

**ASCE PHILADELPHIA SECTION
SUMMARY OF BYLAWS REVISIONS**

TO: PHILADELPHIA SECTION BOARD OF DIRECTORS

FROM: CONSTITUTION & BYLAWS REVIEW COMMITTEE
(Ms. Kristen Bowman Kavanagh, Mr. Robert Wright, Mr. Keith Yamatani)

DATE **April 7**, 2010

The Constitution and Bylaws of the Philadelphia Section of ASCE were last updated in 1992. In an effort to update the structure and terminology of these documents per current Society recommendations, a special committee has reviewed and proposes revisions to the documents. The Philadelphia Section's proposed new Bylaws are provided below for your consideration. The revised Bylaws reflect the following changes, consistent with the sample bylaws provided by the Society (provided under separate cover). The reasoning behind each proposed change is also noted.

- Deleted old Article I "Membership Rights."
 - *Not necessary per Society's sample bylaws.*
- Added new Article 1 "General."
 - *For consistency with Society's current terminology and sample bylaws.*
- Added new Article 2 "Area and Membership."
 - *For consistency with Society's current terminology and sample bylaws but not used.*
- Added new Article 3 "Separation from Membership"
 - *For consistency with Society's current terminology and sample bylaws but not used.*
- Renumbered old Article II "Dues" is new Article 4 "Dues."
 - *For consistency with Society's current terminology and sample bylaws.*
 - *Changed "technical group" to "Institute Chapter" in Section 2 to allow Institutes (but not technical groups) to set membership fees.*
 - *Specified current dues amount of \$40 in Section 1 per sample bylaws.*
 - *Delete statement that membership ceases when dues are three months in arrears since Section 2 of the Constitution already defines membership categories/definitions/requirements.*
- Added new Article 5 "Management"
 - *For consistency with Society's current terminology and sample bylaws.*
- Added new Article 6 "Officers and Directors."
 - *Include deleted Sections 6.5-6.12 from old Constitution, since they deal with procedural issues related to officer terms.*
 - *Added text to explicitly state that all members of the Board of Directors shall attend all Board meetings and be active in other Section activities.*
 - *Include old Article IV "Duties of Officers" as Section 6.6. Redefine*

organization structure such that each officer is responsible for one or more committees instead of the President-Elect being responsible for all committees.

- President will be responsible for “Planning Committees” including Nominating and Strategic Planning.
- President-Elect will be responsible for “Programming Committees” including General Membership Meetings, Government Affairs, and Social.
- Vice President will be responsible for “Technical Committees” including PDH and the technical groups and will not be responsible for contacting student chapter Faculty Advisors.
- Secretary will be responsible for “Communications Committees” including Newsletter, Website, Email, and Public Relations.
- Treasurer will be responsible for “Finance Committees” including Budget and Sponsorship.
- Membership Secretary will be responsible for “Membership Committees” including Awards, History and Heritage, and Scholarships.
- The Directors will be responsible for “Outreach Committees” including College Student, Pre-College, and Community.
- Added a job description for Directors in Section 6.6.7.
- Added Article 6.97 in order to allow for Removal from Office of Officers that do not attend Board meetings.
- Changed “unexpired term” to “end of Section year” in Section 6.4.3.
 - To make language regarding filling of vacancies consistent with Section 6.3.
- Reword Section 6.7.2.2, since it currently implies that the President could decide that a certain committee is not needed for the year, but if it’s a “standing” committee then it is always active/necessary.
- Old Article III “Nomination and Election of Officers” renamed Article 7 “Elections.”
 - Revised references to “publications” and “in writing” to specifically allow for notifications and documentation via electronic means or other regular communications methods.
 - Include deleted Section 6.11 from old Constitution, since it deals with procedural issues related to President-Elect advancing to position of President.
 - Revised references to “publications” and “in writing” to specifically allow for notifications and documentation via electronic means or other regular communications methods.
 - Changed appointment of committee from January to November.
- Add provision to Section 7.3 to vote on nominees for the Board:
 - If members do not vote, then the Board isn’t really “elected” after all.
- Old Article V “Meetings” renamed Article 8 “Meetings.”
 - Section 8.1.2 added to define quorum at a Section meeting as at least 20 Subscribing Members.
 - Section 8.1.3 and Section 8.2.1 included from old Constitution, since they deal with procedural issues that should be in bylaws.
- Article 9 “Subsidiary Organizations and Committees.”
 - Section 9.1.2 added and states that “Bylaws of subsidiary organizations shall be approved by the Section Board before

- becoming effective.”
- Provides for dissolution of Subsidiary group with a two-thirds vote of the Section Board and 30-days advance notice of such vote.
- Added Newsletter Editor and Membership Database Chair job descriptions.
- Removed current technical group committees from list of Institutes and Technical Groups because they are actually committees with no bylaws or right to operate their finances independently as defined for Institutes.
- Specify a minimum of three members per each standing committee in Section 9.2.7.
- Altered Section 9.4.4.4 so that any Subscribing Member who wants to be included as a branch member be permitted to do so.
- *For consistency with Society’s current terminology and sample bylaws but not used.*
- Added new Article 10 “Administrative Procedures.”
 - *For consistency with Society’s current terminology and sample bylaws but not used.*
- Added new Article 11 “Amendments.”
 - *For consistency with Society’s current terminology and sample bylaws, procedures for amending the Bylaws were moved from Article IX of the Constitution to this section of the revised Bylaws.*
 - *Added procedure which allows a Section Board Member or a Subscribing member (with a petition signed by at least 10 Subscribing members) to propose a Bylaws amendment, since this was not detailed in old procedures.*
 - *Added procedure which requires a majority of Board of Directors to approve sending a proposed amendment to the Society’s Committee on Geographic Units, since this is required by the Society and was not detailed in old procedures.*
 - *Revised text to note that approval is required by the Committee on Geographic Units before Board of Directors can vote to approve Bylaws amendments.*
- Old Article VI “Operations of the Humphrey Fund Trustees” renamed to Article 9 “Richard L. Humphrey Memorial Fund Board of Trustees.”
 - Added option of “web” conference in addition to phone conference for meetings.

Once the Philadelphia Section Board of Directors approves the changes, we must send the revised document to the Society for their review and approval. After we receive the Society’s approval, the Section Board must vote to accept or reject the proposed changes as outlined in the attached document. Our goal is to complete the bylaws revision process by the end of the current year.

Very truly yours,
 Kristen Bowman Kavanagh, P.E.
 President, Philadelphia Section ASCE

**AMERICAN SOCIETY OF CIVIL ENGINEERS
PHILADELPHIA SECTION
BYLAWS**

Article 1: General

1.1 Use of Name and Marks. The use and publication of the Society and Section name and marks shall be in accordance with the Society's governing documents and official policies.

Comment [KBK1]: New Article 1 "General" added per sample bylaws provided by ASCE Society.

Article 2: Area and Membership

Not used.

Comment [KBK2]: Deleted original Article 1, not needed since already covered in Constitution. New Article 2 "Area and Membership" added per sample bylaws provided by Society.

Article 3: Separation from Membership

Not used.

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Membership Rights

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¶
Section 1. . Active Members shall have the right to participate in all activities of the Section as may be permitted by the Section Board.¶
¶
Section 2. . Assigned Members shall have the right to participate in all activities of the Section as may be permitted by the Section Board.¶
¶
Section 3. . Honorary Section Members shall have the right to participate in all activities of the Section as may be permitted by the Section Board.¶

Article 4: Dues

4.1 Annual Dues. Annual dues for members of the Philadelphia Section shall be \$40 dollars payable in U.S. currency in advance of January 1st of the Section Year for each Section Member who has been assigned to this Section by the National Board or designate thereof. Annual dues shall be due on October 1 of the Section Year for each Section Member who has not been assigned to this Section by the National Board or designate thereof.

4.2 Raising Dues. The dues of the Philadelphia Section will be set by the Section Board, exclusive of Institute Chapters membership fees. A two-thirds (2/3) majority vote of the Section Board shall be required to raise dues. Dues may be paid directly to the Section Treasurer or in conjunction with annual dues of the American Society of Civil Engineers.

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Article 5: Management

5.1 Duties of the Board of Directors. Duties of the Philadelphia Section Board of Directors shall include management of the Philadelphia Section, responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the Philadelphia Section and its subsidiary organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the Philadelphia Section and its subsidiary organizations. The Board of Directors shall have control of property of the Philadelphia Section.

5.2 Annual Report. The Board of Directors shall oversee the preparation of the Annual Report which shall be submitted to the Society in accordance with published requirements.

Article 6: Officers and Directors

6.1 Officers. The Officers of the Philadelphia Section shall be elected by the Subscribing Members, with the exception of the President. The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting.

6.2 Directors. The Directors of the Philadelphia Section shall be elected by the Subscribing Members.

6.3 Terms. The terms of Officers and Directors shall begin at the close of the Annual Meeting at which they are elected and installed, and shall continue until their successors are duly elected or appointed.

Comment [KASBK3]: Most of Section 6.3 and 6.4 is from existing Constitution.

6.3.1 Executive Terms. The term of office for the President, President-Elect, Vice President, and Branch President or Chair shall be one year.

6.3.2 Secretary Terms. The term of office for the Secretary and for the Membership Secretary shall be two years, commencing in May of even numbered years if elected to said position or for the remainder of the Section Year if appointed to fill a vacancy. If an election is held in an odd numbered year to fill a vacancy in the office of Secretary or Membership Secretary, the term of such office shall be one year.

6.3.3 Treasurer Term. The term of office for the Treasurer shall be two years, commencing in May of odd numbered years if elected to said position or for the remainder of the Section Year if appointed to fill a vacancy. If an election is held in an even numbered year to fill a vacancy in the office of Treasurer, the term of such office shall be one year.

6.3.4 Director Terms. The term of office for the Section Directors shall be two years if elected to said position or for the remainder of the Section Year if appointed to fill a vacancy, except that if more than three Section Directors are to be elected in any year, the number of Section Directors to be elected in excess of three shall be elected to a one-year term of office.

6.4 Vacancies.

6.4.1 President. A vacancy in the office of President shall be filled by the President-Elect for the remainder of the unexpired term, leaving vacant the office of President-Elect. In the event that the offices of President and President-Elect shall simultaneously become vacant, the office of President shall be filled by the Vice President. In the event that the offices of President, President-Elect and Vice President shall simultaneously become vacant, the office of President shall be filled by the Section Board for the remainder of the unexpired term.

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6.4.2 President-Elect. A vacancy in the office of President-Elect shall remain vacant for the remainder of the Section Year.

6.4.3 Director. A vacancy in the office of Section Director shall be filled by appointment by the Section Board for the remainder of the Section Year. A vacancy in any other office shall be filled by appointment by the Section Board for the remainder of the Section Year.

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6.5 Limitation on Terms. There are no limitations on the number of terms for which an

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individual may serve in an elected office of the Philadelphia Section.

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6.6 Reimbursement. Officers and Directors do not receive compensation for their services, but may be reimbursed for authorized expenses.

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6.7 Duties of Officers and Directors

6.7.1 Attendance at Board Meetings. All members of the Board of Directors shall attend all meetings of the Section Board and be active in general Section meetings and other Section activities.

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ARTICLE IV¶
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6.7.2 President

6.7.2.1 General. The President is the Chief Executive Officer and shall have general supervision over the affairs of the Philadelphia Section. The President shall preside at meetings of the Philadelphia Section and the Section Board and shall be an ex officio member of all committees. In the absence of the President, the President-Elect shall perform the duties of the President. In the absence of the President and President-Elect, the Vice President shall perform the duties of the President.

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6.7.2.2 Committee Appointments. The President, with the approval of the Section Board, shall appoint committee members to the Section's standing committees as provided in Section 9.2 of these Bylaws, including appointing the Membership Database Chair and the Newsletter Editor, and to such task committees as deemed necessary to assist in the administration of the Section.

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6.7.2.3 Humphrey Fund Trustee Appointments. The President, with the approval of the Section Board, shall annually appoint the three Appointed Trustees of the Richard L. Humphrey Memorial Fund.

6.7.2.4 Planning Committees. The President shall be responsible for coordination between the Board of Directors and the Section's standing planning committees including the Nominating and Strategic Planning Committees. Ideally, these committees will be chaired by one of the immediate Past Presidents.

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6.7.3 President-Elect. The President-Elect shall be responsible for coordination between the Board of Directors and the Section's General Membership Meetings, Government Affairs, and Social Committees. The President-Elect is also responsible for any other such duties as may be requested by the President.

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6.7.4 Vice President

6.7.4.1 General. The Vice President shall be responsible for coordination between the Board of Directors and the Section's Professional Development standing committee, Institutes, and technical groups, and for performing such other duties as may be requested by the President.

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6.7.4.2 Audit Committee Appointments. The Vice President, with the approval of the Section Board, shall appoint a Committee to audit the accounts of the Treasurer and of the Board of Trustees of the Richard L. Humphrey Memorial Fund at the end of each fiscal year and at such other times as may seem desirable.

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6.7.5 Secretary

6.7.5.1 General. The Secretary, under the direction of the Section Board and the President, shall be the Chief Administrative Officer of the Section. The Secretary shall keep the records of the Section and conduct the correspondence. The Secretary shall attend all meetings of the Section Board, and shall perform such other duties pertaining to the business of the Section as may be assigned by the President or the Section Board and shall prepare the agenda for such meetings and keep the minutes of them. The Secretary, with the approval of the Section Board, may appoint an Assistant Secretary.

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6.7.5.2 Communications Committees. The Secretary shall be responsible for coordination between the Board of Directors and the Section's standing communications committees, including the Newsletter, Website, Email, and Public Relations Committees.

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6.7.6 Treasurer

6.7.6.1 General. The Treasurer shall collect all dues and shall deposit them in the name of the Section in a depository to be approved by the Section Board. The Treasurer, or the Secretary (if the Treasurer is unavailable), shall certify to the correctness of all bills and shall pay same when an appropriation has been made by the Section Board or when approved by the President. The Treasurer shall render statements of accounts with vouchers for all payments to the Section Board at such times as it may designate. All financial assets of the Section shall be audited annually. The fiscal year shall be from October 1 to September 30. The Treasurer with the approval of the Section Board may appoint an Assistant Treasurer.

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6.7.6.2 Financial Committees. The Treasurer shall be responsible for coordination between the Board of Directors and the Section's standing financial committees including the Budget and Sponsorship Committees.

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6.7.7 Membership Secretary

6.7.7.1 General. The Membership Secretary shall contact new members, graduating students from local colleges, and members being dropped from the national organization of the American Society of Civil Engineers for non-payment of dues, with the objective of encouraging their continued membership in American Society of Civil Engineers and Section activities.

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6.7.7.2 Membership Committees. The Membership Secretary shall be responsible for coordination between the Board of Directors and the Section's standing membership committees, including the Awards, History and Heritage, and Scholarships Committees.

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6.7.8 Directors

6.7.8.1 General. The Directors shall be responsible for attending all Section Board meetings, serving on at least two (2) standing committees or chairing one (1)

standing committee, and performing such other duties as may be requested by the President.

6.7.8.2 Outreach Committees. The Directors shall be responsible for coordination between the Board of Directors and the Section's outreach committees including the College Student Outreach, Pre-College Outreach, and Community Outreach Committees.

6.9 Removal from Office. Any Officer who does not attend three consecutive meetings of the Board will be automatically removed from the Board as of the conclusion of the third meeting, unless retained by the majority vote of the Board before the conclusion of such meeting.

ARTICLE 7: Elections

7.1 Nominating Committee. The Nominating Committee shall prepare a list of nominees for elective offices provided for in the Constitution, and for any offices with vacancies to be filled as set forth in these Bylaws, and shall deliver it to the Secretary not later than February 20. The Secretary shall inform the membership of the nominations by March 15, by its regular means of communication and announce the proposed slate, at the March meeting of the Section.

7.2 Additional Nominations. Additional nominations to be included in the ballot must be endorsed by at least ten (10) Subscribing Members and filed with the Secretary not later than April 1.

7.3 Voting. If additional nominations are received, the Subscribing Members shall be notified of the nominations not later than April 15 by the Philadelphia Section's regular means of communication. Votes will be canvassed at the annual meeting by three tellers, to be appointed by the President. Absentee ballots must be received before the Section's Annual Meeting in order to be included in the tally. The result of the election shall be announced at the Annual Meeting. For each office, the candidate receiving the highest number of votes cast shall be declared elected.

7.4 President-Elect. The President-Elect, when elected, shall be deemed elected as President for the succeeding year if willing and able under these Bylaws, to accept the office of President at the completion of the Section Year as President-Elect. If the President-Elect is unable or unwilling to accept the position of President, a new President and President-Elect shall be elected at the Annual Meeting.

Article 8: Meetings

8.1 Membership Meetings

8.1.1 General. The Section shall hold regular monthly meetings from September to May, inclusive, as determined by the Section Board, and special meetings as provided in the Constitution. Such regular monthly meetings or special meetings may be held anywhere in the local Section area. Up to two regular meetings per year may be canceled upon a majority vote of the Section Board. Up to two regular meetings per year may be held outside of the local Section area, with the provision that such meetings must be

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separated by at least one regular meeting within the local Section area. ~~A~~ regular monthly meeting ~~may~~ be combined with the Annual Meeting.

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8.1.2 Quorum at Section Meeting. A ~~minimum of twenty (20)~~ Subscribing Members shall constitute a quorum for transacting business at a meeting of the Philadelphia Section.

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8.1.3 Location of Membership Meetings. No business requiring a vote of the Section Membership shall be held at a regular monthly meeting held outside of the local Section area.

8.1.4 Annual Meeting. The Annual Meeting of the Philadelphia Section shall be held on such date and location (within the area of the Section) as may be selected by the Section Board.

8.2 Board of Directors Meetings

8.2.1 Quorum at Board of Directors Meeting. A majority of the ~~members of the Board of Directors~~ shall constitute a quorum ~~at any meeting of the Board of Directors~~. A quorum shall include at least one Officer and at least one Section Director. If two or more Offices are held by one person, such person shall be counted as only one Officer for purposes of this Section.

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8.2.2 Location of Board of Directors Meetings. Meetings of the Section Board shall be held within the local Section area.

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8.3 Parliamentary Authority. All business meetings of the ~~Philadelphia Section and~~ subsidiary organizations ~~and meetings~~ of the Section Board shall be governed by Roberts's Rules of Order, ~~Newly Revised~~, except ~~where these rules are not applicable or are inconsistent with~~ the Constitution and the Bylaws ~~of the Philadelphia Section or the Society's governing documents~~.

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Article 9: Subsidiary Organizations and Committees

Comment [KBK5]: From sample bylaws and institute suggestions.

9.1 Subsidiary Organizations.

9.1.1 Types of Subsidiary Organizations. ~~The Philadelphia Section Board of Directors may establish such subsidiary organizations as it deems appropriate.~~ Subsidiary organizations may ~~include~~ but are not limited to, Branches, 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.

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9.1.2 Formation. Formation of subsidiary organizations shall be subject to the approval of the Philadelphia Section Board of Directors and such other requirements as may be established by the Society. Formation of Branches shall also be subject to the approval of the Region Board of Governors. Bylaws of subsidiary organizations shall be approved by the Section Board before becoming effective.

9.1.3 Rights and Requirements

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9.1.3.1 Rights. Subsidiary Organizations may elect their own officers, hold their own meetings and conduct their own financing, subject to such rules and regulations as the Board of Directors may prescribe.

9.1.3.2 Annual Report. Each Subsidiary Organization shall submit an annual written report to the Philadelphia Section Board of Directors on or before the first day of September on the activities and programs of the organization. This Annual Report, including a financial statement, shall be suitable for incorporation into the Philadelphia Section's annual tax reporting.

9.1.3.3 Annual Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the Philadelphia Section Board of Directors on or before the first day of September, for approval.

9.1.3.4 Termination. A Subsidiary Organization that fails to submit annual activities and financial reports by the prescribed date shall be considered inactive until the overdue reports are submitted. The Board of Directors may cease the activities of a Subsidiary Organization upon two-thirds (2/3) vote by the Board of Directors, provided that notice of such vote is given to the Chair of the Subsidiary Organization at least thirty (30) days in advance. Upon termination and payment of outstanding debts, all revenues will be returned to the Section Treasurer.

9.1.4 Branches. The following Branches are part of the Philadelphia Section: Reading Branch. Additional branches of the Section may be created as set forth herein.

9.1.4.1 Proposal. A new Branch may be proposed by submission of a written proposal to the Section Board of Directors with the name, objective, officers, and brief comments on how the new Branch will be of advantage to members in the area.

9.1.4.2 Petition. The written proposal, along with a petition containing a minimum of fifteen (15) signatures of Subscribing Members residing in the area shall be submitted to the Section Board of Directors for approval.

9.1.4.3 Membership. A proposed Branch area shall contain a minimum potential of thirty (30) members of the Society.

9.1.4.4 Boundaries. A proposed Branch must have distinct boundaries by Zip Codes stated in the petition. All Assigned Members of the Philadelphia Section of all grades whose addresses are within the boundaries of such branches shall be deemed to be members of the local branches, provided that members who do not pay the dues thereof shall have no voice or part in the governance of the branches. Any Section Member who applies for membership in a local branch and pays any dues thereof shall be considered a Member of such Branch.

9.1.4.5 Region Approval. Upon Philadelphia Section Board of Directors' approval, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

9.1.4.6 Section Funding. The Section Board may annually assign to each local Branch such sum or sums as the Section Board shall deem proper.

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9.1.4.7 Section Board. The President, Chair, or Director of each Branch, as determined by the Branch's Bylaws, shall serve as a member of the Section Board of Directors and shall be subject to the responsibilities thereof.

9.1.4.8 Termination. Any Branch that loses its effectiveness because of inactivity, low membership, or rearrangement of boundaries, or for other cause shown, may be disbanded by the Section Board.

9.1.4.9 Dissolution. Upon dissolution of the Branch, the assets remaining after the payment of the debts of the Branch shall be assumed by the Section.

9.1.5 Technical Groups and Institute Chapters. The following Technical Groups and Institutes are part of the Philadelphia Section: Delaware Valley Geo-Institute. Additional Technical Groups or local Institute Chapters may be formed as set forth herein.

9.1.5.1 Proposal. A new Technical Group or local Institute Chapter shall be proposed by submission of a written proposal to the Philadelphia Section Board of Directors with the name, objectives, officers, and brief comments on how the new Technical Group or local Institute Chapter will be of advantage to members in the area.

9.1.5.2 Purpose. The purpose of the Technical Groups and Institute Chapters is to advance the art and science of civil engineering in specialized areas of interest through the medium of special seminars, symposiums and other projects sponsored by these groups and chapters. Where appropriate, meetings shall be sponsored jointly with other professional societies and organizations desiring to cooperate.

9.1.5.3 Membership. A proposed Technical Group or Institute Chapter shall contain a minimum potential of thirty (30) members of the Society.

9.1.5.4 Approval. Approval must be obtained from the Philadelphia Section Board of Directors to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

9.1.5.5 Section Funding. The Section Board may annually assign to each Technical Group or Institute a sum or sums as the Section Board shall deem proper.

9.1.5.6 Section Board. A representative of each Technical Group or Institute shall attend meetings of the Section Board; however, this representative will not be a voting member of the Section Board.

9.1.5.7 Termination. Any Technical Group or Institute which loses its effectiveness, because of inactivity, low membership, or rearrangement of boundaries, or for other cause shown, or because of rearrangement of boundaries, may be disbanded by the Section Board.

9.1.5.8 Dissolution. Upon dissolution of the Technical Group or Institute, the assets remaining after the payment of the debts of the Technical Group or Institute shall be assumed by the Section.

9.1.6 Younger Member Groups and Student Chapters. Younger Member Groups or Student Chapters shall be created in accordance with the following requirements.

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Comment [KBK7]: This is from suggested bylaws as well as Sections 3-5 of existing Article X bylaws on technical group committees.

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Comment [KASBK8]: Our existing Tech Groups are not listed here because they are actually just standing committees, do not have bylaws, cannot hold funds in their own name, etc.

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TECHNICAL GROUP COMMITTEES

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9.1.6.1 Membership. If a Younger Member group or student chapter, of the Section is formed as a subsidiary organization of the section, all Younger or Student Members, meeting the residential or enrollment criteria, respectively, of such Younger Member group or student chapter shall be members thereof.

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¶
Section 1.
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Associate [14]

9.1.6.2 Officers. Only Younger Members who are Subscribing Members of the Section shall be permitted to hold office in the Younger Member Forum.

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9.1.6.3 Section Funding. The Section Board may annually assign to the Younger Member Forum such sum as the Section Board shall deem proper.

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9.1.6.4 Section Board. A representative of the Younger Member Forum, as determined by the Younger Member Forum Bylaws, shall attend meetings of the Section Board; however, this representative will not be a voting member of the Section Board.

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9.1.6.5 Termination. If the Younger Member Forum loses its effectiveness because of inactivity, low membership, or, rearrangement of boundaries, or for other cause shown, it may be disbanded by the Section Board.

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9.1.6.6 Dissolution. Upon dissolution of the Younger Member Forum, the assets remaining after the payment of the debts of the Younger Member Forum shall be assumed by the Section.

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9.2 Standing Committees. The Philadelphia Section shall have such standing committees as set forth in this section.

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9.2.1 Planning Committees

9.2.1.1 Nominating Committee. The Nominating Committee shall consist of not less than five (5) members of the Philadelphia Section who are appointed by the President at the November meeting and are willing to serve. The Nominating Committee shall be responsible for proposing a slate of officers as detailed in Article 7.

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9.2.1.2 Strategic Planning Committee. This committee shall be responsible for developing a strategic plan for the Philadelphia Section and assessing progress in implementing the plan.

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9.2.2 Programming Committees

9.2.2.1 General Membership Meetings Committee. This committee shall be responsible for planning, organizing, and executing the monthly Philadelphia Section meetings.

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9.2.2.2 Government Affairs Committee. This committee shall be responsible for organizing events that engage local, state, and federal government officials.

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9.2.2.3 Social Committee. This committee shall be responsible for organizing events and activities that promote social and networking activities amongst members.

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9.2.3 Finance Committees

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9.2.3.1 Budget Committee. This committee shall be responsible for developing an annual budget for approval by the Philadelphia Section Board of Directors by September 30 of each year.

9.2.3.2 Sponsorship Committee. This committee shall be responsible for developing a sponsorship program and soliciting paid sponsors for the Philadelphia Section.

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9.2.4 Communications Committees

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9.2.4.1 Newsletter Committee. This committee shall be responsible for creating and distributing the Philadelphia Section newsletter. The President will annually appoint a Newsletter Editor to chair this committee.

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9.2.4.2 Website Committee. This committee shall be responsible for maintenance and upgrades to the Section website and related information technology resources.

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9.2.4.3 Email Committee. This committee shall be responsible for managing email communications to the membership.

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9.2.4.4 Public Relations Committee. This committee shall be responsible for promoting and publicizing civil engineers, the Society, and the Philadelphia Section within its geographic region.

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9.2.5 Membership Committees

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9.2.5.1 Awards Committee. This committee shall be responsible for soliciting and evaluating nominations for the Annual Awards of the Philadelphia Section which include:

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- Civil Engineer of the Year
- Young Civil Engineer of the Year
- Government Engineer of the Year
- Young Government Engineer of the Year
- Government Service Award
- Educator of the Year
- History and Heritage Award
- Civil Engineering Manager of the Year
- Construction Engineer of the Year
- Geotechnical Engineer of the Year
- Structural Engineer of the Year
- Transportation Engineer of the Year
- Water Resources Engineer of the Year

At the discretion of the Awards Committee, and with the approval of the Board, not all categories will be awarded each year. In addition, the President of the Philadelphia Section may present a President's Award at his/her discretion.

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9.2.5.2 *History and Heritage Committee.* This committee shall be responsible for organizing activities and events that highlight the history and heritage of civil engineering and ASCE within the geographic region of the Philadelphia Section.

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9.2.5.3 *Scholarships Committee.* This committee shall be responsible for soliciting and evaluation of nominations for any scholarships sponsored by the Philadelphia Section. The application guidelines and selection criteria shall be determined by the committee. The amount of each scholarship shall be determined by the Budget Committee.

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9.2.5.4 *Membership Database Chair.* The President will annually appoint a Membership Database Chair to be on file with the Society. The Membership Database Chair assumes the responsibility for proper use and distribution of the information contained in the database, as stipulated in the Society's rules.

9.2.6 *Outreach Committees*

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9.2.6.1 *College Student Outreach Committee.* This committee shall be responsible for 1) maintaining a current list of local Student Chapter contacts including President, Faculty Advisor, and Practitioner Advisor, 2) communicating relevant Section events and information to the Student Chapters, and 3) organizing outreach events with the Student Chapters.

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9.2.6.2 *Pre-College Student Outreach Committee.* This committee shall be responsible for developing and implementing a program of outreach to students in grades K-12 to promote civil engineering and ASCE.

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9.2.6.3 *Community Outreach Committee.* This committee shall be responsible for developing and implementing a program of outreach to the general public to promote civil engineering and ASCE.

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9.2.7 *Terms of Standing Committee Members.* Unless otherwise specified, the members and chairs of committees shall be appointed by the Section President at the beginning of the Philadelphia Section President's term, and shall serve a one (1) year term that is concurrent with the term of the Board of Directors. Unless otherwise specified, all standing committees shall consist of not less than three (3) members.

9.3. *Task Committees.* The President may appoint task committees (aka, *ad hoc* committees) as deemed necessary. The terms of Task Committee members shall end at the end of the term of the President.

9.4 *Richard L. Humphrey Memorial Fund Board of Trustees*

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9.4.1 *Terms.* Appointed Trustees shall serve a term of office of one (1) year. In the event of a resignation or removal of a Trustee, the Philadelphia Section Board of Directors shall appoint a replacement Trustee for the remainder of the year.

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9.4.2 *Selection of Trustee Chairperson.* The Board of Trustees shall elect amongst themselves a Chairperson and a Secretary-Treasurer. No person shall be Chairperson for more than three consecutive years. Neither the President of the Section nor the Secretary of the Section shall be the Secretary-Treasurer of the Board of Trustees.

9.4.3 Frequency of Meetings. The Board of Trustees shall have Regular Meetings quarterly at the direction of the Chairperson of the Board of Trustees. The Chairperson of the Board of Trustees shall give at least fifteen days notice of such a meeting. Attendance of such meetings is mandatory of the three appointed Trustees, except for good cause.

9.4.4 Emergency Meetings. The Board of Trustees shall meet whenever an Emergency Meeting is called by their Chairperson or by the Secretary of the Section with or without prior notice. An Emergency Meeting shall be called to discuss investment issues and not for discussion of distribution issues. Attendance at such meetings shall be mandatory of the three Appointed Trustees except for good cause.

9.4.5 Special Meetings. The Board of Trustees shall meet whenever a Special Meeting is called by the Secretary of the Section. The Secretary of the Section Shall give at least fifteen days notice of such meetings. The Secretary of the Section shall call upon the Board of Trustees to meet only if directed to do so by the Section Board of Directors. Attendance of such meetings shall be mandatory of the Appointed Trustees except for good cause.

9.4.6 Modes of Communication. Regular, Emergency, and Special Meetings may be held by a physical meeting of the Trustees, by a telephone or web conference of the Trustees, or by a combination of physical meeting and telephone/web conference.

9.4.7 Requests for Disbursement of Funds. A two-thirds (2/3) majority of the Section Board of Directors, after all members have been given written/email notification of such vote, a minimum of seven (7) days in advance, may request a disbursement of funds from the permanent funds. Upon request from the Section Board of Directors for a disbursement of funds, the Board of Trustees shall, within thirty (30) days, review such request against the stated purpose of the Richard L. Humphrey Memorial Fund and either approve and render such disbursement or state their reasons for opposition thereto. The Board of Trustees, however, shall make every effort to approve such disbursements. The Board of Trustees shall approve loans to the Philadelphia Section up to the amount of dues and allocation collected and paid to the Philadelphia Section by the national organization during the past Section Year but not yet received by the Philadelphia Section from the national organization during the current Section Year, less any loans previously made from the permanent funds which have not been repaid.

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9.4.8 Quarterly Reports. The Secretary-Treasurer of the Board of Trustees, shall quarterly provide a report of the Board of Trustees to the Section Board of Directors or to the President of the Section. The report shall include a statement of the assets of the Permanent Fund, and the pendency of any request for disbursement. The Chairperson of the Board of Trustees shall be responsible for assuring that such a report is prepared and submitted.

9.4.9 Additional Duties. The Section Board of Directors may, from time to time, provide for additional duties for the Board of Trustees, by a two-thirds (2/3) vote of the Section Board of Directors. No additional duties, however, shall become mandatory of Appointed Trustees during their term of office.

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Deleted: menthe following for : hospitality, auditing, legislative and membership. The President shall also appoint persons to the following positions: News Bulletin Editor, Student Contact Member, Student Associate Contact Member and DCES representative. **Preferably, committee members will serve for terms of three (3) years with one third (1/3) of the members being replaced each year.** ¶

Article 10: Administrative Provisions

Not used.

Article 11: Amendments

11.1 Process. These Bylaws may be amended only by the following procedure:

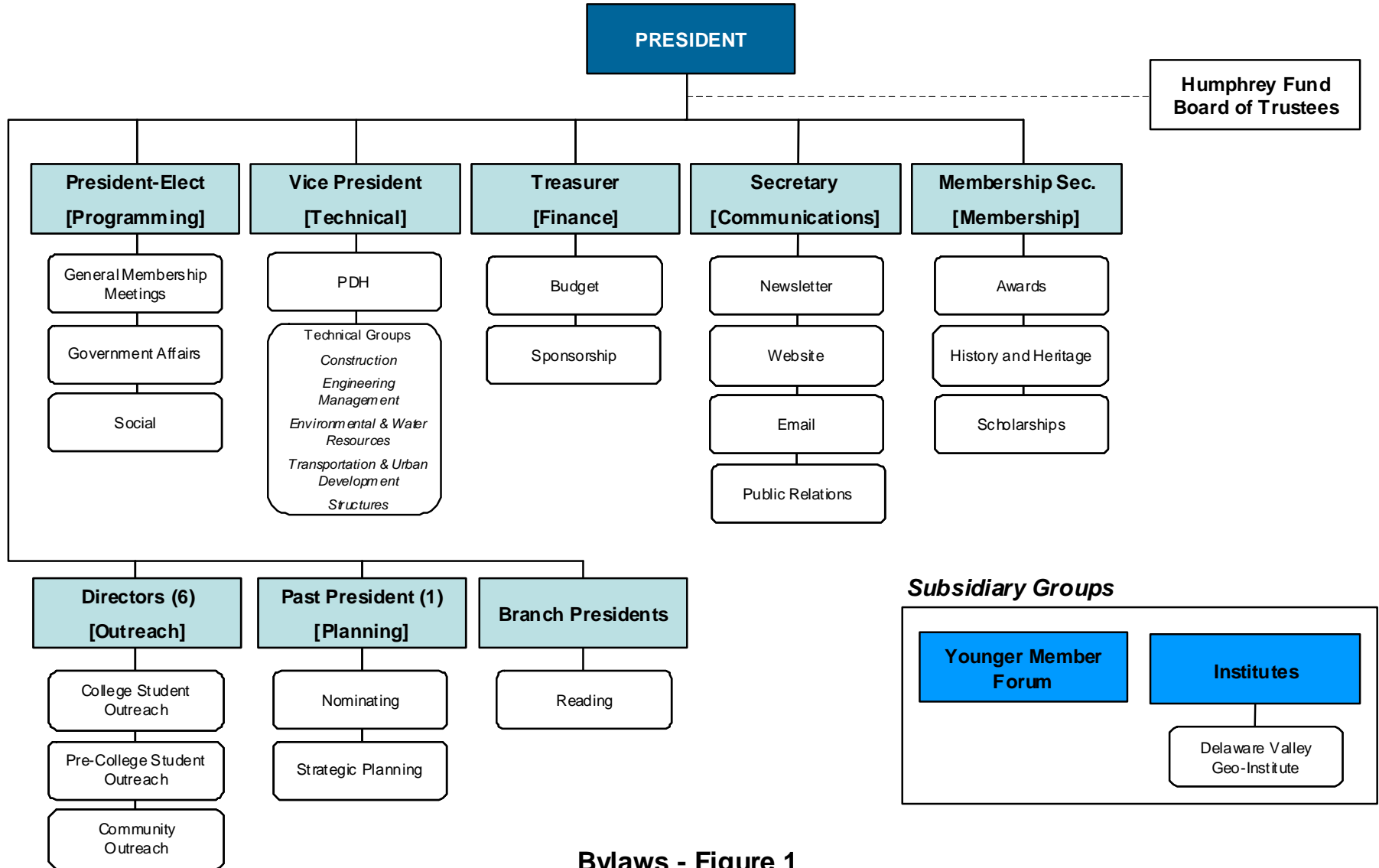
11.1.1 Proposal. An amendment to these Bylaws may be proposed by any member of the Board of Directors, or by written petition submitted to the Section Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Section.

11.1.2 Approval. The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Board of Directors and submitted to the Society's Committee on Geographic Units for review and approval.

11.1.2 Notice and Adoption. Upon approval by the Committee on Geographic Units, the proposed Bylaws amendment(s) may, by a two-thirds (2/3) vote of the Section Board of Directors, present at a meeting duly called, amend the Bylaws consistent with the Constitution, provided that a written notice of such proposed amendment has been given at the previous meeting of the Section Board of Directors, that the Secretary has provided a copy of such proposed amendment to each member of the Section Board of Directors by the regular means of communication at least fifteen (15) days before the meeting at which action is to be taken and that the President or Chairperson of the meeting has called for a quorum count immediately prior to such vote and has permitted such vote only if a quorum is present.

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- ¶
- 12.1 Terms. Appointed Trustees shall serve a term of office of one (1) year. In the event of a resignation or removal of a Trustee, the Philadelphia Section Board of Directors shall appoint a replacement Trustee for the remainder of the year.¶
- ¶
- 12.2 Selection of Trustee Chairperson. The Board of Trustees shall elect amongst themselves a Chairperson and a Secretary-Treasurer. No person shall be Chairperson for more than three consecutive years. Neither the President of the Section nor the Secretary of the Section shall be the Secretary-Treasurer of the Board of Trustees.¶
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Philadelphia Section American Society of Civil Engineers Organization Chart



Bylaws - Figure 1

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ARTICLE V

ARTICLE VII

LOCAL BRANCHES

Section 1. Upon the written request of at least fifteen Active Members of the Section, the Section Board may authorize establishment of local Branches, subject to National Approval, within such boundaries as it shall determine.

Section 2. All Section Members of all grades whose addresses are within the boundaries of such Branches shall be deemed to be members of the local Branches, provided that members who do not pay the dues thereof shall have no voice or part in the government of the Branches. Upon request of a Section Member, the Section Board shall have the right to deem such Section Member a Member of the local Branch.

Section 3

ARTICLE X

TECHNICAL GROUP COMMITTEES

Section 1. The Section Board may authorize a Technical Group Committee which shall not be deemed a subsidiary organization. A Technical Group Committee may be given a budget by the Section Board. It shall not, however, hold funds in its own name. A Technical Group Committee shall conform its activities to those permitted by the Section Board. A Technical Group Committee may be disbanded by the Section Board.

Section 2. All Section Members of all grades may join any Technical Group Committee provided that such members pay the dues of each Technical Group Committee joined. All Members of the Technical Group Committee shall be permitted to vote on technical matters relating to the area of expertise of the Technical Group Committee. Only Technical Group Committee Members deemed Active Members shall be permitted to vote on procedural matters or to hold office in the Technical Group Committee.

Committee, as determined by the Branch's Bylaws,

ASSOCIATE MEMBER FORUM

Section 1.

n

Associate

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Page 12: [18] Deleted Associate	Kristen Bowman Kavanagh	5/12/2009 1:10:00 AM
Page 12: [19] Deleted Member Forum shall submit a budget request, for the following year, not later than the April Meeting for approval of the Section Board.	Kristen Bowman Kavanagh	2/23/2010 12:29:00 AM
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Page 12: [21] Comment [KASBK9] Termination details are provided above for all Subsidiary Groups.	Kristen Bowman Kavanagh	3/10/2010 3:32:00 AM
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Section 7. The financial condition of the Younger

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9.1.7 Other Subsidiary Organizations. Other Subsidiary Organizations may be formed by the Section Board of Directors.

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OPERATIONS OF THE HUMPHREY FUND TRUSTEES

12.1 Terms. Appointed Trustees shall serve a term of office of one (1) year. In the event of a resignation or removal of a Trustee, the Philadelphia Section Board of Directors shall appoint a replacement Trustee for the remainder of the year.

12.2 Selection of Trustee Chairperson. The Board of Trustees shall elect amongst themselves a Chairperson and a Secretary-Treasurer. No person shall be Chairperson for more than three consecutive years. Neither the President of the Section nor the Secretary of the Section shall be the Secretary-Treasurer of the Board of Trustees.

12.3 Frequency of Meetings

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. The Board of Trustees shall have Regular Meetings quarterly at the direction of the Chairperson of the Board of Trustees. The Chairperson of the Board of Trustees shall give at least fifteen days notice of such a meeting. Attendance of such meetings is

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mandatory of the three appointed Trustees, except for good cause.

12.4 Emergency Meetings

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. The Board of Trustees shall meet whenever an Emergency Meeting is called by their Chairperson or by the Secretary of the Section with or without prior notice. An Emergency Meeting shall be called to discuss investment issues and not for discussion of distribution issues. Attendance at

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such meetings shall be mandatory of the three Appointed Trustees except for good cause.

12.5 Special Meetings

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. The Board of Trustees shall meet whenever a Special Meeting is called by the Secretary of the Section. The Secretary of the Section Shall give at least fifteen days notice of such meetings. The Secretary of the Section shall call upon the Board of Trustees to meet only if directed to do so by the Section Board of Directors. Attendance of such meetings shall be mandatory of the Appointed Trustees except for good cause.

12.6 Modes of Communication

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. Regular, Emergency, and Special Meetings may be held by a physical meeting of the Trustees, by a telephone or web conference of the Trustees, or by a combination of physical meeting and telephone/web conference.

12.7 Requests for Disbursement of Funds

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. A two thirds majority of the Section Board of Directors, after all members have been given written/email notification of such vote, a minimum of seven days in advance, may request a disbursement of funds from the permanent funds. Upon request from the Section Board of Directors for a disbursement of funds, the Board of Trustees shall ,within thirty days, review such request against the stated purpose of the Richard L. Humphrey Memorial Fund and either approve and render such disbursement or state their reasons for opposition thereto. The Board of Trustees, however, shall make every effort to approve such disbursements. The Board of Trustees shall approve loans to the Philadelphia Section up to the amount of dues and allocation collected and paid to the Philadelphia Section by the national organization during the past Section Year but not yet received by the Philadelphia Section from the national organization during the current Section Year, less any loans previously made from the permanent funds which have not been repaid.

12.8 Quarterly Reports

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. The Secretary-Treasurer of the Board of Trustees, shall quarterly provide a report of the Board of Trustees to the Section Board of Directors or to the President of the Section. The report shall include a statement of the assets of the Permanent Fund, and the pendency of any request for disbursement. The Chairperson of the Board of Trustees shall be responsible for assuring that such a report is prepared and submitted.

12.9 Additional Duties

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. The Section Board of Directors may, from time to time, provide for additional duties for the Board of Trustees, by a two-thirds vote of the Section Board of Directors. No additional duties, however, shall become mandatory of Appointed Trustees during their term of office.