Article 1: General

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

1.2 Objective. The objective of the North Jersey 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 North Jersey Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the New Jersey Section.

Article 2: Area and Membership

2.1 Area. The area of the North Jersey Branch shall be Sussex, Warren, Morris, Passaic, Bergen, Essex, Hudson and Union counties in New Jersey.

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

2.3 Subscribing Members. All members of the Society of all grades, who subscribe to the Bylaws of the North Jersey 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 a North Jersey Branch office or to a leadership position in a subsidiary organization or committee, or to vote in North Jersey Branch elections.
Article 3: Separation from Membership

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

Article 4: Dues

4.1 Branch Dues. The annual dues for members of the North Jersey Branch shall be set by the New Jersey Section payable in U.S. currency by January 1st. Members of the Society, of all grades, who are exempt from payment of dues in the Society shall be exempt from payment of dues in the Branch.

Article 5: Management

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

5.2 Budget. The North Jersey Branch activities shall be based on a balanced budget proposed and approved by the North Jersey Branch Board of Directors by September 15th of each year. Approval shall be by a majority vote of the North Jersey Branch Board of Directors.

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

5.3.1 Financial Governance. Within one-hundred and eighty (180 days of the date these Bylaws are adopted, the North Jersey Branch Board of Directors shall adopt formal financial governance procedures to ensure transparency and accountability in the Branch’s finances.

5.4 Duties of the Officers. The duties of the officers shall be those usual for such officers.

5.5 Annual Report. The Board of Directors shall oversee the preparation of the North Jersey Branch Annual Report, which shall be submitted to the New Jersey Section in accordance with the Region 1 calendar.
Article 6: Officers and Directors

6.1 Officers. The officers of the North Jersey Branch shall be a President, a President-Elect, a Vice President, a Secretary and a Treasurer.

6.2 Board of Directors. The Board of Directors shall consist of the officers, the latest active subscribing member Past-President, the latest active subscribing member Second Past-President and two (2) Directors.

6.3 Terms. All officers and directors except President, First Past-President and Second Past-President shall be elected for terms of one (1) year, which terms shall begin on June 1st and end on May 31st of the following year.

6.3.1 Term of the President. The terms of the office for the President shall be one (1) year.

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

6.4 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 North Jersey Branch Board of Directors.

6.5 Removal of Board Members. Any North Jersey Board member in good standing may call for the removal of another North Jersey Branch Board member. Any subscribing member may also call for the removal of a North Jersey Branch Board member by submitting a petition with the signatures of at least twenty (20) other subscribing members. A motion to present the case to the Board must be made and then passed prior to the case presentation. Once the motion is passed, the case must be made for the removal and the Board member in question must be given an opportunity to respond to the case being brought against him/her. After the case has been presented, a motion to vote for the removal will be made. The member calling for the vote and the member who is the subject of the vote are precluded from voting. The motion for removal will be considered upheld if not less than a majority of remaining Board members vote in favor of the motion. All Board members must be present for this vote. If the motion for removal is upheld, the member who is the subject of the vote will no longer be part of the North Jersey Branch Board of Directors. The vacancy left by the departing member will be filled in accordance with Paragraph 6.4. Details and procedures relating to this process will be determined by a committee of not fewer than three (3) Board members.
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. In addition, candidates may be nominated by written petition containing five (5) signatures of Subscribing Members. The nominating Committee shall set the date by which nominations must be received, not later than March 15th.

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 Subscribing Member of the North Jersey Branch before April 1st.

7.3 **Tallying the Ballots.** Ballots returned to the President up to the time of counting shall be opened and counted at the first Board Meeting following May 1st. For each office the candidate receiving the highest number of votes cast shall be declared elected. In the event of a tie the President shall cast the deciding vote.

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 designates.

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) Subscribing 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 North Jersey Branch meeting shall be sent to all Subscribing Members of the North Jersey 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 twenty (20) Subscribing Members shall constitute a quorum.

8.2 **Board of Directors Meetings.**
8.2.1 Quorum. Four (4) members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

8.3 Parliamentary Authority. All business meetings of North Jersey 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 North Jersey Branch, New Jersey Section Constitution and Bylaws, or the Society’s governing documents.

Article 9: Subsidiary Organizations, Committees and Student Chapters

9.1 Subsidiary Organizations. Subsidiary organizations may be formed within the North Jersey Branch, consistent with the purposes of the Section and Branch, and in accordance with the provisions of the 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 North Jersey Branch Board of Directors and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the North Jersey Branch Board of Directors before becoming effective.

9.1.2 Process for Formation. Subsidiary Organizations of the North Jersey 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 North Jersey 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. This 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 North Jersey Branch Board of Directors, New Jersey Section Board of Directors shall be notified.

9.1.2.3 Following the approval of the North Jersey Branch Board of Directors, those proposing a Subsidiary
Organization shall have the option of adopting these Bylaws or preparing their own Bylaws.

9.1.2.4 Approval of the Subsidiary Organization Bylaws by the North Jersey Branch 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. The North Jersey Branch shall finance the activities of Subsidiary Organizations, subject to the approval of the North Jersey Branch Board. The Branch activities shall be financed by Branch dues, appropriate charges for specific activities, and an annual allocation of monies from the Section based on a budget proposed by the Branch and approved by the Section.

9.1.4 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 at least one (1) Subscribing Member on its rolls for two (2) successive years, shall be automatically disbanded. Assets if a disbanded Subsidiary Organization shall be assumed by the North Jersey Branch.

9.2 Committees

9.2.1 Standing Committees. The Branch shall have a Nominating Committee and a Scholarship Selection Committee. The Branch President may create additional committees according to need.

The Nominating Committee shall choose one (1) or more candidates for election to each office, and obtain the consent of each nominee to serve if elected.

Membership of any committee, other than the nominating committee, shall automatically consist of the members of the Board of Directors until at least three (3) Subscribing Members are specifically appointed by the President.

9.2.1.1 Nominating Committee. The Nominating Committee shall consist of not less than three (3) members, including the two (2) most recent active resident Past-Presidents of the Branch who are willing to serve, appointed by the Board of Directors. The responsibilities of the Nominating Committee shall be in accordance with Paragraph 7.1.
9.2.1.2 Scholarship Selection Committee. The Scholarship Selection Committee shall consist of not less than three (3) Subscribing Members. The Scholarship Selection Committee will publish scholarship applications information, receive applications and select scholarship recipients.

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

9.3 Student Chapters. The Branch shall encourage and be responsible for coordination and interaction with any student chapter or club that is located within the geographical area of the Branch.

Article 10: Administrative Provisions

10.1 Proper Use of Branch Resources. No part of the net earnings of the North Jersey Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the North Jersey 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 North Jersey Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the North Jersey 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 North Jersey 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 places 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 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) if 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 written petition submitted to the North Jersey Branch Secretary, containing the text of the amendment, signed by not less than twenty (20) 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 North Jersey Branch Board of Directors.

11.1.3 *Notice of Adoption.* The approved Bylaws amendment(s) may be adopted by a majority vote of the North Jersey Branch Subscribing Members present at a duly constituted Branch meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the North Jersey Branch membership at least twenty (20) days in advance of the meeting.