

ARCHITECTURAL ENGINEERING INSTITUTE OF THE AMERICAN SOCIETY OF CIVIL ENGINEERS

BYLAWS

ARTICLE 1. GENERAL

1.0 Name. The name of this Institute shall be the Architectural Engineering Institute (hereinafter referred to as the "Institute") of the American Society of Civil Engineers (hereinafter referred to as the "Society").

1.1 Objective. The Objective of the Institute shall be to advance the state-of-the-art and state-of-the-practice of the world-wide building industry by facilitating effective and timely technology transfer; to integrate the technical and professional activities of all individuals engaged in the building industry; to provide a multi-disciplinary forum for building industry professionals to examine technical, educational, scientific and professional issues of common interest; and to promote the objectives of the Society.

ARTICLE 2. MEMBERSHIP

2.0 Membership Qualifications. Membership in the Institute shall be open to any Society member in good standing as well as to other persons and organizations interested in advancing the objective of the Institute.

2.1 Membership Categories. The Membership Categories of the Institute shall be differentiated as Individual Member and Organizational Member.

2.1.1 Individual Member. Individual Member applies to a single person joining the Institute only or Society and shall be open to individuals involved in policies, programs and projects related to the interests of the Institute. There are five (5) Individual Member classifications within the Institute. Individual Members may be Society members or Institute-only Members. Institute Members who are Society members have broader rights than Institute-only members.

2.1.1.1 Student Member. Individuals who are full time students in a university program accredited by the Accreditation Board for Engineering & Technology/Engineering Accreditation Commission ("ABET/EAC") or National Architectural Accrediting Board, Inc. ("NAAB") in architecture, engineering, or other related fields with an interest in the Institute's focus.

2.1.1.2 Affiliate Member. Society and Institute-only members who are associated with the building industry and have an interest in the objectives of the Institute but do not meet the requirements for the grade of Student Member, Associate Member or Member.

2.1.1.3 Associate Member. Society and Institute-only members who are interested in advancing the objective of the Institute and meet one (1) or more of the following criteria:

2.1.1.3.1 Graduate of an ABET/EAC-accredited, ABET Engineering Technology Accreditation Commission-accredited (“ABET/TAC”), NAAB or Substantially Equivalent Civil or Related Engineering Program.

2.1.1.3.2 Graduate of a non-ABET/EAC, non-ABET/TAC, or non-NAAB Program acceptable to the Institute in engineering or NAAB architecture program and provide three (3) letters of reference from Institute members who are at the grade of Member or Institute Fellow.

2.1.1.3.3 Be a U.S. licensed engineer or architect but does not meet the requirements for Member grade.

2.1.1.4 Member. Society and Institute-only members who are interested in advancing the objective of the Institute and meet one (1) or more of the following criteria:

2.1.1.4.1 Graduate of an ABET/EAC accredited engineering or NAAB architecture program who are licensed engineers or architects.

2.1.1.4.2 Graduate of an ABET/EAC accredited engineering or NAAB architecture program with a minimum of five (5) years of experience and three (3) letters of reference from Institute members who are at the grade of Member or Institute Fellow.

2.1.1.4.3 Graduate of a non-ABET/EAC accredited engineering or non-NAAB accredited architecture program, ABET/TAC accredited engineering technology or related engineering or science program with a minimum of eight (8) years of experience and three (3) letters of reference from Institute members who are at the grade of Member or Institute Fellow.

2.1.1.4.4 Non-graduates with a Professional Engineering license or Registered Architecture license and ten (10) years of experience subsequent to licensure and three (3) letters of reference required from Institute members who are at the grade of Institute Member or Institute Fellow.

2.1.1.5 Institute Fellow. The Institute may award an Individual Member the grade of Institute Fellow based on the member's accomplishments, achievements or scholarship, as recognized by the Institute Board. There is no direct admission to the grade of Institute Fellow.

2.1.2 Organizational Member. Organizational Member shall apply to associations, government agencies, or corporations engaged in the interests of the Institute. Organizational Member does not imply all members of the organization are members of the Institute. There are two (2) categories of Organizational Member:

2.1.2.1 Supporting Organizational Member. Supporting Organizational Member allows an Organization to nominate five (5) of its employees to become Individual Members of the Institute at the appropriate Individual Member grade. Additional Supporting Organizational Member benefits are defined in the Institute Operations Manual.

2.1.2.2 Sustaining Organizational Member. Sustaining Organizational Member allows an Organization to nominate ten (10) of its employees to become Individual Members of the Institute at the appropriate Individual Member grade. Additional Sustaining Organizational Member benefits are defined in the Institute Operations Manual.

2.1.3 Member Participation.

2.1.3.1 Individual Members. Individual Members in good standing, with the exception of Student Members, may be appointed to and participate on Institute committees, vote on Institute procedural issues and elections put forth to the Institute membership, serve as an Institute committee chair, and serve on Society committees. Institute-only Members in good standing may serve on a Society committee only when an eligible Individual Society Member is not identified to serve.

2.1.3.2 Organizational Members. Individual Members designated by the Organizational Member in good standing are entitled to the same rights and privileges as Individual Members in good standing.

2.1.4 Non-Member Participation. Non-members of the Institute may participate on Institute Committees and Task Committees but may not serve as a Committee or Task Committee chair. Non-members of the Institute may not vote on Institute procedural issues or in elections but may participate as a voting member of the Institute's Standards Committees.

ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

3.0 Code of Ethics. All members of the Institute and non-member participants shall be familiar with the Society's Code of Ethics and bound by its provisions.

3.1 Separations from Institute Membership. Institute membership shall be terminated by (a) death of the member, (b) nonpayment of dues, (c) resignation, or (d) expulsion.

3.1.1 Nonpayment of Dues. Institute membership shall terminate in the event the Institute member's dues become twelve (12) months in arrears.

3.1.2 Resignations. Any member of the Institute may tender resignation of Institute membership. Separation from Institute membership shall be effective upon receipt of notification or upon acceptance by the Institute Board for resignations received while under investigation for Code of Ethics violations.

3.1.3 Expulsion. Any member of the Institute may be expelled for conduct in violation of the Institute Bylaws or the Society's Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure or Code of Ethics, as applicable, or for conduct which, in the opinion of the Institute Board, is improper and prejudicial to the best interest of the Society or the Institute. A decision to expel an Institute member shall be preceded by a hearing at a meeting of the Institute Board. Cases under the purview of the Society's Committee on Professional Conduct are conducted under Society policy.

3.1.3.1 Separation Procedures. Separation from membership in the Institute and disciplinary proceedings shall generally follow the procedures outlined in the Society's Bylaws. For cases not under the purview of the Society's Committee on Professional Conduct, the Institute Board acts on behalf of the Institute. Decisions of the Institute Board shall not be open to appeal except in cases involving a recommendation to expel a Society member, in which cases appeal may be made to the Society Board of Direction, whose decision is final.

Cases involving Society members accused of violating the Society's Code of Ethics shall be referred to the Society Committee on Professional Conduct for determination on behalf of the Institute as provided in the Society's Bylaws.

ARTICLE 4. FEES AND DUES

4.0 **Dues Year.** The Institute's dues year is from January 1 through December 31.

4.1 **Right to Levy Fees and Dues.** The Institute Board shall establish member dues.

4.2 **Obligation to Pay.** Every Institute member shall be obligated to pay the fees and dues established by the Institute Board in advance of January 1. An individual or organization joining the Institute after the last day of June in any calendar year shall pay one-half (1/2) of the Annual Dues for that calendar year. An individual who is advanced from any grade to a higher grade in the Institute shall pay the Annual Dues of the higher grade, effective the next Institute membership year.

4.2.1 **Good Standing.** An Institute member whose obligation to pay is current shall be an Institute member in good standing.

4.3 **Statements.** Not later than December 1 each year, the Institute shall distribute to each non-Society member, at the latest address known to the Institute, a statement of current indebtedness, if any, of the Institute member and the amount of dues for the ensuing calendar year. Society members belonging to the Institute shall receive a statement of current indebtedness from the Society.

4.4 **Abatement of Dues.** The Institute Board, for cause deemed by it to be sufficient, may excuse any Institute member from the payment of Annual Dues, temporarily or permanently; may excuse the whole or any part of the dues which may be in arrears; and may remove any name from the list of those permanently excused from the payment of dues.

4.5 **Refunds.** There shall be no refund of dues remitted.

4.6 **Delinquency.** Any Institute member who is not in good standing may forfeit rights and privileges of membership as determined by the Institute Board.

ARTICLE 5. MANAGEMENT

5.0 **Board of Governors.** The affairs, activities, and concerns of the Institute shall be under the direction of a Board of Governors (hereinafter the "Board"). The Board shall manage the affairs for the Institute. The Board has fiduciary, legal and strategic responsibilities, focuses on continuous strategic planning, determines desired outcomes, develops and approves policy imperatives to guide operations, and ensures that the Institute uses these policies to work toward meeting its objective.

5.1 **Composition.** The Board shall be comprised of nine (9) Governors to include the President, President-elect and Past President. Eight (8) Governors shall be elected by the Institute members. One (1) Governor shall be appointed by the Society's Board of Direction.

5.2 Institute Director. The Institute Director shall be a non-voting attendee of the Board. The Institute Director shall be employed by the Society, and is subject to Society employment rules. The Institute Director will be reviewed annually by the Society's Executive Director, or his or her designee, after input from the Past President of the Board. The Institute Director is appointed, and can be removed, with or without cause, by the Executive Director of the Society after consultation with the Board of the Institute.

The Institute Director shall retain independent contractors and other suppliers and agents, subject to direction by the Board. The Institute Director shall comply with policies and procedures of the Society, which shall be applicable to and binding on the Institute.

5.3 Financial Management.

5.3.1 Fiscal Year. The fiscal year of the Institute shall be from October 1 through September 30.

5.3.2 Annual Budget. The Institute annual budget shall be approved by the Board and be in accordance with guidelines established by the Society's Board of Direction. The Society's Board of Direction shall review and approve the budget prior to the start of each fiscal year.

5.3.2.1 Unbudgeted Expenses. The Board shall be notified of any changes to the budget, any expenditure in excess of budgeted amounts, or expenditures for unbudgeted items.

5.4 Assets. All assets held by or for the Institute are vested in the Society and shall be handled according to its fiscal policies.

5.5 Fiscal Responsibility. The Board, with due responsibility to the Society's Board of Direction, shall oversee the funds and assets of the Institute and shall direct the Institute Director in their management. Neither the Institute nor any individual Governor, Officer, member, or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way financially bind the Society.

5.6 Revenues. The Institute may raise revenue by means other than fees and dues, provided such means are consistent with the Society policy and maintain the Society's tax exempt status. Any proposed solicitations, and the proposed acceptance of any grant or donation which contains any restriction, shall first be submitted to and approved by the Society Executive Director, as permissible. The Society Executive Director shall investigate and notify the Institute of his or her determination, including any restrictions or modifications on which approval is conditioned.

5.7 Institute Reserves. The Society shall create a general reserve fund when Institute revenues exceed Institute expenditures. The Institute shall control this reserve fund and shall use funds from this reserve for programs and activities of the Institute.

5.8 Records. The books and accounts of the Institute shall be kept by the Institute Director.

5.9 Reporting. Within sixty (60) days from the close of each fiscal year, the Institute Director shall provide to the Board a full and correct statement of the affairs of the Institute, including but not limited to, a balance sheet and fiscal statement of operations for the preceding year.

5.10 Audit. The Institute Director shall procure annually an external audit of the books and records of the Institute. Such audit may be performed in conjunction with the Society annual audit. The books and records shall be made available to the Society Treasurer or his or her representative upon reasonable notice.

ARTICLE 6. OFFICERS AND GOVERNORS

6.0 Officers. The elected Officers of the Institute shall be the President, President-elect, and Past President. The appointed Officers are a Secretary and a Treasurer. The Officers of the Institute shall perform all duties required by law and the Institute's governing documents, and those duties incident to the office or as may be assigned.

6.0.1 President.

6.0.1.1 Qualifications. The President shall be a sitting elected Governor at the grade of Member or Fellow for at least one (1) year, and shall hold Professional Licensure in Engineering or Architecture.

6.0.1.2 Term. The President shall serve a one (1) year term and assume the office immediately following the conclusion of a term as President-elect.

6.0.1.3 Vacancy. Vacancies in the office of President shall be filled for the unexpired portion of the term by a qualified member of the Board, as determined by the Board, at the time of the vacancy.

6.0.1.4 Compensation. The President does not receive compensation for services but may be reimbursed for expenses in accordance with the Society's reimbursement policy.

6.0.1.5 Duties. The President shall preside at meetings of the Board and of the members of the Institute. The President may call special meetings of the Board or of the members. The President shall be empowered to nominate, subject to approval of the Board, chairpersons

and members for those committees and task committees deemed necessary for the effective functioning of the Institute. The President, or appointed designee, shall attend regular and special meetings of the Society Board of Direction and report at such meetings, if requested to do so. The President shall make available to the membership an annual report for the preceding fiscal year within ninety (90) days of the conclusion of the subject fiscal year.

6.0.2 President-elect.

6.0.2.1 Qualifications. The President-elect shall be a sitting elected Governor at the grade of Member or Fellow for at least one (1) year, and shall hold Professional Licensure in Engineering or Architecture.

6.0.2.2 Term. The President-elect shall serve a one (1) year term and assume the office at the start of the fiscal year.

6.0.2.3 Vacancy. Vacancies in the office of President-elect shall be filled by a qualified member of the Board, as determined by the Board at the time of the vacancy.

6.0.2.4 Compensation. The President-elect does not receive compensation for services but may be reimbursed for expenses in accordance with the Society's reimbursement policy.

6.0.2.5 Duties. The President-elect shall act in place of the President when the President is not available. The President-elect shall also serve as the vice-chair and attend all meetings of the Board.

6.0.3 Past President.

6.0.3.1 Qualifications. The Past President shall have served a term as President.

6.0.3.2 Term. The Past President shall serve a one (1) year term immediately following the conclusion of a term as President.

6.0.3.3 Vacancy. Vacancies in the office of Past President shall be filled by the most recent Past President who is available and willing to serve.

6.0.3.4 Compensation. The Past President does not receive compensation for services but may be reimbursed for expenses in accordance with the Society's reimbursement policy.

6.0.3.5 Duties. The Past President shall attend all meetings of the Board and of the members and perform such other duties as may be assigned from time to time by the Institute President. The Past President shall serve as chair of the Nominations and Elections Committee.

6.0.4 Secretary.

6.0.4.1 Qualifications. The Institute Director shall serve as Secretary.

6.0.4.2 Term. The term of the Secretary coincides with the term of employment of the Institute Director.

6.0.4.3 Vacancy. Vacancies in the office of Secretary shall be filled by action of the Board, upon recommendation of the Society's Executive Director.

6.0.4.4 Compensation. The Secretary shall be compensated by the Society for duties performed as the Institute Director.

6.0.4.5 Duties. The Secretary shall attend all meetings of the Board and serve as Secretary at all meetings of the Institute, except for Executive Sessions for which the Secretary may or may not be invited by the Board to attend. The Secretary shall be responsible for all correspondence of the Board and shall give notice of, and keep minutes of all meetings of the Board.

6.0.5 Treasurer.

6.0.5.1 Qualifications. The Institute Director shall serve as Treasurer.

6.0.5.2 Term. The term of the Treasurer coincides with the term of employment of the Institute Director.

6.0.5.3 Vacancy. Vacancies in the office of Treasurer shall be filled by action of the Board, upon recommendation of the Society's Executive Director.

6.0.5.4 Compensation. The Treasurer shall be compensated by the Society for duties performed as the Institute Director.

6.0.5.5 Duties. The Treasurer shall monitor the general funds of the Institute, shall oversee all transactions of the Institute and shall provide an annual financial report to the Board. The Treasurer shall attend all meetings of the Board.

6.1 Institute Governors. Institute Governors shall perform all duties required by the Institute's governing documents, and those duties incident to the office or as may be assigned.

6.1.1 Elected Institute Governors.

6.1.1.1 Qualifications. An Elected Institute Governor shall be a voting Institute member at the grade of Member or Fellow in good standing at the time of election. An Elected Institute Governor shall hold Professional Licensure in Engineering or Architecture.

6.1.1.2 Term. The term of office of each Elected Institute Governor shall be three (3) years and commence at the start of the fiscal year. An Elected Institute Governor may not serve more than two (2) terms. After completing their term, an Elected Institute Governor shall not be eligible to serve as an Appointed Institute Governor.

6.1.1.3 Vacancy. When a vacancy occurs in an Elected Institute Governor position, other than by expiration of an Elected Institute Governor's term, the vacancy shall be filled without undue delay for the remainder of the term as a direct appointment by the remaining Board.

6.1.1.4 Compensation. Elected Institute Governors shall not receive any salary or other compensation for their service as an Institute Governor but shall be entitled to reimbursement of reasonable expenses in accordance with the Society's reimbursement policy.

6.1.1.5 Duties. An Elected Institute Governor represents the Institute's best interests as a member of the Board. As a member of the Board, an Elected Institute Governor helps monitor and steer the Institute toward its goals. An Elected Institute Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

6.1.2 Society Appointed Institute Governor.

6.1.2.1 Qualifications. The Society Appointed Institute Governor shall be a Society and Institute voting member in good standing at the grade of Member or Fellow at the time of appointment. The Society Appointed Institute Governor shall be appointed by the Board of Direction upon recommendation of its President or President-elect.

6.1.2.2 Term. The term of office of the Society Appointed Institute Governor shall be three (3) years. Society Appointed Institute Governors, if qualified, may become Elected Governors upon completion of their term of appointment.

6.1.2.3 Vacancy. When a vacancy occurs in the Society Appointed Institute Governor position, other than by expiration of a Society Appointed Institute Governor's term, the vacancy shall be filled without undue delay for the remainder of the term by the Board of Direction, upon recommendation of the President or President-elect.

6.1.2.4 Compensation. The Society Appointed Institute Governor shall not receive any salary or other compensation for their service as an Institute Governor but shall be entitled to reimbursement of reasonable expenses in accordance with the Society's reimbursement policy.

6.1.2.5 Duties. The Society Appointed Institute Governor represents the Institute's best interests as a member of the Board and serves as a liaison to the Society's Board of Direction. As a member of the Board, the Society Appointed Institute Governor helps monitor and steer the Institute toward its goals. The Society Appointed Institute Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

6.2 Removal from Office. The incapacitation of any Institute Officer or Institute Governor, neglect in the performance of the duties of the office, or failure to remain an Institute member in good standing, may be grounds for removal from the Board. An Institute Officer or Institute Governor may be removed from office by a two-thirds (2/3) majority vote of the Board and concurrence of the Society's Board of Direction.

6.2.1 Absences from Meetings of the Board of Governors. In the event of absence of an elected or appointed Governor from two (2) consecutive meetings of the Board, the Governor shall be automatically removed from the Board at the conclusion of such second meeting, unless retained by the majority vote of the Board before the conclusion of such second meeting.

ARTICLE 7. NOMINATIONS AND ELECTIONS

7.0 Address of Record. The mailing address designated by the Institute member, except an APO or other temporary address, shall be considered as the Address of Record unless the Institute member instructs otherwise. An email address can be used as the Address of Record for the purpose of conducting elections or voting required by the membership.

7.1 Candidate. A Candidate is a qualified Institute Member who is pursuing or considering the pursuit of an elected office within the Institute.

7.2 Nominee. A Nominee is a Candidate who has received the official nomination of the Nominations and Elections Committee.

7.3 Composition of Nominations and Elections Committee. The Nominations and Elections Committee shall be comprised of the Institute Past President, the immediate Institute Past President who shall serve as chair, and up to three (3) Institute members who have been in good standing for at least one (1) year and shall be recommended by the President. No Candidate for office shall be a member of the Nominations and Elections Committee. The Institute Nominations and Elections Committee shall be appointed by the Board not later than January 1.

7.3.1 Nominations and Elections Committee Charge. The Nominations and Elections Committee shall receive the declaration of intent from Candidates seeking to pursue elected office, and solicit nominations from the Institute membership and Institute committees. The Nominations and Elections Committee shall review the Candidates and submit to the Board a list of Nominees to be considered as Official Nominees for the open elected positions, including, when applicable, Technical Region Director. The Nominations and Elections Committee shall consider geographic distribution and representation of the full technical scope and professional function of the Institute when evaluating the Candidate pool.

7.4 Notification of Vacancies. The Secretary shall publish not later than February 15, in an official institute publication, a statement of openings in the Institute's elected offices for the upcoming year. When applicable, the statement will include an announcement regarding a vacancy on the Society's Board of Direction for a Technical Region Director.

7.5 Nomination Process.

7.5.1 Declaration. Candidates shall declare their intent to pursue office by submitting to the Chair of the Nominations and Elections Committee, not later than April 1, a Letter of Intent to Serve and a brief resume.

7.5.2 Slate of Nominees. All Candidates who properly declare their intent to seek office shall be reviewed by the Nominations and Elections Committee. The Nominations and Elections Committee shall select up to two (2) Nominees for the open elected Governor position(s), the President-elect and, when applicable, Technical Region Director for consideration by the Board. The Slate of Nominees shall be submitted to the Board not later than May 1.

7.5.3 Procedure. The Board shall review the Slate of Nominees not later than June 1 and select up to two (2) Official Nominees for each open elected governor position. If only one (1) Nominee for each open elected Governor position is forwarded to the Board from the Nominations and Elections Committee then that Nominee shall be declared the Official Nominee and an election is not required. Official Nominees shall be fully informed by the Secretary of the qualifications, duties and requirements of the office for which they are nominated. The

Secretary shall notify all Institute members of the Official Nominees for each office not later than July 15.

7.5.3.1 President-elect. The Board shall review the Nominees presented by the Nominations and Elections Committee for the office of President-elect. The Board shall elect, by a majority vote of those present and voting, one (1) of the recommended Nominees to serve as President-elect.

7.5.3.2 Technical Region Director. The Nominations and Elections Committee shall, when called upon to do so, select by a majority vote of those present and voting up to one (1) Candidate for Technical Region Director on the Society's Board of Direction. With approval from the Board the Candidate shall be submitted to the Technical Region Nominating Committee by the date specified in the Society's governing documents for consideration as an Official Nominee.

7.6 Distribution of Ballot. For all voting members of the Institute in good standing as of June 1, the current year's election ballot, if required, and instructions for voting shall be sent to the Address of Record not later than July 31.

7.7 Tallying of the Ballots.

7.7.1 Deadline for Receipt of Ballots. The polls for the election shall close at the end of business on August 31 and the ballots shall be counted on September 2, except that if either date falls on a Saturday, Sunday or holiday, the Secretary shall change either or both dates so the close of balloting and the counting of ballots shall fall on business days, and provided further that election ballots shall be counted not later than September 15.

7.7.2 Count by Tellers Committee. The ballots shall be verified under the supervision of no fewer than three (3) tellers who shall be appointed by the President. The Tellers shall be voting members in good standing of the Institute and shall not be a candidate for office. These Tellers comprise the Tellers Committee. No count or listing of votes cast in the election shall be permitted until after the polls have closed and then only by the Tellers Committee. The person who receives the largest number of valid votes for an office shall be declared elected. In the event of a tie between two (2) or more persons for the same office, selection shall be made by the Board from the persons so tied.

7.7.3 Notification of Nominees. Immediately following the counting of the ballots, the Secretary or their designee shall notify all Nominees of the election results.

7.8 Announcement of Election Results. Following notification of the Nominees, the Secretary shall announce to the Board the names of the individuals elected. A

general announcement shall be published in an Official Institute Publication no later than September 30.

ARTICLE 8. MEETINGS

8.0 Business Meetings.

8.0.1 Annual Membership Meeting. The Institute shall convene at least one (1) business meeting annually, termed the Annual Membership Meeting. The time and place of the Annual Membership Meeting shall be held in conjunction with the Spring meeting.

8.0.1.1 Quorum. A quorum for the Annual Membership Meeting shall be twenty (20) voting members.

8.0.2 Special Business Meetings. The Institute may call Special Business Meetings.

8.0.2.1 Requirements. The Board shall call a Special Business Meeting of the Institute upon written request of not less than twenty (20) voting members. Notice of a Special Business Meeting shall be published in an official Institute publication at least thirty (30) days prior to the date of the Special Business Meeting, or by special notice mailed to the member of the Institute not less than twenty (20) days prior to the date of the Special Business Meeting. Notice of a Special Business Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Business Meeting.

8.0.2.2 Quorum. A quorum for a Special Business Meeting shall be twenty (20) voting members.

8.0.3 Board of Governors Meetings.

8.0.3.1 Requirements. No fewer than two (2) face-to-face meetings of the Board shall be held each year at a place and time to be determined by the President.

8.0.3.2 Quorum. A majority of the members of the Board shall constitute a quorum at any meeting of the Board except for consideration of disciplinary action against a member. Seventy-five percent (75%) of the members of the Board shall constitute a quorum for the consideration of disciplinary action against a member.

8.0.3.3 Board of Governors Executive Sessions. Meetings of the Board may go into Executive Session upon the call of the meeting chair,

or upon the motion of any member of the body and affirmative vote of the body. All members of the body attend Executive Session as well as any individuals invited by the body. Minutes reflecting actions taken in Executive Session will be kept.

8.0.4 Special Board of Governors Meetings. Special Meetings of the Board may be called by the President at any time or by the President or Secretary upon the written request of any three (3) Board members. . At least ten (10) days advance notice of any such Special Meeting shall be given by the Secretary to members of the Board. Notice of a Special Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such special meeting.

8.0.4.1 Quorum. A majority of the members of the Board of Governors shall constitute a quorum at any Special Meeting of the Board of Governors except for consideration of disciplinary action against a member.

8.1 Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with the laws of the State in which the Institute is incorporated or with the Institute's Bylaws.

8.2 Meeting Participation by Alternative Means. Any member of the Board or any Board committee may participate in a meeting of the Board or any Board committee 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.

8.3 Action without a Meeting. Any corporate action required or permitted to be taken by the Board or any Board committee may be taken without a meeting if all members of the Board or Board committee consent in writing to such action.

ARTICLE 9. COMMITTEES, ACADEMIES, AFFILIATED AND OTHER ORGANIZATIONAL ENTITIES

9.0 Objectives and Purposes of Organizational Entities. The objectives and purposes of the Institute's committees, academies, technical divisions, affiliated and other Organizational Entities shall be consistent with those of the Institute.

9.1 Organizational Entities. The Board may define, establish and discharge organizational entities such as standing councils and committees, student chapters, local chapters, and task committees as necessary or desirable to conduct the affairs of the Institute.

9.2 Committees. The Board has the authority and responsibility to create and disband committees, establish duties, conditions, and terms of service, and approve

committee appointments, including designation of the chair and other committee officers. Committees may create constituent committees, subcommittees, divisions, task groups or similar entities as required to accomplish their charge. Committees may be directed to establish written operating policies and procedures, which shall require approval of the Board for adoption and amendment.

9.3 Tangible and Intangible Property. Committee chairs shall return a committee's tangible property and records, and all records relating to any intangible property and work product of the committee to the Institute when discharged, or when requested by the Board. Such materials and any intangible property including work products of the committee belong to the Institute. All committees (including any subcommittees), and all special delegates and representatives unless otherwise directed by the Board, shall be governed by this provision.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 Organization. The Institute is organized within the Society. All policies and activities of the Institute shall be consistent with and subject to:

10.0.1 The Society's Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure and Code of Ethics;

10.0.2 Applicable federal, state, and local antitrust, trade regulation, and other laws regulations and legal requirements;

10.0.3 All requirements to maintain the status of the Society as a not-for-profit organization exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the Code), qualifying at all times as an organization to which tax deductible contributions may be made pursuant to applicable sections of the Code;

10.0.4 All requirements imposed by relevant jurisdiction for maintenance by the Society of any license, permit, or authority it may hold to conduct activities and do business as a foreign not-for-profit corporation within that jurisdiction; and

10.0.5 Such other policies and procedures as are authorized under these documents.

10.1 Policy Statements. The Institute may issue its own statements of policy but must identify them as such. Any amplification, interpretation, or application of Society policies other than by the Society Board of Direction must be clearly identified as the views of the component so engaged and not of the Society. The Institute shall not take any action that may be deemed to express an attitude or action of the Society.

10.2 Resolutions. Resolutions or recommendations may be addressed to the Society Board of Direction for consideration or approval and promulgation.

10.3 Relationships with Other Organizations. The Institute may form relationships with other groups and may serve as the United States of America member Society to various international organizations, as approved by the Institute. These relationships shall not be in conflict with Society policies.

10.4 Conferences and Conventions. The Institute may conduct conferences and conventions by itself or acting in conjunction with other units of the Society or other affiliated organizations subject to the terms and conditions described in agreements then in place between the Society and the Institute.

10.5 Publications. Publications of the Institute shall be consistent with written agreements that exist between the Society and the Institute. The Institute may develop journals, magazines, manuals of practice, miscellaneous publications and standards by itself or in conjunction with the Society or other organizations. The Society shall have the right of first refusal to act as the publisher for such publications.

All members of the Institute shall be entitled to receive Institute publications at member rates and other Society distributed publications at the rates determined by the Society.

10.6 Indemnification. The Society shall indemnify the Institute's officers, Institute Director, members, employees, and agents, in their respective capacities as such, by providing each the same rights of indemnification as are given by the Society to Society officers, members, employees, and agents.

10.7 Dissolution. At any duly constituted meeting, the Board, by a two-thirds (2/3) majority of those present and voting, may recommend dissolution of the Institute by the Society Board of Direction, provided that a written notice of this proposed action shall have been given at a previous meeting of Board, and provided further that the proposed dissolution shall have been published, together with an announcement soliciting membership comments, in an Institute, Society, or third party publication that normally reaches the entire membership by other means.

ARTICLE 11. AMENDMENTS

11.0 Amendment. The Institute Bylaws may be amended at a duly constituted meeting of the Board by a two-thirds (2/3) majority of those present and voting, provided that a written notice of such proposed amendment shall have been given at the previous meeting of the Board.

No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.