

CONSTITUTION

International Digital Image Correlation Society

Article I. Name

Section 1. The name of this corporation shall be "International Digital Image Correlation Society" (hereafter designated as "IDICS", "iDICS", or "the Society")

Article II. Purposes

Section 1. The Society shall be a voluntary and nonprofit corporation. Its general purposes shall be:

- to promote and encourage the furtherance of digital image correlation methods, including theoretical developments, applications, standardization of the methods, educational activities and training/certification of practitioners.
- to that end to hold conferences, meetings, and symposia for the interchange of ideas and the exhibition of equipment;
- to facilitate the presentation at such conferences, meetings, or symposia, of papers or articles by members or by invited guests;
- to publish and to distribute such papers, journals, and other matter as may from time to time be desirable;
- to engage in, to promote, or otherwise encourage educational activities related to digital image correlation methods and the practical application of digital image correlation methods;
- to engage in, to promote, or otherwise encourage standardization activities related to digital image correlation methods;
- to promote and encourage the highest standards of ethical conduct by its members;
- to be impartial in the treatment of its corporate affiliates;
- to provide such non-technical services to members as the Executive Board may deem desirable; and
- to do such other legal acts as may further its aims on a local, national, and international basis.

Section 2. No substantial part of the Society's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. Furthermore, the Society shall not participate in, nor intervene in (by publishing or distributing statements or in any other way), any political campaign on behalf of any candidate for public office.

Article III. Membership

Section 1. There shall be at least three classes of members, namely: Individual, Student, and Corporate. The Individual Member Class shall itself contain six grades: Regular, Honorary, Fellow Grade S, Life, Emeritus, and Retired. Other classes and grades may be added by unanimous decision of the Executive Board.

Section 2. All potential Individual or Student Members, who subscribe to the purposes stated in Article II, upon written application to the Secretary and payment of dues for the current year as specified in the Bylaws, shall be duly admitted to membership.

Section 3. Individual membership shall be available to any individual who meets the requirements of one of the following six grades:

- A Regular Member shall be an individual who has satisfied Section 2 of this Article and has paid Regular Member dues for the current year.

- An Honorary Member shall be an individual of widely recognized eminence in some field in which the Society has interest, and who has also rendered exceptional and sustained service to the Society. An Honorary Member shall be exempt from paying membership dues or fees to attend Society-sponsored events and shall have the same rights and privileges as a Regular Member. Individuals shall be selected for this honor by action of the Executive Board, in accordance with the procedure specified in the Bylaws.
- Fellows Grade S shall be persons who have been members of iDICs for a time set by the Executive Board and who have distinguished themselves through contributions to the Society and to the art, science, teaching, or practice of digital image correlation. Elections for this distinction shall be in accordance with the procedure specified in the Bylaws.
- A Life Member shall be an Individual Member who has contributed the amount specified in the Bylaws.
- A Retired Member shall be an individual of 60 years of age or over, who is no longer employed on a full-time basis and who has been a member of the Society for a time set by the Executive Board proceeding retirement. A Retired Member shall not be required to pay membership dues or fees (unless the member desires) to attend Society-sponsored events and shall have the same rights and privileges as a Regular Member.
- An Emeritus Member shall be an individual who meets all the requirements for Retired Member status and who has also rendered sustained and exceptional service to the Society. Selection for this distinction shall be selected by action of the Executive Board, in accordance with the procedure that is specified in the Bylaws.

Section 4. Student Membership shall be available to any individual whose principal endeavor is that of a student (graduate or undergraduate) at a school of recognized standing, who has satisfied Section 2 of this Article and has paid Student Member dues for the current year. Newly established schools or those whose status is not generally known shall have their standing approved by the iDICs Executive Board.

Section 5. A Corporate Member shall be a corporation, firm, technical or scientific society, teaching faculty, library, or other organization or association which provides annual financial support to the Society, as defined in the Bylaws, to assist the Society in furthering the purposes stated in Article II.

Section 6. A member may terminate membership by sending a signed resignation to the Secretary. Membership shall be terminated by the Society upon a member's failure to pay required dues within a six-month period or such shorter period as may be prescribed by the Executive Board. The Executive Board may revoke a membership after an appropriate hearing for gross disregard of the purposes stated in Article II or other conduct detrimental to the Society or the profession.

Section 7. In any vote of the Membership, only Individual Members shall have the right to vote and each Individual Member shall have one vote.

Article IV. Meetings of the Members

Section 1. Business Meetings. The Society shall hold at least one Business Meeting each calendar year. This meeting typically will take place during the last six months of the calendar year, and often at the Society's regular meeting, and shall be designated as the Annual Business Meeting. The election of Officers and Executive Board members will occur at the Annual Business Meeting. Special Business Meetings may be called at other times by the Executive Board, and shall be called upon written request to the President by at least 50 Individual Members.

Section 2. Regular Meetings. The Society shall hold at least one technical meeting each calendar year, designated the Annual Meeting. This meeting shall take place during the last six months of the calendar year.

Section 3. Notice of Meeting. Notices of all meetings (e.g. a regular meeting or Special Business Meeting) shall state the purposes for which the meetings are to be held. For all meetings, notice shall be sent to each Individual Member at least twenty (20) days, but no more than sixty (60) days prior to the meeting.

Section 4. Quorum. At any Business Meeting, ten Individual Members that are present in person or represented by proxy shall constitute a quorum for the transaction of business. If, however, at any such Business Meeting such quorum shall not exist, the Individual Members present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall exist. At such adjourned meeting at which a quorum does exist, any business may be transacted which might have been transacted at the meeting as originally called.

Article V. Officers and Executive Board

Section 1. The officers of the Society shall be the President, the Vice-President, the Secretary, and the Treasurer. The Secretary shall be a voting officer of the Executive Board. The Treasurer shall be a non-voting officer. The offices of the Secretary and the Treasurer may be combined into that of the Secretary-Treasurer, who shall be a voting officer.

Section 2. There shall be an Executive Committee (herein referred to as the Executive Board) consisting of the officers of the Society, the two most-recent Past Presidents of the Society (if available), and up to eight additional persons elected as At-Large Members from the Individual Member Class. One of the At-Large members should be a Corporate Representative. If the Society has an Executive Director, the individual shall be a non-voting member of the Executive Board.

Section 3. Upon recommendation by the Executive Board by secret ballot with not more than one dissenting vote at a duly called meeting, the President shall make appointments to special posts in service of the Society. If the Treasurer is not a board member (not the combined Secretary-Treasurer position), the term can be up to two years. Similar terms can be set for posts such as Assistant Secretary, Assistant Treasurer or representatives of the Society in external affairs or special ad hoc committees. Reappointments to such posts (including Treasurer) shall be made by the President upon majority vote of the Executive Board. Revocation of appointments at times other than the end of the appointed term shall be made by the President upon recommendation by the Executive Board with not more than one dissenting vote at a duly called meeting.

Article VI. Duties of Officers

Section 1. Duties of the President. The President shall:

- Preside at all Business Meetings of the Society and the Executive Board;
- Be a member ex-officio of every council and committee of the Society;
- Ensure that all actions of the Executive Board are carried into effect;
- Delegate responsibilities to Executive Board members as deemed appropriate to respond to Executive Board requests;
- Perform such other duties as the Executive Board may assign.

Section 2. Succession of the Duties of the President. In the absence of the President, the duties shall be performed by the Vice-President, or in the absence of the latter, by the Secretary. In the absence of the President, the Vice-President, and the Secretary, the duties of the President shall be performed by the President pro tem, elected from and by the Executive Board.

Section 3. Duties of the Vice-President. The Vice-President shall:

- Be a member ex-officio of the Finance Committee, if such committee is formed;
- Assist the President as necessary to meet Executive Board requests to ensure that all actions of the Executive Board are carried into effect;
- Upon approval by the Executive Board at a meeting held prior to the Annual Business Meeting, appoint or re-appoint Chair and Co-Chairs of the Councils and Standing Committees of the Society for specified term beginning at the close of the Annual Meeting; and
- Perform such other duties as the Executive Board may assign to carry out the business of the Executive Board.

Section 4. Duties of the Secretary. The Secretary shall:

- Be a member ex-officio of the Finance Committee, if such committee is formed;
- Assist the President and Vice-President as necessary to meet Executive Board request and ensure that the actions of the Executive Board are carried out;
- Keep minutes of all Business Meetings and edit them for distribution at the succeeding Business Meeting;
- Keep minutes of each Executive Board meeting and edit them for distribution prior to the succeeding Executive Board meeting; and
- Perform such other duties as the Executive Board may assign.

Section 5. Duties of the Treasurer. The Treasurer shall:

- Maintain financial records in a readable, ledger format, and submit the iDICs budget to the Executive Board on a quarterly or at the least on a semi-annual basis for their review;
- Chair the iDICs Finance Committee, if such committee is formed, and report a yearly summary of the financial status of the society to the Executive Board at the Annual Meeting;
- Prepare a brief summary of the financial condition of the Society for review and approval by the Executive Board and then distribute the document to the membership at the Annual Business Meeting;
- Upon request by the Executive Board, perform a fiscal audit of the Society's books; review the audit and submit it to the Executive Board;
- Ensure taxes are filed annually;
- Perform such other duties as the Executive Board may assign.

Article VII. Management

Section 1. Powers. The general management of the Society shall be vested in the Executive Board. The Executive Board may exercise all such powers of the Society and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by this Constitution or by the Bylaws required to be exercised by the members of the Society. The members of the Executive Board shall act only as a committee and the individual members thereof shall have no power as such.

Section 2. Quorum and Action. At any meeting of the Executive Board, a simple majority of the total number of voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any Executive Board meeting, the Executive Board members present thereat may adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum shall exist. Except as otherwise provided by statute, by the Certificate of Incorporation, by this Constitution, or by the Bylaws, the affirmative vote of a majority of the Board Members present at a meeting at which there is a quorum shall be the act of the Executive Board, provided, however, that the number of affirmative votes is at least one-third of the total number of voting members thereof.

Section 3. Vacancies. If a member (including officers) of the Executive Board, the Treasurer or the two Past Presidents is unable to serve, the vacancy may be filled from the Individual Member Class by the Executive Board at any meeting thereof at which a quorum exists, or by a majority of the Executive Board then in office, though less than a quorum. A member of the Executive Board so chosen shall hold office until the close of the next Annual Meeting or until a successor is elected and duly qualified for such office. Selection to serve an unexpired part of a term shall not disqualify such member from being elected to a succeeding full term.

Section 4. Regular Meetings. A regular meeting of the Executive Board shall be held at each Annual Meeting and at least once between successive Annual Meetings of the Society. Meetings can be either in person or via electronic communication platforms (e.g., Skype).

Section 5. Special Meetings. Special meetings of the Executive Board may be called at any time by the President, the Secretary, or the Treasurer. Special meetings shall be called by the President upon written request of any four members of the Executive Board. Special meetings can be either in person or via electronic communication platforms (e.g., Skype).

Section 6. Notice of Meeting. Notice of each regular and special meeting of the Executive Board, stating the time and place thereof and the agenda to be brought before the meeting, shall be sent by the Secretary to each member of the Executive Board not less than seven days before the meeting.

Section 7. Special Action. When all the members of the Executive Board (provided their number represents a quorum) shall be present at any one meeting, whether or not it was duly called, or wherever held, or shall by letter or by written and/or electronic communications have waived notice to a meeting, the acts of such meeting shall be valid in all respects as if such meeting had been regularly called and held.

Section 8. The Executive Board may delegate the business operation of the Society to an Executive Director, who may be an Individual Member but may not be one of the Society officers. The Executive Board may authorize payment for the services of the Executive Director and for the services of persons engaged by the Executive Director for conducting the Society's business.

The President shall be empowered to negotiate an employment agreement with the Executive Director and, as appropriate, with the publisher of the Society publications. Approval of the employment agreement shall be by secret ballot of the Executive Board with not more than one dissenting vote. Revocation of an employment agreement shall be by secret ballot of the Executive Board with not more than one dissenting vote. The requirement for a secret ballot can be removed by unanimous voice vote of the Executive committee. The maximum term of an employment agreement shall be three years under normal circumstances. These employment agreements can be renewed, or revised, as many times as the Executive Board may decide. If the Society has a publisher, the agreement with the publisher of the Society publications shall be approved by the Executive Board with not more than one dissenting vote.

Article VIII. Terms of Office

Section 1. The President shall hold office for two years, from the close of the Annual Meeting, after having served as Vice-President, until the close of the second succeeding Annual Meeting.

Section 2. Each Past-President shall serve on the Executive Board in accordance with Article V Section 2 and on the Nominating Committee, if such committee has been formed, in accordance with Article IX Section 2.

Section 3. Past Presidents shall be ineligible for any elected office in the Society for at least one-year following completion of their term on the Nominating Committee, if such committee has been formed.

Section 4. The Vice-President shall hold office for two years, from the close of the Annual Meeting, after having served as Secretary, until assuming the Presidency at the close of the second succeeding Annual Meeting as defined in Section 1.

Section 5. The Secretary shall hold office for two years, from the close of the Annual Meeting, of the year in which elected, until assuming the Vice-Presidency at the close of the second succeeding Annual Meeting.

Section 6. The persons elected to the Executive Board as At-Large Members from the Individual Member Class shall each serve for two years, from the close of the Annual Meeting of the year in which they are elected until the close of the second succeeding Annual Meeting. The term of one-half of the persons in this category shall begin in even years and the term of the other one-half in odd years. The person elected to the Executive Board as the Corporate Membership representative shall serve for one year from the close of the Annual Meeting of the year in which they are elected until the close of the succeeding Annual Meeting.

Section 7. The persons elected to the Executive Board as At-Large Members from the Individual Member Class shall be eligible to serve on the Executive Board in the same capacity for additional two-year terms.

Section 8. The Treasurer shall serve for two years and may be re-appointed by the Executive Board for additional terms, from the close of the Annual Business Meeting at which they are appointed to the close of the succeeding Annual Business Meeting.

Section 9. Each person elected or appointed as an officer of the Society or as a member of the Executive Board, or elected or appointed to fill a vacancy therein, shall serve a full term or until a successor is elected or appointed.

Section 10. The term "the close of the Annual Meeting" shall be replaced by "December 1st", if conditions beyond the control of the Executive Board make it impossible to hold an Annual Meeting in any given calendar year.

Section 11. Special Exception

During the first five years of existence, ending at the Annual Meeting in 2020, the term of appointment for all Executive Board members shall be up to five years. At the end of the initial five-year period, the President shall remain President for one year and then become the Past-President, the Vice-President shall remain Vice-President for one year and then become President, the Secretary shall remain Secretary for one year and then become Vice-President. At this time, the process outlined in Article VIII, Sections 1-11 shall be in force.

During this initial five-year period, if the President resigns their position then the Vice-President shall replace them, and the Secretary shall become the Vice-President. The remaining officers shall continue in their positions. The remaining Executive Board members shall elect a new Secretary by majority vote via a secret ballot to serve until the end of the Annual Meeting in 2021 when the process in Article VIII, Sections 1-11 is in force.

During the initial five-year period, the Executive Board elected as At-Large Members from the Individual Member Class shall each serve for staggered three-year terms, from the close of the Annual Meeting of the year in which they are elected until the close of the third succeeding Annual Meeting. At the end of the initial five-year period, the Executive Board positions will be designated as odd and even year positions, and the existing Board members will be placed into one of these two positions. It is expected that the Board members in the odd-year positions will serve until the end of the Annual Meeting in 2021, and that the Board members in the even-year positions will serve until the end of the Annual Meeting in 2022, after which the process in Article VIII, Sections 1-11 is in force. This does not affect the person elected to the Executive Board as the Corporate Membership representative who always serves for one year.

Article IX. Nominations and Elections

Section 1. Scope and Time of Elections. The officers (except the Treasurer or Secretary-Treasurer if the positions are combined) and the persons on the Executive Board from the Individual Member Class shall be elected at the Annual Business Meeting.

Section 2. Nominating Committee. The Nominating Committee shall consist of the most recent three Past-

Presidents of the Society (if available) who are able to serve, the current President and the current Vice-President. The senior Past-President (by term of office) shall act as Chair, shall convene the Nominating Committee no later than the Annual Meeting of the Society, and adjourn it after transmitting the nominations to the Secretary.

Section 3. Nominations. The Nominating Committee shall make one nomination from the Individual Member Class for each elective position which will become vacant at the close of the next Annual Meeting. Prior to making a nomination, the Nominating Committee shall secure from the person proposed consent to serve if elected.

Section 4. Additional Nominations. An Individual Member may also be nominated by written petition of at least five Individual Members of the Society, and submitted to the Secretary, together with the nominee's consent to serve if elected. The nominations should be submitted to the Secretary at least 30 days prior to the Annual Business Meeting.

Section 5. Publication of Nominations. The Secretary shall publish the nominations of the Nominating Committee by "mailed notice" to the Individual Members prior to the Annual Business Meeting. Announcements in any of the forms (a) appearing in the Society's periodical publication, (b) placed on the Society web page in a clearly accessible location or (c) sent electronically (email) to the membership shall be construed as constituting "mailed notice".

Section 6. Proxy Ballots. Each nomination shall be placed on a proxy ballot authorizing an officer or several officers of the Society to vote for the nominees indicated by the Individual Member. A proxy ballot shall be sent to each Individual Member not less than ten days nor more than sixty days prior to the Annual Business Meeting. The proxy ballot shall be accompanied by appropriate biographical material on each candidate.

Section 7. Revocation of Proxy Ballots. Proxy ballots may be revoked by the individual, either in person or in writing, at any time prior to the election.

Section 8. Voting. Individual Members may vote at the election, either in person or through the officer or officers of the Society as indicated on the proxy ballot. In case the election ballot contains more than one name for any one elective position to be filled, voting shall be by secret ballot, for which the Secretary shall provide envelopes. A plurality of votes cast for any one elective position shall constitute election to this position. The names of those elected shall be announced at the Annual Business Meeting.

Section 9. If no additional nominations are submitted by the Individual Member Class (see Section 4), the requirements of Sections 6, 7 and 8 shall not be considered as applying and the Secretary shall cast an affirmative vote, on behalf of the membership, at the Annual Business Meeting, or on December 1st in accordance with the provisions of Article VIII Section 10 of this Constitution.

Article X. Committees & Councils

Section 1. The Society shall provide for Committees to work toward the accomplishment of the purposes outlined in Article II and in the Certificate of Incorporation.

Section 2. The Society may provide for Councils to work toward the accomplishment of the purposes outlined in Article II and in the Certificate of Incorporation.

Article XI. Local Sections

Section 1. The Executive Board may authorize the organization of Local Sections, based upon geographic areas, for purposes, which are in harmony with the objectives of the Society. Each Section shall be an aggregation of Individual Members of the Society in the geographic area and shall exist under a charter granted by the Executive Board.

Section 2. Sections shall have such powers to act under regulations as provided in the Bylaws and any

Operating Procedures of the Society.

Section 3. Section Bylaws shall be in harmony with the Constitution, Bylaws, and any Operating Procedures of the Society and shall be subject to Executive Board approval.

Section 4. The Executive Board may, at any time, suspend or dissolve any Local Section, if it considers such action to be in the interest of the Society as a whole.

Article XII. Publications

Section 1. The Society may provide for one or more periodical publications in any form (e.g., electronic, hard copy) in furtherance of its purposes.

Section 2. The Society may employ a Publisher for the Society publications.

Article XIII. Dues

Section 1. The Executive Board shall establish the annual dues for all grades of membership, subject to the other provisions of this article and of the Bylaws.

Article XIV. Offices

Section 1. The business offices are located at Correlated Solutions Inc., 121 Dutchman Blvd, Irmo, SC 29063. The business office of the Society shall be in such place as the Executive Board may from time to time designate.

Section 2. The Society may also have other offices at such other places as the Executive Board may from time to time designate.

Article XV. Corporate Seal

Section 1. The Corporate seal of the corporation shall consist of the letters iDICs organized in an oval or circular shape. iDICs are the initials of the corporation International Digital Image Correlation Society. The seal may also contain the year 2015, the founding date of the corporation.

Article XVI. Fiscal Year

Section 1. The fiscal year of the corporation shall coincide with the calendar year.

Article XVII. Books and Records

Section 1. The books, accounts and records of the Society are located at Correlated Solutions, Inc., 121 Dutchman Blvd, Irmo, SC 29063. The books, accounts and records of the Society, except as may be otherwise required by the laws of the State of South Carolina, may be kept outside of the State of South Carolina, at such place or places as the Executive Board may from time to time designate. The Executive Board shall determine whether and to what extent the accounts and books of the Society, or any of them shall be open to the inspection of the members. No member shall have any right to inspect any account or book or document of the Society, except as conferred by law or by resolution of the members of the Society or the Executive Board of the Society.

Article XVIII. Separability

Section 1. If any term or provision of this Constitution or the Bylaws, or the application thereof to any person or circumstance or period of time, shall to any extent be invalid or unenforceable, the remainder of this Constitution or the Bylaws, or the application of such term or provision to persons or circumstances or periods of time other than those as to which it is invalid or unenforceable, shall not be affected thereby and each term and provision of this Constitution and Bylaws shall be valid and enforced to the fullest extent permitted by law.

Article XIX. Dissolution

Section 1. In the event of dissolution, any properties or surplus accumulated by the Society shall be donated to one or more educational or scientific institutions or societies having similar objectives. However, such beneficiary must qualify at the time of dissolution as an exempt organization under the applicable provisions of Section 501 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). Distribution of the properties or surplus shall be made by action of the Executive Board in office at the time of dissolution.

Article XX. Amendments and Revisions of the Constitution

Section 1. Initiation. Proposed amendments or revision of this Constitution must be presented to the Secretary in writing,

- signed by at least thirty Individual Members and submitted at least sixty days prior to the Annual Business Meeting, or
- by a simple majority vote by the Executive Board when it has a quorum, at least ninety days prior to the Annual Business Meeting.
- If a proposed amendment or revision of the Constitution will require an amendment or revision of the Bylaws, notice of the Bylaws amendment or revision shall be sent to the Secretary along with the notice of the proposed amendment or revision of the Constitution.

Section 2. Notification of Members. The proposed amendments or revision of this Constitution, together with the recommendations of the Executive Board, if any, shall be sent to each Individual Member at least fifteen days before the Annual Business Meeting.

Section 3. Proxy Ballot. With the notification of proposed amendments or revisions, each Individual Member shall be sent a proxy ballot authorizing one or several officers of the Society to vote either in the affirmative or in the negative with respect to each proposed amendment or revision, as the Individual Member chooses to indicate on the proxy ballot. Each Individual member may submit one Proxy Ballot to the Secretary electronically prior to the Annual Meeting.

Section 4. Voting. At the Annual Business Meeting, a secret vote of the Individual Members voting in person or by proxy shall be taken for and against the proposed amendments or revisions. The vote shall be taken by two judges appointed for this purpose by the Individual Members present.

Section 5. Enactment. If two-thirds of the total votes cast are in the affirmative with respect to any amendment or revision, such amendment or revision shall take effect at the time specified therein, or, if no time is specified, at the close of the Annual Business Meeting at which it is adopted.

Section 6. The above provisions of the Article delineate the procedures, which must be followed in amending this Constitution except where an individual section provides an alternative method.

Article XXI. Amendments and Revisions of the Bylaws

Section 1. Initiation. Proposed amendments or revisions of the Bylaws must be presented to the Secretary in writing with sufficient time to allow for proper notification of the members as detailed in Section 2. The proposed amendments or revisions must be

- signed by at least ten Individual Members, or
- presented by the Executive Board.

Section 2. Notification of Members. The proposed amendments or revisions of the Bylaws shall be published in an issue of a periodical publication, if one exists in either electronically or as hard copy, that is available to all Individual Members of the Society at least thirty days before adoption.

Section 3. Enactment. The proposed amendments or revisions of the Bylaws may be enacted by a two-thirds affirmative vote of the Executive Board with the full membership of the Executive Board considered as a quorum.

Section 4. Compliance with Constitution. The Executive Board shall amend the Bylaws so that they are in compliance with the Constitution and any amendment or revision thereof. If a proposed amendment or revision of the Constitution will require an amendment or revision of the Bylaws, notice of the Bylaws amendment or revision shall be sent to the Secretary along with the notice of the proposed amendment or revision of the Constitution.