



ALABAMA SECTION - BIRMINGHAM BRANCH BYLAWS

Article I: NAME AND OBJECTIVE

1. The name of this organization shall be the BIRMINGHAM BRANCH, ALABAMA SECTION, AMERICAN SOCIETY OF CIVIL ENGINEERS (hereafter, "Branch").
2. Its objective shall be the advancement of engineering knowledge and practice; fellowship; the maintenance of high professional standing and exemplary citizenship among its members; professional encouragement of students and engineers-in-training; assumption of its proper concern in local enterprise and civic problems; service in behalf of its members; and cooperation with other engineering societies and organizations within the arts, with a view toward promoting the general welfare of the American Society of Civil Engineers and the engineering profession, and in a manner consistent with the purpose of the American Society of Civil Engineers.
3. The actions of the Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Alabama Section.
4. The fiscal year for the Branch shall be from October 1 to September 30.

Article II: AREA AND MEMBERSHIP

1. The geographical boundary of the Branch shall encompass the areas within Jefferson, Shelby, St. Clair, Walker, Talladega, Calhoun, Cullman, and Blount Counties, Alabama, and its current official address shall be that of its Post Office Box.
2. All Subscribing Members of the Alabama Section of the American Society of Civil Engineers (hereafter, "Society") who work or reside within the Branch boundary shall be Allocated Members of the Birmingham Branch. All Allocated Members of the Birmingham Branch, subscribing to the Bylaws of the Branch, as evidenced by the payment of dues of the Branch, shall be Subscribing Members of the Branch.
3. Only Subscribing Members of the Branch shall have the right to vote, to serve on Branch committees, to hold an office of the Branch or to represent the Branch officially.
4. GUESTS OF THE BRANCH
 - (a) Any Subscribing Member may invite to the Branch dinners or meetings any potential members of the Society and any members of the Society temporarily in the city who do not reside in the Branch's geographical area as guests of the Branch.

- (b) All Subscribing Members of the Branch are authorized and encouraged to invite their spouses or friends, engineers who are potential members, members of student chapters, engineer clubs, and societies of other branches of engineering to special meetings and dinners of the Branch.

Article III: SEPARATION FROM MEMBERSHIP

1. Members who cease to be members of the Alabama Section, for any reason, or who live and work outside the Branch Boundary, shall cease to be members of the Branch.

Article IV: DUES

1. There shall be no entrance fee.
2. The annual dues for all members of the Birmingham Branch shall be an amount as the Branch from time to time sets, except for those exempted in Article IV, Section 4. Special assessments must have the approval of a majority of the membership at a regular meeting, provided a quorum is present and notice of the proposal has been given at one regular meeting before action on said proposal is expected and is published in at least two consecutive Branch newsletters.
3. Dues shall be payable annually on the first day of October and in arrears after the thirtieth of the following September. Dues shall be cumulative for one year, and any member whose dues are more than one year in arrears shall cease to have the rights and privileges of Subscribing Members of the Branch. Reinstatement of these rights and privileges will require payment of one year's past dues in addition to the current year's dues, except when said Member failed to pay dues because of relocation from the Branch geographic area.
4. Members exempt from the payment of dues in the Society as Life Members shall be exempt from the payment of dues in the Branch and shall exercise all rights and privileges of Subscribing Members of the Branch.

Article V: OFFICERS

1. Any Subscribing Member of the Branch may be elected as an officer of the Branch.
2. The officers of the Branch shall be a President, the latest living Past President continuing to be a Subscribing Member of the Branch, a Vice President, a Secretary, and a Treasurer. The Secretary and Treasurer may be the same person. The Director of the Branch will be a Past President continuing to be a Subscribing Member of the Branch.
3. The officers of the Branch and the Director shall constitute the Executive Committee in which the government of the Branch shall be vested and the management of the Branch shall be conducted, in accordance with Article VI.

4. The terms of office of each officer shall begin on October 1 of the fiscal year (as defined in Article I, Section 4) and except as hereinafter provided shall continue for a period of one year or until a successor is elected and installed. An officer filling a vacancy in office shall continue for the unexpired term of that office.
5. Without prejudice to resignations, natural causes, or other normal reasons for vacancy, a vacancy for the unexpired term of any office shall be determined to exist when the officer no longer lives and works in the Branch geographic area or ceases to be a Subscribing Member of the Branch. A vacancy in the office of Vice President, Secretary, or Treasurer shall be filled by provisional appointment by the President, effective only until such vacancy has been filled by election at a regular business meeting of the Branch. A vacancy in the office of President shall be filled by the Vice President.
6. The office of Past President shall be automatically filled on October 1 of each fiscal year by the latest living former President of the Branch whose membership is in good standing.
7. Except as noted above, the officers of the Branch shall be elected and nominated in accordance with Article VII.

Article VI: MANAGEMENT

1. The Executive Committee of the Branch shall manage the affairs of the Branch. It shall adopt a budget for the current fiscal year, which shall be presented for approval or modification by a majority of the Subscribing Membership attending the October Branch meeting. It shall direct the care of the funds of the Branch and make appropriations for specific purposes. Meetings of the Executive Committee shall be held as necessary to handle the business of the Branch in a timely manner.
2. The President of the Branch shall have general supervision over the affairs of the Branch; shall preside at meetings of the Branch and Executive Committee; shall be chairperson of the Executive Committee; and an *ex officio* member of all committees.
3. The Vice President, in the absence of the President, shall discharge the duties of the President. The Vice President shall serve as chairperson of the Programs Committee and shall be responsible for scheduling technical programs, acquiring speakers, and introducing the speaker at the meetings.
4. The Secretary of the Branch shall be responsible for the notification and organization of all Branch meetings and special events unless those meetings or events fall under the jurisdiction of the Programs Committee; shall be responsible for the creation and distribution of the Branch newsletter; shall record the proceedings of all Branch and Executive Committee Meetings; and shall prepare an annual report to the Alabama Section.
5. The Treasurer of the Branch shall have charge of the books of account and records of the Branch; shall be responsible for the collection of all dues; shall submit the annual Internal Revenue Service reports to the Alabama Section, and shall conduct the transfer of funds to and from the Branch bank accounts under the direction of the Executive Committee.

6. The Director of the Branch shall represent the Branch on the Board of Directors of the Alabama Section as consistent with the Constitution and Bylaws of the Alabama Section.

Article VII: NOMINATION AND ELECTION OF OFFICERS

1. At least three months prior to the May Branch meeting, the President shall appoint a Nominating Committee to recommend candidates for the offices of President, Vice President, Secretary, and Treasurer for the next fiscal year.
2. The Nominating Committee shall consist of at least three members of the Branch, one of whom shall be a former President of the Branch who is not currently serving on the Executive Committee.
3. Except for an interim appointment where a member may complete the appointed term and, if elected, serve the next full term of an office, no individual will serve consecutive full terms in the same office of the President, Vice President, Secretary, and Treasurer.
4. The Nominating Committee shall present its recommended slate of officers at the May Branch meeting. After presentation of the Nominating Committee's report, the President shall offer the opportunity for nominations from the floor.
5. The election shall be held at the business session of the May Branch meeting. The nominee for each office receiving a majority of votes cast by the Subscribing Members present shall be declared elected to that office effective October 1.

Article VIII: MEETINGS

1. Regular meetings shall be held at such times and places as determined by the Executive Committee. Appropriate advance notice of all meetings shall be given to each member of the Birmingham Branch. At these meetings, the business of the Branch shall be transacted; visiting, new, and potential members shall be welcomed; and programs presented.
2. Any Branch meeting at which any official action is taken shall have present a quorum, which shall consist of at least fifteen Subscribing Members, one of whom shall be an officer. A majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee.
3. All program items of a meeting shall be approved by the Program Committee.
4. Oral discussions shall be limited to five minutes for each person, except by special permission of the presiding officer.

Article IX: COMMITTEES, SUBSIDIARIES, AND REPRESENTATION IN OTHER GROUPS

1. The President, with the concurrence of the Executive Committee, shall appoint the members, designate the Chairperson, and outline the duties of all non-standing committees of the Branch. Such committees shall report to the Executive Committee through the President and shall perform their duties under his direction.
2. In addition to other committees appointed from time to time as necessary, the following standing committees shall be appointed each year by the President or the officer as stated herein:
 - (a) The Program Committee shall be charged with the responsibility of bringing to culmination the program for each Branch meeting. The Vice President of the Branch shall be the Chairperson of the Program Committee and shall appoint, with concurrence from the President, at least two other Subscribing Members of the Branch to serve on the committee.
 - (b) The Membership Committee shall be charged with the responsibility of attracting qualified engineers into the Society, encouraging the present members to remain in the Society, encouraging former members to reinstate, and encouraging all Allocated Members of the Branch to become Subscribing Members. The Secretary of the Branch shall be the Chairperson of the Membership Committee and shall appoint, with concurrence from the President, at least two other Subscribing Members of the Branch to serve on the committee. The committee shall also publish and distribute all meeting notices and newsletters and promote meeting attendance.
 - (c) The Outreach Committee, formally functioning as the Richard S. Woodruff Pre-College Outreach Program, shall be charged with the responsibility of bringing the mission of the Society to future engineers of all ages. The President will be the Chairperson of the Outreach Committee and shall appoint at least three other Subscribing Members of the Branch to serve on the committee. The committee will consist of three sub-committees, which will be charged with reaching potential engineers in college, on the verge of attending college, and in grade school. The three Sub-Committee Chairpersons will be members of this committee; however, there may be additional committee members without sub-committee leadership. Additional sub-committees may be created, but the three standing Sub Committees are stated herein:
 - 1) The Student Chapter Sub-Committee shall be charged with the responsibility of maintaining liaison between the Student Chapter at the University of Alabama at Birmingham and the Branch and encouraging support for the Student Chapter by the Branch. The Chairperson shall be the Student Practitioner Advisor. The committee shall consist of at least three Subscribing Members of the Branch.
 - 2) The Scholarship Sub-Committee shall be charged with the responsibility of administering the Branch Scholarship Program. The committee shall consist of

at least three other Subscribing Members of the Branch, to include at least one officer of the branch.

- 3) The Pre-College Sub-Committee shall be charged with administering engineering programs provided by or supported by the Society and participating in events with a purpose to bring the mission of the Society to future engineers of all ages. It shall consist of at least two other Subscribing Members of the Branch.
3. 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 and the Society Rules of Policy and Procedure. Such subsidiary organizations may be, but are not limited to, Younger Member Forums/Groups, Technical Groups, and local Institute Chapters. Each subsidiary organization President or Chair shall submit an annual report to the Branch Executive Committee on the activities and programs of the organization.
4. Subsidiary organizations shall be created in accordance with the following requirements:
 - 1) Those proposing a subsidiary organization shall submit a written proposal to the Branch Executive Committee with the name, objectives, officers, and brief comments on how it 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.
 - 2) Following approval of the Branch Executive Committee, the proposal shall be forwarded to the Section Board of Directors for their review and approval.
 - 3) Following the approval of the Section Board of Directors, those proposing a subsidiary organization shall prepare and submit Bylaws for approval of the Branch Executive Committee and the Section Board of Directors.
 - 4) Approval must also be obtained from the appropriate Institute to activate an Institute Chapter.
5. Assets of a disbanded Subsidiary organization shall be assumed by the Branch.
6. The President and Vice President shall be the representatives of the Branch on the Engineering Council of Birmingham, Inc., unless a Subscribing Member of the Branch is formally designated in their place by the Executive Committee, and shall advise the membership of Council activities.

Article X: ADMINISTRATIVE PROVISIONS

1. 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.
2. No substantial part of the activities of the Branch shall be 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 documents.

3. 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, the Alabama 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, the Alabama 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.
4. 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 of the Alabama Section shall determine, and in the absence of such designation they shall be conveyed to the Society.

Article XI: AMENDMENTS

1. Changes to the Bylaws may be proposed by the Executive Committee or by the membership. Any proposed change shall be presented to the membership in writing through the Branch newsletter. The sponsoring member shall then formally present the change, as a first reading, at the next regular Branch meeting after the change is published in the newsletter. The Branch will act upon the change at the next regular meeting after the meeting of the first reading. The Branch will accept or reject the proposed Bylaws change, as presented or modified during the discussion, by a majority vote of the Subscribing Members attending the Branch meeting where a quorum is present.
2. Changes duly made to the Bylaws shall be announced in the Branch newsletter.