

**Bylaws of the**  
**EUROPEAN ALLIANCE FOR**  
**MEDICAL AND BIOLOGICAL ENGINEERING AND SCIENCE**  
**(EAMBES)**

**ARTICLE 1**  
**THE DUTIES OF THE**  
**OFFICERS OF EAMBES**

The **President** shall:

- a) Serve as Chief Executive Officer of EAMBES,
- b) Chair the General Council and the Executive Board meetings,
- c) Appoint chairs of committees of the Executive Board,
- d) Be an ex – officio member of all committees of the Executive Board,
- e) Have the power to call special meetings of the Executive Board, the General Council, Divisions and committees,
- f) Assign duties to the President-Elect,
- g) Assign duties to the Vice-Presidents.

The **President-Elect** shall:

- a) Advise and assist the President in his/her duties,
- b) Assume the duties of President in his/her absence,
- c) Assume the duties of President on completion of his/her term of office.

The **Past-President** shall:

- a) Advise and assist the president in his/her duties,
- b) Chair the Nominating Committee.

The **Secretary-General** shall:

- a) Be responsible for records of meetings of the General Council and Executive Board,
- b) Transmit to the Executive Board and General Council records of meetings of Divisions and Committees,
- c) Maintain a record of Member Organisations and Fellows, Representatives of the Divisions to the General Council and of the Officers of EAMBES,

- d) Maintain a copy of the current Constitution and Bylaws,
- e) Conduct correspondence as directed by the Executive Board and/or President.

The **Treasurer** shall:

- a) Be responsible for the financial management of EAMBES and shall maintain books and records as required,
- b) Present a balanced budget to the General Council,
- c) Disburse such funds of EAMBES as directed by the General Council or Executive Board,
- d) Be responsible for the collection of annual fees and other monies as required in the Constitution and Bylaws.

## **ARTICLE 2**

### **GENERAL ASSEMBLIES OF DIVISIONS**

#### **2.1. The General Assembly.**

Each Division shall have a General Assembly that is the highest authority of the Division and which shall be vested with powers allowing the fulfilment of the objectives, aims and activities of the Division and of EAMBES.

The General Assembly shall:

- a. Establish the policy of the Division,
- b. Elect or dismiss the members of the Executive Committee of the Division,
- c. Make recommendations to the Executive Committee of the Division and of EAMBES as required,
- d. Receive and approve or reject the budget and annual account of the Division and of EAMBES,
- e. Receive and approve or reject reports and recommendations from the Executive Committee and other Committees of the Division, including approval of the membership fee of the Division to be recommended to the Council of EAMBES,
- f. Initiate action to further the objectives of the Division and of EAMBES as set out in the Constitution,
- g. Approve amendments to the Bylaws of the Division as required, including voluntary dissolution of the Division,
- h. Approve or reject proposals to dismiss members of the Division.

#### **2.2. Composition**

All individual members of a Division shall have the right to attend and participate in the Assembly of that Division. Voting is restricted to Fellows and the Delegates to the Divisions.

The numbers of voting Delegates are:

*The Division of Societies:* The number of Delegates representing each Member Organisation at the Assembly shall be logarithmic, as follows:

<i>Number of Members</i>	<i>Number of Delegates</i>
20 or fewer	1
21 to 200	2
201 to 2000	3
More than 2000	4

*Division of Academic Programmes or Institutions and Research Institutes:* Each Member Organisation shall have one designated voting delegate.

*Division of Fellows:* Each Fellow shall have one vote.

Delegates of the Division of Societies and of the Division of Academic Programmes or Institutions and Research Institutes shall be selected as each Member Organisation decides. The names of Delegates, and any change of Delegates, shall be notified to the Secretary/Treasurer of the Division. Alternates may replace Delegates unable to attend the Assembly, provided the Member Organisation notifies the Secretary/Treasurer.

Member Organisations or Fellows in arrears with their annual fees for more than one year shall forfeit their right to vote.

### **2.3 Meetings and invitation to meetings part of General Assembly**

The Executive Committee (see 3.1) shall convene a General Assembly meeting at least once a year. The Executive Committee shall convene a special meeting of the General Assembly on petition of a Division or by at least twenty percent of the Member Organisations or Fellows.

The agenda for the meeting of the General Assembly shall be prepared by the Secretary/Treasurer and shall include at least:

- a) Reports from the Chair and Secretary /Treasurer,
- b) Business presented by the Executive Committee,
- c) Reports from Committees of the Division,
- d) Any additional business presented in advance by any Member Organisation or Fellow.

The agenda and notice of the site of the meeting of the General Assembly shall be sent to all Members Organisations or Fellows by postal or electronic mail at least 30 days before the meeting of the General Assembly.

## **2.4 Decision making process**

A quorum of the General Assembly shall consist of at least half of the Fellows or Delegates to the Divisions. Business may be conducted in the absence of a quorum, but decisions must subsequently be ratified by ballot.

Voting shall normally be by a show of hands unless a secret ballot is requested. A secret ballot shall be conducted for the election of the Executive Council members.

The approval of a majority of those voting shall be required for the acceptance of a motion. A majority shall be a simple majority of greater than half of those voting except for changes in the Constitution or Bylaws or the dissolution of the Division or of EAMBES, which shall require a majority of more than two-thirds of those voting.

The General Assembly may use mail and electronic ballots. For these, the Secretary/Treasurer shall submit proposals with a closing date for voting not less than 30 days after submission. A majority of those responding shall be required for acceptance of the proposal. A majority shall be a simple majority of more than half except for changes to the Statutes or the dissolution of a Division or of EAMBES, which shall require a majority of two-thirds.

The Chair of the Division has the casting vote if votes for a decisions made by simple majority is tied.

## **2.5. Register of the decisions of the General Assembly**

The Secretary/Treasurer of the Division or a designated person shall keep the minutes of each meeting of the General Assembly. These minutes shall be sent to all voting members of the General Assembly for approval or amendment by an electronic ballot. Copies of the approved minutes shall be signed by the Chair and Secretary/ Treasurer of the Division and sent to the Secretary-General.

# **ARTICLE 3 THE DUTIES OF THE OFFICERS AND EXECUTIVE BOARD OF THE DIVISIONS.**

## **3.1. The Executive Committee of the Division**

The Executive Committee is the administrative body of the Division and reports to the General Assembly. The Executive Committee shall have full powers except those expressly attributed to the General Assembly, and shall have the authority for all issues, concerns, positions and administration of the Division between meetings of the Assembly.

The Executive Committee shall consist of the Chair, Past-Chair, Vice-Chair and Secretary/Treasurer.

The Chair and Past-Chair shall each serve for two years. They shall normally serve no more than one term in each office. The Secretary/Treasurer shall serve for four years and be eligible to serve two further two-year terms.

In order to ensure representation of both Sections of the Division of Societies the Chair shall alternately be a member of a society of the Section of National societies and of the Section of Trans-European societies.

In addition to the function of a member of ceasing at the termination of the mandate period it shall be terminated by death, physical or civil incapability or dismissal. In the event of resignation, death physical or civil incapability or dismissal of a member of the Executive Committee during his/her term of office, the Chair of the Division shall appoint a temporary replacement to fill the vacancy until an election can be held. The Nominating Committee shall prepare a list of nominations for the vacant office and shall distribute an electronic or postal ballot to the Division delegates within 30 days of the vacancy. The candidate receiving the greatest number of votes within 30 days of the distribution of the ballot shall fill the vacancy.

### **3.2. The duties of the Officers of the Division**

The **Chair** shall:

- a) Chair meetings of the Executive Committee of the Division and of its General Assembly,
- b) Appoint the chairs of Committees of the Division,
- c) Be an ex – officio member of all Committees of the Division,
- d) Have the power to call special meetings of the Executive Committee of the Division and its Committees,
- e) Assign duties to the Past-Chair.

The **Vice-Chair** shall:

- a) Assist the Chair in fulfilling all assigned duties.
- b) Assume the duties and have the power, privileges, and responsibilities of the Chair during the latter's absence or incapacity.
- c) Be responsible with the Secretary/Treasurer for planning and developing the budget for the following year.

The **Past Chair** shall:

- a) Advise and assist the Chair in his/her duties,
- b) Chair the Nominating and the Membership Committees.

The **Secretary/Treasurer** shall:

- a. Be responsible for records of meetings of the Executive Committee of the Division and the General Assembly,
- b. Transmit records of meetings of the Executive Committee of the Division, its Committees and of the General Assembly to the Secretary General,
- c. Maintain a record of Members Organisations or Fellows, Delegates to the General Assembly of the Division and of Representatives of the Division to the General Council,

- d. Conduct correspondence as directed by the Executive Committee and/or Chair of the Division,
- e. Be responsible with the Vice-Chair for planning and developing the budget for the following year,
- f. Prepare the budget of the Division.

Meetings of the Executive Committee shall be held at least twice each year. Notice of a meeting shall be communicated to the members of the Executive Committee at least 30 days prior to the meeting.

### 3.3 Committees

The Executive Committee of the Divisions shall have the right to establish such Committees and Working Groups as are required to provide good management, and further the objectives of the Division. These committees shall not represent EAMBES to organisations outwith EAMBES without the formal assent of the Executive Board.

There shall be standing committees be for Nominating and Membership. The Chair of the Division may establish *ad-hoc* committees for special assignments as needed.

The Chair shall make appointments to all committees except the Nominating Committee. Individuals appointed as committee chairs or members shall serve a nominal term of two years starting immediately after the Assembly, but shall continue to serve until their successors are appointed or the committee is dissolved, except where other terms are specifically designated by the Constitution and Bylaws.

The Nominating Committee shall consist of the most immediate Past-Chair of the Division as Chair of the committee and four additional members, who are elected by the members of the Division. This committee is responsible for presenting to the Member Organisation or Fellows of the Division nominations for Officers of the Division, for the next Nominating Committee and for Representatives to the General Council. The names of candidates for election to the Executive Committee shall be sought by the Secretary/Treasurer at least 120 days before the General Assembly and notified to the Secretary/Treasurer at least 90 days before the General Assembly.

The Nominating Committee may add the names of additional candidates if the Committee believes that it would be in the interest of the Division to do so. Nominations are also possible by a petition by 10% of the membership of a Division.

The Membership Committees of the Divisions of Academic Programmes or Institutions and Research Institutes and of the Division of Societies shall consist of the most immediate Past-Chair of the Division of Societies as Chair of the committee and at least four additional members. This committee is responsible for reviewing membership applications and for soliciting new applications.

The Membership Committee of the Division of Fellows shall be known as the Fellowship Committee and shall consist of the most immediate Past-Chair of the Division of Fellows as Chair of the committee and at least four additional members.

This committee shall seek nominations for Fellowship and select nominees for election from the candidates nominated. Nominees for Fellowship shall satisfy the criteria outlined in Article 4 of the Constitution of EAMBES. Those active and residing within Europe shall be known as Fellows. Fellows aged 70 years or more may request transfer to the status of Emeritus Fellow who have the right to attend and speak at the General Assembly of the Division, but not vote, and will pay reduced dues. Fellows active and residing outside Europe shall be known as Honorary Fellows who have the right to attend and speak at the General Assembly of the Division, but not vote, and will pay no dues.