

ESWP By-laws

AMENDED AND RESTATED BYLAWS
of the
ENGINEERS' SOCIETY OF WESTERN PENNSYLVANIA

Adopted October 28, 2025

ARTICLE I
NAME, LOCATION AND PURPOSE

SECTION 1. NAME.

The Engineers' Society of Western Pennsylvania (ESWP or the Society) is a non-profit corporation hereinafter called the "Society."

SECTION 2. LOCATION.

The office of the Society shall be at a location designated by the Board of Directors.

SECTION 3. PURPOSE.

The Society is incorporated under the Corporation Law of 1874 and is organized exclusively for charitable, educational and scientific purposes, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), for the following purpose or purposes: (a) provide facilities for the social and professional benefit of its members; (b) to advance the professions of engineering, architecture and applied sciences through technical, scientific, and social activities; (c) to be a service organization supporting the needs of industry, the community, the state and the nation; and (d) to engage in any and all activities consistent with or in furtherance of the foregoing purposes and perform such other lawful functions which may be conducted on a nonprofit basis, within the scope of Section 501(c)(3) of the Code and subject to the provisions of this Section and Section 5 of this Article I and the Society's Articles of Incorporation. Any reference in these Bylaws to a section of the Code shall be construed as a reference to the section as in force on the date of these Bylaws and all amendments and successors thereto under the Code or any future federal tax code.

SECTION 4. ACTIVITIES.

To the attainment of these purposes, the Society shall be authorized to collect dues from its members, to receive bequests and donations, to own real estate, buildings and other properties and to hold meetings and engage in activities consistent with the objectives of the Society and these Bylaws.

**SECTION 5. OPERATION AS A NONPROFIT TAX-EXEMPT ORGANIZATION;
COMPLIANCE WITH THE REQUIREMENTS OF THE CODE.**

The following limitations on the activities of the Society shall also apply:

- a) No part of the net earnings of the Society shall inure to the benefit of or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;
- b) No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Society shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Code; and
- c) Notwithstanding any other provisions of these Bylaws, the Society shall not carry on any other activities not permitted to be carried on either by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. The Society has been organized and shall be operated exclusively for charitable, educational purposes within the meaning of Section 501 (c)(3) of the Code; the Society shall not enter into any agreement, nor shall its directors or officers adopt any resolution or Bylaw, take any action or carry on any activity by or on behalf of the Society not permitted to be entered into, taken or carried on by an organization that is (a) described in Section 501 (c)(3) of the Code; (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code; and (c) an organization subject to the Solicitations of Charitable Funds Act, 1963, Aug. 9, P.L. 628, S1, as amended.

SECTION 6. SEAL.

The common or corporate seal of the Society shall be round with a serrated gear tooth design around its circumference and with the name of the Society, sic: Engineers' Society of Western Pennsylvania, arranged in the form of a circle on the outer edge. The inner area shall contain a picture of an engineer, an anvil, a transit, as depicted on the title sheet of these Bylaws.

ARTICLE II AFFILIATED TECHNICAL SOCIETIES

SECTION 1. DEFINITION.

Local technical societies, as from time to time determined by the Board, shall be designated Affiliated Societies.

SECTION 2. RIGHTS AND PRIVILEGES.

The Society shall serve as an umbrella organization to the Affiliated Societies. The Affiliated Societies shall have such rights and privileges as are from time to time determined by the Board.

ARTICLE III MEMBERSHIP

SECTION 1. CLASSES.

The membership of the Society shall be composed of Voting and Non-Voting members divided into the classes set forth below.

a) Voting Members

Professional, and Life (not including Associate Life Members) shall have the exclusive right to vote at any Society meeting, shall be eligible to hold any Society office and shall be known as Voting Members.

b) Non-Voting Members

Associate, Student and Distinguished members shall not have the right to vote, shall not be eligible to hold any society office and shall be known as Non-Voting Members.

SECTION 2. GENERAL REQUIREMENTS.

For all classes of membership, persons shall be of good moral character. Student members must be at least 18 years of age at time of admission. For all other classes the minimum age is 21.

SECTION 3. TYPES OF MEMBERS.

a) Professional Members

Professional members shall be graduates with a degree in engineering, architecture or applied sciences from nationally accredited institutions of higher learning or who, in the judgment of the Board, have practical experience equivalent.

b) Associate Member

Associate Members shall be persons who do not meet the technical requirements for membership but who, in the judgment of the Board, are qualified by reason of position or experience and will cooperate with the members in the promotion of the purposes of the Society.

The Board of Directors may authorize an appropriate mix of the membership by adjusting the maximum allowable percentage of Associate Members as a fraction of the total membership, in order to suit the changing needs of the Society.

c) Student Members

Student members shall be full-time undergraduates or full-time graduate students in engineering, architecture, or applied sciences at nationally accredited institutions of higher learning.

A student's period of membership in this category shall not exceed more than two years post-graduation.

d) Life Members

Life members shall be persons who have been Professional or Associate Members and have retired from active full-time business, are at least 55 years of age or older, and have been members of the Society for

fifteen years or more. Partial employment will not be grounds to withhold Life Memberships. Exceptions may be made at the discretion of the ESWP Board. Exceptions are to be presented by the Membership Committee. Dues are at a reduced rate.

e) Distinguished Members

Distinguished members shall be persons of recognized eminence in the community and who are in a position to provide service to the Society. The maximum number of Distinguished Members shall be ten (10).

The Distinguished Members shall be reviewed annually by the Board, and, if appropriate, their term extended for one year. Distinguished Members are not charged dues.

f) Government Member

Government members shall be persons who are employed by a federal, state, county or municipal agency.

Government Members may be Professional or Associate.

g) Under 35

Under 35 members shall be persons who are under 35 years of age. Under 35 members may be Professional or Associate.

Honorary Membership has been eliminated. Current Honorary Members will be grandfathered and continue to be provided Life Membership.

Dining Membership has been eliminated. Existing Dining Members will be grandfathered to Associate Members

SECTION 4. ELECTION OF MEMBERS.

a) Professional, Associate and Student Members

An applicant for Professional, Associate, or Student membership shall apply to the Board.

The completed application shall be reviewed by the Membership Committee and returned to the applicant for further information, rejected or approved for further consideration.

If approved for further consideration, the application shall be submitted by the Membership Committee to the Board. The applicant shall be admitted to the Society upon majority vote of the Board.

The Board shall have the power to exclude persons from membership and, in the case of exclusion, no notice thereof shall be entered upon the minutes, but the candidate shall be notified. A rejected applicant may renew his/her application for membership after six months from the time of rejection of his/her previous application upon signed petition of five voting Members of the Society.

b) Life Members

Professional members who meet the requirements for Life membership may make written requests for Life membership. Such a request shall be submitted to the Membership Committee for verification. If the

request is in order, the Membership Committee shall submit the request to the Board. A majority vote is required for approval.

c) Distinguished Members

Distinguished membership may be granted by the Board by majority vote.

SECTION 5. RESIGNATIONS.

Any member wishing to withdraw from the Society must submit to the Board a resignation in writing. Upon verification by the Membership Chairman that all dues and other financial obligations to the Society have been paid, the resignation will be accepted by the Board.

SECTION 6. REINSTATEMENTS.

Any former member who resigned in good standing may submit a request for reinstatement to the Membership Committee. Such requests require approval of the Membership Committee and the Board. On approval, the former member may be reinstated without payment of the then current initiation fee.

SECTION 7. DISCIPLINE.

a) The Board has the authority to reprimand, suspend, expel, or otherwise discipline any member for cause either upon the initiative of the Board or upon a complaint in writing received from any member or employee of the Society. Such cause may consist of the violation of any Bylaw or Rule of the Society, or of conduct which, in the opinion of the Board, is prejudicial to the Society's welfare, or to the good order and discipline therein or upon its premises, or any improper usage of the Society or its property.

b) Public reprimand, suspension or expulsion of any member for any cause shall not be made by the Board until the member shall have had an opportunity to present a defense. One week's written notice specifying the time and place at which the Board will consider the charges, accompanied by a written specification thereof, shall be considered as affording such member sufficient opportunity to present his/her defense.

c) All charges assessed against members and all charges and obligations incurred by them to the Society shall be payable on or before the last day of the month next succeeding the month in which they were assessed or incurred. If any charges are not paid by the last day of each month as above stated, the member shall be duly notified that unless same are paid within the succeeding ten days, his/her name, together with the amount of his/her account, may be posted on the Bulletin Board and/or website of the Society and his/her credit and house privileges withdrawn. Notice of such action shall be given to him. If the account is not paid within thirty days of the last notice, the member may be suspended or expelled and necessary measures taken for the collection of the amount due. If on two separate occasions a member allows his or her account to lapse more than 90 days past due, the Society's Board of Directors may vote to restrict the delinquent member's privileges to a "cash only" or a limited credit basis.

d) All accounts that remain unpaid on the last day of the month in which they were billed are subject to being assessed a monthly finance charge equal to 1.5% of the account balance due until the outstanding balance is paid in full.

e) A \$20.00 service charge will be assessed to members for each instance where a check submitted

for payment on a membership account or other Society programs, activities or services is returned for non-sufficient funds.

f) A two-thirds vote of the Board shall be required to reprimand publicly, suspend or expel a member; except that, with respect to action under subparagraph (c) above, only a majority vote shall be required.

ARTICLE IV SOCIETY MEETINGS

SECTION 1. ANNUAL MEETING

a) The Annual Meeting shall be held each year on a date specified by the Board. It is suggested that this meeting occur on the Final Board Meeting Date in December.

b) Notice of the Annual Meeting shall be given to the Voting Members at least fifteen days prior to the Annual Meeting. For inclusion in the agenda, Voting Members are requested to submit matters to the Secretary at least ten days prior to the Annual Meeting.

SECTION 2. SPECIAL MEETINGS.

Meetings of the Society may be called at any time by the President, Board, or upon written request to the Secretary of Twenty-five (25) or more members. Notices of such meetings shall be emailed to each member at least ten (10) days in advance. The time, place and nature of business to be transacted at the meeting shall be clearly stated. No business other than that stated in the notice shall be transacted at a special meeting.

SECTION 3. QUORUM.

All Annual and Special Meetings of members shall require a quorum consisting of a quorum of the Board as defined in Article VI, Section 5, and eleven (11) Voting Members in good standing (which may include Board members) present at the meeting.

SECTION 4. PARLIAMENTARY RULES.

Unless otherwise prescribed herein, Roberts' Rules of Order (then current edition) shall govern at any and all meetings within the Society.

SECTION 5. NOTICES.

To the extent authorized by applicable law, notices of all Annual and Special meetings may be given by electronic mail.

**ARTICLE V
FINANCES**

SECTION 1. FISCAL AND ADMINISTRATIVE YEARS.

The fiscal and administrative years for the Society shall begin on a date as established by the Board.

SECTION 2. DUES AND ASSESSMENTS.

a) The annual dues and necessary assessments shall be established by the Board under the classifications of subsection (c).

b) Annual dues shall be payable either annually in advance or in quarterly installments. A person elected to membership after three months of any fiscal year have elapsed shall pay only the pro-rata portion of the year's dues, calculated from the first day of the month following the date of election.

c) The following classification schedule is for the collection of dues only:

- 1) Any member residing within or whose place of business is within Pennsylvania shall be considered a Resident Member.
- 2) Any member whose residence and place of business are outside Pennsylvania shall be considered as a Non-Resident Member.
- 3) The membership shall be either corporate or individual and shall be further categorized into the following classifications for purposes of establishing dues structure:

• Professional	• Distinguished
• Associate	• Life
• Under 35	• Student
• Government	

SECTION 3. GENERAL FUND.

a) Subject to Section 4 below, all receipts shall be deposited immediately into the Society's General Fund. Receipts shall include but not be limited to the receipts from dues, assessments, conference registrations, proceeding of conferences, annual banquet, bar, entertainment events, members monthly payments and contributions.

b) The operating expenses of the Society shall be paid from the General Fund. Other disbursements from the General Fund and transfers from the General Fund to other Special Purpose Funds of the Society shall be made only as designated in the approved budget or as approved and directed by the Board.

SECTION 4. SPECIAL PURPOSE FUNDS.

a) The Board, at its discretion, may authorize Special Purpose Funds which shall be expended only for the purposes of their creation and related expenses. Interest income, divided income, contribution income, bequests, gains or losses from investments and related expenses for the Special Purpose Funds

shall be a credit or debit to that Special Purpose Fund only. Accounting records shall be maintained by the Society's Treasurer.

b) At any time it is deemed necessary or advisable, the Board may establish separate accounts to eliminate co-mingling of Special Purpose and General Funds.

c) In the event a Special Purpose Fund is dissolved by the Board, its funds shall be transferred to the General Fund. In that event, any contributions made to the Special Purpose Fund for the sole purpose of the Special Purpose Fund will be returned to the donors at their request in amounts determined by the Board to be equitable.

SECTION 5. FUNDS MANAGEMENT.

a) The General Fund and all Special Purpose Funds are the responsibility of the Treasurer of the Society. The Treasurer shall direct the receiving, dispensing and investing monies from the funds and shall be limited to investing funds from the General or Special Purpose Funds only in investments where the principal invested is returned in full and with interest on the principal.

b) The Board, at its discretion, may direct the Treasurer to invest any part of the General Fund or Special Purpose Funds in bonds, equity securities, or any other investment instrument, including real estate (if the purpose of the real estate is for locating the Society's facilities on or in the real estate purchased).

c) The Board, at its discretion, may employ an investment manager for all or part of the General Fund and/or Special Purpose Funds, either in a non-discretionary or discretionary account with or without limitations. The investment manager employed shall not be a broker or any other individual, company, or association who receives income from commissions but receives income only from client's fees.

d) All instruments of funds disbursement shall require the signatures of two individuals as authorized by the Board.

SECTION 6. BUDGET.

a) A budget of anticipated receipts and operating and capital expenditures for the following fiscal year shall be prepared by the Finance Committee and submitted to the Board upon completion of prior year's receipts and expenditures.

b) The Board shall be provided a preliminary budget to review and will direct any questions or concerns to the Treasurer and the Finance Committee to make revisions.

c) By the second meeting of the fiscal year, the Board will make final revisions and will adopt the budget so revised.

d) Any subsequent revisions to the budget must be approved by the Board.

e) No member or Staff shall, without prior Board approval, permit expenditure(s) in excess of the amounts in the adopted budget.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. ORGANIZATION.

The Board of Directors of the Society (the Board) shall consist of the President, two Vice Presidents, the Secretary, the Treasurer, a minimum of twelve (12) and a maximum of eighteen (18) Directors (as the Executive Committee shall determine necessary from time to time), the General Chair of the International Water Conference, the General Chair of the International Bridge Conference, the General Chair of the Brownfields Conference and the latest living Past President.

SECTION 2. TERM OF OFFICE.

- a) Directors (pursuant to Section 1 above) shall be elected each year to serve for a term of three years and shall take office on January 1. Elected officers shall serve the Board for their elected term of office as designated in Article VII, Section 2.
- b) Directors may not be elected for more than two successive full terms.
- c) Any Director who shall be absent from three regular Board of Director meetings during the calendar year without satisfactory explanation or excuse may be considered to have resigned, and the Board shall have power to declare the office vacant. After two missed meetings, notification will be provided to the director.
- d) Vacancies occurring in the position of Director may be filled through interim appointment by the Board after consultation with the Nominating Committee. The term of this interim position expires at the end of the current year. If, however, a vacancy occurs after the election ballot has been issued to the members but prior to the election, the term of the interim position shall extend through the end of the following administrative year. In the case of a vacancy occurring prior to the issuance of the election ballot, the Nominating Committee shall select a nominee for the remaining unexpired term; this nominee shall be subject to the normal election process.

SECTION 3. MEETINGS.

- a) The Board shall meet monthly. However, provided that the majority of the Board agrees, the Board need not meet in July and August. Special meetings may be held any time, as determined by the President or upon written application to the President by five members of the Board. Notices of such special meetings will be emailed or otherwise delivered to Board members not less than five (5) days prior to the meeting date. The purpose of the special meeting will be clearly stated.
- b) The Secretary shall keep minutes of all Board meetings. In the Secretary's absence, the President shall appoint an individual to act as Secretary.
- c) Chairpersons of Standing Committees and others shall meet with the Board by invitation, but only Board members shall have voting privileges.

SECTION 4. POWERS AND DUTIES OF THE BOARD.

a) The entire management and control of the Society, its affairs, property and assets are vested in the Board. In addition to any and all powers conferred upon the Board by law and by the Articles of Incorporation of the Society, these Bylaws, without in any manner or degree abrogating, limiting or modifying any such powers, grant to the Board the following authority.

- 1) To control, manage and direct the property and affairs of the Society and, except as limited by these Bylaws or the Articles of Incorporation, to exercise all powers granted by law.
- 2) To appoint delegates to various associations.
- 3) To employ at any time one or more certified public accountants to audit the books of the Society.
- 4) To remove a member from the Board for cause, a two-thirds vote being required at two consecutive meetings.
- 5) To appoint or terminate employees of the Society.
- 6) To create or eliminate employee positions and determine the compensation and benefits for all employees.

b) All decisions of the Board shall be by majority vote of the Board members, a quorum being present, except where otherwise noted.

c) Minutes of Board meetings and financial reports shall be made available to all members at the Society office upon request to the Secretary. Minutes of Board meetings should be provided to the Board members and added to the ESWP Sharepoint site prior to the next Board meeting.

SECTION 5. QUORUM AT BOARD MEETINGS.

A simple majority of the number of voting members of the Board shall constitute a quorum.

ARTICLE VII ELECTED AND APPOINTED OFFICERS

SECTION 1. TITLES.

The elected officers of the Society shall consist of the President, First Vice President, Second Vice President, Secretary and Treasurer. The President may appoint an Assistant Treasurer who, in the absence or disability of the Treasurer, shall perform the duties of the Treasurer. The President may appoint an Assistant Secretary who, in the absence or disability of the Secretary, shall perform the duties of the Secretary.

SECTION 2. TERMS OF OFFICE

a) The President, First Vice President, Second Vice President shall be elected by the full membership annually for the term of one year. The Secretary and Treasurer shall be elected by the full membership for the term of three years. All other officers or employees shall hold office or position at the discretion of the Board.

The Board may, at its discretion, appoint a General Manager to take charge of the day-to-day operation of the Society and who would implement the plans and objectives of the Board, Executive Committee and the various Standing Committees. The General Manager may also be given primary responsibility for operating within the guidelines of the annual budget of the Society.

The role of the independent accounting firm employed by the Society will always remain a semiautonomous function and will report to the Executive Committee through the Treasurer for all financial matters. All checks shall require two authorized signatures. One of the authorized signatures may be of the General Manager and at least one of the signatures shall be of an authorized member of the Executive Committee, primarily the Treasurer unless extenuating circumstances apply. If the Treasurer is not one of the signatories, then they should be provided a copy of the check or a summary of the debit within one week of check signing or expenditure. The Accounting Function shall report to the General Manager on a day-to-day administrative basis.

b) In extenuating circumstances, the Board may approve the President, and the First and Second Vice Presidents to be elected for up to two successive full terms. The Secretary and Treasurer may not be elected for more than two successive full terms.

c) Any Officer who shall be absent from three regular Board of Director meetings during the calendar year without satisfactory explanation or excuse may be considered to have resigned, and the Board shall have power to declare the office vacant. After two missed meetings, notification will be provided to the officer.

d) Vacancies occurring in elected offices shall be filled for the unexpired term as follows: the office of President shall be filled by the First Vice President and of the First Vice President by the Second Vice President. Vacancies occurring in the offices of Second Vice President and Treasurer shall be filled through interim appointment by the Board after consultation with the Nominating Committee. The term of this interim position expires at the end of the current administrative year. If a vacancy occurs after the election ballot has been issued to the members, the interim term extends through the end of the following administrative year.

SECTION 3. DUTIES OF THE PRESIDENT.

The President shall:

a) Be the chief executive officer of the Society, performing any and all legal duties incident to the office of President.

b) Perform all functions incident to the office of President, including those outlined in these Bylaws, and any other duties designated by the Board.

c) Preside at all meetings of the Society and of the Board.

d) Have responsibility for the general supervision and control of the Society and its management. Be responsible for all written contracts, obligations, and instruments of the Society in the capacity of chief executive officer.

SECTION 4. DUTIES OF THE VICE-PRESIDENTS.

The First and Second Vice Presidents shall:

- a) Perform any and all legal duties incident to the offices of First or Second Vice President.
- b) Perform all functions incident to the offices of First or Second Vice President, including those outlined in these Bylaws, and any other duties designated by the Board.
- c) Perform the duties of certain absent officers, the First Vice President those of the President, and the Second Vice President those of the First Vice President.
- d) The Second Vice President will oversee the Membership/Young Member Committee
- e) The First Vice President will chair the House Committee when established. When a House Committee is not active, the First Vice President will administer the lease of the Society office and facilities and shall supervise and direct the operation and upkeep of them and their use by members and guests; shall promote the use of the facility by both individuals and outside groups; make and enforce house rules and regulations, and generally have power to deal with all matters arising in connection therewith. The First Vice-President shall have charge of the material effects of the Society and may review a yearly inventory of them.

SECTION 5. DUTIES OF THE TREASURER.

The Treasurer shall:

- a) Perform any and all legal duties incident to the office of Treasurer.
- b) Perform all functions incident to the office of Treasurer, including those outlined in these Bylaws, and any other duties required by the Board.
- c) Sign or countersign all such instruments as may require the signature of the corporate treasurer.
- d) Be custodian of all Society funds, directing the receipt and deposit of them in a depository designated by the Board. Required to have electronic access to all Society's financial accounts including accounting software.
- e) Disburse the Society funds as authorized by the Board, keeping or causing to be kept proper vouchers of all sums disbursed and keeping complete and regular accounts in accordance with a system satisfactory to the Board.
- f) Upon request of the Board, submit complete information as to the financial condition of the Society and, at the Annual Meeting, submit a complete and comprehensive statement of the Society's financial affairs.
- g) For those officers and employees designated by the Board, assure that bond is given in such sum

and with such sureties as may be required by the Board for the faithful performance of all duties. The costs associated with obtaining such bond are to be borne by the Society.

- h) Serve as a member of the Finance Committee.

SECTION 6. DUTIES OF THE SECRETARY.

The Secretary:

- a) Shall serve as Secretary to the Society, performing any and all duties outlined in these Bylaws, and any duties required by the Board.
- b) Shall be the custodian of the Corporation seal and affix it to all written documents that require it
- c) Shall issue or cause to be issued notices of Board meetings of the Society and keep the minutes and records thereof.

SECTION 7. INDEMNIFICATION OF BOARD MEMBERS.

- a) Primary and Non-Exclusive Right to Indemnification

The provisions of Section 7 are the primary but not exclusive provisions providing for indemnification. This provision and other provisions of these Bylaws shall not be deemed exclusive of one another, or of any other rights to which any person indemnified or insured may be entitled under any law, bylaw, agreement, vote of the members, disinterested directors or otherwise. However, if there is any conflict between the provisions of this Section 7 and any other provision of these Bylaws, the provisions of Section 7 control.

- b) General Rule

The Engineers' Society of Western Pennsylvania shall, to the fullest extent authorized or permitted by applicable law, indemnify any and all persons, including but not limited to directors, officers, committee members, employees, trustees, or agents of the Society, who were or are parties or are threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether brought by or in the right of the Society, and the Society shall have power to indemnify from and against any and all liabilities, including but not limited to all penalties, expenses, attorneys fees, judgments, fines and amounts paid in settlement for which indemnification is authorized or permitted by applicable law; and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of the members or disinterested directors or otherwise, as to actions in that person's official capacity when that person is acting on behalf of and at the request of the Engineers' Society of Western Pennsylvania; and this power to indemnify shall continue as to a person who has caused to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

- c) Limitation of Director/Officer Liability

As to any act or omission, a director or officer of the Engineers' Society of Western Pennsylvania shall not be personally liable as such for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under Section

8363 of the Director's Liability Act (No. 145, November 18, 1986) and such breach or failure to perform constitutes self dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for any responsibility or liability of such a director or officer pursuant to any criminal statute, or (ii) for any liability of a director or officer for the payment of taxes pursuant to local, state or Federal law. This Bylaw may be modified or repealed only by vote of the members of the Board of Directors of the Society and no provision inconsistent with this Bylaw may be adopted without the vote of the Board of the Society.

d) Indemnity Agreement

The Engineers' Society of Western Pennsylvania may enter into written Indemnity Agreements with its directors and officers, committee members, employees, trustees or agents, that set forth indemnification protection provided that such agreements are not in contravention of these Bylaws and do not contain any provision prohibited by law. Such agreements may provide for payment of expenses in advance of final disposition of a claim as set forth in Paragraph e) below. The absence of written indemnification agreement shall not produce indemnification not otherwise provided by these Bylaws.

e) Advancement of Expenses

Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding shall be paid by the Engineers' Society of Western Pennsylvania in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, as the Board deems appropriate and upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Society.

f) Indemnification in Third Party Actions

The Engineers' Society of Western Pennsylvania shall indemnify, to the full extent authorized or permitted by the Pennsylvania Corporation Not-for-profit Code, any person who was or is a party, or is threatened to be made a party, to any action, suit or proceeding by reason of the fact that he/she is or was a representative of any other enterprise at the request of the Society. The indemnification provided herein and by the laws of the Commonwealth of Pennsylvania shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any other law, provision of these Bylaws, any agreement, vote of the members, disinterested directors or otherwise.

ARTICLE VIII NOMINATING COMMITTEE AND ELECTIONS

SECTION 1. NOMINATING COMMITTEE.

a) The Nominating Committee for new Board members shall consist of five voting members of the Society. The President shall propose a Nominating committee including the name of the proposed Chair to the Board for approval. The Nominating Committee shall consist of one member from the prior year's Nominating Committee (where possible), one member of the Board and three members in good standing from the Society at large. The President will also propose one of these five as the Chair of the Nominating Committee. No member of the Nominating Committee shall serve on the Nominating Committee for more than two consecutive years.

- b) The Secretary shall notify each member of the Society that suggestions for nominations to fill vacancies in officers and directors are being accepted and that the members may make suggestions to the Nominating Committee not later than two months prior to the end of the current administrative year.
- c) It shall be the duty of the Nominating Committee to present one nomination for each of the above offices of the Society after determining a willingness to serve from each candidate and to submit its recommendations at the Board meeting prior to the issuance of the ballot.
- d) The Chair of the Nominating Committee shall not have any undisclosed existing or potential business interest with any nominee put on the ballot. In case such a business interest or potential business interest exists, this should be brought to the Board's attention prior to the ballot being finalized. In addition, contact with this nominee shall be made by some member of the Nominating Committee who does not have such an existing or potential business interest.

SECTION 2. ADDITIONAL NOMINATIONS.

- a) Any twenty-five Voting Members may, by petition, make additional nominations of candidates for the officers and director positions to be filled, provided that one copy of the petition, signed by the members making such nomination, be posted on the Society's web site and similar copy delivered to the Secretary not later than two months before the end of the current administrative year.
- b) Such petitions are valid only if accompanied by an acceptance of the nomination signed by the nominee.

SECTION 3. ELIGIBILITY.

- a) The Board shall examine and approve the eligibility of all nominees at the meeting of the Board, after which ballots shall be finalized containing the names of all eligible candidates, arranged alphabetically, for each office.
- b) If a person nominated as herein provided shall be found by the Board to be ineligible for the office for which he/she is nominated or if a nominee declines such nomination in writing, then his or her name shall not be placed on the ballot. In the event that the Nominating Committee shall fail to select a nominee for any office as above stipulated, the Board shall select a nominee for that office. No member shall be nominated except as provided in this Article.
- c) To be eligible as a nominee or to hold an elected office, the nominee must be a Voting Member whose dues and other charges are current. If a nominee is not a current active member, they will be offered the opportunity to become a member if successfully being selected to be on the Board. Membership must be submitted, approved and paid prior to obtaining official Board membership approval. A nominee may not be an employee of the Society.
- d) No member shall be a candidate for more than one elective office in the Society at one time.

SECTION 4. ELECTION PROCEDURE.

- a) Election shall be by electronic ballot. Not less than one month prior to the end of the current year,

notice shall be provided to every eligible voting member at his or her last known address with instructions for voting. Included with the ballot shall be a brief biography of each nominee. Under the name of each nominee's biography, it should be indicated whether the nomination is by the Nominating Committee or by petition. Under the names of the nominees for each office, there shall be provided space for the use of the voter to write in the names of other eligible candidates for that office; but the number of names voted for any office shall not exceed the number of persons to be elected to such office. A statement of these provisions shall be provided, and ballots not complying with these provisions shall be rejected.

b) Ballots shall be made via secure website and endorsed using an individual password for each voter. No count or listing of votes cast in any canvass or elections shall be permitted until after the polls are closed and then only by the officially appointed committee of the tellers. A voter may withdraw his ballot and may substitute another at any time before the polls close.

c) The polls shall be closed at twelve o'clock Noon of the day two weeks after the issuance of the ballot and the ballot shall be counted by tellers appointed by the President. The member receiving the largest number of votes for any office shall be declared elected. In case of a tie for any office, the members present at a special meeting shall elect the officers from the members so tied. The Secretary shall promptly notify the membership of the election results.

d) The Secretary shall notify the newly-elected Board members.

ARTICLE IX COMMITTEES

SECTION 1. FORMATION AND GENERAL RULES.

a) Except as otherwise provided by the Bylaws, the Chairman of each of the committees of the Society shall be appointed by the President, subject to the approval and at the pleasure of the Board, for a one-year term.

b) Except as otherwise provided by the Bylaws, committee members shall be members of the Society and shall be appointed by the Committee Chairmen, subject to the approval and at the pleasure of the Board, for a one-year term.

c) All committees shall report on their activities to the Board whenever requested and are at all times under the direct supervision and control of the Board, having only such authority as is specifically defined herein and as may be delegated to them by the Board.

d) Each committee shall select a secretary whose duty it is to keep accurate records of all meetings, furnishing copies to the Chairman of the committee, Committee members, ESWP President and Society General Manager.

e) The appointment of special committees is authorized by the Board.

f) All committees shall be authorized to expend money budgeted for their activities. All budgets are to

be discussed and approved by the Finance Committee.

g) While no paid employee of the Society may have a vote on any Standing Committee, such persons may be designated as members of any of the Standing Committees and may participate in the deliberations and discussions of the Committees.

SECTION 2. STANDING COMMITTEES.

Standing Committees shall be Executive, Audit, Program / Continuing Education Committee, Budget and Finance, House, International Bridge Conference, International Water Conference, Brownfields Conference, Student Outreach Committee, Membership, Annual Banquet, Nominating, Marketing, and Affiliated Technical Societies.

SECTION 3. DUTIES AND RESPONSIBILITIES.

a) Executive Committee

The Executive Committee shall consist of the President, the immediate Past President, the two Vice Presidents, the Treasurer, the Secretary and if requested, one other member of the Board appointed by the President. The Secretary shall also be the secretary of the Executive Committee.

b) Audit Committee

The Audit Committee of not less than three members shall review the financial affairs of the Society and transmit a report of their evaluation to the Board not more than three months following the close of the fiscal year. The Treasurer and Chairman of the Finance Committee shall provide all pertinent data required to the Audit Committee for the effective execution of their assigned duties. The Audit Committee may recommend, as a result of their evaluation, the need for an analysis by a Certified Public Accountant, if such review and analysis has not already been authorized by the Board. A copy of this audit shall be made available in the Society office for the inspection of any interested member and added to ESWP Sharepoint site.

c) Program Committee/Continuing Education Committee

The Program Committee shall be responsible for planning and producing events of interest to the Society's general membership. These events may include but not be limited to technical, educational, training, social and facility tours.

This committee shall review, evaluate and approve ESWP-sponsored programs for the purpose of meeting continuing education requirements as may be required by the various Boards of Licensure associated with ESWP educational activities.

Committee Chair will work with Executive Director to ensure licensure requirements are met with presentations.

d) Budget and Finance Committee

The Budget and Finance Committee shall safeguard the financial affairs of the Society; shall have access to all books, records, papers and accounts; and shall make such inspections and investigations, as may be deemed desirable; and shall prepare an annual budget. The Finance Committee shall include the Treasurer

and at least one member each from the IWC and IBC Committees. The committee shall present to the Board, on a regular basis, a report and recommendations, if any, on the financial affairs and well-being of the Society.

e) House Committee (As needed)

The House Committee will be formed at the discretion of the President when facility needs require extension investigation and/or require funds in excess of general maintenance costs.

f) International Bridge Conference Committee

This committee shall be responsible for directing and organizing and International Bridge Conference (IBC) and Exhibition from time to time. Other interested co-sponsors shall cooperate with the committee to prepare an informative conference related to the design, fabrication, construction, maintenance and materials of bridges.

The IBC operates following the IBC Manual of Operations and all ESWP Bylaws. Any modifications to the IBC Manual of Operations must be approved by the ESWP Board.

g) International Water Conference Committee

This committee has its function defined in Article X.

h) Brownfields Conference Committee

This committee shall be responsible for planning and directing a periodic conference to address issues associated with the reuse of industrial properties. The conference shall be oriented toward the needs and concerns of field practitioners such as engineers, attorneys, consultants, bankers, developers, and owners.

i) Student Outreach Committee

This committee will promote Science, Technology, Engineering and Mathematics educational activities to provide career awareness to the next generation of engineers.

Goal is to provide engineering career awareness to future generations. Staff maintains an annual list of volunteers for assistance.

Organizes and manages Career Fair, Design Lives Here, Future Cities. Committee focus is on providing college students with awareness of ESWP and the value the society provides to the industry and members.

j) Membership Committee.

This committee shall be charged with all duties relating to membership, as provided by these Bylaws, including qualifications of applicants, dues structure and resignations. Overall umbrella for Young Professional Subcommittee. Young Professional Subcommittee should have separate subchair. (Goal is to have a Young Professional be the Chair.)

k) Annual Banquet Committee

This Committee shall consist of members of the Executive Committee and the General Manager. The First Vice President of the Society shall serve as the Chair. This committee shall be responsible for **determining** Award categories for the Annual Banquet and for recommending to the Board the Metcalf Awardee Nominees.

The Metcalf Awardee shall be an outstanding engineer who is a resident of the United States and whose field of engineering accomplishment relates to those fields normally associated with Western Pennsylvania.

Committee members can be added as needed.

Award categories are advertised and listed on the ESWP website two months prior to the end of the Calendar Year.

l) Nominating Committee.

The committee has its functions defined in Article VIII.

m) Marketing Committee

This committee shall be charged with the duty to promote, investigate and report matters of public interest and such related activities as are assigned to it by the Board. It shall also publicize Society functions and activities, and be responsible for editing and publication of Society publications.

Duties also include ensuring ESWP Website is up-to-date and accurate, and advertisements and events are timely posted on Social Media and other related activities

n) Affiliated Technical Societies Committee

This committee shall promote cooperation and coordinate the Affiliated Societies' activities with the Society and with each other as well as engaging each engineering field, in and around Western PA, with ESWP activities, such as programs, publications, and the Technical Society Fair.

ARTICLE X INTERNATIONAL WATER CONFERENCE COMMITTEE

SECTION 1. FORMATION AND GENERAL RULES.

a) This committee shall be responsible for organizing and directing an annual International Water Conference (IWC). The purpose of the IWC Committee is to organize an annual IWC to advance new developments in the treatment, use, and reuse of water for industrial purposes, and to aid in the dissemination of such knowledge by formal presentations of papers and their publication in proceedings of the Conference.

b) Formulation of policy and control of the conference resides in the IWC Committee.

c) The IWC Committee shall be comprised of members of the Society, in good standing, who through education and experience are knowledgeable and active in the treatment, use and reuse of water for industrial and public purposes. The size shall be determined by the existing IWC Committee. Candidates for membership are presented annually to the IWC Committee by the IWC Nominating Committee for IWC Committee approval during a regular business meeting.

d) A General Chairman, Program Chairman and Vice Chairman shall be selected each year by the

IWC Committee to conduct the year's conference.

- e) The IWC Committee shall hold periodic meetings, as determined by the General Chairman, to prepare the IWC program, determine conference fees, establish an annual budget, publish the Conference proceedings and otherwise carry out the business of conducting each year's conference. The IWC annual budget shall be submitted to the Society's Finance Committee for consideration and incorporation into the Society's budget.
- f) A majority of the IWC Committee constitutes a quorum.

SECTION 2. STANDING SUBCOMMITTEES.

The standing subcommittees shall be Nominating and Program. Other ad hoc committees may be established by the IWC Committee, as needed. The chairman of each subcommittee shall be appointed by the General Chairman, subject to approval of the IWC Committee, for a one-year term. Subcommittee members shall be members of the IWC Committee and shall be appointed by the Chairman.

SECTION 3. DUTIES AND RESPONSIBILITIES.

- a) The Nominating Subcommittee shall review and recommend candidates for the IWC Committee annually.
- b) The Program Subcommittee shall be responsible for the solicitation, review and selection of papers for the IWC, and the establishment of a technical program for the annual conference. They shall present a program to the IWC Committee for approval

SECTION 4. IWC/ESWP EDUCATION FUND.

The objective of the IWC/ESWP Education Fund is to develop an educational program in cooperation with one or more area universities, to encourage students to pursue careers in water science and water related technology, and to establish a water technology curriculum by setting aside a percentage of each year's IWC registration fees. The percentage will be established each year by the Finance Committee upon recommendation of the IWC Committee and the approval of the ESWP Board. Additional contributions may be made to the IWC Education Fund by interested non-Society groups, individuals or companies. The Fund will be administered by the Education Committee and Subcommittee.

ARTICLE XI AMENDMENTS TO BYLAWS

SECTION 1. ESTABLISHMENT OF BYLAWS COMMITTEE.

Upon petition of twenty-five Voting Members or upon direction by the Board, the President shall appoint a Bylaws Committee for approval by the Board.

SECTION 2. PROCEDURE FOR AMENDING.

The Bylaws Committee shall formulate amendments to the Bylaws to satisfy the intent of the petition or of the Board and shall present the proposed change or amendment to the Board for review for compliance with said intent.

These Bylaws may be amended by the Board, subject to the power of the members to change such action. These Bylaws also may be amended by a two-thirds vote of the Voting Members personally present at any annual meeting or special meeting called for the purpose of amending the Bylaws provided that:

- a) At least two weeks prior to a meeting of members to consider an amendment of these Bylaws, a copy of the proposed amendment shall be emailed (or made available on the Society's web site and the members so advised) at the direction of the Secretary to each member with the notice of the meeting at which action thereon is to be taken.
- b) Amendments so adopted shall take effect immediately.

ARTICLE XII DISSOLUTION AND DISTRIBUTION OF ASSETS

SECTION 1. DISSOLUTION

The Society may be dissolved upon a vote of two-thirds of the members of the Board at a duly called meeting.

SECTION 2. DISTRIBUTION OF ASSETS UPON DISSOLUTION.

On dissolution of the Society or the winding up of its affairs, the assets of the Society shall be distributed, as directed by two-thirds of the members of the Board, exclusively to charitable, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Code and its Regulations as they now exist or as they may be amended or shall be distributed to the federal, state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

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