

IES BYLAWS

Approved April 2024

ARTICLE 1 – DEFINITIONS

The following are defined terms for purposes of the Bylaws, which may be used in singular and plural forms:

Ad Hoc Committees – committee formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective.

Board – refers to the Board of Directors of the Society, also referred to as Directors.

Directors – refers to the members of the Board of Directors of the Society, also referred to as Board. Includes Officers Elected by the Members, At-Large Directors, and Regional Directors.

Districts – has the meaning as set forth in Section 4.02.

In Good Standing – refers to individuals that are current on membership dues and other Society charges, and are compliant with the rules as described in these Bylaws.

Inspectors of Elections – the individuals responsible for opening mailed ballots for the Annual Membership Meeting, shall be the Executive Director and an additional Inspector as appointed by the Board, and will have the responsibilities as prescribed in Section 7.03.

LC – is the designation administered by the National Council on Qualifications for the Lighting Professions (NCQLP).

Member(s) – refers to the entire membership (all classes and types) of the Society. When referring to membership as a whole “member” will appear in all lowercase.

Membership Classification – refers to the different types and statuses of membership an individual or company might have.

Policies of the IES – refers to the document detailing the operations and Board approved policies and procedures of the Society. They provide a set of guiding principles to help with decision making and governance.

Quorum - the minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid.

Regional Membership Council – minimally comprised of Regional Directors, and the Chair and Vice Chair of each District as set forth in Article 4.01.D.iii.e, with a purpose of collaboration on non-technical issues and improvements for section and district efficiency.

Regions – has the meaning as set forth in Section 4.03.

Sections – has the meaning as set forth in Section 4.01.

Society – refers to the Illuminating Engineering Society.

Standing Committees – permanent committees that meet regularly

ARTICLE 2 – ABOUT THE SOCIETY

- 2.01 Name – The name of the organization is the Illuminating Engineering Society, and is abbreviated as IES.
- 2.02 Location – The Society is incorporated in the State of New York. The principal office is located in New York and shall be located at such a place as the Board may determine.
- 2.03 Fiscal Year – The fiscal year of the Society shall be January 1 to December 31 of each year unless otherwise determined by the Board.
- 2.04 Tax Status – The Society is incorporated as a 501(c)(3) organization.
- 2.05 Annual Audit – An independent audit of the financial statements of the Society shall be conducted every year, unless otherwise determined by the two-thirds vote of the Board.
- 2.06 Mission – The mission of the Society shall be set forth in the Certificate of Incorporation, as may be amended from time to time.

ARTICLE 3 – MEMBERSHIP

- 3.01 Qualifications – To be eligible for membership in the Society, a person shall subscribe to its mission and qualify under one of its Membership Classifications. The specific qualifications for each Membership Classification shall be set forth in these Bylaws and/or adopted or amended by the Board from time to time.
- 3.02 Membership Classifications – The Society shall have Associate Members, Emerging Professional Members, Emeritus Members, Fellows, Honorary Fellows, Members, Honorary Members, Retired Members, Student Members, and Sustaining Members. Each classification has a set of guidelines set forth below.
 - (A) Associate
 - i. Applicants for admission or transfer to Associate shall be interested in the mission of the Society and shall be at least eighteen (18) years of age.
 - ii. Associates shall be entitled to all current privileges but shall not serve on the Board or as a Committee Chair.
 - (B) Emerging Professional
 - i. Applicants for admission to Emerging Professional shall have fewer than five (5) years of experience in the lighting industry, be interested in the mission of the Society, and be at least eighteen (18) years old.

- ii. Emerging Professionals shall be entitled to all current privileges but shall not serve on the Board or as a Committee Chair.

(C) Emeritus

- i. Emeritus Members and Emeritus Fellows shall not be less than sixty (60) years of age and shall have paid dues to the Society continuously for thirty (30) years, including a total of fifteen (15) as a Member or Fellow.
- ii. In exceptional instances, the Board may, at its discretion, waive such numbers of years when a Member or Fellow, having retired from regular occupation in business or profession, has performed such distinguished or meritorious service for the Society as to be approved by a two-thirds (2/3) vote of the Board.
- iii. Emeritus Members and Emeritus Fellows shall be exempt from payment of dues and retain the same respective privileges as a Member.

(D) Fellow

- i. An individual member of the Society who shall have been in good standing as a Member for not less than five (5) years may be nominated for transfer to Fellow.
- ii. Candidates for such transfer shall have made a valuable contribution to the technical activities of the Society and to the art or science of illumination or to the scientific and technical fields related hereto. Such contributions may be in, but are not limited to:
 - (a) illuminating engineering or science;
 - (b) lighting design and application;
 - (c) education; and
 - (d) product design.
- iii. The Board of Fellows shall develop forms for the nomination of candidates and may stipulate the evidence of accomplishments. Those qualifying may be elected by the Board of Fellows and must be approved by a two-thirds (2/3) vote of the Board.
- iv. Fellows shall be entitled to all current privileges of the Society.
- v. The Board of Fellows shall be selected solely from those that are Fellows.

(E) Honorary Fellow

- i. Honorary Fellows are chosen from among individuals prominently acknowledged in some branch of art or science related to illuminating engineering, shall be proposed in writing by at least ten (10) members and shall be approved by a two-thirds (2/3) vote of the Board.
- ii. Honorary Fellows shall be exempt from the payment of dues but shall not vote nor hold elective office.

(F) Member

- i. Applicants for admission or transfer to Member may qualify under one of the following provisions. A Member shall:
 - (a) be a graduate from a four-year, or longer, accredited college curriculum related to the science or art of illumination and shall have been for at least five (5) years actively engaged in a professional or other similar capacity in the practice or teaching of illumination, or in other directly

- related fields or activities;
 - (b) be a graduate from a four-year, or longer, accredited college curriculum related to the science or art of illumination and shall have made some valuable contribution to the science or art of illuminating engineering or to its literature;
 - (c) have been for at least ten (10) years actively engaged in the practice or teaching of illumination, or in other directly related fields or activities, five (5) years of which shall have been in a professional or other similar capacity; or
 - (d) have made some exceptionally valuable contribution to the science or art of illuminating engineering or to its literature.
 - ii. An applicant holding the LC shall be required to present only four (4) years of activity under Section 3.02.(E).i.(a) and shall be required to present only eight (8) years of activity under Section 3.02.(E).i.(c).
 - iii. A Member shall be entitled to all current privileges of the Society.
- (G) Honorary Member
 - i. Reserved for individuals that are recipients of the Society's highest awards, Marks Award and Medal Award. In addition to these award recipients, the Board may approve other individuals as Honorary Members at its discretion. These may be individuals whom the Society wishes to include in its membership because of their contribution to the lighting community or the Society, and shall be approved by a two-thirds (2/3) vote of the Board.
 - ii. Honorary Members shall be exempt from the payment of dues.
 - iii. An Honorary Member shall be entitled to all current privileges of the Society.
- (H) Retired
 - i. Shall be or have been an individual member who has retired from regular occupation in a business or profession. A Retired Member shall have at least twenty (20) years of membership in the Society, and the number of years of such membership plus the member's age shall total seventy-five (75).
 - ii. Entitled to serve only in a Section's elective office, but is entitled to appointment to Committee(s) within the Society and to all other current privileges of the Society.
- (I) Student
 - i. Shall be registered in a college or university for study toward a degree in an engineering, science, fine arts, architecture, interior design or other field, or, enrolled in an accredited two-year technical school, whose curriculum is related to illumination.
 - ii. May have the privilege of participating in meetings, but shall not have right to vote or to hold elective office except in a Student Chapter.
- (J) Sustaining
 - i. May be a company, firm, association, or individual interested in the Purpose of the Society and desirous of contributing to its support. A Sustaining Member shall name an individual as its point of contact to the Society.

- ii. Sustaining Members shall be entitled to benefits and privileges as determined from time to time.
- 3.03 Transfer of Classification – Shall be done in accordance with procedures adopted by a vote of the Board.
- 3.04 Resignation, Suspension, Termination, and Reinstatement
 - (A) The membership of a member shall terminate upon the
 - i. member’s death;
 - ii. delivery by the member to the Executive Director of a written letter of resignation; or
 - iii. failure of the member to timely pay membership dues, in accordance with our membership renewal process.
 - (B) The membership of a member may be suspended or terminated by a vote of two-thirds of the Boards.
 - (C) The membership of a member may be reinstated in accordance with the terms of the membership renewal process.

ARTICLE 4 – REGIONS, SECTIONS, AND STUDENT CHAPTERS

4.01 Regions

- (A) Purpose is to support the work of the Sections, to provide opportunities for interaction among members of the Society at a scale smaller than Society-wide activities, to allow increased participation in the governance of the Society, and to facilitate communication between the Society, its officers and staff, and the Sections and their members.
- (B) There shall be no less than four (4) territorial divisions of the Society with boundaries and constituent Sections as determined, from time to time, by the Board of Directors.
- (C) Established based on geographical areas.
- (D) Regional Directors
 - i. Serve on the Board as described in Section 6.01 and 6.06.
 - ii. Are elected as set forth in Section 7.02.
 - iii. Responsibilities include, but are not limited to:
 - (a) work with the leadership of each District within the Region to stimulate Society activities within the Region,
 - (b) promote the successful operation of the Sections and Student Chapters within the Region,
 - (c) communicate to the Sections and to Society members matters of Society importance,
 - (d) communicate to the Society and its officers and staff matters of concern to the Sections and members; and
 - (e) at least once each year, convene a meeting of the Regional Membership Council, minimally comprised of Regional Directors, and the Chair and Vice Chair of each District.

4.02 Districts

- (A) Each Region is to be comprised of a minimum of one (1) District which are themselves comprised of all constituent Sections within the boundaries of each District.
- (B) Districts are supported by a Chair, a Vice Chair, and Committee Chairs, elected by the Section leadership within the District.
- (C) At least once each year District Chairs and Vice Chairs shall meet with Section Presidents and Secretaries or designees selected from the Section Boards of Managers.

4.03 Sections

- (A) Purpose is to further and carry out the purpose and policies of the Society in accordance with the duties, functions, and operations as outlined in the official Section Guide.
- (B) Establishment or change in status of a Section in any Region may be authorized by a vote of the Board.
- (C) Dissolution of a Section in any Region may be authorized by a two-thirds (2/3) Board of Directors' vote.
- (D) The removal or replacement of any officer or manager of a Section in any Region may be authorized by a vote of the Board based on the individual's activities or behaviors in accordance with the Section Guide.
- (E) Sections may be established outside of a Region as authorized by a vote of the Board.

4.04 Student Chapters

- (A) Purpose is to establish a structure to provide local services to a university, college, or two-year accredited educational institution in accordance with the official Section Guide.
- (B) Subject to the approval of the Regional Directors, the establishment of a Student Chapter in any region may be authorized by the officers of a Section, either as individual Section sponsor or in co-sponsorship with other Sections, at any university, college or two-year accredited educational institution, provided that:
 - i. the membership in the proposed Student Chapter will be at least five (5) Student Members; and
 - ii. there will be a faculty member who has agreed to participate actively as an advisor to the Student Chapter and to serve as Chairman of the Student Chapter Advisory Committee.
 - iii. If there is no faculty member who is able to participate and serve as Chairman of the Student Chapter Advisory Committee, a Member of the sponsoring Section may fill the role as Chairman.
- (C) Subject to the approval of the Regional Directors, the sponsoring Section or co-sponsoring Sections may revoke the authorization of a Student Chapter if:
 - i. the membership of a Student Chapter fall below five (5); or
 - ii. there is no faculty member to serve as an advisor.

ARTICLE 5 – MEMBERSHIP MEETINGS

5.01 Annual Membership Meeting

- (A) The Annual Membership Meeting (the “Meeting”) of the Society shall be held each year at a time and place designated by the Board in accordance with Not-For-Profit law of the State of New York, for the purpose of electing Directors At-Large and Officers, and for conducting such other business as may be appropriate for such a Meeting.
- (B) Written notice of the Meeting shall be communicated by the Executive Director to each member entitled to vote In Good Standing at such Meeting not fewer than thirty (30) days prior to the date of such Meeting.
- (C) At this Meeting a report by the Board on the state of the Society for the preceding fiscal year shall be presented.
- (D) The President shall preside over the Meeting, or in the absence of the President, the Vice President (President-Elect) shall preside. In the absence of both the President and the Vice President (President-Elect), the Board shall designate an alternate.
- (E) Minutes of the Meeting shall be taken and maintained at the headquarters of the Society.

5.02 Special Membership Meeting

- (A) A Special Membership Meeting (the “Special Meeting”) for the transaction of business may be called by
 - i. the Board, with written notice of the Special Meeting communicated by the Executive Director to the eligible voting members In Good Standing not fewer than thirty (30) days prior to the date of such Special Meeting; or
 - ii. not fewer than ten (10) percent of the eligible voting members In Good Standing provided that such members deliver a written demand to the Executive Director specifying the date of such Special Meeting, which shall not be less than two months nor more than three months from the date of such written demand, with written notice of the Special Meeting communicated by the Executive Director within 5 business days of receipt of the written demand of such Special Meeting.
- (B) Any Special Meeting shall be held at 10:00 a.m. at the headquarters of IES, unless otherwise determined by resolution of the Board.
- (C) Minutes of the Meeting shall be recorded and maintained at the headquarters of the Society.

5.03 Voting at Membership Meetings

- (A) The presence, either in person or by proxy, at the Meeting of members of the Society entitled to cast one hundred (100) votes In Good Standing shall constitute a quorum at the Meeting.
- (B) A majority of the votes cast in person or by proxy, in hard or, when permitted by law, electronic form, at a meeting at which a quorum is present shall be required for adoption of any matter voted upon, except as otherwise required by these Bylaws or applicable law.

ARTICLE 6 – BOARD OF DIRECTORS

- 6.01 Authority and Responsibility – The Board shall, except as otherwise provided in these Bylaws and applicable law, be responsible for the policies of the business of the Society, acting itself or through the Executive Director, the Officers and committees, and shall have the power to adopt all necessary rules to implement the general purposes adopted by the membership.
- (A) The Board shall control all property of the Society.
 - (B) The Board shall engage an Executive Director and such agents or employees as may be necessary to conduct the affairs of the Society.
 - (C) The Board shall confirm committee appointments and the filling of vacancies.
 - (D) The Board shall keep a record of its proceedings.
 - (E) Upon resolution of the Board, the Board may delegate to the Executive Committee specified duties of the Board to the extent permitted by law, except the:
 - i. approval of the Policies of the IES; and
 - ii. determination of dues, fees, and membership privileges.
 - (F) The Board shall be responsible for instituting a set of Bylaws to govern the operations of the Society. The Board shall be responsible for adopting or modifying such Bylaws, in accordance with Article 13 of these Bylaws. In the event of any conflicts between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation governs.
 - (G) The Board may have other authorities and responsibilities as described in the Policies of the IES.
- 6.02 Enumeration
- (A) The number of Directors constituting the Board shall be not fewer than fourteen (14), comprised of three (3) Officers Elected by the Members, the immediate Past President, no fewer than three (3) At-Large Directors, and no fewer than four (4) Regional Directors (one representative from each Region of the Society), subject to resolution of the Board.
 - (B) The Executive Director shall act as an Officer Elected by the Board as defined in Section 6.04, and is not a Board member.
- 6.03 Officers Elected by the Members – The elected Officers shall consist of the President, Vice President (President-Elect), and Treasurer, with each Officer having such authority and performing such duties as set forth below:
- (A) President – The President of the Society shall:
 - i. exercise general supervision over the affairs of the Society under the Board;
 - ii. preside at all Board, Executive Committee, and Member meetings;
 - iii. appoint and fill vacancies on all committees with the approval of the Board; and
 - iv. have such other duties and powers as prescribed in these Bylaws, by the Board, or by law.
 - (B) Vice President (President-Elect) – The Vice President (President-Elect) of the Society shall:
 - i. perform the duties of the President in his or her absence;
 - ii. automatically become the President in the event of the President’s resignation, removal, or death;

- iii. automatically succeed to the office of President; and
- iv. have such other duties and powers as prescribed in these Bylaws, by the Board, or by law.

(C) Treasurer – The Treasurer of the Society shall:

- i. oversee the receipt and disbursement of all funds;
- ii. oversee the Society’s financial records and statements;
- iii. submit an annual financial statement and budget to the Board and such other statements as the President may require;
- iv. serve as Chair of the Finance Committee; and
- v. have such other duties and powers as prescribed in these Bylaws, by the Board, or by law.

6.04 Officers Elected by the Board

(A) Executive Director – The Executive Director of the Society shall:

- i. serve at the discretion of the Board and report to the President;
- ii. execute the policies of the Board and Executive Committee;
- iii. have full authority and responsibility for the management and organization of the staff;
- iv. serve as the Secretary of the Society and be responsible for official communications, including communications with the members;
- v. be responsible for the planning, directing, and implementing the administrative affairs of the Society;
- vi. be responsible for the coordination of the Society’s programs, publications, and service; and
- vii. have such other duties and powers as prescribed in these Bylaws, by the Board, or by law.

(B) Other Officers – Except for the officer positions identified in Article 6.03, the Board may elect or appoint such other officers as it may deem appropriate.

6.05 At-large Directors – The At-Large Directors of the Society shall:

- (A) contribute expertise and guidance to the Board in varying capacities and in overall direction for the Society;
- (B) fulfill such duties as assigned by the President and the Board; and
- (C) have such other duties and powers as prescribed in these Bylaws or by law.

6.06 Regional Directors – The Regional Directors of the Society shall:

- (A) contribute expertise and guidance to the Board in varying capacities and in overall direction for the Society;
- (B) fulfill such duties as assigned by the President and the Board;
- (C) serve as liaisons to the Board in all matters of Regional and District activity as described in Article 4.01.(D).iii.; and

(D) have such other duties and powers as prescribed in these Bylaws or by law.

6.07 Past President – The immediate Past President of the Society shall:

- (A) serve as an advisor, with a vote, to assure continuity and advancement of the mission;
- (B) preside at meetings in the absence of the President and Vice President (President-Elect);
- (C) temporarily assume the office of the Vice President (President-Elect), when necessary, upon direction of the Board; and
- (D) have such other duties and powers as prescribed in these Bylaws, by the Board, or by law.

6.08 Nomination and Election

- (A) The nomination of Officers and Directors shall be conducted under the terms of Section 7.01 of these Bylaws.
- (B) Officers and Directors shall be elected by a majority vote of the eligible voting members of the Society present at the Annual Membership Meeting or voting by proxy, as specified in Section 7.02.

6.09 Terms of Office – All elected members of the Board shall assume their duties effective the first day of the fiscal year.

- (A) President – The term of office of the President shall be one (1) year. The President may not serve consecutive terms.
- (B) Vice President (President-Elect) – The term of office of the Vice President (President-Elect) shall be one (1) year. The Vice President may not serve consecutive terms since this position automatically succeeds to the office of President.
- (C) Treasurer – The term of office of the Treasurer shall be two (2) years. The Treasurer may be elected for two (2) consecutive terms.
- (D) At-Large Director – The term of office of the At-Large Directors shall be two (2) years. The At-Large Directors may be elected for two (2) consecutive terms. These terms are staggered so that no fewer than one At-Large Director is elected annually.
- (E) Regional Director – The term of office of the Regional Directors shall be two (2) years. The Regional Directors may be elected for two (2) consecutive terms. These terms are staggered so that no fewer than two (2) Regional Directors are elected annually.

6.10 Meetings of the Board

- (A) Meetings shall be held by the Board not fewer than three (3) times per year at a time, place and by a method determined by the Board.
- (B) Special meetings of the Board may be called by the President, or any ten (10) members of the Board, provided thirty (30) days' notice is given.
- (C) The President shall preside over all Board meetings, or in the absence of the President, the Vice President (President-Elect) shall preside. In the absence of both the President and the Vice President (President-Elect), the immediate Past President shall preside. In the absence of the President, Vice President (President-Elect), and immediate Past President the

Directors in attendance shall choose a member of the Board to preside.

- (D) The action taken at any Board meeting at which there is a quorum present shall be the action of the Board in its entirety, except as otherwise provided by these Bylaws. Any Director of the Board may participate in a meeting thereof by any means by which all persons can hear all other persons participating in the meeting at the same time. Directors of the Board are not permitted to vote by proxy. Any Board action may be taken without a meeting by unanimous decision by the Directors of the Board in writing, or verifiable electronic communication.
- (E) Minutes of all Board meetings shall be recorded and maintained at the headquarters of the Society.
- (F) Quorum – Shall consist of a majority of its voting members.

6.11 Restrictions – With the exception of the Executive Director, no Director in any capacity, shall receive, directly or indirectly, any salary, compensation or emolument from the Society, unless authorized by a two-thirds (2/3) Board vote.

6.12 Vacancies on the Board

- (A) In the event of a vacancy in the office of President, the Vice President (President-Elect) shall succeed to the Presidency by virtue of title. Such succession shall not preclude the Vice President (President-Elect) from serving as President the following year.
- (B) In the event of a vacancy in any other office on the Board, the President shall nominate a replacement to fill the unexpired term, subject to a two-thirds (2/3) Board vote. Such service shall not affect eligibility for election to the same office for a full term once this term expires.

6.13 Executive Committee – The Executive Committee of the Society:

- (A) shall be comprised of the elected Officers of the Society and immediate Past President.
- (B) upon resolution of the Board vote, may be delegated to perform specified duties of the Board to the extent permitted by law, in accordance with and as described in Section 6.01.(E).
- (C) shall consider executive personnel matters and make recommendations to the Board.
- (D) shall set the compensation for the Executive Director.
- (E) shall record minutes of all Executive Committee meetings to be taken and maintained at the headquarters of the Society, and shall distribute the minutes to each Director within one (1) month after adjournment of an Executive Committee meeting.

ARTICLE 7 – NOMINATION AND ELECTION

7.01 Nominations

- (A) Each year a Nominating Committee shall be formed and shall be comprised of:
 - i. the most recent Past President not currently serving on the Board (Past Past President), who also serves as Chair of this committee;
 - ii. the immediate Past President currently serving on the Board;

- iii. one (1) regional representative from each of the Regions of the Society, selected by their respective District Councils;
 - iv. three (3) at-large representatives appointed by the Board; and
 - v. not more than two (2) of the regional or at-large representatives may currently be serving on the Board.
- (B) Regional and at-large representatives will serve a two (2) year term, and may not serve consecutive terms. These terms are staggered so that no less than two (2) regional and either one (1) or two (2) at-large representatives are elected annually.
- (C) The Nominating Committee shall prepare a slate of at least one (1) candidate for each office to be filled with those deemed best qualified to perform the duties prescribed. The slate shall be submitted to the Executive Director postmarked no later than six and a half months before the end of the fiscal year.
- (D) Further nominations may be made only by the petition in accordance with the Policies of the IES and submitted to the Executive Director postmarked no later than five and a half months before the end of the fiscal year.

7.02 Election

- (A) An annual ballot shall be forwarded in accordance with the governing laws of the State of New York to each eligible voting member In Good Standing by the Executive Director, not later than four months before the end of the fiscal year. Each ballot shall contain:
- i. nominations for Officers and Directors presented by the Nominating Committee;
 - ii. qualifying nominations by petition;
 - iii. spaces for write-in votes for each office appearing on the ballot; and
 - iv. any matter that properly may be sent to the membership upon the direction of the Board.
- (B) For inclusion in the official tabulation, ballots shall be returned in a manner which will assure secrecy of the vote cast and must reach the headquarters of the Society not later than two and a half months before the end of the fiscal year.
- (C) Each elected Officer and Director shall be elected by a majority vote of the eligible voting members In Good Standing present at the Annual Membership Meeting or voting by proxy, as specified in Section 5.01.

7.03 Inspector of Elections – The two (2) Inspectors of Elections shall be the Executive Director and an additional Inspector as appointed annually by the Board. The Executive Director shall:

- (A) arrange for the prompt publication of the results in the designated official publication of the Society;
- (B) retain the ballots until after the Annual Members Meeting of the following year as to allow for an audit by the Board.

ARTICLE 8 – COMMITTEES

8.01 Responsibility, Composition, and Duties – The committees of the Society shall be prescribed by

these Bylaws, or as otherwise approved by the Board. The Board may from time to time create other Standing or Ad Hoc committees as it deems necessary to carry on the work of the Society and shall prescribe their powers and duties, and it may abolish any such committees.

8.02 Types of Committees

- (A) Technical Committees – These committees are responsible for the creation and oversight of a technical document(s). Members of technical committees are individuals who have a recognized proficiency or interest in a specific field.
- (B) Non-Technical Committees – These committees are responsible to perform a function that pertains to the business operations, administrative duties, or program and activity oversight of the Society.

8.03 Positions – All committees shall, at a minimum, have the following positions, unless otherwise prescribed in these Bylaws or approved by the Board.

- (A) Committee Chairs – Committee Chairs shall:
 - i. be reserved for eligible individuals that meet the requirements as specified in Article 3;
 - ii. be the highest ranking officer of a committee;
 - iii. preside over meetings of the committee and conducts its business in an orderly fashion;
 - iv. report to the Society’s Board; and
 - v. be appointed by the President and approved by the Board, unless otherwise prescribed in these Bylaws or approved by the Board.
- (B) Committee Members – Committee Members shall:
 - i. be reserved for eligible individuals that meet the requirements as specified in Article 3;
 - ii. be members of a committee;
 - iii. report to, and act under the guidance of, the Committee Chair and Society’s Board; and
 - iv. be appointed by the Committee Chair and approved by the Board, unless otherwise prescribed in these Bylaws or approved by the Board.
- (C) The Board may at any time, by a majority vote, remove any or all Committee Chairs or Committee Members of any committee.

8.03 Terms

- (A) Standing Committees – Unless otherwise prescribed in these Bylaws or approved by the Board, Committee Chairs and Committee Members shall:
 - i. assume duties on the first day of the fiscal year and/or shall serve until their successors are appointed;
 - ii. serve a two year term; and
 - iii. be eligible to serve no more than two consecutive terms, as approved by the Board.
- (B) Ad Hoc Committees – Committee Chairs and Committee Members shall serve as directed

until the committee's task(s) or objective(s) has been completed. Upon completion or by action of the Board, the committee will be disbanded.

ARTICLE 9 – ANNUAL CONFERENCE

An Annual Conference shall be held once each year on a date and place approved by the Board, for the presentation and discussion of technical, research, design, and application papers and reports that are of interest of the Society.

ARTICLE 10 – CONFLICT OF INTEREST

- 10.01 The purpose of the Conflict of Interest (COI) policy is to protect the Society's interest when it is contemplating entering into and/or conducting business, transactions, or other arrangements that might benefit the private interest of an Officer, Director, Staff member, or other parties affiliated with the Society. This COI policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit charitable corporations.
- 10.02 All Staff, Board Members, and others as determined by the Board are required to sign a COI policy statement annually.

ARTICLE 11 – DUES, FEES, AND FISCAL PRACTICE

- 11.01 Dues
- (A) The Board shall establish the annual dues for the membership by a two-thirds (2/3) vote and shall determine such Society privileges as may from time to time be granted.
 - (B) The classifications of Honorary Member, Honorary Fellow, Emeritus Member, and Emeritus Fellow shall be exempt from payment of annual dues.
- 11.02 Fees – The following fees shall be fixed by the Board:
- (A) An entrance fee, payable on admission to the Society.
 - (B) Reinstatement fee(s) for delinquent members.
- 11.03 Fiscal Practice – All payments to the Society shall be in United States of America currency (US Dollars) drawn on a U.S. bank, except that payments may be made in Canadian currency in accordance with published dues, fees, and price schedules of the Society.

ARTICLE 12 – INDEMNIFICATION

- 12.01 Any person made, or threatened to be made, a party to any civil or criminal action, suit, or proceeding, whether or not brought by or in the right of the Society, by reason of the fact that such person, or such person's testator or intestate, is or was an Officer or Director of the Society, or each person serving at the request of the Society as a trustee, director or officer of another corporation, association, partnership, joint venture, trust or other enterprise, shall be indemnified by the Society against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and reasonably incurred in connection

with any appearance therein, in a manner and to the fullest extent now or hereafter permitted by the Not-For-Profit Corporation Law of the State of New York, so long as, in the opinion of a majority of the Board, such person's actions were made in good faith, for purposes reasonably believed by such person to be in the best interests of the Society and without reasonable cause to believe by such person to be unlawful. If such is the opinion of a majority of the Board, it shall not be a bar to indemnification that such person settled the pending or threatened action, suit or proceeding, pled nolo contendere, had judgment entered against, or was convicted.

- 12.02 To fund indemnification costs that may be incurred by the Society, the Board shall acquire and maintain an appropriate insurance policy, or policies, in an amount established by the Board, with an insurance company ranked A or higher (or equivalent) by a nationally recognized rating organization.

ARTICLE 13 – AMENDMENTS TO THE BYLAWS

- 13.01 Amendments by the Board – The following articles and sections of the Bylaws may be amended by the Board upon an affirmative vote of two-thirds (2/3) of the Directors then serving: Articles 1, 8, 11, 12, and Sections 3.04, and 6.04.
- 13.02 Amendments by the Members – In addition to amendments by the Board under Section 13.01:
- (A) any amendment of any article or section of the Bylaws may be approved by the Board for submission to the eligible voting member In Good Standing at any Membership Meeting;
 - (B) a proposed amendment of any article or section of the Bylaws sponsored by petition of not fewer than one hundred (100) of the eligible voting members In Good Standing, shall be submitted at the next Membership Meeting, provided such amendment is submitted in writing by the sponsors to the Executive Director at least forty-five (45) days prior to such meeting; and
 - (C) an amendment to the Bylaws shall be adopted when approved at a Membership Meeting with an affirmative vote of two-thirds (2/3) of the votes cast in accordance with the voting requirements specified in Section 5.03.