



Constitution

and the

Rules for Government

of

ASM International®

Materials Park, Ohio

Constitution Amended: 2004
Rules for Government Amended: 2008

Constitution
of
ASM International®

Materials Park, Ohio

(As Amended by ASM, October 18, 2004)

ARTICLE I

NAME AND PURPOSE

Name

Section 1 — The name of this organization shall be ASM International® (hereinafter called ASM).

Incorporation

Section 2 — ASM shall be incorporated not-for-profit, under the general corporation laws of the State of Ohio. Its principal office is hereinafter referred to as Headquarters.

Seal

Section 3 — The corporate seal of ASM shall be its logo and the words "Corporate Seal" at the bottom.

Purpose

Section 4 — 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.

ARTICLE II

LIMITATIONS AND DISSOLUTION

Limitations

Section 1 — The following limitations shall apply to the operation and activities of ASM: (1) No part of the net earnings of ASM shall inure to the benefit of any private individual. (2) No substantial part of the activities of ASM shall consist of carrying on propaganda or otherwise attempting to influence Legislation, and ASM shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Endorsement

Section 2 — The seal, name or approval of ASM shall be used only in connection with activities which are consistent with the purpose of ASM.

Dissolution

Section 3 — In the event of dissolution of ASM, the Board of Trustees (hereinafter called Board) shall transfer the net assets remaining, after the payment of all debts and obligations, to one or more organizations or institutions, selected by the Board, which are organized and operated for purposes similar to those of ASM and which are exempt from the payment of Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or of corresponding provisions of subsequent Internal Revenue Codes.

ARTICLE III

MEMBERSHIP

Classes

Section 1 — (a) The general membership of ASM shall consist of three classes: Individual Members, Chapter Sustaining Members and Student Members.

(b) Those seeking membership shall meet the requirements of Section 2 of this Article, and in addition shall pay any fees specified in the Rules for the Government of ASM (hereinafter called Rules).

(c) Other special classes of membership and requirements for a member to remain in good standing may be given by the Rules.

(d) There shall be no bar to membership in ASM because of race, creed, color, sex, citizenship, or country of origin.

Qualifications

Section 2 — (a) An Individual Member shall be any person engaged in or interested in furthering the purpose of ASM, who has been elected by an ASM Chapter (hereinafter called Chapter) or by the Board. The Board may delegate responsibility for acceptance or termination of persons as Individual Members to the administrative head of ASM (hereinafter called Managing Director) in lieu of formal election by the Board.

(b) A Chapter Sustaining Member shall be any person, firm or corporation engaged in or interested in furthering the purpose of ASM who has been elected by a Chapter or by the Board. Each Chapter Sustaining Member shall designate, by instrument in writing to the Managing Director and in such form as the Board or Managing Director may determine, one individual to act as voting representative of such Chapter Sustaining Member on all occasions. Such instrument shall continue in force until canceled by said Chapter Sustaining Member. Reference to a Chapter Sustaining Member hereinafter shall mean the voting representative who shall have all the rights and privileges of an Individual Member and in addition also may be an Individual Member if properly elected as such.

(c) A Student Member shall be any person engaged in or interested in furthering the purpose of ASM whose principal occupation is attendance at an institution of learning and who has been elected by a Chapter or by the Board. A Student Member shall remain eligible for this class of membership until six months after his/her principal occupation ceases to be that of a student.

Voting Rights

Section 3 — Each member, regardless of class, shall be entitled to cast one vote, in person, on each question arising at any meeting of the Chapter with which the member is affiliated and at any annual or special business meeting of the members of ASM, and on each question submitted to the general membership.

Availability of Membership List and Records

Section 4 — The records of ASM, including the complete membership list, shall not be made available to any member without a specific statement from the member of the information desired and the written approval of the Board. Any such information shall be treated as confidential.

ARTICLE IV

BOARD OF TRUSTEES AND OFFICERS

Board of Trustees

Section 1 — (a) All the affairs of ASM shall be directed by a Board of Trustees, which shall consist of thirteen (13) members, including President, Immediate Past President, Vice President, Treasurer and nine (9) additional Trustees. (b) Any seven (7) members of the Board shall constitute a quorum for the transaction of any and all business except as set forth in Article IV, Section 4(a).

Society Officers

Section 2 — The Officers of ASM shall consist of President, Immediate Past President, Vice President, Secretary, and Treasurer, and such assistant officers as from time to time may be elected by the Board of Trustees.

Succession and Election

Section 3 — The office of President and the office of Immediate Past President shall be filled through succession of Vice President and President, respectively. The Vice President shall be elected yearly by the members of ASM. The Treasurer shall be a member of ASM, be nominated yearly by the Board of Trustees and elected by the members of ASM and may be reelected to that office. The Managing Director shall serve as Secretary, and will not be a member of the Board of Trustees.

Removal or Expulsion

Section 4 — (a) The Board, by vote for expulsion by nine (9) of its members, may remove any member from elected or appointed position on the Board or any committee, thereby creating a vacancy.

(b) The Board, by similar action, may expel any member from ASM.

(c) Good cause for such removal or expulsion must be shown at a hearing by the Board duly called and held after at least thirty (30) days notice in writing to the person to be removed or expelled who shall have the right to speak and be represented by counsel. It shall be considered good cause if it becomes impracticable for any incumbent to perform duties because of extended illness, incompetency, extended absence from the country, or the like.

(d) The Board or, by delegation, the Managing Director may expel any member for nonpayment of dues.

Filling Vacancies

Section 5 — (a) If, for any reason, the office of President becomes vacant the Vice President shall become President.

(b) Except as provided above in Section 4(a), if a vacancy occurs in any office or on the Board, a majority of the remaining members of the Board regardless of their number, shall appoint an eligible and qualified member to fill the vacancy for the unexpired term.

ARTICLE V

NOMINATION AND ELECTION OF MEMBERS OF BOARD OF TRUSTEES

Selection of Nominating Committee

Section 1 — (a) The President, working with Vice President and Immediate Past President, shall appoint a Nominating Committee consisting of ten (10) members. Nine (9) of these members shall be selected from candidates proposed pursuant to Section 1(b). The President, working with Vice President and Immediate Past President, with the approval of the Board, shall designate a tenth member from the general membership of ASM to act as Chairman of the Nominating Committee. The person who served as Chairman of the Nominating Committee during the preceding year shall serve as a non-voting consultant to the Committee. Eight (8) members of the Committee shall constitute a quorum. The Chairman shall not vote except in case of a tie vote.

(b) A candidate for membership on the Nominating Committee may be proposed by: any Chapter through its Executive Committee, any ASM Committee, or any Affiliate Society Board. Such a candidate shall be selected from the membership in such

manner as each Chapter, ASM Committee, or Affiliate Society Board deems fit and proper provided that (1) the name of the candidate shall be forwarded to the President at Headquarters, in writing and on proper forms, before 15 December of each year, (2) the candidate shall not have been a member of the Nominating Committee during the preceding year, and (3) the candidate shall agree to serve and be present if named to the Nominating Committee.

(c) The Managing Director, as soon as is practicable but not later than 15 February, shall publish the names of the Nominating Committee in a regular publication of ASM which is distributed to all members.

Meeting of Nominating Committee

Section 2 — The Nominating Committee shall meet at a time and place designated by the Chairman during the month of April and shall name one candidate for Vice President and one candidate for each position on the Board which shall become vacant at the close of the next annual business meeting of ASM. The Immediate Past Chairman of the Committee shall be invited to the meeting. The Nominating Committee, in making its selections to fill the vacancies on the Board of Trustees is charged with attending to proper balance of representation on the Board of Trustees with regard to geographic representation, occupational experience, knowledge of ASM; and technical, professional, and business skills.

Assistance in Selecting Qualified Nominees

Section 3 — (a) The general membership of ASM, individually, may recommend to the Nominating Committee any qualified Individual or Chapter Sustaining Member.

(b) The Executive Committee of a Chapter may recommend to the Nominating Committee only an Individual or Chapter Sustaining Member affiliated with that Chapter.

(c) Any ASM Committee, or Affiliate Society Board may recommend to the Nominating Committee any qualified Individual or Chapter Sustaining Member.

(d) The Nominating Committee shall include in its annual deliberations all names that have been considered by the two previous nominating committees. Recommendations for candidates received in the prior two years must be updated, and the candidates' willingness to serve must be reaffirmed in order to accredit the candidates for Nominating Committee consideration.

(e) To assist in selecting the best qualified nominees, each member of the Nominating Committee, and particularly the Chairman, may canvass the Executive Committees of Chapters, ASM Committees, Affiliate Societies, and the general membership of ASM for written recommendations for consideration by the Committee; however, the Nominating Committee shall be free to consider and to nominate any Individual or Chapter Sustaining Member of ASM, who meets the requirements of Section 4 of this Article. The Nominating Committee collectively through its Chairman or individually shall be free to call on anyone in ASM for counsel or advice before selecting a nominee, and shall be free to have any pertinent records of ASM made available for this purpose.

(f) Members of the Nominating Committee shall be ineligible for nomination.

Requirements for Nomination

Section 4 — Before the name of any candidate for membership on the Board is announced, the Nominating Committee shall confirm that the candidate (1) is either an Individual or a Chapter Sustaining Member of ASM, (2) has indicated an understanding of the duties required and an availability and willingness to serve, if elected, and (3) if a nominee for the position of Vice President, has served previously on the Board. The Nominating Committee shall allow a reasonable amount of time for the candidate to establish availability.

Announcement of Nominees of Nominating Committee

Section 5 — Immediately after confirming a nominee to fill each vacancy which will exist, the Nominating Committee Chairman shall report its candidates to the President, and to the Managing Director, who shall publish the report not later than 15 June of the same year in a regular publication of ASM, which is distributed to all members. The Board nominee for Treasurer will be reported in the same publication.

Additional Nominations

Section 6 — After publication of the Nominating Committee's report on nominees, and the Board report on its nominee for Treasurer, and at any time prior to 15 July of the same year, additional nominations for any or all of the vacancies may be made in writing to the Secretary at Headquarters. Such nominations must be signed by at least five (5) Individual or Chapter Sustaining Members each from any combination of at least ten (10) Chapters and/or ASM Committees. Such nominees shall be processed by the Secretary for compliance with Section 4 of this Article. This shall be the only way in which additional nominations may be made. The membership of ASM shall be duly notified of such additional nominations.

Election

Section 7 — (a) If no additional nominations are received prior to 15 July, the nominations shall close automatically. At the next succeeding annual business meeting of ASM the Secretary shall cast the unanimous vote of all members for election of nominees of the Nominating Committee and the nominee for Treasurer as presented by the Board even though a quorum may not be present.

(b) If additional nominations are received by the Secretary at Headquarters prior to 15 July, the Board shall provide for a special election by the members, to vote on all nominees. Such special election shall be completed in time for the results to be announced at the next annual business meeting of ASM.

(c) All votes shall be counted by a Tellers Committee, all of whom are Individual or Chapter Sustaining Members, appointed in writing by the President in advance of and for the duration of the special election at which they are to function. For each vacancy for which a single nominee is to be elected, the nominee who receives a larger vote than any other nominee for the particular vacancy shall be designated as the duly elected nominee. In case of vacancies for which more than one nominee is to be elected, the required number of nominees who receive the highest number of votes for the particular vacancies shall be designated as the duly elected nominees. The nominees elected shall be so certified by the Tellers Committee immediately upon completion of the count. Such certification shall be filed immediately in writing with the Secretary at Headquarters.

Frequency of Election and Term of Office

Section 8 — (a) The term of office of each member of the Board shall begin on the day after the annual business meeting of ASM at which the results of the election are announced, and shall last until a successor is qualified and takes office. However, the retiring President may continue to act as President throughout the week of the annual business meeting at any functions of ASM designated by the Board.

(b) The President shall serve a term of one (1) year, shall have served as Vice President immediately prior to taking office, and shall become Immediate Past President for a term of one (1) year when the term as President is completed.

(c) A Vice President shall be elected to the Board each year, for a term of one (1) year, from those who have served on the Board.

(d) The Treasurer shall be elected to the Board for a term of one year, and is eligible for reelection.

(e) Three (3) Trustees shall be elected to the Board each year and shall hold office for a term of three (3) years.

(f) No member of the Board shall be eligible to hold the same position on the Board for more than one term, either by election or appointment except for the Treasurer. Any member of the Board who has served more than one-half term in one position on the Board shall be considered to have served a full term in that position.

ARTICLE VI MEETINGS OF ASM

Annual and Special Business Meetings

Section 1 — (a) An annual business meeting of ASM for regular election as specified in Article V and consideration of reports or other business to be laid before such meeting shall be held during the Fall of each year or at such other time and at such place within or outside the State of Ohio as the Board may designate.

(b) Special business meetings of ASM may be called, for stated purposes, at any time, by the Board. A special business meeting must be called by the Board, after receipt of a written request to the Secretary at Headquarters by at least twenty-five percent (25%) of the chapters under authority of their respective Executive Committees.

Quorum

Section 2 — At all annual or special business meetings of ASM a quorum shall consist of one hundred (100) members, present in person, at least ten (10) of whom are members from each of at least ten (10) different Chapters. A majority of the members present, although not a quorum, may adjourn the meeting.

Notice of Annual or Special Business Meetings

Section 3 — (a) At least sixty (60) and not more than one hundred and eighty (180) days written or published notice of an annual or special business meeting of ASM shall be sent to each member by the Managing Director for the Board. Such notice shall be sent by mail or publication to each member at the mailing address shown in the official records.

(b) The notice of an annual business meeting of ASM at which an amendment to the Constitution is to be voted upon shall state the existing provision and the proposed amendment in full.

(c) The notice of a special business meeting of ASM shall state specifically all business to be transacted at the special business meetings, and no other business shall be transacted at such meeting.

(d) The call for a special business meeting at the request of the Chapters under Section 1(b) of this Article shall be issued within sixty (60) days of the receipt of the request.

Method of Approval of Business at Annual or Special Business Meetings of ASM

Section 4 — Any business brought before any annual or special business meeting of ASM shall require for approval an affirmative vote of the majority of the members present in person at such meeting. Any such action shall be effective immediately unless otherwise specified in the action.

Other Meetings or Conferences

Section 5 — ASM shall hold educational, technical, engineering, or scientific meetings or conferences at such times and at such places as the Board, Affiliate Society Board, or ASM Committees may determine.

ARTICLE VII CHAPTERS

Formation

Section 1 — The Board shall establish Chapters in accordance with the provisions set forth in the Rules.

Purpose and Limitations

Section 2 — The purpose of each Chapter shall be to carry out, within a local geographic area, the purpose of ASM, as stated in Article I. The limitations stated in Article II shall apply to all of the operations and activities of each Chapter.

Issuance of Charter

Section 3 — A charter shall be granted to each Chapter recognizing it as an agency of ASM and granting authority to it to carry on the work of ASM, subject to the rights, privileges, and obligations provided for in this Constitution and in the Rules. If a Chapter should dissolve for any reason, the Charter shall be returned to the Secretary at Headquarters.

Conduct of Affairs

Section 4 — Each Chapter shall submit such reports of its operations and activities, financial and otherwise, and shall adhere to such additional rules and regulations, as may be specified by the Board or in the Constitution or Rules.

Revocation or Return of Charter

Section 5 — (a) The Charter of any Chapter may be revoked, without prejudice to the members of the Chapter, by the affirmative vote of nine (9) members of the Board, provided that good cause for such action is shown at a hearing by the Board duly called and held after at least thirty (30) days notice in writing to the Chairman and Secretary of the Chapter that a proposal has been made for

the revocation of its charter. The notice shall set forth the reasons advanced for the revocation of the Charter. Representatives of the Chapter, not exceeding five in number, shall be entitled to appear and be represented by counsel in opposition to the revocation at any such hearing by the Board.

(b) Upon revocation or return of the Charter of a Chapter, the affairs of the Chapter shall be finalized under supervision of the Managing Director and all funds or other property remaining after payment of debts and obligations of the Chapter shall be transferred and paid to ASM.

ARTICLE VIII

INDEMNIFICATION

Section 1 — ASM shall reimburse and indemnify each present and future Trustee, Officer and Employee of ASM for and against all amounts paid (other than amounts paid to ASM itself) and all costs and expenses, including attorneys' fees, imposed on or reasonably incurred in connection with any claim, action, suit or proceeding, (or in connection with any appeal therein) thereafter made or instituted in which the person may be involved by reason of being or having been a Trustee, Officer or Employee of ASM, whether or not the person continues to be a Trustee, Officer or Employee at the time of such payments or the imposition of such costs or the incurring of such expenses. ASM shall not, however, reimburse or indemnify such Trustee, Officer, or Employee with respect to matters wherein the person shall be finally adjudged in any such action, suit or proceeding to be liable because of dereliction in the performance of duties as such Trustee, Officer or Employee. In case any such action, suit or proceeding shall be settled, in whole or in part, any such Trustee, Officer or Employee shall be reimbursed and indemnified by ASM for or against all amounts paid and all costs and expenses, including attorneys' fees, imposed on or reasonably incurred by the person in connection with the matter settled (other than amounts paid to ASM itself), but only if such settlement shall have been made with the consent of ASM and if, in the judgment of a disinterested majority of the Board or any disinterested committee or group of persons to whom the question may be referred by the Board, such Trustee, Officer or Employee was not guilty of dereliction in the performance of duties in relation to the matter settled. Any persons appointed by the Board to membership on a committee of ASM or Affiliate Society shall be considered to be in the service of ASM and shall be included within the class of persons entitled to reimbursement and indemnification thereunder. The foregoing right of indemnification shall not be exclusive of other rights to which any person concerned may be entitled as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE IX

RULES FOR THE GOVERNMENT OF ASM

Section 1 — The Board shall be authorized to adopt and amend Rules for the Government of ASM, not inconsistent with this Constitution, for regulation of ASM. This Constitution, together with Rules for the Government of ASM, shall be deemed to constitute the regulations of ASM within the meaning of the Ohio Not-For-Profit Corporation Law.

ARTICLE X

AMENDING THE CONSTITUTION

Procedure

Section 1 — This Constitution shall be amended only at an annual business meeting of ASM by affirmative majority vote of members present. Amendments shall be offered in one of the following ways:

(a) By written proposal filed with the Secretary at Headquarters before 15 July of the year in which action is to be taken. Such proposal must be signed by at least twenty (20) Individual or Chapter Sustaining Members from each of at least five (5) Chapters, or

(b) By an affirmative vote of nine (9) members of the Board, at a meeting of the Board duly called and held, notice of which meeting shall have stated that amendments to the Constitution are to be discussed at the meeting, or

(c) By unanimous affirmative vote of all members of the Board present at a meeting duly called and held.

Renumbering and Publication

Section 2 — (a) Without changing the meaning, the Board shall be authorized to renumber the Articles and Sections of the Constitution to correspond to any amendments which have been made.

(b) Any amendment to the Constitution or to the Rules shall be published as soon as possible after adoption in a regular publication of ASM which is distributed to all Members.

ARTICLE XI

IMPLEMENTATION

Effective Date

Section 1 — This Constitution shall become effective immediately upon its adoption, and shall supersede in all respects all earlier revisions of the "Constitution and By Laws of the American Society for Metals".

Transition Clause

Section 2 — The Board shall be authorized to fill temporary vacancies resulting from adoption of this Constitution. Any person filling such temporary vacancy and serving not longer than one (1) year shall be exempt from the provisions in Article V, Section 8(e). The office of Secretary shall be served by the Managing Director beginning with the annual meeting in 1974, following the completion of the term of the Secretary, who has been elected at the annual meeting in 1972 in accordance with the provisions of the Constitution, 1965 revision. The Secretary will not be a member of the Board of Trustees.

Rules for the Government

of

ASM International®

Materials Park, Ohio

(As Amended by the Board of Trustees, June 24, 2008)

ARTICLE I

MEMBERSHIP

Application for General Membership and Election

Section 1 — (a) Each application for membership in ASM International® (hereinafter called ASM) as an Individual, Chapter Sustaining, or Student Member, shall be in writing, in such form and in such detail as required by the Board of Trustees (hereinafter called Board), and shall be signed by the applicant.

(b) All applications shall be processed, after approval by Headquarters, and a list of new members will be forwarded to the appropriate Chapter unless the applicant resides where there is no geographically available Chapter.

Change in Chapter Affiliation

Section 2 — Any member who changes his/her geographical location shall be reaffiliated with the nearest Chapter geographically convenient to the new location, unless the applicant resides where there is no geographically available Chapter, and shall be so notified by the Managing Director. This is subject to the provision that either the member or the Chapter or both may request a change in this new affiliation by writing to the Managing Director. Members may belong to multiple Chapters for an additional fee as established by the Board.

Voluntary Cessation of Membership

Section 3— (a) Any member may indicate an intention to relinquish his/her membership by filing a written resignation with the Executive Committee of the Chapter with which he/she is affiliated, or with the Board. Such resignation shall be transmitted immediately to the Managing Director. In case of resignation, no fees covering the remainder of the year in which the resignation is processed shall be remitted to the resignee.

(b) Any member whose fees to ASM remain unpaid for a period of one (1) calendar month after the final bill for the same has been mailed to the Individual, Chapter Sustaining, or Student Member, directed to the mailing address shown on the official records of ASM for the member in question, shall automatically cease to be a member.

(c) Any member who resigns or is dropped for nonpayment of fees shall have the privilege of resuming membership without penalty or loss of continuity by making his/her fee payment current at any time within six (6) calendar months after the resignation or the final bill as described above.

Classes of Special Members

Section 4— ASM shall have four (4) classes of special members:

- (a) Honorary Member
- (b) Distinguished Life Member
- (c) Fellow Member
- (d) Life Member

Qualification for Special Membership

Section 5— (a) An Honorary Member shall be a person elected by the Board who is prominent in his/her field and has furthered the purpose of ASM by an evidenced appreciation of the importance of materials science, or materials engineering.

(b) A Distinguished Life Member (formerly called Honorary Life Member) shall be a person elected by the Board because of distinguished service to or cooperation with ASM.

(c) A Fellow shall be an Individual Member elected by the Board of Trustees to be a Fellow because of his/her outstanding accomplishment in some phase of metallurgy, materials science or engineering, such as education, research, design, development, production or management. Evidence of such accomplishment may be in the form of papers, books, inventions, patents or other advances or, alternatively, may be in the form of technical or professional contributions through supervision of research groups, educational groups, industrial organizations or governmental agencies. Membership as an Individual Member for at least five years shall be a prerequisite to membership as a Fellow. Classification as a Fellow shall not interfere with the rights or privileges of such person as an Individual Member, and shall not relieve him/her of his/her obligation to pay fees as an Individual Member. Upon ceasing to be an Individual Member he/she shall cease to be a Fellow. Service as a voting representative of a Chapter Sustaining Member shall be equivalent to membership as an Individual Member for purposes of this Section 6(c).

(d) A Life Member shall be any Individual Member who is in good standing, who has reached the age of 65 years and whose years of membership combined with his/her age equal 100 or more. A Chapter Sustaining Member shall not be eligible for Life Membership, but the voting representative shall become a Life Member by fulfilling the above requirements for age and for consecutive years of membership either as an Individual Member, as a voting representative of any Chapter Sustaining Member or as any combination thereof. Classification as a Life Member shall not interfere with the rights or privileges of any person as an Individual Member.

Election of Honorary Members, Distinguished Life Members, and Fellows

Section 6 — Honorary Members, Distinguished Life Members and Fellows shall be elected by unanimous affirmative vote of all members of the Board present at a meeting of the Board duly called and held, after having been nominated in a manner determined by the Board.

Student Members

Section 7 — Student membership categories may be established by the Board as necessary to facilitate the student membership program and growth of the student membership.

ARTICLE II FEES

Fees for Individual Members, Chapter Sustaining Members, Retired Members and Student Members

Section 1 — (a) As further evidence of their interest in the work of ASM, Individual, Chapter Sustaining, Retired, and Student Members shall contribute membership fees to ASM and/or any of its Affiliate Societies, in order to remain in good standing. From time to time the Board shall examine the amount charged for membership fees and may adjust them to account for costs of service to members.

(b) Any former member whose membership has terminated because of resignation or because of nonpayment of fees and whose six month period of grace has expired and who wishes to be reinstated must reapply as a new member.

(c) A Retired Member status must be requested by an ASM Individual Member who has been an ASM Member continuously for ten (10) years, who has attained the age of sixty (60) and retired from regular work. The years the Individual Member is in the Retired Member category will accumulate toward Life Membership at the regular retired fees rate. Retired members will be assessed a membership fee established by the Board. The Retired Member status does not apply to Chapter Sustaining Membership, however, it does apply to representatives of Chapter Sustaining Memberships when they are no longer representatives.

(d) Any Individual Member may belong to additional Chapters by paying a membership fee established by the Board for each addition.

(e) A member may participate in joint membership with other Societies under such plans as may be authorized by the Board.

Fees for Honorary Members, Distinguished Life Members and Life Members

Section 2 — (a) No monetary contributions shall be required of Honorary Members or Distinguished Life Members to remain in good standing.

(b) Any member who becomes a Life Member shall be so informed by ASM in writing. Life members will be assessed a membership fee established by the Board. A Chapter Sustaining Member shall continue to pay regular Sustaining Member fees, regardless of length of membership, even if the voting representative qualifies as a Life Member.

Payment of Fees

Section 3 — The board may fix the date on which fees of each member or of any group thereof become payable, may change such date from time to time, and may provide that fees are to be computed from date of election to membership, provided, however, that the total amount of fees to be paid by any member in any successive twelve (12) month period shall be the amount stated in Sections 1 or 2 of this Article.

Section 4 —

- (a) ASM shall remit to each Chapter in Good Standing a portion of the fees received from the members of such Chapter. The amount to be remitted to each Chapter during each fiscal year shall be based on the membership of the Chapter on 1 September of that year, and the chapter's ability to meet the Chapter in Good Standing Criteria.
- (b) The amount of financial support remitted to the Chapter in Good Standing shall be approved by the Board.

Reduction of Fees

Section 5 — The Board, by unanimous affirmative vote of all of its members present at a duly called Board meeting, may reduce the fees of any member or group of members to take care of special or unusual circumstances.

ARTICLE III

BOARD OF TRUSTEES

Organization of Meetings

Section 1 — (a) The President shall serve as Chairman of the Board and is entitled to vote on all questions.

(b) At least three (3) meetings of the Board shall be held in each fiscal year. Meetings shall be called at such times and places as may be decided by majority vote of the total membership of the Board or be designated by the President or the Secretary. Each member of the Board must be given at least ten (10) days notice by mail or telegram of each meeting of the Board.

(c) The requirement of the notice of a Board meeting may be waived in writing, either before or after the holding of such meeting by any Trustee. The attendance any such meeting of any Trustee who has not received proper advance notice, but who has not objected prior to or at the commencement of the meeting, shall be deemed to be a waiver thereof by him/her.

Action by the Board Without a Meeting

Section 2 — Any action which might be authorized or taken at a meeting of the Board may be authorized or taken without a meeting if it is in writing and is approved, by written signature, by all members of the Board. Any such properly approved authorization or action shall be entered upon the records of ASM. Facsimile copies of written signatures shall be acceptable.

Managing Director

Section 3 — (a) The Board shall appoint a Managing Director to serve as administrator and supervisor of the operation of ASM, to direct the activities of the Headquarters and other staff of ASM, and to perform such other duties as may be delegated to him/her by the Board within the framework and intent of the Constitution and of these Rules. The Managing Director shall be accountable only to the Board. The office of the Managing Director shall be at Headquarters.

(b) The Managing Director shall serve as the Secretary of ASM.

Appointments

Section 4 — (a) The Board may direct or authorize the appointment of committees other than those mentioned specifically in these Rules; may determine their membership, scope and responsibilities; may fill vacancies not filled by the President; and, at its discretion, may discharge such committees.

(b) The Board may appoint such subordinate officers as it deems necessary and proper, and may fix their duties and remove such appointees at its discretion.

The Board, at its discretion, may assign employees of ASM to or make them voting or nonvoting members of committees.

Payment of Necessary Expenses

Section 5 — The Board may pay or authorize the payment of necessary expenses of any members of the Board, committee, or member of a committee, and of employees of ASM, provided that such expenses actually were incurred by each person or committee in the discharge of duties for which they were elected, appointed or employed.

Bonds

Section 6 — The Board may secure, at the expense of ASM, a corporate surety bond or bonds covering all members of the Board, Chapter officers, and such other personnel as the Board may determine, in such form and in such amounts as may from time to time be prescribed by the Board.

ARTICLE IV

OFFICERS

Section 1 — (a) The President shall be executive head of ASM, acting by and with the approval of the Board.

(b) The President shall preside at all meetings of the Board and at all annual and special business meetings of ASM, and shall perform such other duties as are delegated to him/her by the Board.

(c) The President shall be *ex-officio* a voting member of all committees except the Nominating Committee, and may delegate these *ex-officio* memberships and voting privileges at his/her discretion.

(d) The President shall fill by appointment all vacancies on committees, subject to approval of the Board.

(e) The President may appoint *ad hoc* committees at his/her discretion.

Immediate Past President

Section 2 — The Immediate Past President shall act in an advisory capacity and shall perform such duties as are delegated to him/her by the President or the Board.

Vice President

Section 3 — (a) The Vice President shall plan to maintain a strong organization and thus continue the objectives of ASM during the following year.

(b) The Vice President shall recommend all appointments for the following year to each Committee, including the Chairman, to take effect by and with the approval of the Board. He/She shall perform such other duties as are delegated to him/her by the President or the Board.

(c) The Vice President shall perform the duties of the President in case of the absence of the President or the inability of the President to act.

Secretary

Section 4 — (a) The Secretary shall keep, or cause to be kept, full and complete records of the entire membership of ASM.

(b) The Secretary shall keep, or cause to be kept, full and complete records of all meetings of the Board, and of all annual or special business meetings of ASM.

(c) The Secretary shall perform such other duties as are delegated to him/her by the President or the Board.

Treasurer

Section 5 — (a) The Treasurer shall be the financial officer of ASM. He/She shall report the financial condition of ASM to the Board, whenever requested.

(b) The Treasurer shall keep, or cause to be kept, complete records of all moneys received and disbursed by or on behalf of ASM, and shall make sure or cause to make sure, that proper receipts are secured for all moneys disbursed.

(c) The Treasurer shall be a voting member of the Finance Committee and its Chairman, a voting member of the Investment Committee, and shall perform such other duties as are delegated to him/her by the President or the Board.

(d) The Treasurer shall be a voting member of the Board of Trustees.

Reports

Section 6 — (a) The President, Secretary, Treasurer, and such other officers or employees as shall be designated by the Board shall present annual reports at each annual business meeting of ASM. The report of the President shall be made on behalf of himself/herself as President as well as on behalf of the Board. The report of the Treasurer shall be in writing and shall be certified

by an independent public accountant. An annual report of ASM shall be published in a regular publication of ASM, which is distributed to the entire membership.

(b) All reports made to the Board shall be submitted in writing, with an adequate number of copies, except when written submission is waived specifically by the Board.

(c) Each officer of ASM shall send copies of all his/her correspondence and reports to the President and the Managing Director.

ARTICLE V

COMMITTEE

Formation

Section 1 — The Board shall authorize the formation of general, technical, and other committees, necessary to the operation of ASM.

Appointments

Section 2 — All committee appointments shall be made by the President-Elect (or President for newly formed committees), and with the exception of the Nominating Committee, shall be subject to approval of the Board. Each committee/council shall include a chair and a vice chair for succession purposes. Each committee appointment shall be made for a term of not more than three (3) years except for the Chairman who shall be appointed for one (1) year. In order to provide a rotating membership, approximately one-third of the members of each committee shall be appointed each year. Reappointments may be made when desirable. Maximum service on any committee/council shall be three 3 year terms or a total of nine years unless justified and approved by the ASM Vice President during the annual appointment review. Committee and Council subcommittees and their respective appointments do not require approval by the President-Elect. The size of the various committees shall be determined from time to time by the Board.

Meeting Attendance

Section 3 — All committee and council officers and members are expected to attend all meetings or those committees/councils for which they have committed service to. It shall be the committee/council Chair's responsibility to contact any member who misses 2-3 meetings without a valid advance notification. Three (3) missed meetings in a row without an acceptable excuse to the Chair shall constitute removal from the committee/council.

Procedure

Section 4 — Each committee shall meet as frequently as is necessary, and in any event, at least once each year. Each may be assigned additional duties at the discretion of the Board. Each committee shall issue minutes of each of its meetings and the Chairman shall submit an annual report and be responsive to ASM's strategic plan. All committees shall report to the Board through the Managing Director.

Rules for Committees

Section 5 — The Board shall establish and amend rules for committees of ASM. Such rules will provide for the formation and dissolution of these committees, the purpose of each committee, and such additional provisions as may be necessary to guide the operations of such committees consistent with Sections 2 and 3 of these Rules.

Sunset Review

Section 6 — The Board will review each committee and council annually during the spring appointment review and consider input from each committee/council's annual report to determine if it is appropriate for the committee/council to continue to function. Such judgments shall be made on the basis of the current need for the stated purpose of the committee and the achievements of the committees.

ARTICLE VI

PUBLICATIONS

General Provisions

Section 1 — (a) ASM shall publish and distribute such publications and literature as the Board determines. At least one regular monthly publication of ASM shall be distributed to all members.

(b) Subscriptions to publications of ASM shall be accepted from both members and others.

(c) The publications of ASM shall contain such scientific, engineering, educational, and technical articles as are consistent with the purpose of ASM and such other matters of interest and usefulness that shall further this purpose.

Publication Rights

Section 2 — All articles and papers accepted for presentation at meetings of ASM or for publication shall become the literary property of ASM.

Nonresponsibility of ASM

Section 3 — ASM shall not be responsible for any views, theories, or statements advanced in articles, papers or discussions presented at its meetings or set forth in any of its publications.

ARTICLES VII

FORMING, ORGANIZING AND OPERATING CHAPTERS and STUDENT CHAPTERS

Formation of Chapters

Section 1 — (a) Any group of persons, firms or corporations which desire to form a Chapter in any locality shall hold a meeting, effect a temporary organization, and pass a resolution authorizing the filing of a petition to the Board.

(b) The petition shall state the proposed location of the Chapter and shall set forth facts designed to show that the formation of such a Chapter is advisable. It shall be signed by at least thirty-five (35) persons, firms or corporations who are members of ASM, or are applying for membership therein. In the petition the signers shall agree to remain members of ASM and to support the Chapter by fees or otherwise for a minimum period of two years after its formation. The addresses and occupations of the petitioners, and of such other persons, firms or corporations as may have signified their willingness to become members of such Chapter when formed, also shall be set forth.

(c) The group must submit a statement outlining "What needs the Chapter will serve" and how they plan to meet those needs.

(d) The area must not already be served by another chapter within seventy-five (75) miles or that chapter must be willing to release that area upon chartering.

(e) There must be a leadership team with at least four (4) members who are willing to serve and take a petition through the charter process for at least two (2) years.

(f) Must create a set of by-laws

(g) Once the above criteria are met the group's petition will be considered an "ASM Club" for a period of two (2) years. During this two (2) year period the chapter's petition will be assigned to the ASM Chapter Council. When members who are affiliated with one or more existing Chapters petition for the formation of a new Chapter, the Managing Director shall request and shall be furnished a written report from the parent Chapter or Chapters outlining the advantages and disadvantages, if any, that would result to ASM in the event that such petition were granted. Such report shall be made available to the Chapter Council at the time such petition is presented. The Chapter Council will review all chapter petitions and will make their recommendation as to the viability of the chapter to the Board at any meeting.

(h) If the Board determines that the formation of the Chapter is in the best interests of ASM, the petition shall be granted.

(i) Upon granting the petition, the Board shall issue a Charter and shall notify the petitioners of the formation of the Chapter. When a new Chapter is formed by the members of one or more existing Chapters, a similar notification shall be issued to each existing Chapter affected by the action. Notices of the formation of a new Chapter shall be announced in a regular publication of ASM, which is distributed to all the members.

Meetings and Fiscal Year

Section 2 — (a) Each Chapter may hold such educational, technical, engineering or scientific meetings or conferences at such times and places as its Executive Committee may determine. Dates and topics for regional meetings, conferences, seminars, or expositions must be cleared with the Managing Director and the Events Committee notified before final plans are made.

(b) Unless otherwise ordered by the Board, the annual business meeting of each Chapter shall be held no later than 31 May of each year.

(c) The fiscal year of each Chapter shall begin the day after its annual meeting or on such other day after its annual business meeting, not later than 1 July, as the Chapter shall determine.

Executive Committee

Section 3 — (a) The affairs of the Chapter shall be governed by an Executive Committee of not less than four (4) voting members; this number includes the Chairman, Vice Chairman, Secretary and Treasurer and may include not more than three (3) past Chairmen of the Chapter. The Executive Committee shall appoint, remove and fix the duties of such officers or committees other than those specified in Section 5 of this Article, as it may deem necessary. A majority of the total voting membership of the Executive Committee shall constitute a quorum at all of its meetings.

(b) The Executive Committee of each Chapter shall meet a minimum of four (4) times a year and at such other times and places as the Executive Committee shall designate.

(c) A written report of any action taken, with the reasons therefore, shall be transmitted within five (5) business days to the Board through the Managing Director.

Chapter Officers

Section 4 — The officers of a Chapter shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer, who along with the other members of an Executive Committee, shall be elected from its membership. The Chairman and Vice-Chairman shall have served previously as elected members of the Executive Committee. The offices of Secretary and Treasurer may be combined. Other officers may be appointed by the Executive Committee or be elected from the membership. All officers of a Chapter, except officers appointed by the Executive Committee, shall be elected by the general Chapter membership at or prior to an annual business meeting of the Chapter and shall take office on the day after the annual business meeting of the Chapter or on such other day after the annual business meeting, not later than 1 July, as the Chapter shall determine. They shall serve until the close of the next succeeding annual business meeting of the Chapter and thereafter until their successors are qualified and take office. Officers appointed by the Executive Committee shall serve until further action of the Executive Committee.

Duties of Chapter Officers

Section 5 — (a) The Chairman shall preside at all meetings of the Chapter and at all meetings of its Executive Committee. He/She shall act as chief executive of the Chapter, subject at all times to the approval of the Chapter's Executive Committee.

(b) The Vice-Chairman shall perform the duties of the chairman if the Chairman is absent or unable to act, and such other duties as are delegated to him/her by the Chairman or by the Executive Committee.

(c) The Secretary shall see that full minutes are kept of all meetings of the Chapter and its Executive Committee. He/She shall see that a complete record is kept of the members of the Chapter and their addresses, and shall check the same at regular intervals with the records of the Managing Director and shall, in general, perform the usual duties of a Recording and Corresponding Secretary, using whatever assistance is required. The Secretary, or such other person as he/she shall designate, shall prepare a report in writing of each meeting of the Chapter and of its Executive Committee. The report shall be forwarded to the Managing Director within five (5) business days after the meeting, and shall show the attendance of the members and guests, the business transacted at the meeting, including papers and discussions presented thereat, and any other matters which the Chapter or the Board shall deem to be of interest to the Board or to the members of ASM. The Secretary shall make an annual report at the annual business meeting of the Chapter and shall forward such report to the Managing Director before 30 June of each year.

(d) The Treasurer shall be the financial officer of the Chapter. He/She shall deposit all funds of the Chapter in the name of the Chapter in such bank or banks as the Executive Committee shall determine. He/She shall disburse all moneys for the account of the Chapter in accordance with the further provisions as set forth in Section 7 of this Article, and shall take proper receipt for all moneys so disbursed. He/She shall make an annual report to the Chapter, either at the annual business meeting of the Chapter or at such time as may be designated by the Executive Committee of the Chapter. He/She shall forward a financial report corresponding to the ASM fiscal year to the Managing Director not later than 15 February of each year. Such report shall contain a complete report on the finances of the Chapter, showing the amounts received and expended by the Chapter, and the sources and purposes thereof, in detail. Such report also shall show other matters as the Board may require. The Treasurer also shall file such other report of the financial condition of the Chapter at such other times as may be requested by the Chapter Executive Committee or by the Board.

- (e) In addition to the foregoing reports, the Chairman, Vice-Chairman and Secretary of a Chapter shall make other reports as may be requested by the Board.
- (f) The Executive Committee of a Chapter may provide a bond for any officer or member at its discretion.

Chapter in Good Standing Criteria

Section 6 — An ASM Chapter in good standing will show continuous improvement in meeting its members needs in accordance with ASM's vision. Each chapter shall:

- (a) Implement and maintain a system to determine member needs and satisfaction.
- (b) Implement programs and activities to meet those needs.
- (c) Report results annually to the Board through the Managing Director.

In addition each Chapter shall meet the following minimum performance criteria:

- (a) Submit annually to the Board through the Managing Director the following:
 - (i) Upcoming Program Plan
 - (ii) Financial Report
 - (iii) List of officers
 - (iv) Current copy of chapter by-laws
- (b) At least one member of chapter's executive committee, or their delegate, shall attend an ASM Leadership conference at least once every two (2) years.

A Chapter must meet the minimum performance criteria in order to receive financial support from ASM.

Rules for Chapter Government

Section 7 — Each Chapter shall establish its Rules for Chapter government, which shall be consistent with the Articles of Incorporation, the Constitution, and the Rules for Government of ASM. Each Chapter shall file its proposed Rules and all subsequent amendments, with the Managing Director. The Chapter Rules or amendments shall become effective upon acceptance by the Managing Director for the Board.

Payment of Moneys

Section 8 — Unless otherwise provided for in the Rules for Chapter Government, all checks and other instruments for the payment of moneys of a Chapter shall be drawn in the name of the Chapter and shall be signed by the Chairman, Vice-Chairman, or Treasurer and countersigned by the Chairman, Vice-Chairman, or a member of the Executive Committee. No such check or instrument shall be signed and countersigned by the same person.

Student Chapters

Section 9 — Student Chapters may be formed in conformance with the Rules for the Government of Student Chapters issued by the Board.

ARTICLE VIII Committees

Section 1 — With the exception of councils as defined in Section 2, chapters and affiliate societies, all groups or organizations within ASM will be designated as committees or subcommittees. The Board shall create all committees and appoint all members of committees. Subcommittees shall be created by the committees. The Board shall establish the purpose of each committee.

Section 2 — The only councils of ASM shall be those related to geographical groupings of chapters; i.e., the Chapter Council, Canada Council, and India Council. The Board may create additional councils if required to adequately represent and administer groups of chapters in various parts of the world.

Section 3 — Affiliate societies may establish their own organizational structure consistent with Article IX.

Section 4 — Chapters may establish their own organizational structure consistent with Article VII.

ARTICLE IX

AFFILIATE SOCIETIES

Section 1 — The Board shall authorize the formation of affiliate societies. Affiliate Societies shall be wholly owned and be legally and financially integrated into ASM International. Affiliate Societies shall be governed by the Constitution & Rules of Government, policies, and practices of ASM International except as stated in the Rules for Government of each Affiliate Society. The Rules for Government of each Affiliate Society shall be subject to approval by the Board.

Section 2 — The Board shall approve the formation, organizing and operating of Affiliate Society Chapters and Student Clubs. Affiliate Chapters must follow the same rules as the formation of ASM Chapters, Student Chapters, and Groups as stated in Article VII, Sections 1 – 9.

ARTICLE X

PRINCIPAL OFFICE

Section 1 — The principal office of ASM shall be located at Materials Park, Russell Township, Geauga County, Ohio.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Section 1 — The presiding officer shall have the authority to appoint a parliamentarian to advise on parliamentary procedure in connection with the conduct of any meeting.

ARTICLE XII **AMENDMENTS**

Section 1 — The Board shall have the power to make, adopt, amend, and repeal any or all of these Rules by either of the following procedures, provided that any proposed changes in Article VII shall be made only after the Chapters have been given a ninety (90) day period for comment.

(a) An affirmative vote of nine (9) members of the Board, at a meeting of the Board duly called and held, notice of which has stated that such changes are to be discussed at the meeting, or

(b) Unanimous affirmative vote of the members of the Board present at any meeting of the Board duly called and held, a quorum being present.