

AAES CONSTITUTION AND BYLAWS

Effective February 16, 2006
Amended December 6, 2006
Amended April 21, 2009

CONSTITUTION

AMERICAN ASSOCIATION OF ENGINEERING SOCIETIES, INC.

ARTICLE I – NAME

Section 1. The name of this corporation is the American Association of Engineering Societies, Inc. hereinafter referred to as the AAES.

ARTICLE II – OBJECTIVES

Section 1. AAES is organized exclusively for charitable, education, and scientific purposes.

Section 2. The objective of the AAES shall be to advance the knowledge and practice of engineering in the public interest. In furtherance thereof AAES shall:

(A) Provide a forum of societies interested in advancing engineering to exchange and discuss their members' views on matters of common interest.

(B) Conduct programs and activities that enhance or otherwise serve the public interest, that the member societies acting individually could not accomplish as well.

(C) Unite the engineering community and facilitate its constructive involvement in national and international issues where engineering could contribute to a better life for humankind.

Section 3. No part of the net earnings of AAES shall inure to the benefit of, or be distributed to its Member Societies, Members of its Board of Directors, its Officers, or other private shareholders or individuals, except that AAES shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objectives for which the corporation is incorporated. No substantial part of the activities of AAES shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as to the extent allowed by Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, and AAES shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, AAES shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – MEMBERSHIP

Section 1. The members of the AAES shall be engineering and other related societies capable of contributing to the advancement of AAES objectives.

Section 2. Membership qualifications and responsibilities shall be defined in the Bylaws.

ARTICLE IV – GOVERNANCE

Section 1. The AAES Board of Directors shall include one representative (hereafter referred to as a Director) of each Member Society. Each Director shall have one vote. The Board of Directors shall elect Member Societies, approve maximum dues, amend this Constitution, adopt and amend Bylaws, elect officers and Executive Committee members, and vote on any other business presented properly. The Board shall define the ends to be attained by AAES and set policy, and shall review the implementation of the policy by the Executive Committee. Member Societies with dues in arrears may not vote.

Section 2. The composition of the Executive Committee shall be specified in the Bylaws and shall include appropriate representation of the Member Societies. Voting by the Committee shall be on the basis of one vote per voting Committee member. Committee members represent AAES as a whole and not their Member Society. The Executive Committee shall: implement procedures and actions that ensure that the decisions of the Board of Directors are met; act of the behalf of the Board of Directors between its meetings; and ensure that necessary resources are available and allocated. The actions of the Executive Committee shall be reported at the next regularly scheduled meeting of the Board of Directors.

Section 3. In order to carry out its objectives, the AAES may receive, own, and maintain assets of real or personal property, or both, and use or apply the whole or any part of the income there from and the principal thereof, and contribute assets of real or personal property, or both, to persons and organizations.

ARTICLE V – OFFICERS

Section 1. The Officers of the AAES will be a Chair, a Chair-Elect, a Past Chair, At-Large Executive Committee members, a Secretary, a Treasurer, and an Executive Director.

Section 2. The Bylaws shall specify the methods of electing or appointing officers and their terms of office.

Section 3. The Chair shall be the chief elected officer of the AAES. The Executive Director shall be the chief staff officer, responsible for annual operations, reporting to the Executive Committee.

ARTICLE VI – DISSOLUTION

Section 1. Upon the dissolution of the AAES, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of AAES, dispose of all the assets of AAES exclusively for the purposes of AAES in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Supreme Court of New York, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - AMENDMENTS TO THE CONSTITUTION

Section 1. Amendments may be proposed by the Board of Directors or the Executive Committee by majority vote at any regularly scheduled meeting, or by a petition of not less

than five (5) Member Societies. A proposed amendment and the reasons thereof shall be mailed or electronically sent to all Member Societies not less than (60) days before the Board of Directors Meeting where the amendment will be considered for adoption. An affirmative vote of at least two-thirds (2/3) of the Member Societies eligible to vote shall be required for adoption of a Constitutional Amendment.

Section 2. Unless otherwise directed in the amendment, amendments shall take effect thirty (30) days after adoption.

ARTICLE VIII - AMENDMENTS TO THE BYLAWS

Section 1. Amendments may be proposed by the Board of Directors or the Executive Committee by majority vote at any regularly scheduled meeting, or by petition of not less than five (5) Member Societies. Recommended amendments to the Bylaws and the reasons thereof shall be mailed or electronically sent to all Member Societies no less than thirty (30) days prior to the meeting at which the proposed amendments are to be considered. An affirmative vote of at least one-half (1/2) of the Member Societies eligible to vote shall be required to enact such amendment.

Section 2. If a conflict or deficiency is found in some portions of the Bylaws, the Board of Directors, by a two-thirds (2/3) vote and without need for prior notice, may suspend the specific paragraphs of the Bylaws and the rules and procedures derived there from, pending resolution of the conflict, or deficiency, and remedy through a proper amendment. All other portions of the Bylaws not specified in the suspension action shall continue with full force and effect.

BYLAWS

AMERICAN ASSOCIATION OF ENGINEERING SOCIETIES, INC.

100. MEMBERSHIP

101. Member Societies are not-for-profit organizations with objectives consistent with that of AAES. Member Societies shall be elected to membership in AAES by the Board of Directors by majority vote upon recommendation by the Executive Committee.

102 Resignation by a Member Society shall be by written notice to the Secretary.

(A) Except as noted in Section 102 (B) such resignation shall become effective at the end of the fiscal year at least twelve months after receipt of the resignation by the Secretary.

(B) Resignation of a Member Society resigning within 30 days after the approval of increased dues for the subsequent year (Section 502) will be effective at the end of the then current year.

(C) A resigning Member Society shall continue to be liable for its assessment of dues until the effective date of resignation.

103. Membership of a Member Society may be terminated by majority vote of the Board of Directors upon recommendation of the Executive Committee if it is found that such society no longer meets the provisions of the Constitution and Bylaws, or for other proper cause. The Executive Committee shall give the Member Society notice of its recommendation six (6)

months prior to consideration by the Board of Directors, along with the reasons for proposed termination. The Member Society shall be given the opportunity to appear at a regular or special meeting of the Executive Committee to appeal the proposed termination prior to consideration by the Board of Directors.

104. Any five (5) Member Societies may present to the Executive Committee a proposal for the termination of a Member Society's membership.

200. GOVERNANCE

201. Each Member Society shall inform the Secretary of its Director, or substitute thereof on the Board of Directors. The Board of Directors shall hold at least two meetings each year, one shall be held in conjunction with an annual Awards Banquet and Ceremony. Special meetings may be called by majority vote of the Executive Committee or by petition of not less than five (5) Member Societies. The Secretary shall notify the members of the Board of Directors of any meeting giving the time and place and, if a special meeting, the purpose thereof. Not less than thirty (30) days notice must be given to the Member Societies prior to any special meeting.

202. A quorum for a meeting of the Board of Directors shall be Directors of a majority of the voting Member Societies. This quorum requirement also applies to any meeting conducted by means of telecommunications in which each participant hears directly all participants.

203. The Executive Committee shall consist of the Chair, Chair-Elect, Past- Chair, three At-Large Committee Members, Secretary, Treasurer, and Executive Director. The Secretary, Treasurer, and Executive Director shall serve with voice, but no vote. The duties of Secretary and of Treasurer may be the responsibilities of two people or of one person.

204. There will be at least four regularly scheduled meetings of the Executive Committee each year. Special meetings may be called by the Chair or any four voting members of the Executive Committee. The Secretary shall notify the members of the Executive Committee of any meeting giving the time and place and, if a special meeting, the purpose thereof. Not less than fifteen (15) days notice must be given to the members of the Executive Committee prior to any special meeting.

205. A quorum for a meeting of the Executive Committee shall be a majority of the voting members. This quorum requirement also applies to any meeting conducted by means of telecommunications in which each participant hears directly all participants.

206. Any action required or permitted to be taken by the Board of Directors or the Executive Committee may be taken without a meeting if all Directors of the Board or voting members of the Executive Committee consent in writing to the adoption of a resolution authorizing the action.

207. Members of the Executive Committee serving with voice but no vote shall have all the parliamentary rights and privileges of the voting Committee members except the right to vote. Guests attending at the invitation of the Chair or Executive Director may be recognized by the Chair for such purposes as making reports, supplying information, or providing opinions, but enjoy no other parliamentary rights and privileges.

210. Officers - Terms of Office

211. The Chair-elect shall be elected by the Board of Directors to serve one year as Chair-elect followed by one year as Chair followed by one year as Past-Chair. An individual may serve only one (1) term as Chair and thereafter shall be forever ineligible to serve again as Chair.

212. If the Executive Committee should recommend to the Board of Directors, which determines, that a permanent vacancy exists in the position of Chair, the Chair-Elect shall

assume the duties of Chair for the remainder of that term and shall continue to serve the following full term. If an incumbent Past Chair is not available or vacates that position, the next most recent Past-Chair, who is available to serve, should fill that position for the remainder of the term. In the temporary absence or disability of the Chair, the Chair-Elect shall discharge the duties of the Chair.

213. Each At-Large Committee Member shall be elected by the Board of Directors for a term of three (3) years. At least one At-Large Committee Member shall be elected each year. All terms will begin January 1 and end December 31, or until successors have been elected and assume office.

214. If the Executive Committee determines that a permanent vacancy exists in the position of an At-large Committee Member, the Executive Committee shall appoint a replacement to fill the unexpired term.

215. The Secretary and Treasurer shall be appointed by the Executive Committee annually. No person may serve more than six (6) consecutive years in either position.

216. The Executive Director shall be appointed by the Executive Committee.

220. Officers – Requirements

221. All officers except the Secretary, Treasurer, and Executive Director shall be a current member of a Member Society or a current Chief Staff Officers of a Member Society. Chief Staff Officers are not eligible to serve as Chair. The Chair and Chair-elect must be a former President of a Member Society.

222. No more than one current Chief Staff Officer shall serve on the Executive Committee at any one time.

230. Officers - Nomination and Election

231. There shall be a Nominating Committee recommended by the Executive Committee and approved by the Board of Directors. The Committee shall consist of five (5) or seven (7) members and reflect the membership of AAES. Each Committee member shall serve only one three- (3)-year term. The Committee membership shall have staggered terms. No current member of the Executive Committee shall serve on the Nominating Committee. No member of the Nominating Committee may be nominated as an officer.

232. The Nominating Committee shall present to the Board of Directors its proposed slate by March 1 of each year consisting of nominations for all officer and At-Large Committee Member positions to be filled the following January 1. The slate shall include one or more nominees for the positions of Chair-elect and At-Large Committee Members.

233. The election of officers and At-Large Committee Members shall be a business item for action at the Spring Assembly meeting.

234. The Nominating Committee report shall be sent to all member societies by the Secretary, without delay.¹

235. A specific position petition proposing a candidate for Chair-elect or At-Large Committee Member with the signatures of at least 20 percent of Directors of the Member Societies

¹ Paragraph 234 was amended in April 2009 to correct the numbering and to eliminate the requirement that the Nominating Committee report be distributed with “Board recommendation.”

received by the Secretary within 30 days of the transmittal of the Nominating Committee's report to all Member Societies shall be considered at the Spring Assembly meeting together with the slate proposed by the Nominating Committee.²

240. Duties

241. The Executive Committee shall: oversee the implementation of the decisions of the Board of Directors, and consistent therewith make such rules and regulations as from time to time it may deem proper for its own governance and for the duly authorized transaction of business of the AAES; set goals for and limits on AAES activities in furtherance of the decisions of the Board of Directors; and monitor and evaluate the performance of, and set the yearly compensation for the Executive Director.

242. The Chair shall: have general oversight over the affairs of AAES; and preside at all meetings of the Board of Directors and meetings of the Executive Committee.

243. Under the direction of the Executive Committee, the Executive Director shall: be the Chief Staff Officer of AAES, responsible for annual operations and staff; and perform such duties as may be prescribed by the Board.

244. The Secretary shall have oversight of all official AAES documentation and communications, such as notices and minutes of meetings of the Board of Directors and the Executive Committee, annual reports, and similar items required by law or the Constitution and Bylaws.

245. The Treasurer shall have oversight of all AAES fiscal matters, such as budgets and financial plans, receipts and disbursements, AAES risks and insurance and surety bond protection, investments, accounts, audits, and reports for the Board of Directors and Executive Committee.

246. Except as specifically provided in the above paragraphs, the officers shall perform the duties which are usually performed by such officers, and such duties as may be assigned to them from time to time by the Board of Directors or the Executive Committee.

300. COMMITTEES

301. The Awards Committee shall coordinate all phases of activity relating to selecting recipients of AAES awards. Its policies shall be approved by the Board of Directors and its operating procedures by the Executive Committee. The Committee shall consist of five (5) or more members, including the Immediate Past Chair of AAES, who shall serve as the Committee Chair. The AAES Chair shall appoint Committee members in consultation with all Member Societies. The terms of membership for the Immediate Past Chair shall be one year. The terms for other members shall be three years. These terms will commence each year on August 1 and shall be staggered with the goal that no more than two new members plus the Chair being added to the Committee in a given year. Each Committee member shall be a member of a different Member Society.

302. The Finance Committee shall: propose an annual operating budget; develop a long range financial plan, including sources of income; and recommend a level of financial reserves and investment of funds. Its policies shall be approved by the Board of Directors and its operating procedures by the Executive Committee. The Committee shall consist of four or more members. Two members of the Committee, including the Chair, shall be appointed by the

² Paragraph 235 was amended in April 2009 to correct the numbering and to revise the requirement for the petition proposing a candidate for the Chair-elect or At-Large Committee member. The previous requirement was for a majority of the Board of Directors to sign the petition.

AAES Chair, in consultation with all Member Societies, for terms of one year. Members, including the Chair, may serve up to three consecutive one year terms. However, there shall be at least one new member each year. The AAES Chair, Chair-elect, the Secretary, the Treasurer, are standing members of the Committee and the Executive Director is a non-voting member.

303. The Audit Committee shall review the annual audit of financial statements and present its findings to the Finance Committee, the Executive Committee and the Board of Directors. The Committee shall consist of three or more members, including a chair. Members shall be appointed by the AAES Chair in consultation with all Member Societies.

400. ACTIVITY/ISSUE GROUPS

401. Member Societies may form groups of three or more Member Societies to deal with agreed activities/issues. The group will prepare a written description of its purposes, objectives, procedures of operation, financial/fund development plans, cash flow budget, sources of support, the manner in which it would make public statements, and any other related aspect and secure Executive Committee approval prior to beginning operation.

402. The group will keep the Board of Directors and the Executive Committee informed of its activities in a timely fashion, and by annual report. The group may make recommendations to the Executive Committee, the Board of Directors, and to the public in its own name in the manner approved by the Executive Committee.

403. The Executive Committee will oversee the activities of the group to ensure that its operations and activities are in full compliance with its written description approved by the Executive Committee.

404 All policies of AAES shall be approved by the Board of Directors. No group shall be in conflict with the AAES policy.³

500. FISCAL MATTERS

501. The fiscal year of the AAES shall be the calendar year.

502. The Board of Directors shall authorize the maximum dues assessment for the following fiscal year at the Spring meeting. The Board of Directors shall approve the fiscal budget for the following year at the Fall meeting.

503. Societies may elect to pay dues either annually or semi-annually.

504. Services and support rendered to AAES by a Member Society shall not be considered as total or partial payment of the dues of that Member Society. AAES may contract with a Member Society for specified materials or services, and shall pay the Member Society in accordance with the terms of the contract.

505. If approved by the Executive Committee for the advancement of the objectives of AAES, financial support may be accepted from any individual, corporation, foundation, governmental body, laboratory, or institution. Unrestricted financial support shall be credited to the general fund. Financial support restricted by contract, terms of a grant or other agreement shall be held in separate accounts to be used only for designated purposes.

³ Paragraph 404 was amended in April 2009 to editorially correct the reference from "Board of Governors" to Board of Directors.

506. The accounts of the AAES shall be reviewed or audited and approved annually by a certified public accountant selected by the Executive Committee.⁴

507. The Treasurer shall advise the Executive Committee on the adequacy of surety bonds secured for those AAES officers and staff members responsible for financial affairs.

508. If a Director, officer, committee member, employee, agent or volunteer (including heirs, executors, administrators or the estate of such person) of AAES is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such party of the individual's duly authorized duties for or on behalf of AAES, in a manner not inconsistent with the purposes or objectives of AAES, and further provided that the performance by the party was not or is not illegal, then, to the full extent permitted by the New York Not-For-Profit Corporation Law or any successor provisions, AAES, upon affirmative vote of the Executive Council, a quorum of the members of the Executive Committee being present at the time of the vote who are not parties to the action or proceeding, may indemnify such party for judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein. The right accruing to any party under the foregoing provision shall not exclude any other right to which the individual may be lawfully entitled, nor shall anything herein contained restrict the right of AAES to indemnify or reimburse such person in any proper case to the extent permitted by law even though not specifically herein provided for. AAES, its officers, committee members, employees, and agents shall be fully protected in taking any action or making any payment under this article or in refusing to do so in reliance upon advice of counsel to AAES.

600. RULES OF ORDER

601. In the absence of rules to the contrary, Robert's Rules of Order Revised shall be used for the conduct of AAES business.

⁴ Paragraph 506 was amended in April 2009 to permit either a review or an audit of the AAES accounts.