

SOCIETY OF AMERICAN VALUE ENGINEERS

NATIONAL CONSTITUTION

Approved by the Officers and Board of Directors
As amended on January 22, 1965
At the Fourth Board Meeting, Miami Beach, Florida

January, 1965

ARTICLE I. NAME

Section 1. The name of this Society is the "Society of American Value Engineers". The official abbreviation of the Society's name will be "SAVE".

Section 2. Each local unit of the Society shall be known as a Chapter. Each Chapter shall be identified by inserting in its title the name of the geographical area which it serves.

Section 3. The Society is a non-profit corporation, incorporated October 22, 1959, and chartered under the laws of the District of Columbia.

ARTICLE II. OBJECTIVES

Section 1. The objectives of this Society are to promote the advancement of the knowledge and application of value engineering.

ARTICLE III. MEMBERSHIP

Section 1. The members of the Society shall be those individuals or organizations who are interested in the objectives of the Society and who meet the requirements for membership as specified in the By-Laws.

Section 2. The grades of membership of the Society, the membership qualifications, privileges, and the requirements for admission and transfer shall be specified in the By-Laws.

Section 3. Applicants for membership shall be elected only as provided in the By-Laws.

Section 4. A member may be dropped from membership for non-payment of dues, or for conduct which in anywise tends to injure the Society or to affect adversely its reputation, or which is contrary to or destructive of its objectives. A member who has violated the Constitution of the Society or who is guilty of conduct rendering him unfit to remain a member may be expelled after he has been given opportunity to be heard in his own defense as provided in the Bylaws.

Section 5. The term "member" when printed without an initial capital, where used in this Constitution and the Bylaws, includes all grades of membership.

ARTICLE IV. DUES AND FEES

Section 1. The dues and fees shall be determined by the Board of Directors and shall be specified in the Bylaws. No increase in dues or fees shall be effective until after two months notice by announcement in an official publication of the Society or by letter to the membership.

Section 2. Annual dues shall be payable in advance for the ensuing fiscal year.

Section 3. The dues collected shall be apportioned between the Society and the Chapters as specified in the Bylaws.

ARTICLE V. MANAGEMENT

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

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

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

Section 4. A simple majority of the Board members present at any meeting shall constitute a quorum for the transaction of Society business.

Section 5. In conducting the affairs of the Society, the Board may, by a two-thirds vote of its members, adopt Bylaws or amend the Bylaws in harmony with this Constitution.

Section 6. The Board may, by a majority vote of the members present at any meeting, establish, amend, or revise procedures for the conduct of the business affairs of the Society, for the ordering and conduct of its professional or business meetings, and for the guidance of its committees in their work, provided that such procedures are in harmony with the Constitution and Bylaws.

Section 7. The Board may accept gifts of money or other things of value for and in the name of the Society. The deposit, investment, and

ARTICLE V. MANAGEMENT (continued)

Section 7.

disbursement of all funds shall be subject to the direction of the Board.

Section 8. The Board shall have authority to establish and fix the

location of an official headquarters of the Society.

ARTICLE VI.

BOARD OF DIRECTORS

Section 1. A Board of Directors shall be the governing body of the Society and shall consist of the officers and directors elected by the voting members. The President of the Society shall preside.

Section 2. The Board shall consist of the President, Vice Presidents, Secretary, Treasurer, and not less than six (6) nor more than fifteen (15) Directors elected from the membership. Each region, as provided for in Article VIII, shall be entitled to one Director. A new region may be designated by a majority vote of the Board and will take effect at the beginning of the next fiscal year.

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

Section 4. The Board may, by a two-thirds vote of its members, declare a vacancy on the Board on the failure of an incumbent for six (6) months, due to inability or otherwise, to attend Board meetings or to perform the duties of his office.

Section 5. The Board of Directors may designate or appoint one or more committees which shall have such powers as the Board may confer upon them from time to time.

Section 6. Only members in good standing shall be eligible to serve as Regional Directors of the Society and they shall be of Fellow, Senior Member, or Member grade.

ARTICLE VII. OFFICERS

Section 1. The National Officers of the Society shall be a President, three functional Vice Presidents (Administration, Professional Development, Communications), a Secretary, and a Treasurer.

Section 2. Only members in good standing shall be eligible to serve as National Officers of the Society and they shall be of Fellow, Senior Member, or Member grade.

Section 3. The Board may designate Honorary Vice Presidents and a General Counsel for the Society.

Section 4. When financial and other conditions warrant, the Board is authorized to appoint an Executive Secretary of the Society, to define the duties, and to fix his compensation and tenure of office. The Board shall also be authorized to appoint an Assistant Secretary, an Assistant Treasurer, and other auxiliary officers, if and when such action would facilitate the transaction of the Society's business.

ARTICLE VIII. REGIONS AND CHAPTERS

Section 1. The Society membership shall be organized into Regions and Chapters for administrative and technical activities. The Society organization shall be divided into not less than six (6) nor more than fifteen (15) geographical regions as determined by the Board and whose boundaries are specified in the Bylaws.

Section 2. The Board shall have authority to grant, deny, or revoke Chapter charters.

Section 3. The provisions of the Constitution and the Bylaws of the Society shall govern the procedures of Regions and Chapters, but no action or obligation of such components shall be considered an action or obligation of the Society.

Section 4. Chapters composed of members of various grades may be established in any locality after application to, and approval by, the Board of Directors.

ARTICLE IX.

MEETINGS

Section 1. An Annual National Meeting shall be held at such time and place as the Board may decide and such other meetings shall be held as are necessary to carry out the objectives of the Society.

Section 2. There shall be a Business Meeting of the Society during the Annual National Meeting. At Business Meetings, fifty (50) voting members shall constitute a quorum for the purpose of transacting business.

Section 3. A special Business Meeting of the Society may be called at any time and place at the discretion of the Board, or shall be called by the National Secretary upon the written request of at least 25 percent of the membership. The call for such a meeting shall be issued in writing to the entire membership at least thirty (30) days prior to the date set for it, and shall state the business to be considered. No business shall be transacted other than that for which the special meeting was called.

Section 4. Regional Meetings may be sponsored and arranged jointly by a Regional Director and the local chapters to serve the members in the Region.

Section 5. Chapter meetings shall be held at regular intervals in accordance with the Bylaws of the respective chapters.

Section 1. Nominations for President, Vice Presidents, Secretary and Treasurer shall be made by a National Nominating Committee which shall select at least two and not more than three names for each elective office. The methods for constituting the committee and for making nominations shall be specified in the Bylaws.

Section 2. Nominations for Regional Directors shall be made by Regional Nominating Committees which shall select at least two and not more than three names for each directorship. The methods for constituting these committees and for making nominations shall be specified in the Bylaws.

Section 3. Nominations for National Officers and Regional Directors may also be made by petition as provided in the Bylaws.

Section 4. The National Officers shall be elected by mail vote of the voting membership of the Society, in the manner specified in the Bylaws.

Section 5. The Regional Directors shall be elected by mail vote of the voting membership of the regions from which they are to serve, in the manner specified in the Bylaws.

Section 6. Ballots shall be distributed by the National Secretary to the voting members at least sixty (60) days before each annual meeting, and must be returned to be counted not later than thirty (30) days prior to the Annual Meeting. Ballots shall be counted before each Annual Meeting by a Tellers Committee nominated by the President and confirmed by the Board.

Section 7. The elective officers of local chapters shall be nominated and elected in the manner provided in their local Chapter Bylaws.

ARTICLE X.

NOMINATIONS AND ELECTIONS (continued)

Section 8. The Directors from even-numbered Regions shall be elected in even-numbered years. The Directors from odd-numbered Regions shall be elected in odd-numbered years. The Officers shall be elected annually.

Section 9. National Officers shall not serve more than two (2) terms consecutively. After a second successive term, National Officers shall not be eligible for election to the offices they held until a period of two (2) years has elapsed.

ARTICLE XI.

COMMITTEES

Section 1. Committees of the Society shall be established for the purpose of expediting the business of the Society, advising the officers of the Society, and transacting specific activities of the Society.

Section 2. The names, areas of responsibility and duties of all standing committees shall be defined by the Board and such committees shall be responsible to the Board.

Section 3. The areas of responsibility and duties of all special committees shall be defined by the President and such committees shall be responsible to the President.

ARTICLE XII. PUBLICATIONS

Section 1. The Society shall issue or sponsor such publications as in the judgment of the Board will best carry out the objectives of the Society. One of such publications shall be designated by the Board as the Official organ of the Society for the dissemination to its members of information about Society business.

Section 2. The publications and papers of the Society shall be issued in such manner as the Board may direct, or as may be prescribed in the Bylaws.

Section 3. Publications of the Society shall be made available to all members in good standing and also may be made available to non-members, under such conditions as the Bylaws or Regulations of the Board may provide.

ARTICLE XIII. BYLAWS

Section 1. The Board shall make such Bylaws not in conflict with this Constitution as may be necessary for the proper management of the Society's affairs.

Section 2. The Board, by a two-thirds affirmative vote of its members, may make, amend or revoke any Bylaws. The text of the proposed Bylaw or amendment shall be in the hands of each member of the Board at least fifteen (15) days before the meeting at which a vote on the proposed Bylaw or amendment is to be taken.

Section 3. A Bylaw or an amendment shall take effect immediately upon its approval by the Board, and shall be published by the Secretary.

ARTICLE XIV. AMENDMENTS

Section 1. Amendments to this Constitution shall be made by mail ballot of the voting members.

Section 2. Amendments to this Constitution may be proposed by a two-thirds vote of the Board members present at a regular meeting, or by a petition signed by at least one hundred members in good standing, not more than one-third of whom are identified with any one local chapter.

Section 3. A statement of the proposed amendment shall be mailed with a ballot to each voting member at least sixty (60) days before the date designated for counting the ballots. Balloting shall be in accordance with the Bylaws.

Section 4. An amendment shall become effective upon the affirmative vote of two-thirds of the votes cast by members in good standing, provided that not less than twenty-five (25) percent of the members in good standing cast their ballots in the referendum.

Section 5. Voting members shall be notified of the results as soon as practicable by notice in a publication going to all voting members.