

ASCE PHILADELPHIA SECTION CONSTITUTION REVISION

TO: PHILADELPHIA SECTION MEMBERS

Here is the Philadelphia Section's new Constitution for your consideration. The revised Constitution reflects the following issues:

- * Provides for the formal adoption of a President-Elect system
- * Conforms practice with National ASCE standards
- * Expands participation of associate members
- * Defines the responsibilities of the Trustees of the Section's Permanent Funds
- * Confirms our non-profit financial status with current tax law

This revised Constitution was reviewed and approved by the Philadelphia Section's Board of Directors on May 7, 1992. It was submitted to and approved by the National ASCE on September 23, 1992 all in accordance with the Section's current Constitution and National Bylaws. In accordance with our current Constitution, all amendments must be presented to the active Section membership for vote. An active member is one who has maintained his/her membership in both the National and Local Section. Please return the ballot on page 2 postmarked by April 15, 1993. Your ballot must include your ASCE ID number to be considered. A two thirds majority of active members voting for approval is required for adoption.

Very truly yours,
Klaus K. Fuelleborn
President, Phila. Section, ASCE

AMERICAN SOCIETY OF CIVIL ENGINEERS PHILADELPHIA SECTION CONSTITUTION

ARTICLE I - Name, Location and Object

Section 1. The name of this Organization shall be the Philadelphia Section, American Society of Civil Engineers.

Section 2. The Area of the Section shall be coincident with that in which the National Board may assign members to the Section.

Section 3. The objective of the Section shall be the advancement of the science and profession of Civil Engineering and the encouragement of members to prepare or discuss papers, to confer and suggest as to matters of policy, to study local engineering problems, to cooperate with other local Sections and local Engineering Societies in matters of common interest, and to bring about closer personal acquaintance, and a spirit of cooperation between the engineers within this local Section area.

ARTICLE II - Order of Priority

Section 1. This Constitution shall be superseded by and subordinate to the Constitution of the national organization of the American Society of Civil Engineers.

ARTICLE III - Definitions

Section 1. Definitions used within this Constitution and the Bylaws thereunder include:

SECTION is the Philadelphia Section, American Society of Civil Engineers.

SECTION AREA is that area coincident with that in which the National Board may assign members to the Section.

NATIONAL BOARD is the Board of Directors of the national organization of the American Society of Civil Engineers.

SECTION BOARD is the Board of Directors of the Philadelphia Section, American Society of Civil Engineers.

NATIONAL MEMBER is a member of any grade of the national organization of the American Society of Civil Engineers.

SECTION MEMBER is a National Member who meets the criteria for membership stated in Article IV of this Constitution.

ASSOCIATE SECTION MEMBER is a Section Member who is recognized as an Associate Member as defined by the Constitution of the national organization of the American Society of Civil Engineers.

STUDENT SECTION MEMBER is a Section Member, or a National Member attending a school in the Section Area, who is recognized as a Student Member as defined by the Constitution of the national organization of the American Society of Civil Engineers.

HONORARY SECTION MEMBER is a Section Member who has been declared as an Honorary Section Member by the Section Board.

ACTIVE MEMBER is a Section Member who is current in payment of the dues of this Section or whose dues have been waived by action of the Section Board.

ASSIGNED MEMBER is a Section Member who is not current in payment of the dues of this Section.

SECTION YEAR is the period of time from the close of the Annual Meeting to the close of the next Annual Meeting.

SECTION DIRECTOR is a Director elected by the Section or appointed by the Section Board to fill a vacancy in such position.

BRANCH DIRECTOR is a Director named in accordance with the Bylaws of a Local Branch of the Section, or appointed by the Section Board to fill a vacancy in such position.

ARTICLE IV - Membership and Membership Rights

Section 1. The Section shall recognize as a Section Member a person who is a National Member who either:

1. has been assigned to this Section by the National Board or designee thereof or
2. is current in payment of the dues of this Section or
3. has been declared a Section Member by action of the Section Board.

The Section shall recognize as a Section Member a person who has been declared an Honorary Section Member by action of the Section Board.

Section 2. Active Members shall have the right to attend all Meetings and Board Meetings of the Section, to participate in discussions at such Meetings, and to participate in all other activities of the Section as may be permitted under the Bylaws of the Section.

Section 3. Active Members recognized as Fellows, Members, Associate Members or Honorary Members, as defined by the Constitution of the national organization of the American Society of Civil Engineers, shall have the right to vote at the Annual Meeting and at Regular Meetings, to hold office in the Section and to participate in all other activities of the Section.

Section 4. Assigned Members shall have the right to attend all Meetings of the Section, and to participate in all other activities of the Section as may be permitted under the Bylaws of the Section.

Section 5. Honorary Section Members shall have the right to attend all Meetings of the Section, and to participate in all other activities of the Section as may be permitted under the Bylaws of the Section.

ARTICLE V - Dues

Section 1. There shall be no entrance fee for Section membership.

Section 2. Annual dues shall be established by the Bylaws of the Section.

Section 3. A National Member who has been assigned to this Section by the National Board or designee thereof and who has been designated by the national organization as an Honorary Member or Life Member as defined by the Constitution of the national organization of the American Society of Civil Engineers, shall be exempt from the payment of dues of the Section.

ARTICLE VI - Officers and Governing Body

Section 1. The government of the Section shall be vested in the Section Board. The Section Board shall have control of the property and management of the Section.

Section 2. The elected Officers of the Section shall consist of a President, a President-Elect, a Vice President, a Secretary, a Treasurer and a Membership Secretary.

Section 3. The Section Board shall consist of the aforementioned six Officers, six Section Directors, one Branch Director from and representing each Local Branch, and the three latest Past Presidents who continue as Active Members of the Section. If an active Associate Member Forum is recognized by the Section Board, a member named in accordance with the Bylaws of the Associate Member Forum shall be an additional member of the Section Board.

Section 4. At least one of the elected Directors shall be an Associate Member of the Section at the time of election.

Section 5. A majority of the Officers and Section Directors of the Section Board shall constitute a quorum. 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.

Section 6. 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.

Section 7. The term of office for the President, for the President-Elect, for the Vice President, and for a Branch Director from a Branch shall be one year.

Section 8. 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.

Section 9. 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.

Section 10. 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.

Section 11. The President-Elect, when elected, shall be deemed elected as President for the succeeding year if willing and able under this Constitution of accepting 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.

Section 12. 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. A vacancy in the office of President-Elect shall remain vacant for the remainder of the Section Year. A vacancy in the office of Section Director shall be filled by the Section Board for the remainder of the Section Year. A vacancy in any other office shall be filled by the Section Board for the remainder of the unexpired term.

Section 13. The duties of each Officer shall be those usual to said office and as provided in the Bylaws of the Section. Duties of an Officer may not be changed by the Section Board during the Officer's term of office.

Section 14. A person may hold more than one office at the same time. No person shall have more than one vote on the Section Board at the same time.

ARTICLE VII - Meetings

Section 1. The Annual Meeting of the Section shall be held before July 1 of each year at such location within the area of the Section as may be selected by the Section Board.

Section 2. Regular Meetings shall be held as prescribed by the Bylaws.

Section 3. Special Meetings may be called by the President.

Section 4. The Secretary shall provide that written notice of the date, time and place of the Annual Meeting be given to all Active Members at least fifteen days in advance of the meeting date.

Section 5. The Secretary shall give written notice of all meetings to all members of the Section Board at least one week in advance thereof.

ARTICLE VIII - Amendments

Section 1. This Constitution may be amended by the following procedure:

1. If a proposed amendment to this Constitution is submitted to the Secretary in a written petition signed by not less than fifteen Active Members, or if a proposed amendment to this Constitution is endorsed by the Section Board at a Section Board Meeting,

The Secretary shall supply a written copy of the proposed amendment to all Active Members of the Section within thirty days. The Secretary shall supply a copy of the proposed amendment to the National Board within fifteen days. The Secretary shall read the proposed amendment at the next Annual Meeting or at the next Regular Meeting held within the Section Area, whichever comes first.

2. At the direction of the Section Board, and after a minimum of thirty days following completion of the notifications required in Section 1 above, the Secretary shall either:
 - a. bring the amendment to a vote at the Annual Meeting, provided such can be done within ninety days, or
 - b. bring the amendment to a vote by means of a mail ballot within ninety days after the proposed amendment has been submitted to the Secretary as provided in Section 1 above, except that if the Secretary has been notified that the National Board has rejected the proposed amendment prior to a vote of the Members. In this instance, the Secretary shall not bring the proposed amendment to a vote.
3. Upon an affirmative vote of not less than two-thirds of the Active Members voting and upon the proposed amendment having received the approval of the National Board, said amendment shall become part of this Constitution.

ARTICLE IX - Bylaws

Section 1. The Section shall adopt Bylaws consistent with this Constitution for the guidance of Officers and Members.

Section 2. The Section Board may, by a two-thirds vote of those Board Members present at a meeting duly called, amend the Bylaws consistent with this Constitution, provided that a written notice of such proposed amendment has been given at the previous meeting of the Section Board, that the Secretary has mailed a copy of such proposed amendment to each member of the Section Board at least fifteen 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.

ARTICLE X - Permanent Funds of the Section

Section 1. In 1926 there was established the Permanent Fund of the Section. This was renamed the Richard L. Humphrey Memorial Fund in 1939. The purpose of the Richard L. Humphrey Memorial Fund is to promote the objective of the Section with special attention to the long-term health and growth of the Section, to promotion of educational opportunities on a yearly basis, to special activities not of a yearly nature and to other special activities based upon long-term planning.

Section 2. The care and investment of the permanent funds of the Section shall be entrusted to a Board of Trustees comprised of the President, the Secretary, and three Appointed Trustees. The Board of Trustees shall require a minimum of three members in agreement to effectuate any business.

Section 3. Appointed Trustees shall serve a term of office of one year from October 1 to September 30 and shall be appointed as provided in the Bylaws. In the event of a resignation or removal of a Trustee, the Section Board shall appoint a replacement Trustee for the remainder of the year.

Section 4. 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.

Section 5. The Board of Trustees shall have the power to invest the permanent funds of the Section as prudent fiduciaries with broad discretion and may purchase legal or non-legal securities. The Board of Trustees shall give consideration to requests by the Section Board to invest or not to invest in specific securities, but shall not be bound by such requests.

ARTICLE XI - Local Branches

Section 1. The Section may recognize Local Branches formed within the Section to facilitate the carrying out of the objective of the Section, to promote interest in the national organization of the American Society of Civil Engineers and to provide to members of the Section a better opportunity for participation in local Section activities in accordance with the provisions of the Bylaws.

Section 2. A Local Branch shall adopt and maintain Bylaws consistent with this Constitution and with the Bylaws of this Section. A Local Branch shall be bound by this Constitution and shall adopt Bylaws consistent with this Constitution. A Local Branch shall not be recognized by the Section until its Bylaws have been approved by the Section Board. A Local Branch shall not amend its Bylaws until its proposed amendment has been approved by the Section Board.

ARTICLE XII - Associate Member Forum

Section 1. The Section shall recognize, as a Local Branch, an Associate Member Forum of the Section comprised of all Associate Section Members if such is formed by fifteen or more Associate Section Members.

Section 2. The objective of the Associate Member Forum shall be the same as the objectives of the Section. The Associate Member Forum shall also be charged with contributing to the full professional development and increased participation of its membership in all levels of the Section and society.

ARTICLE XIII - Subsidiary Groups

Section 1. Other subsidiary groups, such as technical groups, student groups, or committees may be formed in accordance with the Bylaws of the Section.

ARTICLE XIV - Miscellaneous Provisions

Section 1. No part of the net earnings of the Section shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the Section shall be carrying on propaganda, and the Section shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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