Article 1: General

1.1 Name. The name of this organization shall be the Lebanon Group of the American Society of Civil Engineers (hereinafter referred to as the “Group” or “Lebanon Group”).

1.2 Use of Name and Marks. The use and publication of the Society and Group name and marks shall be in accordance with the Society’s governing documents and Society policies.

Article 2: Area and Membership
Please refer to the Lebanon Group Constitution.

Article 3: Separation from Membership
Please refer to the Lebanon Group Constitution.

Article 4: Dues

4.1 Dues Year. The Group’s dues year is from January 1 through December 31.

4.2 Annual Dues. The Annual Dues for members of the Lebanon Group shall be fifteen dollars ($15) payable in US currency (or its equivalence in L.L.) in advance of October 1st of the preceding year.

Article 5: Management

5.1 Duties of the Board of Directors. Duties of the Lebanon Group Board of Directors shall include management of the Group, responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the Group and its subsidiary organizations, communicating with the Region, and facilitating the selection process for Officers and Directors of the Group. The Board of Directors shall have control of property of the Group.

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

5.3 Annual Budget. An annual budget shall be adopted by the Group Board of Directors prior to the start of each fiscal year.

5.4 Annual Report. The Board of Directors shall oversee the preparation of the
Article 6: Officers and Directors

6.1 Officers. The Officers of the Lebanon Group 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 conclusion of the Annual Meeting in the year in which the Group President’s term expires. At the conclusion of the term as Group President, the President becomes Past President for a term of two (2) years. In the event the Past President position becomes vacant, the most recently serving available Past President shall assume the position.

6.1.1 President. The President shall preside at Business Meetings of the Group, shall chair and attend all meetings of the Group Board of Directors, and appoint members to committees where authorized.

6.1.2 Vice President. The Vice President shall act in place of the President when the President is not available. The Vice President shall also serve as the Vice Chair and attend all meetings of the Group Board of Directors.

6.1.3 Secretary. The Secretary shall attend all meetings of the Group Board of Directors and serve as secretary at all meetings. The Secretary shall keep the minutes of Group meetings and be in charge of Group correspondence.

6.1.4 Treasurer. The Treasurer shall monitor the funds of the Group, assist in preparation of the Group’s annual budget, report periodically to the Group Board of Directors, provide an annual financial report to the Group Board of Directors, and attend all meetings of the Group Board of Directors.

6.1.5 Past President. The Past President shall attend all meetings of the Group Board of Directors and serve on the Nominating Committee.

6.2 Directors. The Directors of the Group shall be elected to the Board of Directors by majority vote from the Group’s Subscribing Members. The Appointed Director(s) shall be appointed by the incoming Board of Directors at their regularly convened meeting held during the Annual Meeting at which the Officers assume office, or not later than thirty (30) days following the Annual Meeting.

6.3 Terms. The term of office for each Officer and Elected or Appointed Director shall be two years. Terms shall begin at the close of the Annual Meeting and continue until a successor is elected or appointed and assumes office. A full term of office is established once an individual has served a minimum of one (1) year in the office to which they have been elected or appointed.
6.4 **Vacancies.** A vacancy is defined as any condition in which an elected or appointed member of the Board of Directors cannot fulfill his/her duty due to death, disability, resignation, dereliction of duty, or loss of Group Subscribing Member status. The Board of Directors may declare by majority vote a vacancy in the event of disability or dereliction of duty.

The office of President, if vacant, should be filled by the Vice President if available. The Board of Directors shall appoint such other Officers and Directors as needed until a Special Election can be held.

6.5 **Limitation on Terms.** No member shall serve in one elected office other than that of Secretary and/or Treasurer for more than two (2) successive elected terms.

6.6 **Reimbursement.** Officers and Directors do not receive compensation for their services, but may be reimbursed for authorized expenses.

**Article 7: Elections**

7.1 **Nominating Committee.** The Nominating Committee shall choose one (1) or more nominees for election to the office of Vice President, Secretary, Treasurer and Directors.

7.1.1 **Purpose.** The Nominating Committee shall publish notice of open positions to the Group membership and set the date by which nominations must be received.

7.1.2 **Official Nominees.** Candidates for nomination may be submitted to the Nominating Committee from within the Group membership. Nominations shall be submitted to the Chair of the Nominating Committee no later than thirty (30) days prior to the Nominating Committee meeting. No person shall be a candidate for more than one (1) office per election cycle. The Nominating Committee shall choose one (1) or more Official Nominees for election to the office of Vice President, Secretary, Treasurer and Directors, and obtain the consent of Nominees to serve, if elected.

7.1.3 **Petition Nominees.** Candidates may be nominated by petition containing signatures of at least five (5) Subscribing Members, submitted to the Chair of the Nominating Committee no later than thirty (30) days prior to the Nominating Committee meeting. No person shall be a candidate for more than one (1) office per election cycle. The Nominating Committee shall verify the Nominee’s eligibility to serve and shall obtain the consent of the Nominee to serve, if elected.
7.2 **Ballots.** The Secretary of the Group shall send a ballot containing the Official Nominees and all Petition Nominees who meet the qualifications of the Group for office to all Subscribing Members of the Group at least thirty (30) days prior to the Annual Meeting. The ballot shall be sent to the address of record available from the Society. The completed ballot shall be returned to the Secretary of the Group not later than seven (7) days prior to the Annual Meeting.

7.3 **Tallying the Ballots.** Ballots returned to the Secretary of the Group by the due date shall be opened and counted by three (3) Tellers, all of whom shall be Subscribing Members of the Group appointed by the Board of Directors. The Tellers shall report the results of the ballot to the Board of Directors not less than three (3) days prior to the Annual Meeting. For each office the Nominee receiving the highest number of votes cast shall be declared elected.

7.4 **Runoff Election.** In the event two (2) or more Nominees receive the same number of votes, a Runoff Election shall be conducted at the Annual Meeting. The Runoff Election shall be conducted by secret ballot with the results being tallied by three (3) Group Subscribing Members appointed by the Board of Directors. The results of the Runoff Election shall be announced before the close of the Annual Meeting.

**Article 8: Meetings**

8.1 **Membership Meetings**

8.1.1 **Frequency of Other Meetings.** In addition to the Annual Meeting, at least three (3) meetings shall be held each year at regular intervals.

8.1.2 **Quorum at Group Meeting.** A minimum of eight (8) Subscribing Members shall constitute a quorum at a Business Meeting of the Group.

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

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

8.4 **Parliamentary Authority.** All Business Meetings of the Group and Subsidiary Organizations and meetings of the Board of Directors shall be governed by *Robert's Rules of Order, Newly Revised*, except where these rules are not applicable or are inconsistent with the Constitution and Bylaws of the
Article 9: Subsidiary Organizations and Committees

9.1 Subsidiary Organizations.

9.1.1 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.

9.1.2 Formation. Formation of subsidiary organizations shall be subject to the approval of the Lebanon Group Board of Directors and such other requirements as may be established by the Society. Formation of Branches shall also be subject to the approval of the Region 10 Board of Governors. Bylaws of subsidiary organizations shall be approved by the Group Board before becoming effective.

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

9.1.3.1 Proposal. A new Branch may be proposed by submission of a written proposal to the Group Board of Directors with the name, objective, officers, and brief comments on how the new Branch will be of advantage to members in the area.

9.1.3.2 Petition. The written proposal, along with a petition containing a minimum of ten (10) signatures of Subscribing Members residing in the area shall be submitted to the Group Board of Directors for approval.

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

9.1.3.4 Boundaries. A proposed Branch must have distinct boundaries clearly stated in the petition.

9.1.3.5 Region Approval. Upon the Lebanon Group Board of Directors’ approval, the proposal and petition shall be submitted to the Region 10 Board of Governors for review and final approval.

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

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

9.1.4.2 **Membership.** Not less than fifteen (15) Subscribing Members of the Lebanon Group may form a Technical Group or Institute Chapter.

9.1.4.3 **Approval.** Approval must be obtained from the Lebanon Group Board of Directors to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

9.1.5 **Other Subsidiary Organizations.** Other Subsidiary Organizations may be formed by the Group Board of Directors.

9.1.6. **Annual Budget.** Each Subsidiary Organization shall submit an annual budget and financial statement to the Lebanon Group Board of Directors for approval.

9.1.7 **Annual Report.** Each Subsidiary Organization President or Chair shall submit an annual written report to the Lebanon Group Board of Directors on the activities and programs of the organization. This Annual Report, including a financial statement, shall be suitable for incorporation into the Lebanon Group’s Annual Report.

9.1.8 **Level of Activity.** Each Subsidiary Organization shall hold a minimum of two (2) events per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have thirty (30) Subscribing Members on its rolls for two (2) successive years, shall be automatically disbanded. Assets of a disbanded Subsidiary Organization shall be assumed by the Lebanon Group.

9.2 **Standing Committees.** The Lebanon Group shall have a Nominating Committee, a Membership and Technical Activities Committee, a Committee on Scientific Affairs and Publications, and a Public Relations and Events Committee.

9.2.1. **Nominating Committee.** The Nominating Committee shall consist of not less than three (3) members including the three (3) most recent active Past-Presidents of the Lebanon Group who are willing to serve, plus other duly selected members, appointed by the Lebanon Group Board of Directors. The Chair of the Nominating Committee shall be elected by the members of the Committee.

9.2.2 **Members and Technical Activities Committee.** The Members and Technical Activities Committee shall consist of not less than three (3) members including the Secretary.

9.2.3 **Scientific Affairs and Publications Committee.** The Scientific Affairs and
Publications Committee shall consist of not less than three (3) members including one member of the Board of Directors.

9.2.2 Public Relations and Events Committee. The Public Relations and Events Committee shall consist of not less than three (3) members including the President-Elect.

9.2.3 Terms of Standing Committee Members. Unless otherwise specified, the members of committees shall be appointed by the Group President at the beginning of the Lebanon Group President’s term, and shall serve a two (2) year term.

9.3. Task Committees. The President may appoint task committees as deemed necessary. The terms of Task Committee members shall end when the work of the Task Committee has been completed.

9.4 Ex Officio Member. The Group President shall be an ex officio member of all committees.

9.5 Committee Chairs. Committee Chairs shall provide to the Secretary of the Group copies of all correspondence initiated or received. Committee Chairs shall maintain files of correspondence and proceedings, which shall be delivered to the Secretary by Standing Committees at the close of the fiscal year and by Task Committees at the rendering of their final report. A copy of the Bylaws shall be provided to the Chair of each Committee with the notice of appointment.

Article 10: Administrative Provisions
Not used.

Article 11: Amendments

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

11.1.1 Proposal An amendment to these Bylaws may be proposed by any member of the Board of Directors, or by a written petition submitted to the Group Secretary, containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Group.

11.1.2 Approval. The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Board of Directors and submitted to the Region 10 Board of Governors who shall forward it to the appropriate Society Committee(s) for review and approval.

11.1.3 Notice and Adoption. Upon approval by the Society, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Lebanon Group Board of Directors present at a duly constituted Board meeting, where a
quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the Group membership at least thirty (30) days in advance of the meeting.