

AMERICAN SOCIETY OF BIOMECHANICS

BYLAWS

Approved by the ASB membership April 25, 2026

Article 1: Name

The name of this society shall be the American Society of Biomechanics (the "Society" or "ASB").

Article 2: History

The American Society of Biomechanics is a non-profit organization founded on the eighteenth day of October, 1977, in Iowa City, Iowa and incorporated on the 20th day of February, 1981, in the state of Delaware pursuant to and in conformity with the corporate laws of that state.

Article 3: Purpose

Section 1. IRS Section 501(c)(3) Purposes

The American Society of Biomechanics is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The purpose of the Society is to advance the science of biomechanics for scientific and educational purposes including stimulating and fostering research, discussion, and the exchange of ideas among those working in biomechanics, promoting biomechanics education, and disseminating knowledge to the broader scientific community and public. All activities of the Society shall be consistent with and in furtherance of these scientific and educational purposes.

Article 4: Membership

Section 1. Membership Categories

The Society shall have the following categories of membership:

- Regular Members: Regular members shall be individuals working in or interested in the advancement of the field of biomechanics. Early Career Members and Retired Members are subcategories of Regular Members with the same voting rights and privileges. Early Career Members shall be within 5 years of their terminal degree. Retired Members shall have retired from professional employment.
- Student Members: Student members shall be individuals currently enrolled in a college or university with a demonstrated interest in biomechanics.
- Emeritus Members: Emeritus members shall be individuals who have made significant contributions to the Society and field of Biomechanics. Emeritus status shall require a formal application and a majority vote of the Executive Board.

Section 2. Membership Application and Approval

(a) Application for membership shall be made through methods designated by the Executive Board.

(b) Upon approval and payment of dues, applicants shall be granted membership with full privileges as defined for their membership category.

(c) The Membership Committee shall establish procedures for reviewing and approving membership applications in accordance with policies established by the Executive Board.

Section 3. Voting Rights

Regular Members, Student Members, and Emeritus Members in good standing shall be entitled to vote on all matters submitted to the voting membership, unless otherwise specified in these Bylaws.

Section 4. Membership Dues

Annual membership dues shall be established by the Executive Board and may vary by membership category. Emeritus Members shall not be required to pay dues.

Section 5. Good Standing

Members in good standing are those current on dues payments and not under suspension (as defined in Section 8).

Section 6. Resignation

Any member may resign from the Society by submitting written notice to the Secretary. Resignation does not relieve the member of the obligation to pay any dues already assessed for the current membership year.

Section 7. Lapse of Membership

Membership shall automatically lapse if annual dues remain unpaid ninety (90) days after the due date.

Section 8. Suspension and Termination of Membership

Every member must comply with these Bylaws and adhere to the Society's Code of Conduct. Failure to comply with the Bylaws or Code of Conduct may result in consequences as detailed in the Code of Conduct, up to and including suspension or termination of membership in the Society. Any suspension or termination action shall include written notice to the member and an opportunity to respond before final action is taken. In the event of any conflict between these Bylaws and the Code of Conduct, these Bylaws shall govern. Procedures for appeal of suspension and termination may be established by the Executive Board and described in the Society's Code of Conduct or related policy.

Article 5: Officers

Section 1. Officers of the Society

The officers of the Society shall be a President, Past President, President-Elect, Treasurer, Secretary, and a Treasurer-Elect. The position of Treasurer-Elect shall be filled every third year. These officers shall perform the duties described by these Bylaws and by the parliamentary authority adopted by the Society.

Section 2. Election of Officers

(a) The Nominating Committee (as described in Article 9, Section 2) shall nominate candidates for President-Elect and, when appropriate, the Secretary, Treasurer, and Treasurer-Elect.

(b) Elections shall be conducted via a secure electronic mechanism in accordance with procedures established by the Executive Board.

(c) In the event of a tie for any office, a second vote of the voting membership shall be held.

Section 3. Terms of Office

The terms of office shall begin at the close of the annual business meeting.

Section 4. Duties and Terms of Officers

(a) President. The President shall serve a one-year term and shall be the chief officer of the Society. The President shall preside at all Executive Board meetings and annual business meetings of the Society, shall be an ex officio member of all committees except the Nominating Committee, and shall perform any other duties usually pertaining to the office. Upon completion of their term, the President shall automatically become Past-President.

(b) President-Elect. The President-Elect shall serve a one-year term and shall become President upon the expiration of the term or the resignation or incapacity of the current President. In the absence of the President, the President-Elect shall assume the duties of the President.

(c) Past-President. The Past-President shall serve a one-year term and shall chair the Nominating Committee.

(d) Secretary. The Secretary shall serve a three-year term and may be re-elected for one additional consecutive term. The Secretary shall:

- Keep minutes of all meetings of the Society and of the Executive Board
- Conduct the Society's elections
- Send official meeting notices to members
- Maintain official Society records
- Perform other duties assigned by the Executive Board

(e) Treasurer. **The Treasurer shall serve a three-year term and may be elected once to a consecutive term. To serve a consecutive term, the incumbent Treasurer must be elected to the office of Treasurer-Elect while serving as Treasurer.** The Treasurer shall:

- Be responsible for all financial and administrative matters including collection of dues
- Provide a financial report at the annual business meeting
- Maintain accurate financial records
- Prepare the annual budget for Executive Board approval
- Ensure the annual financial report is reviewed or audited as required by law and these Bylaws
- Perform other duties assigned by the Executive Board

(f) Treasurer-Elect. During the second year of the Treasurer's term, a Treasurer-Elect shall be elected to serve a one-year term and shall become the Treasurer upon expiration of the current Treasurer's term or upon the resignation or incapacity of the current Treasurer.

Section 5. Ex Officio and Advisory Members

The Executive Board may designate individuals to serve as non-voting advisory members, such as representatives of service providers, past officers, or subject matter experts.

Section 6. Vacancies

Any vacancy in an officer position shall be filled for the balance of the unexpired term by appointment of the Executive Board. A vacancy in the office of President shall be filled by the President-Elect, who shall serve the remainder of that term and then their own full term as President. A vacancy in the office of Treasurer shall be filled by the Treasurer-Elect if that position exists at the time of the vacancy. If no Treasurer-Elect has been elected, the Executive Board shall appoint a Treasurer for the remainder of the term within sixty (60) days.

Section 7. Removal

Any officer may be removed from office for cause by a two-thirds vote of the Executive Board, provided the officer has been given written notice and an opportunity to be heard.

Article 6: Directors

Section 1. Elected Directors

Unless otherwise specified, nominations for the offices described in this section shall be made by the Nominating Committee in accordance with Article 9, Section 2, and the election procedures in Article 5, Section 2.

The following Directors shall be elected by the voting membership:

(a) Program Chairperson-Elect. The Program Chairperson-Elect shall serve a one-year term and shall become Program Chairperson upon expiration of that term.

(b) Program Chairperson. The Program Chairperson shall serve a one-year term. The Program Chairperson-Elect shall automatically assume this role upon expiration of the former Program Chairperson's term.

(c) Student Representative-Elect. The Student Representative-Elect shall be elected by the Student members of the Society and serve a one-year term and shall become Student Representative upon expiration of that term.

(d) Student Representative. The Student Representative shall serve a one-year term. The Student Representative-Elect shall automatically assume this role upon expiration of the former Student Representative's term.

Section 2. Appointed Directors

The Executive Board may appoint Directors to serve in roles necessary for the effective operation of the Society. The number, titles, and responsibilities of appointed Directors shall be determined by the Executive Board. Appointed Directors shall have voting rights on the Executive Board.

Section 3. Terms of Appointed Directors

Appointed Directors shall serve at the discretion of the Executive Board for terms not to exceed three (3) years. Appointed Directors may be reappointed for additional terms.

Section 4. Vacancies

Any vacancy in an elected Director position shall be filled for the balance of the unexpired term by appointment of the Executive Board. Appointed Director vacancies shall be filled in the same manner as the original appointment.

Section 5. Removal

Any Director may be removed from their position for cause by a two-thirds vote of the Executive Board, provided the Director has been given written notice and an opportunity to be heard.

Article 7: Executive Board

Section 1. Composition

The Executive Board shall consist of:

- (a) All Officers of the Society as defined in Article 5
- (b) All Directors as defined in Article 6
- (c) Ex officio and advisory members as defined in Article 5, Section 5, who shall attend meetings but shall not have voting rights unless otherwise specified

Section 2. Authority and Responsibilities

The Executive Board shall have general charge of the affairs, funds, and property of the Society and shall have authority to act on behalf of the Society between annual business meetings, subject to these Bylaws and any directives of the voting membership. The Executive Board shall:

- (a) Establish policies and procedures for the operation of the Society
- (b) Approve the annual budget
- (c) Set membership dues amounts for all membership categories
- (d) Appoint Directors and committee members as provided in these Bylaws
- (e) Fill vacancies in Officer and Director positions
- (f) Exercise other powers as necessary to fulfill the purposes of the Society

Section 3. Meetings

- (a) The Executive Board shall meet at least once annually in conjunction with the annual business meeting of the Society.
- (b) Special meetings of the Executive Board may be called by the President or upon written request of three (3) members of the Executive Board.
- (c) Meetings may be held in person, by telephone conference, by video conference, or by any other means permitted by law, provided all participants can hear one another.
- (d) Notice of all Executive Board meetings shall be provided to all members of the Executive Board at least fourteen (14) days in advance, except in cases of emergency when shorter notice may be given.

Section 4. Quorum

A majority of the voting members of the Executive Board shall constitute a quorum for the transaction of business.

Section 5. Voting

Each voting member of the Executive Board shall have one vote. Action on matters brought before the Executive Board shall be taken upon a majority vote of the voting members present or participating, except where these Bylaws require a greater vote. Members may vote in person or by electronic means during properly noticed meetings. The Executive Board may also take action without a meeting by electronic vote, provided all voting members are given notice and a reasonable opportunity to vote.

Section 6. Conflict of Interest

Members of the Executive Board shall disclose any potential conflicts of interest and shall recuse themselves from voting on matters in which they have a perceived or material financial or other material interest, including conflicts of commitment arising from familial relationships or roles in other organizations.

Section 7. Compensation

Members of the Executive Board shall serve without compensation but may be reimbursed for reasonable expenses incurred in the performance of their duties, as approved by the Executive Board.

Section 8. Financial Review

(a) The annual financial report shall be reviewed by at least two (2) members of the Society who are not currently serving on the Executive Board, appointed annually by the Executive Board.

(b) The Executive Board may elect to engage an independent accountant to conduct a financial review or audit in place of or in addition to the member review.

(c) The results of any financial review or audit shall be presented to the Executive Board and summarized for the membership at the annual business meeting.

Section 9. Indemnification

The Society shall indemnify and hold harmless any Officer, Director, committee member, or agent of the Society from any claim, liability, or expense arising out of their service to the Society, to the fullest extent permitted by Delaware law, provided such person acted in good faith and in a manner reasonably believed to be in the best interests of the Society.

Section 10. Fiscal Year

The fiscal year of the Society shall be determined by the Executive Board.

Section 11. Succession and Continuity

(a) In the event of a vacancy in the office of President, the President-Elect shall immediately assume the office of President for the remainder of the term and shall then serve their own full term as President.

(b) In the event of simultaneous vacancies in both President and President-Elect, the Past-President shall assume the office of President until a special election for President-Elect can be conducted, after which the newly elected President-Elect shall assume the office of President for the remainder of the current term and then serve their own full term.

(c) In the event of a vacancy in the office of Treasurer, Program Chair, or Student Representative, the Treasurer-Elect, Program Chair-Elect, or Student Representative-Elect (if one has been elected) shall assume that office for the remainder of the term. If no elect has been elected, the Executive Board shall appoint a replacement per Section 11(d).

(d) For all other Director vacancies, the Executive Board shall appoint a replacement for the remainder of the unexpired term within sixty (60) days.

(e) The Executive Board shall maintain succession plans and operational procedures to ensure continuity of essential Society functions.

Article 8: Annual Business Meeting

Section 1. Annual Business Meeting

An annual business meeting of the voting membership shall be held for the dissemination of governance information, receipt of reports from Officers and Directors, and for any other business that may lawfully come before the membership. The annual business meeting shall be held at a time and place determined by the Executive Board and may be held in conjunction with the Society's annual conference.

Section 2. Notice of Annual Business Meeting

Notice of the annual business meeting, including the date, time, and location (or virtual meeting information), shall be provided to all members at least thirty (30) days in advance.

Section 3. Joint Meetings

The annual business meeting of the Society may be held in conjunction with a meeting of any other organization, provided the Society maintains its distinct business session.

Section 4. Virtual and Hybrid Meetings

Annual business meetings may be conducted in person, virtually, or in a hybrid format combining in-person and virtual participation, as determined by the Executive Board.

Section 5. Quorum

The members present at any properly noticed annual business meeting shall constitute a quorum for the transaction of business.

Section 6. Special Meetings

Special meetings of the voting membership may be called by the President, the Executive Board, or upon written petition of at least ten percent (10%) of the voting members in good standing. Notice of any special meeting shall be provided to all voting members at least fourteen (14) days in advance and shall state the purpose of the meeting. Only business stated in the notice may be conducted at a special meeting.

Section 7. Electronic Communications

Official communications to members, including meeting notices, election materials, and amendment proposals, may be delivered by electronic means including email to the member's email address on file with the Society. Members are responsible for maintaining current contact information with the Society.

Article 9: Committees

Section 1. Committees

The Executive Board may establish standing and ad hoc committees as necessary to carry out the work of the Society. The Executive Board shall define committee responsibilities, composition, and procedures.

Section 2. Nominating Committee

(a) Composition. The Nominating Committee shall be composed of the Past-President as Chairperson and two Regular Members elected by majority vote of the voting membership for a term of one year. Nominating Committee members are not members of the Executive Board by virtue of this role.

(b) Responsibilities. The Committee shall nominate candidates for elected Officer and Director positions as specified in Articles 5 and 6.

(c) Candidate Qualifications. The Committee shall ensure that each candidate is a member in good standing, qualified, able, and willing to serve in the position concerned.

(d) Diversity and Representation. The Committee should assemble slates of candidates that are representative of the Society membership and its values while fostering interdisciplinary cooperation.

(e) Vacancies. If a vacancy occurs on the Nominating Committee, the Executive Board shall appoint a Regular Member in good standing to serve for the remainder of the term.

Article 10: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

Article 11: Amendment and Dissolution

Section 1. Proposal of Amendments

Amendments to these Bylaws may be proposed by:

- (a) The Executive Board by majority vote, or
- (b) Written petition to the Secretary by at least six (6) voting members in good standing.

Section 2. Notice and Voting

- (a) A copy of any proposed amendment shall be distributed to all voting members in good standing within thirty (30) days of receipt by the Secretary.
- (b) Voting shall be conducted electronically and shall remain open for not less than thirty (30) days and not more than forty-five (45) days after distribution of the proposal.
- (c) An amendment shall be approved and adopted upon a two-thirds (2/3) affirmative vote of voting members who cast ballots.
- (d) The results of the vote shall be communicated to the membership within fourteen (14) days of the close of voting.
- (e) Approved amendments shall take effect immediately upon adoption unless the amendment specifies a different effective date.

Section 3. Dissolution

- (a) The Society may be dissolved only upon approval by a two-thirds (2/3) vote of the voting members, following the procedures for bylaw amendments set forth in Sections 1 and 2 of this Article.
- (b) Upon dissolution of the Society, and after payment of all liabilities, the remaining assets shall be distributed to one or more organizations that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of future tax law), in accordance with the Society's scientific and educational purposes.
- (c) No assets shall be distributed to any member or officer of the Society upon dissolution.

Article 12: Records and Reports

Section 1. Corporate Records

The Society shall keep correct and complete books and records of account and minutes of the proceedings of the membership, Executive Board, and committees.

Section 2. Annual Report

The Executive Board shall provide an annual report to the membership summarizing the Society's activities, financial status, and accomplishments.