



PITTSBURGH SECTION BYLAWS

ARTICLE 1: GENERAL

1.0 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

2.0 Grades of Membership. The Subscribing Membership grades shall consist of the Society-level membership grades of Student Member, Affiliate Member, Associate Member, Member, Fellow, and Distinguished Member. The qualifications for Society-level membership grades shall be as set forth by the Society. The voting membership grades of the Section shall be Associate Member, Member, Fellow, and Distinguished Member. The non-voting membership grades of the Section shall be Student Member and Affiliate Member.

ARTICLE 3: SEPARATION FROM MEMBERSHIP

Not used.

ARTICLE 4: DUES

4.0 Annual Dues. The Annual Dues for members of the Section shall be established annually by a majority vote of the Board of Direction.

4.0.1 Good Standing. A Section Member whose obligation to pay is current shall be a Section Member in Good Standing.

4.0.2 Delinquency. A Section Member who is not in Good Standing may forfeit rights and privileges of Section membership as determined by the Board.

4.0.3 Notice of Non-Payment. Three (3) months after the start of the calendar year, the Section shall notify each Subscribing Member who has not yet paid dues for the current year that unless payment is made within thirty (30) days, Subscribing Membership in the Section shall cease and his/her name shall be removed from the list of Subscribing Members of the Section.

4.0.4 Dues Exemptions. Life and Distinguished Members are not required to pay Section dues but may volunteer to do so.

4.1 Dues Abatement. The Executive Committee may excuse any Section member from the payment of Annual Section Dues with reasonable cause.

ARTICLE 5: MANAGEMENT

5.0 Duties of the Board of Directors. Duties of the Board shall include managing the Section, administering the budget, financial resources, and strategic planning, providing leadership, overseeing the various activities within the Section and its Subsidiary Organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the Section and its Subsidiary Organizations. The Board shall have control of property of the Section.

5.1 Annual Report. The Board shall oversee the preparation of the Annual Report which shall be submitted to the Society in accordance with published requirements.

5.2 Fiscal Year. The fiscal year of the Section shall be from October 1 to September 30.

ARTICLE 6: OFFICERS AND DIRECTORS

6.0 Qualifications. Officers and Directors shall be Subscribing Members of the Section in a voting grade of Society membership who have demonstrated interest and ability regarding Section affairs, have declared a willingness to serve, and have made a commitment to the time required.

6.1 Officers. The Officers of the Section shall be elected by the Subscribing Members, with the exception of the President. The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting.

6.1.1 President. The President shall have general supervision of the affairs of the Section and shall delegate duties to Section Officers. The President shall preside at meetings of the Section and Board at which the President may be present.

6.1.1.1 Term. The President shall serve a one (1) year term. The President shall assume the office upon installation immediately following the conclusion of a term as President-Elect.

6.1.1.2 Vacancy. A vacancy in the office of President shall be filled for the unexpired portion of the term by a qualified member of

the Board as determined by the Board at the time of the vacancy.

6.1.1.3 Compensation. The President does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.2 President-Elect. The President-Elect shall preside at meetings in the absence of the President and shall assume duties as delegated by the President.

6.1.2.1 Term. The President-elect shall serve a one (1) year term to begin upon installation at the Annual Meeting, and shall continue until a successor is installed.

6.1.2.2 Vacancy. A vacancy in the office of President-Elect shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.2.3 Compensation. The President-Elect does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.3 Secretary. The Secretary shall attend meetings of the Board, keep the records of the Section and shall submit the Annual Report of the Section. The Secretary shall also assume other duties as delegated by the President.

6.1.3.1 Term. The Secretary shall serve a three (3) year term. The term of office of the Secretary shall begin upon installation at the Annual Meeting, and shall continue until a successor is installed.

6.1.3.2 Vacancy. A vacancy in the office of Secretary shall be filled for the unexpired portion of the term by a qualified member of the Board as determined by the Board at the time of the vacancy.

6.1.3.3 Compensation. The Secretary does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.4 Treasurer. The Treasurer shall attend meetings of the Board. The Treasurer shall be responsible for the maintenance and disbursement of all funds. The Treasurer shall prepare monthly reports on the financial condition of the Section and shall maintain the membership roster, authenticating all paid dues with the Society. The Treasurer shall chair the

Budget Committee and assist in preparation of the Section's annual budget and be responsible for submission of Section's annual tax return.

6.1.4.1 Term. The Treasurer shall serve a three (3) year term. The term of office of the Treasurer shall begin upon installation at the Annual Meeting, and shall continue until a successor is installed.

6.1.4.2 Vacancy. A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by a qualified Subscribing Member of the Board as determined by the Board at the time of the vacancy.

6.1.4.3 Compensation. The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses.

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

6.1.5.1 Term. The Past President shall serve a one (1) year term immediately following the conclusion of a term as President and shall continue until a successor is installed.

6.1.5.2 Vacancy. A vacancy in the office of Past President shall be filled for the unexpired portion of the term by the most recent Past President available and willing to serve.

6.1.5.3 Compensation. The Past President does not receive compensation for services but may be reimbursed for reasonable expenses.

6.2 Elected Directors. There shall be nine (9) Directors elected by the Subscribing Members of the Section.

6.2.1 Duty. The Directors shall attend meetings of the Board and shall assume other duties as delegated by the President.

6.2.2 Term. The elected Directors shall serve a three (3) year term, staggered such that three (3) Directors shall be elected in each year.

6.2.3 Vacancy. A vacancy in the office of Director shall be filled for the unexpired portion of the term by a qualified Subscribing Member as determined by the Board at the time of the vacancy.

6.2.4 Compensation. Directors do not receive compensation for

services but may be reimbursed for reasonable expenses.

6.3 Ex Officio Representatives. Each active Technical Group or Institute Chapter of the Section and the Younger Member Forum representatives shall be ex officio, voting members of the Board.

6.4 Limitation on Terms. There shall be no limits on the number of terms that any individual may serve in an elected or appointed office.

6.5 Removal from Office or Board. Any Officer or member of Board may be removed by an affirmative vote of not less than two-thirds (2/3) of the entire Section Board, excluding the member under discussion, finding that such person has demonstrated a significant lack of commitment or a failure or inability to exercise his or her fiduciary duties as outlined herein.

ARTICLE 7: ELECTIONS

7.0 Nominating Process. The Nominating Committee shall post notice of open positions to the Section membership at least thirty (30) days prior to the election and shall set the date by which nominations must be received. Nominations shall be submitted to the Nominating Committee from anyone within the Section membership, or by self-declaration, in a format prescribed by the Nominating Committee. Candidates shall submit to the Nominating Committee the required election documents. No person shall be a Candidate for more than one (1) office per election cycle. In a contested election, the Nominating Committee shall propose for Board approval election rules to ensure a fair contest.

7.1 Ballots. In a contested election, the Secretary shall send a ballot containing the list of all Official Nominees for each office to each Subscribing Member of the Section at least twenty (20) days prior to the date set for all ballots to be returned.

7.1.1 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 (3) tellers appointed by the President from among the Subscribing Members of the Section. For each office the Nominee receiving the highest number of votes cast shall be declared elected.

ARTICLE 8: MEETINGS

8.0 Membership Meetings.

8.0.1 Annual Membership Meeting. There shall be an Annual Meeting of the Membership on a date designated by the Board.

8.0.2 Frequency of Other Meetings. In addition to the Annual Meeting, other meetings may be held for the presentation and discussion of engineering papers and other matters of general or of professional interest. When practicable, these meetings shall be held jointly with other professional societies.

8.0.3 Quorum at Membership Meeting. Twenty (20) Subscribing Members of the Section shall constitute a quorum for transacting business at a meeting of the Section.

8.1 Board of Directors Meetings.

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

8.2 Special Meetings of the Board. Upon due notice, a Special Meeting of the Board may be called by the President or by a majority of the Board Members.

8.3 Parliamentary Authority. All business meetings of the Section, Subsidiary Organizations and meetings of the Board 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 Section or the Society's governing documents.

ARTICLE 9: SUBSIDIARY ORGANIZATIONS AND COMMITTEES

9.0 Subsidiary Organizations.

9.0.1 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.

9.0.2 Formation. Formation of Subsidiary Organizations shall be subject to the approval of the Board 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 Board before becoming effective.

9.0.3 Branches. Branches of the Section may be created. Procedures for creating a Branch shall be as follows:

9.0.3.1 Proposal. A new Branch may be proposed by submission of a written proposal to the Board with the name, objective, officers,

and brief comments on how the new Branch will be of advantage to members in the area.

9.0.3.2 *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 Board for approval.

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

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

9.0.3.5 *Region Approval.* Upon approval of the Board, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

9.0.4 *Technical Groups/Institute Chapters.* Technical Groups or local Institute Chapters shall be created in accordance with the following requirements:

9.0.4.1 *Proposal.* A new Technical Group or Institute Chapter shall be proposed by submission of a written proposal to the Section Board with the name, objectives, officers, and brief comments on how the new Technical Group or Institute Chapter will be of advantage to members in the area.

9.0.4.2 *Membership.* Not less than twenty-five (25) Subscribing Members of the Section may form a Technical Group or Institute Chapter.

9.0.4.3 *Approval.* Approval must be obtained from the Board to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

9.0.5 *Other Subsidiary Organizations.* Other Subsidiary Organizations may be formed by the Board.

9.0.6 *Annual Budget.* Each Subsidiary Organization shall submit an annual budget and financial statement to the Board for approval.

9.0.7 *Annual Report.* Each Subsidiary Organization President or Chair shall submit an annual written report to the Board on the activities and programs of the organization. This Annual Report, including a financial

statement, shall be suitable for incorporation into the Section's Annual Report.

9.0.8 Level of Activity. Each Subsidiary Organization shall hold a minimum of one (1) event per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have twenty (20) Subscribing Members on its rolls for two (2) successive years, may be disbanded by the Board. Assets of a disbanded Subsidiary Organization shall be assumed by the Section.

9.1 Standing Committees. The Section shall have an Executive Committee, a Nominating Committee, an Audit Committee, a Budget Committee and a Membership Committee.

9.1.1 Executive Committee. The Executive Committee shall consist of the President, President Elect, Past President, Secretary and Treasurer.

9.1.2 Nominating Committee. The Nominating Committee shall consist of not less than three (3) nor more than five (5) Subscribing Members of the Section, including the three (3) most recent active Past-Presidents of the Section who are willing to serve, plus other duly selected members appointed by the Chair. Members of the Board who are not Candidates for nomination may serve. The Nominating Committee shall be chaired by the immediate Past President of the Section.

9.1.3 Audit Committee. The Audit Committee shall consist of at least one (1) Subscribing Member of the Section, appointed by the Section President. The Audit Committee shall review the previous fiscal year's financial records and submit a report of findings to the Section President by January 1. The Section Treasurer shall not serve on the Audit Committee.

9.1.4 Budget Committee. The Budget Committee shall consist of the Section President, Past President, President Elect and Treasurer. The Budget Committee shall be chaired by the Treasurer. The Budget Committee will prepare an annual budget by July 31 for review and approval by the Board.

9.1.5 Membership Committee. The Membership Committee shall consist of not less than 2 Subscribing Members of the Section. The chair shall be appointed by the Section President.

9.1.6 Terms of Standing Committee Members. Unless otherwise specified, the members of committees shall serve a one (1) year term.

9.2. Task Committees. The President may appoint a task committee as

deemed necessary. The terms of Task Committee members shall end at the conclusion of the term of the President.

ARTICLE 10: ADMINISTRATIVE PROVISIONS

Not used.

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, or by a written petition submitted to the Secretary, containing the text of the amendment, signed by not less than twenty five (25) Subscribing Members of the Section.

11.0.2 Approval. The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Board and submitted to the appropriate Society Committee(s) for review and approval.

11.0.3 Notice and Adoption. Upon approval by the appropriate Society Committee(s), the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Board present at a duly constituted Board meeting, where a quorum is present, 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.