

**AMERICAN SOCIETY OF CIVIL ENGINEERS  
PHILADELPHIA SECTION  
CONSTITUTION  
Revisions approved 05/13/2011**

**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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**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 and the Society'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 Society at the time of election.

**6.3 Board of Directors.** The Board of Directors shall consist of the Officers, the elected Directors, the most immediate Past President of the Philadelphia Section able to serve, and the President 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.

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**8.2 Board of Directors Meetings.**

**8.2.1 Meeting Frequency.** The Board of Directors shall hold meetings at the frequency set forth in the Bylaws of the Philadelphia Section.

**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.

**Article 9: Subsidiary Organizations and Committees**

**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.

**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.

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

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

**9.3.1 Purpose of Fund.** In 1926, the Permanent Fund of the Section was established. 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 promote educational opportunities on a yearly basis, and to support special activities not of a yearly nature and other special activities based upon long-term planning.

**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.

**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.

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**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 to invest the assets of the Humphrey Fund. 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.

**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.

**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.

**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.

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

**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.** An affirmative 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.

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**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.