

# ***AMERICAN VACUUM SOCIETY***

## ***Constitution & By-laws***

### ***CONSTITUTION***

#### **ARTICLE I: Name and Charter**

**Section 1: Name.** The organization described herein shall be named, as in the Articles of Incorporation under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, the American Vacuum Society, Inc., and for the purposes of the following statements it will be referred to as the Society.

**Section 2: Charter.** The American Vacuum Society is a nonprofit organization which promotes communication, dissemination of knowledge, recommended practices, research, and education in the use of vacuum and other controlled environments to develop new materials, process technology, devices, and related understanding of material properties for the betterment of humanity.

#### **ARTICLE II: Objectives and Powers**

**Section 1: Objectives.** The purposes of the Society shall be as follows:

- (i) To provide a forum for scientific and technical discussions on the generation and containment of vacuum and other controlled environments, together with the resulting fabrication, processing, and characterization capabilities.
- (ii) To promote scientific and technical exchanges by the establishment of National Society Divisions in technical areas of widespread member support. The establishment of a new Division will be approved by the Board of Directors.
- (iii) To develop and support regional Chapters which address local needs in areas of interest to the Society.
- (iv) To provide continuing education through the organization and sponsorship of symposia, topical conferences, short courses, workshops, and exhibits.
- (iv) To promote student participation in national and local scientific and technological activities by travel grants, support of science fairs and competitions, and other appropriate measures.
- (vi) To recognize excellence in science and technology through the presentation of local, divisional, and national awards.
- (vii) To publish archival and scholarly periodicals on progress in vacuum technology, surface and interface science, thin films, microelectronics, nanometer structures, and related topics.
- (viii) To disseminate information through the publication of topical conference proceedings, monographs, video tapes, and recommended practices.
- (ix) To promote scientific and technical exchange with developing countries.
- (x) To cooperate with other societies to advance common goals fostering the growth and development of intellectual resources in science and engineering disciplines.

**Section 2: Powers.** The Society in order to foster its scientific purposes as herein provided shall have the following powers:

- (i) To own, acquire, purchase, accept gifts, hold as a trustee or otherwise, maintain, improve, mortgage, sell, lease or dispose of real and personal property and to obtain, invest, reinvest and use funds and properties of any kind to advance the scientific aims of the society.
- (ii) To accept in the name of the Society or hold as trustee or otherwise any gift of money or property or the income thereof for one or more limited purposes within the scope of the general purposes of the Society as stated herein.

(iii) To have all the powers of any corporation organized for scientific purposes under Chapter 180 of the General Laws of the Commonwealth of Massachusetts to the extent not inconsistent with the purposes and powers of the Society as herein provided and not inconsistent with any law of the United States of America.

### **ARTICLE III: Restrictions**

The Society shall have no capital stock. No part of the income or property shall inure to the private benefit of any of its members or officers or to any individual; no member or officer shall, through correspondence or other commerce, use Society business to advertise or otherwise promote interests of private individuals or institutions; no substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Society shall not participate in or interfere with any political campaign on behalf of any candidate for public office.

### **ARTICLE IV: Disposition of Assets and Dissolution**

Upon the liquidation or dissolution of the Society, whether voluntary or involuntary, and after payment of all indebtedness of the Society, the funds, investments and other assets of the Society shall be given and transferred as the Board of Directors may determine, to one or more other nonprofit organizations having objectives similar or related to those of the Society. The selection of such other organization or organizations shall be made by a majority vote of all the members of the Board of Directors at a meeting called for the purpose of making such a selection.

### **ARTICLE V: Organization and Government**

**Section 1: Officers of the Society.** The officers of the Society shall be a President, a President-Elect, a Treasurer, and a Clerk, each with conventional authority and responsibility as provided in the By-Laws, and each to hold office one year, or until a successor is elected as provided in the By-Laws. The President-Elect shall automatically succeed to the office of the President on termination of his or her year as President-Elect, and the President shall assume the title of Past-President at the end of his or her year in office.

**Section 2: Directors.** There shall be six Directors elected as provided in the By-laws, each Director to serve for a term of two years.

**Section 3: Board of Directors.** The government of the Society shall rest in the Board of Directors, the latter comprising the officers of the Society, the immediate Past-President, and the six Directors, with the President serving as Chair of the Board. Any vacancy occurring on the Board of Directors, except that of the office of President or President-Elect, shall be filled by appointment by the President with the approval of the remaining members of the Board of Directors, the incoming Director serving until the normal term of his or her predecessor has expired.

**Section 4: Vacancies.** In the event the office of President becomes vacant, the President-Elect will become President and continue to serve as President until the completion of his or her normal term.

In the event the office of President-Elect becomes vacant, then the Board of Directors may notify the membership that an election will be held by letter ballot to fill the vacancy or they may defer action until the regular annual election, at which time candidates for President will be included on the slate of officers for the ensuing year.

**Section 5: Divisions.** The Board of Directors of the Society may establish Divisions of the Society for the purpose of better promoting its objectives in a specific field of vacuum technology. Each Division shall be governed by an Executive Committee comprised of a Chair and such other Officers as are provided for in the By-Laws of the Society. The Divisional Executive Committee shall submit to the Board of Directors a statement of Rules and Procedures which, when approved by the Board, shall become the By-Laws of the Division.

**Section 6: Technical Groups.** The Board of Directors of the Society may establish Technical Groups for the purpose of providing a flexible pathway to quickly incorporate emerging, dynamic growth areas of science and technology into the Society. An Executive Committee, comprised of a Chair and other Officers provided for in the By-Laws of the Society, shall govern each Technical Group. The Executive Committee shall submit to the Board of Directors a Statement of Rules and Procedures which, when approved by the Board, shall become the By-Laws of the Technical Group.

**Section 7: Chapters.** The Board of Directors may establish one or more Chapters of the Society in specific locations or geographical areas when the aims and purposes of the Society can be better promoted and coordinated in such areas by a local organization. These Chapters can be either a Regional Chapter in a specific geographical area or a Student Chapter at a specific university. Each Chapter shall be governed by an Executive Committee comprised of a Chair, Vice-Chair and such other officers as are provided for in the By-Laws of the Society. The Chapters may have either a specialized or a broad technical interest in vacuum science and technology. The Chapter Executive Committee shall submit to the Board of Directors a statement of Rules and Procedures which, when approved by the Board, shall become the By-laws of the Chapter.

**Section 8: Division, Technical Group, and Chapter Chair.** Chair shall be appointed or elected and shall have such authority and responsibility as provided in the By-Laws of the Society.

## **ARTICLE VI: Meetings**

**Section 1: Regular Meeting.** There shall be an annual meeting of the Society held at such time and place as may be fixed by the Board of Directors, and other meetings shall be called as provided in the By-laws.

**Section 2: Substitute for Annual Meeting.** Whenever the Board of Directors by a majority vote of all its members at a meeting or by letter or electronic ballot, shall declare that by reason of any rule, regulation or request or order of any governmental agency for any cause, it is not in the interest of the Society to hold the annual meeting as required by the Constitution and By-laws, then the Board of Directors may fix a date by which the members of the Society shall vote by letter or electronic ballot on any matters which might be acted upon by members at the annual meeting. The voting period shall be six weeks ending on the date fixed as above for voting by letter or electronic ballot and the date on which the voting expires shall be deemed to be the date of the annual meeting within the meaning of this Constitution and By-laws.

## **ARTICLE VII: Membership**

**Section 1: Members.** Member grade is limited to those who have demonstrated professional competence in the fields of vacuum science or engineering or in related arts and sciences. For admission to the grade of Member, a candidate shall be either:

(a) an engineer or scientist in the fields of vacuum science or engineering or the related arts and sciences, who shall have graduated with a baccalaureate degree in those fields;

- (b) a teacher of vacuum science or engineering or the related arts and sciences, who shall have graduated from a course of study of at least four academic years' duration, or its equivalent, in a school of recognized standing or who has had at least three years of professional teaching experience and shall have participated in planning and conducting courses;
- (c) a person regularly employed in the fields of vacuum science and engineering or related arts and sciences, for at least six years, who, by experience has demonstrated competence in work of a professional character;
- (d) an executive who, for at least six years, has had under his or her direction important technical engineering or research work in the fields of vacuum science and engineering or the related arts and sciences.

Members shall be entitled to all the rights and privileges of the American Vacuum Society.

Application for Membership shall be made on a form provided by the American Vacuum Society. Applications shall be reviewed by the Membership Committee which shall submit its recommendations to the Board of Directors. The application must be approved by a majority of the Board Members.

**Section 2: Honorary Members.** An individual who has performed eminent service in science, engineering, and allied fields, or to the Society, may be elected an Honorary Member with life rights and privileges of membership and exemption from all membership dues and fees. Nominees may be proposed to the Board of Directors in writing by the Awards Committee or by at least 10 members of whom not more than 3 shall be members of the Board of Directors. Such nominations shall be voted upon by secret ballot at a regular meeting of the Board of Directors. A favorable vote of at least three-fourths of all members of the Board of Directors shall be required for election to Honorary Membership, with proxy vote or vote by mail permissible.

**Section 3: Sustaining Members.** Sustaining membership may be established to provide supplemental income for the furtherance of the objectives of the Society. Sustaining membership shall have a single vote, equivalent to that of a regular member, through a properly designated representative.

**Section 4: Student Members.** A full-time college student, either undergraduate or graduate with expressed interest in the scientific and technical areas relevant to the American Vacuum Society, upon application to the Clerk, approval by the Board, and payment of student member dues established by the Board of Directors, be accepted as a student member of the Society for one year. Student status must be certified by the student's advisor. Student membership may be renewed annually by further payment of student member dues and upon re-certification of student status. The rights and privileges of student members shall be the same as for regular members except that student members shall only have the right to vote and hold office for their University Student Chapter.

**Section 5: Emeritus Members.** Emeritus Membership may be obtained by any American Vacuum Society member who has been a member in good standing for a total of 15 years and who can demonstrate that he or she is retired from full-time employment. Emeritus membership may be established through application by the member submitted to the American Vacuum Society Membership Committee.

Members in good standing who are disabled and thus unemployed with less than the minimum membership time noted above, may make special application to the membership Committee for Emeritus Membership.

Emeritus Members shall be exempted from payment of membership dues and registration fees for all AVS symposia. They shall have all rights and privileges of membership except the Journal of Vacuum Science and Technology, which they may obtain by payment of an Emeritus Member fee established by the Board of Directors.

**Section 6. Fellows of the Society.** Members who have made sustained and outstanding technical contributions in areas of interest to the Society may be elected Fellows of the Society. Nominations and election to Fellowship shall be determined by the qualifications and procedures described in the By-Laws.

## **ARTICLE VIII: Amendments**

This Constitution can be amended, provided that the Amendment:

A. As proposed is first considered by the President of the Society; is secondly then submitted for consideration by a special committee appointed for that purpose by the President; upon favorable action by the committee is then, thirdly, approved by a majority vote of the Board of Directors, fourth, is then distributed in writing by the Clerk at least six weeks in advance of the annual business meeting of the Society to all members of record, along with the ballot information and an explanation of the reasons for the proposed amendment; fifth, and finally, is approved by the affirmative vote of not fewer than two-thirds of the members voting through letter or electronic ballot.

or

B. Is first submitted to the Clerk as a petition signed by at least 30 members or 1% of the members of record (whichever is greater) at least sixteen weeks in advance of the regular annual business meeting of the Society. The Clerk shall then distribute the proposed amendment in writing at least six weeks prior to the next annual business meeting of the Society to all members of record of the Society, along with (1) the ballot information, (2) an indication that the proposed amendment is by petition, and (3) a critique by the Board of Directors. An affirmative vote of no fewer than two-thirds of the members voting through letter or electronic ballot is required for approval.

In both cases, no ballot shall be counted unless received two weeks prior to the annual meeting; the counting of ballots shall be entrusted to tellers appointed by the president and the results shall be announced at the annual business meeting and in a publication of the Society. The approved amendment will take effect after the annual business meeting.

## ***BY-LAWS***

### **BY-LAW 1: Nominations and Elections**

**Section 1: Annual Business Meeting.** The Society shall hold an annual business meeting at which officers and Directors are elected as provided in the following Sections. The Clerk shall distribute to all members of record a written or electronic announcement of the annual business meeting at least six weeks in advance of the meeting. The annual business meeting shall normally be held during October or November in concurrence with a technical symposium organized or sponsored by the Society. The Clerk shall distribute to all members at least six weeks before the meeting the ballot information listing the approved slate of candidates nominated as provided in Sections 2 and 3. No ballot shall be counted unless received not later than two weeks prior to the annual meeting in envelopes provided by the Society. The term "secret ballot" occurring in the following sections shall in this event comprise only properly marked forms removed from the secret ballot envelopes. The

President shall appoint a committee of three to count the ballots and report the results. Forty members shall constitute a quorum at all meetings of the Society.

**Section 2: Nomination of President-Elect, Treasurer, Clerk, Directors, and Trustees for the Scholarships and Awards Committee.** The President shall appoint the Nominating Committee. The Nominating Committee shall provide a slate of one or more candidates for each of the offices of President-Elect, Treasurer, Clerk, and at least one candidate for each of the three annually vacated directorships, and for each of the two annually vacated trusteeships of the Scholarships and Awards Committee. All Officers, Directors, and Trustees must be members in good standing for the Society. This proposed slate of officers shall be distributed by the Clerk to all members at least six weeks in advance of the annual business meeting. In as far as possible, nominees shall be chosen so that the Board of Directors is composed of persons from the various groups within the Society, e.g., Educational, Scientific, Industrial, Manufacturing, etc. Trustees must be chosen for their technical ability to judge applications, impartiality, freedom from conflict of interest, and as far as possible to represent the technical and geographic distribution within the Society.

**Section 3: Nominations by Petition.** Additional nominations may be generated by petitions signed by at least 1% of the voting members of record, and submitted to the Clerk. Such petitions shall be in the possession of the Clerk at least eight weeks prior to the annual business meeting. Nominations by petition will be distributed to the membership along with the regular ballot at least six weeks prior to the annual business meeting.

**Section 4: Election of President-Elect, Treasurer, and Clerk.** The offices of President-Elect, Treasurer, and Clerk shall be filled by plurality vote through ballot prior to the annual business meeting.

**Section 5: Election of Directors.** The Directors shall be elected by plurality vote through ballot prior to the annual business meeting, with three to be elected each year to provide rotation.

**Section 6: Special Election. President-Elect.** The office of President-Elect shall be filled by plurality vote through ballot. The Board of Directors must submit one or more candidates for election.

**Section 7: Election of Trustees of the Scholarship and Awards Committee.** The Trustees shall be elected by plurality vote through ballot prior to the annual business meeting, with two to be elected each year to provide rotation.

**Section 8: Fellows of the Society.** There shall be a membership level designated Fellow of the Society for the purpose of providing recognition to members for sustained technical contributions of outstanding importance in areas of interest to the Society. There shall be elected to Fellowship only such members who have made outstanding contributions in research, engineering, technical or managerial leadership, and/or education for a period of 10 years or more. Continuous membership in the Society for a minimum of 5 years prior to nomination is required. Society service is not considered in the evaluation for election. Current Officers, Directors and Trustees of the Society are not eligible for election.

A candidate for Fellowship may be nominated by any member of the Society, except a current Trustee. Each member may make only one nomination in one calendar year. A nomination form signed by the nominating member and citing the principal contributions of the candidate shall be sent to the Society office. Included on the form shall be the names of three other Society members who can provide evaluations of the nominee's accomplishments. Recommendation forms shall be sent to

the three evaluators identified by the nominator. The nomination and recommendation letters from the three evaluators will be submitted to the Trustees.

The Trustees shall select a final list of those nominees whom they recommend for election to Fellowship, and shall annually present this list to the Officers and Directors of the Society at a regular meeting. A majority vote of the Officers and Directors shall suffice for election. The number of nominees recommended for election by the Trustees, as well as the number elected by the Officers and Directors in each year, shall not exceed 1/2 percent of the then current membership of the Society. As an exception in the first year in which elections are made, up to 1 percent of the membership may be elected. The nomination of a candidate for Fellow shall remain active for two years (the year of initial nomination and the following year). If a candidate is not elected to Fellow in the first year of nomination, the nominator may choose to update and resubmit the nomination form. The candidate may be re-nominated by submission of a new and complete nomination form.

**Section 9: Tie Votes.** If the application of these rules is frustrated by a tie, the Board of Directors shall decide between the candidates.

## **BY-LAW 2: Committees**

**Section 1. Standing Committees: In General.** There shall be the following Standing Committees: Awards; Chapters, Divisions, and Groups; Education; Finance; Governance; Marketing and Communications; Membership; Publications; Recommended Practices; Symposia and Conferences.

Appointment of committee chairs shall be made annually by the President, subject to the approval of the Board of Directors, and for a term to expire with the expiration of the term of the appointing President. All committee chairs must be members in good standing of the Society. Committee chairs with the exception of the Awards Committee may make additional appointments to their committee. Each year, each Chair shall submit a tentative budget to the Treasurer for approval by the Board of Directors. Each Committee, shall file with the Board of Directors a report of its activities during the period between annual business meetings of the Society. It shall be the duty of each Committee to recommend to the Board of Directors any action with respect to the subjects or matters in their charge which the Committee deems advisable. Expenses incurred by the Committee shall be limited to budgetary amounts approved by the Board of Directors. These expenses may include payments to members for specific services of short course instruction, journal editing or monograph writing which they are specially suited to provide because of their training and expertise, provided such payments are not considered a private benefit as stipulated in Article III of the Constitution.

### **Section 2. Standing Committees: Scholarships and Awards Committee.**

(a) **Trustees.** The Scholarships and Awards Committee shall consist of six members of the Society to be known as Trustees, who shall be elected by the membership for a term of three years as provided by the By-Laws. Vacancies in the Trustees shall be filled by appointment by the President with the approval of the Board of Directors.

(b) **Chair.** The Chair of the Scholarship and Awards Committee shall be appointed by the President of the Society annually from among the Trustees.

(c) **Meetings.** The Trustees shall meet at least once annually, and at such other times as may be required, upon the call of the Chair of the Committee. The minutes of all meetings of Trustees and their other reports shall be filed promptly with the Clerk of the Society. Prior to the annual business meeting of the Society, the Trustees shall submit to the Board of Directors of the Society a complete report of the administration of the Scholarships and Awards during the past year and a complete report of plans for the ensuing year.

(d) **Scholarship Monies.** The Treasurer of the Society shall, in addition to duties hereinafter set forth in By-Law 7, Section 3 hereof, establish and maintain a separate account which shall be entitled the "Scholarships and Awards Account." The Board of Directors shall from time to time instruct the Treasurer to transfer monies of the Society from its general account to the Scholarships and Awards Committee Account in such amounts as it shall deem necessary or appropriate to carry out the purposes of the Scholarship and Awards Committee. Individual donors may also make gifts and contributions directly to the Scholarships and Awards Committee Account. Monies so transferred to the Scholarship and Awards Committee Account shall thereafter be administered by the Trustees of the Scholarship and Awards Committee for the payment of Scholarships and awards or other proper Committee expenses over the signature of the Chair or other designated Trustee or Trustees of the Committee. Monies may be disbursed for scholarships and awards only in accordance with a general plan or program approved by the Board of Directors of the Society. The specific intent of any donor to this Scholarships and Awards Committee Account with respect to the treatment of the gift shall be honored by the Trustees, after the initial acceptance and approval of his or her gift by the Board of Directors.

**Section 3 Special Committees.** The President may appoint additional committees as needs arise.

### **BY-LAW 3: Divisions**

**Section 1: Chair.** The Chair for a newly organized Division shall be appointed by the President of the Society to serve a term of one year. In each succeeding year, the Chair of a Division shall be elected by the members of the Division as provided in the By-Laws of the Division.

**Section 2: Executive Committee.** The Executive Committee of the Division shall be comprised of the Chair, and other officers as provided in the By-Laws of the Division. The minutes of all meetings of the Executive Committee shall be filed promptly with the Clerk of the Society. The financial reports of Divisions shall be filed annually with the Treasurer of the Society. A complete financial report and budget for the ensuing year shall be submitted by the Executive Committee through the Treasurer of the Society to the Board of Directors prior to the annual business meeting of the Society. The Division shall be authorized to incur only such expenses as may be contained within the Division budget as approved by the Board of Directors. All dues, fees or funds imposed or solicited by the Division are subject to review and revision by the Board of Directors. All activities of the Division shall be reviewed and coordinated by the Chapters, Divisions and Groups Committee Chair.

**Section 3: Membership.** Any member of the Society in good standing may, upon payment to the National Office of a Divisional fee approved by the Board of Directors, be accepted as a member of the Division, renewable annually contingent on membership in the Society.

### **BY-LAW 4: Technical Groups**

**Section 1: Formation.** The Board of Directors may establish a Technical Group of the Society by approval of a petition signed by at least twelve members of the Society who pledge to participate in the Technical Group. The petition shall state the area of technical interest of the proposed Technical Group and supporting arguments to the Society's benefits gained by formation of the Group. The petition shall designate at least six individuals who will serve as the initial Executive Committee, and include a Statement of Rules and Procedures that will serve as the Group's By-Laws.

**Section 2: Lifetime.** Technical Groups will be chartered for three years. At the end of the third year, the Technical Group will submit a review of the Technical Group's activities and a proposal for its

future to the Board of Directors for approval. This proposal may involve one of four avenues; (1) Dissolution of the Technical Group, (2) Merging the Technical Group into an existing Division, (3) Extension of the charter for up to three more years, or (4) Formation of a new Division. Proposal to extend the charter shall include the formation of a new Executive Committee and any amendments deemed necessary to the Technical Group's By-Laws.

**Section 3: Chair.** The Chair for a newly organized Technical Group shall be appointed by the President of the Society to serve for a term of one year. The Technical Group's Executive Committee shall elect the Chair in each succeeding year of its charter.

**Section 4: Executive Committee.** The initial Executive Committee of a Technical Group shall be comprised of at least six of the individuals who signed the petition for formation of the Technical Group. Officers shall consist of a Chair and others as described in the Technical Group's By-Laws. All Technical Group officers must be Society members. The financial reports of Technical Groups shall be filed annually with the Treasurer of the Society. Prior to the annual business meeting of the Society, the Executive Committee shall submit a complete financial report and the ensuing year's budget to the Board of Directors through the Treasurer of the Society. The Technical Group shall be authorized to incur only such expenses as may be contained within the Technical Group's budget as approved by the Board of Directors. All activities of the Technical Group shall be reviewed and coordinated by the Chapters, Divisions and Groups Committee.

**Section 5: Membership.** Any member of the Society in good standing may be accepted as a member of the Technical Group, renewable annually, contingent on membership in the Society. Officers of the Technical Group must be members of the Society. However, participation in the Technical Group is not limited to Society members.

## **BY-LAW 5: Chapters**

### **Section 1: Regional Chapters**

**(a): Formation.** The Board of Directors may establish a Chapter of the Society by approval of a petition signed by at least twelve members of the Society who pledge membership to the Chapter. The petition shall state the area of technical interest and the geographical location of the proposed Chapter. The petition shall be submitted to the Board of Directors by the petitioners.

**(b): Chair.** The Chair for a newly organized Chapter shall be appointed by the President of the Society to serve a term of one year. In each succeeding year, the Chair of a Chapter shall be elected by the members of the Chapter as provided in the By-laws of the Chapter.

**(c): Executive Committee.** The Executive Committee of the Chapter shall be comprised of the Chair, Vice-Chair, and other officers as provided in the By-Laws of the Chapter. A complete financial report for each fiscal year and budget for the ensuing year shall be submitted by the Executive Committee to the Treasurer of the Society. The Chapter shall be authorized to incur only such expenses as may be contained within the Chapter budget as approved by the Board of Directors of the Society. All activities of the Chapter shall be reviewed and coordinated by the Chapters, Divisions and Groups Committee Chair. All dues, fees, and funds imposed or solicited by the Chapters are subject to review and revision by the Board of Directors.

**(d): Membership.** Any member of the Society residing in or near the geographical area of a Chapter will be accepted as a member of that Chapter or an alternate Chapter of his or her choice for one year, renewable annually contingent on membership in the Society.

## **Section 2: Student Chapters**

**(a): Formation.** The Board of Directors may establish a Student Chapter of the Society by approval of a petition signed by at least eight student members and by one regular member who is on the faculty or staff of the university to be served by the proposed Student Chapter. The petition shall state the area(s) of technical interest and the university of the proposed Chapter. The petitioners shall submit the petition to the Board Directors.

**(b): Advisors.** The Advisor must agree to advise the Student Chapter for a minimum of two years and must be a regular member of the Society.

**(c): Chair.** The Chair for a newly organized Student Chapter shall be appointed by the President of the Society to serve a term of one year. In each succeeding year, the Chair of a Chapter shall be elected by the members of the Student Chapter provided in the By-laws of the Chapter.

**(d): Executive Committee.** The Executive Committee of the Student Chapter shall be comprised of the Chair, Vice-Chair and other officers as provided in the By-laws of the Chapter. A complete financial report for each fiscal year and budget for the ensuing year shall be submitted by the Executive Committee to the Treasurer of the Society. The Student Chapter shall be authorized to incur only such expenses as may be contained within the Chapter budget as approved by the Board of Directors of the Society. All activities of the Student Chapter shall be reviewed and coordinated by the Chapters, Divisions and Groups Committee Chair. All dues, fees, and funds imposed or solicited by the Student Chapters are subject to review and revision by the Board of Directors.

**(e): Membership.** Any student member of the Society attending the university will be accepted as a member of the Student Chapter. Any employee of the university who is a member of the Society will be accepted as a member of the Student Chapter, but shall not have the right to hold office or vote. Members will be enrolled in the Student Chapter and may choose to join a second Chapter of his or her choice for one year, renewable annually contingent on membership in the Society.

## **BY-LAW 6: Symposia and Conferences**

**Section 1: Symposia.** The Society shall endeavor to organize and conduct annually symposia on science and technology topics of interest to the Society and its members. The over-all responsibility shall rest with the President, but the details may be delegated to the Symposia and Conferences Committee and the Marketing and Communications Committee. All Divisions, Technical Groups and Chapters shall cooperate with the Symposia and Conferences Committee in providing a technical program of broad interest to all members the Society.”

**Section 2: Divisions, Technical Groups and Chapters Conference.** Each Division, Technical Group or Chapter shall be authorized to organize separate conferences or symposia on the subject matter of the field or fields of interest, scheduled so as not to conflict with the symposia of the Society and with consideration of the schedule of any other Division, Technical Group or Chapter of the Society. The over-all responsibility for Division, Technical Group or Chapter conferences shall rest with their Chair, but the details may be delegated by him or her to appointed committees.

## **BY-LAW 7: Dues and Fees**

**Section 1: Annual Membership.** All members shall pay to the Society annual dues as fixed by the Board of Directors.

**Section 2: Symposium Registration.** The registration fees for the annual national symposium and any discounts or privileges for members shall be fixed by the Board of Directors.

**Section 3: Other Fees.** The Society may charge other fees for its services and publications as needs arise.

#### **BY-LAW 8: Administration**

**Section 1: President.** The President shall be the chief executive officer of the corporation with power to administer the decisions of the Board of Directors and, in consultation with individual Board members, to take such action as may be necessary between meetings of the Board on all matters not solely within the jurisdiction of the Board of Directors.

**Section 2: President-Elect.** The President-Elect shall serve as assistant to the President and shall act for him or her in the absence of the President.

**Section 3: Treasurer.** The Treasurer shall have charge of all monies, securities, and valuable papers of the corporation; shall collect monies due in accordance with the By-Laws and acts of the Board of Directors. The Treasurer shall deposit money so collected to the account of the Society in a bank to be designated by the Board of Directors. The Treasurer shall be authorized individually to sign checks drawn upon said bank. The Treasurer shall make no payments except as approved by the Board of Directors or upon vouchers approved by the current chair of the appropriate committee or the President. The Treasurer shall keep a correct account of all receipts and disbursements, and render a full report annually, or oftener, if required by the Board of Directors, and shall turn over all property of the corporation in his or her possession to his or her successor in office when such successor is duly chosen and qualified. The account books of the Society shall be audited annually prior to the annual meeting. The Treasurer shall be responsible for maintaining adequate bonding and insurance coverage for the protection of the Society.

**Section 4: Clerk.** The Clerk shall keep complete and full minutes of the annual meeting of the Society and of the meetings of the Board of Directors; issue all notices and calls for meetings; maintain the membership list; and shall perform such other duties as the Board may direct.

**Section 5: Administrative Staff.** The Board of Directors shall have the power to hire an Administrative Staff, consisting of full time staff members and full time or temporary assistants, and shall have the power to terminate their employment. The Staff shall carry out the administrative affairs of the Society under the direction of the President, with the assistance of the Treasurer and Clerk.

#### **BY-LAW 9: Termination of Membership**

All interests of any member in the corporation or in its property or funds shall terminate and vest in the corporation upon ceasing to be a member, whether by death, resignation, or otherwise.

#### **BY-LAW 10: Responsible Conduct**

AVS Members acting in an official AVS capacity shall perform their AVS functions in compliance with AVS policies and procedures. An individual in violation may be removed from his/her position, or membership in the Society, by a two-thirds majority vote of the AVS Board of Directors, after the individual has been given the opportunity to make his/her case to the Board.

## **BY-LAW 11: Amendments**

These By-Laws may be amended, provided that the amendment:

A. As proposed is first considered by the President of the Society; secondly, is studied by a committee appointed for that purpose by the President and the committee's recommendations are presented to the Board of Directors; thirdly, is approved by a favorable vote of majority of the Board of Directors; fourth, is distributed in writing to all members of record, with a ballot, an announced date for closing the ballot, and an explanation of the reasons for the proposed amendment, and fifth, is approved by a majority vote of those members voting through letter ballot. The counting of the ballots shall be entrusted to tellers appointed by the President. The approved amendment shall take effect after having been announced either at the annual business meeting of the Society, or in an official publication of the Society.

or

B. Is first submitted to the Clerk as a petition signed by at least 30 members or 1% of the members of record (whichever is greater) at least sixteen weeks in advance of the regular annual business meeting of the Society. The Clerk shall then distribute the proposed amendment in writing, at least six weeks prior to the next annual business meeting of the Society, to all members, along with (1) a ballot, (2) an indication that the proposed amendment is by petition, and (3) a critique by the Board of Directors. An affirmative vote by a majority of those voting through letter ballot is required for approval. No ballot shall be counted unless received two weeks prior to the annual meeting. The counting of the ballots shall be entrusted to tellers appointed by the President. The results of balloting shall be announced in a publication of the Society and at the annual business meeting of the Society. The approved amendment will take effect after the annual business meeting.

## **BY-LAW 12: Parliamentary Law and Procedure**

Any matter of Parliamentary Law or Procedure not specifically provided for in these By-Laws shall be governed by Robert's Rules of Order as published in the last revised edition.

*Approved 10.10*