



NORFOLK BRANCH BYLAWS

ARTICLE 1. GENERAL

1.0 Name. The name of this organization shall be the Norfolk Branch, of the Virginia 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 "ASCE").

1.2 Authority. The actions of the Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Virginia Section (hereinafter referred to as the "Section").

ARTICLE 2. AREA AND MEMBERSHIP

2.0 Area. The area of the Branch shall be as assigned by the Section.

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

2.2 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 Section, shall be Subscribing Members of the Branch.

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

2.3 Institute-only Members. Institute-only Members of a Society Institute may be members of the Norfolk Chapter of each Society Institute.

ARTICLE 3. SEPARATION FROM MEMBERSHIP

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

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ARTICLE 4. DUES

4.0 **Annual Dues.** Annual dues are established by the Section and collected by the Society prior to January 1st of each year.

4.1 **Exemption from Dues.** Society Life Members and Distinguished Members shall be exempt from payment of dues.

ARTICLE 5. MANAGEMENT

5.0 **Board of Directors.** The governing body of the Branch shall be a Board of Directors (hereinafter “the Board”). The Board shall be responsible for the supervision, control and direction of the Branch, and shall manage the affairs of the Branch in accordance with the provisions of the Branch governing documents, subject to the control of the Section.

5.1 **Budget.** The Branch activities shall be based on a budget proposed by the Board and approved by the Board.

5.2 **Duties of the Board of Directors.** Duties of the Board shall include management of the Branch, overseeing the various activities within the Branch, and communicating and coordinating with the Norfolk Chapters of Society Institutes and the Section.

5.3 **Duties of the Officers.** The duties of Officers shall be as described in Article 6.

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

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 **Officers.** The Officers of the Branch shall be a President, a President-Elect, a Vice President, a Secretary and a Treasurer.

6.1 **Board of Directors.** The Board of Directors shall consist of the Officers, the immediate Past President available and willing to serve, the Chairs of Standing Branch committees, and representatives of the Norfolk Chapters of Society Institutes.

6.2 **Terms.** All Officers, except the President, shall be elected for terms of one (1) year, which shall begin on October 1st of each year and end on September 30th of the following year.

6.2.1 **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 of each year.

6.3 **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 Branch Board of Directors.

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6.4 Limitation on Terms. No member shall serve in one elected office other than Secretary or Treasurer for more than two (2) successive elected terms. There is no limit on successive elected terms for Secretary and Treasurer.

6.5 Duties of the Officers.

6.5.1 President. In charge of all Board meetings, with signatory authority for all financial matters. Liaison to the Section and ASCE in all matters of the Branch. Serves as the representative for the Branch for all external activities.

The President shall have general supervision of the affairs of the Branch and shall delegate duties to Branch Officers. The President shall preside at meetings of the Board and Branch members at which the President may be present.

The leader of the Branch is the president. This individual must provide the direction and leadership of the organization. The president should be aware of Society Strategic Initiatives as well as the needs of the local members. Specific duties dealing with routine operation should be delegated to other elected officers.

Objectives are to sustain and increase Branch momentum by:

- Assuring the governing documents are followed.
- Directing the implementation of the Branch strategic plan.

The president coordinates with:

- ASCE elected Society officers, headquarters staff, Society Directors, Region Governors, and the Section.
- The presidents, chairs, or officers of professional and community organizations with which the Branch jointly meets.

6.5.2 President-Elect. Represents the Branch at the ASCE Region Conference and is in charge of planning special events.

The President-elect shall preside at meetings in the absence of the President and shall assume duties as delegated by the President.

The President-elect is in a unique and important position of planning and assisting with projects as well as planning for the upcoming year's activities.

He/she should have a solid overall knowledge of the Branch operations.

Objectives are to sustain and increase Branch momentum by:

- Monitoring the progress of calendar of events.
- Determining the progress of committees in achieving goals.

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- Advising the president of strengths and weaknesses, and recommend a corrective action plan, if needed.

6.5.3 Vice President. Administers with the consent of the Board the Technical Seminar Committee.

The Vice President shall attend meetings of the Board and assume all other duties as delegated by the President.

Often the Vice President is called to take-on important specific projects, such as fund-raising, increasing student involvement or serving as a liaison with local community and professional organizations.

6.5.4 Secretary. Oversees the preparation of meeting minute reports for all events. Has a working knowledge of the organization and plays a key role in keeping Board meetings functioning in an orderly fashion. Assists in maintaining adherence to the agenda. Sends notifications out to the membership. Keeps records of the organization including members, activities, attendance, and organization files. Reviews and reports on any membership matters.

The Secretary shall also assume other duties as delegated by the President.

6.5.5 Treasurer. The Treasurer shall attend meetings of the Board. The Treasurer shall be responsible for the maintenance and disbursement of all funds. The Treasurer shall prepare monthly reports using Section forms on the financial condition of the Branch. The Treasurer shall assist in preparation of the Branch's annual budget for the summer planning meeting. He/She has signatory authority for financial matters. The Treasurer prepares and submits the year-end financial report (using a template provided by the Section) to the Section Treasurer by October 31 for September 30 year end organizations. He/she coordinates financial transactions with the Section Treasurer. The Treasurer ensures Board practices conform to the ASCE Section Financial Manual and IRS regulations. He/She arranges for others to audit or review accounting records annually. When opening new bank or investment accounts the Treasurer will use the federal tax ID provided by the Section. The Treasurer will periodically remind the Board of ASCE's tax exempt status.

6.5.6 Past President. The Past President shall attend meetings of the Board and shall assume other duties as delegated by the President. The Past President serves at the pleasure of the President. Typical duties or functions of this person may include nomination committee chair and/or member; special committee or task committee leader.

ARTICLE 7. ELECTIONS

7.0 Nominating Committee. The Nominating Committee shall consist of not less than three (3) Board members or Past Presidents and choose one (1) or more candidates for election to each office, except the office of President, and obtain the consent of each candidate to serve if elected. See Article 9 for more details regarding the Nominating Committee.

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7.1 **Ballots.** The Secretary shall send a ballot, containing a list of all Nominees and a space for a write-in vote for another Nominee for each office, to each Subscribing Member of the Branch at least twenty (20) days prior to the Branch's Annual Meeting.

7.2 **Elections.** Elections will be held during the Annual Meeting of the Branch. A master of ceremony will be appointed to oversee the election. Nominations may be taken from the floor. The exiting Secretary will observe the majority vote by voice or hand, counting the votes if necessary, and prepare meeting minutes for a record of the election. Two (2) appointed tellers will assist the Secretary with the count. For each office the Nominee receiving the highest number of votes cast shall be declared elected.

ARTICLE 8. MEETINGS

8.0 Membership Meetings.

8.0.1 **Annual Meeting.** The Annual Meeting shall be held on such date (usually September of each year before officer terms expire) and at such place as the Board designates.

8.0.2 **Other Member Meetings.** Other meetings shall be called at the discretion of the Board, or by the President upon written request of at least ten (10) Subscribing Members.

8.0.3 **Frequency of Other Member Meetings.** In addition to the Annual Meeting, other meetings, such as luncheons, hard-hat tours, or social events, shall be held during each year at regular intervals.

8.0.4 **Member Meeting Notice.** Notice of call a Branch meeting shall be sent to all Subscribing Members of the Branch not less than twenty-one (21) days in advance of the meeting.

8.0.5 **Quorum at Branch Meetings.** At all meetings where business is transacted ten (10) Subscribing Members shall constitute a quorum.

8.1 Board of Directors Meetings.

8.1.1 **Quorum.** A majority of the members of the Board shall constitute a quorum at any meeting of the Board.

8.2 **Parliamentary Authority.** All business meetings of the Board, Branch, Standing Branch committees, and Norfolk Chapters of Society Institutes 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 Branch, Section Constitution and Bylaws, or the Society's governing documents.

8.3 **Meeting Participation by Alternative Means.** Any member of the Board or any Board committee may participate in a meeting of the Board or any Board committee by means of a conference telephone or similar communications system that allows all persons participating in the meeting to hear each other at the same time. The persons participating in the meeting via a communication system shall be considered present at the meeting.

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8.4 Action without a Meeting. Any corporate action required or permitted to be taken by the Board, any Board committee, or any Norfolk Chapter of a Society Institute may be taken without a meeting if a two-thirds (2/3) majority of the members of the Board, Board committee, or Norfolk Branch Chapter of a Society Institute unanimously approve such action in writing.

ARTICLE 9. SUBSIDIARY ORGANIZATIONS AND COMMITTEES

9.0 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, Technical Groups, and local Institute Chapters. Names of Subsidiary Organizations shall be as set forth in the Society's governing documents.

9.0.1 Formation. Formation of Subsidiary Organizations shall be subject to the approval of the Branch Board, the Section Board, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the Branch and Section Boards before becoming effective.

9.0.2 Process for Formation. Subsidiary Organizations of the Branch may be created. Procedures for creating a Subsidiary Organization shall be as follows:

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

9.0.2.2 Following approval of the Branch Board, the proposal shall be forwarded to the Section Board for their review and approval.

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

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

9.0.3 Budget. Each Subsidiary Organization shall submit an annual budget and financial statement (if the Subsidiary Organization manages its finances separately from the Branch) to the Branch Board for approval.

9.0.4 Annual Report. In September of each year each Subsidiary Organization President or Chair shall submit an annual written report to the Branch Board on the activities and programs of the organization. This Annual Report shall be suitable for incorporation into the Branch's Annual Report to the Section.

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9.0.5 Level of Activity. Each Subsidiary Organization shall hold a minimum of Four (4) activities or events per year, exclusive of board meetings. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years or does not have Subscribing Members on its rolls for two (2) successive years may be disbanded by the Section.

9.1 Committees.

9.1.1 Standing Committees. The Branch shall have the following standing committees:

9.1.1.1 Nominating Committee. The Nominating Committee shall consist of not less than three (3) members, including the three (3) most immediate Past Presidents of the Branch who are available and willing to serve, appointed by the Board. The Nominating Committee should carefully follow procedures for nominating local officers as required by the Section Constitution and Bylaws, as well as these Branch Bylaws.

9.1.1.2 Technical Seminar Committee. The Technical Seminar Committee plans annual or semi-annual technical seminars and workshops. The Committee should be responsive to the needs and desires of the Branch members and to civil engineering matters of interest to the public. The Committee plans the technical programs up to one year in advance, deciding upon a topic, selecting and reserving a venue and date for the program, and starting registrations at least two months in advance of each event.

9.1.1.3 Continuing Education Committee. The Continuing Education Committee plans educational activities for the Branch and local Civil Engineering community. These programs include luncheons, webinars, field trips, and other continuing education events. This committee directly influences the vitality and effectiveness of the Branch by promoting participation in activities. The Committee should plan and publicize activities well in advance. Some Branches organize activities with a wide range of subjects up to a year in advance. Planning permits the scheduling of open forums, excursions, joint meetings, or technical workshops. Start registrations at least one month prior to each activity. The Continuing Education Committee tracks attendance and professional development hours earned by each attendee.

9.1.1.4 Educational Outreach Committee. Educational Outreach empowers members to develop a large, diverse population of future civil engineers and knowledgeable citizens. Committee activities shall consist of inspiring, connecting, recruiting, and expanding awareness of students by attending school and related events focused on STEM fields and civil engineering.

ASCE maintains an active pre-college outreach program, including the web page http://www.asce.org/pre-college_outreach/, that provides education and

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support for member volunteers and informs students, educators, and the general public about the important role of civil engineering.

9.1.1.5 Government Relations Committee. The Government Relations Committee shall serve as a liaison and key contact with ASCE HQ, recruit new members to the key contact program and attend Legislative Fly In. The Committee Chair maintains contact with the legislators on legislation during the year. The committee shall track state and local legislation and regulatory activities of importance to civil engineers and inform the members. The chairman creates a report to be distributed at each Board meeting and posted under the Government Relation tab on the Branch's web page. The chairman shall also be involved in updating the state infrastructure report card.

9.1.1.6 Membership Committee. The Membership Committee shall consist of a broad distribution of age groups, geography, and professional fields. Members of the Membership Committee recruit new members, encourage present members to seek advancement to higher membership grades, promote pride and recognition for membership in ASCE and encourage members delinquent in dues to make payment and participate in Branch affairs.

9.1.1.7 Public Relations Committee. The Public Relations Committee shall serve as a liaison between the Section/Branch leadership, ASCE staff, and the media. With duties that include but are not limited to monitoring and identifying opportunities to engage with the public on local issues, participating in ASCE's training opportunities such as Webinars, PR University, and the Legislative Fly-In, and publicizing Section/Branch initiatives and events to local media. This committee should coordinate publishing activities with the website committee.

9.1.1.8 History and Heritage Committee. The History and Heritage Committee brings attention to local sites and activities that illuminate significant contributions of civil engineering to the south side of the Hampton Roads region. Committee members share their enthusiasm for civil engineering history through presentations, articles and online forums to ASCE membership and the wider community.

9.1.1.9 Student Chapter Committee. The Student Chapter Committee supports the Old Dominion University ASCE Student Chapter through engaging with chapter officers, providing speakers for chapter meetings, assisting with the regional conference and competitions, and providing financial support to support chapter activities. Members of the committee shall consist of the Student Chapter Faculty Advisor, ODU Student Chapter President, and Norfolk Branch members.

9.1.1.10 Younger Member Committee. The Younger Member Committee shall provide opportunities for professional development of young ASCE members aged 35 years or younger to network with each other and participate in Society based events such as Happy Hours, Sporting Events, or Sporting Event Watch Parties. The Young Member Committee board shall consist of one committee chair head or two committee co-chairs who are Norfolk Branch Members and

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shall coordinate with venues or other professional organizations to plan events.

9.1.1.11 Website Committee. The Website Committee shall be responsible for maintaining the Norfolk Branch website platform, including coordinating with other Norfolk Branch committees and the Norfolk Branch Board for website content and updates along with maintaining the overall functionality of the website.

9.1.1.12 Fundraising Committee. The Fundraising Committee shall be responsible for securing sponsorship from local engineering companies or relevant organizations. This includes authoring and updating documents to explain levels of sponsorship for ASCE; meeting with potential sponsors; ensuring sponsor questions are addressed; ensuring proper tax documentation has been filled out and submitted (in collaboration with the Treasurer); and promoting sponsorship at ASCE events by discussing opportunities with attendees and giving short presentations, if necessary.

9.1.1.13 Awards Committee. The Awards Committee shall consist of Branch members interested in selecting deserving local organization members, papers, and projects for receipt of awards and promoting national, regional, and section recognition. The Awards Committee assists the President and other Branch committees with nominations for ASCE national, regional, section and branch awards, reviewing nominations for local awards, such as government engineer of the year, development of award plaques, purchasing items related to awards, reservations to attend award ceremonies, delivery or presentation of awards, and photography during awards ceremonies.

9.1.2 Terms of Standing Committee Members. Unless otherwise specified, the members of committees shall be approved by the Branch Board upon recommendation of the Branch President, for a one (1) year term. The term shall commence at the beginning of the Branch President's term.

9.2 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 Branch President.

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 above.

10.1 Limitations on Political Activity. No substantial part of the activities of the Branch shall be directed toward 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

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documents.

10.2 **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.

10.3 **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 the Section. If the Section does not exist, the remaining 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.** An amendment to these Bylaws may be proposed by any member of the Board, or by a written petition submitted to the Branch Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Branch.

11.0.2 **Approval.** The proposed Bylaws amendment(s) shall be approved by not less than a two-thirds (2/3) majority of the Branch Board and submitted to the Section Board for review and approval.

11.0.3 **Notice of Adoption.** Upon approval by the Section Board, the proposed Bylaws amendment(s) may then be adopted by a two-thirds (2/3) in favor vote by the Branch Board 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.