

SES BYLAWS

(As amended on April 14, 2011)

PURPOSE

The Bylaws herein provide authority and direction for implementation of the objectives of the Society as set forth in the Constitution so as to ensure equity and continuity in the administration of the affairs of the Society.

SCOPE

The Bylaws shall be in conformance with the Constitution, and shall be complementary to the Constitution and consistent with each other's articles.

ARTICLE B1: MEMBERSHIP QUALIFICATIONS

Section B1.1 Membership Grades: The grades of membership in the Society are as defined in this section of the Bylaws. All grades are entitled to the rights and privileges of the Society except that *Honorary Life, Student, Organization, and Exchange* Members do not have the right to vote or hold elective offices in the Society as defined in Article C4 of the Constitution and as may be otherwise provided in these Bylaws.

Section B1.1.1 Honorary Life Member: This grade shall be conferred by the Board of Directors, upon recommendation of the Awards Committee, only upon individuals of extraordinary professional distinction and outstanding accomplishment in the field of standardization, and who are not current members or who have not been members of the Society during the past five years.

Section B1.1.2 Fellow: This grade shall be conferred by the Board of Directors, upon recommendation of the Awards Committee, to those individuals who have been members of the Society for at least ten (10) years, and who have achieved professional distinction in, and have made a special contribution to, the field of standardization.

Section B1.1.3 Member: This grade shall be assigned, upon approval of the Executive Director, to an individual who has an interest in the objectives and techniques of company, industry, government, national, or international standardization.

Section B1.1.4 Retired Member: Members and Fellows may be placed in the Retired Member category upon notification to the Executive Director that they are retired, are no longer deriving income from standardization activities, and that they have at least fifteen (15) years of membership (excluding student membership) in the Society.

Section B1.1.5 Student Member: This grade shall be assigned, upon approval of the Executive Director, to an individual who is a registered student, and has shown serious interest in the promotion, theory, practice, or objectives of standardization.

Section B1.1.6 Life Member: This grade shall be assigned to an individual who has been a member of the Society for forty (40) years.

Section B1.1.7 Organization Member: This grade shall be assigned, upon approval of the Executive Director, to a company, association, society, government agency, or similar type of organization that has an interest in the objectives and techniques of company, industry, government, national, or international standardization.

Section B1.1.8 Exchange Member: This grade shall be assigned, upon approval of the Executive Director, to an individual in another not-for-profit association or society that reciprocates with a similar membership for the Executive Director. The other association or society shall have a stated interest in standards or standardization.

ARTICLE B2: ADMISSIONS, TRANSFERS, & SEVERANCES

Section B2.1 Applications for admission or transfer to the grade of Member, Student Member, Retired Member, Organization Member, or Exchange Member shall require the approval of the Executive Director. If an application is not approved, the applicant may appeal such action to the Board of Directors. The Executive Director shall notify the applicant of the right to appeal. This provision for appeal and notice shall apply to all actions adversely affecting matters of membership.

Section B2.2 When an application for admission or transfer of grade has not been approved, the applicant may reapply for admission to the same grade after one year.

Section B2.3 The Executive Director shall assign new members to the Section in which they reside, if applicable, or another Section when so requested by the applicant. The Executive Director shall maintain a list of all established Sections and other groups.

Section B2.4 A member whose dues are not more than three (3) months delinquent may resign without prejudice by giving written notice to the Society. The member may reapply for membership at any time.

Section B2.5 A member who is delinquent in the payment of dues for three (3) months shall be terminated from membership and their name shall be removed from the mailing list for all publications of the Society.

Section B2.5.1 A person whose membership has been terminated for nonpayment of dues may be restored to membership upon application and payment of all delinquent dues, or upon application as a new member.

Section B2.6 A member may be expelled from the Society for conduct detrimental to the interests of the Society. Expulsion shall require the affirmative vote of 2/3 of the members of the Board of Directors. A member thus challenged shall be notified in writing, by registered return-receipt mail, of the proposed action. Furthermore, the member shall be invited in the same notice to present a written statement challenging this action.

ARTICLE B3: ANNUAL DUES

Section B3.1 Dues shall be charged annually. Dues shall be payable in funds of the United States of America.

Section B3.2 Annual dues for the grades of membership shall be as established by a majority vote of the Board of Directors.

Section B3.2.1 The annual membership dues shall include the cost for a subscription to the Society journal.

ARTICLE B4: FISCAL AFFAIRS

Section B4.1 All funds received by the Society shall be placed in the Operating Account and may be withdrawn only by the Executive Director or Treasurer, or in their absence or incapacity, by the President, Vice-President, or Secretary, in that order. These funds shall be used to meet the operating obligations of the Society.

Section B4.1.1 All Society Officers authorized to sign checks shall be bonded by the Society.

Section B4.2 A separate Reserve Fund account shall be established for funds that are not immediately required for the operating obligations of the Society. The Board of Directors shall approve the investment policies for these funds.

Section B4.3 Accounts of the Society shall be reviewed monthly by the Treasurer. The Treasurer will work with the Executive Director to reconcile any questions that may arise. After the fiscal year ends, the Treasurer will report the fiscal status of the Society to the Board of Directors along with any recommendations which may include a review by a certified public accountant.

Section B4.4 The fiscal year of the Society shall begin on 1 January and end on 31 December.

Section B4.5 Voluntary contributions and donations may be accepted by the Society.

ARTICLE B5: NOMINATIONS AND ELECTIONS

Section B5.1 The Nominations Committee is established by Section B12.1.5 of these Bylaws. The Nominations Committee Chair shall submit, to qualified voters, four (4) months prior to the annual conference, by email or by announcement in the official publication of the Society, a list of nominations containing at least one candidate for each Society Office, if applicable, and one candidate for each Council Directorate, if applicable, to be filled.

Section B5.1.1 Additional nominations may be made by petition to the Nominations Committee Chair, signed or affirmed by at least fifteen (15) current members, timestamped via email not later than thirty (30) days following publication of the list of nominations as defined in Section B5.1, setting forth names of the proposed candidates and the offices for which it is proposed they be nominated. Written confirmation of acceptance from the nominees shall accompany petitions.

Section B5.1.2 The names of proposed nominees who are not eligible under the Society Constitution or Bylaws shall be withdrawn.

Section B5.1.3 If no acceptable petitions are received per Section B5.1.1, and only one candidate has been nominated for each open office, such candidates shall be declared elected and the membership shall be notified in the next issue of the Society journal, or by other appropriate means. If there is more than one candidate for any elected office, the Nominations Committee Chair shall send two (2) months prior to the annual conference, to all eligible voters, ballots listing the names of all eligible candidates for the elective offices, with appropriate instructions which shall include a statement that the latest permissible return date shall be thirty (30) days after ballots are emailed. These responses shall be returned to the Nominations Committee Chair.

Section B5.2 Upon expiration of the thirty (30)-day window to vote, as noted in Section B5.1.3, the Nominations Committee Chair shall provide the results of the ballots to the Secretary and Executive Director, who shall together review the received ballots. The Secretary, acting as canvasser/scrutineer, shall check and count the returned ballots and shall provide the results for action without delay. If the secretary is on the ballot, the secretary's role as defined in this section will be fulfilled by an officer not on the ballot: either President, Vice President or Treasurer, in that order. If all officers are on the ballot, then the most senior director not on the ballot will fulfill the secretary's role. Election shall be by a simple majority of the valid returned ballots; any tie vote shall be broken by a majority vote of the Board of Directors.

Section B5.3 Elections held by Sections to fill vacancies in the positions of Section Officers shall be held in conformance with applicable provisions of the Society Constitution and Bylaws.

Section B5.4 All elected Society Officers and Council Directors shall assume their office at the conclusion of the Annual Conference.

ARTICLE B6: PUBLICATIONS

Section B6.1 The Society shall publish or direct the publication of a periodical journal titled *Standards Engineering*. A copy of each issue shall be mailed to each member in good standing of the Society.

Section B6.2 The Society shall publish a Directory of Members, at least biennially, which shall be mailed to each member. It shall include the current Society Constitution and Bylaws.

Section B6.3 The Society may develop and publish standards that are relevant and applicable to its mission and objectives. If the Society develops and publishes standards, it shall become accredited by the United States or Canadian member body in the International Organization for Standardization.

Section B6.4 Publications other than those identified herein, such as books, may be issued by the Society when authorized by the Board of Directors.

ARTICLE B7: AWARDS

Section B7.1 The Society shall establish an awards program to honor individuals and organizations that have evidenced merit in standardization areas recognized by the Society. The Board of Directors shall be responsible for ensuring the viability of existing Society awards (or their termination) and for endorsing or initiating a study on any proposed new awards.

Section B7.2 The Board of Directors shall approve the recipients of the Society awards based on recommendations received from the Awards Committee. Awards shall normally be presented at the Society's Annual Conference.

ARTICLE B8: SECTIONS

Section B8.1 Sections of the Society may be chartered by the Board of Directors in response to petitions addressed to the Executive Director.

Section B8.2 Each Section shall conduct its affairs in accordance with the Society's Constitution and Bylaws, and with its Section Charter and Section Bylaws.

Section B8.3 All Sections shall be chartered exclusively by the Society. Sections are encouraged, however, to cooperate with other organizations in holding joint meetings, and to invite members of such organizations to their meetings and other events.

Section B8.4 All Sections shall be required to submit an annual report for the previous fiscal year to the Board of Directors, not later than 1 March of the current fiscal year.

Section B8.5 No Section or individual shall have the authority to contract debts, pledge credit, or to act in any manner that shall obligate or bind the Society, unless specifically authorized by the Board of Directors.

Section B8.6 A Section Charter may be revoked by a 2/3 majority vote of the Board of Directors for any of the following reasons:

- a. Failure of the Section to maintain at least ten (10) members in good standing.
- b. Failure of the Section to hold at least two (2) meetings each year.
- c. Activity by the Section detrimental to the interests of the Society.

Section B8.7 The Board of Directors may designate Inactive Status for a section unable to maintain membership and meetings (see Sections B8.6a and B8.6b) for active status.

Section B8.7.1 Inactive Status requires transfer of any section money to the Society to be held in a special account for the Section.

Section B8.7.2 The Board of Directors may change the status:

- a. to active status when the Section meets the provisions of Sections B8.6a and B8.6b; or
- b. to revocation of the charter if continuance of inactive status can serve no useful purpose, or three years, whichever comes first.

Section B8.7.3 Upon revocation of its charter or three (3) years from the date that a Section is declared inactive, whichever occurs first, all monies shall revert to the Society.

Section B8.8 The Section Chairman shall maintain an active liaison between the Section and the Society through the Membership Council Director. The Section Chairman is responsible for the submission of the Section Annual Report to the Board of Directors per Section B8.4.

ARTICLE B9: REGIONS

Section B9.1 Geographic Regions may be established, dissolved, or reconstructed by the Board of Directors in order to assist in the administration of Society affairs. A Region shall normally consist of more than one Section.

ARTICLE B10: COUNCIL DIRECTORATES

Section B10.1 Council Directorates shall be established by the Board of Directors in order to effectively develop and maintain Society programs covering Technical, Education, Promotion, Publications, and Membership activities. Council Directors shall be elected by the members of the Society, in conjunction with the election of Society officers, and shall be members of the Board of Directors.

Section B10.2 Council Directorates shall be established, restructured, or terminated by a 2/3 majority vote of the Board of Directors.

ARTICLE B11: EXECUTIVE COMMITTEE

Section B11.1 The Executive Committee shall consist of the Society Officers. The Immediate Past President and the Executive Director shall be non-voting ex-officio members. Three members shall constitute a quorum. The Executive Committee shall have the following responsibilities:

- a. Perform duties for the Society as delegated by the Board of Directors.
- b. Consider overall policies of the Society and submit recommendations concerning them to the Board of Directors.
- c. Review the performance of the Executive Director on an annual basis and make any recommendations regarding retention to the Board of Directors.

Section B11.2 Executive Committee meetings shall be held at the call of the Society President.

ARTICLE B12: STANDING COMMITTEES

Section B12.1 The following Standing Committees are hereby authorized. The activities of the committees shall be presented at meetings of the Board of Directors through the appropriate Council Director or Society Officer. The Chairman of each Standing Committee shall be appointed by the Society President, upon recommendation by the appropriate Council Director or Society Officer, and subject to confirmation by the Board of Directors. The personnel of each Standing Committee shall be appointed by its Chairman unless otherwise provided. (Amended 03Feb11)

Section B12.1.1 The Awards Committee shall administer the Awards Program of the Society, and report to the Vice President. (Amended 03Feb11)

Section B12.1.2 The Certification Committee shall be responsible for the maintenance of the Society Certification Program and to grant certification to those who meet the professional requirements of the program, and report to the Technical Council Director. (Amended 03Feb11)

Section B12.1.3 The Finance Committee shall guide and assist in planning all matters related to the financial aspects of the Society, and report to the Treasurer. The Finance Committee shall be comprised of the Executive Officers of the Society. (Amended 03Feb11)

Section B12.1.4 The Membership Committee shall be responsible for encouraging and assisting in obtaining new members, and for establishing new Sections, and report to the Membership Council Director. (Amended 03Feb11)

Section B12.1.5 The Nominations Committee shall be responsible for soliciting nominees and recommending candidates for all elective offices of the Society, and report to the Secretary. (Amended 03Feb11)

Section B12.1.6 The Publications Committee shall be responsible for the editorial policy, production, and distribution of publications of the Society, and report to the Publication Council Director. (Amended 03Feb11)

Section B12.1.7 The Rules and Resolutions Committee shall advise on all matters pertaining to the Society Constitution and Bylaws, Section Bylaws, and the scope of Society Standing Committees, and report to the Secretary. (Amended 03Feb11)

Section B12.1.8 The Standards Committee shall be responsible for the development of SES standards covering subjects approved by the Board of Directors, and report to the Technical Council Director. (Amended 03Feb11)

Section B12.1.9 (Repealed)

Section B12.1.10 The Education Committee shall be responsible for the education program and content offered by the Society, and report to the Education Council Director. (Adopted 03Feb11)

Section B12.1.11 The Conference Program Committee shall be responsible for all program content associated with the Annual Conference, and report to the Vice President. (Adopted 03Feb11)

Section B12.1.12 The Conference Logistics Committee shall be responsible for all planning, marketing and logistics associated with the Annual Conference, and report to the Vice President. The Executive Director shall chair the Conference Logistics Committee. (Adopted 03Feb11)

Section B12.1.13 The Web Committee shall be responsible for the upkeep, design, and functionality of the Society website, and report to the Marketing Council Director. (Adopted 03Feb11)

Section B12.1.14 The Marketing Committee shall be responsible for assisting and coordinating with all other Society Officers and Committees to ensure successful marketing efforts, and report to the Marketing Council Director. (Adopted 03Feb11)

ARTICLE B13: SPECIAL COMMITTEES

Section B13.1 The Board of Directors may establish ad hoc committees to perform special tasks.

Section B13.2 The duties and responsibilities of any special Committee shall end with the completion of the task for which it was appointed. A report describing the task performed shall be submitted to the Board of Directors.

ARTICLE B14: STAFF FUNCTIONS

Section B14.1 Executive Director: The Board of Directors shall select an Executive Director and approve an employment contract covering the individual's compensation and tenure. The Executive Director's duties and responsibilities shall be defined and approved in Operational Bulletin 208.

Section B14.2 Society Office: The Executive Director shall perform the administrative services from a central Society Office as approved by the Board of Directors.

Section B14.3 Historical records: The historical records of the Society shall be maintained in the Society office.

Section B14.4 Managing Editor: The Executive Director shall perform the functions of Managing Editor who shall be responsible for the management, editing, and procedures of all of the Society's publications.

Section B14.5 *Standards Engineering* Editor: The *Standards Engineering* Editor shall be responsible for the content, format, and editing of the Society's Journal. The Executive Director shall hire an Editor for the Society's Journal, subject to the approval of the Board of Directors.

Section B14.6 Web Master. The Web Master shall be responsible for maintaining the Society's web site. The Executive Director shall hire a Web Master, subject to the approval of the Board of Directors.

Section B14.7 Registered Agent: The Executive Director shall appoint a registered agent, and an alternate, whose legal residence is in the state of New Jersey in order to comply with the state of New Jersey laws of incorporation.

ARTICLE B15: OUTSIDE ORGANIZATIONAL RELATIONSHIPS

Section B15.1 The Society may enter into working agreements or associations with, or apply for membership in, other national or international standardization bodies and organizations with approval of the Board of Directors.

Section B15.1.1 The Society shall cooperate with the Standards coordinating bodies in the United States and Canada in order to fulfill the objectives of the Society.

Section B15.1.2 The Society shall be the United States and Canada member of the International Federation of Standards Users (IFAN).

Section B15.2 The Society President may appoint individuals to represent the Society in all outside organizations, subject to confirmation by the Board of Directors.

ARTICLE B16: AMENDMENTS

Section B16.1 Amendments to these Bylaws may be proposed by any member of the Society in writing to the Society Executive Director. Such proposed amendments shall be referred promptly to the Society President and to the Rules and Resolutions Committee. Within 30 days of receipt of the proposal, the Rules and Resolutions Committee shall submit an advisory opinion to the Society President and Secretary. The Society Secretary shall place the proposal as an item on the agenda of the next meeting of the Board of Directors.

Section B16.2 A 2/3 majority vote of the Board of Directors shall be required to amend, revoke, or otherwise modify these Bylaws.