

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

## ARTICLE I - NAME

The society shall be called the Armenian Engineers and Scientists of America (AESA).

## ARTICLE II - OBJECTIVE

The objective of AESA is to encourage technical and social interactions among Armenian scientists and engineers in the United States and abroad, and to foster the dissemination of the knowledge of science and engineering. Activities include communication among colleagues on local, national and international levels, recognition of outstanding technical achievements by Armenians, encouragement of technical collaborations among AESA members, undertaking of activities relating to opportunities in science and engineering, and assisting the Armenian educational communities in the various disciplines of science and engineering.

## ARTICLE III - MEMBERSHIP

### 1. Members.

The membership of the Society shall consist of Paid Members and Honorary Members.

### 2. Membership.

Persons of Armenian descent from any of the following groups may be accepted for membership.

- a. Persons engaged in lines of work related to science and engineering.
- b. Teachers of science and engineering.
- c. Other persons professionally trained in science and engineering and engaged in its advancement.
- d. Students specializing in science and engineering.
- e. Persons who are not professionally engaged in either science or engineering but who are interested in and are active in these fields.

### 3. Honorary Membership.

There shall be elected to Honorary Membership only such scientists and engineers who have contributed to the advancement of science and engineering by independent and original research, or who have rendered some other special service to the cause of the sciences.

## ARTICLE IV - COUNCIL

### 1. Composition and Duties.

A Council, composed as set forth immediately below, shall have the control and management of the Society, shall be responsible for its budget, shall administer its affairs and shall supervise the activities of each Section and technical committee. The Council shall perform such other functions as may be explicitly provided in the Constitution and Bylaws, and shall consist of the following.

- a. Officers of the Society as herein specified.
- b. The most recent Past President.
- c. Councilors at Large.

- d. The Chairman of the Nominating Committee, who is directly elected by the whole membership of the Society as herein provided.
- e. Councilors representing Sections.

2. **Councilors.**

There shall be one Councilor for each Section as prescribed in the Bylaws. There shall be nine Councilors at Large, three elected each year to three year terms. Section Councilors and the Chairman of the Nominating Committee may not simultaneously serve as Officers of the Society

3. **Council Advisors.**

There may sit with the Council as advisors such persons as the Council deems desirable.

4. **Council Meetings.**

There shall be at least one meeting of the Council in each year. This meeting shall be designated the Annual Council Meeting and shall be held no later than January 20 on a date to be determined by the Council. Council meetings shall also be convoked by the President whenever the affairs of the Society require it or when requested to do so in writing by three members of the Council. The meetings of the Council shall be open to all members of the Society as observers except during periods when the President declares an Executive Session.

5. **Notice and Quorum.**

Notice of a meeting of the Council shall be given by the Executive Secretary, in consultation with the President. Normally, such notice shall be given at least one week in advance of such meeting. The presence of a majority of the voting members of the Council, two of whom shall be officers, constitutes a quorum.

## **ARTICLE V - OFFICERS**

1. **Officers.**

The officers of the Society shall be a President, a Vice-President, a Vice-President-Elect, an Executive Secretary and a Treasurer. The President, Vice-President and Vice-President-Elect shall assume office as hereinafter provided. The Executive Secretary and Treasurer shall be appointed annually by the Council from among the Councilors at large.

2. **Duties of the President.**

The President shall preside at all meetings of the Council and the Executive Committee of the Society at which his or her attendance is possible. The President shall perform such other functions as may be explicitly provided in the Constitution or the Bylaws and shall have the duty of delivering an address before the Society at a general membership meeting during his or her term of office.

3. **Duties of the Vice-President.**

The Vice-President shall act in place of the President if the latter is unable to perform his or her duties. The Vice-President shall perform such other functions as may be explicitly provided in the Constitution or the Bylaws. The Vice-President shall also have executive responsibility for policies and operations relating to publications of the Society.

4. **Duties of the Vice-President-Elect.**

The Vice-President-Elect shall act in place of the Vice-President if the latter is unable to perform his or her duties. The Vice-President-Elect shall perform such other functions as may be explicitly provided in the Constitution or the Bylaws.

5. **Duties of the Executive Secretary.**

The Executive Secretary shall be responsible for the following:

- a. Maintaining the membership list and other records of the Society.
- b. Preparing an agenda and the minutes of the meetings of the Council and Executive Committee.
- c. Notifying members of the times and places of these meetings.
- d. Requesting nominations for elections and mailing of election ballots. Performing such other duties as the Council or the President shall assign.

6. **Duties of the Treasurer.**

The Treasurer shall be responsible for the financial affairs of the Society and shall submit annually to the Council the name of at least one certified public accountant for approval as auditor of the Society's accounts. The Treasurer shall prepare a budget of income and expenses each year and shall submit it to the Council. Approval of the budget by the Council shall authorize the Treasurer or Treasurer's agent to disburse and invest the funds of the Society in accordance with the budget. The Treasurer shall submit to the Council an annual report on the financial condition of the Society and shall perform such other duties as are usual to the office.

## **ARTICLE VI - COMMITTEES**

1. **Executive Committee.**

There shall be an Executive Committee consisting of the President, Vice-President, the most recent Past President, Executive Secretary and Treasurer. The President shall serve as Chairman. The Executive Committee shall, during the interval between Council meetings, possess and exercise such of the powers of the Council in the affairs of the Society as the Council may delegate to it. However, the Council may not delegate to the Executive Committee the power to appoint, elect or remove officers. The Executive Committee shall meet no less than three times per year, shall keep written minutes of its meetings and shall distribute these minutes promptly to each of the Councilors.

2. **Nominating Committee.**

There shall be a Nominating Committee consisting of a Chairman, a Chairman-Elect who serves as Vice Chairman and the most recent Past Chairman. The Chairman-Elect shall be elected annually by mail on the same ballot as specified for the Vice-President-Elect and Councilors at Large. The Chairman-Elect shall serve a one year term in this capacity, a second one year term as Chairman and a third one year term as most recent Past Chairman. The Chairman shall serve concurrently as a voting member of the Council. The Committee shall prepare a slate of at least two candidates for the positions of Vice-President-Elect, Chairman-Elect of the Nominating Committee and Councilors at Large for membership elections. The Committee shall meet at least once a year to determine the slates for election.

3. **Standing Committees.**

There shall be standing committees which shall be designated in the Bylaws and which shall advise and aid the Council and the officers of the Society. The method of selection of Chairmen and members of these committees and their terms in office shall be as specified herein and in the Bylaws.

4. **Technical Committees.**

There shall be technical committees which shall pursue specific scientific projects and activities for the Society. The method of selection of Chairmen and members of these committees and their terms in office shall be specified in the Bylaws..

5. **Other Committees.**

The Council may establish such other committees as it may deem desirable to aid it in the management of the activities of the Society. The Council may appoint the Chairman and members of each such committee or delegate these appointments to the committees themselves.

**ARTICLE VII - ELECTION AND TENURE OF COUNCILORS,  
OFFICERS AND ELECTED COMMITTEE MEMBERS**

1. **Qualifications.**

All candidates for the offices of Vice-President-Elect, Chairman-Elect of the Nominating Committee, Councilor at Large and Section Councilors shall have been members of the Society for not less than two years.

2. **Ballot.**

The Vice-President-Elect, the Chairman-Elect of the Nominating Committee and the Councilors at Large shall be elected by mail ballot as hereinafter provided.

3. **Request for Nominations.**

No later than October 15 of each year, the Executive Secretary shall request nominations for the offices of Vice-President-Elect, Chairman-Elect of the Nominating Committee and Councilors at Large.

4. **Nomination Procedures.**

The Nominating Committee shall hold a scheduled meeting and prepare a slate of nominations for the positions of Vice-President-Elect, Chairman-Elect of the Nominating Committee and Councilors at Large. These nominations shall require the approval of the majority of the Committee. The Committee shall submit to the Executive Secretary the names of at least two candidates for each of the posts to be filled by no later than November 15. The election ballots shall contain these names, and those of other candidates nominated by petition of members of the Society numbering at least five percent of the total number of members given in the latest membership list of the Society, and submitted to the Executive Secretary no later than the 1st of November. Nominations by this latter procedure shall not preclude nomination of the same candidates by the Nominating Committee.

5. **Election of Vice-President-Elect, Chairman-Elect of the Nominating Committee and the Councilors at Large.**

Copies of the election ballot shall be mailed to all members by no later than December 1. No ballot shall be counted unless unambiguously marked by a qualified voter to indicate his or her choices, sent in a sealed envelope bearing the voter's name, and received at the specified address not later than December 21. The

positions of Vice-President-Elect, Chairman-Elect of the Nominating Committee and Councilors at Large shall be filled by the candidates receiving the largest number of votes for these posts. In the event of a tie, the Council shall decide between the tied candidates. The counting of the ballots shall be entrusted to Tellers appointed by the President, none of whom are councilors or officers of the society. The winning candidates shall be announced at the first Council meeting of the new year. and in a publication of the Society.

6. **Official Year.**

In the usage of the Constitution, the "year" shall be defined as a calendar year extending from the 1st of January through the 31st of December. Terms of office for the officers of the Society, the Councilors at Large, the Section Councilors and the elected Committee members shall commence at the first Council meeting of the year following their election.

7. **Vice-President-Elect, Vice-President and President.**

The member elected as Vice-President-Elect is to serve in that office for one year, then for one year as Vice-President and then for one year as President.

8. **Vacancies in Office.**

If a vacancy occurs in the office of President, the Vice-President shall succeed and shall complete the term and shall serve as President during the following year. The Vice-President-Elect shall succeed to Vice-President and shall complete the term and shall also serve as Vice-President during the following year and then as President. If a vacancy occurs in the office of Vice-President other than through advancement to the Presidency, the term of the then President shall be lengthened by one year. If a vacancy occurs in the office of the Vice-President-Elect other than by regular advancement to Vice-President, the post shall remain unfilled during the remainder of the term. If the vacancy occurs before the regular election ballot for officers has been distributed, both a Vice-President and a Vice-President-Elect shall be elected. If the vacancy occurs after the election ballots have been distributed, a special election for Vice-President-Elect shall be held and the Vice-President-Elect elected by the regular ballot shall become Vice-President the following year. If a vacancy occurs in any other office, the Council shall fill it by electing a member to serve out the unexpired part of the term of the original officer. If a more complicated situation arises, the Council shall have the power to fill any vacancy that may result in these offices.

9. **Committee Vacancies.**

Vacancies requiring Council election occurring after the Council Elections Meeting each year shall be filled by appointment by the Vice President for the remainder of that year and for one additional year. Vacancies occurring prior to the Elections Meeting shall remain unfilled until the next Elections Meeting. If a vacancy occurs in the position of Chairman of a committee requiring election by the membership or the Council, the Chairman-Elect, if any, shall succeed and shall serve as Chairman the following year. If a vacancy occurs in the position of Chairman-Elect other than through advancement to the position of Chairman, the term of the then Chairman shall be lengthened by one year. If a more complicated situation arises, Council shall have power to fill any vacancy that may result.

10. **Nomination and Election of Section Councilors.**

The nomination and election of Section Councilors shall conform to the same calendar and deadlines specified for the election of the Councilors at Large and shall be conducted as specified in the Bylaws of each Section.

11. **Term of Councilors.**

The terms of all Councilors shall last for three years, except as herein provided. No Councilor shall be eligible for election as Councilor for more than two consecutive terms. The Council shall fix the term of the first Councilor to be elected from a Section so that approximately equal numbers of Councilors shall have terms ending each year. If a Councilor resigns or is incapacitated one year or more before the normal expiration of his or her term, a new Councilor shall be chosen to fill the vacant post at the next election, and the Council shall fix the term of this new Councilor so that approximately equal numbers of Councilors shall have terms ending each year.

**ARTICLE X - ESTABLISHMENT OF A SECTION**

1. **Organization.**

Members residing or working in any region may, with the approval of the Council, organize a regional Section for the furtherance of the objectives of the Society. The Council shall review and approve or disapprove the Bylaws proposed for the Section.

2. **Officers.**

The officers of each Section shall be a Chairman, a Vice Chairman and a Secretary-Treasurer. They shall be elected in accordance with the Bylaws of the Section. There shall be an Executive Committee of each Section consisting of the officers and such other members as may be elected by the Section. The Secretary-Treasurer shall keep the Council and the Executive Secretary informed of the activities and needs of the Section.

3. **Nominating Committee.**

The Section Nominating Committee shall include one member of the Section appointed by the Council.

4. **Amendments to the Bylaws.**

Amendments to the Bylaws of a Section shall be reviewed and approved or disapproved by the Council. The Council may require a Section to amend its Bylaws to bring them into conformance with the Constitution and Bylaws of the Society.

5. **Dissolution.**

Any Section may be dissolved by mutual agreement between the Council and the Section.

**ARTICLE XI – DUES**

The Council shall be empowered to fix the annual dues of Members of the Society as provided in the Bylaws. Membership in the Society shall be maintained by the payment of Society dues.

**ARTICLE XII - MEETINGS**

1. **Meetings of the Society.**

There shall be an Annual Membership Meeting and such other meetings of the Society as the Council shall designate.

2. **Annual Membership Meeting.**

The Annual Membership Meeting shall be a session for the reports of the officers of the Society and shall be held near the end of the year.

3. **Other meetings.**

Other meetings of the Society shall include Council meetings, Executive Committee meetings, and other Society Committee meetings as deemed necessary by these bodies.

4. **Participation.**

Any meetings of the Society and of each Section shall be open to all persons registered for that meeting.

**ARTICLE XIII - BYLAWS**

1. **Designation of Bylaws.**

An action of the Council that establishes procedures, rules or guidelines for meetings; publications; finances; Section activities; and other continuing activities of the Society which directly affect the privileges and obligations of the membership shall be termed a Bylaw and shall be so designated at the time of adoption.

2. **Establishment and Amendment of Bylaws.**

The Bylaws may be established or amended by an affirmative vote of two-thirds of the members of the Council present at a regularly scheduled meeting. The new Bylaw or the amendment may be introduced by one of the following methods.

- a. Recommendation to the attention of the Council by the Committee on Constitution and Bylaws.
- b. Acceptance for consideration by an affirmative vote of a simple majority of the members of the Council present at a regularly scheduled meeting.
- c. Receipt by the President of a petition signed by at least ten percent of the total number of members given in the latest printed membership list of the Society.

The text of the proposed amendment shall then be published in the Society publication before presentation to the Council for final consideration. Upon adoption of an amendment to the Bylaws, the complete text of the amendment and the date of its adoption by the Council shall be published in the Society Publication.

**ARTICLE XIV - AMENDMENTS**

No part of the Constitution shall be amended or annulled except by a vote of the membership by mail ballot. An amendment may be proposed by the Council or by a petition to the President signed by at least ten percent of the total number of members given in the latest printed membership list of the Society. The text of the proposed amendment shall be published in a publication of the Society before ballots are mailed. An amendment proposed by the Council may, at the discretion of the Council, be submitted with modifications from the previously published form, in the light of such comments as may have been made after the previous publication. The Executive Secretary shall distribute the ballot and a copy of the proposed amendments to all members of the Society, and shall specify an address to which the ballots are to be sent and a deadline date not less than two weeks later than the date of the distribution of the ballot. No ballot shall be counted unless unambiguously marked by a qualified voter to indicate his or her choice, sent in a sealed envelope bearing the voter's name, and received at the specified address not later than the specified deadline date. The adoption of the proposed amendment shall require the affirmative votes of not

fewer than two-thirds of the members voting. The counting of the ballots shall be entrusted to Tellers appointed by the President and the results shall be announced in a publication of the Society.