

**BYLAWS**  
**of the**  
**SOCIETY FOR INDUSTRIAL AND APPLIED MATHEMATICS**

**ARTICLE I**  
**OFFICES**

Section 1. A business office of this corporation shall be located at No. 100 West 10th Street, in the city of Wilmington, County of New Castle, Delaware. The Society may establish offices in any of the states of the United States and at such places as may from time to time be designated by the Board of Trustees.

**ARTICLE II**  
**SEAL**

Section 1. The corporate seal shall be circular in form and shall have inscribed thereon the words -- Society for Industrial and Applied Mathematics, Corporate Seal 1952, Delaware.

Section 2. Society for Industrial and Applied Mathematics is hereinafter referred to as SIAM.

**ARTICLE III**  
**BOARD OF TRUSTEES**

Section 1. There shall be a Board of Trustees (hereinafter referred to as the Board) consisting of nine elected Trustees, not more than two appointed Trustees, and the President and Treasurer of SIAM, ex-officio. The Board shall nominate and elect its own Chair annually, which election will take place at the Board's last regular meeting of the year or such other time as determined by the Board. An incumbent Chair may serve until his/her successor is elected.

Section 2. The Board shall have at least two meetings per year. Meetings may be held at any time by majority consent of all the Trustees. Meetings may be called by the Chair, or by a request to the Chair by two Trustees, or by the President of SIAM. At all meetings of the Board, except as otherwise provided by law, the Certificate of Incorporation of SIAM or these Bylaws, a majority of the members of the Board shall constitute a quorum for the transaction of business and the act of a majority of the members of the Board present at which there is a quorum shall be the act of the Board. If a quorum is not present at any meeting of the Board, the members of the Board present thereat may adjourn the meeting without notice other than announcement at the meeting, until a quorum is present.

Section 3. The Board shall be responsible for the management of SIAM, taking into account the professional and scientific policies and objectives of SIAM. The Board shall have full legal control of SIAM funds, investments and properties, i.e., all assets.

Section 4. The Board shall have the power to appoint a manager and such assistants and agents as may be necessary or convenient for the management of SIAM, and to fix the terms and conditions of their employment. The business operations of SIAM shall be run by a manager(s) appointed by the Board. The manager(s) and his/her assistants shall have the authority to receive and disburse funds, sign contracts and leases, and other actions required as part of the daily business activities to run SIAM. The manager(s) and his/her assistants shall be accountable to the Board for their actions.

Section 5. The Board shall appoint an Executive Committee of no fewer than three members of the Board, including the Chair of the Board who shall be its chair. The Committee shall review the business operations of SIAM, assist in the fiscal analysis of proposed actions, and be empowered during the interim between meetings of the Board to act on behalf of the Board with respect to all matters as the Board may deem appropriate. The actions of this Committee will be communicated promptly to the full Board.

The Board may appoint additional committees to facilitate the conduct of the business of SIAM and delegate to these committees such power as may be necessary to conduct the aforesaid SIAM business. Members of such committees designated or agents appointed by the Board need not be members of the Board.

Section 6. Three Trustees shall be elected annually by dues-paying members of SIAM for three-year terms. The term of the elected Trustees shall begin on the first day of the year following their election.

If any elected Trustee shall die or resign during such Trustee's tenure of office, the vacancy thus created shall be filled for the unexpired term by an election by a majority vote of the Board, even if less than a quorum. A Trustee so elected shall be considered an elected Trustee.

With the approval of the Board, the Chair may appoint no more than two Trustees. The term of appointed Trustees shall begin at the time of appointment, and appointees shall serve for the remainder of the calendar year in which the appointment is made and for two additional calendar years.

If any member of the Board acts contrary to the interests of SIAM, such Trustee may be removed at any time by a vote of not less than two-thirds of the membership of the Board of Trustees in favor of such an action.

Any member of the Board may resign at any time by giving notice to the Chair of the Board. Any such resignation shall take effect immediately without necessity of further action.

No Trustee shall serve more than three consecutive terms.

#### **ARTICLE IV OFFICERS**

Section 1. There are nine officers of SIAM: A President; a President-Elect (in even-numbered years) or a Past-President (in odd-numbered years); a Vice President at Large; a Vice President for Education; a Vice President for Industry; a Vice President for Programs; a Vice President for Publications; a Secretary; and a Treasurer.

Additional officers may be authorized by the Board with the approval of the Council.

All Officers shall be members of SIAM. The Officers shall be responsible to the Board with respect to the management of SIAM.

Any Officer may resign at any time by giving written notice to the President or the Board; any such resignation shall take place effective immediately without necessity for further action. If any Officer acts contrary to the interests of SIAM, the Board may remove such Officer or limit the Officer's duties and powers at any time by a vote of not less than two-thirds of the membership of the Board of Trustees in favor of such an action. The President may suspend any appointed Officer until the next meeting of the Board.

Section 2. The President, Vice President at Large and Secretary shall be elected by the dues-paying membership of SIAM.

Section 3. The Treasurer shall be appointed by the Board for a two-year term, to take office on January 1 of an even numbered year.

All appointed Officers, except the Treasurer, shall be appointed by the President with the concurrence of the Council and Board, and their terms of office shall be two years, starting on January 1.

No appointed Officer, except the Treasurer, shall serve more than three consecutive terms.

Section 4. Each Officer of SIAM elected during a regular election shall hold office starting January 1 of the year following his or her election. (Special elections are addressed in Article IV, Sections 7 and 10.)

Section 5. The term of office for President is two years, beginning on January 1 of an odd-numbered year. In the normal course of events, the same person serves in three consecutively held offices: first, a one-year term as President-Elect in an even-numbered year; next, a two-year term as President, beginning in the following odd-numbered year; and, finally, a one-year term as Past President. (Exceptional circumstances are discussed in Article IV, Sections 7 and 10.)

The President-Elect is elected during each odd-numbered year (the first year of a President's term), and serves during the following even-numbered year (second year of President's term). At the end of each President's term of office, the President-Elect becomes the new President. The President leaving office then becomes the Past President and serves in that position during the first year of each new President's term.

Section 6. The President shall in general manage the professional and scientific affairs of SIAM. The President appoints all committees, except for those appointed by the Board, and may appoint "ad hoc" committees, as appropriate, to fulfill the objectives of SIAM.

The President shall preside at meetings of the Council, the Annual Business Meeting of SIAM, and such other meetings as the Council or Board may designate.

No person may serve more than one consecutive full term as President.

Section 7. If the President dies or resigns in a year when the President-Elect is in office, the President-Elect shall serve as President for the remainder of that year (during which time the office of President-Elect is unfilled) and thereafter shall serve the usual two-year term as President.

If the President dies or resigns in a year when there is no President-Elect, the Vice President at Large (or, if the Vice President at Large is unable to serve, a member of SIAM appointed by the Board in consultation with the Council) shall serve as President until December 31 of that year.

The President-Elect chosen during the subsequent regular election shall assume the office of President on January 1 of the next year, and shall thereafter serve three years as President. The first year of this three-year term includes the year in which the person would have served as President-Elect; during the year, the office of President-Elect is unfilled.

If the President or the Board determines that the President is unable to perform his or her official duties for an extended but temporary period of time, the President's duties shall be performed during that time by (1) the President-Elect, if this office is filled; or (2) the Vice President at Large, or, if the Vice President at Large is unable to serve, by an acting President appointed by the Board in consultation with the Council.

In circumstances involving a vacancy in the office of the President that are not covered here, the Board, in consultation with the Council, shall act with all deliberate speed to ensure that a President or President-Elect is elected by members of SIAM.

Section 8. The Past President's primary responsibility is to inform the President of matters left unfinished from his/her term as President.

Section 9. The President-Elect shall have duties as designated by the incumbent President.

Section 10. If the President-Elect dies or resigns, an election to fill this office shall be held as soon as possible. The board shall decide whether this election shall be a regular election or a special election.

[a] If the election can be completed during the current (even-numbered) year, the President-Elect shall be elected, and shall assume office immediately following the election. Until the new President-Elect assumes office, the Vice President at Large (or, if the Vice President at Large is unable to serve, a member of SIAM appointed by the Board in consultation with the Council) shall serve as President-Elect.

[b] If the election process cannot be completed until the next (odd-numbered) year, a President shall be elected and assume office immediately following the election. Under these circumstances, the current President shall continue to serve until the newly elected President assumes office.

Section 11. The terms of office for the Vice President at Large and Secretary shall be two years. Election of the Vice President at Large and Secretary shall take place during odd-numbered years.

No person shall serve more than two consecutive terms as Vice President at Large. No person shall serve more than three consecutive terms as Secretary.

Section 12. If the Vice President at Large or the Secretary dies or resigns before completing his/her term of office, the Board in consultation with the Council shall determine how the vacancy shall be filled until the next regularly scheduled election.

**ARTICLE V  
COUNCIL**

Section 1. There shall be a Council consisting of twelve elected Members, the Officers of SIAM, and the Chair of the Board.

Section 2. The Council shall formulate the scientific policies of SIAM, monitor its technical activities, propose new activities, and recommend action to the Board as appropriate. In fulfilling these responsibilities, it shall instruct the President to appoint such committees as it deems necessary. If applicable, the committees shall report on their activities and plans at regularly scheduled meetings of the Council for the Council's endorsement and/or amendment.

Proposals that originate in the Board involving scientific policies and/or technical activities of SIAM must be presented to the Council for discussion and approval. If such proposals have financial implications, the Council must support these proposals before the Board approves funding.

Section 3. All members of the Council shall be voting members. A majority of the members present shall constitute a quorum for the transaction of business at any meeting of the Council. Matters before the Council shall be decided by majority vote of the members present. If a quorum is not present at any meeting of the Council, members present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present.

Section 4. The Council shall appoint an Executive Committee of no fewer than three members of the Council, including the President, who shall be its chair. The Committee shall review all scientific and/or technical activities, and be empowered during the interim between meetings of the Council to act on behalf of the Council with all such matters that the Council may deem appropriate.

Section 5. The terms of office for Members of the Council shall be three years, with four members' terms expiring each year. No person shall serve more than two consecutive terms as a Member of the Council.

Should any Member of the Council die or resign before completing his/her term of office, the Council shall determine how the vacancy is to be filled until the next regularly scheduled election.

Section 6. There shall be two Members of the Council who serve as delegates to the Board of Trustees. They shall serve for terms of two years, sitting with the Board at all of its meetings with voice but without vote. Each year, the Council shall elect as delegate to the Board one of its Members from among those starting their first or fourth years on the Council. Each term will begin on January 1 following the election by Council.

Section 7. The Council shall have one meeting per year, called by the President. The Council shall also meet when seven Members of the Council make a request to the President, or when requested by majority vote of the Council Members present at a previous Council meeting.

**ARTICLE VI  
NOMINATIONS, ELECTIONS, AND VACANCIES**

Section 1. Nominations: There shall be a Nominating Committee consisting of the President, the Past-President or President Elect, whichever is in office, two members of SIAM elected by the Board and two members of SIAM elected by the Council, for terms of two years, with one term expiring each year. This election shall take place at the first meeting of the Council following submission of the current Nominating Committee's report. The election of members by the Board shall take place at the first meeting of the Board following submission of the current Nominating Committee's report. The President shall be the Chair of the Nominating Committee. The Nominating Committee shall prepare the slate of elected candidates (other than Vice President for Education, Vice President for Industry, Vice President for Programs, Vice President for Publications, and Treasurer), Members-at-Large of the Council and elected members of the Board of Trustees to fulfill all requirements as set forth in these Bylaws. The number of nominees for all elective offices shall be twice the number of vacancies to be filled, except as otherwise directed by the Council.

Section 2. Elections: Elected Officers, Members-at-Large of the Council, and Trustees shall be elected as specified in these Bylaws by the dues-paying membership of SIAM on the first Monday in November of each year. Those elected shall take office on January 1 following the election and serve for their specified terms or until their successors are elected. Voting shall be conducted using any secure system approved by the SIAM Council and the SIAM Board of Trustees, including electronic-based systems, postal ballots, or some combination of the two. Individual members shall be sent notification regarding the election of candidates and instructions on how to vote at least two months before the votes are to be counted. The SIAM Secretary shall supervise the election and be responsible for the details of how it is conducted. The election results will be reported to the membership in an official publication of SIAM.

The ballots shall list the nominees on the slate submitted by the Nominating Committee, shall provide space for write-in votes, and shall also provide space for suggested nominees for elective positions to be filled in the next election. The candidates receiving majorities or pluralities, as appropriate, shall be elected.

Section 3. If the regular election cannot be held as described in Article VI, Section 2, it shall be held as soon as possible thereafter, on a date to be decided by the Board. If such a delayed election occurs after December 31 of the year in which the election shall have taken place, those currently holding the offices to be elected shall serve until their successors are elected.

**ARTICLE VII  
MEMBERS AND THEIR ELECTION**

Section 1. There may be individual, academic (university or college), and corporate (profit-making corporations and all non-profit organizations which are not academic) members. A corporate member is a corporation or other legal entity or a division thereof; the divisions of a legal entity as well as the legal entity may be corporate members. Any privately-owned business or governmental agency may also be considered as a corporation. Academic and corporate members may be referred to collectively as institutional members.

Section 2. Individuals or institutions may apply for membership in SIAM by completing a membership application and sending it to SIAM.

Section 3. SIAM shall give prompt written notice to all approved applicants.

**ARTICLE VIII  
DUES AND PRIVILEGES OF MEMBERS**

Section 1. The dues and privileges for membership shall be determined by the Board. In addition, the Board may establish special membership classifications. The current dues and privileges of membership shall be set forth in the minutes of SIAM's Board and Council meetings and shall be disseminated to the members of SIAM.

Section 2. Annual dues shall be due and payable by the first day of January of each year. The Treasurer or his or her designee shall send out bills for annual dues not later than the first day of October of the preceding year. If the annual dues of a member are unpaid by January 1, such member's privileges and membership are suspended. If such member's dues are subsequently paid during the year for which dues are delinquent, the privileges of membership are restored retroactively to January 1.

**ARTICLE IX  
ANNUAL BUSINESS MEETING**

Section 1. There shall be at least one annual business meeting of SIAM. The Secretary or his or her designee shall post notice of the annual business meeting at least two weeks in advance of the meeting in a manner available to all SIAM members.

**ARTICLE X  
PROFESSIONAL ACTIVITIES**

Section 1. The objectives of SIAM shall be to sponsor activities to further the applications of mathematics and computing to industry and science, promote basic research in mathematics and computing leading to new methods and techniques useful to ideas among mathematicians, computational scientists and other technical and scientific personnel.

SIAM also shall function as a source of information for both public and private agencies regarding the state of applied mathematics and the community of industrial and applied mathematicians, including, but not limited to, individuals engaged in applied mathematics, scientific computing, computer science, computational science and related fields of study and application.

Section 2. These activities shall include, but not be limited to, activity groups in defined areas of mathematics, publications, and meetings, and they may be conducted by SIAM alone, or with the cooperation and/or support of other organizations.

Section 3. The publications shall include media for research, survey, and expository articles and treatises, as well as general information consistent with the objectives of SIAM. Media shall include, but not be limited to, periodicals and books.

Section 4. Meetings of SIAM, other than annual business meetings, shall provide media for the communication of research, survey, and expository information as well as general information consistent with the objectives of SIAM. Meetings shall include, but not be restricted to, public gatherings, symposia, special conferences, seminars, sponsored lectures, and training courses, and they may be conducted by SIAM or by its activity groups, sections and chapters, alone and/or with the cooperation or support of other organizations.

## **ARTICLE XI ACTIVITY GROUPS**

Section 1. Activity Groups of SIAM may be established by the Board and Council for the purpose of fostering activity in areas of applied mathematics or areas of interest to SIAM members not otherwise fully covered by SIAM. Application to establish an Activity Group must be accompanied by a petition signed by no fewer than twenty (20) members of SIAM.

Section 2. The conduct of an Activity Group shall be governed by Activity Group Rules of Procedure (hereinafter called "Activity Group Rules"), which must have final approval of the Board and the Council.

Section 3. Activity Groups are approved for an initial period, with renewal applications required for additional periods. Renewal applications must be approved by the Board and the Council.

Section 4. When the Board and Council have approved a petition to establish an Activity Group, the President of SIAM shall designate temporary officers as specified in the Activity Group Rules.

Section 5. Membership in an Activity Group shall be open to any SIAM member, but to no others.

## **ARTICLE XII SECTIONS**

Section 1. Sections of SIAM may be established by the Board for the purpose of locally promoting a program consistent with the objectives of SIAM. Application to establish a Section must be accompanied by a petition signed by no fewer than twenty (20) members of SIAM.

Section 2. The Board shall specify the territory associated with the Section. It may change the boundary or terminate the Section at its discretion.

Section 3. A Section shall be known as “The (name of territory) Section of the Society for Industrial and Applied Mathematics.”

Section 4. The conduct of a Section shall be governed by Section Rules of Procedure (hereinafter called “Section Rules”). The Section Rules shall be established by the Board but they may be modified with due notice to the Sections at its discretion.

Section 5. When the Board has approved a petition to establish a Section, the President of SIAM shall designate temporary officers of the Section as specified in the Section Rules.

Section 6. All Section funds are the property of SIAM. Such funds, however, may be used by the Section to conduct its activities. The Section Treasurer as specified in the Section Rules shall have custody of the funds of the Section, and he or she may receive and disburse these funds as specified in the Section Rules. The Section Treasurer shall submit an annual report at year end, if appropriate, to the Treasurer of SIAM which shows all receipts and disbursements. Nothing contained in this section shall be construed to relieve the Treasurer of SIAM from having responsibility for the funds and financial obligations of the Section.

Section 7. All SIAM dues of Section members shall be payable to SIAM. However, Sections may levy Section dues, as specified in the Section Rules.

Section 8. No officer or individual representative of a Section shall have any authority to contract debts for, pledge the credit of, or in any way bind SIAM, except to the extent that Section funds exist. Nothing in this section shall be construed, however, as preventing a Section from disbursing Section funds for activities consistent with the objectives of SIAM.

Section 9. In the event that the Board terminates a Section, the Board shall specify whether the funds of the Section shall revert to the account of SIAM or otherwise.

### **ARTICLE XIII STUDENT MEMBERSHIP**

Section 1. Any bona fide student in any college or university, whose major field is applied mathematics, scientific computing, computer science, computational science, and related fields of study, or employs mathematics, is eligible to become a student member of SIAM.

Section 2. Student membership shall terminate automatically with the membership year during which the member leaves or is graduated from school.

Section 3. The Board may limit the number of student members when, in its opinion, this number becomes excessive.

### **ARTICLE XIV STUDENT (UNIVERSITY) CHAPTERS**

Section 1. Student (University) Chapters of SIAM, under the aegis of one or more colleges or universities, may be established for the purpose of promoting a program of activities consistent with the objectives of SIAM. Applications for a Student Chapter shall be submitted to the Board, accompanied by a petition signed by no fewer than twelve (12) members (or student members) of SIAM of which at least two (2) shall be members of the faculty of the sponsoring institution. However, if the Chapter is being sponsored jointly by several institutions, the petition must contain the signature of at least one (1) faculty member of each of the institutions.

Section 2. A Student Chapter shall be called “(name of school) Chapter of SIAM” in the event of one sponsoring institution, or “Student Chapter of SIAM, (name of area)” if there is more than one sponsoring institution.

Section 3. Conduct of a Student Chapter shall be governed by Article XII (Sections), Sections 4 through 9, inclusive, except that Section Rules of Procedure shall be replaced by Rules of Procedure for Student Chapters.

Section 4. Nothing in this Article is to be construed as exempting each Student Chapter or the members thereof from obeying all of the rules for campus organizations on its own campus.

### **ARTICLE XV PARLIAMENTARY PROCEDURE**

Section 1. The current edition of Robert’s Rules of Order shall govern the parliamentary procedure of SIAM, the Board of Trustees, and the Council insofar as it does not conflict with the provisions of these Bylaws.

### **ARTICLE XVI INDEMNIFICATION**

Section 1. SIAM shall indemnify any person who was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a member of the Board of Trustees, a member of the Council, an Officer, employee or agent of SIAM, against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of SIAM, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. SIAM will purchase and maintain insurance on behalf of any person who is or was a member of the Board of Trustees, a member of the Council, an Officer, employee, or agent of SIAM, against any liability asserted against him or her and incurred by him or her in any such capacity.

### **ARTICLE XVII AMENDMENTS**

Section 1. Proposed amendments and/or revisions to these Bylaws shall be submitted to the membership of SIAM for approval or disapproval upon the recommendation of not less than two-thirds of the membership of the Council and two-thirds of the membership of the Board of Trustees.

If a majority of the vote received within 60 days of the date of transmittal expresses approval of the proposed amendments, then they are to be considered as amendments to these Bylaws and go into effect on the 61st day.