

RULES FOR GOVERNMENT of the
SANTA CLARA VALLEY CHAPTER of ASM INTERNATIONAL

ARTICLE I
Name and Purpose

Name

Section 1- The name of this chapter of ASM International, hereinafter called *the Society*, shall be the Santa Clara Valley Chapter, ASM International, hereinafter referred to as *the Chapter*.

Purpose

Section 2- The Chapter is formed for the exclusive purpose of advancing, in its own geographical region, scientific, engineering, technical and practical knowledge, particularly with respect to the manufacture, treatment, selection, processing, testing and use of metals and other engineering materials, through education, research and the compilation and dissemination of information useful to individual members and beneficial to the general public.

ARTICLE II
Limitations and Dissolution

Limitations

Section 1- (a) The Chapter shall operate only under the Charter granted to it by the Society, giving it authority to carry on the work of the Society, subject to the rights, privileges, and obligations provided for in the Constitution of ASM International, hereinafter called the Constitution, and the Rules for the Government of ASM International, hereinafter called *the Rules of the Society*.

(b) No part of the net earnings of the Chapter shall inure to the benefit any private individual or company.

(c) No substantial part of the activities of the Chapter shall consist of carrying on propoganda or otherwise attempting to influence legislation. No part of the activities of the Chapter shall consist of participating in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) The Chapter shall not at any time possess powers, exercise authority or engage in activities, either expressly or by interpretation, which are not permitted to be possessed, exercised or engaged in by an organization exempt from Federal Income Tax (Attention is directed to Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law).

Dissolution

Section 2- If the Chapter should return its charter to the Society for any reason, or should have its Charter revoked, the affairs of the Chapter shall be terminated immediately under the supervision of the Board of Trustees of the Society, hereinafter called *the Board*, and all funds or other property remaining after the payment of debts and obligations of the Chapter shall be transferred to and paid to the Society.

ARTICLE III
Members and Fees

Members

Section 1- (a) The Rules of the Society govern the requirements and qualifications for all classes within the general and special membership categories. The members of the Chapter shall be those meeting the requirements of the Society who have been assigned to it, either at their own request or by the Society for geographical reasons. (b) Membership in the Chapter shall not be denied because of race, creed, color, sex, citizenship or country of origin.

Fees

Section 2- (a) Fees for members shall be those stated in the Rules of the Society except as noted in Article III, Section 2- (b).

(b) The Executive Committee of the Chapter, as defined in Article VI, shall set the annual fee for it's Chapter Sustaining members. The fee shall not be less than the minimum established by the Society.

ARTICLE IV
Chapter Meetings, Chapter Year and Fiscal Year

Number and Subject

Section 1- (a) Chapter meetings, held at such times and places as the Executive Committee shall determine, shall be devoted to educational, technical, engineering or scientific purposes.

(b) There shall be no charge for attending the technical or educational portion of any Chapter meeting, and such meetings shall be open to the public.

(c) The Chapter shall not hold exhibitions without specific authority from the Board. Regional meetings, conferences or seminars shall be cleared with the Managing Director of the Society before final plans are made.

Annual Business Meeting

Section 2- The annual business meeting of the Chapter, hereinafter referred to as the *Annual Meeting*, shall be held during the month of May of each year. The Executive Committee shall fix the date, time and place of the Annual Meeting and members shall be notified at least 30 days prior to the Annual Meeting. The Executive Committee shall prepare a preliminary Annual Report for this meeting, and shall forward a final copy of said report to the National Secretary of ASM International on or before the last day of June in each year.

Chapter Year and Fiscal Year

Section 3- The chapter year shall begin on July 1st and end June 30th of the following year.

Section 4- The fiscal year of the Chapter shall begin on January 1st and end on December 31st. A fiscal year-end report and a new year budget shall be forwarded to ASM International on or before the 15th day of February in each year.

Notice of Meetings

Section 5- Written notice of each meeting of the Chapter, stating the time, place and purpose of the meeting, shall be mailed by the Chapter to each member of the Chapter at the member's designated address as it appears in the Chapter's records. Written notice may be in the form of postal, email or FAX communications.

Voting at Meetings

Section 6- Each member of the Chapter shall be entitled to cast one vote on all questions arising at meetings of the Chapter. A Sustaining Member, if a firm or corporation, shall designate an individual to represent it, and such individual shall be entitled to cast one vote for each firm or corporation represented by him or her. The application for membership of such firm or corporation shall contain the name of the individual designated to be the representative, and such designation shall continue in force until another representative is designated in writing by such firm or corporation.

Quorum

Section 7- Five percent (5%) of the general membership of the Chapter or thirty-five (35) voting members in good standing with the Chapter, whichever is less, shall constitute a quorum at any meeting of the Chapter at which business is to be transacted. The act of a majority of the voting members in attendance at any meeting at which a quorum is present shall constitute the act of the Chapter.

ARTICLE V Officers

Designations

Section 1- (a) The Officers of the Chapter shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer. The Chair and Vice-Chair shall have served previously as elected members of the Executive Committee and shall not be available for immediate re-election to the same office unless they have been completing the unexpired term of their predecessor.

(b) The Chair shall preside at all meetings of the Chapter and at all meetings of the Executive Committee. The Chair shall, in general, act as chief executive of the Chapter, subject at all times to the approval of the Executive Committee, and have such other powers and duties as may be prescribed by the Executive Committee.

(c) The Vice-Chair's principal duty shall be to manage the technical and social program for the respective Chapter Year. In addition, the Vice-Chair shall perform the duties of the Chair in the event that the Chair is absent or unable to act, and shall have such other powers and duties as the Executive Committee may prescribe.

(d) The Secretary shall keep full minutes of all meetings of the Chapter and of the Executive Committee, and shall have custody of all papers and records of the Chapter. The Secretary shall perform such other duties as are imposed by the Rules of the Society, and in addition, shall have such powers and duties as the Executive Committee may prescribe. The Secretary shall submit a report in writing of each meeting of the Chapter and/or the Executive Committee within thirty (30) days after the meeting to the National Secretary and shall show the attendance of members and guests, the business transacted, including papers and discussions presented there and any other matters that the Chapter shall deem advisable to report.

(e) The Treasurer shall receive, hold and disburse all funds of the Chapter. The Treasurer shall deposit the funds of the Chapter in such financial institution as may be designated by the Executive Committee. In addition to submitting financial statements at each Executive Committee meeting, the Treasurer shall make an annual report at the Annual Meeting which shall include, among other things, a detailed account of the funds received by the Chapter and the sources thereof, a detailed account of the funds expended by the Chapter, the purposes for which they were expended, and such other matters as the Executive Committee may require. In addition to the above duties, the Treasurer shall have such other powers and duties as the Executive Committee may prescribe.

Tenure of Office

Section 2- The results of the election of officers shall be announced to the members of the Chapter in May of each Chapter Year. The term of office of each officer shall be one year and shall begin on July 1st of the year of the election and shall terminate the following June 30th. In the event of a vacancy in the office of the Chair, the Vice-Chair shall complete the unexpired term. In the event of a vacancy in any other office, the Executive Committee shall elect a successor to complete the unexpired term. The Chair shall not be eligible for immediate re-election to the any office but may be elected to any office after a lapse of not less than one year.

ARTICLE VI Executive Committee

Composition

Section 1- The Executive Committee of the Chapter shall consist of at least nine (9) members. The Chair, Vice-Chair, Secretary and Treasurer of the Chapter shall be members of the Executive Committee by virtue of their offices. All post-secondary educational institutions within the geographical jurisdiction of the Chapter which offer courses of study in metallurgy, materials science or materials engineering shall be entitled to one student representative on the Executive Committee. This representative may be a graduate or undergraduate student. Student representatives shall have the same responsibilities and privileges as the other members of the Executive Committee. The members of the Chapter shall elect all members of the Executive Committee. The retiring Chair of the Chapter automatically becomes a member of the Executive Committee for a period of one year. Any positions unfilled or that become vacant during the year, may be filled by vote of the Executive Committee.

Tenure of Office of Executive Committee Members

Section 2- The term of office of a student representative shall be one year. All other elected members of the Executive Committee shall serve thereon for a period of three (3) years. They shall be divided into three (3) classes. Each class, insofar as possible, shall contain the same number of elected members, and the terms of the three (3) classes

shall expire in successive years to the end that one third of elected members of the Executive Committee may be elected annually. In May of each year, the Chapter shall announce the successors to the members of the Executive Committee whose terms expire and those elected to fill newly created executive positions. The members so elected shall take office on July 1st of the year of the election and shall hold office until June 30th of the third year thereafter.

Involuntary Retirement

Section 3- An Executive Committee member shall be automatically retired at the start of any chapter year when his or her attendance at the regularly scheduled Executive Committee meetings during the previous chapter year falls below fifty (50) percent. The Executive Committee shall note such retirements in the minutes of the first regularly scheduled meeting of each chapter year. The Secretary shall then notify the delinquent member of his/her automatic retirement. At its discretion, the Executive Committee may re-invite any retired Executive Committee member to again become a member of the Executive Committee to complete their respective term of office. On the approval of the Executive Committee, a fellow member may become inactive for a specified period of time. Such inactivity shall not be considered an absence from meetings of the Executive Committee.

Vacancies

Section 4- The Executive Committee may fill by general election any vacancy occurring in its membership if the term of the unexpired vacancy is greater than six (6) months. Any member elected to fill a vacancy shall complete the unexpired term of the member being succeeded.

Meetings

Section 5- Meeting of the Executive Committee shall be held at such times and places as it may designate and upon such notice as it may prescribe. A majority of the members of the Executive Committee or eight (8) Executive Committee members, whichever is less, shall constitute a quorum at any meeting of the Committee. The act of a majority of the members of the Executive Committee in attendance at any meeting at which a quorum is present shall constitute the act of the Executive Committee, except as otherwise provided in the Rules for Government of the Santa Clara Valley Chapter of ASM International, hereinafter referred to as the Document.

Creation of Committees

Section 6- The Executive Committee shall create such committees as it may deem advisable, shall determine the number of members and shall define the powers and duties of each committee so created. The Chair shall appoint the members of each committee. They shall take office immediately upon their appointments and shall hold office until the close of the chapter year, or for such shorter period as the Executive Committee may prescribe at the time of creating the committee. The Chair shall be an ex officio member of each committee.

ARTICLE VII

Nomination and Election of Officers and Executive Committee Members

Nominating Committee

Section 1- No later than the first calendar year meeting of the Chapter, a nominating committee shall be appointed each year by the Chapter Chair. This committee shall consist of a Chair and at least two other members.

Nomination

Section 2- The Nominating Committee shall nominate at least one candidate for each office and each open position on the Executive Committee that is to be filled by election at the May meeting of the Chapter. Nominations shall be submitted at a regular meeting of the Chapter preceding the May meeting. The Nominating Committee shall solicit prospective student representatives from participating post-secondary institutions that offer courses of study in metallurgy or materials science. Where the school has a Student Chapter of the Society, or some organization of materials science students, this group shall be asked to select a representative, and submit this name to the Nominating Committee. Where there is no student organization as described above, the Nominating Committee shall request faculty members to submit names of students who express interest in serving on the Executive Committee. Additional nominations for any office or place on the Executive Committee may be made by written petition, signed by no less than twenty-five (25) voting members of the Chapter. The Secretary of the Chapter must receive petitions within 15 days from the time the Nominating Committee has submitted its recommendations. Each nominee shall be a member of the Chapter in good standing and shall have given consent to serve, if elected, in the position for which he or she is nominated.

Election

Section 3- At least ten (10) days prior to the May meeting, a printed ballot or typewritten ballot shall be mailed to each voting member of the Chapter. Such ballot shall contain the names of all nominees together with appropriate instructions as to the manner of voting. Ballots shall be clearly marked for return to the Chair of the Nominating Committee before the opening of the May meeting. At that meeting, the Nominating Committee shall open and count all ballots received by the Committee or any of its members. The nominee for each office receiving the highest number of votes shall be declared elected. The Chair of the Nominating Committee shall announce to the meeting the names of the persons elected, but shall not announce the number of votes cast for any nominees. In the event that less than thirty-five (35) of the eligible ballots are returned, the nominees receiving the highest number of votes for each office shall be declared elected by acclamation.

ARTICLE VIII

Financial Matters

Dues

Section 1- Each member of the Chapter shall pay the dues fixed by the Constitution in the manner provided therein, and at the time or times fixed by the Board of Trustees of the Society.

Compensation of Officers and Employees

Section 2- The Executive Committee shall not compensate any officer or member of the Chapter for services rendered to the Chapter by such officer or member unless such services are normally contracted. The Executive Committee may authorize the payment of reasonable expenses incurred by any officer, member or employee of the Chapter in the discharge of his or her office or while conducting Chapter business.

Disbursements

Section 3- The Executive Committee shall approve all disbursements as part of the annual budget or by special approval noted in the minutes of Executive Committee meetings. All checks and other instruments for the disbursement of the Chapter funds shall be drawn in the name of the Chapter, and shall be signed by one of the four officers of the Chapter, principally the Treasurer. .

**ARTICLE IX
National Constitution**

The provisions of the Constitution are incorporated in this Document, to the extent that they are applicable to the Chapter, and nothing contained herein shall be construed to be contrary to or inconsistent with the Constitution.

**ARTICLE X
Amendment and Repeal**

This Document has been adopted, and may be amended or repealed, by the affirmative vote of a two-thirds majority of the members of the Chapter present at any meeting of the Chapter which is called and conducted in accordance with the provisions contained in Article IV herein. The notice of such meeting shall clearly state that the Rules of Government of the Santa Clara Valley Chapter of ASM International are to be amended or repealed, as the case may be. Such notice shall be given at least thirty (30) days prior to the meeting date. In the case of its amendment, a copy of the proposed amendment shall accompany such notice. The motion of the Chapter in amending or repealing the Document shall become effective immediately, unless the Chapter at the time of taking such action otherwise provides.

**ARTICLE XI
Effective Date**

The amended or repealed Document shall become effective immediately after it has been adopted in accordance with Article X, has been reviewed and accepted by the Managing Director of the Society for the Board and has been issued to all members of the Chapter.