

Bylaws of the Eastern Virginia Chapter of ASM International

ARTICLE 1 ORGANIZATION

Section 1 [Registered Name (Office)] The registered name of this Chapter of ASM International® shall be the Eastern Virginia Chapter of ASM International®.

Section 2 [Other Offices] These By-laws shall supplement the constitution of ASM International®, an organization exempt from income tax under the applicable provisions of the Internal Revenue Code (or under corresponding predecessor provisions) and are hereby incorporated into these Bylaws.

Section 3 [Purpose] ASM is formed for the exclusive purpose of advancing and disseminating scientific, engineering, and technical knowledge, particularly with respect to the manufacture, processing, characterization, selection, understanding, use and life-cycle of engineered materials, through education, research, and the compilation and dissemination of information to serve technical and professional needs and interests and to benefit the general public.

Section 3.1 [Purpose of the By-Laws] The purpose of these Bylaws is to direct the activities of the Eastern Virginia Chapter in agreement with the requirements as set forth by the ASM International® Constitution.

Section 3.2 [Purpose of Chapter formation] The Eastern Virginia Chapter is formed exclusively for the purpose of advancing education, scientific and technical knowledge, manufacturing, and selection of materials through continuing instruction for individual and community benefit.

Section 3.3 [Dissolution of Chapter] In the event of dissolution of the Eastern Virginia Chapter of ASM International®, the Chapter Executive Committee of the Eastern Virginia Chapter shall transfer all net assets remaining after payment of all obligations to the National Headquarters of ASM International®.

ARTICLE 2 MEMBERSHIP

Section 1 [Membership] Membership in the Eastern Virginia Chapter shall be open to all persons generally in the Eastern Virginia Region as defined by ASM International®. There shall be no bar to membership in the Eastern Virginia Chapter because of race, creed, color, sex, citizenship, disability, or country of origin.

Section 2 [Admission of Members] Procedures for the admission of members, along with the establishment of any admission fee for membership shall be as set forth by ASM International®.

Section 3 [Termination of Membership] Membership may be terminated voluntarily by the member at any time without cause or as set forth in accordance with the rules of member conduct as enacted by ASM International®.

Section 4 [Meeting Locations] Meetings and all other gatherings shall be held in such a place or places and time within or without the Commonwealth of Virginia, as shall be determined by the appropriate Chapter committee and approved by the Executive Committee.

Section 5 [Meetings, Types]

Section 5.1 [Annual Meetings] The annual meeting(s) of the members shall be held (no later than the 31 of May), on the second Tuesday in May of each year, if that day is not a legal holiday, and if a holiday, then on the first following day that is not a legal holiday. If any annual meeting is not held at the designated time, the meeting shall be held as promptly as practicable thereafter at a time to be determined by the appropriate committee. The purpose of the annual meeting is the approval and/or election of officers and executive committee members for the next chapter year and delivery of the fiscal report.

Section 5.2 [Special, Committee Meetings] Special meetings of the members and committees may be called by the Executive Committee, the Chairman or by written petition of 5% of all members in good standing. Business transacted at all special meetings shall be confined to the subjects stated in the notice of said meeting. The individual or individuals who call for a special meeting of the members shall deliver a statement of the subject(s) to be addressed at the special meeting to the secretary within 72 hours of calling for said meeting (or, if the office of secretary shall then be vacant, to the chairman of the chapter).

Section 5.3 [Meeting Notices – Waiver and Adjourned] Written notice, including email, stating the place, date and hour of the meeting, and the purpose(s) for which the member meeting is called, shall be delivered to each member by the appropriate Chapter authority (or, by the chairman of the Chapter) not less than 10 and not more than 45 days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with first class postage prepaid addressed to the member as it appears in the records of the Society or other such address as a member may have designated for delivery of notices in a written communication. Attendance by a member at a members' meeting, whether in person or by proxy, without objection to the notice or lack thereof, shall constitute a waiver of proper notice of the meeting. The chair of any meeting may adjourn that meeting to reconvene at another time or place. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting for which the adjournment is taken. At the adjourned meeting the chapter may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for adjourning the meeting, a notice of the adjourned meeting shall be given to each member of record.

Section 5.4 [Quorum] A majority of the members, represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of members during said meeting leaving less than a quorum then in attendance. If a meeting cannot be organized because a quorum has not attended, either the chair of the meeting, or those members present, in person or by proxy, by a majority of the votes cast by such members so present, may adjourn the meeting from time to time until a quorum is present when any business may be transacted that may have been transacted at the meeting as originally called.

Section 5.5 [Meeting via telephone conference] Members may appear at a meeting by means of a telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, an officer appearing at a meeting via telephone conference shall also be allowed to vote by this medium. Furthermore, it is

permissible for all directors to appear at a meeting via telephone conference or similar communication system.

Section 5.6 [Proxies] A member may vote either in person or through a proxy executed in writing, including email, by the member. No proxy shall be valid after one year from date of execution, unless otherwise expressly provided in the proxy.

Section 5.7 [Voting] Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. The affirmative vote of the majority of the members represented at the meeting shall be an act of the members as a whole unless the vote of a greater number is required by law or otherwise by these Bylaws.

Section 5.8 [Action by Consent] Any action which may be taken at any meeting of the members may be taken without a meeting if consents in writing, including email, setting forth the action so taken, are signed by all of the members entitled to vote with respect to the subject matter thereof. The written consent may be executed in several identical counterparts by the members with the same effect as if the members had executed a single document.

ARTICLE 3 OFFICERS

Section 1 [Officers and Executive Committee] The Officers of the Eastern Virginia Chapter of ASM International[®] shall consist of Chairman, Vice-Chairman, Secretary and Treasurer, shall be elected from the membership and serve until the next annual meeting of members; however, in all cases, the officers shall serve until their successors shall have been elected and qualified.

Section 2 [Number, Election, Term]

Section 2.1 [Number] The number of executive members and officers may be amended by a duly adopted resolution of the of the Executive Committee, however, this shall not be less than the minimum number required by law or as set forth in ASM International[®] Constitution.

Section 2.2 [Election] All executive committee officers shall be elected each year at the annual meeting of the members by a majority vote of the members; however, in all cases, current officers shall serve until their successors have been elected and qualified.

Section 2.2.1 [Process] At a March meeting of the Chapter, the Chairman shall announce a nominating committee to consist of the current Chapter Chairman and the Immediate past Chairman of the Chapter and at least three other members of the Eastern Virginia Chapter. Prior to a selected election meeting of the Chapter, the Nominating Committee shall present recommendations for Officers for the succeeding year to the Secretary for publication to the membership. Prior to voting, additional nominations may be made from the floor, provided the candidate is a member and shall have previously signified in writing to the Chapter Secretary at least 1 monthly prior the election meeting, a willingness to accept Chapter Office. Election of the Chapter Officers shall take place by a majority of the members present at the election meeting and/or by proxy.

Section 2.3 [Term] The term of office of all Officers and members of the Chapter Executive Committee shall be for one year. However, all Officers or Chapter Executive Committee members, except for the Chapter Chairman may serve additional terms of office in the same capacity provided they have been duly nominated and elected as described. The new chapter Officers and members of the Chapter Executive Committee shall take over direction of all

Chapter activities at the first meeting of the Chapter Executive Committee following the end of program year.

Section 3 [Powers] The activities and assets of the Eastern Virginia Chapter shall be managed and controlled by the Eastern Virginia Chapter Executive Committee consisting of the elected Chapter Officers, the Immediate Past Chairman and other appointed committee chairmen who shall exercise all the powers of the Chapter to do all acts and things as are not, by law, the Articles of Incorporation, included in the ASM International® Constitution or these Bylaws, directed or required to be done or exercised by the members.

Section 4 [Duties] The Chairman shall appoint, with the approval of the Chapter Executive Committee, additional special committees as may be deemed advisable along with Chairman to various special operational committees, as determined by need.

- a. The Eastern Virginia Chapter Chairman shall preside at all Chapter Executive Committee meetings and at regular membership meetings unless delegated to designee.
- b. The Vice-Chairman shall perform the functions of the Chapter Chairman in the event of the Chairman's absence. The Vice-Chairman shall be an ex-officio member of the various committees, and shall assist the Chairman in presiding at various Chapter events.
- c. The Secretary shall carry on the necessary correspondence with ASM International® and other Chapters as requested by the Chapter Executive Committee. He shall keep minutes of all Chapter Executive Committee meetings. A complete file of such correspondence shall be maintained and accessible to any Chapter member by request.
- d. The Treasurer shall be responsible for the financial resources of the Chapter and shall maintain records of all income and expenses of the Chapter, which shall be accessible to any member in good standing. The Treasurer shall report the financial standing to the Chapter Executive Committee as requested and after annual audit by the Finance Committee. The Treasurer shall prepare the annual reports for the Chapter Executive Committee and ASM International® showing the summarized income and expenditures for the fiscal year before 15 February. The Treasurer is authorized to receive and disburse all moneys under the direction of the Executive Committee

Section 5 [Vacancies] Any officer may resign at any time by giving written notice of such resignation to the Executive Committee or the Chairman. Any such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt thereof by the Executive Committee or one of the named officers.

- a. Vacancies on the executive committee and newly created positions resulting from any increase in the number of committee members to constitute the executive committee may be filled by a duly approved resolution and vote by a majority of the officers then in office.
- b. Any officer or committee member elected to fill a vacancy or a newly created position shall serve until the next election of officers by the members of the Chapter. If action as defined in this article becomes necessary, then such officers or members

either elected or appointed to fill vacant terms shall be eligible for re-election or re-appointment to the same position in the succeeding year.

Section 6 [Meetings] The Chapter Executive Committee shall meet at least 4 times per year, and as many additional times as may be deemed necessary. The times and places of the meetings shall be determined by the Chairman. It shall be the responsibility of the Committee members to attend scheduled Chapter Executive Committee sessions. If for any reason they cannot attend, then provisions shall be made for an alternate or designate to represent them without any voting rights. If this cannot be arranged, then a written report shall be made available that can be read into the minutes of the Chapter Executive Committee session.

Section 7 [Open meeting] All members of the Eastern Virginia Chapter and of ASM International® shall be welcome as non-voting members at meetings of the Chapter Executive Committee.

ARTICLE 4 DUTIES OF COMMITTEES

Section 1 [Operating/Standing/Special Committees] The chairman of each of the committees shall select their other members of their committee from the Chapter membership. The number of members to serve on any of these committees shall be at the discretion of each committee chairman.

Section 2 [Committee Budgets] The planned budgeted activities and arrangements of the committees shall be submitted to the Chapter Executive Committee for approval.

Section 3 [Expenditure of funds] All expenses less than \$100.00 incurred by each committee shall be approved by its chairman prior to being submitted to the Treasurer for payment. Expenses greater than \$100.00 shall be submitted to the Chapter Chairman for approval prior to payment.

ARTICLE 5 INDEMNIFICATION OF OFFICERS, EMPLOYEES, AND AGENTS

Section 1 [Indemnification of Directors and Officers] To the fullest extent permitted by the laws of the Commonwealth of Virginia, including future amendments of those laws, the Chapter shall indemnify and hold harmless each officer of the Chapter against any and all claims, liabilities, and expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

- a. any breach of such person's duty of loyalty to the office or its members
- b. any such act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or
- c. any transition from which such person derived any improper personal benefit.

Section 2 [Determination of Entitlement to Indemnification] The decision concerning whether an officer seeking indemnification has satisfied provisions of Section 5.1 shall be made by (i) the Executive Committee by a majority vote of a quorum consisting of officers who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested

Officers”), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Officers, or if the Disinterested Officers so direct, by independent legal counsel in a written opinion; or (iii) a vote of the members.

**ARTICLE 6
FISCAL YEAR**

Section 1 [Fiscal year] Unless the Executive Committee shall select another date through a duly adopted resolution, the fiscal year of the Eastern Virginia Chapter shall begin on first day of July and end on the 30th of June.

**ARTICLE 7
MISCELLANEOUS**

Section 1 [Amendment of Bylaws] Amendments to the Bylaws may be proposed by a member of the Chapter Executive Committee or by written petition filed with the Secretary, and signed by at least four Chapter members. The Bylaws may be amended by a majority vote of the members present in person or by proxy at the annual meeting, a special meeting, or by written consent. In those instances where the Bylaws explicitly grant the Executive Committee the authority to alter such designations, the total number of officers, or action taken by the Executive Committee within such grants of authority shall not be considered ‘amendment’ of these Bylaws.

**ARTICLE 8
APPROVAL**

The revisions to these Bylaws were approved at the regular meeting of the Chapter Executive Committee on August 28 of 2007 and voted on by the general membership by way of proxy during October of 2007. They became effective after a tally of the members' votes at a meeting of the Chapter Executive Committee on October 25 of 2007.