

BYLAWS September 1, 1998

1. These Bylaws provide for the supervision and management of the Association affairs, in accordance with the Association Constitution. Amendments shall be made as prescribed in the Constitution, Article IX, Section 2.
2. Membership: The Constitution, Article III, provides for individual members of the Association. Annual fees are prescribed in Bylaw 8.
- 2.1 Honorary Members: Such membership, exempt of the payment of the annual fee, shall be based on the recommendation of the Association Awards Committee and the endorsement of the BoD.
3. Board of Directors: The Constitution, Article V, provides for the Board of Directors (BoD), its Members at Large, its principal officers and its Associate Members; Article VI concerns nominations of Members at Large and filling of such within-term vacancies.
 - 3.1 There shall be twelve Members at Large; four being elected each year.
 - 3.2 The BoD shall vote vacant the position of any Member at Large who misses three consecutive meetings of the BoD. The BoD may vote vacant the position of any Member at Large who misses two meetings in the calendar year.
 - 3.3 Within-term vacancies for Members at Large may be filled by appointment by the President, with the advice and consent of the BoD.
 - 3.4 The President shall call an Annual Meeting of the BoD, normally for the month of September, but in no case earlier than at the end of the two months interval following the mailing of ballots for election to BoD.
 - 3.5 Robert's Rules of Order (Revised), shall govern conduct of BoD meetings on all matters not otherwise specified in these Bylaws or the Constitution.
 - 3.6 An Officer or elected member of the Board of Directors may be dismissed for inappropriate actions as deemed by the Board of Directors. To initiate this action a petition signed by one third of the Board members or twenty-five members in good standing must be presented to the Secretary of the Board of Directors. A hearing will take place at the next meeting of the Board of Directors and all affected parties shall be notified of the hearing in advance. Attendance at the hearing is restricted to the Board of Directors and those individuals who are invited to participate. At the conclusion of the hearing, the elected Members of the Board will vote on the petition by secret ballot. If a minimum of two thirds of the elected Members of the Board agrees with the petition then the member in question will be dismissed from the Board of Directors.
4. Nomination and Election of the Members at Large: The Nominating Committee shall be reconstituted and instructed by the President on or before the Spring BoD Meeting of each year; it shall have a Chairperson (hereafter referred to as "Chair") and four or more members of the Association, not more than half of whom shall be members of the BoD.
 - 4.1 A slate of names to fill forthcoming vacancies of the BoD, nominally two names for each forthcoming vacancy, shall be prepared by the Nominating Committee. Recommendation for such nominees shall be solicited by the Chair from the members of the BoD and from the Chairs of all other organizational entities of the Association. The Chair of the Nominating Committee shall cause to be published for the Association membership a call for nomination by petition, such petitions including statements of nominees qualifications to be received by the Chair before a specified date. A petition nominating an Association member in good standing and supported by the identifiable signatures of at least 25 Association members shall automatically place that member's name on the slate. The Chair shall ensure that all candidates are properly qualified. The ballot shall provide for write-in candidates. The ballots should be mailed to the Association membership on or before June 1, with a statement that only those ballots received at Association Headquarters within two months of the mailing date will be counted. The results of the vote shall be transmitted to the President and Secretary prior to the date of the Annual Meeting of BoD.
 - 4.2 The President shall declare those candidates having a plurality of votes to be elected, subject to ratification by the BoD at its Annual Meeting, and shall so inform the Nominating Committee Chair. Ties shall be broken by the BoD. If an elected member fails to accept the office, the candidate receiving the next highest number of votes will be certified elected. If the vacancy cannot be filled in this manner, the BoD may make contingent elections.
5. Officers: The Constitution, Article V, provides for the President, Vice Presidents, Secretary and Treasurer.
 - 5.1 There shall be two Vice Presidents of whom one is designated Senior Vice President.
 - 5.2 Following the election of incoming BoD members, the Nominating Committee shall submit nominations for President, Senior Vice President, and for Vice President to all who will be voting members of the BoD for the succeeding year. The deadline for the return of ballots shall be on or before the date of the Annual Meeting. The candidate for each office receiving the largest number of votes legally cast shall be declared elected.
 - 5.3 All officers shall continue to serve until their successors take office formally on the first day of the year.
 - 5.4 The President shall supervise the affairs of the Association, shall designate in writing and have made known to all BoD Members the duties of all the officers and other members of the BoD, and shall speak for the Association on all matters not specifically delegated to others.
 - 5.5 The Successor to the President in his/her absence or incapacitation shall be: Senior Vice President, Vice President, Past-President: followed by those Members at Large having most recently served in such positions, then followed by a Member at Large selected by vote of the BoD at a meeting called in accordance with the provisions of the Constitution.
 - 5.6 The Secretary and the Treasurer shall be responsible for keeping the records of the BoD in the areas commonly ascribable to each of their functions. They shall prepare and distribute reports, notices, or such documents as may be required by the President and the BoD.
 - 5.7 The President, Vice Presidents, Past President, Secretary and Treasurer shall constitute an Executive Committee of the BoD empowered to conduct such Association business as must be transacted between BoD meetings.
6. Affiliates: Affiliates are separate incorporated associations of a significant portion of the total Association membership and, whose constitution and bylaws have been reviewed and approved by the BoD.
 - 6.1 Chapters: Chapters are Affiliates organized on a geographical basis.

- 6.2 Technical Affiliates: A technical Affiliate may be organized to cover a specified portion of the field of interest of the Association. Any service for Affiliate members, beyond those provided all Association members, requires prior BoD Approval.
7. Publications: The Association shall sponsor such publications as are approved by the BoD. The President, with the advice and consent of the BoD, shall appoint the editor for each publication.
- 7.1 Term of Office: Editors are appointed annually and may be re-appointed by the President. The compensation for an editor may be set by the President with the advice and consent of the BoD.
- 7.2 The editors shall be responsible for implementing the publication program defined by the BoD. In accordance with the guidance of the BoD they shall designate associate editors, special guest editors, and manuscript reviewers.
8. Funds: The Association may raise funds as specified in the Constitution, Article IV.
- 8.1 Annual fees for Association Individual members shall be reviewed each year as part of the budget cycle. Any change in fees will require approval by a two-thirds vote of all voting members of the BoD. The Association membership shall be given at least **30** days notice by a direct mailing of any increase in annual fees and with justification therefore. The first DUES NOTICE letter satisfies the direct mail requirement provided the notice goes out **30** days prior to the increase and the increase is effective the first day of the year.
- 8.1.1 Recipients of the Association's OUTSTANDING CONTRIBUTION AWARD are lifetime honorary members with no annual dues as permitted by Bylaw 2.1.
- 8.2 Association Headquarters shall act as bursar for all Association funds except as specified by the BoD.
- 8.3 For other circumstances, the BoD shall make prudent arrangements to safeguard the Association funds that may be involved.
9. Association Business: The President and other officers shall conduct Association affairs subject to the Constitution Articles I and VII, these Bylaws and the advice and consent of the BoD.
- 9.1 No BoD meetings shall be held for the purpose of transacting business unless each member shall have been sent at least 30-days notice of the time and place of such meeting.
- 9.2 If less than a quorum attend a duly called meeting, tentative actions may be taken which become effective upon subsequent ratification. Minutes of such meetings shall be expeditiously mailed by the Secretary to each BoD member.
- 9.3 All Affiliate Presidents and Committee Chairs shall be invited to BoD Meetings, plus other persons at the discretion of President.
- 9.4 Technical and Standing Committee Chairs are appointed annually and may be re-appointed by the President with the advice and consent of the BoD. They may be ex-officio members with vote at the discretion of the President with advice and consent from the BoD.
- 9.5 Debt obligation (borrowing money) will require two-thirds approval of the elected members of the BoD (ex-officio not required).
10. Technical Committees: A Technical Committee functions in a specific technical area with a scope to be approved by the BoD.
- 10.1 Appointment: The Chair of each Technical Committee shall be appointed by the President with the advice and consent of BoD. The Chair may be an ex-officio member of BoD with vote at the discretion of the President with advice and consent from BoD. Committee Officers and Committee Members shall be appointed by the President on recommendation of the Committee Chair.
 - (a) The terms of office of the Chair and members shall be for one year, or until a successor is appointed and takes office, unless a different term of office is designated.
- 10.2 Functions: Each Technical Committee shall promote activities in its special field of interest and shall provide assistance to:
 - (a) Generate, and promote papers within its scope.
 - (b) Organize and operate independent symposia, seminars, or workshops, or sessions at meetings of other organizations with which the Association is desirous of cooperating.
 - (c) Arrange for publishing pertinent papers.
 - (d) Generate and assist in the development of appropriate standards in its special field of interest for processing through the Standards Committee.
- 10.3 Operations: The operation of each Technical Committee shall be in accordance with BoD rules.
11. Standing Committees: Standing Committees shall be appointed by the Association President, with the advice and consent of the BoD. It will be discretionary with the Association President to appoint any part or all of any Standing Committee, or to appoint its Chair only and request the latter to appoint additional committee members.
 - (a) The terms of office of the Chair and members shall be for one year, or until a successor is appointed and takes office, unless a different term of office is designated by the BoD.
 - (b) Special or ad hoc committees may be created by the BoD. For each such case, the BoD shall specify the number of members the committee shall have and how the members are to be selected, and the terms of the members. Special or ad hoc committees shall be automatically dissolved after one year unless the BoD sets an expiration date.
 - (c) Examples of typical Standing Committees of the Association are committees on:
 - EOS/ESD Symposium
 - Standards
 - Transactions
 - Newsletter
 - Tutorial
 - Local Chapter/Affiliates

Speakers
Publicity
Membership
Awards and Outstanding Contributors
Nominations
Constitution and Bylaws
Finance
Committees Liaisons

- (d) The President of the Association shall, with the advice and consent of the BoD, designate in writing and have made known to all BoD members the responsibilities and membership of all Standing Committees.
12. Liaison representatives to other professional organizations: The President with concurrence of the BoD may appoint persons to such liaison posts as shall be determined and established by the BoD.