



## LEHIGH VALLEY 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.

### Article 2: Area and Membership

Not used.

### Article 3: Separation from Membership

Not used.

### Article 4: Dues

**4.1 Annual Dues.** The Annual Dues for members of the Lehigh Valley Section shall be twenty dollars (\$20) payable in U.S. currency in advance of January 1st.

### Article 5: Management

**5.1 Duties of the Board of Directors.** Duties of the Lehigh Valley Section Board of Directors shall include management of the Lehigh Valley Section, responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the Lehigh Valley Section and its subsidiary organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the Lehigh Valley Section and its subsidiary organizations. The Board of Directors shall have control of property of the Lehigh Valley 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 Lehigh Valley Section shall be elected by the Subscribing Members, with the exception of the President and the Secretary. The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting. The Secretary-Elect shall automatically succeed to the office of Secretary at the close of the Annual Meeting. If a position becomes vacant during the year, the president will nominate an interim officer to serve until the next election. A majority of the remaining Board must approve the nomination. If the President position becomes vacant, the President-Elect will nominate an interim

president to serve until the next election. The President-Elect can choose to self nominate for interim president. A majority of the remaining Board must approve the nomination.

**6.2 Terms.** The term of office for each officer shall be one year. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume their offices.

**6.3 Vacancies.** A vacancy in the office of President shall be filled by the President-elect. A vacancy in the office of President-elect shall be filled by the Vice-President. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.

**6.4 Limitation on Terms.** No member shall serve in one elected office other than that of Secretary and/or Treasurer for more than two (2) successive elected terms.

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

## **Article 7: Elections**

**7.1 Nominating Committee.** The Nominating Committee shall choose one (1) or more candidates for election to each office prescribed by the Constitution, except the offices of President and Secretary, and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing 20 signatures of Subscribing Members. The Nominating Committee shall publish notice of open positions to the Section membership and set the date by which nominations must be received.

**7.2 Ballots.** The Secretary shall send a ballot containing the list of all nominees, petition nominees, and a space for a write-in vote for another candidate for each office, to each Subscribing Member of the Section at least twenty (20) days prior to the Annual Meeting.

**7.2.1 Tallying the Ballots.** Ballots returned to the Secretary up to the time of counting shall be opened and counted at, or immediately prior to, the Annual Meeting by three tellers appointed by the President. For each office the candidate receiving the highest number of votes cast shall be declared elected.

## **Article 8: Meetings**

### **8.1 Membership Meetings**

**8.1.1 Frequency of Other Meetings.** In addition to the Annual Meeting, at least 4 meetings shall be held each year at regular intervals.

**8.1.2 Quorum at Section Meeting.** 10 Subscribing Members shall constitute a quorum for transacting business at a meeting of the Lehigh Valley Section.

**8.2 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.

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

## **Article 9: Subsidiary Organizations and Committees**

### **9.1 Subsidiary Organizations.**

**9.1.1 Types of Subsidiary Organizations.** Subsidiary organizations may be, 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.

**9.1.2 Formation.** Formation of subsidiary organizations shall be subject to the approval of the Lehigh Valley 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 Branches.** Branches of the Section may be created. Procedures for creating a Branch shall be as follows:

**9.1.3.1 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.

**9.1.3.2 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.

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

**9.1.3.4 Boundaries.** A proposed Branch must have distinct boundaries by Zip Codes stated in the petition.

**9.1.3.5 Region Approval.** Upon Lehigh Valley 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 *Technical Groups.*** Technical Groups or local Institute Chapters shall be created in accordance with the following requirements:

**9.1.4.1 *Proposal.*** A new Technical Group or local Institute Chapter shall be proposed by submission of a written proposal to the Lehigh Valley 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.

**9.1.4.2 *Membership.*** Not less than 5 Subscribing Members of the Lehigh Valley Section may form a Technical Group or Institute Chapter.

**9.1.4.3 *Approval.*** Approval must be obtained from the Lehigh Valley 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 *Other Subsidiary Organizations.*** Other Subsidiary Organizations may be formed by the Section Board of Directors.

**9.1.6. *Annual Budget.*** Each Subsidiary Organization shall submit an annual budget and financial statement to the Lehigh Valley Section Board of Directors for approval.

**9.1.7 *Annual Report.*** Each Subsidiary Organization President or Chair shall submit an annual written report to the Lehigh Valley Section Board of Directors on the activities and programs of the organization. This Annual Report, including a financial statement, shall be suitable for incorporation into the Lehigh Valley Section's Annual Report.

**9.1.8 *Level of Activity.*** Each Subsidiary Organization shall hold a minimum of 2 events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have 5 Subscribing Members on its rolls for two (2) successive years, shall be automatically disbanded. Assets of a disbanded Subsidiary Organization shall be assumed by the Lehigh Valley Section.

**9.2 *Standing Committees.*** The Lehigh Valley Section shall have a Nominating Committee.

**9.2.1. *Nominating Committee.*** The Nominating Committee shall consist of not less than three (3) members including the three (3) most recent active Past-Presidents of the Lehigh Valley Section who are willing to serve, plus other duly selected members, appointed by the Lehigh Valley Section Board of Directors. The most recent active Past-President will serve as committee chair.

**9.2.2 *Program Committee.*** The Program Committee shall consist of the President-Elect and all Board Directors. The President –Elect will serve as committee chair.

**9.2.3 Membership Committee.** The Membership Committee shall consist of the Vice President plus duly selected members. The Vice President will serve as committee chair.

**9.2.4 Newsletter Committee.** The Newsletter Committee shall consist of the Secretary-Elect and all Board Directors. The Secretary –Elect will serve as committee chair.

**9.2.5 Student Chapter Liaison Committee.** The *Student Chapter Liaison* Committee shall consist of an Associate Member Director as chair plus other duly selected members appointed by the Lehigh Valley Section Board of Directors.

**9.2.6 Hospitality Committee.** The Hospitality Committee shall consist of the a Director as chair plus other duly selected members appointed by the Lehigh Valley Section Board of Directors.

**9.2.6 Legislative Affairs Committee.** The Legislative Affairs Committee shall consist of the a Director as chair plus other duly selected members appointed by the Lehigh Valley Section Board of Directors.

**9.2.7 Terms of Standing Committee Members.** Unless otherwise specified, the members of committees shall be appointed by the Section President at the beginning of the Lehigh Valley Section President's term, and shall serve a one (1) year term.

**9.3. Task Committees.** The President may appoint task committees as deemed necessary. The terms of Task Committee members shall end at the end of the term of the President.

## **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 a 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 be adopted by a two-thirds (2/3) vote of the Lehigh Valley 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(s) is published to the Section membership at least thirty (30) days in advance of the meeting.