

BY-LAWS OF LEHIGH VALLEY ENGINEERING COUNCIL A NONPROFIT CORPORATION

ARTICLE I INTRODUCTORY

1.01. Definition of By-Laws. These By-Laws constitute the Code of Rules adopted by LEHIGH VALLEY ENGINEERING COUNCIL (LVEC) for the regulation and management of its affairs.

1.02. Purposes and Powers. This Corporation will have the purposes and powers that may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation.

The purposes of this are:

- A. Increase public awareness of the engineering profession in general and each member society in particular;
- B. Increase recognition of the important contributions made by engineers on the local and national level;
- C. Encourage the youth in the Lehigh Valley to pursue engineering and scientific fields of education;
- D. Promote better inter-society relationships, which will benefit the member organizations and enhance the profession in general;
- E. Organize and conduct Engineers Week activities and the Engineers Week Banquet;
- F. and engage in related activities as approved by the Board of Directors.

ARTICLE II OFFICES

2.01. Principal and Branch Offices. The principal place of business of this Corporation in Pennsylvania will be located at 200 West Packer Ave., Bethlehem, Pennsylvania 18015. In addition, the Corporation may maintain other offices as its business requires.

2.02. Location of Registered Office. The location of the registered office of this Corporation is stated in the Articles of incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

ARTICLE III MEMBERS

3.01. Members. Each engineering, technical, or professional society serving in the counties of Lehigh, Northampton, Carbon, Monroe, Berks, Montgomery, or Bucks in Pennsylvania, and Hunterdon and Warren Counties in New Jersey shall have the opportunity to become a Member of the Corporation and to have one delegate representing that society as a member of the Board of Directors.

3.02. Membership. To maintain Membership, each society must pay dues as established each year by the Board of Directors. The societies' limit of financial liability consists of these annual dues.

3.03. Associate Members. Any recognized, company, group or society sharing the objectives of the Council and serving in the counties of Lehigh, Northampton, Carbon, Monroe, Berks, Montgomery, or Bucks in Pennsylvania, and Hunterdon and Warren Counties in New Jersey shall have the opportunity to become an Associate Member of the Corporation and to have one delegate representing that society as a member of the Board of Directors. Associate members are non-voting and are not required to pay dues.

ARTICLE IV DIRECTORS

4.01. Definition of Board of Directors. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation.

4.02. Structure of Board. The Board of Directors of this Corporation is drawn from the Members of this Corporation. Each member society shall appoint a representative to serve as a member of the Board of Directors and notify the Secretary of the Corporation of the appointment. Each Director's term shall be one (1) year and shall commence July 1 and terminate June 30. There shall be no limit to the number of terms which a Director may serve.

4.03. Number of Directors. The number of Directors of this Corporation will be equal to the number of members of the Corporation at any given time.

4.04. Place of Directors' Meetings. Meetings of the Board of Directors will be held at the place designated by the Chair.

4.05. Notice of Directors' Meetings. The place, day, and hour of any meeting of the Board of Directors will be communicated to each Director by electronic mail not less than one (1) week

before the date of the meeting, by the Chairman or the Secretary or the Directors calling the meeting. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

4.06. Call of Board Meeting. A meeting of the Board of Directors may be called by:

- A. The Chairman or any Officer
- B. Three members of the Board of Directors.

4.07. Waiver of Notice. Attendance of any Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

4.08. Quorum of Directors. Business shall not be transacted at a meeting of the Board of Directors unless a quorum is present. A quorum will be deemed to be those Directors present at a duly called meeting and being a minimum of two (2) Officers and two (2) Directors. Each Director shall be entitled to one vote. A Director may vote in person or by proxy. The acts of two-thirds (2/3) of the Directors present at a meeting (in person or by proxy) at which a quorum is present shall be the acts of the Corporation.

4.09. Meeting. Board of Directors shall meet regularly at dates, times and places determined by the Board. Special meetings may be called pursuant to Paragraph 4.06.

4.10. Annual Meeting. The Annual Meeting of Board of Directors shall typically be held in the month of May, at such time and place as shall be determined by the Chairman.

4.11. Vacancy. In the event that there shall be a vacancy of any Director of the Corporation as the result of death, resignation or for any other reason, the society having the said Director shall, upon receipt of notice of such vacancy, appoint a Director to serve out the term of the vacancy.

ARTICLE V OFFICERS

5.01. Roster of Officers. The Officers of this Corporation will consist of the following personnel:

- A. Chairman
- B. Vice Chairman
- C. Secretary
- D. Treasurer
- E. Corporate Governance Director

Individuals elected as officers of the Corporation shall also become voting members of the Board of Directors.

5.02. Election of Officers. With exception of the Chairman, each of the Officers of this Corporation will be elected annually by the Board of Directors of the Corporation. Officers of the Corporation shall be considered elected when they receive a simple majority of the votes of the Directors. Each Officer will remain in office until a successor to such office has been elected. Each Officer's term of office shall commence July 1 and terminate June 30.

5.03. Chairman. The Chairman will be the Chief Executive Officer of this Corporation and will be subject to the control of the Board of Directors, supervise and control the affairs of the Corporation for a one year term. The Chairman will perform all duties incident to such office and such other duties as may be provided in the By-Laws or as may be prescribed from time to time by the Board of Directors.

5.04. Vice Chairman. The Vice Chairman will perform all duties and exercise all powers of the Chairman when the Chairman is absent or is otherwise unable to act. The Vice Chairman will perform such other duties as may be prescribed from time to time by the Board of Directors. At the end of the Vice Chairman's term the Vice Chairman will succeed as Chairman.

5.05. Secretary. The Secretary will keep minutes of all meetings of the Board of Directors and Executive Committee, will be the custodian of the corporate records, will give all notices as required by law or by these By-Laws and, generally, will perform all duties incident to the Office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

5.06. Treasurer. The Treasurer will have charge and custody of all funds in this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and connect accounts of the Corporation's properties and business transactions, will render reports and accountings as required by the Board of Directors or by law, and will perform, in general, all duties incident to the Office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors. The Treasurer shall be bonded for an amount approved by the Directors, and reimbursed by the Corporation.

5.07 Corporate Governance Director. This officer position is established to ensure compliance with Pennsylvania Title 49, Section 37.71(c) and the oversight of compliance with other regulations for a non-profit corporation. The person holding the Corporate Governance Director position must be a registered Professional Engineer in the Commonwealth of Pennsylvania. The Corporate Governance Director may simultaneously serve in any of the other officer position.

5.08. Removal of Officers. The Board of Directors may remove any Officer whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officers so removed, if any. Unexcused absence from two (2) or more consecutive meetings of the Board shall constitute acceptable cause to take such action.

ARTICLE VI EXECUTIVE COMMITTEE

6.01. Definition. The Corporation shall have an Executive Committee consisting of the five Officers of the Corporation and the immediate Past Chairman.

6.02. Purpose. The Executive Committee shall be responsible for conducting business of the Corporation between meetings of the Board of Directors.

6.03. Meetings. The Executive Committee may meet at its discretion. Minutes to all meetings of the Executive Committee shall be made available to the Board of Directors.

6.04. Chairman. The Chairman of the Board of Directors shall serve as Chairman of the Executive Committee.

6.05. Actions. All actions of the Executive Committee shall be read and approved by the Board of Directors at a subsequent meeting.

ARTICLE VII INFORMAL ACTION

7.01. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or these By-laws, a waiver of such notice, in writing, signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

7.02. Action by Consent. Any action required by law or under the Articles of Incorporation of this Corporation, or these By-Laws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting for the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in Office, and filed with the Secretary of the Corporation.

ARTICLE VIII COMMITTEES

8.01. Committee Establishment. The Board of Directors may from time to time establish such Committees and confer upon them such powers as it deems expedient for the conduct of the Corporation's business. The Board may similarly provide that the Members of such Committees need not all be Members of the Board of Directors.

8.02. Intersociety Banquet Committee. Serves as a standing committee to organize and implement the annual Engineers' Week Banquet, traditionally held on the Friday of National Engineers' Week.

ARTICLE IX OPERATION

9.01. Fiscal Year. The Fiscal Year of this Corporation will begin July 1.

9.02. Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer or Vice Chairman and countersigned by the Chairman or Secretary. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the Chairman, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

9.03. Books and Records. This Corporation will keep correct and complete records of accounts and minutes of the proceedings. The Corporation will keep at its registered office the original or a copy of the By-Laws, including amendments to date certified by the Secretary of the Corporation.

9.04. Inspection of Books and Records. All books and records of this Corporation may be inspected by a Director or his agent or attorney, for any proper purpose, at any reasonable time, on written demand, under oath, stating such purpose.

9.05. Nonprofit Operation. This Corporation will not have any issued shares of stock. No dividend will be paid and no part of the income of this Corporation will be distributed to its Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for expenses incurred.

9.06. Loans to Management. This Corporation will make no loans to any of its Directors or Officers.

9.07. Audit. The financial records of the Corporation may be audited at the end of each fiscal year by an audit committee consisting of no fewer than two Board members appointed by the Chairman.

9.08. Insurance. This Corporation shall be empowered to purchase insurance against damages or suits encountered in the course of its sponsored activities.

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS
AGAINST LIABILITIES AND EXPENSE IN ACTIONS

10.01. Directors and Officers: Third Party Actions. The Corporation shall indemnify any Director or Officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an authorized representative of the Corporation (which, for the purposes of this Article, shall mean a Director, Officer, employee or agent of the Corporation, or a person who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

10.02. Directors and Officers: Derivative Actions. The Corporation shall indemnify and hold harmless any Director or Officer of the Corporation or the Society he or she represents who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was an authorized representative of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with defense or settlement of such action or suit if he acted in good faith and in manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

10.03. Employees and Agents. To the extent that an authorized representative of the Corporation who neither was nor is a Director or Officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section I and II of this Article or in defense of any claim, issue or matter therein, he shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Such an authorized representative may, at the discretion of the Corporation, be indemnified by the Corporation in any other circumstances to any extent if the

Corporation would be required by Section I or II of this Article to indemnify such person in such circumstances to such extent if he were or had been a Director or Officer of the' Corporation.

10.04. Procedure for Effecting Indemnification. Indemnification under Sections 1, 2, or 3 of this Article shall be made when ordered by court (in which case the expenses, including attorneys' fees, of the authorized representative in enforcing such right of indemnification shall be added to and be included in the final judgment against the Corporation) and may be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because he has met the applicable standard or conduct set forth in Section 1 or 2 of this Article. Such determination shall be made:

- A. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings, or
- B. If such quorum is not obtainable, or even if obtainable, a majority vote of a quorum of disinterested Directors so direct, by independent legal counsel in a written opinion.

10.05. Advancing Expenses. Expenses, including attorneys' fees incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, upon petition for said expenses by the individual concerned and approval by a majority of the disinterested Directors, using the criteria established in Sections 1, 2, and 3 of this Article.

10.06. Scope of Article. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, statute, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XI SEAL

11.01. Seal of Corporation. The seal of the Corporation shall be circular in form and carry the name of the Corporation and the year of its incorporation.

ARTICLE XII AMENDMENTS

12.01. Amendment of By-Laws. Amendments to these By-Laws may be proposed by:

- A. Written Petition submitted to the Executive Committee by at least two (2) Directors.
- B. Resolution of the Executive Committee.

12.02. Amendment Timelines. From time to time these By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by the Board of Directors after ten (10) days written notice of the proposed alteration, amendment or change has been given to each Director provided that no alteration, amendment, or change shall be made without the affirmative vote of a majority of the total number of Directors.

ADOPTED this 17th Day of December, 2018, at a duly called meeting of the Board of Directors of the LEHIGH VALLEY ENGINEERING COUNCIL.

Stephen J. Ressler, P.E., Ph.D.
Secretary, LVEC