Association for Technology, Management and Applied Engineering

Bylaws

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1. Article I – Membership, Membership Classes & Voting Rights

1.1. Association Membership:
Membership is open to all individuals, and organizations interested in obtaining the benefits or promoting the objectives of the Association. The Board of Directors (BoD) is authorized to adopt membership policies and membership classes for both individual and organizational members of the association and may adopt policies for membership chapters.

1.1.1. Honorary Membership:
For individuals who have made outstanding contributions to the Association or its purposes. A nomination in support of the recognition of an individual as an Honorary Member must be presented to the Board of Directors in writing at least 90 days before the annual meeting. Detailed information concerning the contributions and achievements of the individual must accompany the recommendation. The Board of Directors has sole authority to determine if a nominated individual should be awarded the Honorary Membership. An individual recommended for honorary membership status must receive a two-thirds majority vote of the Board of Directors.

1.1.2. ATMAE Senior Fellow:
The ATMAE Senior Fellow Program was designed to assist the Board of Directors with additional expertise and leadership to carry out the association objectives. Each is charged with a specific area of expertise/mission by the board. ATMAE Senior Fellows are typically proven leaders within the Association and have made outstanding contributions to the Association. A nomination in support of the recognition of an individual as a Senior Member must be presented to the Board Chair in writing at least 90 days before the annual ATMAE Conference. Detailed information concerning the contributions and achievements of the individual must accompany the nomination. The Board of Directors has sole authority to determine if a nominated individual should be awarded the Senior Membership. An individual recommended for senior membership status must receive a two-thirds majority vote of the Board of Directors.

1.2. Membership Voting Rights:
All individual active members of the Association shall have full voting rights in the Association. One individual from an organization holding active membership in the Association shall have full voting rights in the Association.
2. Article II – Board of Directors

2.1. Composition:
The Board of Directors shall consist of seventeen (17) members, eleven (11) voting and six (6) non-voting members as follows: one representative of the membership from Associate (2-year degree) programs, one representative of the membership from Baccalaureate (4-year degree) program, one representative from Graduate degree programs, one representative of the membership from business/industry (private and/or public organizations), one representative from the National Industry Advisory Committee (NIAC), one representative from the student membership, and five representatives from the entire membership of the association serving as Secretary, Treasurer, Vice-Chair, Chair, and Past Chair.

The Managing Director of Accreditation, Managing Director of Operations, and all Independent Board Chairs will serve as non-voting members of the Board.

2.1.1. Election of Members; NIAC Representative; Nomination:
The voting members of the Association shall elect the Board of Directors, except for the representative of the NIAC, Chair, and Past Chair. All voting members of the Association are eligible to vote for all elected members of the Board of Directors.

2.1.1.1. NIAC Representative:
The Chair of the NIAC, or his or her designee, shall serve on the Board of Directors. The Chair of the NIAC may designate the Vice-Chair of the NIAC as the NIAC representative to the Board of Directors. If the Vice-Chair is unable or unwilling to serve, the Chair may designate another member of the NIAC as the NIAC representative to the Board of Directors.

2.1.1.2. Nomination & Eligibility:
The Leadership Development & Nominating Committee is charged with recruiting, identifying, and selecting potential candidates, for election to the Board of Directors. This committee is led by the Past-Chair. All candidates for election, candidates elected and taking office, and appointees to open positions onto the Board of Directors must be members of the membership category for which they are a candidate, are elected, or are appointed. An organizational membership contact person, and an honorary or retired member, may be nominated, elected, or appointed to serve on the Board of Directors in a representative position if that position represents the
membership category to which they would belong if they were a regular student or professional member.

To be eligible for serving on the ATMAE Board of Directors, all nominees must be active members of ATMAE for at least five years prior to their nomination. Except for industry and NIAC, all other nominees must be eligible members of institutions with ATMAE accredited programs.

Please see Appendix B for nomination eligibility.

2.2. Officers:
The Chair, Vice-Chair, Past-Chair, Treasurer, and Secretary are the officers of the Board of Directors. The Chair, Vice-Chair, Past-Chair, Treasurer, and Secretary are members of the executive committee of BoD.

2.2.1. Chair:
The position of Chair is not elected, but rather ascends from the previous year of service as Vice-Chair. The Chair shall serve a two-year term. Following this term of service, the Chair becomes the Past-Chair.

2.2.2. Vice-Chair:
The Vice-Chair is elected by the membership. The Vice-Chair will serve as presiding officer of a Board of Directors meeting if the Chair must excuse him or herself from participation due to a conflict of interest as defined in Article XII, or due to the Chair’s temporary absence or incapacity. The Vice-Chair shall serve a two-year term. Following this term of service, the Vice-Chair becomes the Board Chair.

2.2.3. Past Chair:
The position of Past-Chair is not elected but rather ascends from service as Chair. The Past-Chair shall serve a two-year term.

2.2.4. Treasurer:
The Treasurer is elected by the membership. The Treasurer shall serve a three-year term.

2.2.5. Secretary:
The Secretary is elected by the membership. The Secretary shall serve a three-year term.

2.2.6. Executive Committee:
Five officers (2.2): The Chair, Vice-Chair, Past-Chair, Treasurer, and Secretary shall serve as the Executive Committee of the Board of Directors.
2.2.7. **Vacancy in Officers:**
If the position of Chair becomes vacant during the term of office due to death, disability, or inability to serve in that capacity, the Vice-Chair shall assume the role of Chair for the remainder of the two-year term. If the position of Vice-Chair becomes vacant during the term of office due to death, disability, or inability to serve in that capacity, it shall be filled by nomination made by the Board Chair and approval by the Board to serve the remainder of the two-year term. If the position of Treasurer becomes vacant during the term of office due to death, disability or other inability to serve in that capacity, it shall be filled by nomination made by the Chair and approval by the Board to serve the remainder of the three-year term. If the position of Secretary becomes vacant during the term of office due to death, disability or other inability to serve in that capacity, it shall be filled by nomination made by the Chair and approval by the Board to serve the remainder of the three-year term. If the position of Past-Chair becomes vacant during the term of office due to death, disability or other inability to serve in that capacity, it shall be filled by nomination made by the BoD Chair and approval by the Board of Directors to serve the remainder of the two-year term. All other vacancies shall be filled by nomination made by the chair and approval of the BoD.

2.3. **Term of Office:**
All elected positions are for a 3-year term, with exception of the Student Representative, Vice-Chair, Chair, and Past Chair. The Vice-Chair serves two years as Vice-Chair, two years as Chair, and two years as Past-Chair. The term of office of the Student Representative is one year. The terms of office of the members end up on the individual Board of Directors member’s successor being sworn into office at the annual meeting of the Association. A board member may be sworn into office in absentia. In the event that an annual conference and annual meeting are not held due to unusual circumstances, as provided in section 5.1, the Managing Director of Operations shall establish a date for terms of office to begin that is consistent with what would have been the date of the annual meeting at the annual conference.

2.3.1. **Staggering of Terms of Office and Impact on Initial Terms of Office:**
In order to maintain experience and continuity of leadership on the Board of Directors, the initial elected term of office of the members of the Board of Directors shall be varied from the term stated in section 2.3 to provide for a rotation of new members to the Board of Directors, with the intent that approximately one half of the Board of Directors will remain in office after each election. (See Appendix A).
2.4. **Term Limits:**
Board of Directors members shall serve no more than two consecutive terms on the Board of Directors, regardless of the position in which they have served.

2.4.1. **Intervening Time Period after Term Limit:**
An individual may be elected or appointed to serve on the Board of Directors after serving the maximum number of consecutive terms allowed by this subsection if the number of years is equal to the term of office of his or her last service on the Board of Directors has passed.

2.4.2. **Partial Terms; Impact on Term Limit:**
To the extent, a Board of Directors member has served a partial term of office on the Board of Directors, due to appointment or election to fill a representative position that became vacant, that partial term shall be considered a full term for purposes of the application of term limits.

2.5. **Removal of Member from Office:**
A member of the Board of Directors and the Board Chair may be removed from office by a vote of at least two-thirds of the voting members of the Board of Directors elected or appointed, and serving in office, pursuant to a motion specifically stating that removal of the member of the Board of Directors is in the best interests of the Association. The member shall be removed from office immediately upon such action of the Board of Directors.

2.6. **Prohibition on Serving in Multiple Positions:**
An individual elected or appointed to a position on the Board of Directors established under this article, shall not serve simultaneously as a leader of a division established pursuant to Article III, in a NIAC position established pursuant to Article VII (except for designated NIAC representative to the Board), or an independent board position established pursuant to Article VIII.

2.7. **Meetings:**
The Board of Directors shall meet at a designated time and place a minimum of four times each year. One meeting shall be scheduled during and at the annual conference site. The other required meetings shall be scheduled at some other time during the year by the Board of Directors Chair. Other meetings may be scheduled at the discretion of the Board of Directors Chair. A meeting shall be scheduled if three members of the Board of Directors communicate a request that a meeting be scheduled to the Managing Director of Operations and then MDO communicates to Executive Committee. The Executive Committee may decide to schedule a meeting within 30 days of the request unless a previously scheduled Board of Directors meeting will take place within that time period, and in such case, the item or items to be placed on the agenda of the requested meeting shall be added to the agenda of the regularly scheduled meeting. The Managing Director of Operations shall
appoint an individual who is not a member of the Board of Directors as the Recorder of the minutes of Board of Directors meetings.

2.7.1. **Quorums; Voting by Electronic Means:**
A majority of the voting members of the Board of Directors shall constitute a quorum for conducting business. The Board of Directors shall conduct business at its regular meetings, but the Board of Directors may conduct business and voting by electronic communication means outside of a regular meeting, provided that notice of the meeting is provided and receipt of the same is confirmed by all Board of Directors members, that a quorum of the Board of Directors participates in such a vote, and that a record of the result of such electronic votes is included in the minutes of the next regularly scheduled Board of Directors meeting.

2.7.2. **Abstention and Tie Votes:**
Board of Directors members participating in a meeting must cast votes on all motions brought to vote. A tie vote may not be created by a member abstaining from a vote unless the abstention is due to the Board of Directors member having a direct conflict of interest on the issue as defined by Article XII of these Bylaws. The abstaining vote should explain the conflict.

2.7.3. **Attendance and Participation in Board of Directors Meetings by Members at Large; Executive Session:**

2.7.3.1. **Members at Large**
The Board of Directors meetings are open to attendance by any active member of the Association. The Board of Directors may allow, limit or prohibit direct participation in a Board of Directors meeting by such persons, and may not grant such persons voting privileges. If the Board of Directors allows participation in the meeting by such persons, the Board of Directors is authorized to limit the participation to a specific portion of the meeting and to impose specific time limits and other reasonable regulations to allow the Board of Directors to perform its duties.

2.7.3.2. **Executive Session**
The Board of Directors may adjourn to executive session at any time and for any reason upon a motion approved by a majority of the Board of Directors present, such motion not being subject to discussion, and upon approval of such a motion, any persons in attendance who are not members of the Board of Directors shall be required to leave the meeting room.
2.7.3.3. **Executive Session Action**
The Board of Directors may call for an executive session and votes taken by the Board of Directors while in executive session shall be recorded in the minutes.

2.8. **Authority of Board of Directors:**
The Board of Directors is the final authority in carrying out policies and procedures as specified in the Constitution and Bylaws. Further, it is the responsibility of the Board of Directors to ensure that appropriate procedures are followed in revising the Constitution and Bylaws.

2.9. **Responsibilities of Board of Directors:**
The responsibilities of the Board of Directors shall include but not be limited to:
   a. Initiating action to carry out the purposes and objectives of the Association including the authority to appoint and discharge any committees deemed necessary to conduct the work of the Association, and negotiation and execution of a contract or contracts with third parties for any management duties that are needed for the Association's operations.
   b. Distribution of funds necessary to conduct the work of the Association.
   c. Appointment, supervision, and evaluation of ATMAE’s Managing Director of Operations.
   d. In coordination with Treasurer and ATMAE accounting units, present the annual audit and financial report at the business meeting at the ATMAE annual conference.
   e. Approval of all published materials expressing an official position of the Association.
   f. Sole and complete authority over the use and communication of the name and identity of the Association and its programs, including those operated by independent boards pursuant to Section VIII.
   g. Initiation of proposed additions and/or amendments to the Constitution and Bylaws of the Association and the processing of these changes in accordance with approved policy.

2.10. **Duties of Officers, Executive Committee, and the Managing Director of Operations:**

2.10.1. **Chair:**
The Board of Directors Chair shall:
   a. Preside at the annual conference of the Association and at all meetings of the Board of Directors.
   b. Act as Chair of and discharge their duties as a member of the Executive Committee.
   c. Promote the work of the Association and serve as the official representative of the Association.
d. Prepare an agenda for all meetings of the Board of Directors with the assistance of the Managing Director of Operations in cases where the Executive Committee has not done so and for the annual meeting of the Association.

e. Keep the Board of Directors informed of all matters of policy and of all issues of concern to the Association.

f. Keep in close communication with Board of Directors members and other leaders of the Association.

2.10.2. **Vice-Chair:**
The Vice-Chair shall discharge the duties of the Chair in his/her temporary absence from a meeting, and discharge their duties as a member of the Executive Committee. The Vice-Chair is an emerging leader on the Board of Directors and shall make earnest efforts to be well versed and prepared to take over as Chair when they ascend to the position.

2.10.3. **Past-Chair:**
The Past-Chair serves as Parliamentarian during meetings of the Board. The Past-Chair is a crucial contributor providing continuity and advisement to the Chair and other members of the Executive Committee.

2.10.4. **Treasurer:**
The Treasurer shall be the lead director for the oversight of the financial condition and affairs of the Association. The treasurer shall oversee and keep the Board informed of the financial condition of the Association and of the Audit or financial review results. In conjunction with the Executive Committee, the treasurer shall oversee yearly budget preparation. In conjunction with the Managing Director of Operations, the Treasurer shall ensure that the appropriate financial reports including an account of major transactions and financial condition of the Association are made available to the Board of Directors as required by the Board of Directors.

2.10.5. **Secretary:**
The Secretary shall oversee the preparation of minutes for all meetings of the Board of Directors and records maintenance. The Secretary shall alert the BOD of approaching deadlines for all administrative actions and reports. The Secretary shall work with the Managing Director of Operations to prepare and disseminate communications between the membership and/or external organizations. The Secretary shall assist the Managing Director of Operations in the preparation of awards and ceremony proceedings as required.
2.10.6. **Managing Director of Operations (MDO):**
The Board of Directors shall appoint a Managing Director of Operations (MDO) for the purpose of executing the business operations as directed by the Board of Directors. The MDO shall:

- Serve as a non-voting member of the Board of Directors.
- Assist the Treasurer and handle all fund transactions for the Association.
- Promote the growth of the Association’s programs, membership, conference, and benefits through strategic development and coordination of marketing efforts.
- Assist all positions of the Board of Directors as necessary and coordinate support for each board member through the ATMAE administrative office.
- Schedule the Executive Committee and the BoD's monthly virtual meetings and agenda in consultation with the Chair of the BoDs
- Serve as the point of contact person for all ATMAE related business operations including communications with the various Boards, Committees, Divisions, membership, attending and preparing the BoD's meeting minutes (in cooperation with the BoD’s secretary), working closely with various ATMAE Boards (Certification, Journal, Foundation) in cooperation with each Board’s Chair in directing and reporting their activities, prepare ATMAE's monthly Income and Expense statement (in cooperation with the BoD’s Treasurer), and report on ATMAE’s banking and investments.
- Maintain the ATMAE’s status as a 501-C3 registration and compliances
- Collect, records, and reports all ATMAE’s Income and Expenses (this is a repeat as it was said earlier)
- Work with the accounting staff to file the ATMAE’s annual State and Federal taxes.
- Assure the ATMAE’s business transactions are properly documented for audit by others.
- Work with the ATMAE Board of Directors to prepare for annual review of the ATMAE Bylaws.
- Serve as a liaison with the organizers of the Annual ATMAE Conference team including conference location identification, working with the local hotels or conference centers to negotiate the cost, etc. to bring to the BoD for approval.

2.10.7. **Managing Director of Accreditation (MDA):**
With decision from the Board of Accreditation in the hiring, evaluation, and/or termination of the Managing Director of Accreditation, the Board of Directors’ Chair shall appoint a
Managing Director of Accreditation (MDA) for the purpose of executing all functions of the ATMAE’s Accreditation as directed by the Board of Accreditation. The MDA shall:

- Serve as a non-voting member of the Board of Directors.
- Serve as the primary point of contact for all ATMAE accreditation functions.
- Assist the Board of Accreditation in formulating accreditation standards, developing and implementing accreditation policies, rules, and procedures for conducting accreditation activities; and determining programs’ accreditation status.
- The MDA shall have the authority to prepare and manage a budget for the conduct of all accreditation activities including the accreditation fee schedule for the BOA’s approval and submission to the ATMAE Board for Directors for their review.
- Manage and identify the accreditation funds on the BOA’s Income and Expense statement.
- Serve as the Board of Accreditation’s principal representative on all issues related to the conduct of accreditation activities including communication with CHEA, ASPA, SME, CIM, marketing ATMAE accreditation, conducting BOA hearing and meetings, selecting and assigning visiting teams, receiving and organizing the programs’ self-study reports, submitting the teams report to the institution heads, and organizing the accreditation related workshops.

2.11. Vacancies of Board of Directors Representative Positions:
If a representative position on the Board of Directors becomes vacant during the term of office due to death, disability, or other inability to serve in that capacity, it shall be filled by nomination made by the Chair and approval by the Board to serve the remainder of the term. All nominations to fill any vacancies covered above are made from the entire membership body of the association.

2.12. Vacancies due to unfilled positions:
If a position on the Board of Directors is unfilled due to lack of candidates or any other extenuating circumstances, it shall be filled by nomination made by the Chair and approval by the Board of Directors. All nominations to fill any vacancies covered above are made from the entire membership body of the association.

3. Article III – Divisions

3.1. Creation, Purpose, and Dissolution:
The Board of Directors, on its own initiative or upon petition of a member or members, may create divisions to serve the Association and its membership. Members requesting the creation of a division must provide a justification for the creation of a division in addition to showing the support of a minimum of
three members for the creation of the division, must articulate a need for the division not otherwise being met by other divisions or Association structures, and must demonstrate plans for how the need will be addressed by the proposed division, including specific plans, projects, or activities. In the event a division is no longer fulfilling the stated purpose or the need for which it was formed or that purpose or need has been met, the Board of Directors may dissolve the division. The creation and dissolution of a division is within the sole discretion and authority of the Board of Directors.

3.2. **Membership in and Governance of Divisions:**
Association members may affiliate with a division by a request to the national office. Divisions created by this subsection shall be governed by Association members affiliated with the division. A division shall conduct a membership election to elect a President and other presiding officers as is deemed necessary. Such an election may be conducted at an annual meeting of the division at the annual conference, or by-election through written mailed ballots or by electronic means conducted by the national office. The results of an election shall be communicated immediately in writing to the national office. The elected leadership of the division has authority to establish and operate programs and activities of the division which are consistent with the purposes and policies of the Association, and subject to the oversight of the Board of Directors. The Board of Directors has sole authority and discretion to establish policies and procedures regarding the governance of divisions. In the absence of a specific Board of Director’s policy, a division, through its designated leadership, may adopt governance policies and procedures, if such policies are inoperative.

3.3. **Program and Budgetary Support:**
Divisions may request operational and budgetary support for their programs, by written request from their designated leadership to the Managing Director of Operations. Requests for budgetary support for programs not currently receiving budgetary support must be made within the normal budget planning and adoption cycle maintained by the Board of Directors.

4. **Article IV - Dues and Fees**

4.1. **Membership Dues; Other Association Program & Service Fees:**
Membership types, fee policies and fees shall be determined by the Board of Directors. Fees for program and services provided under the authority of an independent board, or other bodies established by the Board of Directors, shall be determined by agreement of the Board of Directors and the independent board upon the recommendation of the Managing Director of Operations.
5. Article V – Annual Conference and Annual Meeting

5.1. Annual Conference:
Except for unusual reasons, there shall be an annual conference of the Association each year. The ATMAE Managing Director of Operations with input from and approval of the Board of Directors shall select each site at least two years in advance of the meeting.

5.2. Annual Membership Meeting:
At each annual conference of the Association, an annual meeting will be held for all members to consider the business of the Association. The Board of Directors shall be responsible for reviewing all recommendations made at the annual membership meeting by including the recommendations on the agenda of the next regularly scheduled Board of Directors meeting after the conclusion of the annual conference; the Board of Directors may refer recommendations to the appropriate independent boards or other Association committees or bodies.

6. Article VI – Committees of the Board of Directors

6.1. Committees:
Special Committees may be established by a vote of the Board of Directors and, at his or her discretion, the Chair of the Board of Directors may also establish special committees as deemed necessary. The chair and members of such a committee shall be selected from the membership of the Board of Directors and/or of the Association by the Chair of the Board of Directors. Such committees may include non-members of the Association by a vote of the majority of the Board of Directors. The name, membership, chair, and charge of any such committee must be reported to the Board of Directors by the chair and recorded in the minutes of the Board of Directors meeting during which the committee was created and its members named, or at the next Board of Directors meeting after the committee was created and its members named. The Chair of the Board of Directors shall be a non-voting member of any such committee. The authority and existence of all special committees shall cease upon the end of the term of the Board of Directors Chair under which the committee was established, though a special committee may be reestablished pursuant to this section by the succeeding Board of Directors or Board of Directors chair.

6.2. Leadership Development & Nominating Committee:
The Past-Chair of the Board of Directors, at the first meeting of the Board of Directors after new members take office, shall appoint a Leadership Development & Nominating Committee from the existing Board of Directors. The Nominating Committee is charged with recruiting, identifying, determining the eligibility, and selecting potential candidates for all elected and appointed positions of the Association, including representatives to the NIAC and to
independent boards unless the Bylaws and policies of the independent board provide for the nomination and election or appointment of representatives by a different means.

6.3. Executive Committee

6.3.1. Composition:
The Chair, Vice-Chair, Past-Chair, Treasurer, and Secretary shall constitute the Executive Committee. The Chair of the Board of Directors shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by a majority vote of those participating in the meeting.

6.3.2. Authority:

6.3.2.1. Meetings & Meeting Agendas:
The Executive Committee has the authority to call meetings of the Board of Directors and to set the agenda for meetings. To the extent that the Executive Committee is unable to meet to set a meeting, set an agenda, or both, the Chair may call a meeting, and the agenda shall be set by the Chair and the Managing Director of Operations.

6.3.2.2. Emergency Authority:
The Executive Committee shall have the authority to act on behalf of the association when there is an emergency requiring board action within a period of time during which the Board of Directors is not able to meet. An emergency may be regarding a legal matter or other issues where a failure of the Association to take official action during the time period at issue will result in immediate and substantive legal or financial detriment to the Association. Such action by the Executive Committee shall be reported to the Board of Directors, recorded in the minutes of the next meeting of the Board of Directors, and ratified by the Board of Directors at its next meeting.

7. Article VII – National Industry Advisory Committee:

7.1. Composition
The Association shall organize a National Industry Advisory Committee (NIAC) to advise the Board of Directors. The NIAC shall consist of professionals from ATMAE accredited programs industry councils, industry, business, private and public employers, academicians with industrial/business experience with no more than 10% of its membership from academia. Members of the NIAC are
required to be members of ATMAE. Members of the NIAC will be appointed by a vote of the Board of Directors from nominations and volunteers submitted by the Nominating Committee. The NIAC shall have at least seven (7) members and no more than eleven (11) members. The members of the NIAC shall serve three-year terms, though the initial terms of office of no more than one-half of the NIAC members may be varied to allow for staggered terms and continuity of leadership on the NIAC. A chair of the NIAC shall be appointed by the Board of Directors. The NIAC chair shall be an active professional from business or industry. A Vice-Chair of the NIAC shall be elected by the NIAC from its members. The Chair of the NIAC, or their designee, also serves as a representative to the Board of Directors.

7.2. Prohibition on Serving in Multiple Positions:
An individual elected or appointed to a position on the NIAC under this article, shall not serve simultaneously in a Board of Directors position established pursuant to Article II (except for the designated NIAC representative to the Board of Directors), or an independent board position established pursuant to Article VIII.

8. Article VIII – Independent Boards
By establishing the following four Independent ATMAE Boards, the Association has made a major commitment to its constituents including membership, institutional affiliates, colleges and universities with accredited programs, industry, employers, donors, professional public and private organizations. The independent boards have the autonomy to design, implement, and execute the mission and goals for which they have been established. Therefore, disbanding or dissolving the following Independent Boards shall require a three-fourths (3/4) majority vote of the Board of Directors and a three-fourth (3/4) majority vote of the ATMAE membership.

8.1. Board of Accreditation:

8.1.1. Established; Authority:
A Board of Accreditation is established to coordinate and conduct all accreditation activity of the Association and the Board of Accreditation is the autonomous decision-making body with final authority for creating policies and procedures related to accreditation activities and activities authorized by Section 8.1.2, accreditation decisions, and decisions regarding recognition or certification of programs as provided in Section 8.1.2

8.1.2. Non-Accreditation Activities:
The Board of Accreditation has the authority to establish activities that may recognize or certify academic-based and industry-based educational, training, certification, and diploma and degree programs that would otherwise not qualify for accreditation by the Board of Accreditation. The Board of Accreditation has the authority
to establish a governing body to regulate and administer such activities.

8.2. **Board of Certification:**
A Board of Certification is established to coordinate and conduct all activity of the Association regarding professional certification of individual members of the Association. The Board of Certification is an autonomous decision-making body with final authority for all certification policies, procedures, and decisions.

8.3. **Foundation Board:**
A Foundation Board is established within ATMAE to set up and maintain a fund to support ATMAE activities. The Foundation Board has the final decision-making authority for policies and procedures, conducting Foundation fund-raising activities, maintenance of the fund, and grant-making activities.

8.4. **Journal Board:**
A professional research Journal Board is established to coordinate and conduct all activity of the Association regarding the publication of a professional research journal for publication of articles by members of the Association. The Journal Board is an autonomous decision-making body with final authority for all journal policies, procedures, and decisions. The name of a Journal published pursuant to this section shall be determined by the Journal Board and approved by the Board of Directors.

8.5. **Prohibition on Serving in Multiple Positions:**
An individual elected or appointed to a position on a board established under this article, shall not serve simultaneously in a Board of Directors position established pursuant to Article II, or a NIAC position established under pursuant to Article VIII.

9. **Article IX- Affiliation**

9.1. **Affiliation with other Organizations:**
ATMAE may affiliate with other organizations or allow other organizations to affiliate with ATMAE providing this affiliation is in the best interest of ATMAE and does not conflict with ATMAE’s autonomy and purpose. The Board of Directors has final authority to approve such affiliations.

10. **Article X - Honorary Society**

10.1. **Epsilon Pi Tau:**
Epsilon Pi Tau (EPT) is an official honorary society for the Association.
11. **Article XI - Parliamentary Authority**

11.1. **Procedural Handbook:**
Roberts Rules of Order, Newly Revised, shall be the authority governing all matters of procedure not covered by the Association's Constitution and Bylaws.

12. **Article XII – Conflict of Interest Policy**

12.1. **Conflict of Interest:**
No member of the Board of Directors, members of independent boards, or other elected or appointed leaders of the Association, shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has a potential conflict of interest due to having professional and material economic involvement regarding the matter being discussed. When such a situation presents itself, the individual who has the potential conflict of interest must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter. The Chair of the Board of Directors, independent board chairs, or chair of other leadership bodies is expected to make inquiry if such conflict appears to exist and the board member or leader has not made it known.

13. **Article XIII - Procedures for Changing the Bylaws**

13.1. **Revisions of the Bylaws:**
Revisions of the Bylaws are initiated by the Board of Directors or by the submission of a written proposal to the Board of Directors signed by twenty-five members. The Bylaws are revised by a majority vote of the returned ballots of the voting membership of the Association. A proposed amendment or a description of the amendment shall be distributed by personal mail or electronic transmission to each member of the Association entitled to vote no less than 15 days prior to the beginning of the election period. The Board of Directors may establish a policy to allow for voting by electronic means on revisions to the Bylaws, provided that such policy ensures that all qualified voters are able to participate in such a vote, that qualified voters are only able to cast one vote, that the privacy of ballots is respected, and that a record of the result of such electronic votes is included in the minutes of the next regularly scheduled Board of Directors meeting and reported to the membership of the Association.

14. **Article XIV - Effective Date:**

14.1. **Effective Date of Bylaws:**
Unless otherwise stated in these Bylaws, these Bylaws shall be effective on June 24, 2022
Appendix A:
Election Staggering Schedule 2022-2029

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Effective: June 24, 2022
Appendix B: Procedures to be Nominated for the Board of Directors Position

The nominee must:

• Have been a member of ATMAE for at least five consecutive years (excluding students).

• Have contributed successfully to ATMAE.

• Submit a short résumé with credentials and accomplishments achieved in ATMAE that would be applicable to this leadership role.

• Provide a letter of recommendation from the Chair, Head, Director or Dean of their academic unit, their academic advisor, or from their corporate supervisor.

The nominee must answer the following questions (no more than one page)

1. How would you assess your track record of involvement with ATMAE?

2. Do see any transformational goals that you would like to see achieved during your tenure on the Board?

3. What strengths can you bring to the Board?

4. What are your measurable outcomes of successes for ATMAE?

5. How do you deal with conflict resolution?

6. What are your top three priorities for improving the effectiveness of the organization?

7. Why do you want to become a member of the Executive Board?