

SOCIETY OF AMERICAN VALUE ENGINEERS

1741 Roswell Street, Suite A-1

Smyrna, Georgia 30080

NATIONAL
CONSTITUTION AND BYLAWS

Approval Dates:

Constitution: September 3, 1969

Bylaws: August 8, 1969

Revised: 10/11/69 / 1/70

REVISED: Ballot vote of Membership 9/3/69

SOCIETY OF AMERICAN VALUE ENGINEERS

NATIONAL CONSTITUTION

TABLE OF CONTENTS

<u>ARTICLE</u>		<u>PAGE</u>
ARTICLE I	NAME	1
ARTICLE II	OBJECTIVES	1
ARTICLE III	ARTICLES OF INCORPORATION	1
ARTICLE IV	MEMBERSHIP	1
ARTICLE V	ELECTION OF HONORARY, LIFE, FELLOW AND EMERITUS MEMBERS	3
ARTICLE VI	FEE AND DUES	3
ARTICLE VII	MANAGEMENT	4
ARTICLE VII	BOARD OF DIRECTORS	4
ARTICLE IX	OFFICERS	5
ARTICLE X	REGIONS AND CHAPTERS	5
ARTICLE XI	MEETINGS	6
ARTICLE XII	NOMINATIONS AND ELECTIONS	7
ARTICLE XIII	COMMITTEES	7
ARTICLE XIV	PUBLICATIONS	8
ARTICLE XV	BYLAWS	8
ARTICLE XVI	CONSTITUTIONAL AMENDMENTS	8
ARTICLE XVII	DISCONTINUANCE	9

NATIONAL CONSTITUTION

ARTICLE I NAME

Section 1 The name of this society is the "Society of American Value Engineers".

Section 2 The official abbreviation of the Society's name shall be "SAVE".

ARTICLE II OBJECTIVES

Section 1 This Society is a non-profit corporation for the advancement of knowledge and application of, and education in, the principles of Value Engineering/Value Analysis.

ARTICLE III ARTICLES OF INCORPORATION

Section 1 This Society is organized as a non-profit corporation, incorporated 22 October 1959, and originally chartered under the laws of the District of Columbia. Currently chartered under the laws of the State of Georgia.

Section 2 This Society is a non-profit Corporation having no capital stock whatsoever.

Section 3 The official headquarters shall be located at a place designated by the Board of Directors. The headquarters shall be identified as the National Business Office.

Section 4 If there should be any net surplus from any activities, the same shall accrue solely to said institution and no part shall inure to any member. No loans can be made to directors or officers.

ARTICLE IV MEMBERSHIP

Section 1 Membership in the Society shall be classified into ten grades; namely, Honorary Member, Life Member, Fellow, Emeritus Member, Senior Member, Member, Affiliate Member, Student Member, Sustaining Corporate Member, and Associate Corporate Member.

Section 2 This Society shall have the power to confer an Honorary Membership upon any person whom it may deem worthy of such a high distinction. Honorary Members shall be persons of acknowledged professional eminence. Honorary Members shall be entitled to all the rights and privileges of a member, except the right to vote and to hold office.

Section 3 This Society shall have the power to confer a Life Membership upon any member whom it may deem worthy of such high distinction.

Life Members shall be entitled to all the rights and privileges of a Member.

Past National Presidents of the Society shall be admitted to Life Membership at the end of their term of service as President.

Section 4

This Society shall have the power to confer the grade of Fellow upon any member whom it may deem worthy of such high distinction for his contribution to the principles and objectives of Value Engineering/Value Analysis.

Fellows shall be entitled to all the rights and privileges of a Member.

Section 5

This Society shall have the power to confer Emeritus Membership upon Senior Members who have devoted substantial and continuous efforts towards the elevation of Value Engineering as a profession and/or toward the growth of the Society, and who have retired from active professional activities.

Emeritus Members shall be entitled to all rights and privileges of a Member.

Section 6

Senior Members shall be individuals who have met the requirements for this grade as established in the Bylaws and have been thus designated by the authorized entity.

Senior Members shall be entitled to all rights and privileges of a Member.

Section 7

Members shall be those individuals who are engaged in, or associated with, the support of value work and who are interested in promoting the objectives of the Society through active participation.

Members shall be entitled to all rights and privileges of the Society and shall be eligible to hold any office or assignment at any level and shall have the right to vote.

Section 8

Affiliate Members shall be individuals who are interested in the Society objectives, whose occupations are not necessarily involved with value work, and who are interested in associating themselves with the Society for the rights and privileges to be gained.

Affiliate Members shall not be entitled to voting rights in national elections or issues and shall not be eligible to hold national office or committee directorships.

Chapter voting rights and eligibility to hold office, at that level, shall be decided by individual chapter regulations.

Section 9

Student Members shall be individuals who are full time undergraduate or graduate students, enrolled in an accredited technical school, college or university.

Student Members shall be entitled to all the rights and privileges of the Society, excluding the rights to vote and hold national and chapter office.

Section 10

Sustaining Corporate Membership shall consist of firms, corporations, institutions or agencies who wish to associate with and support the objectives of the Society.

Sustaining Corporate Members shall be entitled to all rights and privileges of the Society.

Sustaining Corporate Members shall be entitled to voting rights in national elections or issues, and this right shall be exercised by the duly authorized representative of such entity.

Section 11

Associate Corporate Members shall consist of institutions or societies whose area of operation is outside the continental limits of the United States but whose scope and objectives are the same as or similar to this Society.

Associate Corporate Members shall be entitled to all rights and privileges of this Society.

Associate Corporate Members shall be entitled to voting rights in national elections or issues, and this right shall be exercised by the duly authorized representative of such entity.

Section 12

No member shall become vested of any right, title or interest of, in, or to any property of the Society except as provided by law.

Section 13

No member shall be entitled to refund of dues or fees upon voluntarily severing his connection with the Society.

Section 14

Membership shall be deemed a personal privilege and shall not be subject to sale, transfer, assignment or inheritance.

Section 15

Further definition of standards, qualification, privileges and rights for membership grades shall be specified in the Bylaws.

Section 16

Application for membership shall be submitted to the Board of Directors. It shall be the duty of the Board of Directors or duly appointed designees to judge the admissibility and grade of membership of each applicant according to the standards set forth in this Constitution and the Bylaws.

Section 17

Only the Board of Directors can finalize the expelling of any member of any grade who in its opinion, has violated the Constitution or Bylaws of the Society or has been guilty of conduct rendering him unfit to continue in the membership of the Society, provided that in all such cases the member shall have been given written notice of the charges and an opportunity to defend himself in accordance with the provisions of the Bylaws. A member may be dropped for non-payment of dues.

Section 18

The term "member" when printed without an initial capital, where used in this Constitution and the Bylaws, includes all grades of membership in good standing.

ARTICLE V

ELECTION OF HONORARY, LIFE, FELLOW AND EMERITUS MEMBERS

Section 1

Final election of Honorary, Life, Fellow and Emeritus Members, except in the case of Past Presidents, shall be by the Board of Directors.

ARTICLE VI

FEE AND DUES

Section 1

The application fee for membership in each grade shall be as fixed by the Bylaws.

Section 2 The annual dues for membership in each grade shall be as fixed by the Bylaws.

Section 3 No fees or dues shall be required from Honorary, Life or Emeritus Members.

Section 4 The dues collected shall be apportioned between the Society and the Chapters as provided in the Bylaws.

Section 5 No increase in fees or dues shall become effective until a 60 day notice is given in an official publication.

ARTICLE VII MANAGEMENT

Section 1 The Society shall be governed by its Articles of Incorporation, by the laws under which it is incorporated, by the provisions of this Constitution and by its Bylaws.

Section 2 The affairs of the Society shall be governed by a Board of Directors, herein referred to as "the Board". The President of the Society shall preside as Chairman.

Section 3 The Board shall have full control of the activities of the Society, subject to the limitations of the Constitution and Bylaws. The Board shall have the power to regulate its own proceedings.

Section 4 The Board may accept gifts of money or other items of value for and in the name of Society. The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board.

Section 5 When Society growth and other conditions warrant, the Board is authorized to appoint an Executive Director of the Society, to define the duties, and to fix his compensation and tenure of office. The Executive Director shall manage and direct the affairs of the National Business Office subject to provisions of the Bylaws and approval of the Board.

ARTICLE VIII BOARD OF DIRECTORS

Section 1 The Board shall consist of the National Officers, not less than six nor more than fifteen Regional Vice Presidents, the Vice President-International and the immediate Past President.

Section 2 The Board may, by a two-thirds vote of its members, declare a vacancy on the Board on the failure of an incumbent for six months, due to inability or otherwise, to attend Board meetings or to perform the duties of his office.

Section 3 The existence of a vacancy in the Board through death, resignation, business move, or other cause, shall be determined by the Board. The Board shall take steps to fill such a vacancy for a period not to exceed the unexpired term of the office vacated.

Section 4 The Board may, by a majority vote of the members present at any meeting, establish, amend, or revise procedures for the conduct of the business of the Society, for the ordering and conduct of its professional or business meetings, and for the guidance of its committees in their work, provided that such procedures are in harmony with the Constitution and Bylaws.

- Section 5 A majority of the Board members must be present at an announced Board meeting to constitute a quorum for the transaction of Society business, except as expressly limited by this Constitution and the Bylaws. When appropriate, the Board can conduct a vote of its members by telephone, telegraph or mail.
- Section 6 The Board may designate or appoint one or more committees which shall have such powers as the Board may confer upon them from time to time.
- Section 7 The Board may also appoint such other officers and agents as they deem necessary for the transaction of the business of the Society. All officers and agents shall respectively have such authority and perform such duties in the management of the Society as may be delegated by the Board of Directors.
- Section 8 Board meetings, except those scheduled during the Annual Business Meeting, may be held at such places as the majority of the Board members may, from time to time, determine.
- Section 9 The Board, by a majority vote of its members, shall be empowered to appoint a Vice President-International to represent Associate Corporate and International at-large membership.
- Section 10 The Board shall have authority to grant, deny, or revoke chapter charters.
- Section 11 The Board may designate Honorary Vice Presidents in concert with Honorary Membership provisions.
- Section 12 The final meeting of the outgoing Board and the initial meeting of the succeeding Board shall be held coincidental with the annual conference of the Society.
- Section 13 The Board of Directors, and each of them, in the management of the business affairs of the Society and the property of the Corporation and in the selection, supervision and control of appointed officers and committees, shall give the attention and exercise the vigilance, diligence, care and skill that prudent men use in like or similar circumstances.

ARTICLE IX OFFICERS

- Section 1 The National Officers of the Society shall be a President, Executive Vice-President, and four functional Vice Presidents (Administration, Professional Development, Communications and Finance).
- Section 2 Each Region established in accordance with the provisions of the Constitution and Bylaws shall be entitled to one Regional Vice President.
- Section 3 The Region designated as International shall be represented by a Regional Vice President who shall be appointed by the Board of Directors, annually.
- Section 4 Only members in good standing shall be eligible to serve as National or Regional officers.

ARTICLE X REGIONS AND CHAPTERS

- Section 1 The Society membership shall be organized into Regions and Chapters for administrative and technical activities.

- Section 2 The provisions of the Constitution and the Bylaws of the Society shall govern the procedures of Regions and Chapters, but no action or obligation of such components shall be considered an action or obligation of the Society.
- Section 3 The Society organization shall be divided into not less than six nor more than fifteen Regions as determined by the Board and whose boundaries are specified in the Bylaws.
- Section 4 Each local unit of the Society shall be known as a Chapter. Each Chapter name shall include an identification representative of the area which it serves.
- Section 5 Chapters composed of members of various grades may be established in any locality after application to, and approval by, the Board of Directors.

ARTICLES XI MEETINGS

- Section 1 The Annual Business Meeting shall convene every year at such time and place as shall have been determined by the Board of Directors. Members shall be empowered to call a meeting of the Society with the approval of the Board of Directors.
- Section 2 The Annual Business Meeting shall consist of the members of the Board of Directors and the Delegates. It shall receive the annual report as presented by the outgoing President, including an up-to-date financial statement by the outgoing Vice President-Finance. It shall have the right to pass Constitutional amendments subject to observance of procedures outlined in this Constitution and will be the final authority in any problem which may be properly brought before it.
- Section 3 The Board of Directors, upon majority vote of all its members, shall be empowered to call special meetings of the Society whenever such action is warranted.
- Section 4 Chapters shall appoint delegates to the Annual Business Meeting. Each Chapter shall be entitled to appoint one delegate plus one additional delegate for every fifty members, or fraction thereof, that have voting rights.
- Section 5 The voting power of the delegates may be exercised in absentia by proxy as specified in the Bylaws.
- Section 6 Only Board members, delegates and proxies may vote.
- Section 7 A quorum for the Annual Business Meeting shall consist of a majority of the authorized chapter delegates at the time of the meeting. This quorum requirement may be filled by the presence of members of the Board of Directors, Delegates and proxies.
- Section 8 The annual report shall be a detailed statement on the Society status and activities covering the year just passed.
- Section 9 Regional meetings may be sponsored and arranged jointly by a Regional Vice President and the local chapters to serve the members in the region.
- Section 10 Chapter meetings shall be held at regular intervals in accordance with the Bylaws of the respective Chapters.

ARTICLE XII

NOMINATIONS AND ELECTIONS

Section 1

Nomination for President, Vice Presidents, Executive Vice President, shall be made by a National Nominating Committee which shall select at least two and not more than three names for each elective office. The methods for constituting the committee and for making nominations shall be specified in the Bylaws.

Section 2

Nominations for Regional Vice Presidents shall be made by Regional Nominating Committees which shall select at least two and not more than three names for each office. The methods for constituting these committees and for making nominations shall be specified in the Bylaws.

Section 3

Nominations for National Officers and Regional Vice Presidents may also be made by petition as provided in the Bylaws.

Section 4

The National Officers shall be elected by mail vote of the voting membership of the Society, in the manner specified in the Bylaws. Term of office shall be one year.

Section 5

The Regional Vice Presidents shall be elected by mail vote of the voting membership of the regions from which they are to serve, in the manner specified in the Bylaws.

Section 6

Distribution of ballots shall be the responsibility of the Executive Vice President. Ballots shall be mailed to the voting members at least ninety days before the Annual Business Meeting, and must be returned not later than sixty days prior to the Annual Business Meeting. Ballots shall be counted by a Tellers Committee nominated by the President and confirmed by the Board.

Section 7

The Vice Presidents from even numbered regions shall be elected in even numbered years. The Vice Presidents from odd numbered regions shall be elected in odd numbered years. Term of office shall be two years.

Section 8

National Officers shall not serve more than two terms consecutively in the same capacity. After a second successive term, National Officers shall not be eligible for election to the office they held until a period of two years has elapsed.

Section 9

The elective officers of local chapters shall be nominated and elected in the manner provided in their local chapter Constitution/Bylaws.

ARTICLE XIII

COMMITTEES

Section 1

Committees of the Society shall be established for the purpose of expediting the business of the Society, advising the officers of the Society, and transacting specific activities of the Society.

Section 2

The names, areas of responsibility and duties of all standing committees shall be defined by the Board and such committees shall be responsible to the Board.

Section 3

The areas of responsibility and duties of all standing committees shall be defined by the Board and such committees shall be responsible to the Board.

ARTICLE XIV

PUBLICATIONS

Section 1

The Society shall issue or sponsor such publications as in the judgement of the Board will best carry out the objectives of the Society. One of such publications shall be designated by the Board as the Official Organ of the Society for the dissemination to its members of information about Society business.

Section 2

The publications and papers of the Society shall be issued in such manner as the Board may direct, or as may be prescribed in the Bylaws.

Section 3

Publications of the Society shall be made available to all members in good standing and also may be made available to non-members, under such conditions as the Bylaws or regulations of the Board may provide.

Section 4

The Society shall not be responsible for statements advanced in papers or discussions at its meetings. The Society has no purpose of effecting legislation and shall not engage in lobbying.

ARTICLE XV

BYLAWS

Section 1

The Board shall make such Bylaws not in conflict with this Constitution as may be necessary for the proper management of the Society's affairs.

Section 2

The Board, by a two-thirds affirmative vote of its members, may make, amend or revoke any Bylaws. The texts of the proposed Bylaw or Amendment shall be in the hands of each member of the Board at least fifteen days before the meeting at which a vote on the proposed Bylaw or Amendment is to be taken.

Section 3

A Bylaw or an Amendment shall take effect immediately upon its approval by the Board, unless otherwise provided for in this Constitution, and shall be published by the Executive Vice President.

ARTICLE XVI

CONSTITUTIONAL AMENDMENTS

Section 1

Amendments to this Constitution shall be made by mail ballot of the voting members or by vote of duly authorized delegates at the Annual Business Meeting.

Section 2

Amendments to this Constitution may be proposed by a two-thirds vote of the Board members at a regular meeting, or by a petition signed by at least one hundred voting members in good standing, not more than one-third of whom are identified with any one local chapter.

Section 3

For Amendments by mail ballot, the existing wording and proposed Amendment shall be mailed with a ballot to each voting member and must be returned to be counted within thirty days of the mailing date. Balloting shall be in accordance with the Bylaws.

Section 4

An Amendment by mail ballot shall become effective upon the affirmative vote of two-thirds of the votes cast by voting members in good standing, provided that not less than twenty-five percent of the voting members in good standing cast their ballots in the referendum.

Section 5

For Amendments by delegates at the Annual Business Meeting, notification of proposed Amendments shall be published in a publication going to all voting members at least sixty days prior to the Annual Business Meeting.

Section 6

An Amendment by Annual Business Meeting action shall become effective upon the affirmative vote of two-thirds of the delegates present, provided that the necessary quorum requirements are fulfilled. Board members and proxy votes shall be considered as part of the two-thirds requirement.

Section 7

Members shall be notified of the results as soon as practicable by notice in a publication going to all members.

ARTICLE XVII

DISCONTINUANCE

Section 1

This Society shall not be discontinued unless three-fourths of the voting members listed upon the membership roll shall vote for such discontinuance in the manner provided for mail ballots voting on Amendments to this Constitution.

Section 2

Any property which remains after the payment of the just debts due city, state, nation, creditors, and loans (beyond ordinary dues) advanced by individual members, shall be paid over to such institutions of higher education as may be designated by the voting members of the Society.

SOCIETY OF AMERICAN VALUE ENGINEERS

1741 Roswell Street, Suite A-1

Smyrna, Georgia 30080

NATIONAL BYLAWS

SOCIETY OF AMERICAN VALUE ENGINEERS

NATIONAL BYLAWS

TABLE OF CONTENTS

<u>ARTICLE</u>	<u>DESCRIPTION</u>	<u>PAGE</u>
ARTICLE I	NAME, SEAL AND INSIGNIA	1
ARTICLE II	FULFILLMENT OF OBJECTIVES	1
ARTICLE III	ARTICLES OF INCORPORATION	1
ARTICLE IV	MEMBERSHIP QUALIFICATIONS	2
ARTICLE V	HONORARY QUALIFICATIONS	4
ARTICLE VI	DUES AND FEES	4
ARTICLE VII	SOCIETY MANAGEMENT	5
ARTICLE VIII	BOARD OF DIRECTORS	6
ARTICLE IX	OFFICERS	7
ARTICLE X	REGIONS AND CHAPTERS	9
ARTICLE XI	MEETINGS	11
ARTICLE XII	NOMINATIONS AND ELECTIONS	12
ARTICLE XIII	COMMITTEES	12
ARTICLE XIV	PUBLICATIONS	12
ARTICLE XV	AMENDING THE BYLAWS	13
ARTICLE XVI	AMENDING THE CONSTITUTION	14

ARTICLE I NAME, SEAL, AND INSIGNIA

Section 1 The name of this Society is the "Society of American Value Engineers," hereinafter referred to as "Society". These Bylaws are issued under the authority of the Articles of Incorporation and the Constitution of the Society.

Section 2 The Board of Directors shall make such rules as it deems necessary to assure appropriate use of the name and abbreviation of the Society.

Section 3 The Society shall have a corporate seal which shall consist of the device of a circle and have inscribed thereon the name of the Society and the words "Corporate Seal, State of Georgia".

Section 4 The Society's insignia shall consist of the device of a triangle with one of the points forming the top and the base opposite forming the bottom. The words "Society of American" shall appear along the upper left side and the words "Value Engineers" along the upper right side. The triangle formed by the inscribed words and the base shall contain the figure of a balance typifying the equilibrium between function and cost.

The basic insignia, when used in the form of a badge, shall be furnished with gold except for blue in the triangular field of the balance.

ARTICLE II FULFILLMENT OF OBJECTIVES

Section 1 To achieve the objectives stated in the Constitution, the Society shall:

- (a) Advance the art and science of value engineering and the allied practices and disciplines which sustain the economic strength of our nation.
- (b) Foster value engineering education.
- (c) Encourage original work and research in the theory and application of value work.
- (d) Promote effective effort through improved communications among those who are responsible for value work.
- (e) Promote high levels of professional standards, practices, and conduct.
- (f) Broaden the usefulness and application of value work through cooperation with other engineering, technical, and business societies.
- (g) Encourage a high standard of service to the community and nation.
- (h) Provide awards or recognition to those making significant contributions in advancing the art and science of value engineering.

ARTICLE III ARTICLES OF INCORPORATION

Section 1 No member, director, officer or employee of, or member of a committee, or person connected with the Society, or any other individual shall receive at any time any of the net surplus from the operations of this corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for service rendered to or for this corporation in effecting any of its purposes, as shall be fixed by the Board of Directors.

ARTICLE IV

MEMBERSHIP QUALIFICATIONS

Section 1

The Honors and Awards program makes provision for the elevation of individuals to the honorary grades of membership: Honorary Member, Life Member, Fellow, and Emeritus Member. Nomination and election to the honorary grades of membership shall be as provided for in the Honors and Awards Manual.

Section 2

Members - are normally those individuals who, at the time of application, are engaged in value work and who are interested in promoting the objectives of the Society through active participation.

Value work, for the above requirement, is considered to be:

- (a) Regular employment in responsible work requiring application of the principles and techniques of value engineering.
- (b) Regular employment in the teaching of value engineering in educational activities.
- (c) Regular employment in the management or supervision of value engineering programs.

Members shall be entitled to all rights and privileges of the Society and shall be eligible to hold any office or committee assignment, on both the Chapter and National level.

Section 3

Senior Members - shall be individuals who qualify as members and comply with any two of the following requirements as determined at the local chapter level:

- (a) At present be, and for at least five years past have been actively engaged in value work.
- (b) At present be, and for at least three consecutive years have been a member of the Society.
- (c) At present be, or in the past years have been a Chapter Officers, a National Officer, or a director of a National Committee.
- (d) At present have, and for at least one year past have had, management direction of a value engineering program.

Section 4

Corporate Membership - Intent: It is the intent of SAVE to seek and accept domestic business entity endorsements of the principles, objectives, and goals set forth by the Society. It is recognized that such endorsement reflects the support of the corporate member by company policy as distinguished from company personnel participating in the Society as individual graded members. Domestic firms, corporations, institutions, or agencies shall be Sustaining Corporate Members.

It is also the desire of SAVE to foster the development of value engineering organizations in other countries without detracting from the independence of such organizations or their ability to operate in a manner best suited to their environment. Recognition of non-United States chapters or organizations through the option of corporate membership offers an effective approach to achieve this objective. Firms, corporations, institutions, or agencies whose area of operation is outside the continental United States shall be Associate Corporate Members.

Section 5

Sustaining Corporate Members – shall consist of firms, partnerships, corporations, educational institutions, government or civic agencies; or divisions, subsidiaries, branches, arms or stations thereof, located in the United States or its territories, who desire to associate with and support the Society.

A Sustaining Corporate Member company will be represented by a single appointee, designated by that company, and recognized by the Society. The designee, known as the Sustaining Corporate Member Representative, shall be entitled to all rights & privileges of a member in good standing except that he will not be eligible to hold an elected national office unless he is qualified in a regular membership grade. The Sustaining Corporate Member representative shall have his registration fee waived at the annual National Conference of the Society.

Section 6

Associate Corporate Members – shall be a business entity, as described in the first paragraph of Section 5, or an association or society located in other countries whose major function is the advancement of value engineering, its concepts, or philosophies.

The Associate Membership fee will cover the annual dues of one member, known as the Associate Corporate Member Representative. The designee should be an officer of the organization. The designee (or members qualified under the association or society provision) shall be extended the privileges of a member in good standing, may vote on national issues reflecting the administration of SAVE, but may not vote in national elections nor hold national office.

International Affiliated Organization Option

Associations or societies of at least fifteen members may apply for memberships as International Affiliated Organizations under the Associate Corporate Membership provision.

International Affiliated Organizations must be approved by the Board of Directors. Should the membership of an International Affiliated Organization become less than ten in number, status of this affiliation shall be subject to Board review. Each member of an International Affiliated Organization will have the same rights and privileges as an Associate Corporate Member Representative.

Three copies of monthly publications and one copy of other periodicals and reports will be forwarded to the Associate Corporate Member Representative or International Affiliated Organization for translation, reproduction, and distribution.

Membership is subject to annual renewal.

Section 7

Application for membership may be made directly to the National Business Office by the individual or through the local Chapter. Individuals applying directly will be assigned to the closest Chapter (geographically) and such a person, if accepted, shall be considered affiliated with the designated Chapter. However, the Member has the right to affiliate with any chapter of his choice and can request

re-assignment by advising the National Business Office in writing.

The Chapter has the right to assign the grade of membership for all members affiliated with a Chapter in accordance with the member qualifications criteria.

Section 8

All members of the Society shall have the privilege of applying for a change of membership grade, except for the honorary grades.

Section 9

Any dispute concerning membership that may arise shall be submitted to the Chapter Board of Directors concerned for resolution. Either party to such a dispute shall have the right to appeal in writing to the National Board of Directors via the Regional Vice President concerned. The National Board of Directors shall take no action until that Regional Vice President submits to the Board his written report, stating his findings and recommendations. The National Board will then take such action as is final and conclusive.

Section 10

A member may resign by filing a written resignation with a Chapter with a copy to the National Business Office, but any resignation shall not relieve the member from the obligation to pay any dues, assessments or other charges that may have accrued and remain unpaid.

ARTICLE V

ELECTION OF HONORARY, LIFE, FELLOW, AND EMERITUS MEMBERS

Section 1

Final election of the honorary grades of membership, except in the case of Past Presidents, shall be by the Board of Directors in accordance with the procedures as set forth in the Honors and Awards Manual.

The Honors and Awards Manual provides, among others, that:

-----The Executive Director receives, reproduces, and distributes nominations for honorary grades of membership.

-----All nominations will be treated as confidential material.

ARTICLE VI

FEES AND DUES

Section 1

Enrollment fees and annual dues shall be:

	<u>Membership Fee</u>	<u>Annual Dues</u>
(a) Honorary Member	None	None
(b) Life Member	None	None
(c) Fellow	None	\$25.00
(d) Emeritus Member	None	None
(e) Senior Member	\$5.00	\$25.00
(f) Member	\$5.00	\$25.00
(g) Affiliate Member	\$5.00	\$15.00*
(h) Student Member	None	\$ 6.00
(i) Sustaining Corporate Member	None	\$100.00
(j) Associate Corporate Member	None	\$100.00

Enrollment fees and annual dues shall accompany the application for membership.

* Does not include subscription to the Journal of Value Engineering (see Article XIV, Section 3).

Section 2

The annual dues for each ensuing year shall be due and payable on or before the anniversary date of the member's association with the Society. Enrollment fees shall accrue to the National Society. Chapters shall receive a rebate of \$5.00 per member (Active, Affiliate, Fellow). Rebate for each corporate membership shall be paid to the chapters in the following manner:

- (1) Upon original application the \$100 is distributed:
 - (a) \$75 to the National Society
 - (b) \$20 to the Chapter responsible for obtaining the membership
 - (c) \$ 5 to the Chapter in whose area the Corporate Representative is located.

- (2) On each succeeding year the \$100 is distributed:
 - (a) \$95 to the National Society
 - (b) \$ 5 to the Chapter in whose area the Corporate Representative is located.

Section 3

A bill for annual dues shall be mailed to each member by the National Business Office at least thirty days prior to their anniversary date. The mailing of bills or notices to the last known address of a member on record in the Society, shall be considered a valid notice of indebtedness.

Section 4

Any member who is delinquent in the payment of annual dues for three months shall not be entitled to receive any publications or other services of the Society until such dues are paid. Any voting member who is delinquent in the payment of annual dues for three months shall not be entitled to vote, hold office, or to serve on committees until such dues are paid. Any member who shall leave dues unpaid for one year shall, at the discretion of the Board of Directors, cease to have any further rights in the Society and be stricken from the rolls of membership.

Section 5

The Board of Directors may, by a three-fourths vote of its members, expell any member of any grade who in its opinion has violated the Constitution; Bylaws or rules of the Society or has been guilty of conduct rendering him unfit to continue in the membership of the Society, provided that in all such cases the member shall have been given written notice of the charges and an opportunity to defend himself.

Section 6

No assessments for special activities of the Society shall be effected until each such proposed assessment has been submitted in writing and approved by a two-thirds vote of the members of the Society casting ballots on the question.

Section 7

The National Business Office shall cause to be prepared appropriate membership cards which will be issued to all members upon acceptance in the Society. Membership cards will be reissued annually when a member has not resigned.

ARTICLE VII

SOCIETY MANAGEMENT

Section 1

Every question which shall come before a meeting of the Society, a Chapter, the Board, or a committee, shall be decided by a majority of the votes cast, unless otherwise provided in the Constitution or Bylaws.

Section 2

The rules contained in "Robert's Rules of Order" (Revised) shall govern matters of parliamentary procedure of the Society and its Chapters, when not inconsistent with the Constitution and Bylaws.

Section 3

The administrative year of the Society shall be May 1 through April 30. The fiscal year for membership dues and renewals is considered to be that beginning on the anniversary date of the member's association with the Society. The anniversary date is defined as the first of the month following acceptance of membership in the Society.

Section 4

If for any reason the Society shall be dissolved, the funds and assets of the Society shall be donated to an institution of higher education (college or university) to be selected by the Board at that time.

Section 5

The functions of the National Business Office shall be to receive all payments of dues, enrollment fees, and assessments from members and/or Chapters of the Society, and deposit all funds to the account of the Society. An up-to-date register of the names, address and other pertinent information concerning each member of the Society shall be maintained. The books and accounts of the National Business Office shall be audited at the close of each administrative year by a Certified Public Accountant. All Society correspondence and records shall be maintained in suitable files at the National Business Office. The National Business Office will be responsible for the operation of the Society Headquarters' Booth at the National Conference.

Section 6

The duties of the Executive Director shall include maintenance of all records - financial and correspondence - of the Society. All monetary income shall be deposited to the Society's general operating account. All payments shall be processed and checks prepared by the Executive Director, after verification of billings and adequate budgetary funds. The Executive Director shall sign all checks properly verified as above, up to an amount of \$1,000 singly, and shall co-sign all checks properly drawn above that amount with either the President or the Vice President-Finance. The Society's reserve account may only be drawn upon with the combined signatures of the President and the Vice President Finance, after the approval of the Board of Directors. Both the Executive Director and the Vice President-Finance shall certify all bills payable as being due, proper and budgetarily correct.

The Executive Director shall receive a monthly stipend as established by the Board of Directors.

Section 7

Two-thirds vote of the Board of Directors is required to appoint or remove the Executive Director from office, except that the Executive Director may be suspended by the President for "cause" at any time without prior notice subject to post review by the Board.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1

The Regional Vice Presidents shall be members of , and reside in, the Regions electing them and shall have terms of office of two years.

- Section 2 A vacancy shall occur in the office of Regional Vice President at such time as the incumbent ceases to reside in the Region that elected him, upon his resignation from the Society, or upon his election to another office.
- Section 3 A vacancy in the Board may be filled by a majority of the Board present at a Board meeting. Notification of an election to fill a vacancy must be received by the Board Members at least fifteen days prior to the Board Meeting.
- Section 4 Any Director, National Officer, or Committeeman, may be removed for cause by a two-thirds vote of the Board, after one month's written notice has been given him to show cause why he should not be removed, and after he has been heard in his own defense, if he so desires. Non-attendance by Board Members, at duly called Board meetings for six months, constitutes "cause" as defined by Article VII, Section 2, of the Constitution; and such Board Members may then be removed by a 2/3 vote of the Board, such action requiring no prior notification nor provision for a hearing.
- Section 5 The Board may order the submission of letter ballots to the membership for decision on questions or matters the Board considers to be of major importance.
- Section 6 An Executive Committee, reporting to the Board of Directors, shall consist of the President, who shall be the Chairman, the Executive Vice President, the Vice President-Finance, the Vice President-Administration and the Executive Director. This committee is charged mainly with the day-to-day operating functions of the Society and with carrying out the policies set forth by the Board of Directors. It shall meet as the need arises within its budgetary limitations. A quorum for the Executive Committee shall be three.
- ARTICLE IX OFFICERS
- Section 1 The duties of the Officers shall be those legally or customarily attaching to their respective offices or positions under the laws of the State of Georgia, and such other duties as may be required of them by the Board of Directors.
- Section 2 The functions and responsibilities of the Officers and Directors, not otherwise designated by these Bylaws shall be as specified in the Functions and Responsibilities Manual.
- Section 3 The President shall be the Chief Executive Officer of the Society, and as such shall be empowered to direct and carry on the activities and business affairs of the Society without restriction, except as may be imposed by the Constitution, the Bylaws, or actions of the Board. The President shall determine the extent of the assistance to be rendered him by the Vice Presidents.
- Section 4 The President shall also be the Chairman of the Board and shall preside at all regular and special meetings of the Board and of the Society. The Executive Vice President shall assume the duties of the President in the temporary absence of the President.
- Section 5 The President shall be empowered at his option to constitute an Executive Council, and to avail himself of the advice, counsel, and services of members

who have experience in conducting the affairs of the Society. At the request of the President, the Executive Council shall undertake special studies and tasks and report their findings and recommendations to the President.

Section 6

The Executive Vice President shall be the sole custodian of the official seal of the Society. He shall affix the seal to all documents authorized by the Constitution, Bylaws, and/or resolutions of the Board.

He shall act as secretary at all meetings of the Board and record the minutes of such meetings. Minutes of the meetings shall be processed as follows:

Responsibility	Schedule	Action
Executive Vice President	within 15 days of meeting	Forward preliminary copies of minutes to Executive Director and to only those Board Members present or represented by proxy.
Board Members	within 30 days of meeting	Make additions and/or corrections to minutes and forward to Executive Director. No response shall indicate approval.
Executive Director	within 45 days of meeting	Prepare final copy and forward to the President for signature and the Executive Vice President for sealing.
President and Executive Vice President	within 55 days of meeting	Affix signatures and seal, notify National Business Office of any changes to preliminary minutes, forward sealed copy to NBO for file.
Executive Director	within 5 days of receipt	File original and distribute reproductions to Board Members, National Directors, Committee Chairmen, Chapter Presidents, the Executive Council, and National mailing list.

The Executive Director shall prepare the agendas for all Board and Annual Business Meetings and be responsible for their distribution at least one week prior to the meetings.

Section 7

The Vice President-Finance shall prepare, in conjunction with the other officers and the National Business Office, an annual fiscal budget for presentation to the Board at the first meeting of the fiscal year. He shall prepare a financial report and review expenditures versus budget at each Board meeting.

Section 8

The Honorary Vice Presidents shall be selected by the Board with the view to their association bringing honor and prestige to the Society. They shall occupy honorary positions, and shall have no duties or responsibilities, except such as may be delegated to them by the President and/or by the Board on special occasions.

Section 9

Newly elected members of the Board and Officers shall assume their duties immediately after installation at the close of the Annual Business Meeting of the Society.

Section 10

Each Officer shall assist generally in advancing the interests of the Society.

- (a) Each Regional Vice President shall be responsible for the adequacy of the charter applications for those Chapters within his Region.
- (b) Each Regional Vice President shall be responsible for an audit of membership within the Chapters of his Region. Should any Chapter membership fall below 10 members of Life, Fellow, Senior, or Member grade, the Regional Vice President shall recommend that the Board transfer the membership to another Chapter and cancel the charter, Constitution and/or Bylaws for such a dissolved Chapter. Any funds remaining in the Chapter transferred to the National Society.
- (c) Regional Vice Presidents shall keep aware of all Society activities which are held jointly with other technical or professional groups in their regions. They shall report annually to the Board on the nature and frequency in which SAVE chapters or members made contributions to other technical and professional meetings within their regions.

ARTICLE X

REGIONS AND CHAPTERS

Section 1

For administrative purposes, the Society shall be divided on a geographical basis into seven Regions. The Regions shall be numbered and named as follows:

- 1. Northeast
- 2. Southeast
- 3. North Central
- 4. South Central
- 5. Northwest
- 6. Southwest
- 7. International*

* All areas not within the Unites States.

Section 2

The boundaries of the six regions in the United States shall be the sum of the approved chapter boundaries of the chapters assigned to each region.

Section 3

An accurate record of chapter boundaries shall be maintained by the National Director of Chapter Development in the Chapter Boundary Manual. All requests for boundary changes shall be approved by the National Director of Chapter Development, except changes affecting regional boundaries shall be approved by the Board of Directors. Conflicts will be resolved by the National President.

Section 4

The following criteria and requirements which will be used to describe a chapter's boundaries:

- (a) Chapter boundaries shall be described by the identification of the state(s) and county(s) under its jurisdiction.
- (b) Situations which arise that entail the splitting of a county(s) will be identified by cities by a means acceptable to the National Director of Chapter Development.
- (c) Highways or waterways will not be used to describe chapter boundaries.
- (d) Statelines may be used to describe a chapter's boundary only when the entire state is under the jurisdiction of the chapter.
- (e) Only county identifications which appear in the world almanac or American Automobile Association maps will be acceptable.
- (f) Boundary descriptions of a given chapter shall include all the surrounding geographical area up to the borders of neighboring chapters. There shall not be any "no man's land".
- (g) Boundary lines established will be capable of allowing the following:
 1. Allocation of rebate money by NBO to the chapter having jurisdiction over the area from which the new member resides or works. (This occurs only when the new member does not specify his choice of chapter.)
 2. Establishment of membership and new chapter development goals.

Section 5

Each Region shall be administered by a Regional Vice President who shall represent the Region on the Board of Directors.

Section 6

A chapter of the Society may be organized upon acceptance by the Board of written request of at least fifteen voting members upon a form to be provided by the Board.

Section 7

The Board may authorize and issue a charter to a chapter in any given area. Each chapter shall be identified by a name descriptive of the geographical area which it serves.

Section 8

The purpose of a chapter shall be to promote the objectives of the Society by an organization of members who are resident within a specified territory. A chapter shall not speak for the Society unless authorized by the Board.

Section 9

Each chapter holding a Society charter shall adopt such Bylaws for its operations as are considered necessary, provided that nothing in such chapter Bylaws will conflict with or contravene the provisions of the Constitution and/or Bylaws of the Society. Each chapter shall submit a copy of its Bylaws to the Board and also such amendments or revisions as may be enacted from time to time.

Section 10

Any expenditure chargeable to the Society for the purpose of any chapter must be provided for in the annual budget approved by the Board or upon special written request to and approval by the Board. No liability otherwise shall be binding upon the Society.

Section 11 Plans for affiliation with local engineering or educational organizations and the obligations to be assumed by the requesting chapter and the Society, shall be submitted for approval to the Board on recommendation of the Regional Vice President for the region in which the chapter is located prior to affiliation. Any expenditures incurred in such an affiliation shall be binding only on the chapter and not on the Society as a whole.

Section 12 The Board of Directors of the Society shall be empowered upon a two-thirds vote of the Board to revoke the charter of any chapter which fails to conform to the Society Constitution: and/or Bylaws after due and specific notice has been given to the chapter.

Section 13 The elected officers of each chapter shall be the Chapter President, Chapter Vice President, Secretary, Treasurer, and Directors. When desired, the offices of Secretary and Treasurer may be combined. This office structure shall be considered the minimum for chapters.

Section 14 The governing body of each chapter shall be called the Board of Directors and shall consist of the officers and at least four Directors.

ARTICLE XI MEETINGS

Section 1 The Society shall convene an Annual Conference, held primarily for the presentation of the new officers and of technical papers, between March 1 and June 30 on the dates and at a place to be determined by the Board. The Board shall designate a chapter to act as host and to be responsible for the planning and conducting of the Annual Conference in conjunction with the National Director of Conferences.

Section 2 The Board shall hold one of its regular meetings in connection with the Annual Conference and shall hold at least three more meetings during the balance of the year.

Section 3 Regular meetings of the Board shall be called by the Executive Director at a time and place determined by the President to be most convenient to a majority of the Board members. Thirty days written notice shall be issued to all Board members. Additional transactions of the Board may be conducted by mail.

Section 4 Special meetings of the Board shall be called by the President or at the request of a majority of the Board members. The call for such a special meeting shall be issued to the Directors in writing at least fifteen days prior to the date set for it, and shall state the business to be considered.

Section 5 Announcements of the Annual Business Meeting and any special meetings of the Society and the Board shall be made in the publications of the Society.

Section 6 A majority of the Members of the Board must be present at a meeting to constitute a quorum for the purpose of transacting business.

Section 7 Only elected Board Members may be designated as proxies. Each proxy authorization shall be signed by the absent member and submitted to the Chair prior to the meeting.

ARTICLE XII NOMINATIONS AND ELECTIONS

Section 1 Nominations and elections will be in accordance with the procedures contained in the Nominating and Elections Procedures Manual.

ARTICLE XIII COMMITTEES

Section 1 The Director of each standing committee shall be nominated by the President and shall be appointed by the Board for a one-year term. The President shall consider recommendations for nomination from the officers responsible for the standing committee.

Section 2 Standing Committees and the officer to whom they are responsible are as outlined in the Functions and Responsibilities Manual.

Section 3 The Chairman of each special committee shall be appointed by the President for the term specified in the action establishing the committee.

Section 4 The members of all standing committees and special committees shall be selected by the respective committee Director and the names submitted to the National Business Office for inclusion in the official Directory.

Section 5 Each standing and special committee shall prepare a comprehensive summary or full report of its activities which shall be made part of the printed record of the Society.

ARTICLE XIV PUBLICATIONS

Section 1 The publications of the Society shall consist of: (a) the SAVE Communications, (b) The Journal of Value Engineering, (c) the Board approved Glossary of Terms, (d) Manuals, and (e) such other publications as the Board may direct.

Section 2 The Society shall publish an official organ, entitled "SAVE COMMUNICATIONS", which shall be distributed to all members in good standing.

Section 3 At the discretion of the Board, The Journal of Value Engineering shall be published and distributed, as a privilege of membership, to all members other than Affiliate Members. Affiliate Members may purchase the Journal by subscription for a fee as established by specific Board action. The subscription rate for all others shall be twenty-five dollars per year.

Section 4 Manuals classified "Standard Manuals" shall be available for issue to the Board of Directors, National Directors, Chapter Presidents, and shall be as follows:

1. Chapter Program Manual
2. Chapter Effectiveness Manual
3. Honors and Awards Manual
4. Chapter Boundary Manual
5. Nominating and Election Procedures Manual
6. National Directory

Manuals classified as "Special Manuals" shall be available for issue only on a justified need basis and shall be:

1. Chapter Expansion Manual
2. National Conference Manual

Section 5 The Society shall not be responsible for statements or opinions advanced in papers or discussion at meetings of the Society or of its Chapters.

Section 6 The Society reserves the rights to copyright, at the discretion of the Board, any of its papers, discussions, reports, or publications.

Section 7 The stationery of the Society shall be specified by the Board and shall be issued by the National Business Office to all Officers, Directors, and National Committees for their official use in conducting the business of the Society.

Section 8 A copy of the Constitution and Bylaws shall be made available to each Chapter where it shall be kept available for review by any member.

ARTICLE XV AMENDING THE BYLAWS

Section 1 Amendments to these Bylaws may be proposed by any member of the Board. A two-thirds vote is required for approval. Proposed amendments may also be submitted by a petition signed by at least 100 voting members in good standing, not more than one-third of whom are identified with any one local chapter.

Section 2 Proposed Bylaws or amendments will be furnished by the President to the Board of Directors at least fifteen days before the meeting at which a vote is to be taken.

Section 3 Amended Bylaws shall be distributed by the National Business Office to all National Officers and Committee Chairmen and to all Regional and Chapter Officers.

Section 4 The Board may adopt such operating procedures not in conflict with the Constitution or the Bylaws as may be necessary to prescribe the standard administrative procedures of the Society. The Board, by a majority vote of members present at any duly constituted board meeting, may make, amend, or revoke any Operating Procedures.

Section 5

A complete history of amendments to the Constitution and Bylaws shall be kept in the files of the Society.

ARTICLE XVI

AMENDING THE CONSTITUTION

Section 1

Before a proposed amendment to the Constitution is submitted to the voting members, it shall be reviewed by legal counsel designated by the Board.

Section 2

Ballots for Constitutional amendments shall carry a statement of the time limit for return. The National Business Office shall mail ballots and pre-addressed envelopes marked "Ballot" to all voting members in good standing as of the date of such mailing, as listed in the official records of the Society.

Section 3

Eligible members shall mark their ballots and enclose them in the official pre-addressed envelopes marked "Ballot". Only those ballots received prior to the stated time limit shall be counted.

Section 4

All ballots received by the National Business Office shall be delivered to the Tellers Committee in their unopened envelopes. The Tellers Committee shall then meet in private session to count the ballots and shall report the results in writing to the Board of Directors.