



BYLAWS

Article 1: General

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

1.1 Objective. The objective of the Reading Branch 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").

1.2 Authority. The actions of the Reading Branch shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Lehigh Valley Section and with these Bylaws.

Article 2: Area and Membership

2.0 Area. The area of the Reading Branch shall consist of Berks County, the western portion of Montgomery County, and the northwest portion of Chester County in the Commonwealth of Pennsylvania.

2.1 Assigned Members. All members of the Society of all grades, whose addresses of record are within the boundaries of the Reading Branch, as defined by the Society, shall be Assigned Members of the Reading Branch.

2.2 Subscribing Members. All members of the Society of all grades, who subscribe to the Bylaws of the Reading Branch, and who have paid the current dues of the Branch, shall be Subscribing Members of the Reading Branch.

2.2.1 Rights of Subscribing Members. Only Subscribing Members of the Reading Branch in good standing, in a voting grade of membership as defined by the Society, shall be eligible to vote in Reading Branch elections, to hold Reading Branch office, or to represent the Reading Branch officially.

Article 3: Separation from Membership

3.0 Separation from Membership. Members who cease to be members of the Lehigh Valley Section, for any reason, shall cease to be members of the Reading Branch.

Article 4: Dues

4.0 Branch Dues. The annual dues for members of the Reading Branch shall be established by a two-thirds (2/3) vote of the Board of Directors of the Reading Branch and approved by the Lehigh Valley Section Board of Directors.

Article 5: Management

5.0 Board of Directors. The governing body of the Reading Branch shall be a Board of Directors (hereinafter "the Board"). The Board shall be responsible for the supervision, control and direction of the Reading Branch, and shall manage the affairs of the Reading Branch in accordance with the provisions of the Reading Branch's governing documents, subject to the control of the Section.

5.1 Budget. The Reading Branch activities shall be based on a budget proposed by the Reading Branch Board of Directors and approved by the Lehigh Valley Section Board of Directors.

5.2 Duties of the Board of Directors. Duties of the Board of Directors shall include management of the Reading Branch, overseeing the various activities within the Reading Branch, and communicating with the Section.

5.3 Annual Report. The Board of Directors shall oversee the preparation of the Reading Branch Annual Report, which shall be submitted to the Lehigh Valley Section in accordance with published requirements.

Article 6: Officers and Directors

6.0 Officers. The Officers of the Reading Branch shall be the President, the Vice President, the Secretary, the Treasurer, and the Past President.

6.0.1 President. The President shall have general supervision of the affairs of the Reading Branch. The President shall preside at all meetings of the Reading Branch and Board at which the President may be present.

6.0.2 Vice President. The Vice President shall preside at meetings in the absence of the President and shall assume other duties as delegated by the President.

6.0.3 Secretary. The Secretary shall keep the records of meetings of the Reading Branch and shall submit the Annual Report to the Lehigh Valley Section. The Secretary shall also assume other duties as delegated by the President.

6.0.4 Treasurer. The Treasurer shall be responsible for the maintenance and disbursement of all Branch funds. The Treasurer shall prepare monthly reports on the financial condition of the Reading Branch and shall assist in preparation of the Branch's annual budget. The Treasurer shall be responsible for submission of the Reading Branch's financial reports to the Lehigh Valley Section and shall assume other duties as delegated by the President.

6.0.5 *Past President.* The Past President shall attend meetings of the Board and shall assume other duties as delegated by the President.

6.1 *Directors.* There shall be four (4) elected At-Large Directors.

6.2 *Board of Directors.* The Board of Directors shall consist of the Officers and the four (4) elected At-Large Directors.

6.3 *Qualifications.* Qualifications for elected office in the Branch shall be the same as qualifications for Section office.

6.4 *Terms.* All Officers and Directors except for the Past President shall be elected for terms of two (2) years, which terms shall begin at the close of the Reading Branch Annual Meeting and continue until their successors are elected and assume the offices.

6.4.1 *Term of the Past President.* The term of office for the Past President shall be for two (2) years. Upon completion of a term as President, the President shall succeed to the office of Past President at the close of the Reading Branch Annual Meeting where election results have been reported.

6.5 *Vacancies.* A vacancy in the office of President shall be filled by the Vice President. A vacancy in the office of Past President position shall be filled by the latest active resident Past President available and willing to serve. Other vacancies shall be filled for the unexpired term by appointment by the Reading Branch Board of Directors.

Article 7: Elections

7.0 *Branch Nominating Committee.* The Nominating Committee shall publish notice of open positions to the Branch membership at least two (2) weeks prior to the election and set the date by which nominations must be received. The names of candidates for nomination shall be submitted to the Nominating Committee from within the Branch membership in a form prescribed by the Nominating Committee. No person shall be a candidate for more than one (1) office per election cycle. The Nominating Committee shall choose one (1) or more candidates for election to each office, except the office of Past President, and obtain the consent of each nominee to serve if elected. In addition, candidates may be nominated by written petition containing five (5) signatures of Subscribing Members. The Nominating Committee shall set the date by which nominations must be received.

7.1 *Ballots.* In a contested election, the Reading Branch Secretary shall send a ballot, containing a 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 Reading Branch at least thirty (30) days prior to the Reading Branch Annual Meeting. The ballot shall specify a due date for its return. For an uncontested election, the Board of Directors will determine the procedures the Branch will follow during balloting.

7.2 *Tallying the Ballots.* Ballots returned to the Reading Branch Secretary up to the time of counting should be opened and counted by the Reading Branch Secretary. The results shall be reported to the Board of Directors. For each office the candidate receiving the highest number of votes cast shall be declared elected.

Article 8: Meetings

8.0 Membership Meetings.

8.0.1 Annual Membership Meeting. The Annual Membership Meeting shall be held each year on such date and at such place as the Branch Board of Directors shall designate.

8.0.2 Regular Meetings. Regular meetings will be held during the months of September through November and January through May. Meetings may also be held during summer months at the discretion of the Board of Directors.

8.0.3 Special Meetings. Special meetings shall be called at the discretion of the Board of Directors or by the President upon written request of at least five (5) Subscribing Members.

8.0.4 Meeting Notice. Notice of call for a Reading Branch meeting shall be sent to all Subscribing Members of the Reading Branch not less than fourteen (14) days in advance of the meeting.

8.0.5 Quorum at Branch Meetings. At all meetings where business is transacted, six (6) Subscribing Members shall constitute a quorum.

8.1 Board of Directors Meetings

8.1.1 Quorum. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

8.2 Parliamentary Authority. All business meetings of the Reading Branch 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 Bylaws of the Reading Branch, the Lehigh Valley Section Constitution and Bylaws, or the Society's governing documents.

8.3 Meeting Participation by Alternative Means. Any member of the Board or any Board committee may participate in a meeting of the Board or any Board committee by means of a conference telephone or similar communications system that allows all persons participating in the meeting to hear each other at the same time. Such participation shall be considered presence in person at the meeting.

8.4 Action without a Meeting. Any corporate action required or permitted to be taken by the Board or any Board committee may be taken without a meeting if all members of the Board or Board committee unanimously approve such action in writing.

Article 9: Subsidiary Organizations and Committees

9.0 Subsidiary Organizations. Subsidiary Organizations may be formed within the Reading Branch, consistent with the purposes of the Section and Branch, and in accordance with the provisions of these Bylaws. Subsidiary organizations may be, but are not limited to, Younger Member Forums/Groups and Technical Groups/local Institute Chapters. Names of Subsidiary Organizations shall be as set forth in the Society's governing documents.

9.0.1. Formation. Formation of Subsidiary Organizations shall be subject to the approval of the Reading Branch Board of Directors, the Lehigh Valley Section Board of Directors, and such other requirements as may be established by the Society. Bylaws of Subsidiary Organizations shall be approved by the Reading Branch and Lehigh Valley Section Board of Directors before becoming effective.

9.0.2. Process for Formation. Procedures for forming a Subsidiary Organization shall be as follows:

9.0.2.1 A Subsidiary Organization shall be proposed by submission of a written proposal to the Reading Branch Board of Directors with the name, objectives, officers, and brief comments on how the Subsidiary Organization will be of advantage to members in the Reading Branch. Those proposing an Institute Chapter shall also contact the appropriate Society Institute and comply with the Institute rules for creating a Chapter.

9.0.2.2 Following approval of the Reading Branch Board of Directors, the proposal shall be forwarded to the Lehigh Valley Section Board of Directors for their review and approval.

9.0.2.3 Following the approval of the Lehigh Valley Section Board of Directors, those proposing a Subsidiary Organization shall prepare and submit Bylaws to the Reading Branch Board for the operation of the organization.

9.0.2.4 Approval of the Subsidiary Organization Bylaws by the Reading Branch and Lehigh Valley Section Boards of Directors shall be obtained to activate the Subsidiary Organization. Approval must also be obtained from the appropriate Institute to activate an Institute Chapter.

9.0.3 Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the Reading Branch Board of Directors for approval.

9.0.4 Annual Report. Each Subsidiary Organization President or Chair shall submit an annual written report to the Reading Branch 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 Reading Branch's Annual Report to the Lehigh Valley Section.

9.0.5 Level of Activity. Each Subsidiary Organization shall hold a minimum of two (2) events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have five (5) Subscribing Members on its

rolls for two (2) successive years, may be disbanded by the Branch. Assets of a disbanded Subsidiary Organization shall be assumed by the Reading Branch.

9.1 Committees

9.1.1 Standing Committees. The Reading Branch shall have the following standing committees:

- Nominating Committee
- Program Committee
- Membership Committee

9.1.1.1 Nominating Committee. The Past President shall chair the Nominating Committee and shall appoint two (2) other members to serve on the Committee. All members shall be Subscribing Members of the Branch and voting members of the Society.

9.1.1.2 Program Committee. The Program Committee shall consist of a minimum of three (3) members. The committee will develop the agenda and select the venue location for the periodic meetings. The program may be of a technical nature that we anticipate will satisfy continuing education requirements for professional licensure in the Commonwealth of Pennsylvania or may be a program selected for general interest to the membership.

9.1.1.3 Membership Committee. The Membership Committee shall consist of a minimum of three (3) members. This committee shall foster the growth of active membership in the branch. The committee will foster participation in Branch programs and Reading Branch leadership by the assigned membership. The committee will also foster recruitment into the Society of local civil engineers who are not Society members.

9.1.1.4 Terms of Standing Committee Members. Unless otherwise specified, members and Chairs of the standing committees will be appointed by the Reading Branch President at the beginning of the President's term, shall be Subscribing Members of the Reading Branch in good standing, and shall serve a two (2) year term.

9.1.2 Task Committees. The Reading Branch President may appoint task committees as deemed necessary. The terms of Task Committee members shall end at the end of the term of office of the Reading Branch President.

Article 10: Administrative Provisions

10.0 Proper Use of Branch Resources. No part of the net earnings of the Reading Branch shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Reading Branch shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered in furtherance of the purposes set forth above.

10.1 Limitations on Political Activity. No substantial part of the activities of the Reading Branch shall be carrying on propaganda or otherwise attempting to influence legislation, and the Reading Branch 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 Reading Branch shall not carry on any activities prohibited by the provisions of the Society's governing documents.

10.2 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 Reading Branch, 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 Reading Branch, 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 Reading Branch entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Reading Branch entity.

10.3 Distribution of Branch Assets. Upon dissolution of the Reading Branch, the assets remaining after the payment of the debts of the Reading Branch 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 Reading Board of Directors shall determine, and in the absence of such designation they shall be conveyed to the Lehigh Valley Section.

Article 11: Amendments

11.0 Process. These Bylaws may be amended only by the following procedure:

11.0.1 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 Reading Branch Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Reading Branch.

11.0.2 Approval. The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Reading Branch Board of Directors and submitted to the Lehigh Valley Section Board of Directors for review and approval.

11.0.3 Notice of Adoption. Upon approval by the Lehigh Valley Section Board of Directors, the proposed Bylaws amendment(s) shall be submitted to the Reading Branch membership via e-mail, through Constant Contact for a vote of approval. A simple majority will constitute approval.