

CONSTITUTION AND BYLAWS
of the
SUSQUEHANNA CHAPTER OF THE
ASSOCIATION FOR BRIDGE CONSTRUCTION AND DESIGN

CONSTITUTION OF THE SUSQUEHANNA CHAPTER OF THE ASSOCIATION FOR BRIDGE CONSTRUCTION AND DESIGN

ARTICLE I - Name, Location, and Purpose

1. The name of this organization is: Susquehanna Chapter of the Association for Bridge Construction and Design.
2. The location of the headquarters of this Chapter shall be determined by the Board of Directors as may be required by law.
3. The purpose of this Chapter is to support the goals and objectives of the national organization as follows:
 - a. Educate bridge designers, constructors, Federal, State, and local officials, and the general public in the vital role of safe bridges in our society.
 - b. Improve and encourage the science of bridge design, construction, and reconstruction by providing a forum for members to exchange and develop new ideas and techniques.
 - c. Provide technical information and assistance to various public and private authorities for bridge programs.
 - d. Educate and encourage public and private authorities in new and improved techniques for testing and reconstruction of bridge structures to promote the public welfare.
4. No portion of the income of the Chapter, after the deduction of expenses, shall ever inure to the benefit of any person or a purpose other than charitable in keeping with the purpose as described above.

ARTICLE II – Membership

1. The membership shall consist of all persons or parties of good character who have an interest in the design and construction of bridges. No person or party shall become a member, however, until they have been approved by the Membership Committee.
2. Membership shall consist of a voting class and a non-voting class, as defined in the Bylaws, and each member shall subscribe to the Constitution and Bylaws.
3. Membership will not be contingent upon religion, race, creed, color, sex or national origin, regardless of wording used in this Constitution or the Bylaws.
4. Membership may be terminated for cause as defined in the Bylaws.

5. To maintain a vote and participate in the government of this Chapter, a member must remain in good standing by payment of dues.

ARTICLE III - Dues and Finances

1. Dues shall be as defined in the Bylaws.
2. Disbursements necessary for the functioning of the Chapter shall require approval of the Directors, as defined in the Bylaws.

ARTICLE IV – Management

1. The Chapter shall be governed by a Board of Directors, subject to this Constitution and the Bylaws.
2. Bylaws consistent with this Constitution shall be adopted for the guidance of the Directors, Officers, and Members of the Chapter.

ARTICLE V - Board of Directors, Officers and Meetings

1. The Board of Directors shall, every two years, at the Annual Meeting, elect from the Board members a President-Elect, whose term is one year. At the completion of the President's term, the President-Elect shall become the President, whose term will then be two years. The Board of Directors shall, at each annual meeting of the Board, elect from the individual membership voting class, a Secretary and a Treasurer. The term for the Secretary and Treasurer shall be one year, or until a successor is elected or appointed.
2. The Board of Directors shall meet and conduct business as often as it is deemed necessary; however, no business shall be conducted unless a quorum (simple majority) is present.
3. The Board of Directors shall establish an Executive Committee and may, at its discretion, establish any other committee to discharge such duties as the Board of Directors delegates and deems necessary.

ARTICLE VI – Adoption

1. This Constitution will become effective when approved by not less than six Directors.

ARTICLE VII – Amendments

1. This Constitution may be amended at any Annual Meeting, or at any special meeting called for that purpose, by an affirmative vote of two-thirds of all ballots cast by the members of the Chapter voting in person, by written proxies, by electronic mail, or by letter ballot; provided that notice of proposed amendment shall have been submitted previously to all members of the Chapter not less than sixty days prior to the date of the meeting. The mailing of such proposed

amendments to the last known address of each voting member or publication in the official organ of the Chapter shall be considered sufficient notice.

2. The proposed amendments to this Constitution shall be reduced to writing and shall be signed by not less than six directors or by not less than fifteen voting members of the Chapter. In the case of a proposed amendment by fifteen voting members, the Secretary shall submit such proposed amendment to the Board of Directors and, if approved by a majority of the Board, the proposed amendment shall be submitted to the Chapter as provided in Section 1. If this proposed amendment is not approved by a majority of the Board, the Secretary shall inform the original proposers of the opinion of the Board in reference to the original form, whereupon the proposers may withdraw the same, may accept the changes suggested by the Board, or may adhere to the original form. The proposed amendment, as changed or adhered to, shall be submitted to the Chapter as provided in Section 1: Provided, that the declaration of adherence to the original proposal shall be signed by not less than twenty voting members of whom not less than ten shall have signed the original proposal.
3. A Certificate of Incorporation may be amended in the same manner and under the same procedures as provided in Sections 1 and 2 of this Article for Amendment to the Constitution: Provided, that the Secretary shall take further action to effectuate an amendment to the Certificate of Incorporation as may be required by statute.
4. Excepting for those items specifically reserved to the membership by statute, the Bylaws may be amended by the affirmative vote or written consent of a simple majority of the entire membership of the Board of Directors.

Approved and adopted this _____ day of _____, 2001.

Board of Directors

_____ Harold C. Rogers, Jr., President
_____ William F. Sinclair, Jr., Secretary
_____ Gary L. Graham, Treasurer
_____ Michael F. Britt, Membership Chairman
_____ James. B. Williams, Board Member
_____ James M. Montgomery, Jr., Board Member
_____ Steven M. Bussanmas, Events Chairman
_____ Gregg L. Weaver, Board Member

BYLAWS OF THE SUSQUEHANNA CHAPTER OF THE ASSOCIATION FOR BRIDGE CONSTRUCTION AND DESIGN

These Bylaws are subject to the Constitution of the Susquehanna Chapter of the Association for Bridge Construction and Design.

ARTICLE I - Name and Location

1. The name of the organization is: Susquehanna Chapter of the Association for Bridge Construction and Design herein referred to as the Chapter.
2. The Post Office address for the Chapter's headquarters shall be that designated annually, if changed, by the Board of Directors at their annual meeting. If unchanged, no further action by the Board of Directors is required.

ARTICLE II - Membership, Admission and Separation

1. Election to membership in each class is entrusted to the Membership Committee acting on the behalf of the Board of Directors, and their determination is final.
2. Any person or party desirous of membership shall submit a chapter application or written request to the Secretary clearly stating interest and experience. Said request shall be submitted to the Membership Committee for approval. After the Membership Committee has acted on the prospective member's application, the Committee shall notify the Board.
3. Each applicant shall be promptly notified by the Secretary of his/her acceptance or rejection to membership. The Secretary, at this time, will bill each accepted applicant for the initiation fee and dues.
4. The classes of membership available shall be as follows:
 - a. Class of Memberships:
 - i. Individual Memberships which shall be restricted to real persons.
 - ii. Sustaining Memberships which shall be open to any corporation, partnership, or person, whether real or fictitious. Sustaining Memberships are entitled to name up to three (3) Designated Representatives with full individual membership privileges. The Designated Representatives must be approved by the Membership Committee. The Sustaining Member may amend its list of Designated Representatives at any time. The amended Designated Representative will be subject to approval by the Membership Committee.
 - iii. Honorary Memberships which shall be restricted to real persons.

- iv. Such other subclasses as the Board of Directors may authorize from time to time.
 - b. Voting Privileges of Memberships:
 - i. Individual Memberships which shall be restricted to real persons.
 - ii. Designated Representatives of Sustaining Members
 - iii. Such other subclasses as the Board of Directors may authorize from time to time.
- 5. Any member of voting class whose dues are delinquent as specified hereafter shall automatically lose voting privileges.
- 6. Any voting member whose dues are not received is delinquent as specified hereafter and the member's name shall be stricken from the Membership Roll.
- 7. Any person whose name has been stricken from the Membership Roll due to non-payment of dues shall be entitled to reinstatement by submitting a written request to the Chapter and payment of dues for the current fiscal year. The Membership Committee will review the request in a manner similar to that for a new application.
- 8. A member may resign by submitting written notice to the Board of Directors, and he may reinstate his former membership by written request to the Board of Directors, plus payment of dues for the current fiscal year.
- 9. Any member may be expelled by the Board of Directors with an affirmative vote of a majority of Board members for unethical conduct or illegal activity as determined at the sole discretion of the Board. A member whose expulsion is being considered shall be notified by the Secretary by registered mail and shall be advised of the cause for such action. Any member against whom such action is being taken may, upon written application, appeal to the Board of Directors, either in person or in writing, within 30 days of said notice of expulsion. Final action taken by the Board of Directors, however, shall be binding, and the member shall have no further recourse.

ARTICLE III - Finances

- 1. The Board of Directors, by majority vote, shall establish the dues and initiation fees for each class of membership. Such dues and initiation shall be reviewed each year at the Annual Meeting of the Board of Directors.
- 2. The full amount of the dues and initiation fees shall be due and payable immediately upon receipt of notification of acceptance to membership from the Secretary.
- 3. Annual dues, in the amount determined by the Board of Directors, shall be due on July 1, and payable on or before August 31 of each year.

4. Any member whose dues are not received on or before August 31 of each year shall be automatically declared delinquent.
5. Each member shall be advised of any change in dues or initiation fees for the next fiscal year no later than 15 days after the Annual Meeting of the Board of Directors.
6. The fiscal year for the Chapter shall be from July 1 thru June 30.
7. All disbursements greater than \$200 shall be made only with the approval of the Board of Directors or by the Executive Committee.
8. Each authorized disbursement greater than \$200 shall be signed by any two members of the Executive Committee.

ARTICLE IV – Management

1. The administrative power and functions of the Chapter shall be vested in the Board of Directors, subject to the Constitution and Bylaws.
2. The President of the Association shall make an annual report at the Annual Meeting of the Board of Directors, delivering therewith the Annual Report of the Secretary, the Annual Report of the Membership Chairman, and an Annual Statement from the Treasurer, in addition to such other reports as the Board of Directors deems necessary.
3. The Board of Directors may delegate any or all of its day-to-day business activities to the Executive Committee.
4. The Board of Directors shall have the authority to establish such additional committees and unscheduled Board meetings as it deems necessary and advisable in the execution of the Chapter's purposes. At any additional committee or unscheduled Board meetings, the Board will designate a chairman from the Directors.

ARTICLE V - Board of Directors, Officers, Committees and Meetings

1. The Board of Directors shall be the sole judge of the qualifications of its members and shall have the authority to fill vacancies arising in its own membership, subject to the Constitution and Bylaws.
2. The Board of Directors shall have charge of these interests and activities of the Chapter. It shall act in all matters concerning the business and financial interests of the Chapter; and, in the discharge of its duties, shall have the power, subject to the Constitution and these Bylaws, to execute any measures necessary to achieve the Chapter's purpose.
3. The Executive Committee shall consist of the President, President-Elect, Secretary and the Treasurer.

4. The President of the Chapter shall serve as President of the Executive Committee and shall preside at all regularly scheduled meetings of the Board of Directors and of the Executive Committee, and shall be an ex-officio member of all other committees. In the absence of the President, the President-Elect shall serve as acting President.
5. The Secretary shall attend all meetings and record the proceedings thereof and shall have custody of all official records and documents and conduct all correspondence for the Chapter. The Secretary shall see that all monies of the organization are collected and transferred to the custody of the Treasurer.
6. The Treasurer shall receive all monies and deposit same in the name of the Chapter, in a depository approved by the Board of Directors, and shall keep accurate records of all such transactions.
7. The Membership Committee shall consist of at least four members, the Chairman of which should be appointed by the Board of Directors. The remaining members shall be chosen by the Chairman thereof.
8. The Membership Chairman shall be responsible for membership functions assigned to the Membership Committee, including application processing, dues collection, membership certification and appropriate records.
9. The Board of Directors, in its discretion, may designate other Committees which shall consist of a Chairman who shall be a voting Chapter member, appointed by the Board of Directors, and other members chosen by the Chairman thereof.
10. The Annual Meeting of the Members shall be held in the month of May on a day selected by the Board of Directors. (The Annual Meeting of the Members need only be a date established by the Board for the purpose of collecting and tallying votes.)
11. The Annual Meeting of the Board of Directors shall be held within 21 calendar days after the Annual Meeting of the Members.
12. In addition to the Annual Meeting of the Board of Directors, the Board shall meet at least twice during each fiscal year and will call at least two general meetings of the Chapter's members.
13. The President of the Chapter, or any three members of the Board thereof, may call special meetings of the Board of Directors upon not less than three days prior notice.
14. No business may be conducted at any meeting of the Board of Directors unless a quorum is present. A quorum shall consist of at least half of the Board members.

ARTICLE VI - Election of Officers

1. Nominees to the Board of Directors and to the offices of Secretary and Treasurer shall be restricted to voting members in good standing.

2. The Board of Directors shall be established in the following manner:
 - a. All Directors shall be elected to a term of three years; terms will be staggered to ensure continuity.
 - b. The Chapter shall maintain no less than seven and no more than nine Directors.
 - c. Said Directors shall elect from their own membership a President for a term of two years, and President-Elect , for a term of one year to be followed by a two year term as President.
 - d. Said Directors shall elect from the general voting membership a Secretary and a Treasurer, as additional voting members of the Board of Directors, with each to serve for a term of one year or until a successor has been selected.
3. Sixty days prior to the Annual Meeting of the Members, the Board of Directors shall nominate three candidates for the new Board of Directors, each to serve for a term of three years. Upon acceptance thereof, such candidates shall be the official nominees for Directorship. At least fifteen days prior to the Annual Meeting of the Members, the Secretary shall send a ballot to all voting members containing the names of the official nominees with provisions for additional write-in votes by the membership.
4. To be eligible to be counted, such ballots must be received by the Secretary on or before the date for the Annual Meeting of the Members.
5. The three persons receiving the greatest number of votes at the Annual Meeting of the Members shall be declared Directors. In the event of tie votes, the winners shall be determined by lottery.
6. The Secretary shall prepare and mail to all members a general announcement of the newly elected members of the Board of Directors, including the Secretary and Treasurer within 30 days of the Annual Meeting of the Members.
7. The terms of the newly elected Board members and Officers will commence on July 1 following the election.

ARTICLE VII - Publications and Emblems

1. The Chapter may publish notices in either hard copy or electronic form via the internet and announcements to the membership related to the Chapter's affairs, which shall be deemed to be the official notice to all members of their content.
2. Upon review and acceptance by the Board of Directors, papers and other documents submitted by members may be officially published by the Chapter.

3. An Official Logo may be adopted by the Chapter and used on the Chapter's correspondence, membership cards, pins, and such other items as the Board of Directors deems necessary or advisable.

ARTICLE VIII - Order of Business

1. The order of business for meetings of the Board of Directors and Executive Committee shall be:
 - a. Call to order.
 - b. Reading of minutes of previous meeting and Secretary's Report and Approval.
 - c. Treasurer's Report and Approval.
 - d. Reading of communications and presentation of bills for payment.
 - e. Report of members of the Board of Directors and invitees.
 - f. Report of committees.
 - g. Unfinished business.
 - h. New business.
 - i. Adjournment (establish new meeting date).