

**BY-LAWS**  
**of the**  
**AMERICAN SOLAR ENERGY SOCIETY, INC.**

The tables of contents, captions or headings in these Bylaws are strictly for convenience and shall not be considered in interpreting these Bylaws.

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**BY-LAWS**  
**of the**  
**AMERICAN SOLAR ENERGY SOCIETY, INC.**  
US SECTION OF THE INTERNATIONAL SOLAR ENERGY SOCIETY  
(Includes revisions through June 2004)

These By-Laws are the basis of organization and function of the American Solar Energy Society, Inc. (ASES). These By-Laws were originated for and used by the unincorporated American Section of the International Solar Energy Society for some six years and were modified in 1977 following incorporation of the American Section of the International Solar Energy Society, Inc. (AS of ISES) and have been periodically amended and restated thereafter. ASES is a not for profit organization under the laws of the State of Florida.

ARTICLE I: NAME

Section 1: The name of this organization shall be the American Solar Energy Society, Inc., US Section of the International Solar Energy Society, Inc., hereinafter referred to as ASES.

ARTICLE II: PURPOSES

Section 1: **Purpose.** The purposes of ASES shall be to promote wide utilization of solar energy at the earliest possible date.

Section 2. **Means.** The purpose shall be accomplished

- a. Fostering the use of science and technology in the application of solar energy.
- b. Encouraging basic and applied research and development in solar energy.
- c. Promoting education in fields related to solar energy.
- d. Gathering, compiling and disseminating information relating to all aspects of solar energy.

Section 3. **Definition.** The term SOLAR ENERGY, as used herein, is regarded as including, in addition to the usual connotation, radiation received and emitted by the earth, and other solarflux-related renewable energy manifestations including specifically among others wind power and biomass.

Section 4: **Service to ISES Members.** The purposes of ASES shall include service to all members of ISES residing in the United States of America, whether or not they choose to affiliate with ASES.

## ARTICLE III: MEMBERSHIP

Section 1. **Eligibility.** Membership in ASES shall be available to persons engaged in research, development, utilization, and implementation of solar energy and other persons with an interest in the purposes of ASES, regardless of race, sex, color or national origin. In addition to the foregoing, membership shall also be available to organizations and other business entities interested in the purposes of ASES.

Section 2. **Membership Classes.** ASES may have one or more classes of members. The designation of such classes of members and the qualifications of the members of each class shall be set forth in these Bylaws. The members have the right to approve any changes made with respect to membership classes, as stated in these Bylaws, in Article XIII, and in the Articles of Incorporation.

The following classes of members are voting members of ASES and are entitled to receive all corresponding rights and benefits for their membership class, as established by the Board:

- Member
- Professional Member
- Senior Member (requires proof of retirement or age 65+)
- Student Member (requires proof of full time student status)
- Life Member
- Organizational Member (Business, corporate or non-profit)

## ARTICLE IV: DUES

Section 1: **Fiscal Year.** The fiscal year of ASES shall be the calendar year.

Section 2: **Changing Dues.** Membership dues are established by the Board of Directors except that any annual increase in dues greater than twenty percent for any individual Membership (other than the dues of Organizational Members to which this Article IV, Section 2 shall not apply) must be approved by a simple majority vote of all ASES members present and voting at the annual meeting and become effective for the membership year following the vote. These dues are to be used solely for the activities of, and must be consistent with the aims and purposes of ASES.

## ARTICLE V: GOVERNMENT

Section 1: **Board.** The affairs and policies of ASES shall be governed and determined by a body chosen from its membership, which shall be called the Board of Directors, hereinafter called the Board.

Section 2: **Limitations to Control.** The Board shall have control over the affairs of ASES, subject to these By-Laws and the Articles of Incorporation of ASES.

Section 3: **Board Make-up.** The Board shall consist of seventeen (17) Directors, representing the interests of the membership, including the Divisions, the Chapters, the Committees, and the membership-at-large, as follows:

- 4 directors nominated by the Divisions and elected by the membership
- 2 directors nominated by the Chapters and elected by the membership
- 4 directors nominated by the Nominating Committee and elected by the membership to represent the membership at-large
- 3 directors nominated by the Nominating Committee and appointed by the Board to represent Committees
- 4 directors appointed by the Board to represent the membership at-large.

Provisions for these nominations, elections and appointments are made in Article VII.

Section 4: **Ex-Officio Members.** To insure that all geographical and subject areas of interest to the membership are represented at meetings of the Board, the following persons shall be ex-officio members of the Board, without vote:

- a) Chairs of Chapters
- b) Chairs of Divisions
- c) the ASES Executive Director.

Section 5: **Number of Meetings.** . At least two meetings of the Board shall be held each year. A simple majority of the members of the Board shall constitute a quorum. Reasonable notice of the time and place of such a meeting shall be given to members of the Board. Special meetings may be held on request of four Board members. The most current version of Robert's RULES OF ORDER shall be parliamentary authority for all matters of procedure at all meetings.

Section 6: **Majority of a Quorum.** The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically required by law, the Articles of Incorporation or these Bylaws.

Section 7: **Presence Telephonically and by E-mail** One or more directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear or communicate interactively with each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Under certain conditions, a motion approved by e-mail shall be deemed to have been passed as if those voting were present in person at a duly called meeting of the Board or any of its Committees. These conditions are: 1) at least 2/3 of the Board members take part in the e-mail vote, 2) a \_ supermajority of those voting is obtained and 3) that the e-mail vote take place over at least two days. Members are encouraged to engage in e-mail dialog and/or change their vote during this two-day period, with all correspondence/voting going to all members openly, as if present in a regular meeting.

Section 8: **Delegation of Authority.** The Board may from time to time delegate duties and responsibilities to the Officers and the Executive Committee of the Board provided such delegation is not in conflict with these Bylaws, the Articles of Incorporation, legal ruling or statute.

**Section 9: Action by Directors Without a Meeting.** An action approved by written consent, including electronic mail, shall be deemed to have been passed if approved by each Director or committee member. The action must be evidenced by one or more written consents, which include a consent stored in any electronic medium and retrievable in perceivable form, describing the action taken and signed by each Director or committee member. An electronic signature, meaning any letters, characters, or symbols executed by the Director or committee member with an intent to authenticate the consent, may be used to sign the consent. Action taken under this section will be effective when the last Director or committee member signs the consent, unless the consent specifies a different effective date.

#### ARTICLE VI: DUTIES OF OFFICERS

Section 1: **Five Designated Officers.** The Officers of ASES shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and the immediate Past Chair (hereafter “Past Chair”).

Section 2: **Chair** The Chair will act as Chair of the Board and shall preside at all general meetings of this organization. The Chair shall be an ex-officio member of all committees except the Nominating Committee; shall represent the Board in dealing with outside agencies; shall communicate to ASES such matters and such business on behalf of the members of ASES or the Board, acting at the direction of the Board. The Chair shall serve a single term of two years.

Section 3: **Vice-Chair/Chair-Elect.** The Vice Chair shall be appointed by the Board from the membership of the Board or ASES and shall serve a single term of two years. The Vice Chair shall assume the office immediately upon appointment. The Vice Chair shall also be the Chair-Elect, becoming Chair automatically at the end of the Chair’s term of office. At the end of the term as Chair, the Chair shall become Past Chair and shall serve a single term of two years. At the end of the Past Chair’s term, the Past Chair cannot serve on the Board again for at least one year.

Section 4: **Vice-Chair Duties.** It shall be the duty of the Vice-Chair to perform such functions as may be delegated by the Chair and to act in the place of the Chair in the event that he or she is unable to act.

Section 5: **Other Officers.** The Chair shall nominate and the Board shall, by majority vote, appoint a Secretary and a Treasurer from the membership of the Board. The Secretary and Treasurer shall each serve a three year term of office,. The Secretary and the Treasurer shall be appointed at the first Board meeting of a calendar year and shall start his or her term of office at that meeting. The Board may reappoint the current

Secretary or Treasurer to one additional term of office. Neither the Secretary nor the Treasurer may serve more than two consecutive terms of office.

Section 6: **Officer Hold-Over.** Notwithstanding any other provision of this Article, if the designated successor to any Officer position is unable to assume the respective position at the end of the term of the Officer they are to replace, the current Officer holder may be held over until such time as a successor is able to assume the position.

Section 7: **Duties of Secretary.** The Secretary shall keep minutes of meetings including motions and resolutions of the Board, keep the official records of the corporation, distribute timely summaries of minutes to members and Directors, and report and perform other duties as required by the Board or these By-Laws.

Section 8: **Duties of Treasurer.** The Treasurer shall be the Chief Financial Officer of ASES and shall have such power and responsibilities as designated by the Board.

Section 9: **Executive Director.** The Executive Director shall be selected by and accountable to the Board of Directors and shall be a non-voting (ex-officio) member of the Board. The Executive Director shall be the general manager and Chief Executive Officer of ASES, subject to the supervision of the Chair and the Board. The Executive Director shall be responsible for the employment and supervision of staff to achieve the objectives of ASES, shall report to the Board at each board meeting and as otherwise directed by the Board, on the activities of ASES, provide information on the financial condition of ASES to the Board and Treasurer, and shall have other duties as are assigned from time to time by the Board.

Section 10: **Officer Vacancies.** The Board may at any time fill any vacancies in the Officer positions by appointing a new Officer to hold office until the expiration of the term of the person replaced, except that any vacancies in the office of Past Chair will not be filled.

Section 11: **Allowance for New Member Selections.** Board members elected to an Officer position will also continue to represent the original constituency by whom they were nominated or for whom they were appointed to represent.

## ARTICLE VII: NOMINATIONS AND ELECTIONS OF DIRECTORS

Section 1: **Staggered Three-Year Terms.** Each Director elected or appointed to the ASES Board of Directors shall serve a three-year term. In order to stagger the terms of office over three years, one-third of the Directors elected by the membership shall be elected each year and one-third of the Directors appointed by the Board shall be appointed each year. If the number of Board Members is not evenly divisible by three, then the Board may designate which years the extra Directors are to be elected provided that each Director elected serves three years.

Section 2: **Term Limits.** No Board member shall serve more than two consecutive terms as a Director, except as an Officer .

Section 3: **At-Large Members.** Candidates for the elected open at-large positions on the Board shall be nominated by the Nominating Committee to represent the membership-at-large and will be elected by the membership-at-large. A maximum of two of these positions shall be filled each year.

Section 4: **Division Representation.** Divisions shall nominate candidates to fill open positions on the Board that represent the Divisions, and will be elected by the membership-at-large. A maximum of two of these positions shall be filled each year. Names of these nominees selected pursuant to this Section shall be forwarded to the Executive Director by September 1 of the year immediately preceding the year in which the election is to be held.

Section 5: **Chapter Representation.** The Chapter Caucus (see Art. XI, Sec. 8) shall nominate candidates to fill positions on the Board that represent the Chapters and will be elected by the membership-at-large. At least two candidates for each Board position representing the Chapters up for election shall be chosen by the Chapter Caucus at its annual meeting, by a majority vote of the Delegates attending the Caucus meeting. These nominations must be forwarded to the Executive Director by the Chair of the Caucus meeting not later than fourteen days after the Caucus meeting.

Section 6: **Seven Board-Appointed Members.** Four Directors will be appointed by the Board of Directors to represent the membership at large, and three Directors will be appointed by the Board of Directors to represent special or standing committees. The Board shall make its appointments for each available position before the end of the calendar year, for terms to begin the following January 1.

Section 7: **Election Notification.** The ASES Executive Director shall notify the ASES members who are eligible to vote by June 1 each year by mail (postal or electronic) or by notice in an ASES periodical that they may make additional nominations by petition for candidates to be elected by the membership at large. The announcement to the Membership shall include the verbatim text of this Section. Petitions to nominate additional candidates must be signed by at least ten members of ASES who are eligible to vote and must be submitted to the Executive Director by August 31. ASES Executive Director will make a simple nomination petition form available to the Membership. Petitions sent by FAX will be acceptable if confirmed by subsequent original petition mailed to the Executive Director.

Section 8: **Ballots.** The Executive Director shall provide by mail, electronic transmission, or as otherwise permitted by law ballots bearing the nominations for each Director position up for election by the membership to each member eligible to vote no later than October 31 of each year. Nominees for at-large positions shall be clearly identified as to whether they have been nominated by the Nominating Committee, a Division, or the Chapters Caucus. Ballots must be returned to the Executive Director by mail, electronic transmission, or as otherwise permitted by law December 1. The candidate for Director who receives the highest number of votes shall be elected. Elected and appointed Board members shall assume their responsibilities on January 1 following their election or appointment.

Section 9: **Ties.** In case of a tie vote for any office to be filled by the balloting, the newly elected Board shall resolve such tie.

Section 10: **Vacancies.** The Board may at any time fill any vacancies in the Director positions by appointing a new Director to hold office until the expiration of the term of the Director replaced

## ARTICLE VIII: COMMITTEES

Section 1: **Nominating Committee.** The Board shall appoint a Nominating Committee. The members of the Nominating Committee shall consist of the Past Chair, the Vice-Chair, two new Board members, and one other ASES member selected by the Board. The ASES Past Chair shall serve as Chair of the Nominating Committee. In addition to nominating at least two candidates for each open position for the Directors to serve in the at-large positions, the Nominating Committee shall nominate at least two candidates for any other open position when less than two nominations have been submitted by the Committees and/or Divisions. The Nominating Committee shall also submit proposed candidates for Board-appointed Director positions. Nominations for the Ethics and Member Concerns Committee (EMCC) shall come from the full membership as specified in Article VIII, Section 3. As with the other Committees and/or Divisions, the Nominating Committee is responsible for ensuring there are at least two candidates each year.

Section 2: **Executive Committee.** The Board shall designate, from among its members, an Executive Committee. The Executive Committee shall have and may exercise the authority of the Board as delegated to it by the Board from time to time, and it shall represent the Board between Board meetings, except that the Executive Committee shall not have the authority to: (a) approve or recommend to members any actions or proposals that are required, by law, the Articles of Incorporation, or these By-Laws, to be approved by the members; (b) fill vacancies on the Board of Directors or any committee thereof; or (c) adopt, amend or repeal the bylaws. This committee shall consist of the Officers of the Board (Chair, Vice-Chair, Past-Chair, Secretary, Treasurer) and up to two additional board members nominated by the Chair and selected by the Board. The Executive Director shall be an ex-officio member of the Executive Committee.

Section 3: **Ethics and Member Concerns Committee (EMCC).** The EMCC shall act in an advisory capacity to the full Board and not in contravention of the Board's authority to manage the affairs of ASES as set forth under the law. The EMCC shall consist of five members, with three elected by the Membership, and two appointed by the Board. At all times, there shall be at least one Board member serving on the EMCC, so as to ensure that EMCC recommendations are expeditiously communicated to the Board. In order to stagger the terms over three years, the Membership shall annually elect one person to a three year term on the EMCC. Nominations are intended to come from the full membership as specified in Article VII, Section 7, with the Nominating Committee responsible for ensuring there are at least two candidates each year. No EMCC member

shall serve more than two consecutive terms. Upon the recommendation of the Nominating Committee, and following the bi-annual election of the Chair-Elect, the Board shall appoint two additional members to the EMCC for a two-year term. Following the biannual Board appointment, the EMCC shall elect its own officers, each serving a two-year term. The two appointed EMCC members are not eligible to serve as Chair. The EMCC shall establish its own procedures, including subsequent amendment, for approval by the Board. The EMCC may prepare a short annual report to the Membership for publication thereafter of any recommendations to the full Board.

Section 4: **Other Committees.** Except for the creation of the EMCC and appointment of Members to the EMCC, which is specifically governed by Article VIII, Section 3, the Board may from time to time establish, and appoint members to, standing or special committees it deems necessary and appropriate to advance the purposes of ASES. All appointments to committees, whether standing or special shall be members of ASES.

#### ARTICLE IX: ANNUAL MEMBERSHIP MEETING

Section 1: **Annual Notification.** In general, there will be an Annual Membership Meeting of ASES at a time, date and place to be designated by the Board, notice of which shall be provided to members not later than 60 days preceding the meeting date. The notice shall be mailed (postal or electronic) to all members of ASES, or published in the newsletter or magazine of ASES.

Section 2: **Reports.** The membership meetings of ASES shall coincide with the general meetings. At the membership meetings, the Officers of ASES shall report to the membership in attendance the state of affairs of ASES. A report shall also be mailed to all voting members of ASES, or published in the newsletter or magazine of ASES.

Section 3: : **Majority Vote.** Any act other than the election of Directors which the membership is required or permitted to vote upon shall take place by mail ballot (postal or electronic) or at a meeting of the members. For all acts by the membership other than the election of Directors, the act of a majority of the members eligible to vote, when a quorum exists, shall be the act of the membership, except when the vote of a greater proportion is specifically required by law, the Articles of Incorporation, or these By-Laws. One percent (1%) of the members of ASES eligible to vote attending a meeting or returning ballots shall constitute a quorum.

Section 4: **Parliamentary Authority.** The most current version of Robert's RULES OF ORDER shall be parliamentary authority for all matters of procedure at all meetings, and all elections and all considerations shall be decided by a majority of the votes cast. In the case of disputed actions at any meeting, the presiding Officer shall appoint a member familiar with the By-Laws and the Articles of Incorporation to advise and ensure that all actions are in compliance with these documents. This individual shall also serve as Sergeant-at-Arms when required to ensure orderly progression of business.

#### ARTICLE X: OTHER MEETINGS

Section 1: **General Meeting.** ASES shall sponsor and hold at least one general meeting each year. At this time papers covering a broad range of solar energy research, policy and applications shall be presented. These papers may be presented by members or non-members and shall be approved by a program committee for the meeting. All papers presented at general meetings of ASES may be considered for publication by the organization

Section 2: **Division Meetings.** The Divisions may hold symposia in connection with the general meeting (Section 1) and are encouraged to hold special meetings at other times when particular Division activities seem to warrant such special meetings. In general, Division symposia and meetings will be limited to the range of interests of the particular Division. A Division shall notify the Board of Directors at the time it begins planning such a symposia or special meeting.

Section 3: **ISES Meetings.** When meetings of the International Solar Energy Society are held in the U.S.A., Canada, or Mexico, ASES may elect to hold a general meeting in conjunction with such ISES meeting.

#### ARTICLE XI: CHAPTERS

Section 1: **Policy.** It shall be the policy of ASES to encourage the formation of Chapters within the boundaries of ASES. Such Chapters shall be self-governing, subject only to such limitations as may be necessitated by the Articles of Incorporation, these By-Laws, and stated policies of ASES.

Section 2: **Formation.** The formation of a Chapter shall be the result of the wishes and initiative of at least 20 voting members of ASES residing within a specific area, of the United States. Proposers of a Chapter shall submit to the Board of Directors a charter petition containing the By-Laws under which the Chapter will operate. The By-Laws shall include a clear definition of the geographical boundaries of the Chapter. This petition must be signed by at least 20 ASES members who reside within the Chapter boundaries, and must include a copy of the Articles of Incorporation of the Chapter.

Section 3: **Board Approval.** The formal establishment of a Chapter shall be approved by the Board, when all the conditions pertaining thereto have been presented.

Section 4: **Limitations.** No Chapter shall have authority to represent ASES officially or to incur any expense in the name of ASES, except as may be authorized in each instance by the Board of Directors of ASES.

Section 5: **ASES Membership Requirement.** . Members of the Boards of Directors of the Chapters must be voting members of ASES. Chapters may include persons who are not members of ASES, however, to maintain Chapter standing as good, each Chapter must maintain at least 10 percent membership in ASES. In addition, each Chapter must submit an annual report containing information about membership, officers, and sub-

chapters or affiliate groups, as specified by the Board. Failure of the Chapter to fulfill its membership and reporting requirements shall cause the status of the Chapter to be reviewed by the Board. If satisfactory response has not been obtained within six months from the due date of the report, the Board may withhold some chapter benefits or may terminate the Chapter. The annual report will include: (1) the names, postal and email addresses and phone numbers of each officer, board member and staff person; (2) the postal and email address and phone number of the Chapter office, if any; (3) a list of the membership with ASES identification, postal and email addresses; and (4) a list of sub-chapters or affiliate groups and their contact information.

**Section 6: Reporting.** Each Chapter shall work with the ASES Board members representing Chapters in keeping the ASES Executive Director informed concerning solar energy interests, activities and progress in its area. All Chapters shall assist ASES Executive Director in obtaining increased participation in ASES activities and in increasing ASES membership.

**Section 7: Conflict Resolution.** In the event of conflicting petitions for a specific geographic territory, the adjudication of any dispute shall be the solar responsibility of the ASES Board of Directors, who shall give priority to the earlier applicant, but shall also consider the size of the disputed region, the numbers of members, and the history of one or both groups in meeting the guidelines of this Article.

**Section 8: Chapter Caucus.** The Chapters collectively shall have a coordinating body called the "Chapter Caucus", which shall consist of delegates from each Chapter. Each Chapter shall have one vote and the Board of Directors of the Chapter shall designate an individual to exercise that vote on all matters that come before the Chapter Caucus for a vote. Should the Board of Directors of a Chapter have failed to designate an individual for purposes of voting at any Chapter Caucus meeting, the Chapter Chair or President may designate such individual.

The Chapter Caucus shall meet annually in conjunction with the annual general meeting of ASES. The ASES Board Members representing Chapters shall schedule the meeting of the Chapter Caucus and notify each Chapter of the time and place of the meeting at least three weeks prior to the meeting. The ASES Board Members representing Chapters shall also convene the meeting at the appointed time, lead the meeting (as co-chairs if more than one is present) and conduct the business meeting of the Caucus, including the election of nominees for the Board of ASES representing the Chapters, and any other business deemed appropriate by the Caucus. Only voting Chapter Delegates may vote at the Caucus. The chair of the Chapter Caucus shall prepare a report of the meeting, including the names of the Board nominees elected by the Delegates, and submit this report to the Secretary of ASES.

## ARTICLE XII: ASES DIVISIONS

**Section 1: Policy.** It shall be the policy of ASES to encourage the formation and growth of topical Divisions (referred to herein as Divisions) among the members. These Divisions

will give emphasis to various aspects of solar energy and its application. The title of each Division is to be selected by the members of the Division to indicate their interests and must be approved by the Board. Titles, such as those used to indicate Fields of Interest in the ASES Directory, are suggestive of appropriate designations.

Section 2: **Purpose.** The purpose of these Divisions is to bring together groups of members having similar interests in order to exchange information, reduce duplication of efforts, and improve the quality of ASES meetings. This purpose is to be accomplished by having the Divisions take responsibility for special interest sessions and topical symposia at meetings, as well as for the solicitation and preparation of publications to bridge gaps in communications.

Section 3: **Divisions Committee.** The Divisions Committee shall act in an advisory capacity to the full Board and not in contravention of the Board's authority to manage the affairs of ASES as set forth under the law. The Board, acting upon a recommendation from the Chair, shall appoint a member of the Board to chair the Divisions Committee. The Divisions Committee will consist of (1) the chair and vice chair (or their delegates) from each Division, and (2) all members of the Board nominated by the Divisions. In addition, the Chair and Executive Director of ASES, as well as a staff person designated by the Executive Director, and the chairs of the three Technical Review Committees for ASES' upcoming Annual Conference will be ex-officio members of the Divisions Committee. To conduct business, the Divisions Committee will hold periodic conference calls and will hold a Divisions Caucus associated with the Annual Membership Meeting. At the Divisions Caucus a vice chair and secretary of the Divisions Committee will be elected to serve for the ensuing calendar year.

Section 4: **Formation of Divisions.** The establishment of a new Division requires the submission of an ASES Division Petition that is signed by at least 20 members of ASES who are eligible for membership in the proposed Division and expect to participate in the activities of the proposed Division. The Divisions Committee shall promptly review each ASES Division Petition to determine whether it complies with the ASES Division Formation Procedures, which shall be formulated by the Divisions Committee in consultation with the Executive Director, and approved by the ASES Board, and make a recommendation regarding such petition to the Board. The Board shall review each ASES Division Petition (including any other supporting documentation submitted to the Executive Director) and consider any recommendation of the Divisions Committee regarding such petition that is submitted to the Board. The Board shall approve or disapprove any ASES Division Petition and establishment of a new Division by a majority vote.

Section 5: **Disbanding of Divisions:** A Division will be disbanded in accordance with the ASES Division Disbanding Procedures, which shall be formulated by the Divisions Committee in consultation with the Executive Director, and approved by the ASES Board if it does not meet minimum activity requirements for two consecutive calendar years provided, however that the Division members will be notified by ASES and given the opportunity to step forward, assume leadership, and resume activities. of the Division

prior to disbanding a Division. The Divisions Committee may make a recommendation to the Board to disband any Division from time to time. The Board shall review any recommendation from the Divisions Committee to disband any Division and shall approve or disapprove the disbanding of any Division by a majority vote, regardless of whether the Divisions Committee has made a recommendation to disband such Division.

Section 6: **Activities.** The minimum required activities that must be carried out annually by a Division for such Division to remain as an active Division will include supporting ASES' Annual Conference, providing semiannual newsletters and other services to the Division members, and maintaining an active advisory board for the Division. The Divisions Committee may make recommendations to the Board of additional required activities that must be carried out annually by each Division in order to remain as an active Division, and the Board may approve any additional required activities, regardless of whether the Divisions Committee has made a recommendation. All Division activities must conform to Division policies approved by the Board.

#### ARTICLE XIII: AMENDMENTS

Section 1: **Super-majority of Board.** Except as reserved to the membership in Section 3, these By-Laws may be amended at any regular or special meeting of the Board, by the affirmative vote of at least two-thirds of the Board present at such legally constituted meeting or may be amended as provided hereafter.

Section 2: **Member Initiated Amendments.** Amendments may also be made by a majority vote of the voting members at any annual or special meeting of ASES, provided that notice concerning the proposal of such amendment shall be signed by at least 25 voting members and shall be mailed, personally delivered or electronically transmitted to all voting members at least 30 days prior to the meeting at which the amendment is to be considered.

Section 3: **Approval at Member Meeting for Certain Issues.** No amendment made by the Board with respect to membership classes, the method of election of Board members, or authority of the Board shall become effective until such amendment has been approved by a majority of the members voting on such amendment at any annual or special meeting of the membership of ASES. Written notice, by postal or electronic mail setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote at such meeting at least thirty (30) days prior to the meeting.

Section 4: **Continued Service.** Any amendment to these By-laws that alters the manner of election of Directors, the number of Directors, or the term of service of Directors shall not alter the term of service of any incumbent Director.

#### ARTICLE XIV: STUDENT CHAPTERS

Section 1: **Policy.** It shall be the policy of ASES to encourage the formation of Student Chapters in any educational institution within the boundaries of ASES. Such Chapters shall be self-governing, subject only to such limitations as may be necessitated by the Articles of Incorporation, these By-Laws, and stated policies of ASES.

Section 2: **Formation.** Proposers of a Student Chapter shall submit a petition to the Board of Directors, through the ASES Executive Director. The petition must be signed by a Faculty Advisor, who is a member of ASES, and at least 10 ASES student members within the educational institution.

Section 3: **Board Approval.** The formal establishment of a Student Chapter shall be approved by the Board, when all the conditions pertaining thereto have been presented.

Section 4: **Model By-Laws.** By-Laws of the Student Chapters shall be based upon a model provided by ASES and shall be approved by resolution of the Board of Directors of ASES.

Section 5: **Limitations.** No Student Chapter shall have authority to represent ASES officially or to incur any expense in the name of ASES, except as may be authorized in each instance by the Board of Directors of ASES.

Section 6: **ASES Membership.** All members of an ASES Student Chapter must be student members of ASES.

Section 7: **Single Representation.** Only one ASES Student Chapter shall be established at any educational institution.

Section 8: **Single Membership.** Student members attending any educational institution which has no ASES Student Chapter may affiliate with a Student Chapter at another institution.

Section 9: **Reporting.** Each Student Chapter Faculty Advisor will keep the ASES Executive Director informed of Student Chapter Activities. The Faculty Advisor will submit an annual report on Student chapter status to the ASES Executive Director; this report will include a membership roll.

Section 10: **Annual Conference.** The Student Chapters are invited to join the Chapter Caucus each year at the annual conference.

## ARTICLE XV: ISES REPRESENTATION

Section 1: **ISES Board Election Procedures.** The number of United States members of the ISES Board of Directors shall be based on the number of ISES members residing within the United States according to a formula set forth by ISES. Upon notification by

ISES Headquarters of the appropriate number of ISES Board members to be chosen, ASES shall conduct the election in compliance with ISES policy according to the procedure set forth below.

**Section 2: Election Timing.** Dates for the nomination and election process shall be determined by the ASES Board of Directors consistent with requirements of ISES.

**Section 3: Voting Eligibility.** ISES members residing in the United States shall elect the United States representative to the ISES Board. Only ISES members residing in the United States may vote or be elected.

**Section 4: Nominations.** Nominations for the available positions may be made in two ways. Each candidate must affirm in writing to the ASES Executive Director an intention to attend ISES Board meetings, independent of travel support from ASES or ISES.

- a. Nomination may be by petition, which must contain at least fifty signatures of ISES members residing in the United States. Petitions must be forwarded to the ASES Executive Director, who shall immediately forward the names to the Nominating Committee.
- b. In order to develop a balanced slate of candidates, the Nominating Committee may add additional candidates.
- c. The candidates so selected shall be presented by the Nominating Committee to the ASES Board. In addition to the duly nominated petition candidates who shall automatically be included on the ballot, the ASES Board shall select a slate of candidates which is equal to twice the number of available position. These candidates shall be selected from the slate presented by the Nominating Committee; however, the ASES Board may add candidates as necessary to develop a balanced slate or meet the required number.

**Section 5: Ballot Information.** The ASES Executive Director shall prepare a ballot which contains pertinent biographical information and platform statements by the candidates. Ballots shall be mailed to all eligible voters.

**Section 6: Certification.** Ballots shall be returned to the ASES Executive Director for counting. In case of a tie vote, the ASES Board shall resolve such tie. Election results shall be certified by the Executive committee and forwarded to ISES by the Secretary.

**Section 7: Term.** The term of office shall be in accordance with the By-laws of ISES.

**Section 8: Vacancies.** A vacancy shall normally be filled, at the discretion of the ASES Board, by the candidate receiving the next highest number of votes in the previous election. Such appointment shall continue until expiration of the term of the person replaced.

Section 9: **Requirements.** At least ten percent (10%) of the paid members of ASES shall be also members of the ISES. All members of the ASES Board of Directors must also be members of the ISES.