Constitution

of

ASM International®

Materials Park, Ohio

Constitution Amended: 2004
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of

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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.
Re numbering 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.