members in good standing, in a voting grade of membership as defined by the Society, shall be eligible to vote in Branch elections, to hold Branch office, to serve on Branch committees or Subsidiary Organizations, or to represent the Branch officially, except as provided in Paragraph 2.3..
- 2.2 *Assigned Members.* All members of the Society, of all grades, whose addresses of record are within the boundaries of the Branch, shall be Assigned Members of the Branch, regardless of their status as Subscribing Members.
- 2.3 *Institute-only Members.* Institute-only Members of a Society Institute may be members of the related Branch Technical Group or Institute Chapter.

Article 3: Separation from Membership

- 3.0** *Separation from Membership.* Members who cease to be Subscribing Members of the Section for any reason shall immediately cease to be Subscribing Members of the Branch.

Article 4: Dues

- 4.0** *Dues.* The dues of the Branch shall be as established by the Branch Board of Directors and shall be paid annually in accordance with the Society Bylaws.
- 4.1** *Exemption from Dues.* Members who are exempt from payment of dues in the Society shall be exempt from payment of dues in the Branch.
- 4.2** *Good Standing.* A Branch member whose obligation to pay is current shall be a Branch Member in good standing.

Article 5: Management

- 5.0** *Board of Directors.* The governing body of the Branch shall be the Board of Directors (hereinafter referred to as the “Board”). The Board shall be responsible for the supervision, control and direction of the Branch, shall manage the assets and property of the Branch, and shall manage the affairs of the Branch in accordance with these Bylaws, the Branch’s governing policies and procedures, and the authority of the Section.
- 5.1** *Duties of the Board of Directors.* The Board shall be responsible for management of the Branch, overseeing the various activities within the Branch, coordinating activities with other Branches and Sections, and communicating with the Section.
- 5.1.1** *Financial Governance.* The Board shall maintain formal financial procedures to ensure transparency and accountability in the Branch’s finances. All transactions by the Branch shall be recorded. The Branch may maintain separate financial accounts as deemed necessary for financial accounting.
- 5.1.2** *Budget.* The Board shall propose and approve a balanced budget for all Branch activities by September 15th of each year. Approval shall be by a majority vote of the Board.
- 5.1.3** *Annual Report.* The Board shall oversee the preparation of the North Jersey Branch Annual Report, which shall be submitted to ASCE in accordance with the Society’s calendar. The Board shall notify the Section upon submittal.

Article 6: Officers and Directors

- 6.0** *Officers.* Officers of the Branch shall be a President, President-Elect, Vice President, Secretary and Treasurer.
- 6.1** *Directors.* There shall be two (2) elected Directors.
- 6.2** *Board of Directors.* The Board shall consist of the Officers, the Directors, and the two (2) most recent previous Presidents who are Subscribing Members (hereinafter referred to as the First Past President and Second Past President).
- 6.3** *Duties of the Board of Directors.* All Board members shall be responsible for attending Board meetings and Branch events and for voting on matters before the Board. The duties noted below shall be a minimum for each listed position. The Board shall be responsible for assigning additional duties to each of the Board members. Each Officer shall be responsible for making provisions for their duties to be performed by others if needed.
- 5.1.4** *Secretary.* The Secretary shall be responsible for recording official minutes of each Board meeting. The Secretary shall be responsible for maintaining the Branch website.
- 5.1.5** *Treasurer.* The Treasurer shall prepare the annual Branch budget and shall track all transactions with the Branch financial accounts, including expenditures and payments received. The Treasurer shall prepare financial reports for the Board in accordance with the Branch Financial Procedures.
- 5.1.6** *Vice President.* The Vice President shall oversee the Technical Groups and shall prepare and maintain the annual calendar of Branch events.
- 5.1.7** *President-Elect.* The President-Elect shall be responsible for coordinating all external communications of the Branch. In the event the President is unable to perform any of their duties, the President-Elect shall perform those duties.
- 5.1.8** *President.* The President shall be responsible for presiding at all Board meetings and Branch events. The President may delegate to Board members all duties not listed in these Bylaws and shall be responsible for maintaining a record of official duties for each position.
- 6.5** *Terms.* All Officers and Directors except the President shall be elected for terms of one (1) year. The term shall begin upon the swearing-in of the Board at the Branch Annual Meeting (see Paragraph 8.0) and shall continue

until the following year's Annual Meeting.

6.5.1 *Term of the President.* The President-Elect of the previous term shall succeed to the office of the President upon the swearing-in of the Board. The President shall serve in that capacity for one (1) year.

6.5.2 *Term Limits.* At least two (2) years shall elapse between the last day of a member's term as President and the same member taking office as President-Elect. Members serving as Treasurer shall be limited to a maximum of four (4) consecutive terms.

6.6 *Vacancies.* Should the office of President become vacant during a term, the President-Elect shall become President. Should the office of President-Elect become vacant during a term, the Vice President shall become President-Elect. The Board shall be responsible for filling a vacancy in any other elected position during a term by appointment of a Subscribing Member of the Branch.

6.7 *Removal of Board Members.* Any Board member may call for the removal of another Board member. Any Subscribing Member may also call for the removal of a Board member by submitting a petition with the signatures of at least twenty (20) other Subscribing Members.

6.7.1 *Cause for Removal.* Causes for removal may include, but are not limited to, incapacitation of the Board member, dereliction in performance of duties, failure to communicate with the Board or attend meetings, or failure to remain a Subscribing Member in good standing.

6.7.2 *Board Hearing.* When the removal of a Board member is called for by either of these procedures, the Board must pass a motion to present the case for removal. Once the case is presented to the Board, the Board member in question shall be given an opportunity to respond by or at the next Board meeting at least two (2) weeks after the case is presented.

6.7.3 *Vote for Removal.* Following the opportunity to respond, the Board must pass a motion for the removal of the Board member. The Board member calling for the removal and the Board member in question shall be excluded from this vote. If a two-thirds majority of the remaining Board members vote in favor of the motion, the member in question shall no longer be part of the Board and the vacancy shall be filled in accordance with Paragraph 6.6.

Article 7: Elections

- 7.0** *Nominations.* The membership of the Nominating Committee shall be as set forth in Paragraph 9.1. The Nominating Committee shall solicit nominations for all elected positions from all Subscribing Members. A minimum of one (1) month shall be provided for nominations to be received. The Nominating Committee shall determine and publicize the date by which nominations must be received, to be no later than April 15th. All Subscribing Members, including Board members, are eligible to submit a nomination.
- 7.1** *Candidates.* The Nominating Committee shall review the nominations received and shall determine the eligible nominee(s) for each position. In the event no nominations have been received for a position, the Nominating Committee shall have discretion in determining the eligible nominee(s). The Nominating Committee shall secure the consent of each nominee to serve if elected and shall then certify the list of candidates to the Board.
- 7.2** *Ballots.* The Board shall send a ballot for each elected position to all subscribing members of the Branch no later than May 1st. The ballot shall list each elected position and the certified candidate(s) for that position, along with a space for a write-in vote for each position to be filled. To be considered eligible, a write-in candidate must be a Subscribing Member and must notify the Board in writing of their consent to serve if elected prior to confirming the ballot tally. The Board shall take measures to verify the identity and good standing of Subscribing Members who cast ballots.
- 7.3** *Tallying the Ballots.* The ballot tally shall be confirmed at the first Board meeting following May 15th. All ballots submitted by Subscribing Members and received prior to the Board meeting shall be considered valid ballots. For each office, the candidate receiving the highest number of votes on valid ballots shall be declared elected. In the event of a tie, the President shall cast the deciding vote.

Article 8: Meetings

- 8.0** *Membership Meetings.*
- 8.0.1** *Annual Meeting.* The Branch shall hold at least one (1) business meeting annually, termed the Annual Meeting. The Annual Meeting shall be open to all Subscribing Members. The Annual Meeting shall be held following Labor Day and no later than October 31st, on a date to be determined by the Board. The swearing-in of the Board for the following term shall be held at the Annual Meeting as described in Paragraph 6.5.
- 8.0.2** *Other Meetings.* Other meetings open to all Subscribing Members may be called at the discretion of the Board. Subscribing Members

may submit written requests for other meetings for consideration.

8.0.3 *Meeting Notice.* Notice of call for a meeting shall be sent to all Subscribing Members not less than fourteen (14) days in advance of the meeting date.

8.0.4 *Quorum at Membership Meetings.* At all Membership Meetings, the quorum to conduct business shall be twenty (20) Subscribing Members.

8.1 *Board of Directors Meetings.* The Board shall conduct regular non-public meetings to conduct business. Board meetings shall be open to all Board members and a non-voting representative of the Section. The Board may invite additional non-voting attendees on a regular or individual meeting basis, such as chairs or Presidents of Subsidiary Organizations.

8.1.1 *Meeting Frequency.* The Board shall hold at least four (4) meetings with a quorum annually.

8.1.2 *Meeting Notice.* The date for each meeting shall be an item of business during the preceding meeting. In the event a meeting date is not established at the preceding meeting, the President shall establish the meeting date and provide notice of call for a meeting to Board members not less than fourteen (14) days in advance of the meeting date.

8.1.3 *Quorum.* In order for the Board to conduct business at a Board meeting, a majority of the Board must be present. Electronic participants (e.g., by telephone or computer) shall be considered present as long as they can participate in all business being conducted. Business meetings may be conducted fully electronically as long as a quorum is connected to the meeting.

8.2 *Parliamentary Authority.* For all meetings where the Board intends to conduct business, the President shall declare the start of the meeting once a quorum is present. Until the business meeting is concluded by a successful motion to adjourn, the meeting shall be governed by Robert's Rules of Order, Newly Revised, except where these rules are inconsistent with the Branch Bylaws, Section Constitution and Bylaws, or the Society's governing documents.

8.3 *Action without a Meeting.* The Board shall have the authority to take business actions outside of a business meeting. For any business action that would normally involve a motion and vote at a meeting, the proposed action shall be communicated to the entire Board and responses will be solicited. The action may be taken without a meeting if all Board members

vote affirmatively in writing (including e-mail). A minimum of 24 hours shall be provided for votes to be received.

- 8.4** *Responsibility of Subsidiary Organizations and Committees.* Subsidiary Organizations and Committees of the Branch or Board shall be responsible for conducting their business by the same procedures set forth in Paragraphs 8.2 and 8.3. The governing body of the Subsidiary Organization or Committee in question shall be considered the “Board” for the purpose of this paragraph.

Article 9: Subsidiary Organizations, Committees and Student Chapters

- 9.0** *Subsidiary Organizations.* Subsidiary Organizations may be formed within the Branch to facilitate carrying out the objectives of the Branch consistent with the purpose of the Section, to promote interest in the Society and to provide to members of the Branch a better opportunity for participation in local Society activities. Subsidiary Organizations shall include the Younger Member Group, Technical Groups, and local Institute Chapters. Names of Subsidiary Organizations shall be as set forth in the Society’s governing documents. Formation of Subsidiary Organizations shall be subject to the approval of the Board and any requirements established by the Section or Society.

9.0.1 *Governing Documents.* Subsidiary Organizations shall have the choice of following these Bylaws or adopting bylaws consistent with these Bylaws and Society governing documents. If the Subsidiary Organization chooses to adopt separate bylaws, the Subsidiary Organization shall submit the bylaws to the Board for approval. Approval of the Board shall be required for the Subsidiary Organization to adopt separate bylaws; until that time, these Bylaws shall be in effect for the Subsidiary Organization.

9.0.2 *Process for Formation.* A Subsidiary Organization shall be proposed by submission of a written proposal to the Board with the organization name, objectives, officers and a statement on how the Subsidiary Organization will benefit Branch members. Those proposing an Institute Chapter shall document communication and compliance with the rules of the appropriate Society Institute for creating a Chapter including documentation of any necessary approval from the Institute. The Board shall then vote on the written proposal. If the Board approves the proposal, the Board shall notify the Section Board that the Subsidiary Organization has been approved and will be considered an active Subsidiary Organization.

9.0.3 *Budget.* The Branch shall be responsible for the finances of Subsidiary Organizations and delegating financial authority to individual organizations. All actions regarding finances shall require

a majority affirmative vote of the Board. Branch activities shall be financed by Branch dues, appropriate charges for specific activities and an annual allocation of monies from the Section based on the Branch budget (see Paragraph 6.3.2).

9.0.4 *Level of Activity.* Each active Subsidiary Organization shall be responsible for at least 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 at least one (1) Subscribing Member for two (2) successive years, shall be disbanded. Assets of a disbanded Subsidiary Organization shall devolve to the Branch, except for any assets of an Institute Chapter that devolve to the Society Institute.

9.1 *Committees.* The Branch shall maintain a standing Nominating Committee and Scholarship Selection Committee. The President may create additional standing or task committees according to need. The President is responsible for all committee appointments except to the Nominating Committee as provided below. Membership of any standing committee shall automatically consist of the members of the Board until and unless at least three (3) Subscribing Members are appointed.

9.1.1 *Nominating Committee.* In addition to the stipulations above, the membership of the Nominating Committee shall include the First Past President and Second Past President. The full Board shall be responsible for appointing members to the Nominating Committee. The responsibilities of the Nominating Committee shall be in accordance with Article 7.

9.1.2 *Scholarship Selection Committee.* The Scholarship Selection Committee is responsible for publishing information related to scholarship applications, setting the deadline for receipt of applications, receiving and reviewing applications, and recommending scholarship recipients to the Board. The types of scholarships offered and the number and award amount of each scholarship shall be set by the Board. The Scholarship Selection Committee may advise the Board on these matters. The Board shall vote to approve the awarding of scholarships after all applications are received and the Scholarship Selection Committee has provided their recommendations.

9.1.3 *Terms of Committee Members.* Unless otherwise specified, the members of committees shall serve from the time appointed until the end of the current term of the Board.

- 9.2** *Student Chapters.* The Branch shall encourage and be responsible for coordination and interaction with any student chapter or club of the Society that is located within the geographical area of the Branch. The Branch may delegate coordination to a committee or Subsidiary Organization as deemed appropriate.

Article 10: Administrative Provisions

- 10.0** *Proper Use of Branch Resources.* No part of the net earnings of the Branch shall inure to the benefit of, or be distributable to, its Directors, Officers or any other private persons, except that the Branch shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered in furtherance of the purposes set forth in these Bylaws.
- 10.1** *Limitations on Political Activity.* No substantial part of the activities of the Branch shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Branch shall not participate or intervene, including publishing or distributing of statements, in 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.
- 10.2** *Conflict of Interest.* A Conflict of Interest shall be defined as any activity, transaction, relationship, service or consideration that is, or appears to be, contrary to the best interest of the Branch, Section or 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 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.
- 10.3** *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 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 shall determine. In the absence of such designation, the assets shall be conveyed to the Society.

Article 11: Amendments

- 11.0** *Process.* These Bylaws may be amended only by the following procedure:
- 11.0.1** *Proposal.* Any Board member may propose an amendment to these Bylaws. Any Subscribing Member may propose an amendment to

these Bylaws by submitting a petition containing the text of the proposed amendment with the signatures of at least twenty (20) other Subscribing Members.

11.0.2 *Approval.* The proposed Bylaws amendment(s) shall require approval by a majority of the Board. If approved, the amendment shall be submitted to the Section for review and approval.

11.0.3 *Notice of Adoption.* Once approved by the Section, the amendment shall be considered adopted. The amended Bylaws shall be posted to the Branch website with the date of revision. Notice shall be provided to all Subscribing Members that the Bylaws have been amended, including the text of the amendment or a link thereto. This may be done in a special communication or included with other communication to all Subscribing Members, as deemed appropriate by the President.