

AMERICAN ACADEMY OF MECHANICS

CONSTITUTIONAL BYLAWS

ADOPTED BY RESOLUTION OF THE INCORPORATORS, AUGUST 14, 1969

(AMENDED, FEBRUARY 28, 1970)

(AMENDED, JUNE 20, 1984)

(AMENDED, JUNE 13, 1996)

(AMENDED NOVEMBER 20, 2004)

ARTICLE I. NAME AND OBJECTIVES

Name. The name of the corporation is the

AMERICAN ACADEMY OF MECHANICS

Objective. The objective of the Academy shall be the advancement of the science and profession of mechanics.

Scope. The Academy shall be concerned with the disciplines involved in the modeling and study of the response of inanimate and animate matter to forces and environmental effects. The activities of the Academy shall be directed towards the science and profession of mechanics, including the education of its members and the public and the dissemination of information. The Academy may also act as trustee for funds donated to support prizes and other forms of recognition of achievement.

ARTICLE II. MEMBERS

Qualifications for Membership. The Members of the Academy shall be persons recognized for their contributions to the science and profession of mechanics as judged by objective criteria, and without regard to race, color, creed, gender and national origin. They shall be pledged to a program of self-improvement and continuing education in conformity with guidelines established by the Board and set forth in the Rules of Policy and Procedure. At the time of their admission, they shall have permanent residence in one of the countries of North, Central and South America.

Admission. Members shall be admitted by vote of the Directors. An affirmative vote of eighty percent of the voting members of the Board shall be required for admission. The Directors have designated the Secretary of the Academy to review applications for admissions and act on them. The Secretary at his/her discretion may seek advice from Directors.

Conduct. A member shall be expected to be honest and impartial in dealings with professional

colleagues and the public, to strive to increase the competence and prestige of the profession and to use knowledge and skill for the advancement of human welfare.

Expulsion. Any Member who is not a Director may be expelled by vote of the directors. A Member whose expulsion is being considered shall be advised by the Secretary of the reasons for the proposed action and, before action is taken, shall be given an opportunity to reply to the Board either in writing or orally at the next meeting of the Board. An affirmative vote of eighty percent of the voting members of the Board shall be required for expulsion

Membership Cannot be Transferred. Members may not transfer their membership or any right arising therefrom.

Resignation. A Member may resign by giving notice in writing to the Secretary. Resignation may not be made retroactively.

Admission Fee. The entrance fee payable on admission to membership in the Academy shall be determined by the Board. There shall be no fee for admission as Member of those who are Candidates of the Academy.

Dues. The annual dues shall be determined by the Board and shall be payable in advance. Dues may not be compounded.

Liability of Members. The Members shall not be personally liable for the Academy.

Nonpayment of Dues. Members who have not paid their annual dues for two consecutive years will be dropped from membership in the Academy. They may get their membership reinstated by paying dues at any time. However, for the purpose of their being nominated as an AAM Fellow, the time clock of five years of continuous membership will restart from zero.

ARTICLE III. THE FELLOWS

Qualifications. The Fellows shall be a group of Members and Corresponding Members (see Article IV) who have been elected as Fellows on the basis of their contributions to mechanics.

Elections. Election shall be by the Fellows and by mail ballot. Each candidate shall be proposed by at least two Fellows. The nominee must have been a member (or a corresponding member if not residing in Western Hemisphere) of the Academy for five consecutive years preceding the nomination date. The authorized number of Fellows who are Members in good standing shall be four times the square root of the number of Members and Corresponding Members but not less than twenty-four.

A Fellow must not propose more than two candidates.

The Fellow's nomination package must not include a resume longer than 2 pages typed on 8 x 11 paper with 1 margins on all sides and New Times Roman font size point 12.

Officers. The President-Elect shall act as Chairman at meetings of the Fellows. The Fellows shall elect one of their number as Secretary to the Fellows

Operations. The Fellows may make bylaws to regulate their procedures and may constitute and dissolve committees.

ARTICLE IV. AFFILIATED PERSONS AND ORGANIZATIONS

Classes of Affiliation. Non-voting affiliated persons and organizations shall consist of Students, Affiliates, Candidates, Corresponding Members and Institutional Members.

Students. Student members shall be admitted by a vote of the Directors and are eligible for continued student membership as long as they are registered as a student at a university of recognized standing in the Western Hemisphere.

Affiliates. An Affiliate shall be a person who has a continuing interest in mechanics. An Affiliate at the time of transfer or admission, shall

be not less than 21 years of age,
be resident in one of the geographic regions defined in the Rules of Policy and Procedure,
show evidence of continuing activity and interest in mechanics research.

Candidates. A Candidate shall be a person who expects to follow a career leading to qualification for Membership in the Academy. A Candidate at the time of transfer or admission shall

be not less than 21 years of age,
be resident in one of the geographic regions defined in the Rules of Policy and Procedure,
hold a master's degree in mechanics or a subject closely related to mechanics, from a school of recognized standing,
show evidence of continuing activity and interest in mechanics research.

Corresponding Members. A Corresponding Member shall be a person who meets the qualifications for membership in the Academy, as defined in Article II, except for the residency requirement. Upon establishing permanent residence in the Western Hemisphere, a Corresponding Member will automatically become a Member.

Institutional Members. An Institutional Member shall be any organization deemed to be operating in the Western Hemisphere which shares the objectives of the Academy and wishes to contribute to its financial support.

Admissions. Regulations for admission, conduct, expulsion and resignation of

affiliated persons and organizations shall be established by the Board and made known through the Rules of Policy and Procedure.

ARTICLE V. DIRECTORS

Number of Directors. The Directors shall be the President, President-Elect, the Past-President, the Secretary, the Secretary to the Fellows, and the Regional Directors. The latter shall be elected to represent the Members registered as resident in various geographic regions as defined in the Rules of Policy and Procedure. In addition, the Board, at its discretion, may appoint other Members of the Academy as ex-officio non-voting members of the Board.

Qualifications. All Directors shall be Members in good standing. Nominees for President-Elect shall be Fellows and each nominee for Regional Director shall be registered as resident in the geographic region to be represented.

Terms of Office. The term of office of the Directors shall be:

President	-	two years
President-Elect	-	two years
Past-President	-	two years
Secretary	-	three to five years
Secretary to the Fellows	-	three to five years
Regional Directors	-	three years

The President-Elect becomes President at the end of his term. Each Director shall hold office until a successor is qualified. In cases where bylaw changes or changes in the Rules of Policy and Procedure make it desirable that changes in a term of office be made, the Board may modify the term of office of a directorship, provided this is done before election to that directorship. The term of office of an incumbent Director may not be altered by the Board except on petition of the incumbent Director. Directors may not serve more than two consecutive terms in the same office.

Elections. All Directors shall be elected by secret letter ballot mailed to Members by the Secretary. In the election of a Regional Director for a geographic region, as defined in the Rules of Policy and Procedures, only the Members registered as a resident in that region are entitled to vote. Procedures for nomination of President-Elect, Secretary and Regional Directors are defined in Subsections 4a, 4b and 4c, respectively. The nominee(s) thus selected shall be the official nominee(s) for the position in question and their name shall be announced at the Fall meetings of the Board, the Fellows and the Membership and shall appear on the ballot. Additional nominations can be made by petition addressed to the Secretary and signed by the smaller of five percent or twenty-five of the Members entitled to vote in the election to that directorship. Such additional nominations shall be accompanied by a letter from the nominee accepting the nomination and filed not less than forty-five days after the announcement of the official nominees at the Fall Annual Meeting of Members. In addition to the name(s) of the

nominee(s), each ballot shall also contain space for a write-in-candidate. Completed ballots shall be returned to the Secretary who shall deliver them to Board appointed Tellers who will report the results of the election(s) at the next spring annual meeting of the Members, at which time the new Director(s) shall be declared elected.

Election of President-Elect. A nomination for President-Elect of the Academy shall be made by a Standing Committee of the Fellows consisting of the three most recent past presidents of the Academy, with the immediate Past President chairing the Committee. The Committee's candidate shall be the official nominee for President-Elect.

Election of Secretary. During the final year of a Secretary's term of office, the Board shall, at its Fall meeting, nominate a Member to that office and specify the term of office. The Board's candidate shall be the official nominee for Secretary.

Election of Regional Directors. With a minimum lead-time of one year before the expiration of the term of office of a Regional Director, a call for nominations for Director of that Region shall be published in Mechanics. Nominations are valid if they bear the signatures of five (5) Members of the Academy, who are residents of the region in question and are Members in good standing, such nominations being received by the Secretary of the Academy at least thirty days prior to the Fall meeting of the Board. At that meeting, the nominations are presented for information at which time the Board may add nominations, which, together with the nominations received by the Secretary before the deadline date, constitute the list of official nominees for Director of the region in question.

Vacancies. Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his successor is elected by the Members, who may make such election at the next annual meeting of the Members, or at any special meeting duly called for that purpose and held prior thereto.

Meetings. The meetings of the Board may be held at such place as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting. Meetings may be called by the President and Secretary acting jointly or by any three Directors. Written notice of every meeting of the Board of Directors shall be given to each Director at least thirty days prior to the day named for the meeting. The President shall act as Chairman of the Board. In the absence of the President, the President-Elect shall serve as temporary Chairman. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Quorum. A majority of the voting members of the Board shall be necessary to constitute a quorum for the transaction of business, and the acts of such a meeting of the Directors shall be the acts of the Board.

Removal of Directors. Any individual Director may be removed from office, without assigning any cause, by a two-thirds majority of those voting in a mail ballot among the

Members entitled to vote in the election to that directorship. A vote for removal may be initiated by petition addressed to the Secretary and signed by at least fifty Members entitled to vote in the election for the directorship. The text of the petition and any statement by the Director shall be circulated within 60 days of receipt of a petition, and then any of the petitioners may conduct a ballot.

Executive Committee. The Board may by resolution adopted by a majority of the voting members of the Board, appoint from among its members an Executive Committee of not less than three and not more than five members. The President, President-Elect and Secretary shall be members of the Executive Committee. The Committee shall designate one of its members as Chairman. The Board may also designate one or more of its members as alternates to serve as a member or members of the Executive Committee in the absence of a regular member. The Board reserves to itself the power to make, amend or repeal bylaws, elect or expel Members, elect or remove officers, fill vacancies on the Board, make recommendations to the Members, grant financial support to local organizations, discharge any committee or terminate any local organization. Subject to the foregoing limitations, the Executive Committee shall possess and may exercise all other powers of the Board during intervals between meetings of the Board, except as may be expressly reserved by resolution of the Board. Decisions taken by the Executive Committee shall be brought to the next meeting of the full Board for ratification.

Action without a Meeting. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if consent or consents in writing setting forth the action so taken shall be signed by all voting members of the Board and shall be filed with the Secretary.

Proxies. A Director may appoint as proxy to meetings of the Board any Member registered as residing in the same geographic region as defined in the Rules of Policy and Procedure. Every proxy shall be executed in writing by the Director and filed with the Secretary. A proxy shall be revocable at will, but the revocation shall not be effective until notice thereof has been given to the Secretary. No unrevoked proxy shall be valid after eleven months from its date of execution. A proxy shall not be removed by the death or incapacity of the maker, unless before the vote is counted or the authority exercised, written notice of such death or incapacity is given to the Secretary.

Rules of Policy and Procedure. The Board may make, alter, amend and repeal administrative rules of policy and procedure for the guidance of the officers.

Powers of the Board. The Business of the Academy shall be managed by its Board of Directors. The Board shall have power without the assent or vote of the Members:

To purchase, take, receive, lease as lessee, take by gift or bequest or otherwise acquire, and to deal with any personal property, or any interest therein.

To purchase, take, receive, lease as lessee, take by gift or bequest or otherwise acquire, and to own, hold, use, and otherwise deal with any real property, or any interest

therein.

To sell and convey, lease as lessor, and otherwise dispose of all or any part of corporate property and assets, provided it be less than substantially all.

To borrow money, to issue promissory notes, bonds, or other forms of certificates of indebtedness, for money, labor done, or money or property actually received, and to secure any corporate obligations by mortgage, pledge, or deed of trust of or on any of its property, franchises and income.

To enter into any obligation appropriate for the transaction of the ordinary affairs of the Academy.

Powers of Officers and Committees. All officers and committees of the Academy, as between themselves and the Academy, shall respectively have such authority and perform such duties in the management of the property and affairs of the Academy as may be determined by resolution of the Board.

Officers. The Directors shall appoint a Treasurer who shall be an ex-officio non-voting member of the Board. The Board may appoint other officers or assistant officers.

Liability of Directors and Officers. No Director, officer, employee or agent of the Academy (and their heirs, executors and administrators) shall be personally liable for the debts, liabilities or obligations of the Academy.

Indemnification of Directors and Officers. Each Director, officer, employee or agent of the Academy (and their heirs, executors and administrators) may be indemnified by the Academy against expenses (including attorney's fees), judgments, fines and amount paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding to which he/she may be made a party by reason of being or having been a Director, officer, employee or agent of the Academy. Indemnification may be authorized by resolution of a majority of the voting members of the Board in which those benefiting from the action shall not vote. If a majority of the voting members of the Board are potential beneficiaries, then indemnification may be granted by the Members at a business meeting.

Disposal of Assets. In the event of the dissolution of the Academy, it shall be the duty of the Board to distribute any remaining assets to organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, to be used for educational purposes.

ARTICLE VI. MEETING OF MEMBERS

Place of Meeting. Meetings of the Members may be held at any place.

Annual Business Meeting. An annual business meeting of the Members shall be held in each calendar year normally during the month of June, at a time and place to be

determined by the Board. The date and place of the annual business meeting shall be communicated to the Members at least ninety days before the meeting. If an annual meeting is not called and held within a calendar year, any Member may call such meeting.

Special Business Meeting. Special business meetings of the Members may be called at any time by the President, or by the Secretary, or by a majority of the voting members of the Board. At any time upon written request of any person who has called a special business meeting, the Secretary shall fix the date of the meeting to be held not more than sixty days after the receipt of the request and to give thirty days notice thereof to the Members. If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling for the meeting may do so.

Adjournments. Adjournment or adjournments of any annual or special meeting may be taken, but any meeting at which Directors are so elected shall be adjourned only from day to day, or for such longer period not exceeding fifteen days each, as a majority of the Members present in person shall direct, until such Directors have been elected.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at any adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Notice of Meetings. Written notice of every meeting of the Members shall be given by, or at the direction of, the person authorized to call the meeting, to each Member of record entitled to vote at the meeting, at least thirty days prior to the day named for the meeting, unless a greater period is required elsewhere in these bylaws in a particular case. Such notice may be given through the pages of Mechanics.

Quorum. A Members meeting duly called shall not be organized for the transaction of business unless a quorum is present. A quorum shall be the lesser of twenty-five or a majority of the Members on record entitled to vote at the meeting. The act of a duly organized meeting of the Members present in person entitled to cast at least a majority of the votes which all Members present are entitled to cast shall be acts of the Members.

The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in these bylaws, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Directors those who attend the second of such adjourned meetings, shall, nevertheless, constitute a quorum for the purpose of electing Directors.

Informal Action by Members. Any action which may be taken at a meeting of Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken shall be signed by 90% of the Members who would be entitled

to vote at a meeting for such purpose, and shall be filed with the Secretary.

ARTICLE VII. LOCAL ORGANIZATIONS

Local Associations. A local association open to Members, Corresponding Members, Candidates, Affiliates and Students, may be established at any institution or in any locality, country or group of countries, following approval of the proposed constitution by the Board.

Student Chapters. Student chapters may be established at any educational institution which offers instruction in mechanics, following approval of the proposed constitution by the Board.

Termination. A local organization may be terminated by affirmative vote of eighty percent of the voting members of the Board.

Financial Support. Local associations may receive financial support from the funds of the Academy in a manner determined by the Board.

Authority to Speak for the Academy. A local organization shall not speak for the Academy as a whole unless so authorized by the Board.

ARTICLE VIII. AMENDMENTS

Amendments of Constitutional Bylaws. These bylaws may be made, amended or repealed by a two-thirds vote of the Members voting by letter ballot. Bylaws so made or amended shall be designated Constitutional Bylaws. Proposals to make, amend or repeal constitutional bylaws shall be made by the Board or by petition addressed to the Secretary and signed by at least fifty or twenty percent of the Members, whichever is smaller. Petitions shall be filed not less than sixty days prior to the date set for the annual meeting.

Amendments of Directors Bylaws. Bylaws except constitutional bylaws may be made, amended or repealed by vote of a majority of the voting members of the Board. Action on bylaws can be taken only at a meeting and after notice of the proposed changes has been made at the time of the calling of the meeting, or after the voting members or the Board have given prior consent in writing to action on bylaw matters.

Minor Changes in Resolutions. Whenever the language of a proposed resolution is included in the written notice of a meeting, the meeting considering the resolution may adopt it with such qualifying or other amendments as do not substantially change its original purpose.