

## International Society of Explosives Engineers Constitution

### Constitution Article 1 - Name

- Constitution, Article 1, Section 1. The name of this organization is the International Society of Explosives Engineers.
- Constitution, Article 1, Section 2. Explosives engineering is defined as that area of engineering practice where judgment and experience are utilized in the application of scientific principles and techniques as they pertain to the use, handling, manufacture, transportation and storage of explosives.

### Constitution, Article 2 - Mission and Goals

- Constitution, Article 2, Section 1. Mission: To enhance the safety, science, skill, and benefits of explosives engineering, worldwide.
- Constitution, Article 2, Section 2. Goals:
  - Section 2 (a) To maintain a strong organization structure that addresses the needs of all members.
  - Section 2 (b) To serve society as a body of specialists and encourage service to the community where the skills of those who work with explosives can best be applied.
  - Section 2 (c) To establish and strengthen working relationships with related national and international associations, government agencies, academic institutions, and allied societies having common or related objectives.
  - Section 2 (d) To provide forums and media through which principles and techniques of explosives engineering may be reported, discussed, and published.
  - Section 2 (e) To educate policy makers about our industry and identify, monitor, report and respond to public policy issues affecting the explosives industry.
  - Section 2 (f) To promote a favorable public perception of explosives engineers and the contributions that they make to society.
  - Section 2 (g) To promote career development and encourage explosives engineering instruction in appropriate education curricula.
  - Section 2 (h) To promote the professional development, competence, and qualifications of explosives engineers, practitioners, and those entering the field.
  - Section 2 (i) To promote standardization of terminology, methods, and regulations in explosives engineering.
  - Section 2 (j) To establish and maintain a repository of information on the art and science of explosives engineering and encourage its use.

### Constitution, Article 3 - Membership

- Constitution, Article 3, Section 1. The membership shall consist of Members, Associate Members, Corporate Members, Student Members, Emeritus Members, and Life Members.
- Constitution, Article 3, Section 2. Admission to membership shall be upon approval of application duly made, and in accordance with the procedures established by the Board of Directors and embodied in the Constitution.
- Constitution, Article 3, Section 3. A Member shall be any individual who is presently engaged in or has been engaged in explosives engineering as defined in Article 1, Section 2. A Member in good standing has the privilege of holding elective office, voting for officers and directors and voting on changes to the Constitution.
- Constitution, Article 3, Section 4. An Associate Member shall be an individual who is interested in explosives engineering, but who is not otherwise qualified to be a Member. An Associate Member has all the privileges and prerogatives of a Member except that member cannot serve as an Officer of the Society or vote on changes to the Constitution. An Associate Member who has been elected to serve on the board of directors, and in accordance with Article 4, Section 13 has served 3 successive terms, may be granted Member status by eligible voting members of the board of directors. The Associate Member

director shall not be considered as eligible to vote on their own member status change.

- Constitution, Article 3, Section 5. Corporate Membership is granted to organizations rather than to individuals. The Corporate Membership entitles the organization to a maximum of three (3) votes and a maximum of three (3) seats at the Annual Meeting. The organization is not limited nor required to send the same three people to all functions. Corporate Members as individuals have all the privileges of Associate Members unless, as individuals, they are qualified and have been approved as if they were applying as Members, in which case they shall have all the privileges of Members.
- Constitution, Article 3, Section 6. A Student Member shall be a student pursuing a field related to explosives engineering and regularly enrolled in a post secondary school or an accredited two or four year college or university. A Student Member shall enjoy all the privileges of membership except that a student member cannot hold elective office, vote on officers or directors, or vote on changes to the Constitution.
- Constitution Article 3, Section 7. Emeritus Membership may be granted, upon request by the member or recommendation by a member of the Board of Directors, to members who have reached 65 years of age and have retired from active business or have become incapacitated, provided that they shall have been members in good standing for at least twenty (20) years prior to their application for Emeritus Membership. An Emeritus Member shall not be subject to dues or assessments, and shall enjoy all the privileges of membership.
- Constitution, Article 3, Section 8. Life Membership may be granted by the Board upon such terms as the Board shall deem appropriate. A Life Member shall enjoy all the privileges of a Member or Associate Membership according to the individual's qualifications.
- Constitution, Article 3, Section 9. Membership is not transferable or assignable, except as specified in the Constitution.
- Constitution, Article 3, Section 10. All applications for membership, in order to be approved, shall be accompanied by a summary of the applicant's employment experience and educational background along with the first year's annual dues and shall be forwarded to the Executive Director. In the event of a dispute, decisions regarding membership qualifications may be appealed to the Executive Committee.
- Constitution, Article 3, Section 11. Members who fail to pay their dues within sixty (60) days after they are due shall be transferred to inactive status and lose all rights and privileges of membership.
- Constitution, Article 3, Section 12. Members who fail to pay their dues within one year after they are due must reapply for membership.
- Constitution, Article 3, Section 13. Members in good standing may resign by submitting their resignations in writing to the Executive Director.
- Constitution, Article 3, Section 14. A member who has resigned in good standing may be restored to membership by paying dues for the year of the requested reinstatement and shall not be subject to a reinstatement fee.
- Constitution, Article 3, Section 15. An Associate Member who wishes to apply for the grade of Member must submit an application as provided for in Section 1, but if current dues are paid, the application shall not be accompanied by remittance of dues.
- Constitution, Article 3, Section 16. A Student Member may retain that status until the end of the calendar year in which the student member ceases to be a regularly enrolled student. However, if the Student Member receives a degree in science or engineering, that member may request a transfer to be made to Member or Associate Membership, according to member qualifications, without the payment of additional dues for the year. If request for transfer is not made by the end of the calendar year in which the degree is granted, application must be made as provided for in Section 1.
- Constitution, Article 3, Section 17. A member who has failed to pay dues as described under Article 3, Section 10, may be restored to membership by submitting an application as provided for in Article 3, Section 11, along with the current year's

annual dues plus an additional reinstatement fee to be determined by the Board of Directors' policy.

- Constitution, Article 3, Section 18. Membership in the Society carries a definite obligation to pay dues, assessments and fees established by the Board of Directors for specified purposes. Membership is renewable without notice, and a member who does not give notice of withdrawal from the Society before the start of the fiscal year, shall be liable for all dues, assessments and fees for the ensuing fiscal year.

### Constitution, Article 4 - Officers and Directors

- Constitution, Article 4, Section 1. The Officers of the Society shall be a President, Vice President, Secretary, Treasurer, and along with the Past President, shall constitute the Executive Committee.
- Constitution, Article 4, Section 2. The governing body of the Society shall be a Board of Directors; hereinafter called the Board, in which the government and management of the Society is vested, except as otherwise provided for in the Constitution.
- Constitution, Article 4, Section 3. The Board shall consist of the Executive Committee and nine (9) Directors elected at large from the Society. The President may appoint up to three (3) additional directors to provide a better balance in the Board. Any such appointments are to be confirmed by the Board.
- Constitution, Article 4, Section 4. A person shall not hold concurrently more than one elected office as described in Article 4, Section 1.
- Constitution, Article 4, Section 5. The Executive Committee shall have overall responsibility for the coordination, planning, and administration of all Society activities and for such other specific duties as may from time to time be assigned to it by the Board of Directors. The Executive Committee, in cases of emergency, shall possess and may exercise all the powers of the Board of Directors between meetings of the Board, and any actions taken thereby shall be subject to ratification by the Board of Directors at their next meeting.
- Constitution, Article 4, Section 6. A quorum of the Board shall consist of eight (8) members. The Board shall meet to conduct the affairs of the Society at least once a year on the call of the President or any eight (8) members of the Board. The Board shall have the power to make set requirements, not inconsistent with the Constitution, as shall be necessary for the protection of the property, and for the preservation of good order in the conduct of the affairs.
- Constitution, Article 4, Section 7. The Society shall employ an Executive Director and may provide him or her with assistants and equipment. The Executive Director shall perform such duties as the Board may direct, and shall render to the Board an annual report regarding activities of the Society.
- Constitution, Article 4, Section 8. The term of office shall be nominally two years for the President and Vice President and Directors at Large and one year for appointed Directors. The exact duration of these terms of office shall be determined by the interval between successive Annual Meetings of the Board.
- Constitution, Article 4, Section 9. All Officers and Directors shall take office at the end of the Annual Membership Meeting following their election.
- Constitution, Article 4, Section 10. Four (4) Directors-at-Large shall be elected to terms which commence in even number years; and five (5) Directors-at-Large shall be elected to terms which commence in odd numbered years. Appointed Directors shall serve a term concurrent with the President.
- Constitution, Article 4, Section 11. If the office of the President becomes vacant, the Vice President shall become acting President to fill out the unexpired portion of the term of the President.
- Constitution, Article 4, Section 12. Vacancies occurring in the offices of Vice President, Secretary, Treasurer, or among the Directors at Large, shall be filled by vote of the Board for the unexpired portion of the term.
- Constitution, Article 4, Section 13. The President and Vice President shall not be eligible to serve more than one two year term. Directors at Large shall not be eligible to serve more than three (3) successive terms. Directors appointed by the

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President shall not be eligible to serve more than six (6) years.

- Constitution, Article 4, Section 14. Nominations of Directors at Large shall be made by a Nominating Committee appointed by the Board or by petition as prescribed in the Constitution.
- Constitution, Article 4, Section 15. Election of Officers shall be by closed ballot as prescribed in the Constitution.
- Constitution, Article 4, Section 16. No more than one individual employed by the same organization may serve as an elected officer or director of the Society at any time.

## Constitution, Article 5 - Duties of Officers and Directors

- Constitution, Article 5, Section 1. The President is the chief elected officer of the Society. The President shall preside at all official membership meetings of the Society and of the Board of Directors, and exercise general supervision over the affairs of the Society according to the policies established by the Board.
- Constitution, Article 5, Section 2. The Vice President shall have overall responsibility for the administrative affairs of the Society and act in the absence of the President.
- Constitution, Article 5, Section 3. The Secretary shall have overall responsibility for keeping minutes of the meetings of the Society, proceedings of the Board and for all official correspondence of the Society.
- Constitution, Article 5, Section 4. The Treasurer shall have overall responsibility for the dues and funds of the Society and shall disburse the same upon the authority of the Board. He shall report annually, or more often if requested, to the Board of Directors. The bank accounts shall be administered by the President, the Treasurer, and the Executive Director of the Society. All three (3) signatures shall be authority for withdrawal of funds. Vouchers must accompany all transactions.
- Constitution, Article 5, Section 5. Each Director, where possible, shall have jurisdiction over one or more standing Committee(s) of the Society, as delegated by the President.
- Constitution, Article 5, Section 6. Any Board Member unable to attend a meeting shall so notify the President, in writing, prior to the meeting. Any Board member failing to attend two (2) consecutive meetings, without sufficient cause, shall be deemed inactive as a Member of the Board of Directors, and the office shall be filled by vote of the Board for the unexpired portion of the term.

## Constitution, Article 6 - Nomination of Officers and Directors

- Constitution, Article 6, Section 1. At each Annual Meeting of the Board the President, shall appoint a Nominating Committee consisting of five (5) or more members in good standing.
- Constitution, Article 6, Section 2. The Nominating Committee shall nominate candidates for election as directors, obtain the consent in writing of each nominee to serve if elected and report to the Executive Director. The proposed slate of candidates shall be published in the official publication and/or posted on the official web site of the Society prior to the mailing or posting of the ballots.
- Constitution, Article 6, Section 3. Other nominations may be made by petition signed by at least twenty-five (25) members. The petitioners shall be responsible for (a) obtaining in writing the agreement of the nominee to serve if elected, (b) securing biographical data of each nominee, and (c) submitting the petitions, the agreement, and the biographical data to the Executive Director no later than six months prior to the next Annual Membership Meeting.
- Constitution, Article 6, Section 4. The position of Vice-President is an elected position. Any Board member who is eligible may be nominated for the position at the mid-year Board meeting immediately prior to the end of the current Presidential term. Any candidate(s) for the Position of Vice-President will be placed on the ballot for a vote by the membership at large at the same time as the election of Directors.
- Constitution, Article 6, Section 5. The Board will elect one of their members to take the position of Secretary at the mid-year Board meeting immediately prior to the end of the current Presidential Term. The successful candidate may be nominated

to serve up to three two year terms as Secretary in addition to time they have already served on the Board. The Secretary may be nominated for the position of Vice-President or Treasurer at the appropriate time, but this is not mandatory. If the Secretary declines to accept nomination for further terms, then they move off the Board and the position of Secretary is elected by the remaining Board members.

- Constitution, Article 6, Section 6. The Board will elect one of their members to take the position of Treasurer at the mid-year Board meeting immediately prior to the end of the current Presidential Term. The successful candidate be nominated to serve up to three two year terms as Treasurer in addition to time they have already served on the Board. The Treasurer may be nominated for the position of Vice-President or Secretary at the appropriate time, but this is not mandatory. If the Treasurer declines to accept nomination for further terms, then they move off the Board and the position of Treasurer is elected by the remaining Board members.

- Constitution, Article 6, Section 7. Notification of the posting of the official election ballot shall be provided to members qualified to vote at least two (2) months prior to the Annual Meeting. Ballots shall be marked by members and submitted at least one (1) month prior to the Annual Board and Membership Meeting. Ballots received after the specified time shall not be counted.

Constitution, Article 6, Section 8. The President shall appoint two (2) tellers supervised by the Executive Director who shall confirm the ballot count and report the results to the Board and Membership. Those candidates receiving the greatest number of votes cast shall be elected. In case of a tie vote, the office shall be filled by vote of the Board from among those tied for office. The Results shall be announced at the Annual Board and Membership Meetings.

## Constitution, Article 7 - Executive Director

- Constitution, Article 7, Section 1. The Executive Director shall be appointed by the Executive Committee with the approval of the Board of Directors and with compensation fixed by the Executive Committee.

- Constitution, Article 7, Section 2. The Executive Director, subject to the direction of the Board of Directors and the Executive Committee, shall be the chief executive of the Society and shall:

Section 2 (a) implement the decisions of the Board of Directors and the Executive Committee;

Section 2 (b) keep under supervision the books and financial records of the Society;

Section 2 (c) receive and deposit to the credit of the Society all monies due and payable to the Society from any source whatsoever in such banks or other depositories and under such conditions as the Board of Directors may designate;

Section 2 (d) keep proper account of all such monies received and disbursed on behalf of the Society and of all records in connection therewith;

Section 2 (e) keep the roll of the membership of the Society;

Section 2 (f) give notice of meetings of the Society, of the Board of Directors and of the Executive Committee;

Section 2 (g) keep the minutes of the proceedings at such meetings;

Section 2 (h) preserve communications pertaining to the affairs of the Society;

Section 2 (i) have general charge of the operating activities of the Society;

Section 2 (j) employ, supervise, and, with the approval of the Executive Committee, determine the compensation of the employees of the Society;

Section 2 (k) provide for divisions and departments for the effective conduct of the Society's activities;

Section 2 (l) receive membership applications and determine eligibility for membership in accordance with the Constitution;

Section 2 (m) enter into contracts on behalf of the Society;

Section 2 (n) present a report summarizing the activities of the Society at the Annual Membership Meeting;

Section 2 (o) perform other such duties as may be assigned by the Board of Directors and the Executive Committee.

## Constitution, Article 8 - Committees

- Constitution, Article 8, Section 1. Committees may be established, eliminated or combined by the board of directors or by the president with the consent of the board of directors at any time with specified authority and responsibilities. The president may be an ex officio member of all committees.

- Constitution, Article 8, Section 2. Actions taken by Committees shall be subject to Article 13, Section 1 (Declaration of Policy) of this Constitution relating to limitations of responsibility and authority and restricting commitments on behalf of the Society and in matters of policy.

- Constitution, Article 8, Section 3. The Standing Committees of the Society shall include: (a) Executive; (b) Finance; (c) Internal Processes; (d) Blasters Training and Education; (e) Membership Benefits; (f) Conference; and (g) Professional Development.

- Constitution, Article 8, Section 4. It shall be the function of the Executive Committee of the Board of Directors to execute responsibilities as reference in Article 5.

- Constitution, Article 8, Section 5. It shall be the responsibility of the Finance Committee to establish specific goals in relation to the long-term financial planning of the Society and to allocate funds for shorter-term specific projects.

- Constitution, Article 8, Section 6. It shall be the responsibility of the Internal Processes Committee to assist with the overall functioning of the Society to maintain its integrity with both members and regulatory requirements.

- Constitution, Article 8, Section 7. It shall be the responsibility of the Blasters Training and Education Committee to promote training and education for the benefit of members and others who apply scientific principles and techniques as they pertain to the safe use, handling, manufacture, transportation, and storage and disposal/destruction of explosives.

- Constitution, Article 8, Section 8. It shall be the function of the Membership Committee to promote membership in the Society and to encourage and foster the prosperity of chapters and international members.

- Constitution, Article 8, Section 9. It shall be the function of the Conference Committee to plan and organize the annual conference.

- Constitution, Article 8, Section 10. It shall be the function of the Professional Development Committee to provide support and guidance to assist in the development of new industry professionals.

- Constitution, Article 8, Section 11. The Chairman of each Committee shall appoint the other members of the committee, subject to the approval of the Board.

- Constitution, Article 8, Section 12. Members of Committees shall be appointed to terms of office, nominally one (1) year, running concurrently with the terms of the President of the Society. Members of Committees shall be eligible to serve any number of successive terms to which they are appointed.

- Constitution, Article 8, Section 13. Committees shall devise their own rules of procedure and adopt the same with approval of the Board.

- Constitution, Article 8, Section 14. Each Committee Chairman shall file a written report of activities and recommendations to the President, at least thirty (30) days prior to the Annual Meeting.

## Constitution, Article 9 - Meetings

- Constitution, Article 9, Section 1. There shall be an Annual Membership Meeting of the Society held at such time and place as the Board shall determine. Any procedural question requiring parliamentary ruling not provided for in the Constitution shall be decided in accordance with Roberts Rules of Order, Revised.

- Constitution, Article 9, Section 2. There shall be a business meeting of the Society held in conjunction with each Annual Membership Meeting, at which time the President shall present a report of the state of the Society to the membership. The President may call upon other officers, directors, and committee chairmen to present additional reports at this time. Questions, resolutions, announcements and discussions by the membership from the floor will be entertained at this meeting.

- Constitution, Article 9, Section 3. Other meetings of the

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Society shall be determined by the Board as prescribed in the Constitution.

- Constitution, Article 9, Section 4. Meetings of the Society (including Special Meetings) shall be called by the President upon approval of the Board, or may be called by a majority of the Board.
- Constitution, Article 9, Section 5. Notices of the time and place of the annual meeting shall be posted on the official web site of the society no later than (60) days before the meeting.
- Constitution, Article 9, Section 6. At any meeting any procedural question requiring parliamentary ruling not provided for in the Constitution shall be decided in accordance with Roberts Rules of Order, Revised.

## Constitution, Article 10 - Chapters

- Constitution, Article 10, Section 1. Regional Organizations, composed of Society members of all classifications in good standing, may be chartered by the Board upon suitable evidence of interest by the membership in the respective geographic area. These organizations will be known as Chapters.
- Constitution, Article 10, Section 2. The Board of Directors shall exercise no control over the management or operation of Chapters, although the Board reserves the right to revoke the Charter of a Chapter at any time and in such manner and after such investigation as it may deem necessary.
- Constitution, Article 10, Section 3. The function of the Chapters shall be to further the objectives of the Society through implementation of programs of mutual interest and benefit to all members at the local and regional level.
- Constitution, Article 10, Section 4. Actions taken by Chapters shall be subject to Article 13, Section 1 (Declaration of Policy) of this Constitution relating to limitations of responsibility and authority and restricting commitments on behalf of the Society and in matters of policy.
- Constitution, Article 10, Section 5. Application for the establishment of a Chapter shall be made to the Executive Director by a petition signed by at least twenty-five (25) members residing within the boundaries of the proposed chapter. A variance will be given to chapters residing outside of the U.S.A. and to all student chapters whereby the petition will need to be signed by at least ten (10) members residing within the boundaries of the proposed chapter.
- Constitution, Article 10, Section 6. The application for recognition shall include the proposed title of the Chapter, regional boundaries, the proposed Constitution, together with such other information as may be directed by the Executive Director.
- Constitution, Article 10, Section 7. Such Chapters as may be organized shall be identified by titles appropriately identifying the geographical regions they serve or by some other appropriate title selected by the charter members and approved by the Board of Directors of the Society.
- Constitution, Article 10, Section 8. Applications approved by the Executive Director shall be transmitted to the Board for action.
- Constitution, Article 10, Section 9. The favorable vote by a majority of the Board shall be required for the issuance of a Chapter charter.
- Constitution, Article 10, Section 10. The Board shall notify the petitioners of its action.
- Constitution, Article 10, Section 11. At its discretion, the Board may redefine the geographic boundaries of any Chapter.
- Constitution, Article 10, Section 12. Each Chapter shall be governed by its own officers and directors, subject to its own Constitution.
- Constitution, Article 10, Section 13. The minutes of each Chapter meeting shall be kept by an officer of the Chapter who regularly shall transmit the minutes to the Executive Director of the Society.
- Constitution, Article 10, Section 14. Each Chapter shall make an annual report and such other reports as required, in the form and at the time prescribed by the Executive Director. The annual report shall contain the financial position, membership by name and current address, a summary of activities for the

previous year and a calendar of events scheduled for the succeeding year.

- Constitution, Article 10, Section 15. The Charter of any Chapter may be withdrawn by the Board if, in its opinion, the chapter is not serving the best interests of the Society or if the Chapter is not in substantial compliance with the Constitution of the Society.
- Constitution, Article 10, Section 16. The Board of Directors may declare a chapter inactive if the chapter has not been active for a period of more than one year. If after an additional period of one year the chapter remains inactive the Board of Directors may declare the chapter dissolved.

## Constitution, Article 11 - Student Chapters

- Constitution, Article 11, Section 1. Student Organizations may be chartered by the Board upon suitable evidence of interest brought by a regular Chapter chartered pursuant to Section 10 of this Constitution, or a member qualified to sponsor such an organization, and will be known as a Student Chapter.
- Constitution, Article 11, Section 2. A Member is deemed qualified for the purpose of Section 1 if that member is a faculty member of a science or engineering college or university, and has authorization from such institution and the Society to sponsor a Student Chapter.

## Constitution, Article 12 - Financial

- Constitution, Article 12, Section 1. The schedule of dues, assessments and reinstatement fees for members of various grades and for sections shall be fixed by a two-thirds vote of the entire Board. Changes in the dues schedule shall become effective at the beginning of the ensuing fiscal year.
- Constitution, Article 12, Section 2. Dues shall be payable to the Society in advance or on the first day of the calendar year. A portion, the amount of which shall be determined by the Board of Directors, shall be forwarded annually to those Chapters that are in substantial compliance with the Constitution of the ISEE.
- Constitution, Article 12, Section 3. In the event that the Society of Explosives Engineers should be dissolved for any reason, its assets - physical and monetary should be disposed of as follows: 1. All just debts and claims shall be paid from cash on hand; said assets shall be sold if said cash is insufficient to pay all debts and claims. 2. Any remaining assets, for which there are not just claims or debts, shall be turned over, without any restrictions whatsoever, to the Society of Explosives Engineers Educational Foundation, Inc. a 501(c)3 organization.
- Constitution, Article 12, Section 4. The books and financial records of the Society shall be reviewed annually by a certified public accountant. Officers, Directors or staff personnel that handle funds of the Society shall be insured.

## Constitution, Article 13 - Declaration of Policy

- Constitution, Article 13, Section 1. Responsibility and authority for any declarations of Society policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgement and discretion of the Board of Directors. Committees, other than the Executive Committee, Chapters, officers, corporate or individual members, employees or agents of the Society are not authorized directly or indirectly to commit the Society in any way or any manner financially or otherwise, without prior approval by the Board of Directors.

## Constitution, Article 14 - Penalties and Expulsion

- Constitution, Article 14, Section 1. If any member of the Society shall at any time be thought guilty of any act prejudicial to the character and interest of the Society, or in violation of the Society's Constitution or the standards of ethical conduct as described in Article 15, a written complaint thereof, setting forth with particularity the act alleged, may be submitted to the Secretary by any member.
- Constitution, Article 14, Section 2. If any member of the Society shall at any time be convicted in a state or federal court of a

felony related to the illegal use, handling, manufacturing, transportation, storage or sales of explosives, such member shall be subject to suspension or expulsion from the Society according to the procedures set forth in Article 14, Sections 3 and 4.

- Constitution, Article 14, Section 3. A copy of the complaint or notice of the charges shall be sent to the member, except that, in the case of civil, regulatory, or criminal court actions, this shall occur after any appeals in the appropriate courts are exhausted. The complaint shall then be investigated, and such member shall have the right to submit a written defense and to appear in person and/or with counsel and be heard at a meeting of a committee of Society members established for that purpose.
- Constitution, Article 14, Section 4. In case it shall be found by two-thirds vote of the entire Board of Directors that the charges against the member under investigation are sustained and warrant the suspension or expulsion of such member, a resolution to that effect shall be passed and executed and such action shall be final and shall be published in the Official Publication of the Society.

## Constitution, Article 15 - Standards of Ethical Conduct

- Constitution, Article 15, Section 1. All members of the Society are required to comply with the standards of conduct for engineers as set forth in the ISEE Fundamental Principles and Fundamental Canons as a condition of continuing membership in good standing.

### Fundamental Principles

ISEE Members uphold and advance the integrity, honor and dignity of the engineering profession by:

1. using their knowledge and skill for the enhancement of humankind;
2. serving their peers, their employers and their clients with integrity, honesty, and fidelity;
3. striving to increase the standard of excellence and prestige of the explosives industry; and
4. supporting the profession and technical societies of their disciplines.

### Fundamental Canons

1. ISEE Members shall maintain and promote the safety, and health and welfare of persons and property at all times.
2. ISEE Members shall perform services only in areas in which they are competent.
3. ISEE Members shall issue public statements only in an objective and truthful manner.
4. ISEE Members shall act as faithful agents or trustees for each employer or client in professional matters. They shall avoid conflicts of interest.
5. ISEE Members shall build their professional reputation on merit of their services, and shall not compete unfairly with others.
6. ISEE Members shall, by their conduct, uphold and enhance the honor, integrity and dignity of the explosives industry.
7. ISEE Members shall continue their professional development throughout their career and shall provide opportunities for the professional development of those that they supervise.
8. ISEE members shall accept responsibility for their actions: be open to acknowledge criticism of their work; be sensitive and offer honest criticism of the work of others; properly credit the contributions of other; and shall not accept credit for work that is not theirs.

## Constitution, Article 16 - Indemnification

- Constitution, Article 16, Section 1. Every director, officer, or employee of the Society shall be indemnified by the Society against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which the director, officer, or employee may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or

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employee of the Society, or any settlement thereof, whether or not he is a director, officer, or employee of the Society at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled. For the purposes of the preceding right of indemnification the term "director, officer, or employee" shall be construed to include all executives, Board members, and staff employees, whether salaried or not.

- Constitution, Article 16, Section 2. Notwithstanding Section 1 of this Article 16, the expenses incurred by a director, officer or employee in defending a proceeding referred to in Section 1, including counsel fees, shall not be paid by the Society upon the final disposition of the proceeding, or, if paid in advance of the final disposition of the proceeding, shall be repaid to the Society by the director, officer or employee, if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the director, officer or employee constituted willful misfeasance or malfeasance in the performance of his or her duties.

- Constitution, Article 16, Section 3. Expenses, including counsel fees, incurred by a director, officer or employee in defending any proceedings referred to in Section 1 of this Article 16 may be paid by the Society as they are incurred, in advance of the final disposition if the proceedings, as authorized by the directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer or employee to repay the amount if it ultimately is determined that the person is not entitled to be indemnified by the Society.

## Constitution, Article 17 - International Affiliates

- Constitution, Article 17, Section 1. The Board of Directors shall be authorized to recognize and/or establish International Affiliates of the Society. Each International Affiliate shall include at least ten (10) members in good standing of the Society and shall have demonstrated its interest in the activities of the Society to the satisfaction of the Board of Directors. International Affiliates shall be recognized or established by Charter, which may be granted by the Board of Directors at any regular or special meeting of the Board of Directors. The Board of Directors shall exercise no control over the management or operation of International Affiliates, although the Board reserves the right to revoke the Charter of an International Affiliates at any time and in such manner and after such investigation as it may deem necessary.

## Constitution, Article 18 - Duration

- Constitution, Article 18, Section 1. The duration of the Society shall be perpetual except that it may be dissolved in the manner provided by law and pursuant to Article 12, Section 3 of this Constitution.

## Constitution, Article 19 - Amendments

- Constitution, Article 19, Section 1. The Constitution may be amended, repealed or added to only in the following manner: Recommendations for amending, repealing, or adding provisions to the Constitution may be presented for consideration to the Constitution Committee by petition signed by at least twenty-five (25) members submitted to the Constitution Committee for consideration, by requests from the Board of Directors, or by recommendation from the Committee itself.

- Constitution, Article 19, Section 2. The Constitution Committee shall consider all proposals submitted and present recommendations to the Board of Directors.

- Constitution, Article 19, Section 3. A proposal to amend the Constitution having been approved by The Board shall be placed on a ballot and posted on the official website. Notification of the posting of the proposed amendment shall be provided to members qualified to vote no later than 60 days following the Board of Directors Meeting at which the amendment was approved.

- Constitution, Article 19, Section 4. Ballots shall be marked by the members and submitted within 30 days. Ballots received after the specified time shall not be counted.

- Constitution, Article 19, Section 5. The President shall appoint two (2) tellers supervised by the Executive Director who shall confirm the ballot count and report the results to the Board prior to the next Board meeting.

- Constitution, Article 19, Section 6. Amendments to the Constitution shall become effective at the close of the Board meeting following their adoption.

- Constitution, Article 19, Section 7. An affirmative vote of two-thirds of the valid votes cast shall be required for adoption of an amendment.

## Constitution, Article 20 - Official Publication

- Constitution, Article 20, Section 1. All official and legal notices required to be issued under the Constitution shall be in English and communicated in an official publication or by posting on the official web site of the Society.

## Constitution Article 21 - Sections

- Constitution, Article 21, Section 1. Sections, composed of Society members of all classifications in good standing, may be established by the Board of Directors upon suitable evidence of interest by members.

- Constitution, Article 21, Section 2. The function of Sections shall be to further the objectives of the Society through the implementation of programs of benefit to explosives engineers by members having mutual interest in a specific aspect of explosives engineering.

- Constitution, Article 21, Section 3. Application for the establishment of a Section may be made to the Executive Director by petition. The application shall include the proposed title, objectives and activities of the Section and such other information as may be directed by the Executive Director or the Board.

- Constitution, Article 21, Section 4. Each Section shall be coordinated by an Organizing Committee subject to the provisions of Article 8 - Committees of this Constitution. The Chairman of the Organizing Committee shall be appointed by the President with the approval of the Board.

- Constitution, Article 21, Section 5. The Chairman of the Organizing Committee of each Section shall appoint the other members of the Organizing Committee of that section and may establish and appoint Working Groups with specified authority and responsibilities to conduct activities of the Section. Such working groups shall be subject to the provisions of Article 8 (Committees) and this Constitution.

- Constitution, Article 21, Section 6. The term of office for members of all Section Committees and working groups shall be nominally one (1) year, running concurrently with the term of the President of the Society. Members of Committees shall be eligible to serve any number of successive terms to which they are appointed.

- Constitution, Article 21, Section 7. The minutes of each Section shall be kept by the Chairman of the Organizing Committee who shall regularly transmit them to the Executive Director of the Society.

- Constitution, Article 21, Section 8. A schedule of dues, assessments and reinstatement fees for members of various Sections may be fixed by a two-thirds vote of the entire Board. Dues shall be in addition to that for Society membership and shall be designated to be used for the activities of that Section. Under no circumstances will an individual be allowed to be member of a Section, its committees or working groups without at the same time being a member of the Society.

- Constitution, Article 21, Section 9. The Chairman of the Organizing Committee of each Section shall regularly, but no less often than once per year and no later than 30 days prior to the Annual Conference, issue a report to the Board of Directors describing the activities, schedule, and objectives of the Section.

- Constitution, Article 21, Section 10. Each Section shall meet at least once per year at the Society's Annual Meeting, at which time the Chairman shall report to the Section members and may

call upon the chairmen of the working groups to present additional reports. Questions, resolutions, announcements and discussions by the membership from the floor will be entertained at this meeting.

- Constitution, Article 21, Section 11. Actions taken by Sections shall be subject to Article 13, Section 1 (Declaration of Policy) of this Constitution relating to limitations of responsibility and authority and restricting commitments on behalf of the Society and in matters of policy.

- Constitution, Article 21, Section 12. The Board may redefine the area(s) of interest or dissolve any Section if, in its opinion, the Section is not serving the best interests of the Society or if the Section is not in substantial compliance with the Constitution of the Society.

- Constitution, Article 21, Section 13. In the event that the Section should be dissolved for any reason, any funds designated for use by that section shall be turned over, without any restrictions whatsoever, to the general fund for the benefit of all members of the Society.

Revised: June 29, 2023

