

CONSTITUTION
SOCIETY FOR EXPERIMENTAL MECHANICS

Article I. Name

Section 1. The name of this corporation shall be "Society for Experimental Mechanics" (hereinafter called "Society")

Article II. Purposes

Section 1. The Society shall be a voluntary and nonprofit corporation. Its general purposes shall be:

- to promote and encourage the furtherance of knowledge pertaining to experimental mechanics.
- to that end to hold conferences, meetings and symposia for the interchange of ideas and the exhibition of equipment;
- to cause to be presented at such conferences, meetings, or symposia, papers or articles by members or by invited guests;
- to publish and to distribute such papers, journals and other matter as may from time to time be desirable;
- to engage in, to promote or otherwise encourage educational activities;
- to promote and encourage the highest standards of ethical conduct by its members;
- to provide such non-technical services to members as the Executive Board may deem desirable; and
- to do such other legal acts as may further its aims on a local, national and international basis.

Section 2. No substantial part of the Society's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; and, the Society shall not participate in, nor intervene in (by publishing or distributing statements or in any other way), any political campaign on behalf of any candidate for public office.

Article III. Membership

Section 1. There shall be at least four classes of members, namely: Individual, Student, Corporate and Subscriber. The Individual Member Class shall itself contain six grades: Regular, Honorary, Fellow, Life, Emeritus and Retired. Other classes and grades may be added by unanimous decision of the Executive Board.

Section 2. All potential Individual or Student Members, who subscribe to the purposes stated in Article II, upon written application to the Secretary and payment of dues for the current year as specified in the Bylaws shall be duly admitted to membership.

Section 3. Individual membership shall be available to any individual who meets the requirements of one of the following six grades:

- A Regular Member shall be an individual who has satisfied Section 2 of this Article and has paid Regular Member dues for the current year.

- An Honorary Member shall be an individual of widely recognized eminence in some field in which the Society has interest, and who has also rendered exceptional and sustained service to the Society. An Honorary Member shall be exempt from paying membership dues or fees to attend Society-sponsored events and shall have the same rights and privileges as a Regular Member. Individuals shall be selected for this honor by action of the Executive Board, in accordance with the procedure specified in the Bylaws.
- Fellows shall be persons who have been members of SEM for at least ten years and who have distinguished themselves through contributions to the Society and to the art, science, teaching, or practice of experimental mechanics. Elections for this distinction shall be in accordance with the procedure specified in the Bylaws.
- A Life Member shall be an Individual Member who has contributed the amount specified in the Bylaws.
- A Retired Member shall be an individual of 60 years of age or over, who is no longer employed on a full-time basis and who has been a member of the Society for the ten years immediately preceding retirement. A Retired Member shall not be required to pay membership dues or fees (unless the member desires) to attend Society-sponsored events and shall have the same rights and privileges as a Regular Member.
- An Emeritus Member shall be an individual who meets all the requirements for Retired Member status, who has also rendered sustained and exceptional service to the Society. Selection for this distinction shall be selected by action of the Executive Board, in accordance with the procedure that is specified in the Bylaws.

Section 4. Student Membership shall be available to any individual whose principal endeavor is that of a student (graduate or undergraduate) at a school of recognized standing, who has satisfied Section 2 of this Article and has paid Student Member dues for the current year.

Section 5. A Corporate Member shall be a corporation, firm, technical or scientific society, teaching faculty, library or other organization or association which provides annual financial support as defined in the Bylaws, to assist the Society in furthering the purposes stated in Article II.

Section 6. A Subscriber Member shall be a corporation, firm, technical or scientific society, teaching faculty, library or other organization or association which supports the Society by subscribing to the publications of the Society.

Section 7. A member may terminate membership by sending a signed resignation to the Secretary. Membership shall be terminated by the Society upon a member's failure to pay required dues within a six-month period or such shorter period as may be prescribed by the Executive Board. The Executive Board may revoke a membership after an appropriate hearing for gross disregard of the purposes stated in Article II or other conduct detrimental to the Society or the profession.

Section 8. In any vote of the membership only Individual Members shall have the right to vote and each Individual Member shall have one vote.

Article IV. Meetings of the Members

Section 1. Business Meetings. The Society shall hold at least one Business Meeting each calendar year. This meeting shall take place during the first six months of the calendar year and shall be designated as the Annual Business Meeting. The election of Officers and Executive Board members will occur at the Annual Business Meeting. Special Business Meetings may be called at other times by the Executive Board, and shall be called upon written request to the President by at least 200 Individual Members.

Section 2. Regular Meetings. The Society shall hold at least one technical meeting each calendar year, designated the Annual Meeting. This meeting shall take place during the first six months of the calendar year.

Section 3. Notice of Meeting. Notices of all meetings shall state the purposes for which the meetings are to be held. For all meetings, notice shall be sent to each Individual Member at least twenty (20) days, but no more than sixty (60) days prior to the meeting.

Section 4. Quorum. At any Business Meeting, 50 of the Individual Members, present in person or represented by proxy, shall constitute a quorum for the transaction of business. If, however, at any such Business Meeting such quorum shall not exist, the Individual Members, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall exist. At such adjourned meeting at which a quorum does exist, any business may be transacted which might have been transacted at the meeting as originally called.

Article V. Officers and Executive Board

Section 1. The officers of the Society shall be the President, the President-Elect, the Vice- President, the Secretary, and the Treasurer. The Secretary shall be a nonvoting officer. The offices of the Secretary and the Treasurer may be combined into that of the Secretary-Treasurer, who shall be a voting officer.

Section 2. There shall be an Executive Committee (herein referred to as the Executive Board) consisting of the officers of the Society, the two most-recent Past Presidents of the Society who are able to serve, and eight additional persons elected as At-Large Members from the Individual Member Class. The Executive Director shall be a non-voting member of the Executive Board.

Section 3. Upon recommendation by the Executive Board by secret ballot with not more than one dissenting vote at a duly called meeting, the President shall make appointments for terms up to one year to special posts in the service of the Society, such as Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, or representatives of the Society in external affairs. Annual reappointments to such posts shall be made by the President upon two-thirds majority vote by secret ballot of the Executive Board. Revocation of appointments at times other than the end of the appointed term shall be made by the President upon recommendation by the Executive Board by secret ballot, with not more than one dissenting vote at a duly called meeting.

Article VI. Duties of Officers

Section 1. Duties of the President. The President shall:

- preside at all Business Meetings of the Society and the Executive Board;
- be a member ex-officio of every council and committee of the Society;
- assure that all actions of the Executive Board are carried into effect; and
- perform such other duties as the Executive Board may assign.

Section 2. Succession of the Duties of the President. In the absence of the President, the duties shall be performed by the President-Elect, or in the absence of the latter, by the Vice-President. In the absence of the President, the President-Elect, and the Vice-President, the duties of the President shall be performed by the President pro tem, elected from and by the Executive Board.

Section 3. Duties of the President-Elect. The President-Elect shall:

- be a member ex-officio of the Finance Committee;
- upon approval by the Executive Board at a meeting held prior to the Annual Business Meeting, appoint or reappoint chairmen and vice-chairmen of the Councils and Standing Committees for a term of one year beginning at the close of the Annual Meeting; and
- perform such other duties as the Executive Board may assign.

Section 4. Duties of the Vice-President. The Vice-President shall:

- be a member ex-officio of the Finance Committee;
- perform such other duties as the Executive Board may assign

Section 5. Duties of the Secretary. The Secretary shall:

- keep a record of the membership;
- inform the members of the activities of the Society by sending them proxy ballots, letter ballots and invitations to meetings of members;
- make the arrangements and preparation for meetings of the members;
- prepare financial statements as defined elsewhere in this article;
- distribute to the membership at the Annual Business Meeting the brief summary of the financial condition of the Society prepared by the Treasurer;
- serve notice of meetings to members of the Executive Board and of other Committees where notices of such meetings are required by the statutes, by the Certificate of Incorporation, by this Constitution, or by the Bylaws;
- advise each member of the Executive Board of proposed amendments or revisions of this Constitution or the Bylaws within fifteen days from receipt of such proposed amendments or revisions;
- keep minutes of all Business Meetings and edit them for distribution at the succeeding Business Meeting;
- keep minutes of each Executive Board meeting and edit them for distribution prior to the succeeding Executive Board meeting; and
- perform such other duties as the Executive Board may assign.

The Executive Board may assign any or all of the Secretary's functions, inclusive, to the Executive Director of the Society.

Section 6. Duties of the Treasurer. The Treasurer shall:

- chair the Finance Committee;
- prepare, or assist the Secretary in preparing, the annual budget in time for discussion by the Finance Committee and the Executive Board at the Annual Meeting;
- prepare a brief summary of the financial condition of the Society for distribution to the membership at the Annual Business Meeting;
- determine the format of a monthly report by the Secretary outlining the financial status of current operations, undertake its review, and transmit it with comments, as appropriate, to all members of the Executive Board;
- arrange, or assist the Secretary in arranging, for fiscal audit of the Society's books; review the audit and submit it to the Executive Board;
- approve or disapprove the expenditure of ex-budget funds and unusual expenditures of funds exceeding an amount fixed from time to time by the Executive Board;
- cause to have checks made out in payment of the services of the Executive Director;
- in the absence of the Executive Director, make out checks in payment for services of persons engaged by the Executive Director or the Publisher;

- collect membership dues and manage the finances of the Society; the Executive Board may assign these functions to the Executive Director; and
- perform such other duties as the Executive Board may assign.

Article VII. Management

Section 1. Powers. The general management of the Society shall be vested in the Executive Board. The Executive Board may exercise all such powers of the Society and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by this Constitution or by the Bylaws required to be exercised by the members of the Society. The members of the Executive Board shall act only as a committee and the individual members thereof shall have no power as such.

Section 2. Quorum and Action. At any meeting of the Executive Board a simple majority of the total number of voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any Executive Board meeting, the Executive Board members present thereat may adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum shall exist. Except as otherwise provided by statute, by the Certificate of Incorporation, by this Constitution, or by the Bylaws, the affirmative vote of a majority of the Board Members present at a meeting at which there is a quorum shall be the act of the Executive Board, provided, however, that the number of affirmative votes is at least one-third of the total number of voting members thereof.

Section 3. Vacancies. If a member (including officers) of the Executive Board other than the Secretary, the Treasurer or the two Past Presidents is unable to serve, the vacancy may be filled from the Individual Member Class by secret ballot of the Executive Board at any meeting thereof at which a quorum exists, or by a majority of the Executive Board then in office, though less than a quorum. A member of the Executive Board so chosen shall hold office until the close of the next Annual Meeting or until a successor is elected and duly qualified for such office. Selection to serve an unexpired part of a term shall not disqualify such member from being elected to a succeeding full term.

Section 4. Regular Meetings. Regular meetings of the Executive Board may be held at the business office of the Society or at such other places as the President may from time to time designate. A regular meeting of the Executive Board shall be held at each Annual Meeting and at least once between successive Annual Meetings of the Society.

Section 5. Special Meetings. Special meetings of the Executive Board may be called at any time by the President, the Secretary, or the Treasurer. Special meetings shall be called by the President upon written request of any four members of the Executive Board.

Section 6. Notice of Meeting. Notice of each regular and special meeting of the Executive Board, stating the time and place thereof and the agenda to be brought before the meeting, shall be sent by the Secretary to each member of the Executive Board not less than six days before the meeting.

Section 7. Special Action. When all the members of the Executive Board (provided their number represents a quorum) shall be present at any one meeting, whether or not it was duly called, or wherever held, or shall by letter or by written and/or electronic communications have waived notice to a meeting, the acts of such meeting shall be valid in all respects as if such meeting had been regularly called and held.

Section 8. The Executive Board may delegate the business operation of the Society to an Executive Director, who may be an Individual Member but not the President or Treasurer of the Society. The Executive Board may authorize payment for the services of the Executive Director and for the services of persons engaged by the Executive Director for conducting of the Society's business. The President shall be empowered to negotiate an employment agreement with the Executive Director and with the Publisher of Society publications. Approval of the employment agreement shall be by secret ballot of the Executive Board with not more than one dissenting vote. Revocation of an employment agreement shall be by secret

ballot of the Executive Board with not more than one dissenting vote. The maximum term of an employment agreement shall be three years.

Article VIII. Terms of Office

Section 1. The President shall hold office for one year, from the close of the Annual Meeting after having served as President-Elect until the close of the succeeding Annual Meeting.

Section 2. Each Past-President shall serve on the Executive Board in accordance with Article V Section 2 and on the Nominating Committee in accordance with Article IX Section 2.

Section 3. Past Presidents shall be ineligible for any elective office in the Society for at least one-year following completion of their term on the Nominating Committee.

Section 4. The President-Elect shall hold office for one year from the close of the Annual Meeting of the year in which elected until assuming the Presidency at the close of the next Annual Meeting as defined in Section 1.

Section 5. The Vice-President shall hold office for one year from the close of the Annual Meeting of the year in which elected, until the close of the succeeding Annual Meeting.

Section 6. The Vice-President shall be ineligible for the same office for a term that expires less than four years after expiration of the previous term.

Section 7. The persons elected to the Executive Board as At-Large Members from the Individual Member Class shall each serve for two years, from the close of the Annual Meeting of the year in which they are elected until the close of the second succeeding Annual Meeting. The term of one-half of the persons in this category shall begin in even years and the term of the other one-half in odd years.

Section 8. The persons elected to the Executive Board as At-Large Members from the Individual Member Class shall be eligible to serve on the Executive Board in the same capacity for up to two consecutive two-year terms.

Section 9. The Secretary and the Treasurer shall serve for one year, and may be re-appointed by the Executive Board for an additional two consecutive terms, from the close of the Annual Business Meeting at which they are appointed to the close of the succeeding Annual Business Meeting.

Section 10. Each person elected or appointed as officer of the Society or as a member of the Executive Board, or elected or appointed to fill a vacancy therein, shall serve a full term or until a successor is elected or appointed.

Section 11. The term "the close of the Annual Meeting" shall be replaced by "July 1st", if conditions beyond the control of the Executive Board make it impossible to hold an Annual Meeting in any given calendar year.

Article IX. Nominations and Elections

Section 1. Scope and Time of Elections. The officers (except the Secretary and the Treasurer) and the persons on the Executive Board from the Individual Member Class shall be elected at the Annual Business Meeting.

Section 2. Nominating Committee. The Nominating Committee shall consist of the most recent three Past-Presidents of the Society who are able to serve. The senior Past-President (by term of office) shall act as chairman, shall convene the Nominating Committee no later than the Annual Meeting of the Society, and adjourn it after transmitting the nominations to the Secretary.

Section 3. Nominations. The Nominating Committee shall make one nomination from the Individual Member Class for each elective position, which will become vacant at the close of the next Annual Meeting. Prior to making a nomination, the Nominating Committee shall secure from the person proposed consent to serve if elected.

Section 4. Additional Nominations. An Individual Member may also be nominated by written petition of at least twenty-five Individual Members of the Society, and submitted to the Secretary, together with the nominee's consent to serve if elected, at least ninety days prior to the Annual Business Meeting.

Section 5. Publication of Nominations. The Secretary shall publish the nominations of the Nominating Committee by notice mailed to the Individual Members at least 90 days prior to the Annual Business Meeting. Announcements appearing in the Society's periodical publication shall be construed as constituting "mailed notice".

Section 6. Proxy Ballots. Each nomination shall be placed on a proxy ballot authorizing an officer or several officers of the Society to vote for the nominees indicated by the Individual Member. A proxy ballot shall be sent to each Individual Member not less than thirty days nor more than seventy-five days prior to the Annual Business Meeting. The proxy ballot shall be accompanied by appropriate biographical material on each candidate.

Section 7. Revocation of Proxy Ballots. Proxy ballots may be revoked in person or in writing at any time prior to the election.

Section 8. Voting. Individual Members may vote at the election either in person or through the officer or officers of the Society as indicated on the proxy ballot. In case the election ballot contains more than one name for any one elective position to be filled, voting shall be by secret ballot, for which the Secretary shall provide envelopes. A plurality of votes cast for any one elective position shall constitute election to this position. The names of those elected shall be announced at the Annual Business Meeting.

Section 9. If no additional nominations are submitted by the Individual Member Class (see Section 4), the requirements of Sections 6, 7 and 8 shall not be considered as applying and the Secretary shall cast an affirmative vote, on behalf of the membership, at the Annual Business Meeting, or on July 1st in accordance with the provisions of Article VIII Section 11 of this Constitution.

Article X. Committees

Section 1. The Society shall provide for committees to work toward the accomplishment of the purposes outlined in Article II and in the Certificate of Incorporation.

Section 2. The Society shall provide for Councils to work toward the accomplishment of the purposes outlined in Article II and in the Certificate of incorporation.

Article XI. Local Sections

Section 1. The Executive Board may authorize the organization of Local Sections, based upon geographic areas, for purposes, which are in harmony with the objectives of the Society. Each Section shall be an aggregation of Individual Members of the Society in the geographic area and shall exist under a charter granted by the Executive Board.

Section 2. Sections shall have such powers to act under regulations as provided in the Bylaws and Operating Procedures.

Section 3. Section Bylaws shall be in harmony with the Constitution, Bylaws and Operation Procedures of the Society and shall be subject to Executive Board approval.

Section 4. The Executive Board may, at any time, suspend or dissolve any Local Section, if it considers such action to be in the interest of the Society as a whole.

Article XII. Publications

Section 1. The Society shall provide for one or more periodical publications in furtherance of its purposes.

Section 2. The Society may employ a Publisher of Society publications.

Article XIII. Dues

Section 1. The Executive Board shall establish the annual dues for all grades of membership, subject to the other provisions of this article and of the Bylaws.

Article XIV. Offices

Section 1. The principal office shall be in the City of Dover, County of Kent, State of Delaware, and the name of the resident agent in charge thereof is the Prentice-Hall Corporation Systems, Inc., 229 South State Street, Dover, Delaware.

Section 2. The business office of the Society shall be in such place as the Executive Board may from time to time designate.

Section 3. The Society may also have offices at such other places within or outside the State of Delaware as the Executive Board may from time to time designate.

Article XV. Corporate Seal

Section 1. The Corporate seal of the corporation shall consist of two concentric circles, between which shall be the name of the corporation and in the center shall be inscribed 1961 (the year of its incorporation) and the words "Corporate Seal, Delaware".

Article XVI. Fiscal Year

Section 1. The fiscal year of the corporation shall coincide with the calendar year.

Article XVII. Books and Records

Section 1. The books, accounts and records of the Society, except as may be otherwise required by the laws of the State of Delaware, may be kept outside of the State of Delaware, at such place or places as the Executive Board may from time to time designate. The Executive Board shall determine whether and to what extent the accounts and books of the Society, or any of them shall be open to the inspection of the members, and no member shall have any right to inspect any account or book or document of the Society, except as conferred by law or by resolution of the members of the Society or the Executive Board.

Article XVIII. Separability

Section 1. If any term or provision of this Constitution or the Bylaws, or the application thereof to any person or circumstance or period of time, shall to any extent be invalid or unenforceable, the remainder of this Constitution or the Bylaws, or the application of such term or provision to persons or circumstances or periods of time other than those as to which it is invalid or unenforceable, shall not be affected thereby and each term and provision of this Constitution and Bylaws shall be valid and enforced to the fullest extent permitted by law.

Article XIX. Dissolution

Section 1. In the event of dissolution, any properties or surplus accumulated by the Society shall be donated to one or more educational or scientific institutions or societies having similar objectives. However, such beneficiary must qualify at the time of dissolution as an exempt organization under the applicable provisions of Section 501 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). Distribution of the properties or surplus shall be made by action of the Executive Board in office at the time of dissolution.

Article XX. Amendments and Revisions of the Constitution

Section 1. Initiation. Proposed amendments or revision of this Constitution must be presented to the Secretary in writing,

- signed by at least seventy-five Individual Members and at least 120 days prior to the Annual Business Meeting, or
- by the Executive Board at least ninety days prior to the Annual Business Meeting.

Section 2. Notification of Members. The proposed amendments or revision of this Constitution, together with the recommendations of the Executive Board, if any, shall be sent to each Individual Member at least forty-five days before the Annual Business Meeting.

Section 3. Proxy Ballot. With the notification of proposed amendments or revisions, each Individual Member shall be sent a proxy ballot authorizing one or several officers of the Society to vote either in the affirmative or in the negative with respect to each proposed amendment or revision, as the Individual Member chooses to indicate on the proxy ballot.

Section 4. Voting. At the Annual Business Meeting, a secret vote of the Individual Members voting in person or by proxy shall be taken for and against the proposed amendments or revisions. The vote shall be taken by two judges appointed for this purpose by the Individual Members present.

Section 5. Enactment. If two-thirds of the total votes cast are in the affirmative with respect to any amendment or revision, such amendment or revision shall take effect at the time specified therein, or, if no time is specified, at the close of the Annual Business Meeting at which it is adopted.

Section 6. The above provisions of the Article delineate the procedures, which must be followed in amending this Constitution except where an individual section provides an alternative method.

Article XXI. Amendments and Revisions of the Bylaws

Section 1. Initiation. Proposed amendments or revisions of the Bylaws must be presented to the Secretary in writing with sufficient time to allow for proper notification of the members as detailed in Section 2. The proposed amendments or revisions must be

- signed by at least twenty-five Individual Members, or
- presented by the Executive Board.

Section 2. Notification of Members. The proposed amendments or revisions of the Bylaws shall be published in an issue of a periodical publication received by all Individual Members of the Society at least forty-five days before adoption.

Section 3. Enactment. The proposed amendments or revisions of the Bylaws may be enacted by a two-thirds affirmative vote of the Executive Board with the full membership of the Board considered as a quorum.

Section 4. Compliance with Constitution. The Executive Board shall amend the Bylaws so that they are in compliance with the Constitution and any amendment or revision thereof. If a proposed amendment or revision of the Constitution will require an amendment or revision of the Bylaws, notice of the Bylaws amendment or revision shall be sent to the Secretary along with the notice of the proposed amendment or revision of the Constitution.