

CONSTITUTION

AMERICAN ASSOCIATION OF ENGINEERING SOCIETIES, INC.

ARTICLE I – NAME

The name of this corporation is the American Association of Engineering Societies, Inc. hereinafter referred to as AAES.

ARTICLE II – OBJECTIVES

Section 1. AAES is organized exclusively for charitable, education, and scientific purposes.

Section 2. The objective of AAES shall be to advance the knowledge and practice of engineering in the public interest. In furtherance thereof, AAES shall:

(A) Provide a forum of societies interested in advancing engineering to exchange and discuss their members' views on matters of common interest.

(B) Conduct programs and activities that enhance or otherwise serve the public interest, that the member societies acting individually could not accomplish as well.

(C) Unite the engineering community and facilitate its constructive involvement in national and international issues where engineering could contribute to a better life for humankind.

Section 3. No part of the net earnings of AAES shall inure to the benefit of, or be distributed to its Member Societies, Members of its General Assembly, Board of Directors, its Officers, or other private shareholders or individuals, except that AAES shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objectives for which the corporation is incorporated. No substantial part of the activities of AAES shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as to the extent allowed by Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, and AAES shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, AAES shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – MEMBERSHIP

Section 1. The members of AAES shall be engineering and other related societies capable of contributing to the advancement of the AAES objectives and shall be known collectively as Member Societies.

Section 2. Membership qualifications and responsibilities shall be defined in the Bylaws.

ARTICLE IV – GOVERNANCE

Section 1. The AAES General Assembly shall include one (1) representative (hereafter referred to as a Delegate) of each Member Society. Each Delegate shall have one (1) vote. The General Assembly shall approve amendments to the Constitution and Bylaws; establish core values, mission, vision and purpose; adopt public policy positions on behalf of the engineering profession; consider strategic issues of impact to the engineering profession; and vote on any other business presented properly.

Section 2. The AAES Board of Directors shall be comprised of seven (7) Directors who shall be elected by the General Assembly in such manner as specified in the Bylaws. The Board of Directors shall approve the budget and audit; review and approve grants, award recipients, membership applications, and working and task groups; appoint committees; oversee the Executive Director and/or management contract; and approve Board of Directors' policies.

Section 3. In order to carry out its objectives, AAES may receive, own, and maintain assets of real or personal property, or both, and use or apply the whole or any part of the income there from and the principal thereof, and contribute assets of real or personal property, or both, to persons and organizations.

Section 1. The Officers of AAES shall be the Chair, Vice-Chair, a Secretary, and a Treasurer.

Section 2. The Bylaws shall specify the methods of electing or appointing Officers, and their terms of office.

Section 3. The Chair shall be the chief elected officer of AAES. The Executive Director shall be the chief staff officer, responsible for annual operations, reporting to the Board of Directors.

ARTICLE VI – DISSOLUTION

Upon the dissolution of AAES, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of AAES, dispose of all the assets of AAES exclusively for the purposes of AAES in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Supreme Court of New York, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - AMENDMENTS TO THE CONSTITUTION

Section 1. Amendments may be proposed by the General Assembly or the Board of Directors by majority vote at any regularly scheduled General Assembly meeting, or by a petition of not less than five (5) Member Societies. A proposed amendment and the reasons thereof shall be sent to all Member Societies not less than sixty (60) days before the General Assembly meeting where the amendment will be considered for adoption. An affirmative vote of at least two-thirds (2/3) of the Member Societies present and voting at a meeting of the General Assembly shall be required for adoption of a Constitutional Amendment.

Section 2. Unless otherwise directed in the amendment, amendments shall take effect upon adoption.

ARTICLE VIII - AMENDMENTS TO THE BYLAWS

Section 1. Amendments may be proposed by the General Assembly or the Board of Directors by majority vote at any regularly scheduled General Assembly meeting, or by petition of not less than five (5) Member Societies. Recommended amendments to the Bylaws and the reasons thereof shall be sent to all Member Societies no less than thirty (30) days prior to the General Assembly meeting at which the proposed amendments are to be considered. An affirmative vote of at least one-half (1/2) of the Member Societies present and voting at a meeting of the General Assembly shall be required to enact such amendment.

Section 2. If a conflict or deficiency is found in some portions of the Bylaws, the General Assembly, by a two-thirds (2/3) vote and without need for prior notice, may suspend the specific paragraphs of the Bylaws and the rules and procedures derived there from, pending resolution of the conflict, or deficiency, and remedy through a proper amendment. All other portions of the Bylaws not specified in the suspension action shall continue with full force and effect.