

Constitution of ASM International®

ARTICLE V (as amended October 18, 2004)

NOMINATION AND ELECTION OF MEMBERS OF THE 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/Council, 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.