



**ASCE PHILADELPHIA SECTION
SUMMARY OF PROPOSED REVISIONS TO CONSTITUTION**

TO: PHILADELPHIA SECTION BOARD OF DIRECTORS

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

DATE March 30, 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 Constitution is provided below for your consideration. The revised Constitution reflects the following changes, consistent with the sample constitution provided by the Society (provided under separate cover). The reasoning behind each proposed change is also noted.

- Simplified the objectives of the Philadelphia Section in Article 1, Section 1.2.
 - *For consistency with Society's current terminology and sample constitution.*
- Deleted old Article II "Order of Priority."
 - *Not necessary per Society's sample constitution.*
- Deleted old Article III "Definitions."
 - *Out of date terminology.*
- Updated membership definitions are provided under new Article 2 "Area and Membership."
 - *For consistency with Society's current terminology and sample constitution.*
- New Article 2, Section 2.3.2 provides for termination of Section membership for non-payment of dues.
 - *For consistency with Society's current terminology and sample constitution.*
- New Article 3 "Separation from Membership" added.
 - *For consistency with Society's current terminology and sample constitution.*
- Deleted old Article IV "Membership and Membership Rights."
 - *Out of date terminology.*
 - *Applicable sections are now covered under new Article 2 "Area and Membership."*
 - *For consistency with Society's current terminology and sample constitution.*
- Renumbered old Article V "Dues" is new Article 4 "Dues."
 - *For consistency with Society's current terminology and sample constitution.*
- Added new Article 5 "Management."
 - *For consistency with Society's current terminology and sample constitution.*
- Old Article VI "Officers and Governing Body" renamed Article 6 "Officers and Directors."
 - *For consistency with Society's current terminology and sample constitution.*
- Deleted old Sections 5-12 from Article 6 and moved them to the Bylaws.
 - *Procedural issues should be covered in the Bylaws not Constitution.*



- Revised Article 6.6.3, definition of Board of Directors, to include only the immediate Past-President, not the three most recent Past Presidents
 - *The 2nd and 3rd Past Presidents generally do not attend Board meetings which makes it difficult to achieve quorum.*
- Added Article 7 “Elections.”
 - *For consistency with Society’s current terminology and sample constitution.*
- Replaced old Article VII “Meetings” with new Article 8 “Meetings.” Deleted statement that “*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 Board*” and replaced with “*The Annual Meeting of the Philadelphia Section shall be held on such date and at such place as the Board of Directors designate.*” Notification requirements were reworded but not fundamentally changed.
 - *For consistency with Society’s current terminology and sample constitution.*
- Replaced old Article XI “Local Branches” with new Article 9 “Subsidiary Organizations and Committees.”
 - *For consistency with Society’s current terminology and sample constitution.*
- Deleted old Article XII “Associate Member Forum” and old Article XIII “Subsidiary Groups,” since these subsidiary organizations covered under new Article 9 “Subsidiary Organizations” with same provisions as currently.
 - *For consistency with Society’s current terminology and sample constitution.*
- Replaced and updated old Article XIV “Miscellaneous Provisions” with new Article 10 “Administrative Provisions.”
 - *For consistency with Society’s current terminology and sample constitution.*
- Replaced old Article VIII “Amendments” with new Article 11 “Amendments.”
 - *For simplicity and for consistency with Society’s current terminology and sample constitution.*
- Renumbered old Article IX “Bylaws” to Article 12 “Bylaws.”
 - *For consistency with Society’s current terminology and sample constitution.*
- Renumbered old Article X “Permanent Funds of the Section” to Article 13 “Permanent Funds of the Section.”
 - *For consistency with Society’s current terminology and sample constitution.*

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 Members must vote to accept or reject the proposed changes as outlined in the existing Constitution. Our goal is to complete the constitution 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
CONSTITUTION
Revised 03/10/2010

Article 1 - General

1.1 Name. The name of this Organization shall be the Philadelphia Section, American Society of Civil Engineers (ASCE) (hereinafter referred to as the Philadelphia Section).

1.2 Objective. The objective of the Philadelphia Section 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").

Article 2: Area and Membership

2.1 Area. The Area of the Philadelphia Section shall be coincident with that in which the Society may assign members to the Philadelphia Section.

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

2.3 Subscribing Members. All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Philadelphia Section, who have paid the current dues of the Section or who are exempt by Article 4, shall be Subscribing Members of the Section.

2.3.1 Rights of Subscribing Members. Only Subscribing Members who meet the requirements of the Society's governing documents shall be eligible to vote in Philadelphia Section elections, to hold Philadelphia Section office, to serve on Philadelphia Section committees, or to represent the Philadelphia Section officially.

2.3.2 Termination of Rights for Non-payment of Dues. Subscribing membership ceases for any member whose dues are more than twelve (12) months in arrears.

2.4 Institute-only Members. Institute-only Members of a Society Institute may be members of a Philadelphia Section or Reading Branch Technical Group or local Institute Chapter.

Article 3: Separation from Membership

3.1 Separation from Membership. Upon termination of membership in the Society, a person shall cease to be a member of the Philadelphia Section.

Article 4 - Dues

4.1 Annual Dues. Annual dues shall be established by the Philadelphia Section Board of Directors and set forth in the Bylaws of the Philadelphia Section.

4.2 Exemption from Dues. Society Life Members and Distinguished Members shall be exempt from the payment of dues to the Philadelphia Section.

4.3 Entrance Fees. There shall be no entrance fee for Section membership.

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Comment [KASBK1]: Original "Section 2" has been moved to Article 2 below.

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Comment [KASBK2]: New Article 2 "Area and Membership" added ... [1]

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ARTICLE 5: Management

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

Article 6: Officers and Directors

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

6.2 Directors. There shall be six (6) elected Directors. At least one of the elected Directors shall be a Younger Member of the Section at the time of election.

6.3 Board of Directors. The Board of Directors shall consist of the Officers, the elected Directors, the immediate Past President of the Philadelphia Section, and the President or Chair or Director of each Branch.

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

6.5 Multiple Offices. A person may hold more than one office at the same time. No person shall have more than one (1) vote on the Board of Directors at the same time.

Article 7: Elections

7.1. Procedures. The Philadelphia Section shall establish procedures for the annual election of Officers and Directors.

Article 8: Meetings

8.1 Membership Meetings

8.1.1 Annual Meeting. The Annual Meeting of the Philadelphia Section shall be held on such date and at such place as the Board of Directors designate.

8.1.2 Other Meetings. Other meetings shall be called at the discretion of the Board of Directors; or by the President upon the written request of at least ten (10) Subscribing Members.

8.1.3 Meeting Notice. Notice of call for a meeting shall be sent to all Subscribing Members not less than fifteen (15) days in advance of the meeting date.

8.2 Board of Directors Meetings.

8.2.1 Meeting Frequency. The Board of Directors shall hold at least nine (9) meetings annually.

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8.2.2 Meeting Notice. Notice of call for a meeting shall be sent not less than seven (7) days in advance of the meeting date.

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Article 9: Subsidiary Organizations and Committees

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9.1 Subsidiary Organizations. Subsidiary organizations may be formed within the Philadelphia Section, to facilitate the carrying out of the objectives of the Philadelphia Section, to promote interest in the Society and to provide to members of the Philadelphia Section a better opportunity for participation in local Society activities, in accordance with the provisions of the Bylaws.

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9.1.1 Governing Documents. Subsidiary organizations shall adopt and maintain Bylaws consistent with this Constitution and Society governing documents. A subsidiary organization shall not be recognized by the Philadelphia Section until its Bylaws have been approved by the Philadelphia Section Board of Directors. A subsidiary organization shall not amend its Bylaws until its proposed amendment has been approved by the Philadelphia Section Board of Directors.

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9.2 Committees. The Philadelphia Section may establish standing or task committees to carry out the work of the Philadelphia Section.

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9.3 Richard L. Humphrey Memorial Fund Board of Trustees

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9.3.1 Purpose of Fund. In 1926 there was established the Permanent Fund of the Section. This was renamed the Richard L. Humphrey Memorial Fund (Humphrey Fund) in 1939. The purpose of the Humphrey Fund is to promote the objectives of the Philadelphia Section with special attention to the long-term health and growth of the Philadelphia 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.

Comment [KASBK10]: Deleted since this is just another subsidiary group.

Comment [KASBK11]: Deleted since this is just another subsidiary group.

9.3.2 Management. The care and investment of the Humphrey Fund of the Philadelphia Section shall be entrusted to a Board of Trustees comprised of the Philadelphia Section President and Secretary, and three Trustees appointed by the Philadelphia Section Board. The Board of Trustees shall require a minimum of three (3) members in agreement to effectuate any business.

9.3.3 Appointed Trustees. Appointed Trustees shall serve a term of office of one (1) 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 Philadelphia Section Board shall appoint a replacement Trustee for the remainder of the year.

Deleted: 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 ... [24]

9.3.4 Trustee Officers. The Board of Trustees shall elect amongst themselves a Chairperson and a Secretary-Treasurer. No person shall be Chairperson for more than three (3) consecutive years. Neither the President of the Section nor the Secretary of the Section shall be the Secretary-Treasurer of the Board of Trustees.

9.3.5 Powers. The Board of Trustees shall have the power to invest the Humphrey Fund of the Philadelphia 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 Philadelphia Section Board to invest or not to invest in specific securities, but shall not be bound by such requests.

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Article 10: Administrative Provisions

10.1 Proper Use of Section Resources. No part of the net earnings of the Philadelphia Section shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Philadelphia Section 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 Philadelphia Section shall be carrying on propaganda or otherwise attempting to influence legislation, and the Philadelphia Section 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 Philadelphia Section shall not carry on any activities prohibited by the provisions of the Society's governing documents.

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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 Philadelphia Section or the Society, or in which the interests of an individual or another organization has the potential to be placed above those of the Philadelphia 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 Philadelphia Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Philadelphia Section entity.

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10.4 Distribution of Section Assets. Upon dissolution of the Philadelphia Section, the assets remaining after the payment of the debts of the Philadelphia Section shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, as the Board of Directors shall determine, and in the absence of such designation they shall be conveyed to the Society.

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Comment [KASBK12]: Replaced with amendment procedures in Article 11 of sample constitution.

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

Deleted: 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.¶

... [26]

Article 11: Amendments

11.1 Amendment of the Constitution

11.1.1 Proposal. An amendment to this Constitution may be proposed by one (1) of the following two (2) methods:

11.1.1.1 Section Board of Directors. A two-thirds (2/3) vote of the members of the Philadelphia Section Board of Directors present at a duly constituted Board meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment is published to the membership at least thirty (30) days in advance of the meeting.

11.1.1.2 Written Petition. A Written Petition submitted to the Philadelphia Section Secretary, containing the text of the amendment, signed by not less than fifteen (15) Subscribing Members of the Philadelphia Section.

11.1.2 Society Approval. The proposed amendment shall be reviewed and approved by the Society's Committee on Geographic Units before being voted upon by the Subscribing Members.

11.1.2.1 Boundary Changes. If the proposed amendment involves a change in the Philadelphia Section boundaries, this change shall be approved by the Geographic Region Board of Governors prior to any consideration of the Constitution amendment.

11.1.3 Section Approval. The proposed amendment shall be distributed to the Subscribing Members of the Philadelphia Section who shall be given the opportunity to vote with a minimum thirty (30) days advance notice. To become effective, the proposed amendment shall receive an affirmative vote of not less than two-thirds (2/3) of the Subscribing Members voting.

Article 12: Bylaws

12.1 Bylaws Requirements. The Section shall adopt Bylaws consistent with this Constitution for the guidance of

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Comment [KASBK13]: ByLaws amendment procedures do not belong in Constitution.

Deleted: Section 2. The 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.¶
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13.1 Purpose

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Page 1: [1] Comment [KASBK2] Kristen Bowman Kavanagh 2/23/2010 1:46:00 AM
New Article 2 "Area and Membership" added per sample constitution provided by the Society.

Page 1: [2] Comment [KASBK3] Kristen Bowman Kavanagh 10/7/2009 12:38:00 PM
Original Article II "Order of Priority" has been deleted consistent with sample constitution provided by ASCE National.

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ARTICLE II - Order of Priority^[KASBK1]

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

Page 1: [4] Comment [KASBK4] Kristen Bowman Kavanagh 1/18/2010 3:08:00 AM
New Article 3 "Separation from Membership" added per sample constitution provided by the Society.

Page 1: [5] Comment [KASBK5] Kristen Bowman Kavanagh 1/18/2010 3:08:00 AM
Original Article III "Definitions" has been deleted consistent with sample constitution provided by the Society, and because many definitions were out of date.

Page 1: [6] Comment [KASBK6] Kristen Bowman Kavanagh 10/7/2009 12:43:00 PM
Original Article IV "Membership and Membership Rights" has been deleted consistent with sample constitution provided by ASCE National, and because many of these items are now covered in new Article 2 "Area and Membership."

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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 [KASBK2] - 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.

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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

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as defined by the Constitution of the national organization of the American Society of Civil Engineers,

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- not in Sample Constitution, but okay.

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VI - Officers and Governing Body

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have control of the property and management of the Section

Page 2: [14] Comment [KASBK8] Kristen Bowman Kavanagh 10/7/2009 12:55:00 PM
Replaced with new Article 5 "Management."

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Section 1^[KASBK3]. 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.

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one Branch Director from and representing each Local Branch, and

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who continue as Active Members of the Section

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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.

Page 2: [19] Comment [KASBK9] Kristen Bowman Kavanagh 10/7/2009 1:06:00 PM
Original Sections 5-12 have been deleted and moved to Bylaws as they cover procedural issues.

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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

ARTICLE XII - Associate Member Forum [KASBK5]

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

[KASBK6]

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

XIV - Miscellaneous Provisions**ARTICLE VIII – Amendments** [KASBK7]

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.

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. In 1926 there was established the Permanent Fund of the Section. This was renamed the Richard L. Humphrey Memorial Fund (Humphrey Fund) in 1939. The purpose of the

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Fund is to promote the objectives of the Philadelphia Section with special attention to the long-term health and growth of the Philadelphia 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.

13.2 Board of Trustees

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of the Philadelphia Section shall be entrusted to a Board of Trustees comprised of the Philadelphia Section President and

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Secretary, and three Appointed Trustees. The Board of Trustees shall require a minimum of three (3) members in agreement to effectuate any business.

13.3 Appointed Trustees

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. Appointed Trustees shall serve a term of office of one (1) 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 Philadelphia 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.

13.4 Powers

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. The Board of Trustees shall have the power to invest the Humphrey Fund

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of the Philadelphia 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 Philadelphia Section Board to invest or not to invest in specific securities, but shall not be bound by such requests.