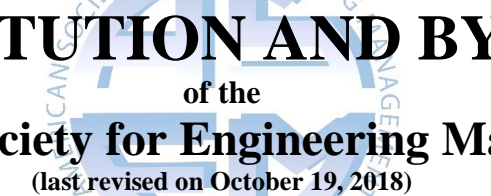




CONSTITUTION AND BYLAWS



CONSTITUTION AND BYLAWS

of the
American Society for Engineering Management
(last revised on October 19, 2018)

CONSTITUTION

ARTICLE I - NAME AND LOCATION

Section 1.

The name of this organization is the American Society for Engineering Management (ASEM), hereinafter termed the SOCIETY.

Section 2.

The headquarters of the SOCIETY shall be as provided in the Bylaws.

ARTICLE II - OBJECTIVES

The objectives of this SOCIETY are to:

- Advance engineering management in theory and in practice,
- Maintain a high professional standard among its members,
- Promote the development of the profession of Engineering Management by its meetings, professional contacts, reports, papers, discussions, and publications, and
- Serve the public interest. *(Dec 1, 2013)*

ARTICLE III - MEMBERSHIP

Section 1.

The members of this SOCIETY shall be those individuals who are interested in the objectives of the SOCIETY and who meet the requirements for MEMBERS or STUDENT MEMBERS as provided in the Bylaws. *(March 18, 2000)*

Section 2.

Applicants for membership shall be elected only as provided in the Bylaws.

Section 3.

Any firm, association, or corporation or a subdivision of any such may become a CORPORATE PARTNER of the SOCIETY under the conditions and with the rights specified in the Bylaws. *(October 20, 2017)*

Section 4.

Members of any classification may be dropped from membership for nonpayment of dues or for conduct that tends to injure the SOCIETY or to affect adversely its reputation or which is contrary to, or destructive of its objectives. No member shall be dropped except after opportunity to be heard as provided in Bylaws.

Section 5.

MEMBERS may be designated as provided in the Bylaws. *(October 2, 1988; October 20, 2017)*

ARTICLE IV - OFFICERS

Section 1.

The officers of the SOCIETY shall be a President, a President-elect, a Secretary, a Treasurer, Treasurer-elect and an Immediate Past President. *(June 1, 1986; October 11, 1991; December 1, 2013)*

Section 2.

The duties of the President, the President-elect, the Secretary, and the Treasurer shall be such as usually pertain to the offices they hold as herein prescribed, or as otherwise directed by the Board of Directors. *(October 11, 1991)*

Section 3.

(a) The President and the President-elect shall take office at the close of the annual meeting and shall hold office until the close of the next annual meeting or until their successors qualify. *(May 15, 1980)*

(b) The President-elect shall succeed to the presidency at the expiration of the President's term of office or to fill a vacancy in the office of the President occurring during the President-elect's term of office. *(October 11, 1991)*

(c) The Secretary shall succeed to the position of President-elect at the expiration of the President-elect's term of office or to fill a vacancy in the office of President-elect occurring during the Secretary's term of Office. *(March 18, 2000)*

(d) The Treasurer shall serve a three year term and is eligible for reelection to a second three year term. The Treasurer-elect shall serve under the guidance of the Treasurer and will succeed to the full office after one year's service under the guidance of the Treasurer. A Treasurer-elect will be elected in the terminal year (either second or fifth of a Treasurer's term. *(December 1, 2013; October 18, 2017)*

(e) If succession is not possible or if an officer is unable to fulfill the term for any reason, vacancies will be filled by special election called by the officers of the SOCIETY. *(December 1, 2013)*

Section 4.

(a) The Board of Directors of the SOCIETY shall take the necessary action to provide for the day-to-day operation and management of the SOCIETY through the establishment of an Executive Office/SOCIETY Headquarters and the appointment of a principal administrative official. The principal administrative official shall coordinate the staff operations of the Executive Office/SOCIETY Headquarters, and shall perform such other functions as are delegated by the Board of Directors and/or Executive Committee, under direction and guidance of the President. *(October 11, 1991)*

(b) The principal administrative official will hold the title of Executive Director. *(October 11, 1991; October 18, 2017)*

(c) Board of Directors shall determine the salaries, if any, that will be paid to the Executive Director and other staff of the Society. *(October 18, 2017)*

ARTICLE V - THE BOARD OF DIRECTORS

Section 1.

The President, President-elect, the Immediate Past President, the Secretary, the Treasurer, an International Director, six Regional Directors, three At-Large Directors, and the Functional Directors shall constitute the Board of Directors of the SOCIETY. The Board of Directors may appoint up to three persons as ad-hoc members to the Board of Directors. Ad-hoc members and the Functional Directors shall not be counted in determining a quorum nor shall they have a vote on the Board of Directors. *(June 1, 1986; October 11, 1991; January 31, 2011; March 5, 2011; December 1, 2013)*

Section 2.

The Board of Directors shall hold at least one meeting and shall hold additional meetings on reasonable notice upon the call of the President of the SOCIETY or upon the written request of any four members of the Board of Directors. The President shall preside over meetings of the Board of Directors. *(June 1, 1986; October 11, 1991)*

Section 3.

The Board of Directors shall determine the salaries, if any, which shall be paid to the officers of the SOCIETY, but no officer shall vote on any question involving their own salary. *(October 11, 1991)*

Section 4.

(a) The Officers of the SOCIETY (President, President-elect, Secretary, Treasurer, Treasurer-elect, and Immediate Past President), with the Executive Director and Associate Executive Director shall be the Executive Committee of the SOCIETY; in addition, the Board of Directors may elect up to two additional Board of Director members as at-large members of the Executive Committee. The Executive Committee shall have full power to act for the Board of Directors between Board meetings. *(October 11, 1991; December 1, 2013)*

(b) The Board of Directors may provide for any committees from its membership as it deems necessary to aid in the performance of its functions.

(c) The Board of Directors may establish an Associate Executive Director to aid and assist the principal administrative official in the performance of his/her duties. The Executive Director will retain primary responsibilities for the day-to-day operation of the SOCIETY. In the event the Executive Director is unable perform assigned duties, the Associate Executive Director, will, at the direction of the SOCIETY's officers, assume full responsibility for the day-to-day operation of the SOCIETY until such time as the Executive Director can assume responsibility or an Executive Director is appointed by the Board of Directors of the SOCIETY. *(December 1, 2013)*

(d) The Executive Director shall be elected for a term of 3 years, with an option of no more than two consecutive extensions of 2 years as needed to ensure consistency of the day-to-day operation of the SOCIETY. The Associate Executive Director is appointed by the Board of Directors to serve at the pleasure of the Executive Director. *(October 19, 2018)*

Section 5.

(a) The appointment of International, At-large, and Regional Directors shall begin at an annual meeting and shall normally be for three years. *(January 31, 2011; March 5, 2011)*

(b) No International, At-Large, or Regional Director shall serve no more than a total of two consecutive terms. After the second term a Director shall not be eligible for reelection until a period of one year has elapsed. *(March 5, 2011)*

(c) A three-year ex officio term as President-elect, President, and Immediate Past President shall be considered as equivalent to an elected term as a Director. *(June 1, 1986; October 11, 1991; January 31, 2011; March 5, 2011; December 1, 2013)*

(d) A term-limited elected director may be appointed as an ad-hoc member or Functional Director by the Board of Directors as specified in Article 5, Section 1, and such appointments do not violate the condition of consecutive term limits. *(March 5, 2011)*

ARTICLE VI - MANNER OF ELECTION

Section 1.

(a) The President-elect, Secretary, and Treasurer-elect shall be elected by the membership of the SOCIETY as provided in the Bylaws. *(October 11, 1991)*

(b) One Regional Director shall be elected from and by the membership of each of the six geographical regions as provided in the Bylaws.

(c) An International Director shall be elected by the membership at large. *(January 31, 2011)*

(d) The At-Large Directors shall be elected from and by the membership at large.

(e) The Functional Directors shall be appointed by the President and approved by the Board of Directors. *(June 1, 1986)*
(This section was deleted October 18, 2017)

Section 2.

Nominations for Secretary, Treasurer-elect, International, Regional and At-Large Directors shall be made as provided in the Bylaws. *(June 1, 1986; October 11, 1991; March 18, 2000; January 31, 2011)*

Section 3.

All vacancies shall be filled as provided in the Bylaws unless otherwise provided in the Constitution.

ARTICLE VII - PUBLICATIONS

Section 1.

The SOCIETY shall issue or sponsor such publications as in the judgment of the Board of Directors will best carry out the SOCIETY'S objectives.

Section 2.

Editors of publications issued by the SOCIETY shall be appointed by the President and approved by the Board of Directors. *(October 11, 1991)*

ARTICLE VIII - MEETINGS OF THE SOCIETY

Section 1.

The SOCIETY shall hold one annual meeting and such other meetings as are necessary to carry out its objectives.

Section 2.

(a) The place, day and hour of the annual meeting shall be fixed by the Board of Directors with written or printed notice given to each member of the SOCIETY.

(b) For any meeting other than the annual meetings, written or printed notice stating the purpose(s), place, day and hour of the meeting shall be delivered not less than five nor more than forty days before the day of the meetings, either personally or by mail, by or at the direction of the President, Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting.

(c) At any meeting of the SOCIETY a quorum shall be as provided in the Bylaws but not less than fifteen (15) members.

ARTICLE IX - FINANCES

Section 1.

Each member of the SOCIETY shall pay dues as provided in the Bylaws.

Section 2.

The financial year of the SOCIETY shall be from January 1 to December 31, inclusive.

ARTICLE X - BYLAWS

Section 1.

The Board of Directors shall make such Bylaws not in conflict with this Constitution as may be necessary for the proper government of the SOCIETY.

Section 2.

The Bylaws may be amended by the Board in the manner provided in the Bylaws.

ARTICLE XI - AMENDMENTS TO THE CONSTITUTION

The Constitution may be amended in the following manner:

Section 1.

Any petition for amendments of this Constitution and the reasons therefore shall be submitted in writing to the Board of Directors with no fewer than the signatures of fifteen (15) members in good standing of the SOCIETY or 10% of the membership, whichever is the larger, or bearing the signatures of the majority of the entire Board of Directors. *(January 28, 1985)*

Section 2.

Each petition for amendment must be ratified by ballot with two-thirds (2/3) of the members who return ballots voting in favor of the proposal. *(December 1, 2013)*

BYLAWS

BYLAW I - MEMBERSHIP

Section 1.

The Admissions Committee shall be comprised of the Functional Directors responsible for Professional Membership and Student Membership, the Executive Director, and the Office manager. This committee is accountable to the Board of Directors for the operation and implementation of the membership process. *(October 11, 1981; September 21, 1986; July 15, 1991; March 18, 2000; February 17, 2017)*

Section 2.

The membership year shall be a continuous 12 month period based on when the member joins. *(June 25, 1980; February 17, 2017)*

Section 3.

Any person who shall have paid their initial membership dues and fees as applicable shall be declared elected a MEMBER of the SOCIETY. *(October 11, 1981; July 15, 1991; March 18, 2000; February 17, 2017)*

Section 4.

A STUDENT MEMBER is a person joining a Student Chapter who is either registered for at least six credit hours work toward a degree in engineering management, engineering, or appropriate science, or who has earned such a degree and is presently registered in a management or business school degree program. STUDENT MEMBERS shall not vote for SOCIETY officers or hold SOCIETY offices. *(June 23, 1982; February 17, 2017; April 19, 2018)*

Section 5.

(a) Any person in arrears for dues for four months shall cease to be a member of the SOCIETY. *(June 25, 1980; July 15, 1991; March 18, 2000; February 17, 2017)*

(b) A person whose resignation was received within the specified time limit or who has been dropped from the SOCIETY due to nonpayment of dues may be reinstated as a member of the SOCIETY by payment of the member's current dues. *(July 15, 1991; February 17, 2017)*

(c) The Admissions Committee will receive in writing any charges against a member of conduct which in anyway tends to injure the SOCIETY or to affect adversely its reputation or which is contrary to, or destructive of, its objectives. The Admissions Committee shall notify the member in question of all charges and provide an opportunity to refute or comment prior to recommending to the Board of Directors the termination of the individual's membership. Any member dismissed for such misconduct can only, be reinstated by explicit action of the Admissions Committee, and with the approval of the Board of Directors. *(July 15, 1991; February 17, 2017)*

Section 6.

The Board of Directors shall determine the relationship between CORPORATE PARTNERS and the SOCIETY. *(October 18, 2017)*

Section 7.

(a) Members with unbroken membership the eight (8) preceding years may be nominated for FELLOW membership on the basis of continuing distinguished service and contribution to the SOCIETY, and shall be elected by quorum vote or the Board of Directors. *(October 2, 1988)*

(b) No more than 5 members per year may be designed FELLOW members. *(October 2, 1988; December 1, 2013)*

Section 8.

(a) LIFETIME Membership may be purchased for a single payment or a series of annual payments, varying with age, as shall be from time to time established by the Board of Directors. *(October 2, 1988)*

(b) Members with continuous membership of 15 years or continuous and who are 65 years of age and retired from full-time work may be granted EMERITUS membership at a reduced rate which shall be from time to time established by the Board of Directors. Such EMERITUS members shall continue to enjoy all benefits and privileges of regular membership. *(October 2, 1988; February 17, 2017)*

(c) Members with Ten years of regular membership and who are 65 years of age or older and no longer working full time may be granted RETIRED membership at a reduced rate which shall be from time to time established by the Board of Directors. Such RETIRED members shall continue to enjoy benefits and privileges of regular membership as recommended by the membership committee and approved by the Board. *(February 17, 2017)*

Section 9.

The Board of Directors shall have the authority to establish awards to recognize individuals for their achievements in the practice of Engineering Management or for their contribution to the SOCIETY. The qualifications and requirements for such awards, and any associated privilege that may come with such recognition shall be established by the Board of Directors. *(July 15, 1991)*

BYLAW II - MANNER OF ELECTION

Section 1.

(a) A Committee on Nominations and Elections (3 members) shall be appointed by the Board of Directors no later than May 1. *(July 15, 1991)*

(b) On or before July 15, the Committee on Nominations and Elections shall transmit to the Executive Office of the SOCIETY the names of at least one MEMBER of the SOCIETY as proposed nominees for each position of Secretary, Treasurer-elect (in the final year of the Treasurer's term), and International, At-large or Regional Director(s). *(June 1, 1986; July 15, 1991; January 31, 2011; December 1, 2013; October 18, 2017)*

(c) Members of the SOCIETY may nominate candidates for Secretary, Treasurer-elect (in the final year of the Treasurer's term), and International, At-Large or Regional Directors to the Committee on Nominations and Elections by June 30. *(June 1, 1986; July 15, 1991; January 31, 2011; December 1, 2013; October 18, 2017)*

Section 2.

The Executive Office shall communicate to all members of the SOCIETY a list of the candidates for each office so noted at least fifteen days before the scheduled date of ballot return. Suitable biographies will be enclosed. Each voter shall vote for one Secretary, one Treasurer-elect (if vacant), one person for each International and At-Large Director vacancy, and one Regional Director for that particular region, when appropriate. Regions are as defined in the attachment: Regions of the Society, attached to these Bylaws. The Executive Committee will validate all ballots received within the interval and shall certify the results. *(June 1, 1986; July 15, 1991; January 31, 2011; October 18, 2017)*

Section 3.

All Directors who fail to participate at an appropriate level for an extended period may be removed by the members of the Board. *(June 1, 1986; September 21, 1986; October 18, 2017)*

Section 4.

The Board of Directors may fill vacancies in the offices of President-elect, Secretary, Treasurer,

Treasurer-elect or International, At-Large or Regional Director at any special or general meeting. Officers so appointed shall serve until the next annual meeting and shall be confirmed or replaced as described in Section 2 above. *(June 1, 1986, January 31, 2011; October 18, 2017)*

Section 5.

a) The incoming President shall, with concurrence of the outgoing President of the SOCIETY, present to the Board of Directors at their regular meeting nominees for each position of Functional Director. The Board of Directors will approve the selection of the Functional Directors, by vote, at that meeting.

b) The newly appointed Functional Directors will assume a position on the Board of Directors at the end of the meeting at which they were approved.

c) Functional Directors will serve a term of one year unless reappointed to the Board of Directors as described above. *(June 1, 1986)*

BYLAW III - MEETINGS OF THE SOCIETY

Section 1.

The annual meeting shall be held in September, October, or November in conjunction with the International Annual Conference. Additional meetings during the year may be designated by the Board of Directors. *(March 22, 1986; December 1, 2013)*

Section 2.

The various types of meetings to which reference is made in this Bylaw shall be defined as follows:

(a) The SOCIETY Annual Meeting is sponsored and arranged jointly by the Board of Directors. Normally, the Host shall be selected by the Board of Directors two years prior to the scheduled SOCIETY Annual Meeting. Such selection will be based upon proposals from prospective hosts submitted to the Board of Directors at the annual spring meeting. *(July 15, 1991; October 18, 2017)*

(b) Regional and/or Section meetings are those sponsored and arranged by Local Section(s) in some geographical region primarily to serve the members of the SOCIETY in that Region. *(July 15, 1991)*

Section 3.

(a) The organization of a SOCIETY Annual Meeting shall be a responsibility of the Board of Directors and held during the International Annual Conference. *(March 5, 2011; December 1, 2013)*

(b) At any meetings of the SOCIETY, the order of business shall be in accordance with an agenda distributed in advance. *(December 1, 2013)*

Section 4.

(a) Attendance at any SOCIETY or REGIONAL meeting shall be limited to registered persons.

(b) Each registrant at a SOCIETY meeting shall pay a registration fee to be fixed by the Board of Directors. *(December 1, 2013)*

Section 5.

The Board of Directors shall hold its regular meeting in conjunction with the annual meeting of the SOCIETY and may hold other (special) meetings called as provided in the Constitution. *(June 25, 1980)*

Section 6.

All meetings of the Board of Directors shall be conducted according to Roberts Rules of Order,

Revised, except where there is conflict with the Constitution or Bylaws. *(September 21, 1986)*

BYLAW IV - LOCAL SECTIONS AND STUDENT CHAPTERS

Section 1.

Upon request of not fewer than five members of the SOCIETY in good standing residing within the area defined in their request, the Board of Directors may charter a Local Section and approve its territorial limits. *(October 11, 1981; October 18, 2017)*

Section 2.

Upon request of not fewer than five STUDENT MEMBERS (or candidates or such membership) and a member willing to serve as Advisor, all from a four-year college or university offering a bachelor's or higher degree in engineering management, engineering, or science, or from a business or management school offering the master's degree, providing such students qualify as defined by Bylaw I, Section 4 above, the Board of Directors may charter a Student Chapter at that institution. Student chapters shall define their own membership year. *(June 23, 1982; December 1, 2013)*

Section 3.

A new Local Section or Student Chapter shall operate under charter bylaws prepared or approved by the Board of Directors of the SOCIETY until such time as the Section or Chapter desires to amend them.

Section 4.

Each Local Section or Student Chapter shall have a President, Vice-President or President-elect, Secretary/Treasurer, and such other officers as the bylaws of the Section or Chapter may provide. *(June 25, 1980)*

Section 5.

Each Local Section shall submit an annual report of its activities for the calendar year to the Executive Office not later than January 30. Each Student Chapter shall submit an annual report to its activities for the academic year to the Executive Office not later than the close of the spring semester or quarter. *(June 24, 1981; July 15, 1991)*

Section 6.

No Local Section or Student Chapter shall have authority to act for or incur any financial obligation in the name of the SOCIETY without written permission from the Executive Committee. *(October 18, 2017)*

Section 7.

The Board of Directors may revoke the charter of any Local Section or Student Chapter for failure to maintain adequate membership, or inconsistencies with the SOCIETY'S Articles of Incorporation, Constitution and/or Bylaws, or other reasons which are to the detriment of the SOCIETY if, after giving the Section or Chapter opportunity to be heard, it judges revocation in the best interests of the SOCIETY.

BYLAW V - PUBLICATIONS

Section 1.

(a) The publications authorized in the Constitution, Article VII, shall include the SOCIETY'S journals and other SOCIETY publications.

(b) The SOCIETY shall own the copyright for the original and any renewal term thereof of any writing of an author that is published by the SOCIETY unless agreed to otherwise by the Executive Office. *(July 15, 1991)*

Section 2.

(a) The SOCIETY'S Publications shall be guided by Business and Operations Plans that are approved by the ASEM Publications Board. These plans will be established by the editor for each publication. *(July 15, 1991; March 1, 2002)*

(b) The SOCIETY'S Publications Board shall consist of the following: the Functional Director for Communications [who shall also serve as the Chair of the Publications Board], At-Large Director appointed by the President, and the Treasurer of the SOCIETY. *(July 15, 1991; March 1, 2002).*

(c) The Editor(s) of the SOCIETY'S Journal and the Editor(s) of the SOCIETY'S Newsletter(s) shall serve as Ad Hoc Members of the SOCIETY'S Publications Board. *(July 15, 1991; December 1, 2013)*

(d) The SOCIETY'S Publications Business and Operations Plans shall include, but are not limited to, overall editorial policy of each publication, publication frequency, subscription rates (including any bulk or discount rates with other organizations), advertising policy and advertising rates, staffing and salary policies for the staff of SOCIETY'S Publications, and guidelines for establishment of printing or other service contracts. The Publications Board will present a semi-annual information brief on all publication activities to the Board of Directors. The Publications Board will ask the Board of Directors for advice and consent on budgetary items that obligates the society for expenses in excess of \$5000. *(March 1, 2002; December 1, 2013)*

Section 3.

Any member in arrears for subscription charges shall not receive the publications of the SOCIETY until all arrears are paid. *(October 11, 1981; July 15, 1991)*

BYLAW VI - FINANCES

Section 1.

All income to the SOCIETY shall be collected by the Executive Office and audited by the Treasurer. *(June 25, 1980)*

Section 2.

The Board of Directors is authorized and empowered in behalf of the American Society for Engineering Management to receive by device, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, reinvest, and manage the same and to apply said property and the income arising there from to the objectives of the SOCIETY. The Board of Directors shall also have the power to allocate funds of the SOCIETY for the purposes of carrying out the objectives of the SOCIETY.

Section 3.

The Board of Directors shall establish and may change from time to time the annual dues for the several classes of membership. *(September 21, 1986)*

Section 4.

Upon the dissolution of this Society, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one of more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the

federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the state of the Home Office of the Society. *(January 31, 2011)*

BYLAW VII - AMENDMENTS TO THE BYLAWS

Section 1.

These Bylaws may be modified, altered, or amended at the regular meeting of the Board of Directors by the affirmative vote of the entire Board of Directors, but not at any special meeting, unless notice of such intention shall have been included in the notice of such special meeting.

BYLAW V111 - INITIAL ORGANIZATION PROCEDURE

(This Bylaw, consisting of the 5 sections, was deleted April 17, 1988.)

REGIONS OF THE SOCIETY

In accordance with Article V Section 1, members of the Board of Directors include six Regional Directors and one International Director.

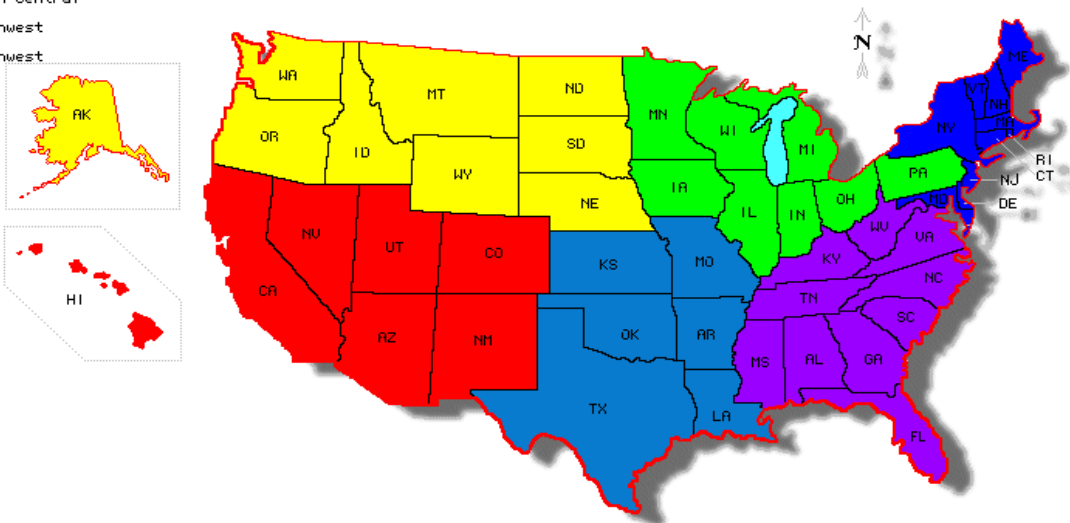
(a) Regional Directors are assigned to six geographic regions of the United States.

(b) The boundaries of the six geographic regions will be developed and adjusted as necessary by the Board of Directors.

(c) The International Director is responsible for all ASEM activities outside of the United States. *(January 31, 2011)*

ASEM REGIONS

- - Northeast
- - Southeast
- - North Central
- - South Central
- - Northwest
- - Southwest



10-22-10

