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## **BYLAWS**

### **ALBANY SOCIETY OF ENGINEERS, INC.**

Adopted 9/25/01

Addition to Article 11, Section 7 made 05-02-06

NOTE: Items marked with (M) shall only be changed by vote of the membership.  
Items marked with (B) shall only be changed by vote of the Board of Directors.  
Items marked with (C) must be changed in Corporation documents.

### **Article 1 Name**

Section 1. The name of this organization shall be the Albany Society of Engineers, Inc. The Corporation shall be known in this document as the Society. (M)(C)

### **Article 2 Mission**

Section 1. The mission of the Society shall be the promotion of high professional standards in the practice of engineering and related science and technology in the community, and the educational advancement of its members. (M)(C)

### **Article 3 Society Operations**

Section 1. The operating year shall be from January 1 through December 31. (M)

Section 2. The Annual Meeting shall be in December. A quorum at an Annual Meeting shall be 20% of the Active Members of the Society. (M)

Section 3. Program Meetings shall be held from September through June. A quorum at the business portion of a Program Meeting, if any business is conducted, shall be 20% of the Active Members of the Society. (M)

Section 4. Business meetings shall be conducted following Roberts Rules of Order. (M)

Section 5. Society mailings shall be sent to Active Members, Potential Members and Associates. Potential Members shall receive mailings for three months after their first visit, or longer by action of the Board of Directors. Associates shall receive mailings for one year after being named, or longer by action of the Board of Directors. (B)

Section 6. The Society shall have a legal address in accordance with State Corporation Law. The legal address at this time is 267 Delaware Avenue, Delmar, NY 12054, the law firm of DeAngelis Kaplowitz Murphy Runion Fritz & Whiting. This firm has agreed to maintain the legal address of the Society. (B)

Section 7. The Secretary shall provide the names, addresses, and telephone numbers of Society officers no more than two weeks after they have taken office to the firm currently providing the legal address of the Society, for transmission to the Secretary of State of New York State. (B)

## **Article 4 Membership**

Section 1. The Active Membership of the Society shall include Regular Members, Life Members and Student Members. (M)

- A. Regular Members are those who are or have been engaged in the practice of engineering or related scientific or technical activities. (M)
- B. Life Members are those who have been Regular or Student Members for a total of 35 years, or have been Regular Members for 25 years and are at least 75 years of age. (M)
- C. Student Members are those enrolled in accredited engineering, science or technical programs who seek ties to professionals in their field of interest. (M)

Section 2. The Inactive Members of the Society are those who do not pay their dues within six months of the beginning of an Operating Year. (M)

- A. They shall be canvassed annually for two years to determine if they are interested in rejoining the Society. (B)
- B. Those interested shall be reinstated following the payment of one full year's dues. (B)
- C. Those who fail to respond within two months after being canvassed at the end of the second year shall be assumed to have no interest in further contact or association with the Society. (B)

Section 3. The procedure for joining the Society is as follows.

- A. A candidate for Regular Membership or Student Membership shall complete an application and submit it for review to the Membership Chair, who shall: (M)
- B. Investigate and recommend approval or rejection of the application to the Board of Directors, who shall: (M)
- C. Recommend approved applications for consideration at a meeting of the Active Membership, who shall: (M)
- D. Take action on the application. If approved, the applicant must pay the appropriate amount of dues to become an Active Member. (M)
- E. Applications rejected at any point in this process shall be returned to the applicant. (M)

Section 4. Associates are those providing programs for the Society, or others named by the Board of Directors. (B,M)

## **Article 5 Officers**

Section 1. The officers of the Society are a President, Vice President, Secretary and Treasurer. (M)

A. The duties of the President are:

1. To manage the affairs of the Society, presiding over program meetings, special meetings and the Annual meeting of the Society, and regular and special meetings of the Board of Directors. (B)
2. To serve as an ex-officio member of all Society standing and ad-hoc committees. (B)
3. To prepare a written report about their term. The report shall be prepared at the end of the term and be distributed to the membership with a newsletter or other Society mailing. (B)

B. The duties of the Vice-President are:

1. To assist the President as requested. (B)
2. To act as the President if the President can no longer function. (B)
3. To ascend to the Presidency at the end of the Presidents term, if nominated. (B)
4. To organize and manage the annual planning meeting of the Society, to be held during the Summer months. (B)
5. To plan the Society programs.
  - a. Programs shall cover the spectrum of engineering and related scientific and technical matters, and be of interest to the Active Membership. (B)
  - b. Programs shall be planned for at least three months and preferably five or six months into the future. (B)
  - c. Future program details shall be available to the Board of Directors for distribution to the Publicity Chair, Newsletter Editor, Active Members, Potential Members and Associates for information and publicity. (B)

C. The duties of the Secretary are:

1. To record and preserve the actions of the Society, producing a written record of all meetings of the Board of Directors and of business conducted during regular or special meetings of the Society. After acceptance of these records by the Board of Directors, they shall be maintained for future storage. (B)
2. To respond to all assigned correspondence to the Society. (B)
3. To maintain the archives of the Society, providing for the safe, long term and orderly storage of Society records. The archives shall include written records of meetings, membership applications, correspondence, meeting notices, newsletters, financial records, audit records, and other material thought appropriate for retention by the Board of Directors. (B)

D. The duties of the Treasurer are:

1. To manage the finances of the Society. (B)
2. To prepare a proposed budget in September for the following year. This budget will be used for developing the recommended dues for the next year. (B)
3. To produce a monthly financial report for the Board of Directors and the Active Membership. (B)
4. To receive all bills, review them for validity and accuracy and pay them promptly. (B)
5. To collect dues and maintain a record of those who paid. (B)
6. To collect dinner payments, with assistance if needed. (B)
7. To make all financial records available for audit at least once a year. (B)

Section 2. The terms of the officers are as follows:

- A. The President may serve no more than a single one-year term in succession. (M)
- B. The Vice-President may serve no more than a single one-year term in succession. (M)
- C. The Secretary may serve an unlimited number of one-year terms. (M)
- D. The Treasurer may serve no more than two one-year terms in succession. (M)

Section 3. The terms of all officers shall expire at the end of the Operating Year. If for any reason the new officers have not been elected at that time, the incumbents shall remain in office until the election of new officers has been completed. (M)

## **Article 6 Nominating Committee**

Section 1. The Chair of the Nominating Committee shall:

- A. Be elected by the membership of the Society. (M)
- B. Be a past officer of the Society. (M)
- C. Serve no more than one year in succession. (M)

Section 2. The Nominating Committee shall:

- A. Consist of at least three persons, with the Chair recruiting the other members from among the active membership. (M)

Section 3. The duties of the Nominating Committee are:

- A. To seek candidates for officers and Chair of the Nominating Committee of the Society. (M)
- B. To assist the President in filling the appointed positions of the Society. (M)

Section 4. In performing these duties the Nominating Committee shall:

- A. Ensure that each each person nominated or appointed is familiar with the duties of the position and agrees to serve. (B)
- B. Give first consideration, when seeking candidates for Vice President, to those who have previously served on the Board of Directors. (B)
- C. Give first consideration, when seeking candidates for Secretary or Treasurer, to those who have previously served as a committee chair or in a support function. (B)

## **Article 7 Standing Committees**

Section 1. The standing committees of the Society are Arrangements, Membership, and Publicity. (M)

A. The duties of the Arrangements Committee are:

1. To secure meeting places and plan menus for Society activities. Menus shall include a variety of foods satisfying dietary needs and desires. (B)
2. To manage the calling of members for reservations for Society activities. (B)

B. The duties of the Membership Committee are:

1. To initiate and maintain activities intended to increase membership. (B)
2. To review membership applications and make recommendations to the Board of Directors. (B)
3. To develop and carry out inquiries intended to determine why members are not participating in the activities of the Society. (B)

C. The duties of the Publicity Committee are:

1. To be responsible for promoting the Society among those who would find Society activities of interest and value. (B)
2. To develop and maintain a list of organizations that have an interest in the Society and it's activities, and contact them regularly with information fitting their interest. (B)
3. To supply the news media, for publication and broadcast, information about the Society and meeting notices. (B)

Section 2. Standing committee chairs:

- A. Shall be named by the President annually. (M)
- B. Shall serve a period of time which coincides with the term of the Officers. (M)
- C. May serve more than one year if agreeable to them and to the Board of Directors. (B)
- D. May serve as Chair of more than one Committee if they are asked and agree. (B)

Section 3. Ad hoc committees shall be established by the Board of Directors to accomplish a specific task related to the Society. When the task is completed the committee shall be disbanded. (B)

## **Article 8 Support Functions**

Section 1. The Support Functions of the Society are those performed by the Newsletter Editor, the Mailer and the Data Base Manager. (B)

Section 2. The duties of the Newsletter Editor are:

A. To produce the Society newsletter, containing meeting notices and other information of interest to the Active Members, Potential Members and Associates of the Society. (B)

Section 3. The duties of the Mailer are:

A. To prepare and mail newsletters and other Society communications. (B)

Section 4. The duties of the Data Base Manager are to maintain and make available when requested:  
:

A. A computerized list of all classes of membership, directories, mailing lists and other membership data. (B)

B. Historical meeting information including meeting attendance, programs and speakers. (B)

C. Other information needed to manage the Society, as determined by the Board of Directors. (B)

Section 5. The Newsletter Editor, Mailer and Data Base Manager:

A. Shall be named by the President annually. (M)

B. Shall serve a period of time which coincides with the term of the Officers. (M)

C. May serve more than one year if agreeable to them and to the Board of Directors. (B)

## **Article 9 Board of Directors**

Section 1. The Board of Directors shall consist of the Society officers, the Immediate Past President, the Nominating Committee Chair, the Standing Committee Chairs and those performing the Support Functions. (M)

Section 2. The Board of Directors shall generally supervise the management, activities and affairs of the Society. (M)

Section 3. The term of the Board of Directors shall be the Operating Year of the Society. (M)

Section 4. A quorum of the Board of Directors shall be fifty percent of the Directors, unless stated otherwise in the bylaws. (M)

Section 5. The Board of Directors shall fill vacant Board positions occurring between elections, if needed. (B)

Section 6. The Board of Directors shall establish special assessments during the Operating Year if required by the financial condition of the Society. (B)



## **Article 10 Election of Officers**

Section 1. The Officers and the Chair of the Nominating Committee shall be elected each year at the Annual Meeting. (M)

Section 2. The Nominating Committee shall present candidates for the election at the regular meeting in November. At that time nominations shall be accepted from the floor, with the consent of those being nominated. (M)

Section 3. The Active Members shall be notified of the election and provided a ballot in sufficient time to be returned and counted at the Annual Meeting. (M)

Section 4. A majority of votes cast by the Active Membership shall be necessary for election. (M)

## **Article 11 Dues**

Section 1. The dues for Active Members shall be recommended annually by the Board of Directors based on the financial needs of the Society. (B)

Section 2. Dues shall be shown on the election ballot for approval by the Active Membership. (M)

Section 3. A brief statement of the need for the dues proposed shall be provided in the Newsletter preceding the Annual Meeting. (M)

Section 4. Members shall be reminded of the need to pay their dues, and the amount, in several Newsletters during the first half of the Operating Year. (B)

Section 5. New members shall have dues levied as follows:

A. If joining in the first six months of the Operating Year they shall pay dues for the full year. (M)

B. If joining in the next four months of the Operating Year they shall pay one-half the full years dues. (M)

C. If joining in the last two months of the Operating Year they shall pay a full years dues for the year joining which shall be credited toward the dues for the following year. (M)

Section 6. Student members shall pay one-half the dues charged Regular Members. (M)

Section 7. Life Members are exempt from paying dues. (M)

*They may make donations in lieu of dues in any amount at any time during the year. Such donations shall be deposited in the Albany Society of Engineer's Education Fund.* (B) (Bylaw change adding sentences in italics made by the Board of Directors at a Board meeting held 05-02-06.)

## **Article 12 Amendments**

Section 1. Bylaws marked (B) may be amended, repealed or altered, in whole or in part:

- A. At any regular or special meeting of the Board of Directors. (M)
- B. Using suggestions made by members of the Board of Directors or any Active Member. (M)
- C. After informing Board members by mail of any changes to be considered at a meeting at least ten days prior to the date of the meeting. (M)
- D. With an affirmative vote from two-thirds of those members of the Board present at the meeting. (M)

Section 2. Bylaws marked (M) may only be amended, repealed or altered, in whole or in part:

- A. At any regular or special meeting of the Active Members. (M)
- B. Using suggestions made by the Board of Directors or any Active Member. (M)
- C. After informing the Active Membership by mail of any changes to be considered at least ten days prior to the date of the vote. (M)
- D. If the vote is by paper ballot. (M)
- E. With an affirmative vote from two-thirds of those Active Members present at the meeting.(M)

Section 3. The membership shall be informed of any changes made to the Bylaws by the Board of Directors or the membership within one month after the vote resulting in the change, using a revised page of the Bylaws. (M)

Section 4. Changes to Articles 1 and 2 and to Article 3, Section 6 require modification to the Certificate of Incorporation. The revised Certificate must be filed and approved by the Secretary of State, Division of Incorporation before these changes become effective. (B)(C)

**Article 13**  
**Political and Legislative Activity**

Section 1. The Society shall not participate in lobbying or otherwise attempt to influence the passage of legislation. (M)

Section 2. Society funds shall not be spent for lobbying or the election of candidates for public office.(M)

Section 3. The Society shall not participate in political campaigns on behalf of any candidate for public office including the publishing or distribution of candidate statements. (M)

**Article 14**  
**Dissolution**

Section 1. Dissolution of the Society must be done by vote of the Active Membership. The process is the same as that for amending these bylaws by the membership, as stated in Article 12, Section 2. (M)

Section 2. The liabilities of the Society remaining at the time of dissolution shall be liquidated by payments authorized by the Board of Directors. (M)

Section 3. The assets of the Society remaining after all liabilities are paid shall be given to organizations selected by the Board of Directors. To receive assets an organization must be organized as a not-for-profit corporation under Section 501©3, or a similar section, of the Internal Revenue Code of 1954. Further, it must have a mission or purpose similar to that of the Society. (M)