



SAE INTERNATIONAL

BYLAWS

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Figures in parentheses reflect the effective date of the provision.

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ARTICLE I – NAME

The name of this corporation is SAE International.

(04/04/2006)

ARTICLE II – PURPOSES

The purposes of SAE International (herein called "SAE") are: (a) to advance the knowledge of the arts, sciences, standards, and engineering practices connected with the development, design, construction, and use of self-propelled machines, prime movers and related equipment (all herein collectively called "mechanisms"); (b) to preserve and improve the quality of life in the production and use of such mechanisms; (c) to maintain a library of publications; (d) to promote through meetings, lectures, courses, seminars and the presentation and discussion of scientific and engineering papers a better understanding of such mechanisms; (e) to develop technical and scientific reports, including engineering standards and recommended practices, in connection with the development, design, construction, use, and reuse of such mechanisms, and publish and distribute such reports for the benefit of mankind; and (f) generally to provide for or carry on such other activities as may be necessary, incidental, convenient, or desirable to accomplish fully the foregoing purposes. In pursuing such purposes, SAE shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(10/03/2012)

ARTICLE III – MEMBERSHIP

Section 3.1 - Grades of Membership

SAE shall have the following grades of membership: Honorary; Fellow; Member; Associate; Joint; and Student. (04/21/2009)

Section 3.2 - Voting Members

Only members in the following grades shall be entitled to vote on each matter submitted to a vote of the membership: Honorary, Fellow, and Member.

Section 3.3 - Qualifications for Each Grade

Any individual whose personal qualifications enables them to contribute to the purposes of SAE are eligible for membership in SAE provided they meet the following particular qualifications and requirements for the grade to which they have applied or are entitled:

Section 3.3.1 - Honorary

This grade shall be composed of the Past Presidents of SAE, who shall automatically be awarded this grade at the end of their year of service on the Board of Directors (herein called "the Board") as Past President. (09/16/2010)

Section 3.3.2 - Fellow

This grade shall be composed of persons of exceptional distinction by reason of outstanding and extraordinary qualifications, experience, and sustained accomplishment in mobility or related engineering, who have been members of SAE for at least ten (10) years, and are voting members of SAE in good standing at the time of their election to Fellow grade. At the discretion of a committee or operating board, the term of SAE membership may be reduced to two (2) years if it can be established that the nominee was actively involved for at least ten (10) years in work that provided outstanding support for SAE activities. Nomination for election to Fellow grade shall be made by voting members. Nominations shall be considered by a committee or operating board and recommended to the Board for approval. Status as a Fellow member shall begin upon approval by the Board. (10/04/2016)

Section 3.3.3 – Member

A member shall have a qualified college or university degree in engineering; or have the required equivalent years of technical education and professional technical experience; or have distinguished service and noteworthy accomplishments. (04/17/2007)

Section 3.3.4 - Associate

An associate member shall be individuals whose association supports the objectives of SAE but do not meet the requirements of a member. (10/03/2012)

Section 3.3.5 – Joint

A joint member shall be a member in good standing of an organization with which SAE has a joint membership agreement. (04/21/2009)

Section 3.3.6 - Student

A student member shall, at the time of application, be a high-school senior or post-secondary student pursuing studies leading to a college degree. (04/21/2009)

Interpreting and determining the requirements defined in Sections 3.3 through 3.6, shall be made by a committee or operating board of the Board.

(10/03/2012)

Section 3.4 – Application for Membership or Change of Grade

All applications for membership or change of grade, except a change to Honorary or Fellow grade, shall be made to SAE on forms or by other means furnished for that purpose. (10/03/2012)

Section 3.5 – Admission to Membership

Membership in SAE or change of grade shall begin upon election or as otherwise provided in these Bylaws.

Section 3.6 – Membership Certificates

A committee or operating board of the Board may provide for the issuance or replacement of a certificate evidencing membership in SAE, to be in such form as they from time to time prescribe. The name and address of each member and the date of issuance of the certificate shall be entered on the records of SAE. (10/03/2012)

Section 3.7 – Resignations

Any member may resign by submitting a written resignation to a committee or operating board of the Board, which shall become effective upon receipt or at such later time as specified therein. Resignation shall not relieve the member of the obligation to pay unpaid dues or other accrued or unpaid charges to SAE. (10/03/2012)

Section 3.8 – Suspension, Expulsion, and Censure

Upon written notice from a committee or operating board of the Board, any member may be suspended, expelled, or censured for violation of these Bylaws or any agreement, policy, rule, or regulation adopted by SAE, or any other conduct prejudicial to the best interests of SAE. Written notice with an opportunity to respond to the reason for the suspension, expulsion, or censure shall be sent to the member's mailing or electronic mail address as they appear on the books of SAE. Final action shall occur upon the decision of the committee or operating board of the Board. No member who has been expelled or suspended shall (during the period of suspension) be allowed any of the rights or privileges of membership in SAE. No dues, assessments, or other charges shall be

refunded to any member who has been expelled.

(10/06/2015)

Section 3.9 – Reinstatement

Upon written request signed by a former member and submitted to a committee of the Board, a former member may, if approved by a committee of the Board, be reinstated to membership upon such terms and conditions as a committee of the Board deems appropriate. (10/06/2015)

Section 3.10 – Transfer of Membership Rights

The rights and privileges of membership are personal to the member and may not be transferred or assigned by the member's own act or by operation of law, except that the member may appoint a proxy as provided in these Bylaws.

Section 3.11 – Dues and Fees

A committee or operating board of the Board shall determine from time to time the amount of member dues and fees, if any, payable to SAE. Dues and fees shall be payable at such time as a committee or operating board of the Board may prescribe.

(10/03/2012)

Section 3.12 – Voting Members of Record

The date of record for determining the eligibility of a voting member shall be sixty (60) days prior to any action to be taken at the annual meeting or any special meeting of the members. (10/03/2012)

Section 3.13 - Participation

SAE is an international organization and, as such, makes its programs, products, and services available on a global basis and membership in SAE available to all who meet its criteria for membership. SAE does not restrict membership or participation due to specific governmental policies. It is the responsibility of each individual to ensure that participation in SAE activities or SAE membership does not violate corporate policies or national laws or regulations. (10/03/2012)

ARTICLE IV – MEETINGS OF MEMBERS

Section 4.1 – Annual Meeting and Notice

An annual meeting of the voting members shall be held each year on such day and at such hour and place as may be specified by the Board. Written notice of the annual meeting, stating the day, hour, and place of the meeting, shall be provided to each voting member at least five (5) days prior to the day of the meeting. Any business may be transacted at

the annual meeting irrespective of whether the notice of the meeting contains a reference thereto, except as otherwise expressly provided by law or in these Bylaws. (10/03/2012)

Section 4.2 - Special Meeting and Notice

A special meeting of the voting members may be called at any time by the Board, the President, or a voting member by delivering a petition to the Secretary with signatures equal to at least one-tenth of the voting members as of the end of the previous fiscal year. A special meeting shall be held at the registered office of SAE or at such other place as may be specified by the Board. Written notice of a special meeting, stating the day, hour, place, and general nature of the business to be transacted, shall be provided to each voting member of record at least five (5) days prior to the day of the meeting.

(10/03/2012)

No business may be transacted at a special meeting other than the general nature of which is stated in the notice of meeting and business which is germane thereto. (10/03/2012)

Section 4.3 - Quorum, Organization and Manner of Acting

At all meetings of the voting members, the presence in person, by proxy, or by approved electronic communication of at least fifty (50) voting members, or one tenth of all the voting members, whichever number is the lesser, shall be sufficient to constitute a quorum for the transaction of business. The voting members present at a duly-organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough voting members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time to such time and place as they may determine without notice other than by announcement at the meeting of the time and place of the adjourned meeting. (10/03/2012)

Resolutions of the voting members shall be adopted and any action of the voting members at a meeting upon any matter shall be taken and be valid only with the affirmative vote of at least a majority of the voting members present in person or by proxy at a meeting duly convened, except as otherwise expressly provided in these Bylaws.

The President, or in the absence of the President, the most recent Past President present at the

meeting, shall Chair all meetings of the voting members. In the absence of the President and all Past Presidents, the Chair shall be the President Elect. If the President Elect is not available, then the Chair shall be selected from among the Board by the voting members present. The Secretary shall take the minutes of the meeting or appoint a designee to do so. (10/06/2015)

Except as otherwise provided by law, the voting members may, at the request of the Board, take any action or adopt any resolution by vote under such procedures as may be adopted from time to time by the Board. Such action or resolution shall be authorized, approved, and adopted upon receiving the affirmative vote of at least a majority of the votes returned to SAE provided that the number of votes returned to SAE within the time limit specified in the ballot is at least fifty (50), or one tenth of all the voting members, whichever number is the lesser.

Section 4.4 - Election of Board of Directors

The election of those members of the Board who are elected by the voting members, as set forth in Article V, Section 4, shall be by any secure means approved by the Board. Written notice of the vote, stating the day and time the voting period will open and close, shall be provided to each voting member at least five (5) days prior to the day of such vote. The vote of a majority of at least fifty (50) voting members, or one tenth of all the voting members, whichever number is the lesser, shall be sufficient to constitute a quorum and take any action. At the conclusion of any vote the Secretary shall certify the results of the vote to the membership. The Board may from time to time utilize any secure means of voting to take other action required of the voting members. (10/03/2012)

Section 4.5 - Proxies

At any meeting of the members, a voting member may vote by proxy executed in writing by the member and filed with the Secretary. A proxy may be granted only to a voting member. No proxy shall be valid after eleven (11) months from the date of its execution. (10/03/2012)

ARTICLE V - BOARD OF DIRECTORS

Section 5.1 - Responsibilities

The Board shall manage the business and affairs of SAE, shall determine its policies, and shall actively promote SAE's purposes. The Board may adopt policies for the conduct of its business and the

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business of SAE and may appoint such operating boards, committees, and/or agents as it may consider necessary. (10/03/2012)

Section 5.2 – Eligibility

Only voting members of SAE are eligible to be nominated and elected as members of the Board. (10/03/2012)

Section 5.3 – Composition and Voting Status

The Board shall be composed of up to twelve (12) voting members by 2019. The voting members of the Board shall consist of the President & Chair of the Board, Vice President – Aerospace, Vice President – Automotive, Vice President – Commercial Vehicle, Treasurer, Immediate Past President, President Elect, Chief Executive Officer and the Directors-at-Large. The Secretary is a non-voting member of the Board. (10/06/2015)

Section 5.4 – Manner of Nominations and Election

The Executive Nominating Committee shall select the nominees for President & Chair of the Board, Sector Vice President, Treasurer, and Directors-at-Large to be elected by the voting members. Annually, the President and outgoing Sector Vice President shall provide the ENC with one or more candidates for Sector Vice President. (10/06/2015)

Section 5.5 – Appointments

The Board shall appoint a Chief Executive Officer and, upon nomination by the Chief Executive Officer, a Secretary. (10/06/2015)

Section 5.6 – Terms of Office

Board members shall hold office for their elected or appointed term, commencing with the convening of the organizing meeting of the new Board after their election or appointment, or until their earlier death, resignation, or removal. (10/03/2012)

The President & Chair of the Board shall serve a one (1) year term and shall not be eligible for re-election. (10/06/2015)

The Immediate Past President shall serve a one (1) year term immediately following the presidential term of office. (10/06/2015)

The Sector Vice Presidents shall each serve a three (3) year term as vice president immediately followed by a one (1) year term as a director-at-large. The election of the Sector Vice Presidents will be staggered, electing one (1) Sector Vice President for

a respective industry sector each year. The Sector Vice Presidents shall not be eligible for re-election to the same office for a second term. (10/06/2015)

The Treasurer shall serve a two (2) year term and is eligible for re-election for another two (2) year term. (10/06/2015)

The Directors-at-Large shall each serve a four (4) year term and shall not be eligible for immediate re-election; provided, however, that a Director-at-Large nominated to serve as a Board Officer may be elected to an additional term as a Director-at-Large that is coterminous with the term of the Board Officer position. (10/06/2015)

Appointment by the Board to fill a vacancy shall not be considered an election. (04/21/2009)

Section 5.7 – Resignation and Removal

Any Board member may resign by submitting to the President or the Secretary a written resignation, which shall become effective upon its receipt or at any later time specified therein, and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Board shall adopt a policy governing the removal of Board members, upon written notice, for improper conduct, failure to attend Board meetings, or other reasons as proscribed by the Board. (10/06/2015)

Section 5.8 – Vacancies in the Board

Any vacancy among the members of the Board by reason of death, resignation, removal, disqualification, disability, or other cause may be filled for the unexpired term by the majority vote of the remaining members of the Board, even though less than a quorum. The person selected to fill the vacancy shall be selected from among the voting members; provided, however, that a vacancy in the office of President & Chair of the Board shall be filled by a person selected from among the other Board members. The Board may declare any elective office vacant on the failure of its incumbent to perform the duties of the office. (10/06/2015)

ARTICLE VI – BOARD OFFICERS

Section 6.1 – Board Officers

The Board Officers of SAE shall be the President & Chair of the Board, Vice-President – Aerospace, Vice President – Automotive, Vice President –

Commercial Vehicle, Immediate Past President, President Elect, Treasurer, Chief Executive Officer, and Secretary, and such other officers and assistant officers as the needs of SAE may require. (10/06/2015)

Section 6.2 – Duties of the Board Officers

The duties shall be such as usually pertain to the offices they hold, and also any other duties as may be delegated by the Board or as herein prescribed. (10/03/2012)

Section 6.3 – The President & Chair of the Board

The President & Chair of the Board shall be the chief elective officer of SAE, shall preside as Chair of the Board at all meetings of the members and the Board, and shall be a member, without vote, of all other committees and operating boards of SAE, and sub-divisions thereof. The President & Chair of the Board shall also, at the annual meeting of the voting members and at such other times as are appropriate, communicate to the members or the Board such matters and makes such suggestions as may promote the welfare and increase the usefulness of SAE. The President & Chair of the Board shall perform such other duties as may be prescribed from time to time by the Board. (10/06/2015)

Section 6.4 – The Sector Vice Presidents

The Vice President – Aerospace, Vice President – Automotive and Vice President – Commercial Vehicle will support and advise the President & Chair of the Board on key areas within the mobility sector they represent. In the absence of the President & Chair of the Board, the Sector Vice Presidents will act as the chief spokesperson for the mobility sector which they represent. (10/06/2015)

Section 6.5 – The Secretary

The Secretary shall: (a) keep or cause to be kept a record of the proceedings of the members and the Board; (b) provide notices of SAE as may be required by law or these Bylaws; (c) act as custodian of the corporate records and of the seal of SAE, and see that the seal is affixed to such documents as may be necessary or advisable; (d) maintain a register containing the name and address of each SAE member, and if membership has terminated, the date on which membership ceased; and (e) exercise all powers and duties incident to the office of Secretary and such other powers and duties as may be prescribed from time to time by the Board or the President. The Secretary shall be a member, without vote, of all other committees and operating boards of SAE, and sub-divisions thereof. (10/03/2012)

Section 6.6 – The Treasurer

The Treasurer shall exercise all powers and duties incident to the office of Treasurer and such other duties as may be prescribed from time to time by the Board. (04/21/2009)

Section 6.7 – The Chief Executive Officer

The Chief Executive Officer shall be the chief operating and administrative officer of SAE, subject to the control of the Board, and shall have general supervision and management control of the day-to-day operations of SAE. The Chief Executive Officer shall be a voting member of the Board and a member, without vote, of all committees and operating boards of SAE, and sub-divisions thereof. The Chief Executive Officer shall exercise such other powers and duties as may be prescribed from time to time by the Board or the President. (10/06/2015)

ARTICLE VII – BOARD MEETINGS

Section 7.1 – Regular Meetings

Regular meetings of the Board shall be held as determined by the Board. Any business may be transacted at a regular meeting. (10/03/2012)

Section 7.2 – Special Meetings

Special meetings of the Board may be called at any time by the Board, the President, or any three (3) Board members to be held on such day and at such hour and place as shall be specified by the person(s) calling the meeting. Any business may be transacted at any special meeting. (10/03/2012)

Section 7.3 - Meetings by Telephone or Other Communications Technology

One or more Board members may participate in any meeting of the Board, or of a committee or operating board of the Board, by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by any other communications technology at the time permitted by law. (10/03/2012)

Section 7.4 – Meeting Notices

Written notice of all meetings of the Board, stating the day, hour and place of the meeting, shall be provided to each Board member at least ten (10) days prior to the day of the meeting. (10/03/2012)

Section 7.5 – Quorum, Organization, and Manner of Acting

At all meetings of the Board, the presence of at least one third of the Board members in office shall be

necessary and sufficient to constitute a quorum for the transaction of business. If a meeting cannot be organized because a quorum has not attended, a majority of the Board members present may adjourn the meeting from time to time until a quorum as defined in this section shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Board member not present either by telephone or similar communications equipment at least eight (8) hours prior to the hour of reconvening. (10/03/2012)

Resolutions of the Board shall be adopted and any action of the Board upon any matter shall be taken and be valid only with the affirmative vote of at least a majority of the Board members present at a meeting duly convened, except as otherwise expressly provided in these Bylaws. (10/03/2012)

The President & Chair of the Board or, in the absence of the President, the Immediate Past President, shall chair all meetings of the Board. In the absence of the President and the Immediate Past President, the Board members present shall select a voting Board member to be Chair. The Secretary shall take the minutes of the meeting or appoint a designee to do so. (10/06/2015)

Section 7.6 – Unanimous Written Consent

Any action required or permitted to be taken by the Board, or a committee or operating board of the Board, may be taken without a meeting, if all members of the Board, or the committee or operating board, consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board, or such committee or operating board, shall be filed with the Secretary along with the minutes of the proceedings of the Board or of such committee or operating board. (10/03/2012)

Section 7.7 – Emergency Provisions

Notwithstanding any other provisions of law, the Articles of Incorporation, or these Bylaws, during any emergency period caused by war or any other major catastrophe or local disaster of sufficient severity to prevent the conduct and management of the business and affairs of SAE by its Board as contemplated by the other provisions of these Bylaws, a majority of the available Board members (or the sole such member) who have not been rendered incapable of acting because of incapacity or the difficulty of communication or transportation to the place of meeting, shall constitute a quorum for

the sole purpose of electing individuals to fill such emergency vacancies; and a majority of the Board members present at such a meeting may act to fill such vacancies or to reduce the size of the full Board or both. Individuals so elected shall serve until the absent Board members are able to attend meetings or until the voting members act to elect Board members to succeed them. During such an emergency period, if the Board is unable to meet, any action appropriate to the circumstances may be taken by such other officers or employees of SAE as may be present and able. Questions as to the existence of a major catastrophe or local disaster, and the number of surviving persons capable of acting, shall be conclusively determined at the time by the Board members or other officers or employees so acting. (10/03/2012)

ARTICLE VIII – COMMITTEES AND OPERATING BOARDS (04/21/2009)

The Board may establish committees and operating boards to help carry out its responsibilities. Because the Board operates with a single voice, unless otherwise provided in these Bylaws the committees and operating boards shall not be used as a substitute for the action of the Board. (10/03/2012)

Committees have a longer term and consist of Board and non-Board members. Operating boards are accountable directly to the Board and are governed by policies established by the Board. (04/21/2009)

Section 8.1 – Compensation Committee

The purpose of the Compensation Committee is to recommend candidates for the position of Chief Executive Officer, and evaluate the performance of, recommend total compensation for, and monitor the succession plan related to the Chief Executive Officer. (10/06/2015)

Section 8.2 – Executive Nominating Committee

The purpose of the Executive Nominating Committee is to maintain a current pool of qualified candidates and select nominees for President, Sector Vice President, Treasurer, and Directors-at-Large as directed by the Board. (10/06/2015)

Section 8.3 – Finance Committee

The purpose of the Finance Committee is to supervise the financial affairs of SAE, subject to the financial management policy as approved by the Board. The Finance Committee reports to the Board

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by presenting a statement of SAE's financial condition at each regular Board meeting. (10/03/2012)

Section 8.4 – Financial Audit Committee

The purpose of the Financial Audit Committee is to: (a) select an independent auditor to audit SAE's financial condition on an annual basis; (b) review the audit report submitted to the Committee by the auditor; and (c) communicate the auditor's recommendations to the Finance Committee and the Board. (10/03/2012)

ARTICLE IX – MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 9.1 – Notes, Checks, other Commercial Paper

All properly authorized notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees, and all evidences of indebtedness of SAE whatsoever, shall be signed by such officers or agents of SAE subject to such requirements as to countersignature or other conditions as the Board may from time to time determine. Facsimile signatures on checks may be used if authorized by the Board. (10/06/2015)

Section 9.2 – Execution of Instruments Generally

Except as provided in these Bylaws, all deeds, mortgages, contracts, and other instruments requiring execution by SAE may be signed by the President, the Chief Executive Officer, or the Treasurer, and authority to sign any such contracts or instruments, which may be general or confined to specific instances, may be conferred by the Board upon any other person or persons. Any person having authority to sign on behalf of SAE may delegate from time to time by instrument in writing all or any part of such authority to any person or persons if authorized so to do by the Board.

(10/03/2012)

Section 9.3 – Voting and Acting with Respect to Stock and Other Securities Owned by SAE

The President, Chief Executive Officer, and Treasurer shall have full power and authority to vote and act with respect to all stock and other securities in any other corporation owned by SAE, unless the Board confers such authority, which may be general or confined to specific instances, upon some other Officer or person. Any person so authorized shall have the power to appoint an attorney or attorneys, with general power of substitution as proxies for

SAE with full power to vote and act on behalf of SAE with respect to such stock and other securities.

(10/03/2012)

ARTICLE X - INDEMNIFICATION OF, AND ADVANCEMENT OF EXPENSES TO, MEMBERS OF THE BOARD AND OTHERS

Section 10.1 – Right to Indemnification (General)

Any person who was or is 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 (whether brought by or in the name of SAE or otherwise), by reason of the fact that he or she is or was a representative of SAE, or is or was serving at the request of SAE as a representative of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by SAE to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to SAE or to such other corporation, partnership, joint venture, trust, or other enterprise at SAE's request. The term "representative," as used in this Article X, shall mean any Board member, officer, or employee, including any employee who is a medical doctor, lawyer, or other licensed professional or any committee or operating board created by or pursuant to these Bylaws, and any other person who may be determined by the Board to be a representative entitled to the benefits of this Article X. (10/03/2012)

Section 10.2 – Right to Indemnification (Third-Party Actions)

Without limiting the generality of Section 10.1, any person who was or is 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 (other than an action by or in the right of SAE), by reason of the fact that he or she is or was a representative of SAE, or is or was serving at the request of SAE as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by SAE against expenses (including attorneys' 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 he or she reasonably believed to be in, or not opposed to, the best interests of SAE, and, with respect to any criminal action or proceeding, had no

reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of SAE, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. (10/03/2012)

Section 10.3 – Right to Indemnification (Derivative Actions)

Without limiting the generality of Section 10.1, any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by or in the right of SAE to procure a judgment in its favor by reason of the fact that he or she is or was a representative of SAE, or is or was serving at the request of SAE as a representative of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by SAE against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of SAE; except, however, that indemnification shall not be made under this Section 10.3 in respect of any claim, issue or matter as to which such person has been adjudged to be liable to SAE unless and only to the extent that the Court of Common Pleas of the county in which the registered office of SAE is located, or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper. (10/03/2012)

Section 10.4 – Advance of Expenses

Unless in a particular case advancement of expenses would jeopardize SAE's tax exempt status under Section 501(a) of the Internal Revenue Code ("Code") or result in SAE's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of SAE in defending any action, suit, or proceeding referred to in this Article X shall be paid by SAE in advance of the final disposition of such action, suit

or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by SAE as authorized in this Article X or otherwise. (10/03/2012)

Section 10.5 – Procedure for Effecting Indemnification

Unless ordered by a court, any indemnification under Section 10.1, Section 10.2, or Section 10.3 shall be made by SAE only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made: (a) by the Board by a majority of a quorum consisting of members who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested members so directs, by independent legal counsel in a written opinion.

(10/03/2012)

Section 10.6 – Indemnification Not Exclusive

The indemnification and advancement of expenses provided by or granted pursuant to this Article X shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of these Bylaws, agreement, vote of disinterested members of the Board, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of SAE and shall inure to the benefit of the heirs and personal representatives of such person. (10/03/2012)

Section 10.7 – When Indemnification Not Made

Indemnification pursuant to this Article X shall not be made in any case where (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (b) indemnification would jeopardize SAE's tax exempt status under Section 501(a) of the Code or result in SAE's failure to be described in Section 501(c)(3) of the Code.

(10/03/2012)

Section 10.8 – Grounds for Indemnification

Indemnification pursuant to this Article X, under any other provision of these Bylaws, agreement, vote of the Board, or otherwise may be granted for any

action taken or any failure to take any action and may be made whether or not SAE would have the power to indemnify the person under any provision of law except as otherwise provided in this Article X and whether or not the indemnified liability arises or arose from any threatened, pending, or completed action by or in the right of SAE. The provisions of this Article X shall be applicable to all actions, suits or proceedings within the scope of Section 10.1, Section 10.2, or Section 10.3, whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof. (10/03/2012)

Section 10.9 – Power to Purchase Insurance

SAE may purchase and maintain insurance on behalf of any person who is or was a representative of SAE or is or was serving at the request of SAE as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not SAE would have the power to indemnify him or her against such liability under the provisions of this Article X.

(10/03/2012)

Section 10.10 – Creation of a Fund to Secure or Insure Indemnification

SAE may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article X or otherwise. (10/03/2012)

Section 10.11 – Status of Rights of Indemnities

The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article X shall (a) be deemed to create contractual rights in favor of each person who serves as a representative of SAE at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (b) continue as to a person who has ceased to be a representative of SAE. (10/03/2012)

Section 10.12 – Elimination of Liability

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Board members, no member of the Board of SAE shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Board

member. The provisions of this Section shall be deemed to be a contract with each member of the Board of SAE who serves as such at any time while this Section is in effect and each such member of the Board shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of SAE which has the effect of increasing Board member liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision. (10/03/2012)

ARTICLE XI – GENERAL PROVISIONS

Section 11.1 - Offices

The registered office of SAE shall be at 400 Commonwealth Drive, Warrendale, Pennsylvania 15096-0001 USA. SAE may also have offices at such other places as the business of SAE may require. (10/03/2012)

Section 11.2 – Corporate Seal

The corporate seal shall be in a circular form and have inscribed thereon: SAE INTERNATIONAL; January 1905 and A Pennsylvania Nonprofit Corporation. (10/03/2012)

Section 11.3 – Fiscal Year

The fiscal year of SAE shall begin on the first day of January and end on the last day of December, or on such other days as shall be fixed by the Board.

(10/03/2012)

Section 11.4 – Annual Report to Members

The Board shall present to the members an annual report to be in such form as may be prescribed by the laws of the Commonwealth of Pennsylvania.

Section 11.5 – Statements and Discussions

SAE shall not be responsible for statements or opinions advanced in papers or in discussions at its meetings. Matters relating to politics or to commercial considerations or not relating to SAE's purposes shall not be discussed at a meeting of SAE or be included in the editorial columns of its publications.

Section 11.6 – Individual Participation

Individuals are elected or appointed to the Board, Board committees and/or operating boards on the basis of their personal qualifications and their ability to contribute to the work of these groups. In

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discharging their responsibilities, members of all SAE bodies organized to carry on SAE's work function independently as individuals and not as agents or representatives of their employers.

(10/03/2012)

Section 11.7 – Bylaws and Governance Language

The language of the SAE Bylaws, policies and procedures is English. In the event of a conflict or question of meaning involving any non-English language version of the SAE Bylaws, policies or procedures, the English language version shall control. Any other publications or technical reports prepared and distributed by SAE should be interpreted in the original version of the publication or report as published by SAE. (10/03/2012)

Section 11.8 – Written Notice

Written notice can be provided through any accepted communication means, now or hereafter created, including email, website posting, newsletters, or mail. (10/03/2012)

Section 11.9 – Ethical Conduct

The Board shall adopt an ethical conduct policy and such other policies as it deems necessary to govern the conduct of its business. (10/03/2012)

Section 11.10 – SAE Trademark and Logo

The SAE trademark and logo are only to be used for SAE purposes. (10/03/2012)

ARTICLE XII - AMENDMENTS TO THE BYLAWS

Section 12.1

These Bylaws as in effect from time to time may be amended, altered, and repealed and new Bylaws may be adopted at any annual or special meeting of the voting members duly convened, by the affirmative vote in person or by proxy of at least a majority of the voting members present in person or by proxy at the meeting, provided that notice of the proposed amendment is included with the notice of the meeting. (04/21/2009)

Section 12.2

An amendment to these Bylaws may be proposed by the Board adopting a resolution to that effect at a meeting of the Board or by any voting member who secures authorization to propose an amendment. Authorization of a voting member to propose an amendment shall commence with a petition in which

the amendment is set forth in full bearing the signatures of at least fifty (50) voting members.

(04/21/2009)

Section 12.3

The amendment shall take effect immediately upon the announcement of the results of the vote by the Secretary, unless otherwise provided at the time the amendment is submitted to the voting members.

(04/21/2009)