

BYLAWS
PHILADELPHIA CHAPTER OF
THE PENNSYLVANIA SOCIETY OF PROFESSIONAL ENGINEERS

THIS VERSION ADOPTED BY THE

CHAPTER

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**PENNSYLVANIA SOCIETY OF PROFESSIONAL ENGINEERS
PHILADELPHIA CHAPTER
CHAPTER BYLAWS**

PREAMBLE

WHEREAS, certain Professional Engineers residing in the general vicinity of the City of Philadelphia in the Commonwealth of Pennsylvania, who have been duly registered according to law by the State Registration Board for Professional Engineers, Land Surveyors and Geologists of the Commonwealth of Pennsylvania, have applied for a Charter giving authority to organize a local Chapter of the Pennsylvania Society of Professional Engineers, and

WHEREAS, the aforesaid Charter giving authority to so organize has been granted by the Court of Common Pleas of Philadelphia County, under date of April 2, 1934,

THEREFORE, recognizing that service to the public and to the profession is a fundamental obligation of the professional engineer, the Philadelphia Chapter of the Pennsylvania Society of Professional Engineers does hereby dedicate itself to the promotion and protection of the profession of engineering as a social and economic influence vital to the welfare of the community, the Commonwealth of Pennsylvania, the United States of America and all mankind, and

THEREFORE, in accordance with the aforesaid Charter, the Philadelphia Chapter of the Pennsylvania Society of Professional Engineers does hereby adopt these Bylaws of operation.

BYLAW 1 -- NAME

SECTION 1. The name of this organization shall be the Philadelphia Chapter of the Pennsylvania Society of Professional Engineers, hereinafter called the Chapter.

SECTION 2. The Chapter shall be a member Chapter of the Pennsylvania Society of Professional Engineers which is incorporated as a nonprofit organization under the laws of the Commonwealth of Pennsylvania, hereinafter called the State Society or PSPE.

SECTION 3. The State Society and its chapters are members of the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called the National Society or NSPE.

SECTION 4. The Chapter subscribes to and supports the State Society "CONSTITUTION AND BYLAWS" and the Code of Ethics of the State Society and the National Society.

BYLAW 2 -- OBJECTIVES

SECTION 1. The objectives of the Chapter shall be in harmony with and support of those objectives of the State Society and NSPE and include, but are not limited to, the following:

- a. Advance and promote the public welfare.
- b. Advance the professional, social, and economic interests of the profession.
- c. Strive throughout the profession to make licensure a more meaningful acknowledgment of individual achievement reflected by education and practice, and encourage all qualified engineers to seek the legal status of licensure.
- d. Endeavor to unite all qualified engineers in the Chapter area in one organization.
- e. Stimulate and develop professional concepts among all engineers.
- f. Advance self-education and self-improvement, and motivate practicing engineers to upgrade and expand their competence through continuing study.
- g. Develop the civic consciousness in members of the engineering profession, and serve the public good by support of and cooperation with local and other public officials.
- h. Represent the engineering profession in civic matters of interest to the Chapter and the profession.
- i. Promote high standards of engineering education
- j. Cultivate public appreciation for the work of the engineer through improved public relations.
- k. Provide a forum for effective exchange and advancement of knowledge of matters of concern to the profession.
- l. Assist well-qualified and properly-motivated young people in obtaining reliable information concerning the profession of engineering.
- m. Establish and preserve high standards of ethical conduct and practice by members of the profession.

SECTION 2. These objectives are to be accomplished by encouraging members to: confer and make suggestions regarding matters of policy; cooperate with other chapters, local engineering societies, and civic associations in matters of common interest and public concern; initiate studies of local engineering problems; and foster closer personal acquaintance and a spirit of cooperation amongst engineers and between the engineers and the local community.

BYLAW 3 -- JURISDICTION

SECTION 1. The jurisdiction of this Chapter shall extend over and embrace the County and City of Philadelphia in the Commonwealth of Pennsylvania assigned to it by the State Society, and over such non-resident members as may be from time to time assigned to the Chapter or who may prefer to belong to it.

SECTION 2. Individuals, organizations, and other legal entities who are otherwise not eligible for membership in the Society and who are interested in furthering the Society's objectives by their financial support may be invited by the Board to be Sustaining Associates of the Society. Sustaining Associates shall be listed, whenever practical, in Society publications. They shall receive from the Society and the Chapter, all Society and Chapter publications, the PSPE Annual Roster, and an annual certificate bearing the Chapter's seal and signature of the President. Sustaining Associates shall not be voting members of the Society but shall be entitled to membership rates for the Annual Conference and Meeting.

BYLAW 4 -- MEMBERSHIP

SECTION 1. Criteria for membership shall be prescribed by the "CONSTITUTION AND BYLAWS" of the State Society.

BYLAW 5 -- DISCIPLINE

SECTION 1. Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession may be filed in writing by anyone having factual knowledge of the matters; charges concerning the Bylaws shall be filed by a member in good standing. Each member is responsible to render written reports of factual knowledge of alleged violations of the Code of Ethics. All charges must be filed with the Secretary of the State Society or the Chapter or with the chair of the Ethical Practices Committee of the State Society or the Chapter.

SECTION 2. An initial informal investigation of alleged violations should be made by the Ethical Practices Committee of the Chapter. When such informal investigation indicates that a formal investigation is warranted, the matter shall be promptly directed to the attention of the State Society President for appropriate action.

BYLAW 6 -- AFFILIATED GROUPS

LATEST REVISION: April 2005

SECTION 1. A Chapter Auxiliary may be established with approval of the Chapter Board of Directors. The purposes of an Auxiliary shall be to assist in promoting the best interests of the professional engineer and the Society. The Auxiliary shall be responsible to the Chapter for its policies including ratification of Operating Rules and Procedures.

SECTION 2. Individuals, organizations, and other legal entities who are otherwise not eligible for membership in the Society and who are interested in furthering the Society's objectives by their financial support may be invited by the Board to be Sustaining Associates of the Society. Sustaining Associates shall be listed, whenever practical, in Society publications. They shall receive from the Society and the Chapter, all Society and Chapter publications, the PSPE Annual Roster, and an annual certificate bearing the Chapter's seal and signature of the President. Sustaining Associates shall not be voting members of the Society but shall be entitled to membership rates for the Annual Conference and Meeting.

BYLAW 7 -- FISCAL AND ADMINISTRATIVE YEARS

SECTION 1. The fiscal year of the Chapter shall be from June 1 through May 31.

SECTION 2. The administrative year of the Chapter shall be from Annual Meeting to Annual Meeting.

BYLAW 8 -- DUES AND ASSESSMENTS

SECTION 1. The Chapter dues shall be annually determined by the Chapter's Board of Directors. Dues shall be in addition to those of the State and National Societies and shall include subscription to the Chapter publication.

SECTION 2. The Chapter's portion of the dues collected by the collecting agents will be returned to the Chapter Treasurer.

SECTION 3. The schedule and conditions for dues payment, delinquency, dropping from membership, reinstatement to membership, and full or partial waiver of dues shall be as prescribed by the "CONSTITUTION AND BYLAWS" of the State Society.

SECTION 4. Assessments may be authorized only by vote of the membership. Assessments will only be considered upon a majority vote of the Board or upon petition by 15 Chapter members. Authorization requires a three-fourths vote of Chapter members present at a Chapter meeting, called after approval by the Board, with notice of proposed action being presented at a prior meeting and written notice of the intent published in the Chapter's official periodical.

BYLAW 9 -- BOARD OF DIRECTORS

LATEST REVISION: April 2005

SECTION 1. The Chapter shall be administered by a Board of Directors, hereinafter called the Board, which shall consist of the most recent Past-President holding current membership in the Chapter, the officers of the Chapter, Chapter Directors, State Director, and the Alternate State Director. Any Chapter member serving as an elected officer of the State or National Society shall be an ex officio member of the Chapter Board of Directors. Fifty percent of the voting members of the Board shall constitute a quorum, provided at least three officers and three Directors are present at any regular or duly called meeting. An affirmative vote of a majority of the Board members present at any regular or duly called meeting shall be required to pass any motion consistent with this or any other provisions of the Chapter Bylaws unless otherwise provided in these Bylaws. Voting shall be limited to one vote per Board member regardless of the number of Board positions any one member may hold. No person shall be nominated, elected or allowed to serve on the Board unless he or she holds current membership in good standing in the Chapter, State Society, and NSPE National Society.

SECTION 2. The Board shall have full authority to carry on the business of the Chapter. It shall be responsible for the direction and general supervision of all matters pertaining to the Chapter. It shall adopt and monitor a budget and cause the accounts of the Treasurer to be audited not less than once a year.

SECTION 3. The Board shall provide for and superintend the publication and distribution of all proceedings or transactions of the Chapter and shall appoint an editor and publish an official periodical for the Chapter.

SECTION 4. The Board shall be empowered to transfer such funds as may be advisable for the development of The Philadelphia Chapter Fund. A two-thirds vote of the total Board shall be required to authorize expenditures from this Fund for other than investment or reinvestment.

SECTION 5. The Board shall be convened prior to the first Chapter meeting of each administrative year and on the first Thursday of each month from October to May inclusive, except as otherwise directed by the President. The Board shall hold at least eight regularly scheduled meetings annually. The Board shall hold special meetings at the call of the President or by request of at least five members of the Board. Special meetings of the Board may be conducted by means of a telephone or video conference call provided such meetings are in accordance with all other provisions of these Bylaws.

SECTION 6. A notice of any special meeting of the Board shall be mailed to reach each member of the Board, or each member of the Board shall otherwise be notified, at least five days prior to the scheduled date thereof. An agenda and copy of each report and resolution, or other notification or action to be considered at such meeting, shall accompany the notice of the meeting and no other matters shall be considered at such meeting.

SECTION 7. The Board may, at its discretion, authorize the appointment of assistant officers. Such appointees, unless already members of the Board, shall not be considered as members of the Board and shall not be entitled to vote as such.

SECTION 8. In case of the disability or neglect in the performance of duty by any officer, State Director, Alternate State Director, or Director of the Chapter, the Board shall have the power by a three-fourths vote of its members to declare the office vacant and shall fill the vacancy as provided in Bylaws 11 and 12.

SECTION 9. An Executive Committee, consisting of the officers, the State Director, and the Immediate Past President serving on the Board, shall be empowered to carry on such business between meetings of the Board as may be urgent, with such actions subject to formal ratification at the succeeding meeting of the Board. The Executive Committee may, as a matter of continuing responsibility, process all routine matters to facilitate the efficient operation of the full Board. It shall meet at the call of the President or on request of the members of the Committee.

BYLAW 10 -- ALTERNATE BALLOTS OF THE BOARD

LATEST REVISION: April 2005

SECTION 1. The President may at any time direct the Secretary to submit any question to the members of the Board by means of a letter ballot or by means of a telephone or video conference call.

SECTION 2. Upon direction of the majority of the members of the Board present at any meeting, where less than all members of the Board are present, the Secretary shall submit any question to the members of the Board by means of a letter ballot or by means of a telephone or video conference call.

SECTION 3. If a letter ballot is used, a majority of all votes received within 15 days of the mailing of the ballots shall decide the question, provided votes are received from at least two-thirds of the total membership of the Board.

SECTION 4. The Secretary shall record, as part of the minutes of the Board meeting immediately following the date of the close of the balloting question, the date of the mailing and return date of the ballots and the names and votes of all Board members.

SECTION 5. When directed by the President or a majority of the Board present at any meeting, the Secretary shall arrange to have the question submitted to the members of the Board by means of a telephone or video conference call.

SECTION 6. A majority of the votes cast shall decide the question, provided at least two-thirds of the total membership of the Board participates in the telephone or video conference call. Voting shall be by a call of the roll.

SECTION 7. The Secretary shall record minutes of the telephone or video conference call, noting the names and votes of all Board members participating, and promptly distribute the minutes to each member of the Board.

BYLAW 11 -- OFFICERS AND DIRECTORS

LATEST REVISION: April 2005

SECTION 1. The Chapter shall have as officers, a President, a President-Elect, a Vice President, a Secretary, a Membership Secretary, and a Treasurer. The Vice-President, Secretary, Membership Secretary, and Treasurer may succeed themselves in office.

SECTION 2. President -- The President shall have the following duties:

- a. Preside at the meetings of the Chapter and of the Board of Directors.
- b. Be ex officio, a member of all committees.
- c. Appoint the chair of each committees.
- d. Have general direction of the business of the Chapter.

SECTION 3. President-Elect -- The President-Elect, who shall have previously served as an officer or Director, shall be elected annually and shall have the following duties:

- a. Shall act for the President in the President's absence or when the President is unable to perform the duties of the office as determined by the Board.
- b. Shall undertake assignments at the request of the President or the Board of Directors.
- c. Prepare programs for the next administrative year and serve as Chair of the Chapter Planning and Development Committee.
- d. Shall assume the office of President upon the completion of the term of office as President-Elect and serve as President for one year.
- e. Shall automatically assume the office of President in the event of a vacancy in the office of the President.

SECTION 4. Vice President -- The Vice President, who shall have served previously as an officer or Director, shall be elected annually. The Vice President shall act for the President and/or the President-Elect in their absences. In case of the inability of the President and/or the President-Elect to perform their duties, as determined by the Board, it shall be the duty of the Vice President to act. The Vice President shall coordinate the work of the various committees as may be assigned by the President.

SECTION 5. Secretary -- The Secretary shall be elected annually and shall perform such duties as are required by law or as assigned by the Board. The Secretary shall prepare a written record of the proceedings of the Chapter and the Board and shall act as the administrative officer of the Chapter. At the conclusion of the term of office, the Secretary shall turn over to the Secretary's successor, all books, records, documents, and other property of the Chapter in custody. In extenuating circumstances, checks may be drawn by the Secretary against funds of the Chapter, if countersigned by the President or President-Elect, when such payments are known to be proper and authorized by the Board. The Secretary shall be bonded

if so required by the Board with the fee being paid by the Chapter.

SECTION 6. Membership Secretary -- The Membership Secretary shall be responsible for the membership and dues records of all Chapter members, with a current roster maintained. At the conclusion of the term of office, the Membership Secretary shall turn over to the Membership Secretary's successor, all books, records, documents and other property of the Chapter in custody.

SECTION 7. Treasurer -- The Treasurer, who shall be bonded if so directed by the Board with the fee being paid by the Chapter, shall be the custodian of all funds and assets of the Chapter, utilizing approved depositories for the protection thereof. Disbursements approved by the Board shall be made by the Treasurer, but in the Treasurer's absence or incapacity, checks may be drawn by the Secretary if countersigned by the President or President-Elect. The Treasurer shall make an annual report of the receipts and disbursements to the Chapter. Funds not needed for current requirements shall be invested by the Treasurer as ordered by the Board. A full record of the accounts shall be maintained and the status reported to the Board periodically, with a full accounting as well as an audit report by the Audit Committee provided for each fiscal year. The Treasurer shall serve, ex officio without vote, as a member of the Philadelphia Chapter Fund Committee and shall arrange for the execution of all transactions of the Fund as directed by the Trustees. On expiration of the term of office, the Treasurer shall turn over to the Treasurers successor, all journals, financial records, monies, securities, and other assets of the Chapter, taking a receipt therefor.

SECTION 8. State Director -- The State Director shall be elected for a three-year term and shall attend, as the delegate of the Chapter, all State Society meetings and all meetings of the Board of Directors of the State Society for the purpose of officially participating in the business of the State Society to improve communication between the Chapter membership and the State or National Society. The State Director shall report to the Chapter on activities of the State Society.

SECTION 9. Alternate State Director -- The Alternate State Director shall be elected annually for a one-year term. In the absence of, or in the case of the inability of the State Director to perform, it shall be the duty of the Alternate State Director to perform all the duties of the State Director. The Immediate Past President may be nominated and elected to serve as the Alternate State Director.

SECTION 10. Directors -- Six Chapter Directors shall be elected for three-year terms, two Chapter Directors being elected each year. Directors shall attend all Chapter and Board meetings and shall, in addition to participating in Board duties, undertake other assignments as requested or directed by the President.

Chapter Directors may succeed themselves in office.

SECTION 11. Past President -- The most recent Past President currently in the Chapter shall serve as a member of the Board and shall also serve in an advisory capacity to the President and the Board. It shall be the duty of the Past President to preside at Chapter and Board meetings in the absence of the President, President-Elect and Vice President.

SECTION 12. All Chapter officers, except as otherwise provided, shall serve for one year or until their successors are elected and installed. The terms of office shall begin at the

close of the first Annual Meeting occurring after their election/induction. All other officers and employees shall hold office or position at the pleasure of the Board.

BYLAW 12 -- NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. The nomination of officers and Directors shall be made by a Nominating Committee. This committee shall be appointed by the President early in the administrative year, and shall consist of at least five members of the Chapter, in good standing, one of whom shall be the living most recent Past President currently on the rolls of the Chapter, who shall serve as chair of the Committee.

SECTION 2. Only members may hold the offices of President and President- Elect; only members and Surveyor members may hold other elected offices.

SECTION 3. The Nominating Committee shall report the names of its nominees for each open position to the Board at its January meeting. No persons serving on the Nominating Committee shall be eligible for nomination except by petition or as otherwise provided. Membership on the Nominating Committee does not preclude nomination by petition. Acceptance of nomination must be assured by a nominee before the name may be placed on the ballot. If any person nominated by the Nominating Committee declines or is found to be ineligible by the Board, or should the Nominating Committee fail to provide a nominee, the Board will select a nominee to fill the void.

SECTION 4. The Nominating Committee shall endeavor to establish a policy of maintaining reasonable balance among the various branches of engineering and types of employment in selecting nominees for the Board.

SECTION 5. Final nominations as approved by the Board will be reported to the membership at the February Chapter meeting. Additional nominations may be made by petition, provided such petition is signed by an eligible nominee, carries the names of 25 Chapter members in good standing, and is delivered to the Secretary prior to the March meeting of the Board, at the conclusion of which the nomination process shall be terminated.

SECTION 6. A ballot suitable for publishing in the April issue of the Chapter publication bearing the names of all nominees, positioning of which shall be determined by lot, shall be prepared by the Secretary, along with voting instructions, how and by when to return the ballot to the Secretary and including a means of validating eligible votes. Ballots shall be due April 30th, validated and turned over to the Tellers Committee in sufficient time to permit counting prior to the May meeting of the Chapter.

SECTION 7. A Tellers Committee, appointed by the President and consisting of five Chapter members in good standing neither candidates nor officers, shall count the ballots and determine the results by simple majority. In case of a tie, the earliest location on the ballot shall determine the winner. The Chair of the Tellers Committee shall report the results to the Board and the membership at the May meeting.

SECTION 8. In the event there is only one candidate for each office, no ballot shall be

sent out to the membership and the Secretary will be instructed to cast one ballot at the close of the April Chapter meeting to elect the slate of the Nominating Committee.

SECTION 9. A vacancy in the office of Vice President, Secretary, Treasurer, Membership Secretary, State Director, Alternate State Director, or of a Chapter Director shall be filled by elective appointment of the Board. Officers or Directors so appointed shall hold office only for the unexpired term of the office vacated. Such tenure shall not preclude nomination for this office at the next election.

SECTION 10. If a vacancy occurs in the office of President-Elect, other than by filling the unexpired term of the President, the office shall remain vacant until the next regular election, at which time both a President and a President-Elect will be elected.

BYLAW 13 -- LIMITATIONS AND RESPONSIBILITIES

SECTION 1. The official business of this Chapter shall be transacted in the Chapter's territory in the Commonwealth of Pennsylvania; however, this shall not render invalid the proceedings of any meeting that may be authorized by the President of the Chapter, or by a vote of the Board to be held at any other place within the jurisdiction of the State Society, provided said proceedings do not conflict with the provisions of these Bylaws.

SECTION 2. The Chapter shall engage only in such activities as are consistent with professional ideas and ethics. Such activities shall be restricted to the geographic area for which this Chapter is chartered, or as the State Society Board may authorize.

SECTION 3. In all matters of local concern, the Chapter shall retain full autonomy but may call upon the State and National Societies for advice, counsel, and assistance.

SECTION 4. The Chapter shall be represented on the Board of Directors and committees of the State Society as provided in the "CONSTITUTION AND BYLAWS" of the State Society.

SECTION 5. The Chapter shall not contract any debt or obligation on behalf of the State Society, unless expressly authorized by the State Board of Directors.

BYLAW 14 -- HEADQUARTERS

SECTION 1. The Headquarters of the Chapter shall be established in the office or residence of the Secretary or as otherwise designated by the Board

BYLAW 15 -- COMMITTEES

LATEST REVISION: April 2005

SECTION 1. Standing Committees and/or Special Committees will be designated by

each President to encompass the subject areas included but not limited to those listed below, either individually or grouped to interface as appropriate with comparable committees of the State Society.

- a. Attendance and Hospitality
- b. Audit
- c. Awards
- d. Budget
- e. Bylaws
- f. Chapter Activities and Meetings
- g. Chapter Planning and Development
- h. Engineers' Week
- i. Engineering Technicians Ethical Practices
- k. Executive
- l. Interprofessional Relations
- m. Legislative and Government Affairs
- n. MathCounts
- o. Media Relations
- p. Membership
- q. Nominating
- r. Publications and publicity
- s. Registration
- t. Scholarship
- u. Young Engineers

SECTION 2. The chair of each standing committees shall be appointed annually by the President. Each appointed chair shall select committee members for his or her committee. The Practice Divisions may appoint such committees as are necessary to carry on their specific activities.

SECTION 3. Each standing committee shall report to the Board its activities at least once each year, or as otherwise directed by the President of the Board.

SECTION 4. The President may appoint, limited to the administrative year, other special committees or liaison appointments as may be desirable for the conduct of the business of the Chapter. A liaison representative shall be appointed to any Student Chapter in the Chapter area chartered by the State Society.

SECTION 5. No committee shall commit the Chapter or issue a public proclamation or policy news release without specific authorization from the Board.

SECTION 6. Duties and responsibilities of all standing committees shall be delineated in an addendum to these Bylaws and maintained current by the Bylaws Committee.

SECTION 7. Committees exist for the purpose of implementing the objectives of the Chapter. While it is expected that the leadership and membership of such committees will be members of the Chapter, the inclusion of non-members in some circumstances may be appropriate. Effective control of the committee shall be retained by the Board through the chair.

BYLAW 16 -- PRACTICE DIVISIONS

SECTION 1. Upon written petition of a group of persons holding membership in the Chapter who have common professional problems and interests, the Board may grant permission to such persons to organize as a Chapter Practice Division corresponding to that of the State Society.

SECTION 2. Practice Divisions may elect as officers a chair, vice chair, and -secretary. The chair of any Practice Division may appoint committees necessary for the activities of the division. The chair of any Practice Division will file with the President of the Chapter and submit a copy to the Secretary of the Chapter and the State Practice Division Chair, the minutes of any meeting of such division or of the officers thereof.

SECTION 3. Practice Divisions shall operate under these bylaws and the appropriate State Society Practice Division Rules of Practice. Local operating rules may be developed for approval by the Board. The Board may dissolve a Practice Division after conducting a hearing as to the necessity for such action.

SECTION 4. All actions by practice divisions shall be consistent with the policies of the Chapter State Society and National Society and the respective practice divisions.

SECTION 5. Practice Divisions serving the Chapter may be as follows:

- a. Professional Engineers in Private Practice (PEPP)
- b. Professional Engineers in Industry (PEI)
- c. Professional Engineers in Government (PEG)
- d. Professional Engineers in Education (PEE)
- e. Professional Engineers in Construction (PEC)

BYLAW 17 -- MEETINGS

SECTION 1. Regular monthly meetings of the Chapter shall be held on the first Thursday of each month from October to May inclusive, except as otherwise directed by the Board. The May meeting shall be the Annual Meeting of the Chapter and will include the induction of officers for the forthcoming year. The President will preside over Chapter meetings.

SECTION 2. Special Chapter meetings for the transaction of business of the Chapter may be called by the President upon the President's own volition, upon request by the Board, or upon the written request of 15 members in good standing of the Chapter. Notice of such special meeting must be published a minimum of 15 days in advance, setting forth the specific purpose, the agenda, and noting that no other business will be transacted. A quorum of 25 members in good standing, of which no more than ten are Officers or Directors, is required to transact business.

BYLAW 18 -- PARLIAMENTARY PROCEDURE

SECTION 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Parliamentary Procedure of the Chapter in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order this Chapter may adopt. The Secretary shall have in his or her possession at every meeting, a copy of the current edition of Robert's Rules of Order Newly Revised.

SECTION 2. The order of business at meetings of the Board or Chapter shall be:

- a. Call to order and introductory remarks
- b. Approval of minutes of previous meeting
- c. Communications
- d. Reports of officers
- e. Reports of committees
- f. Unfinished business
- g. New business
- h. Announcements and notice of schedule of next meeting
- i. Program (if any)
- j. Adjournment

SECTION 3. The order of business at the Annual Meeting shall be:

- a. Opening ceremonies
- b. Approval of the minutes of the previous Annual Meeting
- c. Reports of officers
- d. Reports of committees
- e. Unfinished business
- f. New business
- g. Report of the Tellers Committee
- h. Introduction of officers elected and installation ceremony
- i. Program (if any)
- j. Adjournment

BYLAW 19 -- OFFICIAL PERIODICAL

SECTION 1. The Chapter shall publish an official periodical to be known as "THE PHILADELPHIA ENGINEER."

BYLAW 20 -- THE PHILADELPHIA CHAPTER FUND

SECTION 1. The Philadelphia Chapter Fund, hereinafter called the Fund, has been established by the Board for the purpose of investing Chapter funds not required for current operations of the Chapter as determined by the Board. The Fund shall be supervised by three Trustees with the Treasurer serving as advisor and executor of transactions as ordered by the

Fund.

SECTION 2. Trustees are appointed by the President to serve three-year terms on a staggered basis starting with the initial appointments in May 1957.

SECTION 3. The Trustees, by agreement, shall manage the investment of all assets in the Fund, directing the purchase, sale, or exchange of securities in the Fund, the reinvestment of the proceeds of any sale, and the investment of interest income or other monies made available to the Fund. They shall maintain a complete record of the Fund's assets and any transactions related thereto, submitting reports periodically or as directed by the Board.

SECTION 4. Authorization by the Board for any withdrawal of principal from the Fund shall be implemented only after such motion is carried at two successive regular meetings of the Board with notification of the contemplated action to the membership at the next Chapter meeting following first passage of the motion.

SECTION 5. The execution of any transaction for the Fund directed by the Trustees shall be arranged by the Treasurer or an authorized deputy.

BYLAW 21 -- SEVERABILITY CLAUSE

SECTION 1. Any article or section of these Bylaws found to be in conflict with the State Society or NSPE Constitution or Bylaws shall be null and void. However, this shall in no way invalidate the remaining articles and sections of these Bylaws.

BYLAW 22 -- AMENDMENTS

LATEST REVISION: April 2005

SECTION 1. These Bylaws may be amended by a two-thirds vote of the Board provided that the text of the proposed amendment shall have been mailed or otherwise delivered to each member of the Board at least 20 days before the meeting at which the vote on the amendment will be taken. Balloting of the Board is permitted in accordance with Bylaw 10. Amendments shall become effective as of the date of adoption by the Chapter and approval of the State Society Board of Directors.

SECTION 2. Amendments proposed by the membership must be considered by the Board when presented to the Secretary in writing and signed by at least five percent of the eligible voting membership as of the end of the prior month.

BYLAW 23 -- EFFECTIVE DATE

SECTION 1. These Bylaws shall become effective upon their adoption by the Chapter and the approval of the State Society Board of Directors and thereupon, any previous Constitution and Bylaws and any prior amendments thereto are repealed. Thereafter, these Bylaws may be amended in the manner prescribed in Bylaw 22.

Written and Adopted – May 4, 1950

Amended – May 6, 1954

Amended – April 5, 1956

Amended – April 4, 1957

Amended – April 3, 1958

Amended – April 2, 1959

Amended – April 2, 1964

Amended – April 17, 1973

Amended – January 2, 1981

Amended – April 5, 1984

Amended – December 4, 1986

Rewritten and Adopted – October 5, 1989; Approved by PSPE Board – January 20, 1990

Rewritten and Adopted – December 7, 1996, Approved by PSPE Board – February 1, 1997

Amended – April 7, 2005, Approved by PSPE Board – May 21, 2005