

SPIE Bylaws

SPIE Bylaws (as amended 14 November 2023) by the Board of Directors) for the regulation, except as otherwise provided by statutes or its Articles of Incorporation of The Society of Photo-Optical Instrumentation Engineers, also known as "SPIE" (a California nonprofit corporation).

Throughout these bylaws, "written", "in writing", "a writing", "mail", or "mail ballot" includes facsimile, telegraphic, and other electronic communication including an electronic transmission by the corporation or member that satisfies the requirements of Section 20 of the California Corporations Code. "Address" includes email addresses given to the Society for the purpose of communication.

ARTICLE 1. MEMBERS

- A. **CATEGORIES OF MEMBERS:** Persons who are active in the various categories of optical technologies or other related scientific, technical, or engineering areas, or through service to the general optics and photonics community, are eligible to become members as determined by the Board.
1. **Voting Members:** The following members may hold office, serve on the Board, serve on a standing committee, and vote on all matters that are required to be approved by the members.
 - a. **Member:** Any person qualified through technical experience or training or service to the general optics and photonics community is eligible to become a member.
 - b. **Fellow Member:** The Board may confer the grade of a Fellow on a Member who has become distinguished through outstanding contributions in the relevant technologies, service to the Society, and service to the general optics and photonics community. The nominee shall be a Senior Member at the time of nomination. Fellow Membership shall be restricted to not more than ten percent of the voting members of the Society, except that if the voting Membership shall be reduced, no Fellow shall be reduced in grade.
 - c. **Honorary Member:** The Board may confer honorary lifetime membership upon those members who have contributed sustained efforts during extended periods of time to the work of the Society. Past presidents of the Society shall automatically become Honorary Members of the Society.
 - d. **Senior Member:** The Board may confer the grade of Senior Member on a member who is a voting member of the Society for a cumulative period of a minimum of five years and has become distinguished through significant contributions in one or more of the following areas:

- active involvement with the Society, service to the general optics and photonics community, and contributions in relevant technologies.
- e. Emeritus Member: A person who is no longer employed by an organization or no longer self-employed, with no intention of becoming employed in the future, may apply to become an Emeritus Member.
 - f. Special Consideration Member: Members residing in countries with per capita income below the high income category as defined and measured by the World Bank.
 - g. Early Career Member: Recent college and university graduates are eligible for up to five years of Early Career Membership.
2. Nonvoting Members: The Board, at its discretion, may establish various categories of non-voting members and define the benefits and limitations of such members. Members in the following categories may not vote and may not hold office, serve on the Board, or serve as a voting member of a standing committee.
 - a. Student Member: Any student engaged in studies at a degree-granting institution who has not yet attained their terminal degree.
 - b. Special Consideration Student Member: Students residing in countries with per capita income below the high income category as defined and measured by the World Bank.

B. MEETINGS OF MEMBERS

1. Regular meetings and special meetings: A regular meeting of Members, known as the Annual General Meeting, shall be held each year at the specific time and place designated by the Board. In addition, special meetings of the members or any class thereof may be called at any time, for any lawful purpose, by the Board, the president, a quorum of the Board, or members holding not less than one-tenth of the voting power of the Society and shall be held at the specific time and place designated by the Board.
2. Notice of meetings: Written notice of each meeting at which members are required or permitted to take any action shall be given not less than 20 nor more than 60 days before the date of the meeting to each member entitled to vote at such meeting. Such notice shall be given either personally or by mail or other means of written communication, addressed to the member at their address appearing on the books of the Society or given by them to the Society for the purpose of notice. A member entitled to vote is a voting member (as described in Article 1.A.[1]) who is current in dues on the first of the month prior to the date of the notice. A notice of a meeting shall specify the place, day and hour of such meeting, the general nature of the matters

to be considered, and shall state such other matters, if any, as may be expressly required by law.

3. Quorum: The presence in person or by proxy of one-tenth of voting power of the Society shall constitute a quorum for the transaction of business at any meeting of members. In the absence of a quorum at a meeting, the only matters that may be voted on at such meeting are matters of the general nature which were listed in the notice of the meeting.
4. Procedures. Except as otherwise expressly provided in these bylaws, the procedures governing members' meetings shall be as set forth in the applicable provisions of the California Corporations Code.

ARTICLE 2. DIRECTORS AND OFFICERS

A. DIRECTORS

1. Powers: All corporate powers and the business and affairs of the Society shall be controlled by the Board of Directors (the "Board").
2. Number of Directors. The number of directors shall be 20. The directors shall belong to the following categories:
 - a. There shall be five officer directors: the immediate past president, president, president-elect, vice president, and secretary/treasurer.
 - b. There shall be twelve elected directors, who shall be elected pursuant to article 2.A.[3].
 - c. There shall be three appointed directors: an appointed director shall be nominated by the president-elect, subject to confirmation by a majority vote of the Board, for a period of 3 years on a rotating basis such that one director is appointed each year. These appointed positions should be made with consideration of areas of strategic importance to the Society and balance of representation in the Society's leadership.
 - d. There shall be four non-voting advisors to the Board. The chairs of the Publications, Symposia, Membership and Communities, and Corporate and Exhibitor Committees shall fill these positions.
3. Election and term of elected directors: Four of the twelve elected directors shall be elected each year by mail ballot, in accordance with Article 2.C. The term of office of elected directors shall be three years beginning on 1 January of the year following the election.
4. Vacancies: A vacancy among the Board of Directors shall be filled for the remaining term by an appointment by the president in office on the date of the vacancy with approval by the Board of Directors with an affirmative vote of two-thirds of those present and voting.
5. Meetings of directors: Regular meetings of the Board shall be held as designated by the Board. Notice of regular meetings shall be given at least

15 days before the date of the meeting. Special meetings of the Board may be called by the president or any three directors. Written notice of the time and place of special meetings shall be sent to each director at least seven days prior to the meeting or three days if the meeting to be held is a conference call meeting.

6. Quorum: A majority of the directors shall constitute a quorum for the transaction of business, except that a meeting may be adjourned by a majority of the directors present at the meeting at the time of adjournment.
7. Action without a meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board (except for any "interested director" as defined in Section 5233 of the California Nonprofit Corporation Law) shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the members of the Board.

B. OFFICERS

1. Number of Officers. The elected officers of the Society shall be the Immediate Past President, President, President-Elect, Vice President, and Secretary/Treasurer. The Chief Executive Officer (CEO) shall be a non-voting officer of the Society.
2. Duties of Officers:
 - a. President. The President shall be the chief elected officer of the Society, shall preside at all meetings of the Board and shall be a non-voting member of all committees except that the President shall not be a member of the Audit and Nominating Committees. At all meetings of the members, the President shall have such powers and perform such duties as may be required from time to time by the Board.
 - b. President-Elect. The President-Elect shall serve as a member of the Executive Committee. In the absence of the President, the President-Elect shall preside at all meetings of the members and of the Board and shall have such other powers and duties as prescribed by the Board and the President. The President-Elect shall serve as a non-voting member of all standing and support committees with the exception of the Audit and Nominating Committees. The President-Elect shall nominate committee chairs to serve during their term as President.
 - c. Vice President. The Vice President shall serve as a member of the Executive Committee. In the absence of the President and President-Elect, the Vice President shall preside at any meeting of the members and of the Board.

d. Immediate Past President. The Immediate Past President shall serve as a member of the Executive Committee. In the absence of the President, the President-Elect, and the Vice President, the Immediate Past President shall preside at any meeting of the members and of the Board.

e. Secretary/Treasurer. The Secretary/Treasurer shall serve as a member of the Executive Committee. The Secretary/Treasurer shall serve as the Board's primary contact in the oversight of the financial health and performance of the Society and shall attest to the minutes of all board meetings and may be assigned other duties by the Board as required.

f. Chief Executive Officer (CEO). The CEO shall be appointed by the Board and shall serve at its direction. The CEO of the Society shall conduct the business of the Society including:

- i. Supervising all administrative, financial, and technical aspects related to the Society's operations.
- ii. Entering into contracts that are consistent with the resolutions established by the Board on behalf of the Society; signing contracts for the purchase, sale, lease, or pledge of real estate, securities, or monies on behalf of the Society at the direction of the Board.
- iii. Such other duties as may be specified by the Executive Committee or the Board.
- iv. The CEO may not hold elected office, serve on the Board of Directors, or serve as a voting member of a standing committee. In a specific exception, the CEO shall be a voting member of the Strategic Planning Committee.

3. Election and Term of Officers: The Vice President and Secretary/Treasurer shall be elected to their respective offices in accordance with Article 2.C. The term of each elected officer shall be one year. The individual elected as Vice President shall serve a one-year term in this office, followed by a one-year term as President-Elect, followed by a one-year term as President, and concluding their role as an Officer of the Society with a one-year term as Immediate Past President. The terms of office are 1 January through 31 December. No person may serve as the President of the Society for more than one term of office, not including that portion [if any] of the unexpired term of the preceding President.
4. Vacancies: A vacancy in any elected officer position shall be filled by an appointment by the President with the approval of the Board of Directors with an affirmative vote of two-thirds of those present and voting. If the vacancy occurs for the President, the President-Elect shall become the

President of the Society for the remainder of the vacated term plus their elected term. In accordance with this clause, the President will fill the now-vacant position of President-Elect by an appointment with the approval of the Board of Directors with an affirmative vote of two-thirds of those present and voting.

C. NOMINATION, ELECTION AND REMOVAL OF DIRECTORS AND OFFICERS

1. Qualifications of officers and directors: No person shall serve as an officer, director of the society, or board advisor, unless that person is a current voting member in good standing and has been for at least one year immediately prior to term of office.
2. Nomination:
 - a. Nominations and Leadership Development Committee. The immediate past president shall be the chairman of the Nominations and Leadership Development Committee. The committee shall consist of the president, president-elect, the chair of the Equity, Diversity, and Inclusion Committee, and five SPIE Members each serving two-year terms.
 - b. Nominations:
 - i. Elected directors: The Nominations and Leadership Development Committee shall, by majority vote, nominate a number of candidates equal to at least twice the number of vacancies. Nominations at large may be made by no less than 5 per cent of the voting membership, and must be submitted to the president prior to 1 October of the year preceding the election.
 - ii. Officers: The Nominations and Leadership Development Committee shall, by majority vote, nominate candidates for vice president and secretary/treasurer. At least one candidate shall be nominated for the position of secretary/treasurer. A minimum of two candidates shall be required for the position of vice president. Nominations at large may be made by no less than 5 per cent of the voting Membership, and must be submitted to the president prior to 1 October of the year preceding the election.
 - c. Approval of nominations: The list of proposed nominees shall be presented to the Board for approval. Any modification requires a vote of two-thirds of the directors present and voting at a duly held meeting of the Board.
3. Election: The nominees for each office shall be listed on a secret ballot. A blank space for a "write-in" candidate shall be provided on this ballot under

each office to be filled. Ballot packages shall be mailed to all members entitled to vote at least 45 days prior to the date upon which the count of such votes or ballots shall be made. The results shall be officially announced to the membership at the annual general meeting.

- a. Elected directors: The four nominated candidates who receive the highest number of votes shall be elected. In the event of a tie for the fourth elected director position, a runoff election shall be held between the tied candidates according to the election process defined in Article 2.C [3], and shall be completed within 90 days of the announcement of the original election results.
 - b. Elected officers: The nominated candidate receiving a majority of the votes cast by members in the election for the respective office shall be elected to such office. If, at any such election of officers no candidate for election to an office receives a majority of the votes cast for the office then a run-off election shall be held for the office in question. The run-off election shall be between the top candidates in the election. Any such run-off election shall be conducted by the election process defined in Article 2.C.[3] and shall be completed within 90 days of the announcement of the original election results. This same process will be followed in the event of a tied election. In a run-off election, the candidate receiving the largest number of votes shall be elected to the office.
4. Removal and resignation: Any officer or director may be removed for cause [as defined in Section 5221 of the California Corporations Code] by a two-thirds vote of the full voting power of the Board. Any officer or director may resign at any time by giving written notice to the president of the Society – or president-elect if the resignation is that of the president.

ARTICLE 3. COMMITTEES

- A. **EXECUTIVE COMMITTEE**: The Executive Committee is a subcommittee of the Board and shall, as such powers are delegated by the Board, manage and control the affairs and business of the Society.
1. Composition The voting members of the Executive Committee shall consist of the immediate past president, the president, president-elect, vice president, and secretary/treasurer. The CEO shall serve as a non-voting member of the Executive Committee.
 2. Quorum and consents. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business.
- B. **STANDING COMMITTEES**: Standing committees shall report and make recommendations to the Board. Standing committee duties, responsibilities, and

term of office shall be defined and specified by the Board. The standing committees of the Society shall be:

Audit Committee
Awards Committee
Compensation Committee
Corporate and Exhibitor Committee
Education and Outreach Committee
Engineering, Science & Technology Policy Committee
Equity, Diversity and Inclusion Committee
Fellows Committee
Financial Advisory Committee
Membership and Communities Committee
Nominations and Leadership Development Committee
Publications Committee
Scholarship Committee
Senior Member Committee
Strategic Planning Committee
Symposia Committee

- C. **ADVISORY COMMITTEES:** Advisory committees may be appointed by the president for investigation, study, and recommendation within particular areas of concern to the president, and shall report out to the president at their completion. An advisory committee shall be dissolved upon the completion of its duties or upon the expiration of the term of the president who appointed it, whichever comes first.
- D. **AD HOC COMMITTEES:** Ad hoc committees may be established by the Board of Directors for the purpose of carrying out a specific task that the Board wishes to undertake. An ad hoc committee will exist for a period of time determined by the Board. At the end of this period, the Board will review the efforts of the committee and may approve the continuance of the committee for an additional period of time. The chair of any ad hoc committee will be appointed by the president-elect (subject to approval by the Board of Directors) to serve during their term of office.

ARTICLE 4. FINANCES

- A. **FISCAL YEAR:** The fiscal year of the corporation is the calendar year.
- B. **BUDGET"** An annual budget for the Society shall be prepared and submitted to the Board for approval.

ARTICLE 5. CHAPTERS

- A. **STUDENT CHAPTERS:** Student chapters of the Society at any college, university, technical institute or educational institution may be authorized by the Board.

- B. **LIMITS OF AUTHORITY.** In general chapters of the Society are not legal entities. A chapter shall not have authority to act for or in the name of the Society and shall not incur any financial obligations in the name of the Society.

ARTICLE 6. MISCELLANEOUS

- A. **PARLIAMENTARY AUTHORITY:** The rules contained in The American Institute of Parliamentarians Standard Code of Parliamentary Procedure [McGraw-Hill Education, 2012], shall govern the organization and the order of business of meetings in all cases to which they are applicable and insofar as they are compatible with the Articles of Incorporation and Bylaws of this Society.
- B. **INDEMNIFICATION OF DIRECTORS AND OFFICERS:** Each director or officer of the Society who is an "agent" of the Society shall be indemnified by the Society in accordance with California Corporate Code, Section 5238 against all costs, "expenses", judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any "proceeding" in which they are or may be made a party by reason of their being or having been an agent of the Society provided that they acted in good faith and in a manner they reasonably believed to be in the best interests of the Society. The terms "agent", "expenses", and "proceeding" shall have the meanings set forth in Section 5238 (a) of the California Corporations Code. The foregoing right of indemnification shall not be exclusive of other rights to which such directors or officers may be entitled as a matter of law. The Board may obtain insurance on behalf of any agent against any liability arising out of their status as such, whether or not the Society would have the power to indemnify them against such liability.

ARTICLE 7. AMENDMENTS

- A. **POWER OF MEMBERS:** Bylaws may be adopted, amended, or repealed by a majority of the votes cast (a) at a meeting of the members at which a quorum is present or (b) by written ballot of the members, if the votes cast equal or exceed the number required for a quorum for a meeting of members.
- B. **POWER OF DIRECTORS.** Bylaws, other than a bylaw or amendment thereof changing the authorized number of directors, may be adopted, amended, or repealed by the Board by an affirmative vote of two-thirds of those present and voting.

ARTICLE 8. VOTING

- A. **VOTING POWER.** Each voting member of the Society has one vote. That vote may be exercised in person or by proxy. The voting power of the Society is equal to the total number of voting members.
- B. **PROXIES.** Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or their duly authorized agent and filed with the

secretary/treasurer of the Society. Any proxy duly executed continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto; provided that no proxy shall be valid after the expiration of 120 days from its execution, unless the person executing it specifies therein the length of time for which the proxy is to continue in force, which in no case shall exceed 6 months from the date of its execution. Revocation of a proxy may be effected by a writing delivered to the Society stating that the proxy is revoked, or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy.

ARTICLES OF INCORPORATION

Articles of Incorporation of the Society of Photo-optical Instrumentation Engineers, a California Nonprofit Corporation (Society of Photographic Instrumentation Engineers [6 July, 1956], as amended in 23 June, 1964)

- I. The name of this corporation is: Society of Photo-Optical Instrumentation Engineers.
- II. The purposes for which this corporation is formed, the specific and primary purpose being set forth in paragraph [a] below, are
 - a. The specific and primary purpose for which this society is organized and operated is to promote the exchange of information and the advancement of knowledge concerning the science of photo-optical instrumentation and its applications.
 - b. The general purpose for which this corporation is formed is to operate exclusively for scientific, informational, and educational purposes.
 - c. This corporation shall have and exercise any and all rights and powers which a corporation organized under the General Nonprofit Corporation Law of the State of California may now or hereafter exercise, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in furtherance of its purposes as set forth in Subparagraphs [a] and [b] of this Article II.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be nowise limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.
- III. This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.
- IV. The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is the County of Los Angeles.

- V. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The authorized number of directors shall be set forth in the bylaws of this corporation as amended from time to time. The names and addresses of the persons who are appointed to act as the first directors are: Richard R. Councilman, Charles E. Taylor, Robert M. Betty, Stanley E. Baker, Robert L. Woltz.
- VI. The authorized number and qualifications of members of this corporation, the different classes of membership, the property, voting and other rights and privileges of members, and the liability of members to dues or assessments and the method of collection thereof, shall be as set forth in the bylaws of this corporation.
- VII. Any action required or permitted to be taken by the Board of Directors under any provision of the General Nonprofit Corporation Law or the General Corporation Law of the State of California may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.
- VIII. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for scientific, informational, and educational purposes as the Board of Directors shall determine.