

# **BYLAWS OF THE SOCIETY OF ARMENIAN ENGINEERS AND SCIENTISTS OF AMERICA**

## **ARTICLE I - EXECUTIVE COMMITTEE POWERS**

In the interim between meetings of the Council, the executive Committee may exercise all the powers of the Council except those given to the Council by the Constitution in Article IV, Section 1; Article VI, Sections 1, 2, 3 and 6; Article VIII, Sections 1, 4 and 5; Article X, Sections 1, 5 and 6; Article XI; Article XIII and Article XIV.

## **ARTICLE II - STANDING COMMITTEES**

### **1. Committee on Committees.**

The membership of the Committee on Committees shall consist of seven Councilors, six of them nominated and elected by Council to staggered two year terms (three each year), and the Chairman of the Nominating Committee. Council shall annually nominate and elect one of these members to serve as Chairman for one year. Members shall serve for two years or for the duration of their term as Councilors, whichever is less. This Committee shall look to the functioning of Society committees and to policies pertaining thereto, and shall make recommendations thereon to the Council. It shall advise the President concerning suitable candidates for service on committees appointed by the President, and shall assist the President in determining the willingness of candidates to serve. This Committee shall meet at least once annually. It shall have the responsibility for nominating elected members of the Executive Committee, the Publications Committee, the Audit Committee and the Facilities Committee. The Committee on Committees shall submit to the Executive Secretary the names of candidates for each elected position no less than five weeks before the Elections Meeting of the Council. In general, the number of nominees for each elected position shall exceed the number of available positions.

### **2. Publications Committee.**

There shall be a Publications Committee consisting of the Executive Secretary, and six members elected by the Council to three year terms, two each year, from among nominees selected by the Committee on Committees. The President shall appoint the Chairman from among the members. This Committee shall be responsible for Society Publications and for policies pertaining thereto, and shall make recommendations thereon to the Council.

### **3. Committee on Public Affairs.**

The membership of the Committee on Public Affairs (COPA) shall consist of a Chairman-Elect, Chairman, immediate Past Chairman, the Vice-President and nine members. The Chairman-Elect shall be elected by the Council and shall serve in that office for one year, then as Chairman for one year and then as most recent Past Chairman for one year. The nine members shall be elected by the Council to staggered three year terms. The Committee on Public Affairs shall be responsible for making recommendations to the President and the Council on public affairs activities of the Society that are designated by the Council. The Committee shall consider relevant issues and may assign specific problems to special task forces for study. The Committee may investigate new public affairs activities for the Society and may recommend new programs to the Council. The Committee shall keep minutes and distribute them to the members of the Committee and to the Council.

### **4. Membership Committee.**

The Membership Committee shall make recommendations to the Council on registration of new members, suggest and supervise programs to maintain interest of the members of the Society, conduct membership surveys and drives, and other activities as appropriate. The membership of this Committee shall consist of nine members appointed by the President to staggered three year terms. The President shall appoint the Chairman from among the members of the Committee.

### **5. Committee on Opportunities in Science and Engineering.**

The membership of the Committee on Opportunities in Science and Engineering shall consist of nine members appointed by the President to staggered three year terms. The President shall appoint the Chairman from among the members. The Committee shall

- a. be responsible for activities relating to opportunities in science and engineering.
- b. promote science and engineering as a career.

- c. develop services for the employment of Society members.
- d. make appropriate recommendations on these matters to the President and Council.

6. **Committee on Education.**

The membership of the Committee on Education shall consist of nine members appointed by the President to staggered three year terms. The President shall appoint the Chairman from among the Committee members. The Committee shall be responsible for the scientific interactions of the members. It may suggest and supervise studies and programs to improve the cooperation with the Armenian community on matters relating to science and engineering.

7. **Committee on Sections.**

This Committee shall make appropriate recommendations to the Council on the formation of new Sections of the Society and shall coordinate interactions with the Council during the Section formation period. This Committee shall consist of the Vice President and six members elected by the Council to three year terms, two each year, from among nominees of the Committee on Committees. The President shall appoint the Chairman from among the members.

8. **Committee on Honorary Membership.**

The Committee on Honorary Membership shall consist of the Vice President, who shall serve as Chairman, and three members appointed to staggered three year terms by the President. The Committee shall meet from time to time with the Division and District Councilors to discuss criteria for election to Honorary Membership and to ensure their equitable application. It shall solicit nominations and review the qualifications of candidates for Honorary Membership. It shall also consider appeals of rejection of candidates for election to Honorary Membership.

9. **Committee on Constitution and Bylaws.**

The membership of the Committee on Constitution and Bylaws shall consist of six members appointed to staggered three year terms. The President shall appoint the Chairman from among the members. The Committee shall be responsible for recommending to Council actions concerning the Constitution and Bylaws of the Society and of its Divisions, Districts and Sections.

10. **Finance Committee.**

The membership of the Finance Committee shall consist of the Treasurer, Executive Secretary, Vice President and three other individuals appointed by the President to staggered three year terms. The Treasurer shall serve as Chairman. The Committee shall meet no less than twice each year to review the financial and investment policies of the Society and shall make recommendations to the Council concerning these policies.

11. **Audit Committee.**

The membership of the Audit Committee shall consist of three members of the Council who are not members of the Executive Committee or are not otherwise directly involved in the business management of the Society. The Council shall elect the members of the Committee to staggered three year terms from among nominees of the Committee on Committees, and shall elect one of these members to serve as Chairman for one year. Following each fiscal year, the Committee shall review the AESA audit with the Society's auditors and submit a written report to the Council.

12. **Facilities Committee.**

The Facilities Committee shall be responsible for the acquisition and use of facilities and equipment in support of Society activities. It shall make recommendations to the Council concerning the rent, acquisition and disposition of such facilities and equipment. This Committee shall consist of the Vice President and six members elected by the Council to three year terms, two each year, from among nominees of the Committee on Committees. The President shall appoint the Chairman from among the members.

13. **Ad Hoc Members.**

The President may appoint ad-hoc, non-voting members to any Society Committee upon the request of the Chairman of that Committee.

## **ARTICLE III – PRIZES**

1. **Approval.**

The Council shall approve all prizes awarded by the Society, or a Division, District or Section.

2. *Society Prize Committees.*

The President is empowered to appoint committees to select the recipients of the prizes awarded by the Society. The membership of Society Prize Committees shall consist of five persons, one of whom shall in general be the most recent prize winner. Four members shall be appointed by the President to serve staggered two year terms, and the fifth member to serve a one year term. The prize Committees shall normally include two members recommended by the relevant Division, District or Section.

3. *Division, District or Section Prizes.*

A Division, District or Section may establish prizes to be awarded by the Division, District or Section.

## **ARTICLE IV – FINANCES**

1. *Bank Accounts and Documents.*

The funds of the Society shall be deposited in the name of the Society in the banks, trust companies or other financial institutions designated by the Council or Executive Committee. Checks and other documents and papers shall be signed or endorsed on behalf of the Society by such officer, officers or other persons designated by the Council or Executive Committee.

2. *Securities.*

Securities for investments owned by the Society or held in trust by it shall be deposited in the name of the Society with the banks, trust companies or other financial institutions designated as custodians by the Council or the Executive Committee.

3. *Bonding.*

The Executive Secretary and the Treasurer shall give the Society bond in the amount required by the Council, at the expense of the Society, for the faithful performance of the duties of their office and for delivery upon demand by the Council of all records, money and other property belonging to the Society that have been in their custody.

4. *Grants In Aid.*

A Section, Division, District or Committee seeking grants in aid or contracts for the support of specific proposals shall submit such proposals to the Executive Secretary, who shall transmit them to the Council for approval prior to submitting them to the prospective source of funds. Such approval may be granted by the unanimous agreement of the President, Executive Secretary and Treasurer acting for the Council.

## **ARTICLE V - RETIREMENT POLICY**

No person shall serve as Executive Secretary or Treasurer beyond the age of seventy two (72) years.

## **ARTICLE VI - NOMINATIONS AND ELECTIONS**

1. *Requests for Nominations.*

In addition to the nominating procedure described in the Constitution, the Nominating Committee shall request annually from each Division and District to suggest nominations for the various officers and committees of the Society. The Nominating Committee may also request self-nominations from interested members by announcements in the Bulletin or by other means. The Chairman of the Nominating Committee shall inform the Committee on Committees of relevant suggestions about these requests received from Committee membership.

2. *Information.*

The Nominating Committee shall provide each candidate for elective office with a description of the duties of the office and an indication of the time required of those who accept the position, and shall require a statement of willingness to

serve of all nominees for the various elective offices. To aid in the nominating procedure, the Nominating Committee may request pertinent information from the candidates including a statement of goals.

3. **Positions For Which Nominations Are Required.**

The Nominating Committee shall prepare a slate of at least two candidates for each of the following positions for election by the general membership:

- a. Vice President.
- b. Chairman-Elect of the Nominating Committee.
- c. Three Councilors at Large.

In addition, the Nominating Committee shall prepare for the Council a slate of candidates for the following positions:

- a. Vacancies in the membership of the Nominating Committee.
- b. Chairman-Elect of the Committee on Public Affairs.
- c. Vacancies in the membership of the Committee on Public Affairs.

The Nominating Committee is encouraged to suggest candidates for other committees to the Committee on Committees.

The Committee on Committees shall prepare a slate of candidates for vacancies in the membership of

- a. The Executive Committee.
- b. The Publications Committee.
- c. The Audit Committee.
- d. The Facilities Committee.

The Committee on Committees is encouraged to suggest candidates for the Nominating Committee, Committee on Public Affairs and the Chairman-Elect of the Committee on Public Affairs to the Nominating Committee. The Council shall make nominations for the Committee on Committees. In general, the number of nominees shall exceed the number of available vacancies. The President shall appoint the Chairmen of all other committees, unless otherwise specified in the Constitution and Bylaws, after consultation with the retiring Chairman of the committee in question and with the Committee on Committees. The Council shall make nominations for the offices of Executive Secretary and Treasurer.

4. **Representation.**

Effort shall be made to achieve a wide representation in these nominations with respect to the distribution of the membership of the Society among the various fields of science and engineering; among geographical areas; among academic, governmental and industrial organization; and by age and sex. Effort shall also be made to achieve significant representation of Council members on every constitutional and standing committee of the Society.

5. **Council Elections Procedures.**

Prior to the Elections Meeting of the Council, the Executive Secretary shall distribute the reports of the Nominating Committee and the Committee on Committees concerning nominations required by the Constitution and Bylaws for each position filled by Council election, including a short vita of each candidate. Nominations by a Councilor from the floor for any elective position of the Council shall be permitted if seconded by another Councilor. The names of nominees, together with the source of each nomination shall be distributed or posted in advance of each vote to every member of Council attending the Election Meeting.

**ARTICLE VII - SECTION, DIVISION AND DISTRICT CONCERNS**

1. **District Finances.**

The handling of District Finances is (TBD).

2. **Division Finances.**

Funds collected by the Society for Division membership dues or other funds appropriated by Council in lieu of dues shall be transmitted to the Division Secretary-Treasurer after deducting the itemized expenses incurred by the Society for services requested by the Division. The Secretary-Treasurer of each Division may disburse funds for expenses consistent with general policies of the Division and the Society. Such disbursements shall be approved by the Division Executive Committee or its delegated officers. Division funds shall be kept in an account in the name of the Division. Financial records shall be kept on an annual basis consistent with fiscal policies of the Society. Statements of receipts and disbursements for the fiscal year and a copy of the account statement shall be submitted annually to the treasurer for the Society audit.

3. **Section Finances.**

Funds collected by the Society for Section membership dues or other funds appropriated by Council in lieu of dues shall be transmitted to the Section Secretary-Treasurer after deducting the itemized expenses incurred by the Society for services requested by the Section. Sections shall keep financial records on an annual basis consistent with the fiscal policies of the Society. Statements of receipts and disbursements for the fiscal year and a copy of the account statement shall be submitted annually to the Treasurer. Sections shall pay full costs for all services rendered by the Society except for the publication of announcements of Section meetings in the Bulletin.

4. **Membership in a Division.**

Any member of the Society may join a Division by making application to the Executive Secretary or the Secretary-Treasurer of the Division. The Executive Secretary shall provide an annual list of members to each Division Secretary-Treasurer and shall make available up to date lists upon request. The Secretary-Treasurer of each Division shall transmit to the Executive Secretary an annual list of new members who joined through the Division. Such information may be transmitted at regular intervals during the year.

5. **Initiation of Revision of Section, Division or District Constitution or Bylaws.**

Committees of a Section, Division or District charged with revision of constitution or bylaws shall submit proposals to the Executive Secretary before ratification by the membership of the Section, Division or District. The Council shall designate a committee to review such proposals and report to the Executive Secretary, who in turn shall transmit the report to the committee of the Section, Division or District which submitted the proposal.

6. **Division Bylaw Requirements.**

Each Division shall conduct its nominations and elections for the post of Councilor in conformance with the requirements of Article VII, Section 9 of the Constitution. No Division formed by Council since adoption of Article VII, Section 5 of the Bylaws shall nominate or elect candidates for the post of Division Councilor unless the current membership of the Division exceeds three percent of the current membership of the Society on May 1 of the year in which election would otherwise be required. If the membership is less than three percent, nominations for the position of Division Councilor shall next take place no later than May 31 of the year in which the Executive Secretary determines that the current membership of the Division again exceeds three percent of the current membership of the Society.

7. **Separate Meetings of a Section or Division.**

A Section or Division may hold meetings separately from meetings of the Society. Such meetings shall be open to all members of the Society.

**ARTICLE VIII - HONORARY MEMBERSHIP**

1. **Review of Qualifications of Candidates For Honorary Membership.**

The qualifications of a candidate for Honorary Membership shall be reviewed by the Honorary Membership Committee of the appropriate Division. The Committee shall make recommendations to the Honorary Membership Committee of the Society as hereinafter provided. In the event that no single Division is clearly appropriate for a particular case, the Executive Secretary shall refer the nomination directly to the Honorary Membership Committee of the Society for review.

2. **Division Honorary Membership Committees.**

The Executive Committee of each Division shall establish annually an Honorary Membership Committee, the tenure of which shall coincide with that of the officers of the Division. The Division Honorary Membership Committee shall review the qualifications of candidates for Honorary Membership and report its recommendations to the Division for submission via the Executive Secretary to the Honorary Membership Committee of the Society.

3. **Honorary Membership Committee.**

The Honorary Membership Committee of the Society shall solicit nominations and review the qualifications of candidates for election to Honorary Membership. The Committee shall submit annually to the Executive Secretary a list of nominees recommended for such election, and the number of recommended nominees in each year shall not exceed one-half of one percent of the then current membership of the Society.

4. **Appeal of a Rejection.**

If a nomination for Honorary Membership is rejected, the sponsors of the candidate may appeal the decision to the Honorary Membership Committee of the Society.

5. **Statute of Limitation For Nomination.**

A nominee for Honorary Membership who has not been approved within two years of the date the nomination was received shall automatically be dropped from the list of Honorary Membership candidates. The sponsors of the nominee shall be notified by the Executive Secretary that the candidate will not be elected to Honorary Membership at that time and that the name of the candidate may be resubmitted for nomination to Honorary Membership.

## **ARTICLE IX – MEMBERSHIP**

1. **Dues.**

Membership dues shall be fixed by the Council. A motion to change dues shall be passed at two successive meeting of the Council. An announcement of consideration of such a motion by the Council shall appear in an issue of the Bulletin that is published before the second vote is taken.

2. **Effective Dates of Membership Subscriptions.**

The membership subscription of a newly elected member shall commence on the 1st of July of the calendar year in which his or her annual dues are received.

3. **Unpaid Dues.**

A member whose dues have not been paid by a date set by Council for any year shall be sent a notice by the Executive Secretary. If no response is received within a reasonable time the Executive Secretary shall remove the member's name from the membership list. A member who has been dropped for nonpayment of dues may be reinstated upon application to the Executive Secretary and payment of the current year's dues.

4. **Retired Members.**

A member who has retired from gainful employment either because of permanent disability or having reached the age of retirement, and who has been a member of the Society for not less than ten years may upon request to the Executive Secretary be placed upon a Retired List and be exempted from the payment of regular dues. A member on the Retired List may receive the Bulletin and other mailings from the Society upon annual payment of an amount to be set by the Council to cover the cost of this service.

5. **Student Members.**

A student may enjoy the privileges of student status in the Society as long as the individual is certified as a student in science or engineering. The dues and privileges of student members shall be determined by the Council.

6. **Honorary Members.**

Honorary Members are exempted from payment of regular dues.

## ARTICLE X – MEETINGS

1. *Date of Annual Meeting.*

The Annual Meeting shall be held on a date to be determined by the Council between the 15th of December and the following 1st of March, inclusive.

2. *Division Program Committees.*

The Chairman of each Division shall appoint a Program Committee for the Division. The Committee shall work with the Executive Secretary in scheduling contributed papers within the areas of interest of the Division and in arranging symposia and sessions of invited papers sponsored by the Division for regular meetings of the Society.

3. *Commemorative and Memorial Sessions.*

A proposal to hold a commemorative or a memorial session at a meeting of the Society, Division, District or Section must be approved by the Executive Committee.

4. *Registration Fees.*

The registration fee for each Society, Section, Division or District meeting will generate a modest surplus after all meeting expenses have been disbursed. Section, Division or District Secretaries or others responsible for arrangements of Section, Division or District meetings shall, in cooperation with the Executive Secretary, fix the registration fee for such meetings. All persons attending such meetings shall register and pay the registration fee with the following exceptions:

- a. Undergraduate science and engineering students.
- b. Honorary Members.
- c. Special Guests of the Society.

5. *Non Member Registration Fees.*

It is the policy of the Society that non members of the Society shall be charged a premium registration fee which shall not be less than fifty percent higher than the member registration fee.

6. *Expenses of Banquet.*

If a banquet is scheduled for any meeting, the estimated expenses of the banquet may be subsidized in part from the pertinent registration fee income, said subsidy being added to the estimated meeting expenses.

## ARTICLE XI – BULLETIN

1. *Proceedings of a Society, Division or District Meeting.*

The costs of publishing the proceedings of each Society, Division or District Meeting in the Bulletin shall be charged one-half to Society member dues and one-half as an expense of the Meeting. Division meeting expenses may be paid from registration fees, dues or other Division funds at the discretion of the Division. After the payment of all expenses for a Division meeting, the net income or a bill for the net expenses shall be transmitted to the Division Secretary-Treasurer. A statement of gross receipts and disbursements for each Society or Division meeting shall be submitted to the Treasurer for inclusion in the Society audit.

2. *Proceedings of a Section Meeting or Topical Conference.*

The cost of publishing the proceedings of a Section Meeting or Topical Conference in the Bulletin shall be charged in full as an expense for the meeting or conference to the Section, Division, District or Committee sponsoring the meeting or conference.

3. *Distribution of Bulletin.*

Members of the Society may receive a gratis subscription to the Bulletin. Appropriate issues will contain abstracts of papers to be presented at forthcoming meetings and other relevant material. A limited supply of additional copies of the Bulletin will be available at meetings to those who have registered.

## **ARTICLE XII - ENDOWMENT FUND**

1. **Description.**

The Endowment Fund shall be established as a Trust Account as described in Appendix A.

2. **Board of Trustees.**

- a. **Membership.** The Board of Trustees shall be three in number and, when possible, shall be selected by the Council from the pool of past presidents of AESA.
- b. **Term in Office.** A Trustee shall serve for three years, and can be nominated as a Trustee after at least a one year absence. At least one trustee shall be replaced each year.
- c. **Initial selection of Trustees.** The Council shall initially appoint a three year trustee, a two year trustee and a one year trustee. Thereafter, a single trustee shall be appointed annually to replace the retiring trustee.

3. **Management of the Endowment Fund.**

The Board of Trustees Board of Trustees shall have full authority and flexibility in managing the Endowment Fund. It will submit an annual report about the financial status of the fund to the Council.

4. **Use of Endowment Fund Earnings.**

Proceeds from the Endowment Fund will be used to finance AESA Technical and Scientific Projects that are recommended to the Board of Trustees by the AESA Council. Proposals for these projects may originate from the AESA Technical Committees or from the AESA General Membership.

## **ARTICLE XIII - PROHIBITION AGAINST SHARING SOCIETY PROFITS AND ASSETS.**

No member, officer, employee or other person connected with this Society, or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society. However, this provision shall not prevent payment to any such person reasonable compensation for services performed for the Society in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Council; and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of the Society's assets on dissolution of the Society.