

**ENGINEERING MECHANICS INSTITUTE
OF THE
AMERICAN SOCIETY OF CIVIL ENGINEERS**

BYLAWS

ARTICLE 1. GENERAL

1.0 Name. The name of this Institute shall be the Engineering Mechanics Institute (hereinafter referred to as the “Institute”) of the American Society of Civil Engineers (hereinafter referred to as the “Society”).

1.1 Objective. The objective of this Institute shall be to serve the needs of the engineering community by advancing the knowledge and improving the application of engineering mechanics and related sciences, and by contributing across a broad spectrum of interdisciplinary areas to address the needs of the 21st century.

1.2 Vision. The Vision of the Institute is to be a premier organization representing engineering mechanics by effectively serving the needs of the world-wide engineering community and promoting both research and application of scientific and mathematical principles to address a broad spectrum of existing and emerging engineering and societal problems.

1.3 Mission. The mission of the Institute is to serve the engineering community through the development and application of engineering mechanics by anticipating and adapting to new challenges that will face tomorrow’s engineers and by creating an environment that facilitates professional growth to ensure that these future challenges will be met. The Institute seeks to establish a presence at the forefront of new thrusts of mechanics by promoting the most innovative developments in the field, regardless of the discipline of the ultimate user. The Institute also seeks to provide a home not only for those involved in the traditional disciplines, but also for those involved with emerging areas of mechanics. Additionally, the Institute seeks to promote the interdependence of engineering mechanics and other disciplines by providing an interdisciplinary forum for researchers, practicing engineers, industry representatives, citizen groups, public officials and others.

ARTICLE 2. MEMBERSHIP

2.0 Membership Qualifications. Membership in the Institute shall be open to any Society member in good standing as well as to other persons and organizations interested in advancing the vision and mission of the Institute.

2.1 Membership Categories. The Membership Categories shall be differentiated as Individual Member and Group Member.

2.1.1 Individual Member. Individual Member applies to a single person joining the Institute and shall be open to individuals involved in activities, policies, programs and projects related to the interests of the Institute. There are three (3) Individual Member classifications within the Institute.

2.1.1.1 Student Member. Individuals who are graduate or undergraduate students enrolled in a degree program with an interest in the Institute's focus.

2.1.1.2 Member. Individuals who are working within the field and interested in advancing the objective of the Institute.

2.1.1.3 EMI Fellow Member. EMI awards Fellow membership to individual members with a distinguished record of research, accomplishments and service to the Institute. There shall be no direct admission to the Institute as a Fellow Member.

2.1.2 Group Member. Group Member shall apply to professional, educational, or technical societies, society organizations, and industry firms engaged in the interests of the Institute. Group Member does not imply that all members of the group are members of the Institute. There are two (2) categories of Group Members:

2.1.2.1 Organizational Member. Organizational Member does not imply that all members of the organization are members of the Institute. The benefits associated with an Organizational Member are defined in the Institute's Operations Manual.

2.1.2.2 Sustaining Member. Sustaining Member does not imply that all members of the organization are members of the Institute. The benefits associated with Sustaining Member are defined in the Institute's Operations Manual.

2.1.3 Member Participation. Except for Student Members, Individual Members in good standing may be appointed to and participate in Institute committees and may vote on all Institute procedural issues and elections put forth for the general membership.

2.1.4 Non-Member Participation. Non-members of the Institute may participate on Task Committees at the discretion of the Board of Governors. Non-members of the Institute may not serve as a Task Committee chair. Non-members of the Institute may not vote on Institute procedural issues or in elections.

ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

3.0 Code of Ethics. All members of the Institute shall be familiar with the Society's Code of Ethics and bound by its provisions.

3.1 Separations from Institute Membership. Institute membership shall be terminated by (a) death of the member, (b) nonpayment of dues, (c) resignation, or (d) expulsion.

3.1.1 Nonpayment of Dues. Institute membership shall terminate in the event the Institute member's dues become twelve (12) months in arrears.

3.1.2 Resignations. Any member of the Institute may tender resignation of Institute membership. Separation from Institute membership shall be effective upon receipt of notification or upon acceptance by the Board of Governors for resignations received while under investigation.

3.1.3 Expulsion. Any member of the Institute may be expelled for conduct in violation of the Institute Bylaws or the Society's Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure or Code of Ethics, as applicable, or for conduct which, in the opinion of the Board of Governors, is improper and prejudicial to the best interest of the Society or the Institute. Except for cases under the purview of the Society's Committee on Professional Conduct, a decision to expel shall be preceded by a fair hearing at a meeting of the Board of Governors.

3.1.3.1 Separation Procedures. Separation from membership in the Institute and disciplinary proceedings shall generally follow the procedures outlined in the Society's Bylaws. For cases not under the purview of the Society's Committee on Professional Conduct, the Board of Governors acts on behalf of the Institute. Decisions of the Board of Governors shall not be open to appeal except in cases involving a recommendation to expel a Society member, in which cases appeal may be made to the Society Board of Direction, whose decision is final.

Cases involving Society members accused of violating the Society's Code of Ethics shall be referred to the Society Committee on Professional Conduct for determination on behalf of the Institute as provided in the Society's Bylaws.

ARTICLE 4. FEES AND DUES

4.0 Dues Year. The Institute's dues year is from January 1 through December 31.

4.1 Right to Levy Fees and Dues. The Board of Governors (hereinafter "Board") shall establish member dues.

4.2 Obligation to Pay. Every Institute member shall be obligated to pay the fees and dues established by the Board in advance of January 1. An individual or group joining the Institute after the last day of June in any calendar year shall pay one-half (1/2) of the annual dues for that calendar year. An individual who is advanced from any grade to a higher grade in the Institute shall pay the annual dues of the higher grade, effective the next Institute membership year.

4.2.1 Good Standing. An Institute member whose obligation to pay is current shall be an Institute member in good standing.

4.3 Statements. Not later than December 1 each year, the Institute shall distribute to each non-Society member, at the latest address known to the Institute, a statement of current indebtedness, if any, of the Institute member and the amount of dues for the ensuing calendar year.

4.4 Abatement of Dues. The Board, for cause deemed by it to be sufficient, may excuse any Institute member from the payment of Annual Dues, temporarily or permanently; may excuse the whole or any part of the dues which may be in arrears; and may remove any name from the list of those permanently excused from the payment of dues.

4.5 Refunds. There shall be no refund of dues remitted.

4.6 Delinquency. Any Institute member who is not in good standing may forfeit rights and privileges of membership as determined by the Board.

ARTICLE 5. MANAGEMENT

5.0 Board of Governors. The affairs, activities, and concerns of the Institute shall be under the direction of a Board of Governors (hereinafter the "Board"). The Board shall manage the affairs for the Institute. The Board has fiduciary, legal and strategic responsibilities, focuses on policy imperatives to guide operations, and ensures that the Institute uses these policies to work toward meeting its objective.

5.1 Composition. The Board shall have seven (7) voting members elected or appointed as follows: six (6) Governors shall be elected by the Institute membership and one (1) Governor shall be appointed by the Society's Board of Direction. The Secretary and Past President shall be non-voting ex-officio members of the Board.

5.2 Institute Director. The Institute Director shall serve as Secretary. The Institute Director shall be employed by the Society and is subject to Society employment rules. The Institute Director will be reviewed annually by the Society's Executive Director, or his or her designee, after input from the President of the Board. The Institute Director is appointed, and can be removed, with or without cause, by the Executive Director of the Society after consultation with the Board of the Institute.

The Institute Director shall retain independent contractors and other suppliers and agents, subject to direction by the Board. The Institute Director shall comply with policies and procedures of the Society, which shall be applicable to and binding on the Institute.

5.3 Financial Management.

5.3.1 Fiscal Year. The fiscal year of the Institute shall be from October 1 through September 30.

5.3.2 Annual Budget. The Institute annual budget must be approved by the Board and be in accordance with guidelines established by the Society's Board of Direction. The Society Board of Direction shall review and approve the budget prior to the start of each fiscal year.

5.3.2.1 Unbudgeted Expenses. The Board shall be notified of any changes to the budget, any expenditure in excess of budgeted amounts, or expenditures for unbudgeted items.

5.4 Assets. All assets held by or for the Institute are vested in the Society and shall be handled according to its fiscal policies.

5.5 Fiscal Responsibility. The Board, with due responsibility to the Society's Board of Direction, shall oversee the funds and assets of the Institute and shall direct the Institute Director in their management. Neither the Institute nor any individual Governor, Officer, member, or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way financially bind the Society.

5.6 Revenues. The Institute may raise revenue by means other than fees and dues, provided such means are consistent with the Society policy and maintain the Society's tax exempt status. Any proposed solicitations, and the proposed acceptance of any grant or donation which contains any restriction, shall first be submitted to and approved by the Society Executive Director, as permissible. The Society Executive Director shall investigate and notify the Institute of his or her determination, including any restrictions or modifications on which approval is conditioned.

5.7 Institute Reserves. The Society shall create a general reserve fund when Institute revenues exceed Institute expenditures. The Institute shall control this reserve fund and shall use funds from this reserve for programs and activities of the Institute.

5.8 Records. The books and accounts of the Institute shall be kept by the Institute Director.

5.9 Reporting. Within ninety (90) days from the close of each fiscal year, the Institute Director shall provide to the Board a full and correct statement of the affairs of the Institute, including but not limited to, a balance sheet and fiscal statement of operations for the preceding year.

5.10 Audit. The Institute Director shall procure annually an external audit of the books and records of the Institute. Such audit may be performed in conjunction with the Society annual audit. The books and records shall be made available to the Society Treasurer or his or her representative upon reasonable notice.

ARTICLE 6. OFFICERS AND GOVERNORS

6.0 Officers. The Officers of the Institute shall be the President, Vice-President, Treasurer, Past President and Secretary. The President, Vice-President and Treasurer shall be elected by the Board from among the sitting Governors of the Institute. The Officers of the Institute shall perform all duties required by law and the Institute's governing documents, and those duties incident to the office or as may be assigned.

6.0.1 President.

6.0.1.1 Qualifications. The President shall be a voting member in good standing of the Society and the Institute at the time of election and shall have served as Vice-President.

6.0.1.2 Term. The President shall serve a one (1) year term which shall begin at the start of the fiscal year and continue until a successor is installed. The President may be elected to serve one (1) additional term.

6.0.1.3 Vacancy. A vacancy in the office of President shall be filled for the unexpired portion of the term by a qualified member of the Board, as determined by the Board at the time of the vacancy.

6.0.1.4 Compensation. The President does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

6.0.1.5 Duties. The President shall preside at all meetings of the Institute Board and of the members of the Institute. The President may call Special Meetings of the Board or of the members as may be deemed proper. The President shall be empowered to nominate, subject to approval of the Board, chairpersons and members for those committees and task committees deemed necessary for the effective functioning of the Institute. The President, or the appointed designee, shall attend regular and special meetings of the Society Board of Direction and report at such meetings, if requested to do so. The President shall make available to the membership an Annual Report for the preceding fiscal year within ninety (90) days of the conclusion of the subject fiscal year.

6.0.2 Vice-President.

6.0.2.1 Qualifications. Candidates for Vice-President shall be voting members in good standing of the Institute and the Society. Additionally, Candidates for Vice-President shall have completed one (1) full term of service on the Board of Governors.

6.0.2.2 Term. The Vice-President shall serve a one (1) year term which shall begin at the start of the fiscal year and continue until a successor is installed. The Vice-President may be re-elected to serve one (1) additional term.

6.0.2.3 Vacancy. A vacancy in the office of Vice-President shall be filled for the unexpired portion of the term by a qualified member of the Board, as determined by the Board at the time of the vacancy.

6.0.2.4 Compensation. The Vice-President does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

6.0.2.5 Duties. The Vice-President shall act in place of the President when the President is not available. The Vice-President shall also serve as the vice-chair and attend all meetings of the Board.

6.0.3 Past President.

6.0.3.1 Qualifications. The Past President shall continue to be a voting member in good standing of the Institute and the Society and shall have had prior service on the Board as President.

6.0.3.2 Term. The Past President shall serve a one (1) year term which shall begin immediately following the conclusion of a term as President. A Past President may be recalled to serve as needed.

6.0.3.3 Vacancy. A vacancy in the office of Past President shall be filled for the unexpired portion of the term by the most recent available Past President who is available and willing to serve.

6.0.3.4 Compensation. The Past President does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

6.0.3.5 Duties. The Past President shall attend all meetings of the Institute Board and of the members and perform such other duties as may be assigned from time to time by the Institute President. The Past President shall serve on the Awards Committee.

6.0.4 Treasurer.

6.0.4.1 Qualifications. The Treasurer shall be a voting member in good standing of the Institute and the Society.

6.0.4.2 Term. The Treasurer shall serve a one (1) year term which shall begin at the start of the fiscal year and continue until a successor is installed. The Treasurer may be elected to serve one (1) additional term.

6.0.4.3 Vacancy. A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by a qualified member of the Board, as determined by the Board at the time of the vacancy.

6.0.4.4 Compensation. The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

6.0.5.5 Duties. The Treasurer shall monitor the general funds of the Institute, shall oversee all transactions of the Institute and shall provide an annual financial report to the Board. The Treasurer shall attend all meetings of the Board.

6.0.5 Secretary.

6.0.5.1 Qualifications. The Institute Director shall serve as Secretary.

6.0.5.2 Term. The term of the Secretary coincides with the term of employment of the Institute Director.

6.0.5.3 Vacancy. A vacancy in the office of Secretary shall be filled by the Society's Executive Director, in consultation with the Board.

6.0.5.4 Compensation. The Secretary shall be compensated by the Society for duties performed as the Institute Director.

6.0.5.5 Duties. The Secretary shall attend all meetings of the Board and serve as Secretary at all meetings of the Institute, except for Executive Sessions for which the Secretary may or may not be invited by the Board to attend. The Secretary shall be responsible for all correspondence of the Board and shall give notice of, and keep minutes of all meetings of the Board.

6.1 Institute Governors. There shall be seven (7) Institute Governors elected or appointed as follows: six (6) Governors elected by the Institute membership, and one (1) Governor appointed by the Society's Board of Direction.

6.1.1 Elected Institute Governors.

6.1.1.1 Qualifications. An Elected Institute Governor shall be a voting member in good standing of the Institute and the Society.

6.1.1.2 Term. The term of office of each Elected Institute Governor shall be three (3) years which shall begin at the start of the fiscal year and continue until a successor is installed. An Elected Institute Governor may serve one (1) additional term. An Elected Institute Governor shall not be eligible to serve as an Appointed Institute Governor.

6.1.1.3 Vacancy. A vacancy in an Elected Institute Governor position shall be filled without undue delay for the remainder of the term as a direct appointment by the remaining members of the Board at the time of the vacancy.

6.1.1.4 Compensation. Elected Institute Governors shall not receive any salary or other compensation for their service as an Institute Governor but shall be entitled to reimbursement of reasonable expenses under procedures established by the Board and the Society.

6.1.1.5 Duties. An Elected Institute Governor represents the Institute's best interests as a member of the Board. As a member of the Board, an Elected Institute Governor helps monitor and steer the Institute toward its goals. An Elected Institute Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

6.1.2 Society Appointed Institute Governor.

6.1.2.1 Qualifications. The Society Appointed Institute Governor shall be a voting member in good standing of the Institute and the Society. The Society Appointed Institute Governor shall be appointed by the Board of Direction upon recommendation of its President or President-elect.

6.1.2.2 Term. The term of office of the Society Appointed Institute Governor shall be one (1) year. The Society Appointed Institute Governor may be reappointed to successive one (1) year terms but shall not exceed three (3) years of total service. The Society Appointed Institute Governor is eligible to serve as an Elected Governor upon completion of their term of appointment.

6.1.2.3 Vacancy. A vacancy in the Society Appointed Institute Governor position shall be filled without undue delay for the remainder of the term by the Board of Direction, upon recommendation of the President or President-elect.

6.1.2.4 Compensation. The Society Appointed Institute Governor shall not receive any salary or other compensation for their service as an Institute Governor but shall be entitled to reimbursement of reasonable expenses under procedures established by the Board and the Society.

6.1.2.5 Duties. The Society Appointed Institute Governor represents the Institute's best interests as a member of the Board and serves as a liaison to the Society's Board of Direction. As a member of the Board, the Society Appointed Institute Governor helps monitor and steer the Institute toward its goals. The Society Appointed Institute Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

6.2 Removal from Office. The incapacitation, neglect in the performance of the duties of the office, or failure to remain an Institute member in good standing, may be grounds for removal from the Board. An Institute Officer, other than the Secretary, or an Institute Governor may be removed from office by a unanimous vote of the remaining Institute Board and with the concurrence of the Society's Board of Direction. The vacancy shall be filled in accordance with applicable provisions of the Institute Bylaws.

ARTICLE 7. NOMINATIONS AND ELECTIONS

7.0 Address of Record. The mailing address designated by the Institute member, except an APO or other temporary address, shall be considered as the Address of Record unless the Institute member instructs otherwise.

7.1 Candidate. A Candidate is a qualified Institute Member who is pursuing or considering the pursuit of an elected office within the Institute.

7.2 Nominee. A Nominee is a Candidate who has received the nomination of a Nominating Committee.

7.3 Composition of Nominating Committee. The Nominating Committee shall be comprised of five (5) voting Institute members, none of whom are current members of the Board. The Chair of the Nominating Committee shall be a Past President of the Institute or a Past Chair of the Engineering Mechanics Division. Members of the Nominating Committee shall serve a term of two (2) years and may be reappointed to serve one (1) additional term. No candidate for office shall be a member of the Nominating Committee. The Nominating Committee, with the approval of the Board, shall establish the election schedule and procedures. Diverse representation on the Board of Governors is an Institute objective.

7.4 Nominations.

7.4.1 Potential Candidate Pool. The Nominating Committee shall provide notification to and solicit Candidates from the general membership of the Institute and Institute organizational elements for the vacant elected positions.

7.4.2 Declaration of Intent to Serve. No later than April 15 of the year in which the election is to be held, Candidates shall submit to the Secretary a signed letter indicating acceptance and willingness to serve if elected, a short resume and vision statement in a format stipulated by the Nominating Committee.

7.4.3 Official Nominees. Both the procedures for the selection of Nominees and the ratification of the list of Nominees should consider the need to maintain diversity among the Governors. The Nominating Committee shall select more Nominees than the number of vacant Elected Institute Governor positions to be filled. The Nominating Committee shall submit the names of the Nominees to the Board for ratification. The Nominees ratified by the Board shall be known as the Official Nominee(s) and be designated as such on the election ballot. Official Nominees shall be fully informed by the Secretary of the qualifications, duties and requirements of the office for which they are nominated. Nominees who receive the highest number of votes will fill the vacant positions.

7.4.4 Notification of Nominees. The Secretary shall notify all Institute members, by notice in an Institute newsletter or such other appropriate means, of the Official Nominee(s).

7.5 Technical Region Director. The Board may, when called upon to do so, select by a majority vote of those present and voting no more than one (1) Candidate to be forwarded to the Technical Region Board of Governors Nominating Committee for consideration as an Official Nominee for the office of Technical Region Director on the Society's Board of Direction.

7.6 Election Procedures. Procedures for elections shall be outlined in the EMI Operations Manual.

7.7 Election Results. The Secretary shall announce to the Institute membership the election results. The person(s) who receive(s) the largest number of valid votes shall be declared elected. In the event of a tie between two (2) or more persons, a runoff election will be conducted.

ARTICLE 8. MEETINGS

8.0 Business Meetings.

8.0.1 Annual Membership Meeting. The Institute shall convene at least one (1) business meeting annually, termed the Annual Membership Meeting.

8.0.1.1 Requirements. Additional Membership Meetings of the Institute may be convened at such date and place as shall be determined by the Board and designated in a notice to the membership at least thirty (30) days in advance of the meeting.

8.0.1.2 Quorum. A quorum for the Annual Membership Meeting shall be fifty (50) voting members.

8.0.2 Other General Business Meetings. The Institute may convene additional General Business Meetings.

8.0.2.1 Requirements. Additional Business Meetings of the Institute may be convened at such date and place as shall be determined by the Board and designated in a notice to the membership at least thirty (30) days in advance of the meeting.

8.0.2.2 Quorum. A quorum for any other General Business Meeting shall be fifty (50) voting members.

8.0.3 Special Business Meetings. The Institute may call Special Business Meetings.

8.0.3.1 Requirements. The Board may call Special Business Meetings of the Institute. The Board shall call a Special Business Meeting of the Institute upon written request of not less than fifty (50) members. Notice of a Special Business Meeting shall be published in an official Institute publication at least thirty (30) days prior to the date of the Special Business Meeting, or by special notice mailed to the members of the Institute not less than twenty (20) days prior to the date of the Special Business Meeting. Notice of a Special Business Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Business Meeting.

8.0.3.2 Quorum. A quorum for a Special Business Meeting shall be fifty (50) voting members.

8.0.4 Board of Governors Meetings.

8.0.4.1 Regular Meetings. No fewer than two (2) regular meetings of the Board shall be held each year. Regular Meetings may be called as determined by the Board. At least thirty (30) days advance notice of any such Regular Meeting shall be given by the Secretary to members of the Board.

8.0.4.2 Special Meetings. Special Meetings may be called as determined by the Board. At least ten (10) days advance notice of any such Special meeting shall be given by the Secretary to members of the Board. Notice of a Special Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Meeting.

8.0.4.3 Quorum. A majority of the members of the Board shall constitute a quorum at any meeting of the Board except for consideration of disciplinary action against a member. Seventy-five percent (75%) of the members of the Board shall constitute a quorum for the consideration of disciplinary action against a member.

8.0.4.4 Board of Governors Executive Sessions. Meetings of the Board may go into Executive Session upon the call of the meeting chair, or upon the motion of any member of the Board and affirmative vote of the Board. All voting members of the Board attend Executive Session as well as any individuals invited by the Board. Minutes reflecting actions taken in Executive Session shall be kept on file by the Society's Managing Director of Engineering Programs.

8.1 Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with the laws of the State in which the Society is incorporated or with the Institute's Bylaws.

8.2 Meeting Participation by Alternative Means. Any member of the Board or any Board committee may participate in a meeting of the Board or any Board committee by means of a conference telephone or similar communications system that allows all persons participating in the meeting to hear each other at the same time. Such participation shall be considered presence in person at the meeting.

8.3 Action without a Meeting. Any corporate action required or permitted to be taken by the Board or any Board committee may be taken without a meeting if all members of the Board or Board committee unanimously approve such action in writing.

ARTICLE 9. COMMITTEES, ACADEMIES, AFFILIATED AND OTHER ORGANIZATIONAL ENTITIES

9.0 Objectives and Purposes of Organizational Entities. The objectives and purposes of the Institute's committees, academies, technical divisions, affiliated and other Organizational Entities shall be consistent with those of the Institute.

9.1 Organizational Entities. The Board may define, establish and discharge Organizational Entities such as committees, divisions, councils, student chapters, local chapters, and task committees as necessary or desirable to conduct the affairs of the Institute. Organizational Entities shall report to the Board.

9.2 Committees. The Board has the authority and responsibility to create and disband committees, establish duties, conditions, and terms of service, and approve committee appointments, including designation of the chair and other committee officers.

Committees may create constituent committees, subcommittees, divisions, task groups or similar entities as required to accomplish their charge.

9.2.1 Award Selection Committees

Organization. There shall be an Awards Committee for each award administered by the Institute. Each Awards Committee shall consist of five (5) members, including the Past President and other members to be selected by such process as established by the Board.

Responsibilities. The Awards Committees shall present recipient recommendations to the Board for their respective award, in accordance with the award rules.

9.3 Tangible and Intangible Property. Committee chairs shall return a committee's tangible property and records, and all records relating to any intangible property and work product of the committee to the Institute when discharged, or when requested by the Board. Such materials and any intangible property including work products of the committee belong to the Institute. All committees (including any subcommittees), and all special delegates and representatives unless otherwise directed by the Board, shall be governed by this provision.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 Organization. The Institute is organized within the Society. All policies and activities of the Institute shall be consistent with and subject to:

10.0.1 The Society's Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure and Code of Ethics;

10.0.2 Applicable federal, state, and local antitrust, trade regulation, and other laws regulations and legal requirements;

10.0.3 All requirements to maintain the status of the Society as a not-for-profit organization exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the Code), qualifying at all times as an organization to which tax deductible contributions may be made pursuant to applicable sections of the Code;

10.0.4 All requirements imposed by relevant jurisdiction for maintenance by the Society of any license, permit, or authority it may hold to conduct activities and do business as a foreign not-for-profit corporation within that jurisdiction; and

10.0.5 Such other policies and procedures as are authorized under these documents.

10.1 Policy Statements. The Institute may issue its own statements of policy but must identify them as such. Any amplification, interpretation, or application of Society policies other than by the Society Board of Direction must be clearly identified as the views of the component so engaged and not of the Society. The Institute shall not take any action that may be deemed to express an attitude or action of the Society.

10.2 Relationships with Other Organizations. The Institute may establish relationships with other groups and may serve as the United States of America member Society to various international organizations, as approved by the Institute. These relationships shall not be in conflict with Society policies.

10.3 Conferences and Conventions. The Institute may conduct conferences and conventions by itself or acting in conjunction with other units of the Society or other affiliated organizations subject to the terms and conditions described in agreements then in place between the Society and the Institute.

10.4 Publications. Publications of the Institute shall be consistent with written agreements that exist between the Society and the Institute. The Institute may develop journals, magazines, manuals of practice, miscellaneous publications and standards by itself or in conjunction with the Society or other organizations. The Society shall have the right of first refusal to act as the publisher of such publications.

10.5 Operations Manual. Details of implementation of the Institute Bylaws are provided in the Institute Operations Manual.

10.6 Resolutions. Resolutions or recommendations may be addressed to the Society Board of Direction for consideration or approval and promulgation.

10.7 Indemnification. The Society shall indemnify the Institute's Officers, Institute Director, members, employees, and agents, in their respective capacities as such, by providing each the same rights of indemnification as are given by the Society to Society Officers, members, employees, and agents.

10.8 Dissolution. At any duly constituted meeting, the Board, by a two-thirds (2/3) majority of those present and voting, may recommend dissolution of the Institute by the Society Board of Direction, provided that a written notice of this proposed action shall have been given at a previous meeting of Board, and provided further that the proposed dissolution shall have been published, together with an announcement soliciting membership comments, in an Institute, Society, or third party publication that normally reaches the entire membership by other means.

ARTICLE 11. AMENDMENTS

11.0 Amendment. The Institute Bylaws may be amended at a duly constituted meeting of the Institute Board by a two-thirds (2/3) majority of those present and voting, provided that a written notice of such proposed amendment shall have been given at the previous meeting of the Board.

No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.