

CONSTITUTION AND BYLAWS
THE ASSOCIATION OF CHINESE CORROSION
ENGINEERS INTERNATIONAL

September 22, 2004

CONSTITUTION

Article I Name and Object

Section 1. The name of organization shall be the Association of Chinese Corrosion Engineers International.

Section 2. The purpose for which it has been formed is the growth of the Chinese corrosion professional worldwide, (1) to promote formal and informal networking among professional in corrosion and corrosion control field worldwide; (2) to encourage science, engineering, technology, business, and education development in the indicated field of interest;

Article II Membership

Section 1. The membership shall consist of Individual, Corporate, Student, and Honorary Members. The Board of Directors (herein referred to as "Board") may from time to time authorize other classifications of membership as defined in the Bylaws of the association.

Section 2. The active member refers to the individual member and student member who have fulfilled the duty of the corresponding memberships.

Article III Admission and Dismissal of Members

Section 1. All member candidates must submit a completed application for membership to the Office of the association. The candidate shall be admitted to membership if his/her credentials meet the requirements for membership as specified in Article II (Membership). Upon such admission, and as soon as the association has received the required dues payment, the new member shall be entitled to all the rights and privileges of membership in the Association. The names of the new members shall be announced to the Association.

Section 2. Upon the written request of ten or more active members that, for cause stated therein, a member be dismissed, the Board of Directors shall consider the matter and, if there appears to be sufficient reason, shall advise the accused of the charges against him/her. He or she shall then have the right to present a written defense, and to appear in person before a meeting of the Board of Directors, of which meeting he/she shall receive notice at least twenty days in advance. Not less than two months after such meeting the Board of Directors shall finally consider the case and, if in the opinion of the majority of the Board of Directors a satisfactory defense has not been made and the accused member has not in the meantime tendered his resignation he shall be dismissed from the Association.

Section 3. Nominees for Honorary Membership may be recommended by the Board. Election of Honorary Members shall require the three fourth vote of the Board of Directors present at a regular meeting of the Board of Directors, a quorum being present. Honorary Members shall pay no entrance fee or annual dues and shall have all the rights and privileges of active members. Elections to Honorary Membership shall not cause the number of Honorary members to exceed one half of one percent of the active membership of the Association as of the end of the previous calendar year, and no more than three Honorary Members shall be elected in any one calendar year.

Section 4. The entrance fee, if any, and any other payments to be made by the members of the Association shall be paid in accordance with regulations set forth in the Bylaws.

Article IV Officers

Section 1. The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected by the membership for their normal elected term.

Section 2. All candidates for the elective offices set forth in Section 1, above, shall be active members of the Association who have served for at least one year on the Board of Directors or who have served for at least two years on a Standing Committee.

Section 3. All officers shall be elected for a term of one year. The terms of office of the Officers shall begin at the January 1 to December 31 after their election. Each Officer shall serve until the successors have qualified.

Section 4. No elected Officer shall receive, directly or indirectly, any salary, compensation, or emolument from the Association, either as such Officer or in any other capacity or be financially interested, directly or indirectly, in any contract relative to the operations conducted by the Association, or in any contract for furnishing supplies thereto, unless authorized either by the Bylaws or by a vote of the majority of the entire Board of Directors.

Section 5. A vacancy in the office of President shall be filled by the Vice President who is designated Acting President for the remainder of that term in addition to his own duties. A vacancy in the office of Vice President shall be unfilled for the remainder of that term. A vacancy in the office of Secretary and of Treasurer shall be filled by the Board of Directors for the remainder of that term.

Section 6. No revision or amendment of this Constitution shall affect the tenure of office of any duly elected and incumbent Officer.

Article V Election of Board Members and Officers

Section 1. The President on assuming office shall, with the approval of the Board of Directors, appoint a Nominating Committee of five members, one of who shall be designated as Chairman. The Committee shall consist of a Past President, an Officer of the Association, and three active members, who shall be members or past members of the Board of Directors.

Section 2. The candidates for the Board Members: The Nominating Committee will seek nominations from the ACCE members at large and validate the eligibility of the candidates. Each ACCE member can nominate up to two candidates, including self-nomination.

Section 3. The candidates for the Officers including the President-Elect, Secretary, and Treasurer: The Nominating Committee will seek nominations mainly from the ACCE Board members and validate the eligibility of the candidates. Each Board member can nominate up to two candidates, including self-nomination.

Section 4. The candidate or the nominator shall submit a biography describing the candidate's qualification, experience, interests, and plan. The nomination will not be deemed complete without submission of the biography.

Section 5. The Nominating Committee shall send to the Secretary its nomination for two candidates for each of the remaining offices to be filled including President-Elect, Secretary, and Treasurer, in addition to its nomination for new Board Members. It shall be the duty of the Nominating Committee to notify each candidate of his nomination and obtain his acceptance. The report of the Nominating Committee shall be published in an Association publication distributed to all members no later than the September.

Section 6. The Secretary shall present the report of the Nominating Committee for approval of Board of Directors.

Section 7. Online election will be used to facilitate the annual election. The annual election shall be carried out no later than the end of October. The Secretary shall post every active member a ballot containing the names of all candidates thus nominated. Biographies of the candidates shall be made available to the membership online. Only active members are eligible to vote.

Section 8. The candidate receiving the greatest number of votes for an office shall be considered elected. The President shall immediately notify all candidates of the results of the election.

Section 9. Elected Officers are not eligible for one immediate re-election. The Vice-President is also called the President-Elect and shall resume the President office in the immediate next term.

Article VI Management

Section 1. The affairs of the Association shall be managed by a Board of Directors, which shall, in conformity with the Articles of Constitution of the Association, have a membership as specified in the Bylaws of the Association. A majority of the Board membership represented in person shall constitute a quorum. No one shall simultaneously serve as Chairman of two or more Committees.

Section 2. In the absence of a Director from a meeting of the Board, his alternate may, upon written notice to the Secretary, attend such meeting and exercise therein the rights, powers, and privileges of the absent Director. No member of the Board shall serve simultaneously as an alternate.

Section 3. The Board of Directors shall prepare and adopt a series of Bylaws which shall govern the Association under this Constitution with respect to its meetings, its procedure, and all other matters not specifically referred to in this Constitution. It shall require the affirmative vote of two thirds of the entire Board on roll call vote to adopt or amend said Bylaws; The text of the proposed Bylaws or amendments shall be furnished to each member of the Board of Directors at least ten days before the meeting at which the vote on the same is to be taken.

Section 4. The duties of the President, Vice President, Secretary and Treasurer shall be such as usually pertain to the office they hold in addition to duties specifically designated in the Constitution or Bylaws or by the Board of Directors. The Secretary shall be in administrative charge of the Association Office. The Secretary shall, in all matters concerning the affairs of the Association, carry out the prescriptions of the Constitution, Bylaws, and the Board of Directors. In cases in which no prescription or precedent exists, he shall obtain decisions from the Board of Directors, or, if time does not permit, he shall confer with the President. All funds expended by the Director shall be under the control of the Treasurer, who shall be responsible to the Board of Directors for proper expenditure of such funds. On behalf of the Board of Directors, the President shall present a report at the Annual Meeting of the Association. The Secretary and the Treasurer shall also present reports at each Annual Meeting. The nature of these reports shall be specified in the Bylaws.

Section 5. All standing committees shall be appointed by the President, subject to the approval of the Board of Directors, and shall be responsible to the Board of Directors.

Article VII Revision

Section 1. "Robert's Rules of Order Revised" shall be used to govern all meetings of the Association whenever the rules established by the Constitution, Bylaws or standing rules of the Association do not apply.

Section 2. An Annual Business Meeting shall be held each spring and the Board of Directors shall designate. Proxy or mail votes shall be honored.

Section 3. Other meetings may be held at such times and places as the Board of Directors shall select. The President shall call a meeting at the written request of thirty or more active members.

Section 4. Notice of all meetings shall be sent to all members at least thirty days in advance.

Section 5. Any motion made and seconded by active members or submitted in advance by written petition of at least ten active members shall be considered at the Business Meeting. Approval to submit a motion to a referendum of the Association by an email vote shall require a two-thirds majority vote of the active members in attendance, a quorum being present.

Article VIII General

Section 1. A quorum of the Association shall consist of fifty active members, present in person or by proxy.

Section 2. Only those active members whose dues have been paid shall be entitled to vote at any meetings. A member may vote by proxy or by mail/email. No proxy shall be valid after the expiration of eleven months from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it.

Section 3. The fiscal year of the Association shall begin on January 1 and close on December 31.

Article VIII Amendments

Section 1. A proposal to amend this Constitution shall be made in writing, signed by at least ten active members, and addressed to the Secretary who will present it to the Board of Directors at its next regular meeting. The proposal, with the recommendations of the Board of Directors, shall then be presented to the Association at its next Annual Business Meeting. Approval shall require a two third majority vote of a quorum of active members present or by proxy. Final action shall be by mail/email vote of the membership where an affirmative vote of two thirds of those voting shall be required for approval.

BYLAWS

Article I Identity and Abbreviation

Section 1. The Association of Chinese Corrosion Engineers International shall also do business as: The ACCE International.

Section 2. The abbreviated name of The ACCE International shall be ACCE.

Article II Annual Business Meeting

Section 1. At the Annual Business Meeting of the Association, the order of procedure shall be as follows:

Approval of the minutes of the last meeting.

Reports of the Board of Directors, the Secretary, and the Treasurer.

Deferred Business.

New Business.

Section 2. The Annual Business Meeting of the Association shall preferably be held in the spring.

Article III Non-Voting Memberships

Section 1. Corporate Membership. Corporations, partnerships, and individual proprietorships, and departments and divisions thereof, and other appropriate organizations, shall become entitled to Membership in the Association by contributing financially to the support and development of the Association in amounts qualifying them for such membership. The contributing levels include \$200.00, \$500.00, \$1000.00, and \$2000.00 with the corresponding rewarding recognitions.

Article IV Board of Directors

Section 1. Membership of the Board of Directors. The Board of Directors shall consist of 15 members. The fourteen Board of Directors members shall be elected by the ACCE members. One additional Board member shall be appointed by the elected members of the Board. Among them shall be the President to serve as Chairman, President-elect, Secretary, Treasurer, and the committee Chairpersons. The fourteen elected members shall be divided into two groups, and the starting term of the two groups shall be staggered by one year. Seven Board members will be elected each year along with the annual election specified in Constitution Article V. The one appointed members shall have a one-year term and can be re-appointed for another one-year term or elected for another two-year term. The fourteen elected Board members are eligible for re-election or reappointment immediately upon expiration of their term. The past presidents are not eligible for the membership of the Board of Directors.

Section 2. The Board of Directors shall hold one regular meeting each calendar year. The time and place for each regular meeting may be established by the Board of Directors at any previous regular or special meeting. In the absence of such action by the Board the time and place shall be set by the President, with the approval of the Board, in which instance at least thirty days notice of the time and place of such meeting shall be given to all those entitled to attend such meeting.

Section 3. Special meetings may be called by the President.

Section 4. All meetings of the Board of Directors shall be open to all members of the Association except on matters deemed by the President to be confidential to the Board. The President shall have authority to designate the persons who, in his judgment, will be of assistance to the Board in transacting business on confidential matters.

Section 5. The order of business at all meetings of the Board of Directors shall be as follows:

1. Approval of the minutes of the last Meeting (regular or special).
2. Communications from the President.
3. Communications from Vice President / President-Elect
4. Communications from the Secretary.
5. Report of the Treasurer.
6. Reports of Committees.
7. Communications from the Past Presidents.
8. Deferred Business.
9. New Business and other than motions based on recommendations in committee reports. Such new business shall be submitted to the Secretary in writing at least thirty days prior to the meeting in which it is introduced in order to give adequate time for consideration by appropriate Committees. Thirty-day requirement may be waived, if two thirds of all members of Board agree.
10. Adjournment.

Article V Duties of Officers

Section 1. The President shall preside at all meetings of the Association and at meetings of the Board of Directors. He or she may, at his/her discretion, represent the Association at any function to which no delegate has been named by the Board of Directors.

Section 2. The Vice-President or President-Elect shall assist the President in the discharge of his/her duties. In the absence of the President at a meeting of the Board of Directors or of the association, the Vice-President shall perform the presidential duties and shall be designated Acting President. Vice-President

works as President-Elect for one year and will become the President of the immediate next term.

Section 3. The Secretary, besides performing the usual duties of that office, shall preserve the records of the Association, collect dues from members and all bills owing to the Association, and deliver the monies received to the Treasurer. He shall report to the Board of Directors at each of its meetings on the condition of the affairs of the Association.

Section 4. The Treasurer shall report to the Board of Directors at its meetings and at the Annual Business Meeting of the Association on the condition of the finances of the Association, and make such recommendations as will, in his/her opinion, tend to safeguard or improve the same.

Section 5. The Board of Directors shall report at the Annual Business Meeting on the general affairs of the Association.

Section 6. The funds of the Association shall be deposited in the name of the Association in the banks, trust companies, or other financial institutions designated by the Board of Directors or Executive Committee. Funds budgeted for the operation of the Association shall be disbursed by checks signed by such officer, officers, or other persons as are designated by the Board of Directors.

Article VI Publications

Section 1. The Association may publish or sponsor such publications as in the judgment of the Board of Directors will best carry out the Association's objectives.

Section 2. No publication shall be issued or sponsored without prior approval of the Board of Directors.

Section 3. Association publications shall be made available to Association Members under conditions prescribed by the Board of Directors in conformity with these Bylaws. Association publications may also be made available to nonmembers under conditions approved by the Board of Directors.

Article VII Standing and Special Committees

Section 1. The following Standing Committees can be maintained: Constitution, Membership, Technical Affairs, and Web.

Section 2. The President may appoint special committees to conduct investigations or to represent the Association on special occasions.

Section 3. Unless otherwise specified, all committee appointments shall expire with the term of the President who made the appointments.

Section 4. Each committee shall report to the Board of Directors at least once a year.

Section 5. Membership on Standing Committees of the Association shall be restricted to active Members.

Article VIII Constitution Committee

Section 1. The Constitution Committee shall be composed of certain members. Its Chairman shall be the Vice President. The rest active members shall each serve 2 years. Two active members shall be appointed each year by the President with the approval of the Board of Directors.

Section 2. The Constitution Committee shall act as an advisory group to the President and Board of Directors on all phases of the Association's business. If Association engages in any activity which is inconsistent with the Constitution and Bylaws of the Association, it shall be the specific responsibility of the Constitution Committee to promptly recommend appropriate corrective measures to the President and Board of Directors.

Section 3. All legislative matters requiring a change in the Association's Constitution or Bylaws must be approved by the Constitution Committee before they are presented to the Board of Directors for their consideration.

Article VIII Technical Committee

Section 1. The Technical Committee shall consist of five members. The Chairman shall be elected from five members with the approval of the Board of Directors for a two years term.

Section 2. The Technical Committee shall have the responsibility for insuring that the technical programs of the Association as a whole are adequate and responsive to changing needs, and for arranging appropriate and coordinated activities of the several groups to achieve this objective.

Section 3. Questions or proposed legislation with respect to technical aspects of Association or with reference to participation in inter Association affairs either by the Association itself or by one or more of its groups shall be referred to the Technical Committee. Their decisions with respect to such matters shall be reported to the Board of Directors.

Article X Membership Committee

Section 1. The Membership Committee shall consist of five members, with the approval of the Board of Directors

Section 2. The Membership Committee has the responsibility for drawing up and coordinating short and long range plans for retaining existing members and recruiting new members of the Association. The Membership Committee may delegate to the representatives such tasks as they deem proper.

Section 3. It shall be the responsibility of this Committee to solicit and retain Sustaining, Sponsoring, Patron, and Benefactor Memberships.

Article XI Web Committee

Section 1. The Web Committee shall consist of five members. A Chairman shall be elected from committee members with the approval of the Board of Directors for a two years term. The designated Chairman shall have served on the Committee at least one year.

Section 2. The Web Committee shall have the following responsibilities: (a) to provide technical support to the Association website, (b) to strengthen the communication through the web and all other information technologies, and (c) to provide for the dissemination of information about the Association.

Article XII Membership Criteria, Duty, and Benefits

Section 1. An Individual Member shall be interested in corrosion or allied subjects and possess a Bachelor's degree, or its equivalent, in engineering or natural science. In lieu of a Bachelor's degree, or its equivalent, any combination of years of undergraduate study and years of relevant work experience in corrosion or allied subjects adding to at least seven years shall be required. The annual dues for Individual Members shall be twenty dollars.

Section 2. A Corporate Member shall be a corporate organization practicing in corrosion engineering or allied fields. Corporate member becomes a key partner and stakeholder in the ACCE mission by joining the ranks of Corporate Members. Corporate Members enjoy a rewarding partnership, public recognition, and exclusive resources.

Section 3. The ranks of Corporate Members include: the Primary Member, annual dues \$200.00 with two free member representatives; the Silver Member, annual dues \$500.00 with five free member representatives; the Golden Members, annual dues \$1000.00 with ten free member representatives; and Platinum Member, annual dues \$ 2000.00 with twenty free member representatives.

Section 4. Student Member. A Student Member shall be a full-time undergraduate or graduate student registered for a degree in natural science or engineering or a full-time postdoctoral student in natural science or engineering

in a degree granting institution. The applicant for Student Membership shall be recommended by an individual member of the association. Upon graduation with a Bachelor's degree or equivalent in natural science or engineering, or upon departure from graduate school or postdoctoral status, the Student Member may transfer to Individual Membership. If the Student Member enters graduate school as a full-time student, or enters a qualifying postdoctoral appointment after completing a doctoral degree, the person may choose to transfer to Individual Membership or remain a Student Member. A person may hold Student Membership as a postdoctoral student for no more than two years. The annual dues for Student Members shall be five dollars.

Section 5. Honorary Members shall be individuals who have made outstanding contributions to the purpose of Association of Chinese Corrosion Engineers International. The annual dues for Honorary Members shall be zero.

Article XIII Amendments

Section 1. Amendments to these Bylaws may be proposed by a member of the Board of Directors, seconded by another member of the Board of Directors and shall require a two-thirds roll call vote of the entire Board for their adoption; mail/email votes shall be counted when received before the vote is counted. The text of the proposed amendments shall be transmitted to each member of the Board of Directors at least ten days before the meeting at which the vote on the same is to be taken.