BYLAWS

AMERICAN ASSOCIATION OF ENGINEERING SOCIETIES, INC.

ARTICLE I - MEMBERSHIP

Section 1. To qualify for membership in AAES, an organization shall 1) be non-profit, AND 2) be focused on engineering, AND 3) have an ability to contribute to the AAES Mission and Vision. Election of eligible organizations as AAES Member Societies shall be by majority vote of the Board of Directors.

Section 2. Resignation by a Member Society shall be by written notice to the Secretary.

Section 3. Membership of a Member Society may be terminated by majority vote of the Board of Directors if it is found that such society no longer meets the provisions of the Constitution and Bylaws, or for other proper cause. The Member Society shall be provided notice six (6) months prior to consideration by the Board of Directors, along with the reasons for proposed termination. The Member Society shall be given the opportunity to appear at the meeting where termination is presented for consideration by the Board of Directors.

Section 4. Any five (5) Member Societies may present to the Board of Directors a proposal for the termination of a Member Society's membership.

Section 5. If an organization does not meet the qualifications for membership, however, it is supportive of the AAES Mission and Vision, it may participate in AAES as an Affiliate upon approval of the Board of Directors.

> Section 5.1. Affiliates shall be assessed dues, which are set by the Board of Directors. In special circumstances, the Board of Directors may waive these dues.
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> Section 5.2. Affiliates may participate at General Assembly meetings with no vote and no voice, may participate fully in AAES Program Committees, and shall be invited to the Convocation and other AAES events.

ARTICLE II - GOVERNANCE MEETINGS

Section 1. The General Assembly and the Board of Directors shall each hold at least two (2) meetings each year, one (1) shall be held in conjunction with an annual Awards Banquet and Ceremony. The Board of Directors shall hold a minimum of four (4) additional meetings annually.

Section 2. Special meetings of the General Assembly may be called by majority vote of the Board of Directors or by petition of not less than five (5) Member Societies. Special meetings of the Board of Directors may be called by the Chair, by any four (4) members of the Board of Directors, or by petition of not less than five (5) Member Societies.

Section 3. The Secretary shall notify the members of the General Assembly or Board of Directors of any meeting giving the time and place and, if a Special meeting, the purpose thereof. Not less than thirty (30) days' notice must be given to the Member Societies prior to any Special meeting of the General Assembly. Not less than fifteen (15) days' notice shall be given to the members of the Board of Directors prior to any Special meeting of the Board of Directors.

Section 4. The Chair shall preside at all meetings of the General Assembly and the Board of Directors.

Section 5. Any action required or permitted to be taken by the General Assembly or the Board of Directors may be taken without a meeting if all voting members consent in writing to the adoption of a resolution authorizing the action.

Section 6. In the absence of rules to the contrary, the most current edition of Robert's Rules of Order Revised shall be used for the conduct of AAES business.

Section 7. All policies of AAES shall be approved by the Board of Directors. No AAES entity shall be in conflict with AAES policy.

> Section 7.1. AAES shall have the following policies: a Conflict of Interest policy, a Document Retention and Destruction policy, and a Whistleblower policy.
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> Section 7.2. AAES Directors and Officers shall annually sign the Conflict of Interest policy.

ARTICLE III – OFFICERS, DELEGATES AND DIRECTORS

Section 1. The Chair, Vice-Chair and Treasurer as well as all Delegates and Directors shall be current member(s) of a Member Society or a current Chief Staff Officer of a Member Society. Chief Staff Officers are not eligible to serve as Chair.

Section 2. Each Member Society shall annually inform the Secretary of its Delegate to the General Assembly.

Section 3. All Directors shall have previously served on a Member Society Board of Directors or be a Chief Staff Officer of a Member Society at the time of their election.

Section 4. No Member Society shall have more than two (2) representatives on the Board of Directors.

Section 5. The Nominating Committee, following the procedure adopted by the Board of Directors, shall distribute a slate of candidates to the General Assembly forty-five (45) days in advance of the Fall meeting. The General Assembly will act on the proposed slate at its Fall meeting.

Petition nominees shall be accepted if twenty percent (20%) of the Member Societies provide their assent to the petition.

All nominees shall provide to the Secretary a written letter of support from a Member Society and a CV or resume prior to consideration by the Nominating Committee.

Section 6. Directors shall serve a three (3) year, renewable term with a lifetime limit of three (3) terms. Directors' terms run coincident with the AAES Fiscal Year. Each year, two (2) or three (3) Directors shall be elected.

Section 7. The Board of Directors shall select the Chair and Vice-Chair from the Directors. The Chair shall serve a two (2) year, non-renewable term and the Vice-Chair shall serve a one (1) year, twice-renewable term.

Section 8. The Treasurer shall be appointed by the Board of Directors to serve a three (3) year, once-renewable term. The Treasurer shall not be a current Director.

The Treasurer shall have oversight of all AAES fiscal matters, such as budgets and financial plans, receipts and disbursements, AAES risks and insurance and surety bond protection, investments, accounts, audits, and reports for the General Assembly and the Board of Directors. The Treasurer shall chair the Finance Committee.

Section 9. The office of Secretary shall be filled by the AAES Executive Director.

Section 10. Except as specifically provided in the above paragraphs, the Officers shall perform the duties which are usually performed by such officers, and such duties as may be assigned to them from time to time by the General Assembly or the Board of Directors.

ARTICLE IV - COMMITTEES

Section 1. Standing Committees members are appointed by the Board of Directors on recommendation of the AAES Chair. Standing Committee membership is restricted to those who are current members of Member Societies. There shall be a standing Audit Committee, Awards Committee, Finance Committee and Nominating Committee.

> Section 1.1. The Audit Committee shall be comprised of no fewer than five (5) members. The Audit Committee shall review and provide a recommendation to the Board of Directors regarding approval of the annual audit or financial review.
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> Section 1.2. The Awards Committee shall be comprised of no fewer than five (5) members and shall be chaired by the past AAES Chair. The Awards Committee shall annually consider and recommend to the Board of Directors nominations for recipients of AAES Awards.
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> Section 1.3. The Finance Committee shall be comprised of the members of the Board of Directors and be chaired by the Treasurer. The Finance Committee shall undertake review of the annual budget, and monitor financial reports and investments.
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> Section 1.4. The Nominating Committee shall be comprised of no fewer than five (5) members. No current member of the Board of Directors may serve on the Nominating Committee. The Nominating Committee shall be chaired by a past member of the Board of Directors or a previous chief elected officer of a Member Society. No current member of the Nominating Committee may be a nominee for Director. The Nominating Committee shall solicit nominations for Directors to serve on the AAES Board of Directors.

Section 2. The Board of Directors may establish Program Committees to address agreed activities/issues that align with the AAES vision and mission. The Board of Directors shall establish a Program Committee to address an agreed upon activity/issue that aligns with the AAES vision and mission upon the request of three (3) or more Member Societies.

> Section 2.1. Program Committees shall submit a written description of purpose, objectives, and sources of support in order to seek formation by the Board of Directors. Once formed, Program Committees shall submit a written report of activity prior to each meeting of the General Assembly.

Section 3. The Board of Directors may appoint ad hoc committees for a specific purpose and duration.

ARTICLE V - FISCAL MATTERS AND ADMINISTRATION

Section 1. The fiscal and dues years of AAES shall be the calendar year.

Section 2. The Board of Directors shall establish the amount of the annual dues assessment as part of its annual budget process. For new Member Societies joining AAES following the Spring meeting, the dues assessment for the remainder of the initial dues year shall be half the annual dues assessment.

Section 3. The accounts of AAES shall be reviewed or audited and approved annually by a certified public accountant selected by the Board of Directors. The Board of Directors shall annually approve the AAES Form 990, after which the Secretary shall provide the Form 990 to the General Assembly for comment prior to its submission.

Section 4. The Treasurer shall advise the Board of Directors on the adequacy of surety bonds secured for those AAES officers and staff members responsible for financial affairs.

Section 5. If a Delegate, Director, Officer, committee member, employee, agent or volunteer (including heirs, executors, administrators or the estate of such person) of AAES is made a party to

any civil or criminal action or proceeding in any matter arising from the performance by such party of the individual's duly authorized duties for or on behalf of AAES, in a manner consistent with the purposes or objectives of AAES, and further provided that the performance by the party was not or is not illegal, then, to the full extent permitted by the New York Not-For-Profit Corporation Law or any successor provisions, AAES, upon affirmative vote of the Board of Directors, may indemnify such party for judgments, fines, amounts paid in settlement, and reasonable expenses , including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein. The right accruing to any party under the foregoing provision shall not exclude any other right to which the individual may be lawfully entitled, nor shall anything herein contained restrict the right of AAES to indemnify or reimburse such person in any proper case to the extent permitted by law even though not specifically herein provided for. AAES, its Officers, Delegates, Directors, committee members, employees, and agents shall be fully protected in taking any action or making any payment under this article or in refusing to do so in reliance upon advice of counsel to AAES.

Section 6. No unit of AAES shall speak on behalf of AAES or issue policy statements without the specific approval of the Board of Directors. Individual AAES Member Societies may always speak on their own behalf or issue policy statements in their own name and without citing their membership in AAES.

Section 7. Reserves, restricted or unrestricted, may be established by the Board of Directors for such purposes as the organization’s needs dictate. Minimally, established restricted reserves for awards will be maintained in accordance with their rules.