

THE INSTITUTE OF BIOLOGICAL ENGINEERING

CONSTITUTION

ARTICLE I. NAME

Section 1 The name of this INSTITUTE shall be the INSTITUTE OF BIOLOGICAL ENGINEERING.

ARTICLE II. OBJECTS

Section 1 The INSTITUTE shall encourage, in the broadest and most liberal manner, interest and inquiry in biological engineering, fostering international cooperation among engineers, scientists, technologists, and allied professionals in order to apply engineering principles to systems of biological origin to improve the quality of the human condition.

Section 2 The INSTITUTE shall affect professional standards for engineering practice, technical scholarship and educational curriculum in the field of biological engineering. In these efforts the INSTITUTE shall promote excellence in professional and technical development of the members through interchange and dissemination of scientific, technical, educational and career information.

Section 3 The INSTITUTE shall seek to advance public understanding and catalyze responsible use of technology resulting from biological engineering.

ARTICLE III. COMPOSITION

Section 1 The INSTITUTE shall be composed of members from the field of biological engineering and allied professions.

Section 2 The INSTITUTE shall have a popular deliberative assembly known as the Council.

Section 3 The INSTITUTE shall have an Executive Committee.

Section 4 The INSTITUTE shall have such officers and employees as are necessary to effectuate its objects.

ARTICLE IV. MEMBERSHIP

Section 1 The members of the INSTITUTE shall be those individuals who are interested in the objects of the INSTITUTE and who meet the requirements as provided in the Bylaws.

Section 2 Applicants for membership shall be approved only as provided for in the Bylaws.

Section 3 The rights and privilege of every member shall be personal and not transferable except where provided by the Bylaws.

Section 4 A member may be dismissed from membership for conduct which tends to injure the INSTITUTE. No member shall be dismissed without an opportunity for appeal as provided in the Bylaws.

ARTICLE V. FINANCES

Section 1 Each member of the INSTITUTE shall pay dues as provided in the Bylaws.

Section 2 The financial year of the INSTITUTE shall be from January 1 to December 31, inclusive.

Section 3 The Executive Committee, in consultation with the Council, shall approve the annual budget of the INSTITUTE to allocate funds as prescribed in the Bylaws.

Section 4 Each member shall receive a copy of the Annual Report of the INSTITUTE.

ARTICLE VI. OFFICERS

Section 1 The officers of the INSTITUTE shall be a President, a President-Elect, a Past President, a Secretary and a Treasurer as designated in the Bylaws.

Section 2 The duties of the officers of the INSTITUTE shall be such as usually pertain to the offices they hold and also any other duties as may be delegated by the Council or specified in the Bylaws.

Section 3 The officers of the INSTITUTE shall serve as an Executive Committee.

ARTICLE VII. GOVERNANCE

Section 1

a) The INSTITUTE shall be governed by this Constitution.

b) The INSTITUTE shall make such Bylaws not in conflict with this Constitution as may be necessary for governance of the INSTITUTE.

Section 2

a) The Council shall be comprised of the officers of the INSTITUTE and additional Councilors as provided in the Bylaws.

b) The Council shall deliberate all issues pertaining to the object, composition, membership, finances, functions and services of the INSTITUTE and shall make recommendations to the Executive Committee for their implementation.

Section 3 The overall implementation of policies of the INSTITUTE shall be the responsibility of the Executive Committee.

ARTICLE VIII. ELECTIONS

Section 1 The INSTITUTE shall hold elections for all offices by secret ballot as established in the Bylaws.

Section 2 Members of the INSTITUTE only shall be eligible to vote in elections as prescribed in the Bylaws.

Section 3 The INSTITUTE shall nominate Officers and Councilors in a timely manner to fill all vacancies as prescribed in the Bylaws.

ARTICLE IX. MEETINGS

Section 1 The INSTITUTE shall hold meetings as necessary to effectuate its objects.

ARTICLE X. PUBLICATIONS

Section 1 The INSTITUTE shall issue publications which promote its objects.

ARTICLE XI. BRANCHES AND CHAPTERS

Section 1 Members of the INSTITUTE may form Branches and Chapters that are consistent with the objects of the INSTITUTE.

Section 2 Branches and Chapters within the INSTITUTE will be chartered, governed, and dissolved as prescribed in the Bylaws.

Section 3 Each Branch or Chapter shall adopt its own bylaws which shall be consistent with the Constitution and Bylaws of the INSTITUTE.

Section 4 No action or obligation of a Branch or Chapter shall be considered an action or obligation of the INSTITUTE.

ARTICLE XII. AMENDMENTS

Section 1 This Constitution may be amended by the Council and vote of the membership as provided in the Bylaws.

ARTICLE XIII. EFFECTIVE DATE

This Constitution of the INSTITUTE became effective on the twenty-third day of June, 1995.

THE INSTITUTE OF BIOLOGICAL ENGINEERING

BYLAWS

Approved: 23 June, 1995

Amended on 12 July 1998; 20 July 2004; 3 March, 6 March, and 31 May, 2005;
12 March 2006; 9 March 2008; March 2013; December 2017
30 January 2018

ARTICLE I. MEMBERSHIP

Section 1 Member

- a) The Membership Committee may approve for member an individual who has an earned bachelor's degree in a field consistent with the purposes of the INSTITUTE or has three years of experience in a field consistent with the purposes of the INSTITUTE.
- b) A member shall be entitled to all rights and privileges of membership as provided in these Bylaws.

Section 2 Member who is an enrolled student

- a) The Membership Committee may approve for member an individual who is an undergraduate or graduate student enrolled in a curriculum in a degree program consistent with the purposes of the INSTITUTE.
- b) Student status shall be certified by an Official of the University.
- c) A member who is a student shall be entitled to all rights and privileges of membership except that of holding an elected position of the INSTITUTE, other than offices specifically identified in the Bylaws, for example, student representative of the Council.

Section 3 Associate Member

- a) The Membership Committee may approve as an associate member an individual who is a member of an affiliate professional society.
- b) Associate membership shall only be available to individuals who have not previously been regular members of the INSTITUTE. Individuals must maintain concurrent membership in the affiliate society while an affiliate of the INSTITUTE.
- c) An associate member shall be entitled to all rights and privileges of membership as provided in these Bylaws except from voting or holding any elected position of the INSTITUTE.
- d) Associate membership can be converted to regular membership at any time, provided the member pays the appropriate dues differential.

Section 4 **Honorary Member**

- a) The Membership Committee may recommend and the Council approve honorary membership for any member who petitions the Membership Committee and who meets all of the following requirements.
- 1) A member who has served as member of the INSTITUTE or another professional society for a total of 35 years.
 - 2) A member who has demonstrated distinction in performance and service towards the furtherance of the objects of the INSTITUTE as recognized by the Membership Committee.
- b) An honorary member shall be entitled to all rights and privileges of membership except that of holding an elected position of the INSTITUTE.

Section 5 **Membership Term**

The membership year shall be from January 1 through December 31.

Section 6 **Membership Renewal**

Membership in the INSTITUTE and the obligations for dues continue automatically unless a member's resignation is received by the Membership Committee prior to the end of the calendar year for which dues have been paid. Members whose dues payments have not been received by June 1 shall be dismissed from membership in the INSTITUTE.

Section 7 **Termination of a Member**

The Executive Committee of the Council may dismiss any member, student member, or honorary member in writing for nonpayment of dues or for conduct which adversely affects the reputation of the INSTITUTE or which is contrary to its objects.

Section 8 **Termination Appeal**

Members may appeal in writing within sixty days decisions of the Executive Committee of the Council. Appeals will be investigated and evaluated by the Membership Committee which will make a recommendation to the Council for final action.

ARTICLE II. FINANCES

Section 1 **Annual Budget**

The Executive Committee, in consultation with the Council, shall approve the annual budget of the INSTITUTE, allocating funds as deemed necessary for its objects.

Section 2 **Annual Membership Dues**

shall be approved by the Council.

ARTICLE III. OFFICERS

Section 1 The elected officers of the INSTITUTE shall be a President, a President-elect, a Past-President, a Secretary and a Treasurer.

Section 2 **Executive Committee**

The officers of the INSTITUTE shall serve as the Executive Committee of the INSTITUTE which shall have the responsibility of the overall implementation of the policies of the INSTITUTE. The Officers shall also serve as officers of the Corporation.

Section 3 **Treasurer**

The Treasurer shall be the legal custodian of all funds of the INSTITUTE. The investment and expenditure of funds shall be made by the Treasurer, consistent with the budget approved by the Council.

Section 4 **Terms of the Elected Officers**

- a) The offices of President, President-Elect and Past-President are each one year terms, with the person elected President-Elect serving as President and then Past-President in subsequent consecutive years.
- b) The Secretary and Treasurer shall each serve two year terms, with terms commencing in alternate years. The term of the Secretary shall begin in odd-numbered years and the Treasurer in even-numbered year.
- c) The term of office for the incoming elected officers shall commence at the end of the annual business meeting of the INSTITUTE.
- d) Ceremonial transfer of officers shall be at the annual meeting of the INSTITUTE.

ARTICLE IV. COUNCIL

Section 2 **Terms of the Councilors**

- a) The nine Councilors at-large shall serve two year terms commencing January 1 and ending December 31. All Councilors at-large are eligible to serve a maximum of two consecutive two-year terms in the same or different positions. Eligibility is restored after a lapse of one year.
- b) The undergraduate student Councilor shall serve a one year term commencing January 1 and ending December 31.
- c) The graduate student Councilor shall serve a one year term commencing January 1 and ending December 31.
- d) The Communities Councilors shall serve two year terms commencing January 1 and ending December 31.

Section 4 Committees of the Council

shall be chaired by INSTITUTE members who shall preside at Committee meetings (7/98). Each Committee Chair shall serve a one year term, commencing before January 15 of each year.

- a) **The Bylaws Committee** shall be composed of the President-Elect, the immediate Past President, and at least one other member. The President-Elect shall serve as chair. It has the following duties:
 - 1) to maintain and distribute to membership Bylaws as necessary, and
 - 2) to bring amendments to the Bylaws to the Council for consideration.

- b) **The Nominations/Elections Committee** shall be composed of the past two Presidents and one additional member of the INSTITUTE. The immediate Past-President shall serve as the chair. It has the following duties:
 - 1) to receive nominations for Officers and Councilors at-large from the members of the INSTITUTE, supplementing those nominations as necessary to insure broad technical and geographical representation among the nominees.
 - 2) to coordinate elections of Officers and Councilors of the INSTITUTE.
 - 3) to monitor timely selection of INSTITUTE committee members.
 - 4) to receive and maintain names of Chapter and Community officers.
 - 5) to investigate, in cooperation with the President, allegations of improper election procedures in Chapters and Communities.

- c) **The Publications Committee** Membership shall include the Editor of the Journal of Biological Engineering and the Newsletter editor. It has the following duties:
 - 1) to develop and maintain a system of publications (books, journals and scientific communications, newsletters, etc.) to meet the needs of biological engineers, scientists, technologists and allied professionals.
 - 2) to supervise publication operations.
 - 3) to consult with editors concerning editorial policy.
 - 4) to receive publication suggestions and to make recommendations to the Council concerning publications.

- d) **The Public Relations Committee** is charged by the President at the beginning of the new term with the following duties:
 - 1) to develop and implement programs for the advancement of the profession of biological engineering.
 - 2) to cooperate with other societies and institutes in advancing public recognition of the professional status of biological engineering.
 - 3) to develop programs which promote the understanding and appreciation of biological engineering to the public.

- 4) to develop a social media presence for IBE (web page, Facebook, blog, wiki, etc.)
- e) **The Meetings Committee** is charged by the President at the beginning of the new term with the following duties:
- 1) to study options and to make recommendations to the Council regarding meeting dates, locations, and themes.
 - 2) to monitor quality/effectiveness of meetings sponsored by the Institute.
 - 3) to make recommendations for improvements of meetings to the Council.
 - 4) to coordinate with the Local Arrangements and Program Coordinators on issues related to specific program needs for each meeting.
- e) **The Membership Committee** is charged by the President at the beginning of the new term with the following duties:
- 1) to make recommendations to the Council concerning policies for membership.
 - 2) to investigate appeals from dismissed members and to report findings to the Council.
 - 3) to develop membership recruitment efforts.
- h) **The Student Activities Committee** is charged by the President at the beginning of the new term with the following duties:
- 1) to promote student involvement in all Institute activities.
 - 2) to make recommendations to the Council concerning student policies, accreditation, continuing education, and professional registration for biological engineers.
 - 3) to consider petitions for the formation of new academic Chapters.
 - 4) to make recommendations to the Council for formations and/or dissolutions of Chapters.
 - 5) to promote cooperation and communication among Chapters.
 - 6) to assist Chapters and Communities in coordinating their efforts among each other and with the INSTITUTE.
 - 7) to collect and make available to the membership the names of officers of Chapters
 - 8) to review status of Chapters.
- i) **The Recognitions/Awards Committee** is charged by the President at the beginning of the new term with the following duties:
1. to identify and recommend appropriate awards to the Council.

2. to establish and recommend policy for recognitions and awards for the INSTITUTE.
 3. to receive nominations for recognitions and awards that are given by the INSTITUTE.
 4. to administer recognitions and awards activities.
- j) **Ad Hoc Committees:** The President in consultation with the Council may appoint other Committees to consider and report upon INSTITUTE matters within the Council's jurisdiction.

Section 5 Council Meeting and Quorum

The Council shall meet not less than once each year. In any meeting of the Council, sixty-seven percent of the voting Councilors shall constitute a quorum. The Council shall meet in person at the annual meeting of the INSTITUTE. Other meetings can be convened in person or by other bi-directional communication modalities.

Section 6 Majority Vote at the Council Meeting

All actions of the Council shall be made by simple majority vote, except that of discontinuing Communities or Chapters, which shall be made by a two-thirds vote.

ARTICLE V. ELECTIONS

Section 1 Nomination for the Election of Officers

Nominations for the Election of Officers of the INSTITUTE shall be made in writing to the Nominations and Elections Committee of the INSTITUTE by November 1 of the year preceding the term in office. Ballots will be made available to all members of the INSTITUTE for at least two weeks prior to the close of balloting. Completed ballots shall be due to the Nominations and Elections Committee for tally by December 15 of the year preceding the term in office.

Section 2 Nomination of the Election of the Councilors

Nominations for the Councilors of the INSTITUTE shall be made in writing to the Nominations and Elections Committee by November 1 of the year preceding the term in office. Ballots will be made available to all members of the INSTITUTE for at least two weeks prior to the close of balloting. Completed ballots shall be due to the Nominations and Elections Committee for tally by December 15 of the year preceding the term in office.

Section 3 Filling Vacant Term of the Councilor

In the event that a Councilor resigns or is elected to an Office of the Institute, a new Councilor will be appointed by the President to complete that Councilor's term. This appointment will be made in consultation with the Nominations and Elections Committee.

Section 4 Branches and Communities

- a) The INSTITUTE Branches are referred to as Communities. Each Community shall elect by ballot of Community membership a Community Chair, Community Treasurer and Community Secretary by December 31 of the year preceding the term in office. A list of these officers, certified by the Community Councilor, must be supplied to the Nominations and Elections Committee by January 1 of the year of the term in office. Other officers may be elected by a Community as necessary to further its purposes.
- b) Each Community shall elect a Councilor, if necessary for that year, by ballot of Community membership. Balloting shall be completed by December 31 of the year preceding the term in office. The name of the elected Councilor, certified by the Community Councilor in office, must be supplied to the Nominations and Elections Committee of the INSTITUTE by November 15 of the same year.

ARTICLE VI. COMMUNITIES

Section 1 Definition and Organization of a Community

Members of the INSTITUTE with a common interest in either a technical or geographic area may organize into a Community. Each Community shall be headed by an Executive Committee member.

- a) Any 5 members of the INSTITUTE may request in a signed petition to the Council for authorization to establish a Community. The petition shall include the name of the proposed Community, a statement of the objects of the proposed Community, the particular field of INSTITUTE interest to be stimulated and developed by the proposed Community, and the reasons why the petitioners deem it wise to establish the Community.
- b) The Council shall consider and, when deemed appropriate, approve a request to establish a Probationary Community. The Council shall assist in the organization of a Probationary Community for a period of not more than two years.
- c) The Executive Committee of the Probationary Communities shall prepare Bylaws for the Community, and submit them to the Council.
- d) Probationary Communities are required to have a minimum of 10 members prior to being considered for Community status.
- e) At any time within the two-year probationary period, the Council may approve the formation of the Community or the dissolution of the Probationary Community. Upon approval of the formation of the Community it becomes eligible to elect a Councilor.

Section 2 All members of a Community shall be members of the INSTITUTE.

Section 3 Each Community shall be governed by its Bylaws. A Community shall elect its own officers and a Councilor.

Section 4 A Community may assess its member's dues or raise funds to be expended for its own purposes and may have the entire management and control of said funds.

Section 5 Any meeting of a Community held as part of a meeting of the INSTITUTE, with the exception of a business meeting, shall be open to all members of the INSTITUTE.

Section 6 Each Community shall prepare an annual report and submit it to the Council, including a report on the expenditure of its funds.

Section 7 Each Community may propose to the Meetings Committee on programs for the meetings sponsored by the INSTITUTE.

Section 8 Any Community may be discontinued by the Council for good and sufficient reasons.

ARTICLE VII. CHAPTERS

Section 1 Academic Chapters

Members of the INSTITUTE affiliated with a single academic institution may petition to charter an Academic Chapter of the INSTITUTE.

- a) Any 5 members of the INSTITUTE who are affiliated with a single academic institution may request in a signed petition to the Student Activities Committee for authorization to establish a Chapter. The request shall include purpose and objectives of the organization, documents pertaining to the organization's governance, and the reasons why the petitioners are seeking to become a Chapter.
- b) The Student Activities Committee shall present and make recommendations to the Council concerning this petition. The Council shall consider and, when deemed appropriate, approve a request to establish a Chapter.

Section 2 Membership in the Chapter

Each Chapter may establish its own membership definitions, bylaws, offices and policies provided they are consistent with the objects of the INSTITUTE.

Section 3 Number of Members Required

At least five (5) members of a Chapter must be members of the INSTITUTE, and the faculty advisor of the must be a member

Section 4 Chapter Membership Dues

A Chapter may assess its members dues or raise funds to be expended for its own purposes and may have the entire management and control of said funds.

Section 5 Activity Committee

The Student Activities Committee shall oversee activities of Chapters. Each Chapter shall be reviewed every five years by the Student Activities Committee.

Section 6 Annual Report

Each Chapter shall prepare an annual report and submit it by June 1 to the Student Activities Committee

Section 7 Discontinuation of a Chapter

Any Chapter may be discontinued by the Council for good and sufficient reasons.

ARTICLE VII. PUBLICATIONS

Section 1 The INSTITUTE or its Communities may issue or sponsor, independently or with other professional societies, such publications which in the judgment of the Council satisfy the purposes of the INSTITUTE.

Section 2 Publications of the INSTITUTE shall be made available to members and non-members under conditions prescribed by the Executive Committee.

ARTICLE VIII. MEETINGS

Section 1 Annual Meeting of the INSTITUTE

The INSTITUTE shall hold one annual meeting at such time and place as determined by the Council.

Section 2 Annual Business Meeting

An annual business meeting of the INSTITUTE shall be held at the Annual Meeting of the INSTITUTE.

- a) Announcements of the business meeting shall be publicized to the membership not less than thirty (30) days before the date of the meeting.
- b) Presence of 10 IBE members in good standing will constitute the quorum
- c) The President will preside over the business meeting
- d) The Agenda of the business meeting will include reading and approval of minutes of the last business meeting, treasurer's report and the State of the INSTITUTE given by the President.
- e) The Business Meeting will conclude with the introduction and installation of incoming elected officers of the INSTITUTE and the elected Councilors

Section 3 Other Meetings

may be organized or sponsored by the INSTITUTE or its Communities.

ARTICLE IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1 The Corporation shall indemnify and hold harmless any director or former director or officer of the Corporation, or any person who may have served at the request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by that person in connection with the defense of any action, suit or proceeding in which that person is made a party by reason of being or having been such director or officer, except in relation to matters

as to which that person shall be adjudged in such action, suit, or proceeding to be liable for fraud in performance or nonperformance of a duty.

ARTICLE X. DISSOLUTION

Section 1 Anything to the contrary notwithstanding, the purpose or purposes for which the INSTITUTE is organized are limited to such as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. Upon dissolution of the INSTITUTE the Council shall distribute all remaining assets to such organization that are also exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or Successor Statutory Authority.

ARTICLE XI. AMENDMENTS TO THE CONSTITUTION

Section 1 Any 25 members of the INSTITUTE may propose an amendment to the CONSTITUTION in a signed petition to the Bylaws Committee of the Council.

Section 2 The Bylaws committee, on behalf of the Council or the membership, may propose in writing an amendment to the Constitution.

Section 3 Each petition or proposal for amendment to the Constitution shall be considered by ballot made available to all members of the INSTITUTE. At least 50% of the membership must vote, and amendments will pass with 67% approval of the voting members.

ARTICLE XII. AMENDMENTS TO THESE BYLAWS

Section 1 Any 25 members of the INSTITUTE may propose an amendment to these Bylaws in a signed petition to the Bylaws Committee of the Council.

Section 2 The Bylaws committee, on behalf of the Council or the membership, may propose in writing an amendment to these Bylaws to the Council.

Section 3 Each petition or proposal for amendment shall be considered at that meeting of the Council which immediately follows receipt of the petition by the Bylaws Committee.

ARTICLE XIII. EFFECTIVE DATE

These Bylaws became effective on the twenty-third day of June, nineteen hundred and ninety-five.

Dates Amended:

These Bylaws were amended on the twelfth day of July nineteen hundred and ninety-eight, the 20th day of July, two thousand and four, the 3rd and 6th days of March and 31st day of May, two thousand and five, the 12th day of March, two thousand and six, the 9th day of March, two thousand and eight, and the XX day of March, two thousand and twelve.