OREGON SECTION, CAPITAL BRANCH
BYLAWS

Article 1: General

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

1.2 Objective. The objective of the Capital 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 Capital Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Oregon Section and these Bylaws.

Article 2: Area and Membership

2.1 Area. The area of the Capital Branch shall be the Counties of Marion, Linn, Benton, and Polk.

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

2.3 Subscribing Members. All members of the Society of all grades, who subscribe to the Bylaws of the Capital Branch and who have paid the current dues of the Branch, shall be Subscribing Members of the Branch.

2.4 Rights of Members. All Assigned and Subscribing Members of the Branch who meet the requirements of the Society’s governing documents are Branch Members and shall be eligible for election to Capital Branch office, or to vote in the Branch elections.

Article 3: Separation from Membership

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

Article 4: Dues and Finances

4.1 Branch Dues. The annual dues for members of the Capital Branch shall be determined by the Society and be payable in accordance with Society requirements. All branch dues shall be deposited in the Oregon Section
account(s). The Capital Branch shall submit an annual budget request to the
section for funds to be used by the Branch.

4.2 Branch Finances

4.2.1 Finances of General Meetings. The meeting registration fee shall
be established by the Board of Directors of the Branch and shall constitute
a fair and reasonable cost to reimburse the Branch treasury for the cost of
the meeting including but not limited to, meals, facility fees, the speaker(s)
meal(s), and any other associated expenses.

4.2.2 Funds Generated by the Branch. Any proceeds generated from
meetings, seminars, workshops, or other events which are sponsored by
the Branch shall be deposited in the Branch account(s) and used for the
good of the Branch, unless otherwise agreed to and documented in
writing.

Article 5: Management

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

5.2 Budget. The Capital Branch activities shall be based on a budget proposed
by the Capital Branch Board of Directors and approved by the Oregon Section
Board of Directors.

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

5.4 Duties of the Officers. The duties of officers shall be those usual for such
officers and as specified in the Capital Branch Operations Manual.

5.5 Annual Report. The Board of Directors shall oversee the preparation of the
Capital Branch Annual Report, which shall be submitted to the Oregon Section in
accordance with published requirements.

Article 6: Officers and Directors

6.1 Officers. The officers of the Capital Branch shall be a President, a President-
Elect, a Vice President, a Secretary and a Treasurer. The Secretary and
Treasurer may be the same person.
6.2. **Board of Directors.** The Board of Directors shall consist of the officers, and the immediate Past-President.

6.3 **Qualifications.** Qualifications for elected office in the Branch shall be the same as qualifications for Section office.

6.4 **Terms.** All officers, except the President, shall be elected for terms of one (1) year, which terms shall begin at the close of the Section Annual Meeting and continue until their successors are elected and assume the offices.

6.4.1 **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 at the close of the Section Annual Meeting. At the conclusion of the term as President of the Branch, the President becomes the Past President for a term of one (1) year.

6.5 **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 if there is one (or other designated officer). In the event the Past President position becomes vacant, the latest active Past President available and willing to serve shall assume the position. Other vacancies shall be filled for the unexpired term by appointment by the Capital Branch Board of Directors.

**Article 7: Elections**

7.1 **Nominating Committee.** The Nominating Committee shall publish notice of open positions to the Branch membership at least thirty (30) days prior to the election and set the date by which nominations must be received. The names of candidates for nomination shall be submitted to the Nominating Committee from within the Branch membership in a form prescribed by the Nominating Committee. No person shall be a candidate for more than one (1) office per election cycle. 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 nominees to serve if elected. Candidates may be nominated from the floor of a branch meeting prior to the date by which nominations must be received. In addition, candidates may be nominated by written petition containing six (6) signatures of Branch Members. In a contested election, the Nominating Committee shall propose and the Board of Directors approve rules as applicable to ensure a fair contest.

7.2 **Ballots.** In a contested election, the Secretary shall send a ballot containing the list of all nominees (and a space for a write-in vote for another candidate) for each office to each Branch Member at least twenty (20) days prior to the Annual Meeting. For an uncontested election, the Board of Directors will determine the procedures the Branch will follow during balloting.
7.2.1 Tallying the Ballots. Ballots returned to the Secretary up to the
time of counting shall be opened and counted at, or immediately prior to,
the Annual Meeting by three tellers appointed by the President from
among the Branch Members. 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 Annual Meeting. The Annual Meeting shall be held on such date
and at such place as the Board of Directors designate.

8.1.2 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) Branch Members.

8.1.3 Frequency of Other Meetings. In addition to the Annual Meeting,
other meetings shall be held each year at regular intervals.

8.1.4 Meeting Notice. Notice of call for a Capital Branch meeting shall be
sent to all Branch Members of the Capital Branch not less than fourteen
(14) days in advance of the meeting.

8.1.5 Quorum at Branch Meetings. At all meetings where business is
transacted 10 Branch Members 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.

8.2.2 Tie Votes. In the event of a tie vote, the President’s vote shall
govern.

8.3 Parliamentary Authority. All business meetings of the Capital 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 Capital Branch,
Oregon 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 Capital 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 and Technical
Groups/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 Capital Branch Board of Directors, the Oregon Section Board of Directors, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the Capital Branch and Oregon Section Boards of Directors before becoming effective.

9.1.2. **Process for Formation.** Procedures for creating a Subsidiary Organization shall be as follows:

9.1.2.1 **Proposal.** A Subsidiary Organization shall be proposed by submission of a written proposal to the Capital 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 **Review and Approval.** Following approval of the Capital Branch Board of Directors, the proposal shall be forwarded to the Oregon Section Board of Directors for their review and approval.

9.1.2.3 **Bylaws** Following the approval of the Oregon Section Board of Directors, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the Capital Branch Board for the operation of the organization.

9.1.2.4 **Approval.** Approval of the Subsidiary Organization Bylaws by the Capital Branch and Oregon Section Boards 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 Capital 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 shall be suitable for incorporation into the Capital Branch’s Annual Report to the Oregon Section.
9.1.5 Level of Activity. Each Subsidiary Organization shall hold a minimum of 3 events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have at least six (6) Members on its rolls for two (2) successive years, shall be automatically disbanded. Assets of a disbanded Subsidiary Organization shall be assumed by the Capital Branch.

9.2 Committees

9.2.1 Standing Committees. The Capital Branch shall have a Nominating Committee

9.2.1.1 Nominating Committee. The Nominating Committee shall consist of not less than three (3) nor more than six (6) Members including the three (3) most recent active Past-Presidents of the Capital Branch who are willing to serve, plus other duly selected members, as appointed by the Capital Branch Board of Directors. All members shall be Members of the Branch and voting members of the Society. Members of the Board of Directors who are not candidates for nomination may serve on the Nominating Committee.

9.2.1.2 Program Committee. The Program Committee shall consist of not less than three (3) members and shall be responsible for organizing the technical program for each of the Capital Branch meetings.

9.2.1.3 Membership Committee. The Membership Committee shall consist of not less than three (3) members. This committee is responsible for advertising, coordinating special events, and canvassing the local engineering community encouraging membership in the Society.

9.2.1.3 Terms of Standing Committee Members. Unless otherwise specified, the members of committees shall be appointed by the Capital 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 Capital Branch President.

Article 10: Administrative Provisions

10.1 Proper Use of Branch Resources. No part of the net earnings of the Capital Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Capital 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 Capital Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the Capital 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 Capital 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 Capital Branch, Oregon 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 Capital Branch, Oregon 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 Capital Branch entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Capital Branch entity.

10.4 Distribution of Branch Assets. Upon dissolution of the Capital 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 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 Capital Branch Secretary, containing the text of the amendment, signed by not less than ten (10) Members of the Branch.

11.1.2 Approval. The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Capital Branch Board of Directors and submitted to the Oregon Section Board of Directors for review and approval.

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

**Amended Bylaw Approval History**

Draft Bylaws were approved unanimously by Capital Branch Board of Directors meeting on December 6, 2011 and Oregon Section Board of Directors meeting on February 21st, 2012. Minor edits to draft were made based on input from ASCE general counsel. Final Bylaws were approved by ASCE Capital Branch general members at May 17th, 2012 meeting (unanimous approval). Signatures below reflect approval of final bylaws by Capital Branch and Oregon Section Board of Directors.

**Approved by ASCE Oregon Section- Capital Branch Board of Directors**

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<tr>
<th>Name</th>
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<tr>
<td>STUART JANZ EE</td>
<td>Past President</td>
<td>21 May 2012</td>
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<tr>
<td>ERIC DRESTAAL</td>
<td>President</td>
<td>5/21/2012</td>
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<tr>
<td>KEVIN RUPP</td>
<td>President-Elect</td>
<td>5/21/2012</td>
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<tr>
<td>JOSH GOODALL</td>
<td>Vice President</td>
<td>5/21/2012</td>
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<tr>
<td>KIM RUPP</td>
<td>Secretary</td>
<td>5/21/2012</td>
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**Approved by ASCE Oregon Section Board of Directors**

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<thead>
<tr>
<th>Name</th>
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<tr>
<td>Ance C. Readman</td>
<td>Section President - ASCE CR</td>
<td>5/21/12</td>
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<tr>
<td>Marioca R. Menzeda</td>
<td>Section Treasurer</td>
<td>5/21/2012</td>
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<tr>
<td>Gail Hall</td>
<td>Geotech Group President</td>
<td>5/21/12</td>
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<td>Madi Giddings</td>
<td>Secretary</td>
<td>5/21/12</td>
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<tr>
<td>Tim A. White</td>
<td>Section Past President</td>
<td>5/21/2012</td>
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<tr>
<td>Martin B. Silva</td>
<td>SWWA President</td>
<td>5/21/12</td>
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Name, Title, Date