

ISEA BYLAWS
APPROVED 1 JUNE 2018

Article 1 – Name, Objectives, and Governance

Section 1.1 Name

- 1.1.1 The name of the Society is the International Statistical Engineering Association, hereafter known as the “ISEA”.
- 1.1.2 The Society’s website is <https://isea-change.org/>.

Section 1.2 Objectives

Statistical engineering is the discipline dedicated to engineering solutions to problems of a statistical nature, particularly to large, complex, and unstructured problems. The objectives of ISEA are to advance the theory and practice of statistical engineering, including its insertion into academic curricula, and to enhance the professional qualifications and standing among its members. These high-level objectives of ISEA are intended to encompass the following:

- 1.2.1 To promote unity, effectiveness of effort and ethical professional conduct among those who devote themselves to the theory and practice of statistical engineering.
- 1.2.2 To provide for the creation of conferences, conventions and other meetings of its members for the exchange of ideas and experiences in the development, application, and use of statistical engineering principles.
- 1.2.3 To create and disseminate a body of knowledge for statistical engineering.
- 1.2.4 To facilitate the proper inclusion of statistical engineering in statistical and other professional publications, including textbooks.

Section 1.3 Governance

- 1.3.1 ISEA is governed by its Certificate of Incorporation, by the provisions of the laws under which it is incorporated, including IRS 501(c) (3) statutes, by the provisions of ISEA Bylaws (“the Bylaws”), and by ISEA Policies (“Policies”), which serve as guidelines for the operations and activities of ISEA, its members, and the statistical engineering community.
- 1.3.2 The ISEA Board of Directors (“the Board”) oversees the governance described in Section 1.3.1.

- 1.3.3 Governance is designed to advance the Board-approved vision of ISEA, with no more formal governance than needed to achieve this vision.
- 1.3.4 ISEA is a membership organization; as such, members through governance set the direction of ISEA.

Article 2 – Membership

Section 2.1 Membership

- 2.1.1 ISEA has individual and organizational membership categories, as specified in the Policies.
- 2.1.2 Applicants for either membership may apply for admission to ISEA as specified in the Policies.

Section 2.2 Member Benefits

- 2.2.1 The Board approves categories of membership and the benefits thereof.
- 2.2.2 Availability of benefits are based on the categories of membership. ISEA makes no commitment to provide all available benefits to all membership categories.
- 2.2.3 The Policies outline the specific privileges, rights, and duties of members.

Article 3 – Financial

Section 3.1 Fiscal Year

The fiscal year begins on January 1 and ends on December 31 of the calendar year.

Section 3.2 Dues

The Board, through at least two-thirds majority vote, determines the initial dues and collections procedures of ISEA, as well as any subsequent changes.

Section 3.3 Oversight

The Board has responsibility for oversight of all ISEA finances, including the collection, handling, spending, and reporting of such finances.

Section 3.4 Dissolution of ISEA

- 3.3.1 The Board shall not consider dissolution of ISEA if at least 250 voting members formally express a desire for its continued existence.
- 3.3.2 If ISEA is dissolved, its net assets after discharging all financial, legal, and moral obligations shall be disposed of exclusively to such organization or organizations as are operated exclusively for charitable, educational, or scientific purposes and shall, at that time, qualify as an exempt organization of organizations under section 501 (c) (3) of the Internal Revenue Code. Such organization or organizations shall be recommended by the Board and approved by the court having jurisdiction over the dissolution.

Article 4 – Membership on Board of Directors

Section 4.1 Composition

The Board consists of the Chair, Past Chair, Chair-Elect, Secretary, Treasurer, and at least four members elected at large.

Section 4.2 Qualifications

Members of the Board must be voting members of ISEA.

Section 4.3 Tenure

- 4.3.1 The Chair, Past Chair, and Chair-Elect, each serve one-year terms.
- 4.3.2 The Secretary and Treasurer each serve two-year terms, staggered from one another.
- 4.3.3 Either the Secretary or Treasurer, whichever has served two years, moves into the Chair-Elect position the following year, and then the Chair and Past Chair positions in subsequent years. In this way, a person elected either Secretary or Treasurer is intended to eventually serve as Chair in the following years.
- 4.3.4 In the event that the officer (Secretary or Treasurer) who has served two years is unable to move into the Chair-Elect position, the other officer (Secretary or Treasurer) will move into the Chair-Elect position the following year. Succession from Chair-Elect to Chair to Past Chair will proceed as outlined in Section 4.3.3.
- 4.3.5 In the event neither the Secretary nor Treasurer is able to move into the Chair-Elect position, a member at large from the Board will be selected by the Board to move into the Chair-Elect position the following year.

Succession from Chair-Elect to Chair to Past Chair will proceed as outlined in Section 4.3.3.

- 4.3.6 The elected at-large members serve staggered two-year terms with approximately half of the members up for election each year.

Section 4.4 Other Vacancies

- 4.4.1 If the Chair's position becomes vacant, the Chair-Elect immediately assumes the position of Chair for the remainder of the original Chair's term, plus the term to which the Chair-Elect was elected.
- 4.4.2 For all other vacancies, not discussed previously, the Chair recommends a well-qualified person to fill the vacancy to the full Board, which approves by majority vote.

Article 5 – Operations of the Board of Directors

Section 5.1 Meetings

- 5.1.1 The Chair determines the timing and frequency for the meetings of the Board. However, the Board is to meet at least annually.
- 5.1.2 Meetings may be face-to-face, virtual, or a combination of both.
- 5.1.3 All face-to-face Board meetings are open to voting members in good standing.
- 5.1.4 To the extent possible, voting members who are not on the Board will have speaking privileges. If there is an unusually large number of visitors, the Chair may restrict these speaking privileges to keep good order of the meeting and to ensure that the Board covers the planned agenda.

Section 5.2 Quorum

A simple majority of the Board members in attendance, either in person or virtually, constitutes a quorum for the transaction of business.

Section 5.3 Voting

Action by the Board shall be determined by a simple majority of those in attendance at the time of the vote, unless otherwise specified in the Certificate of Incorporation, the Bylaws, the Policies, or applicable state or federal laws.

Section 5.4 Indemnification of Board Members

The Board is expected to make every reasonable effort to indemnify Board members, subject to applicable state and federal laws.

Section 5.5 Roles and Responsibilities

5.5.1 The Chair:

- 5.5.1.1 Leads the Board as an active member.
- 5.5.1.2 Is responsible for the strategic direction of the Society.
- 5.5.1.3 Provides oversight to all of ISEA's operations.
- 5.5.1.4 Serves as an ambassador for ISEA.

5.5.2 The Past Chair:

- 5.5.2.1 Serves as an active member of the Board.
- 5.5.2.2 Serves as a mentor to the Chair, especially during the transition in leadership.
- 5.5.2.3 Provides leadership and/or support for projects as needed or requested by the Chair.
- 5.5.2.4 Serves as an ambassador for ISEA.

5.5.3 The Chair-Elect:

- 5.5.3.1 Serves as an active member of the Board.
- 5.5.3.2 Chairs meetings of the Board in the absence of the Chair.
- 5.5.3.3 Provides leadership and/or support for projects as needed or requested by the Chair.
- 5.5.3.4 Leads the annual long-term planning meeting of ISEA, with the intent of deploying it as Chair.

5.5.3 The Treasurer:

- 5.5.3.1 Serves as an active member of the Board.
- 5.5.3.2 Is responsible for the finances of ISEA, including oversight of the budgeting, tax filing and reporting.
- 5.5.3.3 Provides leadership and/or support for projects as needed or requested by the Chair.

5.5.4 The Secretary:

- 5.5.4.1 Serves as an active member of the Board.
- 5.5.4.2 Is responsible for all official documents of ISEA, including minutes from Board meetings.
- 5.5.4.3 Provides leadership and/or support for projects as needed or requested by the Chair.

5.5.5 At-Large Members of the Board:

- 5.5.5.1 Serve as active members of the Board.
- 5.5.5.2 Provide leadership and/or support for projects as needed or requested by the Chair.

5.5.7 The Board is responsible for oversight of all affairs of ISEA. Its powers and duties are specified by the Certificate of Incorporation, these Bylaws, the Policies, and applicable state and federal laws. The Board may

delegate responsibilities as it sees fit. However, the following specific duties cannot be delegated to any other body.

- 5.5.7.1 To approve revisions to the Bylaws.
- 5.5.7.2 To approve revisions to the Policies.
- 5.5.7.3 To approve revisions to the Code of Ethics.
- 5.5.7.4 To approve revisions to ISEA’s strategic plan.
- 5.5.7.5 To approve or revise the annual budget.
- 5.5.7.6 To approve appointments of chairs of ISEA’s committees and boards.

Article 6 – Elections

Section 6.1 Nominations Committee

- 6.1.1 The Nominations Committee consists of the Chair, Past Chair, and Chair-Elect.
- 6.1.2 The Nominations Committee selects candidates for the roles of the open positions on the Board.
- 6.1.3 The Policies specify the details of the nominations process.

Section 6.2 Voting Process

- 6.2.1 Each voting member in good standing may cast one vote for each open position.
- 6.2.2 Write-in votes are allowed.
- 6.2.3 The Policies specify the details of the elections process.

Article 7 – Amendments

Section 7.1 Amendments to the bylaws may be proposed as follows:

- 7.1.1 By resolution of the Board.
- 7.1.2 By a petition of 10% of the voting members in good standing at the time of the petition or 100 such members, whichever number is smaller.
- 7.1.3 The Board shall confirm that the proposed amendment does not conflict with the Certificate of Incorporation or applicable state and federal laws.

Section 7.2 Approval

- 7.2.1 At least two-thirds of the entire Board (not just those voting) is required to approve amendments involving Articles 2, 3, 6, or 7.
- 7.2.2 For all other amendments, a simple majority vote of voting Board members will suffice for approval. The Board may use a vote of the entire

membership for these amendments, i.e., those not involving Articles 2, 3, 6, or 7.

Article 8 – Society Meetings

Section 8.1 Annual Conference

8.1.1 The Board is expected to hold an annual conference each year, ideally at a standard time, unless circumstances make such a meeting infeasible.

8.1.2 The Board is expected to conduct a public meeting open to all the conference participants at the annual conference for communication purposes.

Section 8.2 Other Conferences

8.2.1 The Board is expected to consider ISEA sponsored, or jointly sponsored, conferences on a global basis, as needed to fulfill the vision of ISEA.