



Candidates for ASM International® Board of Trustees

CANDIDATES FOR ASM BOARD OF TRUSTEE

Each year it is the privilege and responsibility of individual members, Chapters, ASM Committees, Councils and any Affiliate Society Board to submit candidates for the ASM Board of Trustees.

It is the responsibility of the Nominating Committee to present nominees to fill vacancies on the Board of Trustees. The Nominating Committee names one candidate for Vice President and three candidates for Trustee. The candidates so submitted will be considered for a three-year term.

It is required that recommendations for the Board of Trustees and Vice President be made on the appropriate nomination forms provided on the following pages. Standardization of the format of the recommendations ensures that essential information is available at the meeting of the Nominating Committee and is helpful in the comparative evaluation of candidates. Extra copies of the forms may be obtained by writing to Executive Office, ASM International®, Materials Park, Ohio 44073. Additional information about the proposed candidates will be welcomed by the Committee.

ASM is a large and complicated Society. Its effective operation requires that business and financial judgments be made by the Board. Your nominations should be very carefully considered. The nominees should be a materials person, preferably with broad experience in ASM, business and management. Experience in Society committee work is helpful. Managerial experience, such as handling of budgets, policy making and board level perspective is desirable.

The success of ASM in meeting its objectives and serving its members depends to a large degree upon the capacity of the Officers and Trustees for wisdom in establishing policies and leadership in administering the affairs of the Society. The future of the Society will be governed by the stature of the individuals that you recommend and that the Nominating Committee selects. To assist you in nominating candidates for the vacant offices, a copy of Duties of the Board of Trustees, Duties of the President, Duties of the Vice President, and Duties of the Trustee follow.

The completed nomination forms should be sent to the Chairman of the Nominating Committee prior to 15 March.

REQUIREMENTS FOR NOMINATION

Following is an excerpt from ASM's Constitution:

Article V - Nomination and Election of Members of Board of Trustees

"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 the Society, (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."

PRESENT DUTIES OF THE BOARD OF TRUSTEES

The Board of Trustees is responsible to the members of the Society for considering the approving matters of policy, objectives, plans, programs, investments, disposal or transfer of assets, methods of financing, and other matters affecting broad aspects of Society operations; establishing rules for the Government of the Society and recommending Constitution changes; and establishing such other criteria and policies as are considered advisable for proper control of Society operation.

The Board of Trustees exercises prudent business judgment in reviewing, considering and deciding upon major and basic matters affecting Society activities, and exercises general supervision of management's conduct of the business, to the end that the interests and rights of the members are properly served. The duties and responsibilities of this Board extend to all activities in which the Society may engage.

The Board of Trustees approves committees and such subordinate officers as it deems proper, and fixes their duties, fills vacancies in their number and, at its discretion, removes them. The Board delegates authority to the President-elect to review and make recommendations of committee appointments to the Board. The Board is the final authority for approval of all members of committees except the Nominating Committee.

The Board is responsible for chartering local Chapters, for helping the Chapters to carry out vigorous programs for service to their members and for maintaining a close liaison between the local Chapters and the Society. The Board also actively insures cooperation with other related institutions, in order to promote the welfare of the materials industry.

The Board of Trustees consists of thirteen (13) members, including the President, Vice President, Immediate Past President, Treasurer and nine (9) additional trustees. The President, Vice President and Immediate Past President each serve a one-year term of office in their respective capacities. Three Trustees are elected each year for a term of three years. The Treasurer is elected by the Board from the Society members for a one-year term. Since 1974, the Office of Secretary has been served by the Managing Director.

Each Officer and Trustee is expected to attend and participate in all Board of Trustees meetings.

G:\INC\FORMS\BOT-VP_INST.DOC
1/19/2015

DUTIES OF THE PRESIDENT

The President shall be the Executive Head of the Society within the limitations placed upon the Office by the Articles of Incorporation, the Constitution and the policies and programs laid down and authorized by the Board of Trustees. The President shall preside at all annual and special meetings of the members of the Society, and at all meetings of the Board of Trustees, and shall perform such other duties as are delegated by the Board.

It shall be the President's duty to call meetings of the Board of Trustees of the Society as necessary. It shall be the President's privilege and duty to present to the Board of Trustees whatever program of activities the President cares to recommend for the future of the Society.

The President as ex-officio shall be a voting member of all ASM Committees except the Nominating Committee. The ex-officio memberships and voting privileges may be delegated at the President's discretion.

The President shall fill, by appointment, all vacancies on committees and councils.

The President may appoint ad hoc committees.

Among the President's other duties shall be the obligation:

- a. To solicit candidates for appointment of members for the ASM Nominating Committee.
- b. To advise the Chapters that they should endorse to the Nominating Committee the names of potential candidates for office.
- c. To represent the Society at official functions.
- d. To prepare and present an Annual Report.
- e. To suggest items for inclusion on the agenda for the Board of Trustees meetings.
- f. To make approximately ten Chapter visits as President.

DUTIES OF THE VICE PRESIDENT

- a. The Vice President shall plan to maintain a strong organization and thus continue the objectives of the Society during the following year.
- b. The Vice President shall recommend all appointments for the following year to each Committee, including the Chairman, to take effect by and with the approval of the Board. He/She shall perform such other duties as are delegated to him/her by the President or the Board.
- c. The Vice President shall perform the duties of the President in case of the absence of the President or the inability of the President to act.

DUTIES OF THE TRUSTEE

It shall be the obligation of each Trustee to attend and participate in all meetings of the Board of Trustees. It shall be the duty of each Trustee, by attendance at such meetings, and at all other times, to assist in establishing current and future Society policy to be carried out by the membership, its Committees, its chapters, and the Managing Director and staff associates. Each Trustee shall make four to six chapter visits per year.

As a Board Member he/she will work to:

- a. Establish Society purpose, goals, and objectives.
- b. Establish long-range plans and strategies, and short-range plans as necessary, for meeting stated goals and objectives.
- c. Assure long-range stability and growth.
- d. Establish major policies.
- e. Approve major plans and commitments.
- f. Approve Society financial plans or budgets.
- g. Allocate Society surpluses and assets.
- h. Optimize the assets.
- i. Monitor the progress of the Society and take appropriate action in light of this progress.
- j. Submit to the membership those proposals requiring membership approval.
- k. Reserve selected powers of decision-making.
- l. Delegate powers not reserved by the Board.
- m. Select the Managing Director.
- n. Provide advice, counsel, and assistance to the President, Managing Director, and Officers.
- o. Approve outside auditors and legal and investment counsel.
- p. Create and review adequate machinery for conducting the business of the board.
- q. Provide for continuation of a healthy Board.
- r. Serve as a Board Liaison to an ASM committee, council, and/or Affiliate Society.