



Council of Engineering and Scientific Society Executives

BYLAWS

December 2, 2020

ARTICLE I: GENERAL

Section 1. Name

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

Section 2. Purpose

CESSE, a nonprofit corporation duly formed under the provisions of the District of Columbia Nonprofit Corporation Act of 2010, D.C. Code, Title 29, Chapter 4 as amended (the "Act"), is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and shall have the purposes specifically set forth in its Articles of Incorporation, which purposes shall include providing leadership development through networking, education, and benchmarking for the professional leaders of science, technology, engineering and math ("STEM") societies.

Section 3. Principal Office

CESSE will maintain a principal office at such location or locations, if any, as determined by the Board of Directors.

Section 4. Registered Office and Agent

CESSE shall at all times maintain a registered office in the District of Columbia and a registered agent at such office, as determined by the Board of Directors and consistent with the Act.

Section 5. Fiscal Year

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

ARTICLE II: MEMBERSHIP

Section 1. Eligibility for Membership

Professional staff of STEM societies that meet the following criteria may be considered for membership:

- A. The society exists to fulfill a STEM purpose or to serve the needs of a STEM audience; AND
- B. The society has non-profit status consistent with its definition in the U.S. or Canada.

Section 2. Regular Members

Once a STEM society has met the eligibility requirements set forth in Section 1 above, any professional staff of such society may apply to become a Member. Membership applications shall be reviewed and acted upon by the Board of Directors or the Board's designee. Members may retain their individual membership in CESSE for up to 24 months following their departure from a CESSE eligible organization, provided that such departure was for reasons other than retirement or employment with an organization that does not meet CESSE membership eligibility requirements.

Section 3. Emeritus Members

Any Member in good standing who is fully retired from professional employment, and who has been an active member of CESSE for a minimum of 10 years, may obtain Emeritus Member status upon application certifying that these requirements are met. Emeritus Members are not eligible to vote or to serve as a member of the Board of Directors.

Section 4. Voting and Quorum

Each REGULAR Member in good standing shall have one vote in any Society election or referendum. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the Members. A quorum shall consist of twenty (20) voting members. Any action required or permitted to be taken at a meeting of the members may be taken by mail or electronic ballot or by any other means permitted in the Act, as determined by the Board of Directors. In the event of a vote by mail ballot, at least thirty (30) days shall be allowed for the return of ballots; ballots must be received at the Society's principal office not later than the stated return date to be counted. In the event of an electronic ballot, the voting process shall remain open for a minimum of 14 days. Members shall not be entitled to vote by proxy.

Section 5. Annual and Special Meetings

There shall be an annual business meeting of the Members upon such date, time, and place, if any, as the Board shall determine. Special meetings may also be held as determined necessary by the Board. Notice of the annual and special meetings will be provided to the membership at least 14 days and no more than 60 days in advance of the meeting. Notice of a special meeting shall include a description of the purpose for which the meeting is called. Any meeting of the members may, if so determined by the Board, be held totally or partially by means of electronic communications technology, as provided in the Act.

Section 6. Resignation

Any member may resign by filing a written resignation with the Secretary/Treasurer of the Society. No member shall be entitled to a refund of membership dues or assessments paid prior to the date of the resignation. Resignation shall not excuse the member from liability for any dues, assessments or other charges that have accrued prior to the date of resignation and remain unpaid. Any member who fails to pay dues or assessments within thirty (30) days of the due date for same or who no longer meets the eligibility requirements for membership shall be deemed to have resigned from membership in the Society.

Section 7. Removal and Termination

A Member may be removed from membership, only for cause, by a three-fourths vote of the Board of Directors pursuant to criteria and procedures adopted by the Board of Directors. Such criteria and procedures, which shall be made available to any member upon written request, shall provide for reasonable due process prior to a member's removal.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board of Directors shall be responsible for governing the Society and for determining the manner in which it will conduct its business. The Officers and Directors-at-large shall serve without compensation but may be reimbursed for ordinary and customary expenses incurred in the performance of their official duties.

Section 2. Number and Qualifications

The Board of Directors shall be composed of the Board Chair, Vice Chair, Secretary/Treasurer, Past Chair, and six to eight at-large Directors, as determined from time to time by the Board of Directors.

All Regular Members are eligible to serve on the Board of Directors, but only Regular Members who serve as the CEO (or equivalent) of their STEM societies ("CEO Members") are eligible to serve in an officer position.

The Executive Director shall attend all meetings of the board and executive committees except when the board or committee are in executive session.

Section 3. Nomination and Election

The Nominating Committee will review nominations brought forth through a Call for Nominations and submit to the membership a slate of qualified and diverse candidates to serve in at-Large Director and Secretary/Treasurer positions; the Nominating Committee slate shall include one candidate for each vacancy. All CEO and other Regular Members are eligible for nomination to at-Large Director positions, but only CEO Members are eligible for nomination as Secretary/Treasurer. Members of the Nominating Committee are ineligible for nomination.

The CESSE membership will have 30 days from the date the slate is presented to submit additional nominations for at-Large Director to the chair of the Nominating Committee. Additional nominations must be supported by a written petition signed by at least five percent (5%) of CESSE's voting Members, together with a written statement from each such nominee indicating that he or she will serve if elected. If there are nominees by petition, the Board of Directors shall submit a ballot to the voting Members at least 60 days before the end of the fiscal year identifying those nominated by the Nominating Committee and those nominated by petition. Eligible Members shall have 30 days to cast their vote for the candidates. The results of the election shall be announced following the voting period.

If there are no at-Large Director nominees by petition, the nominees of the Nominating Committee, including the Secretary/Treasurer nominee, are automatically elected.

Section 4. Terms

Directors shall serve staggered three-year terms or until their successors are duly elected. Directors will assume their role at the adjournment of the summer meeting. Should the summer meeting not take place, directors will assume their role on August 1. No director may serve consecutive full three-year terms unless elected or appointed to an officer position; terms of Directors serving in officer positions shall be extended to coincide with their officer terms.

Section 5. Resignation

Any Director may resign at any time by giving written notice to the Chair of CESSE. Such resignation shall take effect at the time specified. A Director who is absent from three consecutive meetings of the Board of Directors shall, unless such absences are excused by the affirmative act of the Board of Directors, be deemed to have resigned from the Board of Directors and from any office held.

Section 6. Removal

Any Director may be removed from such office, with or without cause, by a vote of the three-fourths vote of the voting Members at any regular or special meeting of the Members called expressly for that purpose. Any Director may be removed by a three-fourths vote of the Board only for cause as specified in the Act. Removal from the Board shall also constitute removal from any Society office held.

Section 7. Vacancies

Vacancies for at-large Directors shall be filled by majority vote of the remaining Members of the Board of Directors for the position's unexpired term.

Section 8. Meetings

The Board of Directors may hold regular and special meetings, provided that at least two days' notice is required for a special meeting; notice may be given in any manner permitted by the Act. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each Director shall have one vote; Directors may not vote by proxy. Unless otherwise required by the Act, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any meeting of the Board of Directors may, if so determined by the Board, be held totally or partially by means of electronic communications technology, as provided in the Act. Any act required or permitted to be taken at a meeting of the Board of Directors may be taken by the unanimous written consent of all Directors.

ARTICLE IV: OFFICERS

Section 1. Officers

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

Section 2. Term of Office

Officers shall assume their position at the adjournment of the summer meeting and will hold office for one year. Should the summer meeting not take place, officers will assume their role on August 1. An officer is not eligible to serve successive terms in the same office unless the officer has served a partial-year term in that office.

Section 3. Chair

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

Section 4. Vice Chair

The Vice Chair serves as chair of the Board when the Chair is unable to serve. The Vice Chair automatically succeeds to position of Chair.

Section 5. Secretary/Treasurer

The Secretary/Treasurer shall see that the minutes of the meetings of the Board of Directors are kept, see that all notices are duly given in accordance with the provisions of these Bylaws, and ensure that corporate records are kept. The Secretary/Treasurer is the principal elected financial officer, serves as Chair of the Finance Committee, and shall serve as Vice Chair if that Officer is unable to serve. The Secretary/Treasurer automatically succeeds to the office of Vice Chair.

Section 6. Past Chair

The Past Chair is an Officer for one year following their term as Board Chair and chairs the Nominating Committee.

Section 7. Executive Director

The Board shall retain an executive director or management company to manage the affairs of CESSE consistent with the law, the Articles of Incorporation, these Bylaws, and the duly adopted policies of the Board of Directors. The Executive Director shall have the authority over day to day business operations, will be the primary signatory for contracts or other instruments that the Board of Directors has authorized to be executed, and shall perform all duties incident to the role of Executive Director as may be prescribed by the Board of Directors. The Executive Director, along with the Board Chair, shall be the official spokesperson for the Society.

Section 8. Removal/Resignation

An elected officer may be removed by the Board of Directors whenever in its sole judgment the best interests of the Society will be served thereby. An elected officer may resign at any time by providing written notice of resignation to the Secretary/Treasurer or, in the case of the resignation of the Secretary/Treasurer, to the Chair.

Section 9. Vacancies

A vacancy in the office of Chair shall be filled by the Vice Chair. A vacancy in the office of Vice Chair shall be filled by the Secretary/Treasurer. A vacancy in the office of Secretary/Treasurer or Past Chair may be filled by the Board of Directors.

ARTICLE V: COMMITTEES

Section 1. Executive Committee

The Executive Committee is comprised of the elected Officers of CESSE. The Executive Committee is empowered to act between meetings of the Board on matters which, in the determination of the Executive Committee, are time sensitive, in the best interest of CESSE and consistent with the Act.

Section 2. Nominating Committee

The Nominating Committee will be chaired by the Past Chair. The Board Chair will appoint, with Board approval, the other members of the Nominating Committee. Members of the Nominating Committee are not eligible to be nominated to CESSE Board or Officer positions in the year in which they serve on the Committee.

Section 3. Finance/Audit Committee

The Finance/Audit Committee will be chaired by the Secretary/Treasurer. Other members of the committee will include one non-Board Member and will be appointed by the Board Chair and approved by the Board. The Finance/Audit Committee oversees the financial and audit activities of CESSE and advises the Board of Directors on significant financial matters.

ARTICLE VI: INDEMNIFICATION

To the fullest extent permitted by law, CESSE shall indemnify any Director or Officer or any former Director or Officer, or any employee, and shall by resolution of the Board of Directors indemnify any volunteers against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, Officer, or authorized representative of CESSE, including by advancing defense costs as permitted by the Act. However, there shall be no indemnification in relation to matters as to which he or she shall be

adjudged to be guilty of a criminal offense or liable to CESSE for damages arising out of his or her own gross negligence in the performance of a duty to CESSE.

ARTICLE VII: LIMITATION OF LIABILITY

To the fullest extent permitted by the Act, as now in effect or as may hereafter be amended, no Director, officer or other person who, without compensation other than reimbursement for actual expenses, renders service to or for the Society, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director or officer, or, in the case of other persons, for damages resulting from an act or omission in rendering such services, unless the act or omission is not in good faith and beyond the scope of authority of the Society, or unless the act or omission involved willful misconduct, a crime, or a transaction that resulted in improper personal benefit. To the fullest extent permitted by the Act, as now in effect or as may hereafter be amended, no Director of the Society shall be liable to the Society for money damages for any action taken, or any failure to take any action, as a director.

ARTICLE VIII: BOOKS AND RECORDS AND AUDIT

Section 1. Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and the names and members of all of its committees, and shall keep at its principal office a record containing the names, addresses and classifications of all of its members, whether voting members or otherwise. Members shall have only such rights to inspect the books and records of the Society as are provided in the Act.

Section 2. Audits

The Board of Directors shall cause the accounts and records of the Society to be audited annually by a certified public accountant selected by the Board of Directors. The report of such annual audit shall be submitted to the Finance/Audit Committee for review and, if acceptable to the Finance/Audit Committee, for submission to the Board of Directors for its approval.

ARTICLE IX: AMENDMENTS TO BYLAWS

These Bylaws may be amended, or new Bylaws adopted by a two-thirds vote of the voting Members at a meeting, by mail or electronic ballot. or any other means permitted in the Act, as determined by the Board of Directors.

ARTICLE X: DISSOLUTION

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