

October 1993

BY-LAWS
OF
THE INTERNATIONAL SOCIETY FOR TERRAIN-VEHICLE SYSTEMS

ARTICLE I. PURPOSE.

The International Society for Terrain-Vehicle Systems is an educational, non-political, organization incorporated in the State of North Carolina, USA and dedicated to the furtherance of knowledge in the field of terrain-vehicle systems.

ARTICLE II. MEMBERSHIP.

Section 1. Classes of Members. Participation in the affairs of The International Society for Terrain-Vehicle Systems shall be by membership therein which shall consist of four classes of members, namely; Individual Members, Student Members, Fellow Members, and Corporate Members with affiliated individuals.

Section 2. Qualification of Members. A person or organization having expressed a desire for membership shall become a member of the appropriate class upon satisfaction of the General Secretary, a Deputy General Secretary or a Regional or National Secretary as to eligibility, sincerity of purpose, good reputation and payment of dues required.

Section 3. Transferability of Membership. Membership in the Society of all individual Members is personal and shall not be transferable, descendible, or inheritable. Membership in the Society of Corporate Members is a privilege peculiar to this class of membership and shall not be transferable but affiliated members identified by a Corporate Member may be changed so long as the new affiliated members qualify for individual membership.

Section 4. Members. Members shall be (a) Engineers and scientists who are actively engaged in the research or application of research concerning terrain-vehicle systems and associated fields; (b) other persons who have been working on the research or application of research concerning terrain-vehicle systems and associated fields for at least two years and who hold or have held responsible positions in these technical fields; or (c) Such other persons as may be deemed eligible under Section 2 for this class of membership by virtue of their outstanding accomplishments

in other fields and their interest in the purposes of the Society.

Fellow Members. Fellow members may be elected by the Board of Directors of the Society from those persons who have distinguished themselves in the field of terrain-vehicle research, or who have contributed outstanding service to the Society.

Student Members. Student members shall be those persons who are presently enrolled in an accredited educational curriculum who are interested in the activities of the Society. Students enrolled in graduate programs are considered to be student members.

Corporate Members. Corporate members shall be educational, scientific, or industrial organizations who may choose this method of expressing their interest in the development or application of terrain-vehicle systems and who are considered acceptable by the appropriate Regional or National Secretary and/or the General Secretary or a Deputy General Secretary. Each Corporate Member shall be entitled to three representatives, each of whom must meet the requirements of individual members as a condition precedent to such representation and each of whom shall hold such representation in his/her own individual name.

Section 5. Rights and Privileges of Members. Members of all classes shall be entitled to attend all business and other meetings of the Society except for meetings of the Board of Directors at which non-Board members may attend by invitation only. In addition, all classes of members shall be entitled to avail themselves of the Society's library, to receive publications of the Society, and to participate in other rights and privileges of the Society, except as expressly provided herein.

Section 6. Voting Rights. Voting on all business of the Society shall be restricted to Members, Fellow Members and affiliated individuals representing Corporate Members. There shall be no vote by proxy, but votes may be cast by mail. Votes cast by mail shall be addressed to the General Secretary at his/her official address as stated on the ballots. Only such votes that are delivered prior to or on the stated date of the election shall be counted.

Section 7. Penalties. For conduct prejudicial to the objectives, reputation, or property of the Society, a member of any class may be censured, suspended, or expelled by a majority vote of the Board of Directors after notice of the charges against him or her, of the time and place of the meeting at which the charges are to be presented, and after being given an opportunity to be heard in his or her own defense. No person, having once been admitted in good faith as a member of the Society shall be denied the right to continued membership of the same class except for the above

reasons and through the procedures described in this section or Section 8 of this Article.

Section 8. Dues. The dues of all memberships shall be established by the Board of Directors and shall be payable in advance. Failure to pay dues promptly shall be adequate cause for termination of membership.

ARTICLE III. MEETINGS.

Section 1. International Meetings. The Society shall hold periodic International Meetings of members at such time and place as may be determined by the Board of Directors.

Section 2. Sectional Meetings. Sectional meetings, that is, the American Section, the European/African Section and the Asia-Pacific Section, of the Society may be called by the General Secretary representing that Section with the approval of the President. The General Secretary may call meetings of the American Section and the Deputy General Secretaries may call meetings for the Sections for which they are responsible.

Section 3. Board of Directors Meeting. The Board of Directors shall meet periodically at such time and place as may be designated by the President, after consultation with the Board. For special situations that cannot wait for the next meeting of the Board, the President is authorized to poll the Board by mail. Poll votes shall have the same authorities as the vote of the Board meeting in session.

Notice of the meetings of the Board of Directors shall be made by mail to each Board Member at least thirty days in advance of the meeting. The President shall submit an agenda and relevant documents well in advance of the meeting dates so that each Director may become acquainted with the business to be discussed.

At any meeting of the Board of Directors, six members of the Board shall constitute a quorum for all purposes. The act of a majority of the Board Members voting at any meeting at which a quorum is present shall be the act of the full Board, except as may be otherwise specifically provided by these By-Laws.

When a poll of the Board is made by mail, all replies received by the President 30 days after posting will be counted. A vote of a majority of those responding at any poll vote, to which at least one quarter of the Board responds, shall be considered the act of the full Board.

Any member of the Board, who is unable to attend a meeting may submit in writing to the President or the General Secretary, his or her opinions on any subject relating to the activities of the Board or for a vote for an election of office or any other specific matter that may come before the Board. Such a vote or opinion shall be recorded as if that individual were actually present at the meeting when that matter is discussed.

Section 4. Procedures. The order of business at all meetings shall be:

- a. Roll call.
- b. Reading of the minutes.
- c. Report of the General Secretary to include a current financial statement and estimates budgets for the next three years.
- d. Report of the President.
- e. Reports of the Various Board Members.
- f. Other Reports.
- g. Unfinished Business.
- h. Necessary Elections.
- i. New Business.
- j. Adjournment.

ARTICLE IV. BOARD OF DIRECTORS.

Section 1. Number of Directors. The governing body of the Society shall be the Board of Directors, consisting of the President, the two Vice-Presidents, the General Secretary, the Deputy General Secretaries, the Regional or National Secretaries, and all living Past Presidents who express a desire to serve.

Section 2. Chairman of the Board of Directors. The President shall serve as the Chairman of the Board of Directors. In the absence of the President, the First Vice-President or, if he or she is also absent, the Second Vice-President shall serve as the chairman. In the absence of the President and both Vice-Presidents, the Directors present shall designate a Temporary Chairman to preside.

Section 3. Powers. The Board of Directors shall have general management and control of the Society, its property and affairs, and may exercise all powers with regard thereto consistent with the Charter of the Society and these By-laws.

The Board of Directors may, from time to time authorize the bestowal of appropriate honors or recognition in the name of the Society to any persons whom the Board may deem deserving.

The Board may at any time establish or abolish regional divisions of the Society.

The Board of Directors shall establish such Committees as the Board may deem appropriate. The Board shall establish for such Committees such rules and regulations as in its opinion are deemed proper.

Section 4. Report. The Board of Directors shall report to the Society its activities at each international meeting.

Section 5. Liability. The Directors shall not be liable, either jointly or severally, to the Society, for any loss suffered by the Society, as a result of action of its Board of Directors or otherwise, unless the loss is caused by fraudulent design, gross negligence or other wrongful acts which would subject them to liability imposed by law. The Directors, and each of them, shall be indemnified and saved harmless by the Society, from any action, proceeding, claim or demand made against them as individuals, either jointly or severally, with respect to any debt or obligation of the Society, and the Society shall reimburse any Director for all personal expenses actually and necessarily incurred in connection with the defense of any such action, proceeding, claim or demand, except that such Directors shall not be so indemnified or saved harmless in connection with any action, proceeding, claim or demand against the Society which was occasioned by the wrongful and unlawful conduct of the Director or Directors involved.

ARTICLE V. OFFICERS.

Section 1. Number of officers. The officers of the Society shall consist of the President, Past presidents, the First Vice-President, the Second Vice-President, the General Secretary, the Deputy General Secretary for Europe-Africa, the Deputy General Secretary for Asia-Pacific, and all Regional or National Secretaries. The Officers of the Society are, by their positions, members of the Board of Directors and represent the entire membership.

Section 2. Eligibility. Every Fellow Member and Member in good standing shall be eligible for office.

Section 3. Term. Except for the General Secretary and Deputy General Secretaries and the Regional and National Secretaries, every officer shall serve for three years or such longer time until his successor is elected or appointed. The General Secretary and Deputy General Secretaries shall serve at the pleasure of the Board of Directors. Regional and National Secretaries will serve for three years and may succeed themselves one time for a total of six years. Every officer shall be subject to removal at any time, with or without cause by a 2/3 vote of the voting members of the Board of Directors.

Section 4. Unexpired term. If there be a vacancy in the office of President, the First Vice-President or, if this office is also vacant, the Second Vice-President shall exercise the duties of the President until a President is elected as provided in these By-Laws. If there are vacancies in the offices of President and First and Second Vice-Presidents, the General Secretary shall exercise the duties of the President until the President is elected as provided in these By-Laws. A vacancy in any other office shall be filled by appointment as provided in these By-Laws.

Section 5. The President. It shall be the duty of the President to preside at all principal functions of the Society and meetings of the Board of Directors. The President shall oversee the activities of the Society dealing with international and regional meetings and the Journal to ensure that these activities maintain a high degree of professional quality. The President shall solicit the support of various industrial, governmental and educational institutions to further the objectives of the Society. He or she shall appoint, with the consent of the Board of Directors, a General Secretary and Deputy General Secretaries should any of these officers become vacant.

The General Secretary shall hold an election for the office of the President, soliciting votes from all members of the Society.

Any member may be nominated for the office of President by the written recommendation of three members. The nominee receiving the majority of the votes cast shall be declared elected. If no one receives a majority of the votes cast, a second election will be held between the two nominees receiving the highest number of votes.

In case of vacancy in the office of President by death, resignation or removal, the First Vice-President shall become President.

No President who has served a full three-year term shall succeed himself or herself.

Section 6. The Vice-Presidents. The First and Second Vice-Presidents shall perform such duties as the President may assign. In the absence of the President at any Society function, the First Vice-President or, in the absence of the First Vice-President, the Second Vice-President shall assume all duties of the President.

The General Secretary shall hold an election for the offices of the First and Second Vice-Presidents in a similar manner to that of President. The selection of the President and Vice-Presidents will be such that each region, (Europe-Africa, Asia-Pacific and the Americas) will be represented by a member of the three presidential offices.

In case of vacancy in the office of the First Vice-President by death, resignation, removal, or succession to the Presidency, the Second Vice-President will assume the office of the First Vice-President and the Board of Directors will nominate a Second Vice-President and the Board of Directors will nominate a Second Vice-President who will maintain the balance between the three Sections and that nominee will be submitted for election by the Membership to serve the remainder of the unexpected term of the Second Vice-President.

Section 7. The General Secretariat. The General Secretary is the chief administrative officer of the Society. He or she reports directly to the Board of Directors and acts in their behalf. He or she performs the duties and functions which are specified in these By-Laws or which may be directed by the Board. The General Secretary may hire individuals as deemed appropriate and appoint such committees as necessary to perform the functions of the Society.

The General Secretary and the Deputy General Secretaries for Europe-Africa and Asia-Pacific shall receive and hold all moneys for the Society and make such expenditures as are authorized by the Board of Directors for the Society. The General Secretaries shall give surety bond for the faithful discharge of their duties, the cost of such bond to be paid by the Society.

The General Secretary and the Deputy General Secretaries shall represent the Society in dealings with all outside agencies. They shall transact business in behalf of the Society as directed by the Board of Directors and in accordance with these By-Laws. They shall record the proceedings of meetings of the Society and of the Board of Directors.

The General Secretaries, in consultation with the Board of Directors shall supervise the execution of all society activities, the establishment of new divisions, the promotion of membership,

and the business management of all Society publications.

The General Secretaries shall also manage and administer the procedures, finances, and personnel of the Offices for the Society to be located at such places as the General Secretary may direct. Only the General Secretary may legally bind the Society to any contact between the Society and other parties.

The General Secretaries shall be elected by a majority vote of the Board of Directors. In case of vacancy in the office of a General Secretary, the President shall, subject to confirmation by the Board of Directors, appoint a successor.

Section 8. The Editor. The Editor will establish and maintain the technical publications of the Society at the highest professional level consonant with the broad scientific and engineering objectives of the Society. The Editor will base his or her actions relative to the technical content of the Society publications wholly on the objectiveness of the material so presented and related to the Society's position in the field of terrain-vehicle systems. Acceptance of an article for publication in the Society's technical journals by the Editor will be based solely upon the scientific and engineering merit of the article.

The Editor will receive all articles proposed for publication. He or she may select proper associate editors to assist in judging the technical acceptability of each and all papers. The Editor will be responsible for promptly notifying the authors of the receipt of their papers and indicating acceptance or rejection of the papers in a period not to exceed six months from date of receipt of each paper by the Editor. The Editor will decide upon the mechanical requirement, format, graphs, tables, margins, type, etc. of the papers for publication.

The Editor will procure the services of a printer or publisher and will issue all technical publications of the Society. He or she will establish the content of each journal as to number of technical articles per issue, approximate total number of pages, and number of words per page, as well as size of page and format.

Expenses incurred by the Editor in the accomplishment of his or her duties including, but not limited to, necessary secretarial assistance, office equipment, office rental and miscellaneous expenses, will be borne by the Society.

The Editor shall be elected by a majority vote of the Board of Directors. In case of

vacancy in the office of Editor, the General Secretary shall, subject to confirmation by the Board of Directors, appoint a successor.

If the Editor is a paid employee of the Society, he or she will not be an Officer of the Society. If the Editor is only reimburse for the costs of publishing the Journal and Newsletter, he or she will be an Officer of the Society.

Section 9. Regional and National Secretaries. The Board of Directors shall designate various countries or geographic areas which are entitled to a Regional or National Secretary. No one country shall have more than one National Secretary.

Each Regional or National Secretary will be responsible for developing and maintaining the Society membership in his or her area responsibility, stimulating interest in the field of terrain-vehicle systems and representing the Society in all of its associated functions not involving financial matters of the Society.

Regional or National secretaries may call meetings, appoint committees and otherwise stimulate activity within their region as they see fit. For this purpose they may collect and disburse funds associated with these activities, but their acts shall in no way obligate the finances of the Society without prior approval of the General Secretary or the Deputy General Secretary of the sector.

The General or Deputy General Secretary shall hold the elections for all Regional and National Secretaries in the Sector. Any member of a region may nominate himself, herself or someone else for the office of Regional or National Secretary. The nominee receiving the majority of all votes cast from the region shall be declared elected. If no one receives a majority of the votes cast, a second election will be held between the two nominees receiving the highest number of votes.

ARTICLE VI. CHECKS, DRAFTS, NOTES, SECURITIES.

Checks, drafts, notes, and orders of payment of money of the Society shall be drawn and signed by the General Secretary or his or her designated representative.

ARTICLE VII. AMENDMENT TO BY-LAWS.

Section 1. Amendments may be proposed to the Board of Directors by any member of the Society.

Section 2. These By-Laws may be amended at any regular or special meeting of the Board of Directors or by a poll of the Board by mail by a 2/3 affirmative vote, provided that notice of any proposed amendment shall be given to each Director at least ten days before the meeting at which it is to be considered.

ARTICLE VIII. BOOKS AND RECORDS.

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its meetings. It shall keep at its registered office a record of the names and addresses of its members entitled to vote and may keep all other books, records and minutes. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

The fiscal year of the Corporation shall end on the 31st day of December of each year.

By the 15th day of May of each year, the Society shall cause to be made and certified a report of the receipts and disbursements of the Society for the past fiscal year. The report will be available to all members of the Society.

The Society, pursuant to General Statutes of North Carolina, Chapter 55A, Non-Profit Corporation Act, shall present at each International meeting of the members a report, verified by the President and General Secretary or by a majority of the Directors, showing the whole amount of real and personal property owned by the Society, where located and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of acquisition; the amount applied, appropriated, or expended during the year immediately preceding such date, and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made; which report shall be filed with the records of the Society and an abstract entered in the minutes of the proceedings of the meeting.

ARTICLE IX. CORPORATE SEAL.

The Board of Directors shall provide a suitable corporate seal showing the name of this Corporation and the words "Incorporated North Carolina" or other words indicative of the State of its incorporation, and said seal, when obtained, shall be impressed at the margin of the minute book containing this article of the By-Laws.