

BY-LAWS SOCIETY OF ENGINEERING SCIENCE, INC.

Approved by SES BOG on 10-18-2022

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ARTICLE 1. NAME AND OBJECTIVE

1.1 Name. This organization (hereinafter referred to as the “Society”) shall be known as “Society of Engineering Science, Inc.”

1.2 Objective. In cognizance of the fact that in this modern world of science and technology

(i) problems of considerable importance have become equally pertinent to the various branches of science and engineering, and that

(ii) work on these problems transcends the traditional boundaries of established disciplines of knowledge, and that

(iii) needless duplication of studies and research activities has become increasingly common among scientists and engineers due in large measure to insufficient communication among workers with mutual interests, and that

(iv) significant achievement may be fostered and greater advancement of science and engineering realized through closer collaboration among scientists and engineers,

the Society has been organized as a non-profit membership corporation under the laws of the State of Texas, to foster and promote the interchange of ideas and information among the various fields of engineering science and the fields of theoretical and applied physics, chemistry, mathematics, bioengineering and related scientific and engineering fields, and, to that end, to provide forums and meetings for the presentation and dissemination of such ideas and information and to publish such information and ideas among its members and other interested persons by way of periodicals and otherwise.

1.3 Limitation on Activities and Disposition of Assets. No part of the net earnings of the Society shall accrue, directly or indirectly, to the benefit of any member, nor shall any part of the assets of the Society be distributed to the members or any of them upon any liquidation of the assets of the Society. No substantial part of the activities of the Society shall comprise the carrying on of propaganda, or otherwise attempting to influence legislation. The Society shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 2. MEMBERSHIP

2.1 Eligibility. All individuals engaged in the pursuit of any aspect of engineering science consistent with the objective stated in Paragraph 1.2 above or in other pursuits, which contribute to the advancement of engineering science shall be eligible for membership in the Society. Business concerns and other organizations actively engaged in the fields of engineering and science or in related activities shall be eligible to form corporate membership. Individuals primarily engaged in the study of any aspect of engineering science at recognized educational institutions shall be eligible for student membership.

2.2 Election to Membership. Any eligible person may become a member upon filing of his/her application for membership with the Secretary of the Society and upon payment of the necessary membership dues.

2.3 Dues. The annual dues and method of collection shall be as determined by the Board of Directors for each of the membership categories. The Board of Directors will review dues and method of collection every five years.

ARTICLE 3. MEETINGS OF MEMBERS

3.1 Annual and Special Meetings. An annual meeting of the members shall be held in the last third of each year or at such other date as the Board of Directors shall determine. Special meetings of the members may be called by the President, and shall be called by the Secretary either upon the direction of Board of Directors or upon the request of members having 2% of the votes entitled to be cast at such meeting. Annual meetings shall be held at such place within or without the State

of Texas, and on such day and at such hour as may be appointed by the Board of Directors and stated in the notice of the meeting.

3.2 Notice. Written or printed notice stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be E-mailed by the Secretary to each member entitled to vote thereat no less than five or more than forty days before the date of each meeting of members, addressed to such member at his/her address as it appears on the records of the Society.

3.3 Voting. Each individual member shall be entitled to vote at all elections and upon each matter submitted to a vote of members. Members will vote on-line or by any other method as determined by the Board of Directors. Corporate members and student members shall not be entitled to vote.

3.4 Quorum. At all meetings of the members, 2% of the members entitled to vote at such meeting or one hundred of such members, whichever shall be less, shall constitute a quorum, if present in person or by proxy. In the absence of a quorum, a majority of the membership present in person or represented by proxy shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. If a quorum is present or represented, the affirmative vote of a majority of the members present in person or represented by proxy shall be the act of the membership unless a greater vote is required by law or by the Articles of Incorporation or by these By-Laws.

3.5 Election by E-Mail or Online. Election of directors by the membership shall be held by e-mail or online unless otherwise determined by the Board of Directors in any instance. E-Mail or online ballots shall be e-mailed to each voting member and/or posted online no more than ninety days and no less than sixty days prior to the next annual meeting of members with a deadline for return within thirty days. Each ballot shall contain a list of the candidates nominated by the Nominating Committee and by member nomination. An election committee of at least three members designated by the Board of Directors shall count the ballots at the offices of the Society or at such other location as designated by the Board of Directors within ten days after said deadline. The results of the election shall be announced at the next ensuing meeting of the members or at such other time or in such other manner as shall be determined by the Board of Directors. The four persons receiving the largest number of ballots cast shall be thereby elected.

3.6 Action by Consent. Any action required to be taken at a meeting of the members may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

3.7 Order of Business. At the annual meetings of the members the following order of business shall be observed: Submittal of the President's report on the activities

of the Society during the preceding year, submittal of a financial statement; and any specific business matters set out in the notice of the meeting. A summary of the minutes of the meeting shall be published and distributed to the members of the Society.

ARTICLE 4. DIRECTORS

4.1 Powers and Duties. The affairs of the Society shall be managed by a Board of Directors consisting of twelve elected Directors plus the President if his/her regular term as Director has just expired, plus the Secretary and the Treasurer of the Society if they are not already elected Directors. Directors need not be residents of the State of Texas, but must be members of the Society.

4.2 Election of the Directors. Directors shall be elected annually for a three-year term and serve until their successors are elected and qualify to replace those whose terms have expired. All terms of directors shall commence on the first day of the year and end at the end of the third year. If the Board sees fit, they may add one additional member to the Board by selecting the candidate who got the highest number of votes in a Board election after the regularly contested slots have been filled.

4.3 Vacancies. In the event of any vacancy occurring on the Board by reason of death, resignation or otherwise, such vacancy may be filled by Presidential appointment until the next election at which time a Director shall be elected to complete the balance of the unexpired term of office.

4.4 Nominations. A Nominating Committee of two or more members shall be appointed by the Board of Directors. Not more than one-half of the members of such committee shall be Directors. The Committee shall submit its nominations for Directors to the Secretary not later than ninety days prior to the annual meeting of members. In addition, nominations may be made by the members, provided that such nomination shall be signed by not less than twelve individual members and shall be filed with the Secretary of the Society not later than ninety days prior to the annual meeting of members. Board members, vice president, president and past president cannot provide nominations for an award of a medal, nominations for the election of the Member to Fellow, nor reference letters for either nominations.

4.5 Non-voting Board members: The local chairs of the Annual SES Technical Meeting shall be a non-voting member of the board from the year in advance to the year past the conference. The conference chairs have the right to attend and participate at all meetings of the board, except when the board enters executive session, but shall have no voting powers. Non-voting board members are allowed to nominate and write reference letters.

ARTICLE 5. MEETINGS OF THE BOARD OF DIRECTORS

5.1 Place. Meetings of the Board of Directors, regular and special, may be held either within or without the State of Texas.

5.2 Annual Meeting. An annual meeting of the Board of Directors shall be normally held either in conjunction with or immediately following the annual meeting of the members, at the same time and place, but may be held at other times and places if so determined by the Board of Directors. A notice of such meeting shall be necessary.

5.3 Regular Meetings. Regular meetings of the Board of Directors may be called by the President on not less than five days of notice by E-mail. The place of the meeting shall be fixed by such notice. Upon written request of any two Directors, special meetings, shall be called by the President or the Secretary in like manner and on like notice. The notice need not set out the purposes of the meeting.

5.4 Quorum. A quorum for the transaction of business at any meeting of the Board of Directors shall be either (a) one-half of the members of the Board of Directors, or (b) four Directors if the actions taken at such meeting shall be consented to in writing by not less than a majority of the Directors, including those present at the meeting. 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 unless the act of a greater number is required by statute or by the Articles of Incorporation or by these By-Laws. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5.5 Action by Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE 6. COMMITTEES

6.1 Executive Committee. The Board of Directors may designate two or more Directors to constitute an Executive Committee, which Committee, to the extent provided by resolution of the Board of Directors, shall have and exercise all of the authority of the Board of Directors in the management of the Society while the Board of Directors shall not be in session, except as otherwise required by law. Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and report the same at each meeting of the Board.

6.2 Honors Committee. The membership of the Honors Committee shall consist of the President, the Vice-President and three members of the Board of Directors appointed by the President. The Chair of the Committee is the Vice-President and will be appointed by the President of the Society. The Committee shall solicit

nominations and review the qualifications of candidates for Fellow and for the Society Medals. Its recommendations for Fellow and Medal winners will be voted for approval at the annual meeting of the Board of Directors.

6.3 Other Committees. The Board of Directors shall have power to designate other and further committees, to have such powers and perform such functions as may be fixed by resolution of the Board creating such committees.

ARTICLE 7. OFFICERS

7.1 Election. The officers of the Society shall be elected by the Board of Directors at its annual meeting. The President shall be the immediate past Vice President. The officers elected shall be the Vice President, the Secretary, and the Treasurer, and, in addition, the Board may elect additional Vice Presidents and one or more Assistant Secretaries and/or a Communication Director, and Assistant Treasurers.

7.2 Eligibility. All officers, other than the Assistant Secretaries, Communication Director, and Assistant Treasurers, must be members of the Society. The President is a member of the Board of Directors, and shall have served on the Board of Directors during the year preceding his/her election. The Vice President (but not any additional Vice Presidents) must be an elected member of the Board of Directors. The Secretary and Treasurer are voting members of the Board of Directors during the tenure of their respective offices. They need not be but may be elected Directors.

7.3 Tenure. The President and Vice President of the Society shall hold office from the first day of the calendar year following the annual meeting to the last day of the month of that year, or until their successors are chosen and qualify. The terms of the Secretary and Treasurer shall be three calendar years or shorter and for any number of successive terms designated by the Board of Directors. The beginning of tenure of office of the Secretary and Treasurer shall be the first day of the month of the year following the annual meeting. Any officer may be removed at any time by the affirmative vote of a majority of the entire Board of Directors. Any vacancy occurring in any office, whether by reason of resignation, death or otherwise, shall be filled by majority vote of the Board of Directors.

7.4 Compensation. All officers, other than the Secretary, Assistant Secretaries/Communication Director, and Assistant Treasurers, shall serve without compensation. The compensation, if any of the Secretary, Assistant Secretaries/Communication Director and Assistant Treasurers, shall be fixed by the Board of Directors.

7.5 President. The President shall be the chief executive officer of the Society, shall preside at all meetings of the members and the Board of Directors, shall have general and active management of the business of the Society, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

7.6 Vice President. The Vice President shall perform such functions as may be assigned to him/her by the President or the Board of Directors. In the absence or disability of the President, he/she shall perform all functions of the President. In the event that additional Vice Presidents are elected, they shall have such functions and powers as the Board of Directors may from time to time prescribe.

7.7 Secretary and Assistant Secretaries/Communication Director. The Secretary shall attend all meetings of the Board of Directors and all meetings of members, and shall record all proceedings thereat in a book to be kept for that purpose. He/she shall give or cause to be given a notice of all such meetings, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall have custody of the corporate seal of the Society and he/she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and to attest the same when so affixed. The Board of Directors may give general or specific authority to any officer to affix the seal of the Society and to attest the same. The Assistant Secretary or Assistant Secretaries shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and such other duties and powers as the Board of Directors may from time to time prescribe. The Communication Director is responsible to maintain and update the Society's website(s), and other online materials, and support the Board of Directors with communication and in related matters.

7.8 Treasurer and Assistant Treasurers. The Treasurer shall have custody of all funds and securities of the Society, and shall keep full and accurate accounts of receipts and disbursements in books to be kept for that purpose. He/she shall deposit all monies and other valuables in the name and to the credit of the Society in such depositories as the Board of Directors may designate. He/she shall disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers therefor, and shall render to the President and to the Board of Directors, when required, an account of all of his/her transactions as Treasurer and of the financial condition of the Society. Such a report shall be rendered to the members of the Society at each annual meeting of the membership. If required by the Board of Directors, he/she shall give a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his/her office and for the restoration to the Society, upon termination of his/her term of office, of all monies, properties and records in his/her possession or under his/her control belonging to the Society. The Assistant Treasurer or Assistant Treasurers shall, in the absence or disability of the Treasurer perform the duties and other powers as the Board of Directors may from time to time prescribe.

ARTICLE 8. MISCELLANEOUS PROVISIONS

8.1 Checks. All checks and other instruments for the payment of money shall be signed by such officer or officers and/or other persons as the Board of Directors may from time to time designate.

8.2 Fiscal Year. The fiscal year of the Society shall be fixed by resolution of the Board of Directors.

8.3 Seal. The corporate seal of the Society shall have inscribed thereon the name of the Society, the year of its organization, and the words "Corporate Seal, Texas." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE 9. AMENDMENTS

9.1 These By-Laws may be altered, amended or repealed or new By-Laws may be adopted by the affirmative vote of a majority of the entire Board of Directors, if notice of the proposed alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of the meeting. The members shall be notified thereof as soon as may be practicable.

ARTICLE 10. GUIDELINES FOR SOCIETY FELLOW

10.1 Principal Guideline: The SES Fellow Program was created to recognize Members who have contributed significantly to the activities of the Society of Engineering Science and who have had a major impact on the advance of the engineering sciences by independent, original research or who have rendered some other exceptional service to the cause of the sciences. The fulfillment of these qualifications shall be determined by an examination of the contributions of the candidate by the Honors Committee.

10.2 Fellow Award Date: The award of Fellow in the Society of Engineering Science is made at the Annual Meeting of the Society.

10.3 Nomination for Fellow: For the election of a Member to Fellow, a nomination form signed by one member of the Society and citing the principal contributions of the candidate to the engineering sciences or to the Society shall be sent to the Chair of the Honors Committee.

10.4 Society Honors Committee: The Honors Committee of the Society shall solicit nominations and shall review the qualifications of all candidates for election to Fellow. The Honors Committee shall submit annually to the Board of Directors of the Society a list of nominees recommended for such election. The number of recommended nominees in each year shall not exceed two percent of the then current membership of the Society. A majority vote of the Directors present at the Annual Meeting of the Board of Directors shall suffice for election of a nominee to Fellow.

10.5 Statute of Limitation for Nomination: A nominee for Fellow who has not been approved in the first year of nomination will be considered automatically in the second year and third year following the nomination. Further consideration, however, will require a new nomination. The sponsors of the Member shall be notified by the President of the Society that the Member will not be elected to Fellow based on that nomination.

10.6 Other: Nominees for Fellow must be members in good standing of the Society for at least three years prior to election. Membership cannot be retroactively purchased or conferred. An award nominee who has already been selected to receive an award by the SES Board and subsequently dies may receive the award posthumously. There shall be no other posthumous SES awards. Board members, vice president, president and past president are not eligible for fellow during their tenure.

ARTICLE 11. GUIDELINES FOR SOCIETY MEDALISTS

11.1 Principal Guideline: The SES Medals were created to recognize individuals who have had a major impact on the advance of the engineering sciences by independent, original research in their respective fields. The fulfillment of these qualifications shall be determined by an examination of the contributions of the candidate by the Honors Committee.

The Society medals are:

- The A.C. Eringen Medal, in recognition of sustained outstanding achievements in Engineering Science
- The Engineering Science Medal, in recognition of a singularly important contribution to Engineering Science
- The William Prager Medal in Solid Mechanics, in recognition of outstanding research contributions in either theoretical or experimental Solid Mechanics or both
- The G.I. Taylor Medal in Fluid Mechanics, in recognition of outstanding research contributions in either theoretical or experimental Fluid Mechanics or both
- The J.R. Rice Medal, to be awarded to a mid-career researcher in engineering sciences who has had a substantial impact in his/her field
- The SES Young Investigator Medal, awarded to a young researcher in his or her ascendancy, and whose work has already had an impact in his/her field within Engineering Science.

11.2 Medal Award Date: The award of medals is made at the Annual Meeting of the Society.

11.3 Nomination for Medals: For the award of a medal, a nomination form signed by a member of the Society and citing the principal contributions of the candidate

to the respective field of inquiry related to a medal shall be sent to the Chair of the Honors Committee.

11.4 Society Honors Committee: The Honors Committee of the Society shall solicit nominations and shall review the qualifications of all candidates for the medals awarded by SES. The Honors Committee shall submit annually to the Board of Directors of the Society a list of nominees recommended for such medals. A majority vote of the Directors present at the Annual Meeting of the Board of Directors shall suffice for the confirmation of election to medalist.

11.4.1 Conflict of Interest and Procedures for the Functioning of the Honors Committee: Honors Committee member will excuse himself/herself from the committee deliberations in the following situations:

- If he/she is Nominator or participant in the nomination package
- Nominee is a former student (time limit: 10 years)
- Nominee is a former PhD advisor or Post-doc advisor (time limit: 10 years)
- Nominee is from the same academic institution as the committee member
- Relationship due to immediate blood relation, current or prior marriage or civil union
- Close collaborator (co-author within the last 1 year from the date of publication)

11.4.2 Clarifications on the SES procedures for the functioning of the Honors Committee:

- Any Honors Committee Member with COI should not vote for that nominee.
- In the case of excused members, Committee will renormalize the remaining scores for up to maximum 2 COIs.
- If there are more than 2 COIs on any nomination, the committee should discuss a suitable way to handle it.

11.4.3 Clarification on the SES procedures for Award Nominations (Note: The following two items have been followed since the inception of the SES Awards cycles)

- Any one individual cannot be considered for two awards simultaneously.
- Any one individual cannot receive more than one senior award from SES in life. These include Eringen, Taylor, Prager, and Engineering Science Medals.

11.5 Statute of Limitation for Nomination: A nominee for a Medal who has not been approved in the first year of nomination will be considered automatically in the second and third year following the initial nomination. Further consideration, however, will require a new nomination. The sponsors of the nominees shall be notified by the President of the Society that the nominee will not be awarded the respective award based on a given nomination.

11.6 Other: An award nominee who has already been selected to receive an award by the SES Board and subsequently dies may receive the award posthumously. There shall be no other posthumous SES awards. Board members, vice president, president and past president are not eligible for medal during their tenure.