

Article I

Name and Objective

1. Section 1. The name of this organization shall be the Southeast Branch, Wisconsin Section, American Society of Civil Engineers.
2. Section 2. The objective of the Southeast Branch shall be the advancement of the science and profession of civil engineering, in a manner consistent with the objective of the American Society of Civil Engineers.

Article II

Area and Membership

1. Section 1. The area of the Southeast Branch shall be the counties of Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, and Waukesha in the State of Wisconsin.
2. Section 2. All members of the American Society of Civil Engineers of all grades, who subscribe to the Bylaws of the Southeast Branch and who have paid the current dues of the Section and Branch, and who are resident of the Branch area, shall be subscribing members of the Branch. All other members of the American Society of Civil Engineers of all grades, whose addresses are within the boundaries of the Branch as defined by the Society, shall be Assigned Members of the Branch. Those members who reside with addresses outside of the Southeast Branch area may choose to select to be Southeast Branch Members, provided they pay the associated dues.

Article III

Dues and Finances

1. Section 1. The Branch activities shall be financed by Branch annual dues and an annual allocation of monies from the Section based on a budget proposed by the Branch and approved by the Section.
2. Section 2. There shall be no entrance fee.
3. Section 3. The Branch annual dues of each member shall be established by the Branch Board.
4. Section 4. Members exempt from payment of dues in the Society shall be exempt from payment of Branch dues. Such exempt members shall be subscribing members.

Article IV

Officers and Governing Body

1. Section 1. The officers of this Branch shall be a president, a president-elect, a secretary, and a treasurer.
 - a. (a) The governing body of the Branch shall be a Board of Directors consisting of the officers, the latest resident past-president of the Branch, and no more than four directors.
 - b. (b) The latest resident past-president of the Branch shall be the Branch Director on the Wisconsin Section Board of Directors. In the event of his absence, the Branch President may represent the Branch Director at Section Board Meetings.
2. Section 2. The terms of office for each officer shall be 1-year, which terms shall begin at the close of the Annual Meeting.

3. Section 3. The term of the President shall be one (1) year. The President-Elect shall succeed to the office of President at the close of the Annual Meeting.
4. Section 4. No member shall serve in the same elective office for more than three (3) consecutive terms, unless approved by the Board of Directors.
5. Section 5. Only subscribing members of the Branch shall be eligible for election to office.
6. Section 6. The duties of the officers shall be those usual for such officers.
7. Section 7. A vacancy in the office of President shall be filled by the President-Elect. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.
8. Section 8. At meetings of the Board of Directors, a majority of voting members shall constitute a quorum (e.g., a Board of Directors of 9 voting members requires 5 voting members for quorum, and a Board of Directors of 10 voting members requires 6 voting members for a quorum).

Article V

Nomination and Election of Officers

1. Section 1. By November 1st of each year, the President shall appoint/subject to confirmation of the Board of Directors, a nominating committee of not less than three (3) subscribing members.
2. Section 2. By April 1st of each year, the nominating committee shall choose one or more candidates for election to each office, except the office of the President, and for the Directors and obtain the consent of each nominee to serve if elected.
3. Section 3. The Secretary shall send an electronic ballot, containing the list of official nominees and a space for a write-in vote for another candidate for each office, to each subscribing member of the Branch on or before the 15th day of June of each year.
4. Section 4. Ballots returned to the Secretary by the last day of June of each year shall be opened. For each office, the candidate receiving the highest number of votes cast shall be declared elected.

Article VI

Meetings

1. Section 1. At least four (4) meetings of the Board of Directors shall be held each year at regular intervals. Branch meetings may be called throughout the year at the discretion of the Board of Directors, or by the President upon written request of at least 10 subscribing members.
2. Section 2. At all Branch meetings, ten (10) subscribing members shall constitute a quorum.
3. Section 3. Notice of call for a Branch meeting shall be distributed to all subscribing members of the Branch not less than seven (7) days in advance of the meeting date.
4. Section 4. All business meetings of the Board of Directors shall be governed by Robert's Rules of Order, revised, except as provided in these bylaws.

Article VII

Committees

1. Section 1. The President each year shall appoint the following committees: Scholarship, Programs and Meetings, Membership, Education, Student Affairs, and Public Information.

2. Section 2. The President shall appoint such other committees as are from time to time deemed necessary.

Article VIII

Subsidiary Organizations

1. Section 1. Subsidiary organizations may be formed within the Branch to facilitate carrying out the objectives of the Branch, to promote interest in the Society and to provide to members of the Branch a better opportunity for participation in Branch activities, in accordance with the provisions of the Bylaws. Formation of subsidiary organizations shall be subject to the approval of the Branch Board of Directors and such other requirements as may be established by the Society. Constitutions and Bylaws of subsidiary organizations shall be approved by the Branch Board before becoming effective.
2. Section 2. Subsidiary organizations may be, but are not limited to Younger Member Groups, and Technical Groups. Names of subsidiary organizations shall be as set forth in the Rules of Policy and Procedure for the Society.
3. Section 3. Technical Groups, Younger Member Groups, Associate Member Forums, and other subsidiary organizations shall be created in accordance with the following requirements:
 - a. (a) Those proposing a subsidiary organization shall submit a statement to the Branch Board of Directors with the name, objectives, officers, and brief comments on how it will be of advantage to members in the area to have a group.
 - b. (b) Not less than eight Subscribing Members of the Branch may form a group.
 - c. (c) Approval must be obtained from the Branch Board of Directors to activate the group.
4. Section 4. Each subsidiary organization shall submit an annual budget and financial statement to the Board of Directors for approval.
5. Section 5. Each subsidiary organization President or Chair shall submit an annual written report to the Board of Directors on the activities and programs of the organization.
6. Section 6. Each subsidiary organization shall hold a minimum of two events per year. Any subsidiary organization that does not maintain the minimum activity level for two successive years, or does not have fifteen subscribing members on its rolls, shall be automatically disbanded. Assets of a disbanded subsidiary organization shall be assumed by the Branch.

Article IX

Amendments

1. Section 1. Bylaws may be adopted or amended only by the following procedure:
 - a. (a) The proposed Bylaw or amendment shall receive an affirmative vote of not less than two-thirds of the subscribing members voting.
 - b. (b) To become effective, it shall receive the approval of the Board of Directors of the Wisconsin Section.

Article X

Miscellaneous Provisions

1. Section 1. No part of the net earnings of the Branch shall inure to the benefit of any private shareholder or individual and 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 any candidate for public office.

2. Section 2. Upon dissolution of the Branch, the assets remaining after the payment of the debts of the Branch shall be distributed to such corporation, community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as they now exist or as they may be amended, as the Board of Directors shall have designated and in the absence of such designation they shall be conveyed to the American Society of Civil Engineers.