

# **Bylaws of the American Society for Engineering Education**

(Revised February, 2024)

## **ARTICLE I: DIVERSITY, EQUITY, AND INCLUSION**

### **Section 1.**

ASEE believes that diversity and inclusiveness is essential to enriching educational experiences and innovations that drive the development of creative solutions in addressing the world's challenges. We learn from experiences, beliefs, and perspectives that are different from our own.

ASEE strongly believes that all must be provided with equality of opportunity to pursue and advance in engineering careers and that no individual should experience marginalization or non-inclusiveness of their contributions or talents because of visible or invisible differences. For example, among others, these differences include age, religion, belief system, disability status, ethnicity, gender, gender identity, gender expression, national origin, race, sexual orientation, socio-economic status, and any other visible or non-visible differences. ASEE is committed to increasing the participation, inclusion, and empowerment of historically under-represented segments of society in all venues where engineering is taught, practiced, and supported. These include pre-college, college, and industry environments as well as professional engineering organizations.

Our vision is to create and foster environments where every individual is respected and no one feels marginalized. ASEE believes that this can be achieved by supporting the education, recruitment, retention, and advancement of these groups in engineering education, engineering technology education, and the engineering profession. While ASEE recognizes that steady gains have been made in the number of women, African-Americans, Hispanics, and Native Americans in engineering over the past several years, substantial progress must still be made to reach a state where engineering is fully empowered by all segments of our society, and particularly those who have been historically under-represented.

### **Section 2.**

ASEE will neither discriminate nor tolerate discrimination against any member due to personal characteristics such as age, religion, belief system, disability status, ethnicity, gender, gender identity, gender expression, national origin, race, sexual orientation, socio-economic status, or any other visible or non-visible differences.

### **Section 3.**

The latest information about ASEE's statements, intentions, practices and commitments to Diversity, Equity and Inclusion are to be found on the ASEE webpage.

## **ARTICLE II: MEMBERSHIP**

## **Section 1. Individual Membership**

### **A. Professional Member.**

Professional members shall comprise those persons who occupy or have occupied positions in engineering instruction, research, practice, or administration, and other persons who have a demonstrated interest in engineering education.

Professional members have the option of affiliating with any number of divisions and/or constituent committees of the councils, provided that no more than six (6) are those which do not have a special dues structure. (See Article VII, Section 4 of the Bylaws). Divisions, constituent committees, and commissions are defined in Article II, Sections 5 and 6 of the Bylaws.

### **B. Professional On-Line Member.**

Professional On-Line members receive all the same rights and benefits of Professional members except that they are not eligible to receive any print publications. Their access to membership benefits is exclusively via the Internet. There is no geographical limitation on who is eligible for Professional On-Line membership.

### **C. Global Online Member.**

Global Online members are individuals who live in a country designated "least developed" by the United Nations whose access to membership benefits is exclusively via the Internet. They receive all the same rights and benefits of Professional On-Line members, but may be eligible for a reduced dues rate.

### **D. Life Member.**

Life members shall comprise those persons who held Professional or Professional On-Line membership but have been elevated to Life Membership. A Professional or Professional On-Line member whose chronological age and years of Society membership total 100, may upon written request and assurance of eligibility by the Executive Director, be confirmed as a life member by the Board of Directors and shall thereafter be exempt from payment of dues. Such members shall be entitled to all the rights and privileges of Professional members, but may be required to pay for some publications and services that are included in the dues of other Professional members.

### **E. Permanent Member.**

A Permanent Member is a Professional Member who has paid in advance the number of years of ASEE membership remaining until they would qualify for Life Member status shall be deemed a Permanent Member, paid up in good standing for life. The number of years required to be paid shall be determined at the time of application by the ASEE Membership Department. Permanent Members are treated as Professional Members in all respects except that they are exempt from payment of annual ASEE membership dues. Permanent Members do pay for optional publications or/and Division affiliations. Permanent Members shall be converted to Life Members automatically in the month in which they attain the minimum qualification for Life Member status.

### **F. Fellow Member.**

The Fellow grade of membership is conferred by the Board of Directors upon an ASEE Member, who has been a member in any grade for at least ten consecutive years, in recognition of outstanding contributions to engineering education or engineering technology education.

The Fellow grade is an honor which the individual cannot seek. A nomination must be initiated by another ASEE Fellow or member of the Society. The nomination shall consist of a completed electronic Fellow Nomination Form to which shall be appended confidential reference letters completed by five references, three of whom must be Fellow members or current members of ASEE and all of whom must be personally acquainted with the candidate's work. References should be widely distributed with no more than two from any one institution or community. No current member of the Board of Directors, the Fellow Member Committee, the Headquarters staff, or the Nominator shall act as a reference.

Information on which selection will include a chronological record of the professional positions held by the candidate and also include professional data relating to education, publications, patents, contribution to professional societies, and in particular to ASEE, etc. An essential part of the information provided shall be a brief statement of the candidate's most significant contribution for qualification for the Fellow grade and a proposed citation of not more than fifty words. This information shall be assembled as indicated on the Fellow Nomination Form.

All nominations will be received by a Fellow Committee appointed annually by the ASEE President and consisting of members holding the grade of Fellow. The Committee will recommend candidates for approval by the ASEE Awards Policy Committee. The Fellow Committee will reconsider unsuccessful nominations the following year, and the subsequent year. If the nominee does not wish the nomination to be considered in a following year, a new nomination must be submitted at a later date. Nominators of successful nominations will be notified before nominators of unsuccessful nominations.

The number of Fellows named each year shall not exceed one tenth of one percent of the ASEE individual memberships.

Current or former employees of ASEE are eligible to be elevated to the grade of Fellow, but only based on contributions made in a volunteer role.

#### **G. Honorary Member.**

Honorary membership may be granted to members and nonmembers of ASEE for eminent and distinguished service to humankind in engineering and engineering technology education or allied fields. Honorary members are not required to pay fees or dues.

Nomination to honorary membership may be made by any member of the Society to the President. No special form is needed but a career brief (about one page) is required. The Awards Policy Committee makes the selection subject to the approval of a three fourths vote of approval of those members of the Board of Directors voting at a regularly convened meeting of the Board or by a letter ballot. No more than two honorary members shall be elected each year.

#### **H. Retired Member.**

A Retired member is a Professional member who has retired from full-time employment in his/her professional field, but is not eligible by virtue of length of membership in the Society to be a Life member. The Professional member may upon written request and assurance of eligibility by the

Executive Director become a Retired member and shall thereafter pay reduced dues as determined by the Board of Directors.

**I. Student Member.**

Student members shall be matriculated students of post-secondary educational institutions who are now performing teaching functions, are interested in teaching as a career, or are otherwise interested in engineering education. A Student member will be automatically upgraded to a Professional member when they complete their studies.

**J. Student On-Line Member.**

Student On-Line members meet all the same requirements and receive the same rights and benefits as Student members except that they are not eligible to receive any print publications. Their access to membership benefits is exclusively via the Internet.

**K. K-12 Educator.**

A K-12 Educator member is a teacher or administrator in a K-12 school or school system who has a special interest in science, engineering, or mathematics education. Such members shall be entitled to all the rights and privileges of Professional members, but may receive additional publications or benefits at no additional cost.

**Section 2: Institutional Membership.**

Each candidate for institutional membership shall apply to the Executive Director of the Society. The application shall state the type of institutional membership desired, cite how the applicant meets the necessary qualifications thereof, and name an official representative. The Executive Director shall verify that the institution meets the requirements for this class.

**A. Engineering College Member.**

Engineering College members shall be those institutions conducting engineering programs, at least one of which is accredited by ABET or, if not within its jurisdiction, must have one or more engineering curricula whose standards, as judged by a competent accrediting agency, are equal to those of ABET. In the absence of any such accrediting agency, the Board of Directors shall have the power to judge the equivalence of standards.

**B. Engineering Technology Four-Year College Member.**

Engineering Technology Four-Year College members shall be those colleges and institutes conducting engineering technology programs, at least one of which is a Baccalaureate program that is accredited by ABET or, if not within its jurisdiction, must have one or more engineering technology curricula the standards of which, as judged by a competent accrediting agency, are equal to those of ABET. In the absence of any such accrediting agency, the Board of Directors shall have the power to judge the equivalence of standards.

**C. Engineering Technology Two-Year College Member.**

Engineering Technology Two-Year College members shall be those colleges and institutes conducting engineering technology programs, at least one of which is an Associate degree program that is

accredited by ABET or, if not within its jurisdiction, must have one or more engineering technology curricula the standards of which, as judged by a competent accrediting agency, are equal to those of ABET. In the absence of any such accrediting agency, the Board of Directors shall have the power to judge the equivalence of standards.

**D. Dual College Member.**

Dual College members are those colleges and institutes that meet the qualifying criteria for both Engineering College membership and one or both of the Engineering Technology College membership categories.

**E. College Affiliate Member.**

College Affiliate Members shall be post-secondary educational institutions which are accredited by a major regional educational association, with programs directed toward engineering or engineering technology which do not meet engineering or engineering technology college requirements as defined in paragraphs A, B and C above. In the absence of regional accreditation, the Board of Directors shall have the power to judge the equivalence of standards.

**F. Corporate Member.**

Corporate Members shall be corporations employing engineers or otherwise demonstrating an interest in engineering education and which have 100 or more employees.

**G. Corporate Affiliate Member.**

Corporate Affiliate Members shall be corporations of fewer than 100 employees that meet in other respects the same criteria as Corporate Members.

**H. Government Member.**

Government Members shall be government agencies (federal, state, or local) employing engineers or otherwise demonstrating an interest in engineering education.

**I. Association Member.**

Association Members shall be organizations of engineers or research institutions not eligible to become Engineering College, Technology College, College Affiliate, Corporate, Corporate Affiliate, or Government Members.

**J. Association Affiliate Member.**

Association Affiliate Members shall be organizations with fewer than 25 employees that meet in other respects the same criteria as Association Members.

**K. K-12 School**

K-12 school members shall be K-12 schools or school systems, either public or private.

**Section 3. Revocation of membership.**

Failure to comply with the Board's published policies regarding the timely payment of dues will result in the cancellation of membership. Moreover, the Board may revoke membership for any member found to be in violation of ASEE's Code of Ethics as referenced in Article X of these Bylaws.

## **ARTICLE III: ORGANIZATION**

### **Section 1.**

The Board of Directors shall divide the geographic area served by the Society into four parts (except for certain foreign areas), with the individual members residing or located in each such part forming the Councils of Sections, Zones I, II, III and IV. The Board of Directors shall further subdivide each of these Zones into Sections and establish the boundaries of such Sections with the advice of the officers of the council involved.

### **Section 2.**

The Professional Interest and Institutional Councils established by the Board of Directors are as follows:

Professional Interest Councils:

- a. Professional Interest Council I
- b. Professional Interest Council II
- c. Professional Interest Council III
- d. Professional Interest Council IV
- e. Professional Interest Council V

Institutional Councils:

- a. Engineering Deans Council
- b. Engineering Technology Council
- c. Engineering Research Council
- d. Corporate Member Council

### **Section 3.**

In any areas under its jurisdiction, a Section of the Society may recommend to its Zone Council the formation of a local Chapter. A Chapter will be smaller than a Section and will generally consist of individual Society members at one or more member institutions within the same metropolitan, industrial or commuting area. Action by the Zone Council on such recommendations shall be reported to the Board of Directors. The Board of Directors will cause to be entered into the official records the establishment or discontinuance of Chapters as reported by the respective geographic councils.

### **Section 4.**

Upon recommendation of the appropriate Council, or at its own discretion, the Board of Directors, by a majority vote, may establish Branches of ASEE. A Branch of ASEE is defined as a geographically-based organization of ASEE members outside of the United States. A branch of ASEE consists of at least ten (10) dues paying ASEE members who are unified in a common interest to improve engineering education in a

specific geographic region and to work with others within ASEE to improve engineering education worldwide.

#### **Section 5.**

Upon recommendation of the appropriate Council, or at its own discretion, the Board of Directors, by a majority vote, may establish Divisions and Constituent Committees. A Division consists of those individual members having common professional or technical interests in engineering education.

Divisions are Society-wide in scope. A Constituent Committee is a special interest group, organized with the potentiality of becoming a Division, as provided for in Article III, Section 18 of the Society Constitution.

Divisions or Constituent Committees may be disestablished by the Board of Directors by a two-thirds majority vote.

#### **Section 6.**

At its own discretion, the Board of Directors, by a majority vote, may establish Commissions. A Commission is established by ASEE for the purpose of ASEE enabling all Divisions to strive to achieve pan-society goals.

Commissions may be disestablished by a two-thirds majority vote by the Board of Directors.

#### **Section 7.**

The representatives from each of the councils to the Nominating Committee of ASEE shall be the most immediate available Past Chair of the council, or an alternative if the Past Chair is not available or is ineligible to serve.

#### **Section 8.**

Out of respect for all religious beliefs, no religious activity of any kind shall be undertaken by or under the auspices of any unit within ASEE.

### **ARTICLE IV: BOARD OF DIRECTORS**

#### **Section 1.**

The membership and general authority of the Board of Directors are set forth in the Constitution and these Bylaws.

#### **Section 2.**

Unless provided otherwise, a majority of the members of the Board of Directors voting shall be determinative.

#### **Section 3.**

Unless provided otherwise, whenever a ballot of the Board of Directors is taken, the determinant shall be a majority vote of the Board of Directors as returned by ballot within thirty (30) days after the ballots are mailed.

Unless provided otherwise, whenever an electronic vote (e-vote) of the Board of Directors is taken, the determinant shall be a majority vote of the Board of Directors as returned electronically within fifteen (15) days after the ballots are distributed.

#### **Section 4.**

The Executive Director has the direct and full-time responsibility for executive and administrative management of the continuing operations and Headquarters functions of the Society in accordance with the Constitution and the policies, directions, and decisions of the Board of Directors. They serve as secretary to the Board of Directors and the Executive Committee and are responsible for maintaining the official Society records. They are empowered to execute documents and instruments, in accordance with board policy and guidance, legally binding the Society. The Executive Director shall act as the representative of the Board of Directors in matters pertaining to publications, in accordance with Article VIII, Sections 2 and 3, of the Constitution.

Any contract that obligates the society to pay more than 5% of the organization's core revenue for the previous fiscal year must be reviewed by and approved by the Finance Committee prior to execution. Any contract that obligates the society to pay more than 1% per year of the organization's annual core revenue for the previous fiscal year and whose duration exceeds one year must be reviewed and approved by the Finance Committee prior to execution. The proposal seeking this approval should include detailed information about existing obligations that the organization has previously committed to as well as how the new contract would impact existing revenue and expense projections.

The board shall grant the executive director the authority to enforce management policies while still maintaining strict board oversight of headquarters operations. The executive director shall establish management policies as needed to provide for the proper functioning of the organization.

The executive director shall provide accurate, timely, comprehensive, and verifiable program and financial information and resources to the board. The board shall execute their fiduciary responsibility to oversee and independently verify the financial status of the organization.

#### **Section 5.**

Each officer of the Society will render a progress report at each of the regularly scheduled Board of Directors meetings and a written yearly report on activities undertaken for the Society year at the final Board meeting during the Annual Conference.

#### **Section 6.**

Upon recommendation of the president and confirmation by the Board of Directors, members of the Society may be appointed as representatives of the Society to other organizations.

#### **Section 7.**

At least once every three years, the performance of the Board of Directors shall be evaluated using an entity external to the Board. Results from previous board evaluations shall be made available to the external evaluator. The Board shall plan for improvement in areas of potential growth identified in the evaluation.



At least once every three years, the Board of Directors shall solicit and receive feedback from members and other constituents about the actions and decisions being made by the Board.

At least once every three years, the Board of Directors shall evaluate the organization's structure and the programs being administered by ASEE in order to determine whether they are effectively serving the vision, mission, and goals of the Society.

#### **Section 8.**

The Executive Committee shall maintain a set of both short-term and long-term expectations for the Executive Director, and they shall review and update those expectations annually. These expectations should provide clear guidance to the Executive Director about those priorities that the Board of Directors feels are essential for the success of the organization.

Similarly, the Executive Director shall clearly communicate a set of both short-term and long-term expectations for all other members of the Senior Leadership Team, which includes all Chief Officers for the organization.

The Executive Director and each member of the Senior Leadership Team shall receive an annual 360° review that includes feedback from their direct reports, the other members of the Senior Leadership Team, and members of the Board of Directors. This review will be incorporated into any decisions related to salary adjustments or continued employment for the members of the Senior Leadership Team.

The President, Immediate Past President, and President-Elect shall meet in person or electronically with the Senior Leadership Team at least four times a year in order to establish and maintain open lines of communication between the Board of Directors and the Senior Leadership Team.

The Executive Director and all other members of the Senior Leadership Team shall be at-will employees.

#### **Section 9.**

Annual elections for new members of the Board of Directors shall take place each year in October. New board members will be invited to all board meetings as observers until their term of service begins the following June. New board members will also be offered a comprehensive training program to prepare them for their service on the board.

### **ARTICLE V: PUBLICATIONS**

The Board of Directors hereby designates ASEE PRISM as the official journal of the Society.

### **ARTICLE VI: MEETINGS**

#### **Section 1.**

The Board of Directors shall meet during the Annual Conference and at least three other times during the Society year, as determined by the Board of Directors, or on call of the President. Meetings not held during the annual conference can be in-person, via teleconference, or a combination of both.

**Section 2.**

The Executive Committee shall meet at least four times during the year and at other times on call of the President or at the request of any three members of the Committee.

**Section 3.**

The Executive Director shall prepare the agenda for meetings of the Board of Directors and of the Executive Committee from items submitted by members of the Board of Directors or the Executive Committee. The Executive Director shall record and preserve minutes of the meetings of the Board of Directors and of the Executive Committee.

**Section 4.**

A majority of the voting members of the Board of Directors shall constitute a quorum for the conduct of business at properly called meetings.

**Section 5.**

A majority of the voting members of the Executive Committee shall constitute a quorum for the conduct of business at properly called meetings.

**ARTICLE VII: COMMITTEES**

**Section 1.**

Standing committees will be established by the Board of Directors and will continue their work until dissolved by the Board of Directors. Special ad hoc committees are established by the Board of Directors for a fixed period of time and will terminate at the end of that period unless the Board of Directors extends the committee's charter.

Members of these committees of the Society shall be appointed by the President with the advice of the Board of Directors; the President shall designate the chair, except the chair of the Long Range Planning Committee, who shall be elected by the Board of Directors.

These committees may establish operating procedures that specify how the business of the committee is to be performed.

**Section 2.**

Constituent Committees authorized in Article II, Section 5 of these bylaws may be established by the Board of Directors in the manner provided in Section 3 below and shall continue to function until disestablishment or elevated to Division status.

Initial members of the committee shall be appointed by the President with the advice of the Board of Directors; individual members of the Society may elect to become members; the President shall designate a chair to serve during the formative stage of the committee.

### **Section 3.**

The Board of Directors may establish a Constituent Committee when it is apparent that there is sufficient evidence of member interest, potential for growth, and an active program with goals complementary to those of ASEE in an area of, or closely related to, engineering. The Board will designate one of the Councils to assume jurisdiction over the Constituent Committee and the Committee will report to the Board through that Council. Within one year after a Constituent Committee is formed, it will submit bylaws consistent with those of its Council to the Constitution and Bylaws Committee for approval and referral to the Board of Directors.

Upon approval of the bylaws by the Board, the formative period will end, and the Constituent Committee will elect its own officers. The initial chair and officers will continue to serve until their successors are duly elected. In case an individual cannot serve, the designated Council chair will appoint a successor to serve until an election is held. At this time a budget will be prepared based upon an allocation from its Council chair, and the Constituent Committee will be entitled to appropriate representation in its Council and be listed among the Divisions and Constituent Committees with which ASEE individual members may elect affiliation. It will normally plan events for the Annual Conference, appoint standing and ad hoc committees, publish a newsletter, communicate in other ways with its membership, and perform other normal functions of a professional group.

After a minimum of three (3) years of successful operation, and upon reaching a membership of approximately two hundred or more, the Constituent Committee may petition to the Board of Directors for Divisional status. The petition will be submitted through its PIC Chair, who will make their recommendation to the Board in consultation with the other PIC chairs.

Nothing in this Section shall prohibit the Board from establishing a Division at its pleasure without the formality of a Constituent Committee.

## **ARTICLE VIII: FINANCES**

### **Section 1.**

The fiscal year of the Society shall be October 1 through September 30. There shall be an annual audit of the books of the Society by an auditor hired by the Board of Directors upon recommendation from the Risk Management Committee. The minutes of the Finance Committee shall be preserved by the Executive Director.

### **Section 2.**

Each member of the Board of Directors shall submit by March 1 a proposed budget for the activities and groups for which they are responsible, to the Board of Directors through the Executive Director. The Executive Director shall incorporate those proposed budgets in a general proposed budget which they shall submit through the Finance Committee prior to the Annual Conference to the Board of Directors for approval. The Executive Director shall include in the general proposed budget all budgets of committees responsible to the Board of Directors and all other expenses of the Society and an estimate of anticipated income for the fiscal year for which the proposed budgets are being submitted.

### **Section 3.**

The Board of Directors, from time to time, may change the dues. The Board of Directors in its discretion may set dues at lower rates for associate members, retired members, and members below a certain age. It may also set dues for other categories of membership it has established under Article II, Section 4 of the Constitution. Life and Honorary Members, as defined in the Constitution, shall not be required to pay individual membership dues.

#### **Section 4.**

Divisions and Constituent Committees shall have the authority to establish a dues structure for their members. The amount of such dues shall be determined by a majority of those individual members of each Division or Constituent Committee casting their ballot, and shall be ratified by the Board of Directors.

All dues are payable to the Society, and shall be deposited to the account of the respective Division or Constituent Committee and disbursed upon request of an authorized officer of the unit.

#### **Section 5.**

Sections shall have the option of requesting institutional members within their respective Sections to pay Voluntary Section Sponsorship Dues not to exceed \$50.00. Sections desiring to establish sponsorship dues must notify ASEE Headquarters. The annual dues statement sent by Headquarters will include a line for the voluntary section sponsorship dues along with the amount. Headquarters will disburse any Voluntary Section Sponsorship Dues collected to the Section's BASS account. In no case may a Section derive income by direct assessment of dues to institutional members.

#### **Section 6.**

Individual member dues are payable on the anniversary of the date on which a member joined the Society. Institutional dues are payable annually by October 1. Dues shall be considered in arrears if not paid within three months of the date they are due.

#### **Section 7.**

Members in arrears shall be notified that all their membership services have been discontinued. Unless reinstated by dues payment, those so notified shall be dropped from the rolls of the Society.

#### **Section 8.**

Under the authority of the Vice President of Finance, disbursements of the Society shall be made by the Executive Director or a designee approved by the Board of Directors on vouchers approved by staff directors, or in their absence, departmental managers. All funds disbursed must be in accord with the Society budget appropriation approved by the Board of Directors. In the absence of the Executive Director, a staff director or other designee approved by Resolution of the Board of Directors may sign disbursements.

#### **Section 9.**

All members of the Board of Directors, all members of the Finance Committee, and all members of the Headquarters staff shall be adequately covered by liability insurance purchased by the Society. This insurance will protect the insured in the event of any action, suit, or proceeding in which the person is

made a party by reason of being or having been a member of the Board, a member of the Finance Committee, or a member of Headquarters staff. The amount of liability insurance coverage carried by the Society shall be reviewed each year by the Executive Director to ensure it is sufficient, and the coverage amounts will be reported to the Board of Directors annually.

#### **Section 10.**

Each member of the Board, including each member of the Finance Committee of the Society, shall be indemnified by said Society against reasonable expenses actually and necessarily incurred by the member in connection with the defense of any action, suit, or proceeding in which the person is made a party by reason of being or having been a member of the Board or as a member of the Finance Committee except in relation to matters as to which the person shall be adjudged in such action, suit, or proceeding to be liable for negligence, misfeasance, or misconduct in the performance of his or her duties as director or a member of the Finance Committee; such right of indemnification shall not be deemed exclusive of any other right to which the person may be entitled.

#### **Section 11.**

No member of the Board or of the Finance Committee shall be liable either jointly or severally to the Society for any loss suffered by the Society as a result of any action of the Board or action of the Finance Committee or any of its members except in relation to matters as to which such members shall be adjudged in any action, suit, or proceeding to be liable for negligence, misfeasance, or misconduct in the performance of their duties as such member.

#### **Section 12.**

As part of the annual budget process, the Director of Human Resources will prepare a report for the Board of Directors summarizing the compensation of ASEE staff and how that compensation compares to appropriate benchmarks. The board shall review this report and make recommendations for any necessary changes to compensation structure before the budget is approved.

#### **Section 13.**

ASEE Financial Policies, to further define specific financial procedures, shall be established by a majority vote of the ASEE Board of Directors (the "Board"), but in no case may any part of the ASEE Financial Policies contradict or countermand the Bylaws. The Board may revise the ASEE Financial Policies from time to time based on a simple majority vote of the Board.

### **ARTICLE IX: AWARDS**

#### **Section 1.**

Criteria and processes established for national awards shall be approved by the Board of Directors. Selection of recipients for national awards shall be made by the relevant Awards Committee. All ASEE members other than members of the Awards Policy Committee are eligible to nominate other people for national awards or to write letters of support for those nominees, subject to the restrictions of Article I, Section 1(G).

## **Section 2.**

Criteria and processes for all awards given by the Geographic Councils of Zones shall be approved by the Board of Directors. Selection of recipients for Zone awards will be made by the structure in place for each Zone. Criteria and processes for Zone awards shall be presented to the Board of Directors by the appropriate Zone Chair.

## **Section 3.**

Criteria and processes for all awards given by the Sections shall be approved by the Board of Directors. Selection of recipients for Section awards will be made by the structure in place for each Section. Criteria and processes for Section awards shall be presented to the Board of Directors by the appropriate Zone Chair.

## **Section 4.**

Criteria and processes for all awards given by the Divisions shall be approved by the Board of Directors. Selection of recipients for Division awards will be made by the structure in place for each Division. Criteria and processes for Division awards shall be presented to the Board of Directors by the appropriate PIC Chair.

### **ARTICLE X: PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order (latest edition) shall govern meetings of the Board of Directors and the Executive Committee in all cases to which they are applicable, and in which they are consistent with the Constitution and Bylaws of the Society; in other cases the Constitution and Bylaws of the Society shall govern. The President may, at their discretion, appoint a parliamentarian for a meeting of the Board of Directors or the Executive Committee. The Parliamentarian may be a member of the Board of Directors or Executive Committee or a person especially selected by the President for this purpose.

### **ARTICLE XI: ETHICS**

The "Code of Ethics for ASEE Members" shall be the ethical foundation of the organization. Charges of violations of ethical principles or policies contained in the "Code of Ethics for ASEE Members" may be brought in accordance with procedures described in policies established and published by the Board from time to time.

### **ARTICLE XII: NON-PROFIT PURPOSES**

ASEE is a non-profit organization. In keeping with public charity purposes of the organization, due care shall be taken to ensure (a) That no part of the net earnings shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation is authorized to pay reasonable compensation for services provided, (b) that no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate, and (c) upon dissolution of ASEE its remaining assets will be distributed to either another organization recognized by the federal Internal Revenue Service as a 501(c)(3) organization or for such charitable purposes consistent with our 501(c)(3) status.

## **ARTICLE XIII: AMENDMENTS**

### **Section 1.**

Proposed amendments to these Bylaws may be voted on at any meeting of the Board of Directors. The proposed amendments shall be communicated on paper or electronically by the Executive Director to the Board of Directors at least 15 days before the meeting when the amendments are to be considered. Amendments proposed in this manner may be approved by a two-thirds of the Board of Directors present and voting at the meeting.

### **Section 2.**

Alternatively, a proposed amendment to these Bylaws may be submitted to all members of the Board of Directors for electronic vote (e-vote) with at least 15 days allowed for voting. Such amendments may be approved by a two-thirds vote of the Board of Directors who participate in the e-vote. The results of such an e-vote shall be reported at the next regular meeting of the Board of Directors and shall appear in the minutes of that meeting. If the amendment is approved, it will take effect as of the date of the end of the e-vote period.

### **Section 3.**

In extraordinary circumstances, amendments to these Bylaws may be proposed by any member of the Board of Directors for immediate consideration at any meeting of the Board of Directors at which a quorum is present. Such immediate amendments can only be approved by unanimous vote of those Board members present and voting during the meeting at which they are proposed. Such amendments must not affect member dues. If an immediate amendment proposed in this manner fails to pass with a unanimous vote, it is still eligible to be considered under the normal amendment processes described in Article XI, Sections 1 and 2 of these Bylaws.

### **Section 4.**

Procedures for amendments related to annual dues are set forth in Article V. of the Constitution.