

# ***By-laws of the Mid-Atlantic Chapter of the American Vacuum Society***

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

Section 1. The organization shall be known as the Mid-Atlantic Chapter of the American Vacuum Society hereinafter designated as the Chapter and the American Vacuum Society as AVS.

Section 2. The Chapter is a non-profit organization which promotes communication, dissemination of knowledge, and education in the fields of science and technology of interest to the AVS. The Chapter will focus its attention in areas related to development of new materials, process technology, devices, and to the understanding of material properties.

## ***ARTICLE II: Objectives***

Section 1. The objectives of the Chapter shall be: (1) to provide a continuing forum accessible to its members as well as other persons active or interested in the fields of science and technology of interest to the AVS for the purpose of fostering an improved understanding of technology; (2) to promote the dissemination of that understanding by the organization of meetings and symposia 3) to provide opportunities for collaboration among technical professionals within the Chapter's boundaries that will enhance the technical and industrial vitality of the area; and (4) to participate actively in all phases of AVS programs as presented in the constitution of the AVS under Article II: Objectives and Powers.

## ***ARTICLE III: Geographical Area and Membership***

Section 1. The geographical area of the Chapter shall be that defined by the AVS Board of Directors, and may be enlarged, reduced, or otherwise altered by the AVS Board of Directors at any time, in accordance with the AVS By-laws. There shall be no requirement that these By-laws be revised because of a change in geographical area of the Chapter.

Section 2. Any member of AVS that resides within the geographical area of the Chapter is a member of the Chapter.

Section 3. All Members, Honorary Members, and Emeritus Members of AVS who are members of this chapter shall be entitled to attend meetings and vote.

Section 4. Student Members of AVS shall be entitled to the rights and privileges of all other AVS members, but shall not have the right to vote or hold office.

Section 5. All interests in the Chapter or in its property or funds on the part of any member of the Chapter shall terminate and vest in the Chapter upon his/her ceasing, for whatever cause, to be a member of the Chapter.

## ***ARTICLE IV: Officers and Executive Committee***

Section 1. The Officers of the Chapter shall consist of a Chair, Vice-Chair, Secretary, and Treasurer. The term of office for Officers is two years. The terms of office shall commence on January 1st for the allotted term, but in any case, shall continue until successors are duly elected and take office. In order to assure continuity, the Vice-Chair will succeed to the office of Chair upon termination of term as Vice-Chair, and the Chair shall assume the title Past-Chair at the end of term as Chair.

Section 2. Management of the Chapter shall be by an Executive Committee. The duties of the Officers and Executive Committee Members shall be as stated in Article VI of these By-laws. The Chair shall, as soon as is reasonably possible after taking office, appoint the Chair of all committees specified in these By-laws.

Section 3. The Executive Committee shall include the Officers and the Past-Chair of the Chapter plus at least one other Member-at-Large from the Chapter. Member-at-Large shall be elected for two-year terms, which commence on January 1st.

Any vacancies occurring on the Executive Committee, except that of the office of Chair, shall be filled by appointment by the Chair and approved by majority vote of the Executive Committee. The incoming member will serve until the normal term of the predecessor has expired. If the office of the Chair becomes vacant, the Vice-Chair will fill the unexpired term. In the event of a simultaneous vacancy in the offices of Chair and Vice-Chair, the Executive Committee shall appoint a chair to fill the unexpired term.

Any Executive Committee member who misses two (2) consecutive regular Executive Committee Meetings shall be deemed to have resigned and vacated office. The Executive Committee shall consider prior contributions and reasons for missing these meetings, and this provision may be set aside by a two-thirds majority vote of the Executive Committee.

#### ***ARTICLE V: Nomination and Election of Officers and Other Executive Committee Members***

Section 1. The Chapter shall hold an Annual Business Meeting. Election of officers shall occur in odd numbered years. Election of Executive Committee Members shall occur each year as the terms expire. Elections shall be conducted as provided in the following Sections. The Secretary shall distribute the ballot to all members at least six (6) weeks in advance of the meeting. The Annual Business Meeting shall normally be held in the fall of the year.

Section 2. All Officers and replacements for those Executive Committee Members whose term has expired shall be elected as provided in the Chapter By-laws. A plurality of the votes cast shall be necessary for election.

Section 3. The Chair of the Chapter shall appoint a Nominating Committee of three or more Chapter members for the purpose of nominating Officers and Executive Committee Members. The procedure and time for the appointment of the Nominating Committee shall be as specified in these By-laws. Normally the Past Chair is appointed Chair of the Nominating Committee.

Section 4. Petitions signed by at least five (5) members in good standing of the Chapter and submitted to the Secretary may generate nominations. Such petitions shall be in the possession of the Secretary at least eight (8) weeks prior to the Annual Business Meeting. Nominations by petition will be distributed to the membership along with the regular ballot at least six (6) weeks prior to the Annual Business Meeting.

The Nominating Committee shall assure itself and the Chapter that the nominees are members in good standing of the Chapter and are willing to serve. The slate of candidates presented to the Chapter Membership shall include names submitted by the Nominating Committee as well as those submitted by qualified petitions as set forth above.

Section 5. The Secretary shall distribute letter or electronic ballots to the membership at least six (6) weeks prior to the Annual Business Meeting. The polls shall close at least four (4) weeks after the distribution of the ballots to the membership, but not later than two (2) weeks prior to the Annual Business Meeting, at which time the Chair shall appoint a committee to count the ballots and report the results.

Newly-elected officers and Executive Committee members will be notified by the Chapter Secretary within (2) weeks after closure of ballots, but no later than one (1) week prior to the Annual Business Meeting. Election will be by a plurality of those ballots cast. The Chapter Secretary shall file the list of new officers with the AVS.

## ***ARTICLE VI: Duties of the Chapter Officers and Executive Committee***

Section 1. Chair - To preside at all business meetings of the Chapter; at his/her discretion to serve, ex-officio, as a member of any committee of the Chapter; to appoint the Chair of all Standing Committees except the Program Committee; to submit to the AVS Board of Directors an annual report concerning the activities of the Chapter; to appoint Special Committees; to authorize expenditures as provided in the budget; and to perform such other functions necessary of the Chair of an organization. The Chair shall have signature authority over Chapter financial accounts.

Section 2. Vice-Chair - To carry out all duties of the Chair in the event of the Chair's absence, illness, resignation or incapacity, to carry out such duties as may be assigned by the Chair. The Vice-Chair also serves as Chair of the Chapter Program Committee. In this capacity, the Vice-Chair shall be responsible for the annual meeting and all other program aspects of the Chapter's business.

Section 3. Secretary - The Secretary shall maintain a list of all members in good standing of the Chapter as provided by the AVS. He/She shall be responsible for the minutes of all Chapter Executive Committee and Annual Meetings. He/she shall mail and receive all literature pertaining to the operation of the Chapter at the discretion of the Chair. In case of temporary incapacity of the Chair and Vice-Chair, the Secretary will take over the duties of the Chair.

Section 4. Treasurer - The Treasurer shall keep a strict accounting of all income and expenditures. He/she may pay out such funds as authorized by the Chair or Executive Committee to meet all obligations of the Chapter. He/she shall issue a report of the financial standing of the Chapter at the Annual Meeting, at all Executive Committee meetings or when requested by the Chair. The treasurer shall submit a financial report to the AVS Treasurer at the end of the calendar year and as requested by the AVS Treasurer. Treasurer shall have signature authority over Chapter financial accounts.

Section 5. The Executive Committee Members shall act as an advisory body in matters pertaining to the objectives of the Chapter, meetings, dues, organization, policy, and such other matters that preserve the integrity of the Chapter and make it responsive to the needs and wishes of its membership. The Annual Chapter budget shall be approved by a majority of the Executive Committee. The Chapter shall be authorized to incur only such expenses as are listed in the Chapter budget as approved by a majority of the Executive Committee.

## ***ARTICLE VII: Committees***

Section 1. Standing Committees – Standing Committees as follows: Technical Program, Membership Program, Educational Programs and Collaboration Program. The Technical Program Committee shall be appointed by the newly elected Vice-Chair for service on general Chapter Meetings and the Annual Symposium.

Section 2. Special Committees - The Chapter Chair will appoint special committees as the need arises. Examples of special committees are: By-laws, Nominating and Finance.

Section 3. General - the Chair appointed by the Chair of the Chapter shall govern each committee. The Committee Chair shall select as many members of the Chapter to serve on the Committee as needed.

At the Annual Business Meeting, each Committee is to file with the Executive Committee a report with respect to the matters in their charge, which the committee deems advisable. Each Committee budget proposal shall be submitted to the Executive Committee for approval. Expenses incurred by the Committee shall be limited to the budgetary amount

### ***ARTICLE VIII: Finances***

Section 1. The Chapter Treasurer shall submit a complete financial report for each fiscal year to the AVS Treasurer. The Chapter fiscal year shall correspond with the AVS fiscal year.

Section 2. The Chapter shall be authorized to incur only such expenses as may be contained in the approved Chapter budget or approved by a majority of the Executive Committee, and shall be in accordance with the requirements of the AVS.

Section 3. The AVS Chapters, Groups and Divisions Committee Chair shall be informed of all Chapter activities. The Chapter shall not charge members dues. All fees or funds imposed or solicited by the Chapter are subject to review and revision by the AVS Board of Directors. Special meeting registration fees may be set by the Executive Committee as needed.

Section 4. All funds received by the Chapter shall be deposited in a bank or insured Savings and Loan approved by the Executive Committee. The Signature of the Treasurer and/or Chair shall be required for all withdrawals. The AVS Treasurer shall have signature authority on all chapter accounts.

### ***ARTICLE IX: Meetings***

Section 1. In addition to technical meetings and symposia, the Chapter shall hold at least one (1) business meeting each year. Information about this annual meeting shall be communicated to all members of the Chapter at least 4 weeks prior to the meeting. The Executive Committee shall determine time and location of all meetings. Meeting notices shall contain a full statement of the time, place, and business of the meeting.

Section 2. The number of members present to constitute a quorum at meetings of the Chapter calling for the transaction of regular business and requiring a vote to be taken shall not be less than 15 members or 5 percent of the Chapter membership, which ever is greater.

Section 3. Meetings of the Chapter Executive Committee shall be held at such times as shall be found necessary. Chapter Executive Committee meetings may be called by the Chair of the Chapter at his/her own discretion, or at the request of three (3) members of the Committee. Notices of all Executive Committee meetings shall be communicated to all members of the Executive Committee at least one (1) week prior to the date of the meeting. These notices shall contain a full statement of the time, place, and business of the meeting.

Section 4. At least three (3) voting members of the Executive Committee shall constitute a quorum at all meetings of the Executive Committee.

Section 5. A majority vote of the Chapter Executive Committee members present shall be necessary in the conduct of its business except as otherwise provided in these By-laws.

Section 6. Notices of all Chapter meetings shall ordinarily be communicated to all Chapter members at least two (2) weeks prior to the date of the meeting, and shall contain a full statement of the time, place, and business of the meeting. The Executive Committee shall approve deviations from this policy.

### ***ARTICLE X: Dissolution of Chapter***

Section 1. At any time when the Chapter shall become inactive (as determined by the Chapters, Groups and Divisions Committee of the AVS), it shall be deemed to have ceased to exist. Upon such a condition arising, all funds remaining in the Treasury of the Chapter shall revert to AVS and become part of the general funds of the Society.

***ARTICLE XI: Amendments***

Section 1. The AVS Board of Directors or the Chapter Executive Committee may propose amendments to these By-laws from time to time to improve operations of the Society.

Section 2. Any three (3) of the Chapter members or one (1) percent of the Chapter membership, whichever is greater, can propose amendments to these By-laws. The Executive Committee of the Chapter shall consider each amendment proposed and prepare a written analysis of the effects of the proposed amendment on Chapter operation and shall submit this analysis together with its recommendations to the Chapter membership and the AVS Board of Directors.

Section 3. Amendments must be approved by the Chapter membership and the AVS Board of Directors prior to being effective. The National Office of AVS or the Secretary shall distribute ballots to the membership, allowing at least four (4) weeks for return of ballots. The National Office of AVS or a committee appointed by the Chapter Chair shall count the ballots and report the results. Upon approval of the membership, the amendment(s) shall be presented to the AVS Board of Directors, and shall become effective upon their approval by the Board of Directors.

***ARTICLE XII: Parliamentary Law and Procedure***

Section 1. Any matter of parliamentary law or procedure not specifically provided for in these By-laws shall be governed by Robert's Rules of Order, latest edition.

***ARTICLE XIII: Operating Procedures***

Section 1. The general guidelines by which the Chapter operates shall be kept in the Chapter Operations Manual. Changes to the Operations Manual shall be made with the approval of the Executive Committee.