



Council of Engineering and Scientific Society Executives

BYLAWS

February 23, 2016

ARTICLE I: OFFICE AND REGISTERED AGENT

Section 1. Name

The name of this Society shall be the COUNCIL OF ENGINEERING AND SCIENTIFIC SOCIETY EXECUTIVES (CESSE).

Section 2. Principal Office

CESSE shall maintain a principal office at a location and arrangement determined by the Board of Directors. Meetings of members and directors may be held in such places as designated by the Board of Directors.

Section 3. Registered Office and Agent

The registered agent of CESSE is determined by the Board of Directors and is consistent with the laws and regulations of the District of Columbia.

Section 1. To enable the leadership of scientific and engineering societies to achieve excellence.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility for Membership Staff of Societies that meet the criteria below may be considered for membership.

- A. **Staff of national and international scientific and engineering Societies** are eligible for membership in CESSE if the Society:
1. Exists to fulfill a scientific or engineering purpose or to serve the needs of a scientific or engineering audience; AND
 2. Has non-profit status consistent with its definition in the U.S. and Canada; AND
 3. Has a voting membership of at least 100 persons, or if a non-individual member organization (e.g., foundation, research institute), has a scientific or engineering Board; AND
 4. Demonstrates one or more of the following:
 - a. Has a peer-reviewed journal OR
 - b. Holds regularly-scheduled professional or technical meetings OR
 - c. Produces standards OR
 - d. Offers continuing education; AND
 5. Is not a trade Society.

B. **Staff of federations** of such Societies as described in Paragraph A with similar purposes are also eligible for membership.

Section 2. Classes and Qualifications of Members Members of CESSE are staff of Societies that meet the CESSE definition of scientific and engineering Societies in Section 1 above.

A. **Members** Once a Society has met the CESSE definition of scientific and engineering Societies in Section 1 above, any subsequent staff may become a Member upon request. Members may retain their individual membership in CESSE for up to 24 months following their departure from a CESSE organization for reasons other than retirement.

B. **Honorary Members** The CESSE Board of Directors may elect to Honorary Membership an individual who has over the years performed some extraordinary service or services to CESSE.

C. **Emeritus Members** A Past President of CESSE shall automatically become an Emeritus Member when he or she ceases to be chief executive of an organization described in Section 1 above. In addition, a Member who has been a member of CESSE for at least 10 years and who has retired from all full-time professional activity within the past five (5) years, automatically becomes an Emeritus Member.

D. **Retired Members** A person who has retired from all full-time professional activity within the past five (5) years, and who is not eligible for Emeritus Membership, may continue his or her affiliation with CESSE as a Retired Member.

Section 3. Admission to Membership Applicants who meet the eligibility requirements specified in Article III, Section 1, as judged by a process sanctioned by the Board shall be approved as members of CESSE.

Section 4. Voting Rights Members in good standing shall have the right to vote.

Section 5. Business and Special Meetings There shall be an annual business meeting of the members upon such date, time, and place as the Board shall determine. Special meetings may also be held as determined necessary by the Board. A notice of the business and special meetings will be provided to the membership at least 14 days in advance of the meeting.

Section 6. Quorum and Voting Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of twenty (20) voting members present in person. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 7. Removal Any member may be removed from membership, only for cause, by a three-fourths vote of the Board of Directors.

Section 8. Voting

- A. A Member in good standing shall be entitled to cast one (1) ballot in any Society election or referendum.
- B. Members shall vote by mail ballot, electronic mail, or any other means of electronic transmission approved by the Executive Committee. The Executive Committee shall have the authority to examine the eligibility of any voter.
- C. At least thirty (30) days shall be allowed for the return of mail ballots. Ballots must be received at the Society's principal office not later than the stated return date to be counted.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Powers and Duties There shall be a Board of Directors of CESSE, who shall govern the organization through promulgation of policies at duly called meetings of the Board of Directors. For purposes of these bylaws, "govern" shall mean performing work of the highest order and of which no other office or body is authorized to perform by law, the Articles of Incorporation, or other sections of these bylaws.

It is the duty of the Board of Directors to ensure that CESSE achieves what it should and avoids unacceptable situations. The Board of Directors shall be responsible for determining the manner by which it will conduct its business, for disciplining its members, building its capacity to govern, and for its performance.

Section 2. Number and Qualifications The Board of Directors of CESSE shall be composed of a Board Chair, Vice Chair, Secretary, Treasurer, six Directors, and the most recent Past Chair. An Executive Director shall be a nonvoting *ex-officio* member of the Board.

All except the Executive Director shall be a Member of CESSE at the beginning of his or her term. The Executive Director is an appointed position with conditions determined by the Board of Directors.

Section 3. Nomination Approval and Term of Office Directors shall be presented by the Nominating Committee and approved by the voting members at the annual business meeting of the members. The Directors shall serve offset terms of three years, with two Directors rotating off the Board each year, as noted in Article VII, Section 2D. Officers will serve as indicated in Article V. The Board may consider adjustments in terms in order to assure continuity and balance.

Section 4. Resignation Any Director may resign at any time by giving written notice to the Chair of CESSE. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair.

Section 5. Removal Any Director may be removed from such office, with or without cause, by three-fourths vote of the voting members of the Board at any regular or special meeting of the members called expressly for that purpose.

Section 6. Vacancies Vacancies, with the exception of the Chair, shall be filled by majority vote of the remaining members of the Board of Directors for the position's unexpired term. Should the office of the Chair become vacant, the Vice Chair shall automatically become Chair and serve through the end of previous Chair's term.

Section 7. Quorum A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, including those where Board members are not physically present.

Section 8. Executive Director The Executive Director shall manage the operations of CESSE consistent with law, the Articles of Incorporation, CESSE bylaws, and the duly adopted policies of the Board of Directors. For purposes of these bylaws, the term "manage" means identifying and executing of the means by which CESSE goals established by the Board of Directors shall be achieved. Management shall include the authority over day-to-day business operations including financial administration, human and physical resources, and entering into and maintaining relationships with other organizations and contractors.

In carrying out the management of CESSE, the Executive Director shall use his or her professional judgment and shall be held to a "reasonable person" standard in the exercise of such judgment. The Executive Director shall not act in a manner contrary to explicit limitations promulgated in board policy. The Executive Director shall also collaborate with the Chair and Board of Directors in determining the strategic vision and goals of CESSE.

He or she is the primary signatory for contracts or other instruments that the Board of Directors has authorized to be executed. The Executive Director is also the spokesperson for the Society. He or she shall perform all duties incident to the role of Executive Director as may be prescribed by the Board of Directors.

Section 9. Conflicts of Interest All members of the Board and any member acting on behalf of CESSE shall be subject to CESSE's conflict of interest policy.

ARTICLE V: ADMINISTRATION

Section 1. Headquarters Office

CESSE shall maintain an office for the conduct of business at a location and arrangement determined by the Board of Directors.

Section 2. Fiscal Year

The fiscal year of CESSE shall be July 1 to June 30.

ARTICLE VI: OFFICERS

Section 1. Officers The officers of CESSE shall consist of a Board Chair, a Vice Chair, a Secretary, and Treasurer, who shall all serve without compensation, but who may be reimbursed for ordinary and customary expenses incurred in the performance of their official duties as authorized by the Board of Directors.

Section 2. Approval of Officers Officers of CESSE shall be approved by the voting members at the annual business meeting of the members.

Section 3. Term of Office The terms of all Officers and Directors of CESSE shall begin at the adjournment of the annual business meeting of the members. The Chair, or any other elected member of the Board of Directors, shall not be eligible for immediate re-election to the same office at the expiration of a full elected term. Officers shall hold office for one year or until their respective successors shall have been duly elected.

Section 4. Chair The Chair shall be responsible for the integrity of the Board of Directors governance. The Chair shall ensure that the Board acts in a manner consistent with laws, the Articles of Incorporation, the provisions of these bylaws, and the policies and guidance documents adopted by the Board of Directors. In the absence of the Executive Director, the Chair may act as spokesperson for the Society, as well as sign contracts or other instruments which the Board of Directors has authorized to be executed.

Section 5. Vice Chair In the absence of the Chair at duly called official meetings of the Board of Directors, the Vice Chair shall have all the powers and prerogatives of the Chair. The Vice Chair will also serve in the capacity of Chair during periods of extended absence or disability of the Board Chair specifically declared by the Chair or the Board of Directors.

Section 6. Secretary The Secretary shall keep the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, ensure that corporate records are kept, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 7. Treasurer The Treasurer shall be appointed by the Board of Directors. The tenure of this position will be for one year, subject to reappointment. The Treasurer

shall be responsible for ensuring the integrity of CESSE's financial administration through direct examination of CESSE's financial records and timely reporting of his or her findings to the Board. He or she shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 8. Bonding Any person entrusted with the handling of funds or valuable property of CESSE shall furnish, at the expense of CESSE, a fidelity bond in an amount determined by the Board of Directors.

ARTICLE VII: COMMITTEES

Section 1. Executive Committee The Executive Committee of CESSE is composed of the Chair, Vice Chair, Secretary, Treasurer, and the Past Chair. The Executive Committee shall be empowered to act between meetings of the Board of Directors on matters which, in the determination of the Executive Committee, are time sensitive and in the best interest of CESSE.

Section 2. Nominating Committee Nominations for officers and directors shall be submitted by a Nominating Committee comprising the chairperson, who shall be the Past Chair, and four members to be appointed by the Chair. Two of the members are to be former CESSE Board members and two are to be Members who have not previously served on the CESSE Board.

The appointments to the Nominating Committee shall be made at least 90 days prior to the date of the business meeting at which elections are to be held. Each year the Nominating Committee shall nominate candidates for the following offices and submit the list of nominees for these offices to the membership at a business meeting for election:

- A. A Chair, if the Vice Chair is unable to succeed to the Chair.
- B. A Vice Chair, to serve for one year, and to succeed as Chair for a term of one year.
- C. A Secretary, to serve for one year.
- D. Directors, as needed to fill vacancies, to serve for three years.

Members of the Nominating Committee are not eligible to be nominated to CESSE Board or Officer positions in the year in which they serve.

Section 3. Other Committees and Task Forces The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Term of Office Each member of a committee or task force shall serve for a term to be specified or until close of the next annual business meeting of CESSE or until a successor is appointed, unless the committee is sooner dissolved.

Section 5. Vacancies Vacancies in the membership of committees and task forces may be filled by the Chair.

Section 6. Rules Each committee and task force may adopt rules for its meetings consistent with these bylaws or with any rules adopted by the Board of Directors.

ARTICLE VIII: INDEMNIFICATION

Section 1. Unless otherwise prohibited by law, CESSE shall indemnify any Director or Officer or any former Director or Officer, or any employee, and shall by resolution of the Board of Directors indemnify any volunteers against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, Officer, or authorized representative of CESSE. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to CESSE for damages arising out of his or her own gross negligence in the performance of a duty to CESSE.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. CESSE may advance expenses or, where appropriate, may itself undertake the defense of any Director, Officer, or employee. However, such Director or Officer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability incurred by him or her which arises out of such person's status as a Director, Officer, employee, or agent, whether or not CESSE would have the power to indemnify the person against that liability under law.

ARTICLE IX: AMENDMENTS TO BYLAWS

Section 1. These Bylaws may be amended or new Bylaws adopted by a two-thirds affirmative vote of the voting members who are present and voting at any regular or special meeting of the members provided such amendments have been distributed to

the voting members at least 14 days in advance of the meeting.

ARTICLE X: POLICIES AND PROCEDURES MANUAL

Section 1. An Administrative Policies and Procedures Manual shall be developed and maintained by the Executive Director to manage the operations of CESSE. This manual and any changes shall be filed by the Executive Director with the Board of Directors. The Board of Directors shall advise the Executive Director of the presence of any provisions that are inconsistent with law, the Articles of Incorporation, the provisions of these bylaws, or duly adopted policies of the Board of Directors.

Inconsistencies between board policies and the provisions of the Policies and Procedures Manual may be rectified by subsequent amendments to Board policy. The Executive Director shall not enact an administrative policy or procedure, or take any other action inconsistent with law, the Articles of Incorporation, the provisions of these bylaws, or duly adopted policies of the Board of Directors.

ARTICLE XI: DISSOLUTION

Section 1. In the event of dissolution or termination of the Society, the Board shall, after the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the objectives of the Society, in such manner, or to such organization or organizations organized exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board shall determine.

Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

*Approved February 23, 2016
CESSE Business Meeting, La Jolla, CA*