



LEHIGH VALLEY SECTION CONSTITUTION

Article 1: General

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

1.2 Objective. The objective of the Lehigh Valley 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 Lehigh Valley Section shall be the area shown in the Official Register of the American Society of Civil Engineers.

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

2.3 Subscribing Members. All members of the Society, of all grades, who subscribe to the Constitution and Bylaws of the Lehigh Valley 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 Lehigh Valley Section elections, to hold Lehigh Valley Section office, to serve on Lehigh Valley Section committees, or to represent the Lehigh Valley Section officially.

2.3.2 Termination of Rights for Non-payment of Dues. Subscribing membership ceases for any member whose dues are more than 3 months in arrears.

2.4 Institute-only Members. Institute-only Members of a Society Institute may be members of a Lehigh Valley Section 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 Lehigh Valley Section.

Article 4: Dues

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

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

Article 5: Management

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

Article 6: Officers and Directors

6.1 Officers. The officers of the Lehigh Valley Section shall be a President, a President-Elect, a Vice President, a Secretary, a Secretary-Elect and a Treasurer.

6.2 Directors. There shall be at least 3 elected Directors and 1 appointed Directors. At least one (1) of the Directors shall be a Younger Member.

6.3 Board of Directors. The Board of Directors shall consist of the Officers, the elected and appointed Directors, the latest active resident Past-President of the Lehigh Valley Section, and the President or Chair of each Subsidiary Organization.

Article 7: Elections

The Lehigh Valley 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 Lehigh Valley 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 7 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 6 meetings annually.

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

Article 9: Subsidiary Organizations and Committees

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

9.1.1 Governing Documents. Subsidiary organizations shall adopt Bylaws consistent with this Constitution and Society governing documents.

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

Article 10: Administrative Provisions

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

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 Lehigh Valley 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 Lehigh Valley 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 Lehigh Valley Section entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Lehigh Valley Section entity.

10.4 Distribution of Section Assets. Upon dissolution of the Lehigh Valley Section, the

assets remaining after the payment of the debts of the Lehigh Valley 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.

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 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 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 Lehigh Valley Section Secretary, containing the text of the amendment, signed by not less than 10 Subscribing Members of the Lehigh Valley 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 Lehigh Valley 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 Lehigh Valley Section who shall be given the opportunity to vote. To become effective, the proposed amendment shall receive an affirmative vote of not less than two-thirds (2/3) of the Subscribing Members voting.