BY-LAWS

GREATER MICHIGAN CHAPTER

OF

SAVE INTERNATIONAL

DETROIT, MICHIGAN

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1. **Name and Objectives**

1.1. The name of the parent organization is SAVE International, hereinafter called the Society. The name of this organization is the "Greater Michigan Chapter" of the "Society", hereinafter called the Chapter and previously called the “SAVE Detroit Chapter”.

1.2. The Chapter is part of the Society, which is incorporated as a nonprofit corporation under the laws of the State of Georgia. The Chapter is authorized by charter to serve members in that part of Michigan generally described as all counties in Michigan northern Ohio, and southern Ontario. This does not preclude members from other geographic areas being associated with the Greater Michigan Chapter based on their professional affiliation with the Greater Michigan geographic area.

1.3. The Chapter is the sole possessor of the title to its name and it shall not permit the use of its name by any person, firm or corporation or other organization, except for the Society, for any purpose whatsoever or in any activity. The Chapter shall not sponsor or endorse any activity conducted by any individual or organization unless by formal resolution approved by the Executive Board of the Chapter (hereinafter called the Board).

1.4. The objectives of the Chapter shall be the advancement of the Society's objectives, as enumerated in its Constitution and Bylaws, within the Chapters territorial Charter.

2. **Membership Qualifications**

2.1. The basic membership grades consist of Retired Members, Members, Affiliates and Student Members in accordance with the parent organization.

2.2. Affiliate and Student Members shall not be allowed to vote or to hold elective office at the Chapter level.

2.3. Membership qualifications and privileges are further defined in the Parent Constitution, Bylaws and Manuals.

3. **Administration**

3.1. The Board shall administer the business and affairs of the Chapter.

3.2. The Board shall have such powers and duties in the government of the business and affairs of the Chapter as prescribed in these Bylaws.

3.3. The Board shall consist of:

3.3.1. President
3.3.2. Vice-President
3.3.3. Director of Administration (Secretary)
3.3.4. Director of Finance (Treasurer)
3.3.5. Immediate Past-President
3.3.6. Director of Programs
3.3.7. Director of Communications
3.3.8. Director of Membership
3.3.9. Director of Academics
3.3.10. Director of Marketing
3.3.11. Director of Chapter Effectiveness
3.3.12. ESD Affiliate Council Director
3.3.13. Up to Two Chapter Advisors

3.4. The Chapter Officers, consist of:
3.4.1. President
3.4.2. Vice-President
3.4.3. Director of Administration
3.4.4. Director of Finance
3.4.5. Director of Programs
3.4.6. Director of Membership
3.4.7. Director of Communications.

3.5. The Vice-President, Director of Administration (Secretary) and Director of Finance (Treasurer), shall be elected in odd numbered years and the Director of Membership, the Director of Programs and the Director of Communications shall be elected in even numbered years, each to serve two year terms.

3.6. The Vice-President shall ascend to the office of President at the conclusion of his term. The President shall assume the office of Immediate Past-President for a period of two years at the conclusion of his term.

3.7. An Officer or Director shall be eligible to serve for more than two terms continuously in the same capacity only if no other candidate will accept that position.

3.8. Any member serving an elected or appointed office or position may be removed by a two-thirds vote of the Board whenever in its judgment the best interests of the Chapter would be served thereby.

3.9. The Vice-President shall become President upon the vacancy of the President's office. In the absence of the President and the Vice President from any meeting, or if in the opinion of a majority of the attending members of the Board they should become unable to carry on the duties of their office, the Board shall appoint one of its members to act as presiding officer or Chairman Pro Tem until the President or Vice-President shall become able to resume their duties.
3.10. The President, with approval of the Board, shall appoint a chapter member to fill a Board vacancy. The appointee shall serve in that position for the remainder of the vacancy term.

3.11. The Officers or Directors of the Chapter without prior approval of the Board may incur no obligation. Fees and expenses of persons serving the Chapter shall be allowed at the discretion of the Board.

3.12. The Administrative year shall be from August 1st to July 31st. The budget year and the Annual Chapter Program shall run from September 1st to August 31st.

3.13. Each Board Member shall appoint an assistant who will represent the Board Member in their absence.

3.14. The Board shall govern by consensus in all official meetings and in conducting Chapter business.

4. **Duties of Officers, Directors, and Standing Committees**

4.1. **The President** as the Chief Executive Officer of the Chapter shall:

4.1.1. Be empowered to direct and carry on the Chapter's business and affairs without restriction, except as may be imposed by the Society or the Chapter Bylaws.

4.1.2. Be the Chairperson of the Board

4.1.3. Preside at all meetings of the Board and the Chapter;

4.1.4. Appoint delegates and alternate delegates from the Chapter membership to represent the Chapter at the Society’s Annual Business Meeting;

4.1.5. Be responsible for welcoming new members to the chapter and reporting such contact at each Chapter Board Meeting;

4.1.6. Communicate new member information to the Director of Membership and Director of Communications;

4.1.7. Sign, with the Director of Administration, Director of Finance or other officer authorized by the Board, all deeds, mortgages, bonds, notes, contracts, and other instruments, which the Board authorizes.

4.2. **The Vice President** shall:

4.2.1. Assist the President in the performance of the President's duties in preparation for assuming the office of President at the end of the term,

4.2.2. Preside at meetings in the President's absence

4.2.3. Support the effort to promote the Annual SAVE International Conference at the Chapter level by submitting monthly articles for the local Newsletter encouraging member participation.

4.3. **The Director of Administration (Secretary)** shall;
4.3.1. Be the custodian of the Chapter's official papers including the Board's and Chapter's meeting minutes;

4.3.2. Sign all documents, the execution of which is authorized by the Bylaws and/or resolutions of the Board;

4.3.3. Communicate with other SAVE Chapters

4.3.4. Maintain and keep up to date of all the documents for the Chapter required for submission to the Society in order to substantiate that the Chapter is in fact, working effectively (The Chairperson must request this information be supplied from the total membership of the Chapter such that it is as accurate as possible);

4.3.5. Make an annual submission of this documentation to the Society in accordance with the guidelines of the Society’s Chapter Effectiveness Manual.

4.3.6. Attend all Board and Chapter meetings, record the minutes of such meetings; and

4.3.7. Publish and distribute the minutes to the Board members.

In the event of the Director of Administration’s (Secretary) inability to attend any meeting, the Board shall select someone to record the minutes for that particular meeting.

4.4. The Director of Finance (Treasurer) shall:

4.4.1. Be responsible for the Chapter's funds and account books;

4.4.2. Collect admission fees from attendees of Chapter Meetings/Events;

4.4.3. Shall deposit all revenue in the Chapter's account in the bank or banks authorized by the Board;

4.4.4. Pay receipts for expenditures related to Chapter meeting/event expenses;

4.4.5. Keep a complete account of the sources and amounts of all receipts and disbursements; All Chapter funds received by the Director of Administration or any officer shall be remitted to the treasurer, who shall give an official receipt to the payee for those funds;

4.4.6. Maintain books and accounts in conformity with general accounting principles applied on a consistent basis;

4.4.7. Report on the current status of accounts at each Board meeting.

4.4.8. Submit an annual financial report of the Chapter to SAVE International, which includes banking records and balances as determined by SAVE.

The Chapter funds may be withdrawn upon the Director of Finance’s signature, together with that of such other person or persons authorized by the Board to co-sign checks on the Chapter's account in payment of bills approved by the President and drawn against appropriations authorized by the Board.
4.5. **Immediate Past President shall:**

4.5.1. Guide, advise and assist fellow officers to implement the objectives of the chapter;

4.5.2. Preside at chapter events and board meetings which are not attended by either the President or Vice-President.

4.6. **The Director of Programs shall be responsible for:**

4.6.1. Planning and organization of future Chapter meetings;

4.6.2. Securing speakers and topics relevant to the interests of the local Chapter;

4.6.3. Securing a meeting location;

4.6.4. Handling the logistics for such meetings including ordering and delivery of refreshments;

4.6.5. Introducing the guest speaker at Chapter Meetings;

4.6.6. Preparing the local Chapter meeting notices that will be distributed by the Director of Communications;

4.6.7. Ensuring that these notices reach the constituents a minimum of 10 days before the scheduled meeting;

4.6.8. Preparing an agenda of upcoming local Chapter meetings for publication a minimum of one quarter in advance of such scheduled local Chapter meetings and present them to the Director of Communications for distribution.

4.7. **The Director of Membership shall be responsible for:**

4.7.1. Maintaining an up-to-date membership Chapter roster;

4.7.2. Obtaining biographical information from new members and providing that info to the Director of Communications for publication in the Chapter newsletter;

4.7.3. Increasing the local Chapter membership participation and involvement by encouraging constituents to participate at all local Chapter meetings,

4.7.4. Encouraging ongoing education in the area of Value Engineering principles including completion of Module 1 and Module 2 training for all local Chapter members;

4.7.5. Responsible for maintaining an up-to-date listing of all Chapter members newly certified by SAVE as AVS and CVS.

4.8. **The Director of Communications shall:**

4.8.1. Edit, publish, and distribute a monthly Chapter newsletter to all local Chapter members and prospective members at least 9 times per year;
4.8.2. Solicit articles for publication from the Chapter Officers, Directors, and Members;

4.8.3. Publish new member biographical information in the Chapter newsletter;

4.8.4. Submit articles to Interactions and other Society publications to inform Society members of important events as deemed significant by the local Chapter.

4.9. **The Director of Chapter Effectiveness shall:**

4.9.1. Maintain and keep accurate and up-to-date all Chapter documents required for submission to the Society in order to substantiate that the Chapter is in fact, working effectively.

4.9.2. Solicit pertinent information from Chapter members relative to activities performed in support of Chapter Effectiveness measures.

4.9.3. Make an annual submission of this documentation to the Society in accordance with the guidelines of the Society’s Chapter Effectiveness Manual.

4.10. **The Director of ESD Affiliate Council shall:**


4.10.2. Participate in ESD activities, programs and events as required

4.10.3. Keep Greater Michigan Chapter Board of Directors informed about ESD activities and chapter participation, contribution, and issues.

4.11. **Director of Academic Relations shall be responsible for:**

4.11.1. Developing and maintaining cooperative working relationships with educational institutions (schools, universities, colleges);

4.11.2. Working with the Miles Value Foundation to offer approved Value Engineering Courses at educational institutions local to the Chapter;

4.11.3. Advertising and attracting local university students to participate in Chapter Meetings and Events;

4.11.4. Working with local colleges and universities to establish and support student chapters at the educational institutions;

4.11.5. Working closely with the Director of Programs to ensure that topics for future local Chapter meetings provide educational opportunities for the professional development of the local constituents, including students;

4.11.6. Evaluating new products and process as well as present any case studies that may be of interest to the local Chapter membership;
4.12. The Director of Marketing shall be responsible for:
   4.12.1. Developing materials and activities to promote the Society and the Chapter within the community.
   4.12.2. Identifying opportunities for Chapter community involvement projects.
   4.12.3. Coordinating Chapter activities in support of such community project.

4.13. The Standing Committees are the minimum requirement. The President shall appoint Chairman for such additional committee, as he may deem necessary. These additional committees shall be established for a specified time period or to perform a specified task, but shall not extend beyond the tenure of the president who established the committee.

4.14. Procedure Guidelines shall be prepared and maintained for each committee.

4.15. The Audit committee shall consist of two members appointed by the Vice President and approved by a majority of the members present at the Annual Meeting. Retiring or current Board members may not serve on this committee.

4.16. The Audit Committee shall audit the Director of Finance’s (Treasurer) books and accounts at the close of the Administrative year and submit a report within (15) days to the Director of Administration (Secretary) for publication and distribution to the membership by June 30th.

5. Meetings

5.1. Written notice, stating the place, time, and date, of all meetings of the Chapter, shall be established by the Director of Programs and sent by the Director of Administration (Secretary) to the membership and other potential attendees such that it arrives at least ten days before the meeting. The notice shall state the purpose for which the meeting is called and shall indicate the guest speaker and topic.

5.2. The Annual Meeting of the Chapter shall be held in April June. The installation of officers for the following Administrative year shall take place at the Annual Meeting.

5.3. Chapter meetings shall be held monthly, September thru May, on the second Thursday of the month unless an alternate date is approved by the Board.

5.4. A minimum of six Board meetings shall be held each year, preferably one every other month. Speakers and/or Chapter meeting content needs to be planned for the upcoming quarter as a minimum for that particular Chapter's activities. In addition, Board meetings for the upcoming year need to be scheduled with a
general agenda for each Board meeting such that efficient use of time is maintained during these meetings.

5.5. A simple majority of the Board members (as described in Section 3.3), or a simple majority of Chapter Officers (as described in Section 3.4), shall constitute a quorum for the transaction of Chapter business at any Board meeting.

5.6. The President shall be allowed to canvas the Board by telephone for concurrence to carry on Chapter business that does not warrant the calling of a special meeting.

5.7. Those members having served as President of the Chapter during the previous three years shall have Board voting rights provided they have participated in at least three of the last five Board meetings.

6. **Nominations and Elections**

6.1. A Nominating Committee, consisting of a Chairman plus two members, who shall be appointed by the President and approved by the Board, shall make nominations for the elective offices of the Chapter. No more than one member of the Nominating Committee shall be a member of the Board. Members of the Nominating Committee are ineligible for nomination. The Nominating Committee shall be appointed no later than February 1st. The Nominating Committee shall report the names of its nominees to the President and Director of Administration no later than March 7th. Nominations shall be reported at the March Chapter meeting.

6.2. The Chairman of the Nominating committee shall appoint from the membership a Head Teller and two tellers whose duty it shall be to receive and count all ballots cast in an election and to certify the results of same.

6.3. The nominees for Vice-President shall have served at least one full term as an elected officer or an elected Director of the Chapter. Nominees for other offices shall have served on the Board of the Chapter or have been an active participant in the local Chapter for the last year.

6.4. Write-in candidates are acceptable provided they meet the qualifications specified elsewhere in these Bylaws.

6.5. The Director of Administration (Secretary) shall list the nominees for each office, together with blank lines for write-in votes, on a ballot in such form as may be approved by the Board. The date of closure of voting shall also be stated on the ballot. The Nomination Chairperson shall mail (or email) the ballots by March 20th to all local Chapter members of record as of March 1st. Ballots are to be returned to the Head Teller by April 7th for tabulation and the result of the ballot count shall be transmitted by the Head Teller in writing to the President and Director of Administration (Secretary) of the Chapter for release to the membership no later than April 15th.
6.6. The above election procedure may be modified by two-thirds vote of the Board. The only other acceptable election procedure permits election of officers by majority vote of the attendees at a regular local Chapter meeting that has been announced to the total local Chapter membership by (e-)mail at least 10 days in advance. Only local Chapter members may participate during this election and the above requirement for ballots and tallying of ballots apply.

7. **Chapter Student Sections**

7.1. The Chapter recommends the formation of Student Sections in order to adequately serve all students who are Chapter members at various local universities and colleges.

7.2. Members of the Chapter may petition the Board of this Chapter to form a new Section. The petition to the Chapter for Section status shall contain a draft of Section Bylaws that will serve the Administrative needs of the proposed Section.

7.3. Approval of the Board by a three-fourths vote shall be required to establish a new Section.

8. **Communications**

8.1. The Chapter Newsletter, referred to as the “Communicator” shall be the official Greater Michigan Chapter of SAVE International newsletter and shall contain a standing column entitled, “New Members Corner’, designed to introduce new local Chapter members to the complete membership of the local Chapter.

8.2. The Chapter Newsletter shall be a culmination of reports from the Board members of the local Chapter for each publication. In addition, any special events or announcements concerning the Annual Conference shall be included in this publication.

8.3. The Chapter Newsletter, published at least 6 times annually, shall be the official means of transmitting business information to the Chapter members. Election results and the Audit Committee report are to be reported in the first Newsletter following availability of the information.

9. **Affiliate Representation**

9.1. The Chapter, in affiliating with any organization, shall not be bound or committed in any action taken by such organization, which would be in conflict with the Charter, Constitution or Bylaws of the Chapter or Society. In like manner the said organization shall not be committed by any action of the Chapter or Society.

9.2. Two members shall represent the Chapter on The Engineering Society of Detroit (ESD) Affiliate Council. One shall be the ESD Affiliate Council Director and
the president, with approval of the Board shall appoint the other one. One of the above shall be a member of the Engineering Society of Detroit.

10. Amendments

10.1. The Board shall make such Bylaws not in conflict with the parent organization Constitution and Bylaws as may be necessary for the proper management of the Chapter affairs.

10.2. The Board, by a 2/3 affirmative vote of its members, may make, revise or revoke any Bylaws. The text of the proposed Bylaw 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 is to be taken.

10.3. A Bylaw or a revision shall take effect immediately upon its approval by the Board and shall be published and distributed to the members by the secretary.