

**Constitution
of
ASM International®**

ARTICLE IV
(Approved September 13, 2021)

**NOMINATION AND ELECTION OF
THE BOARD OF TRUSTEES**

Selection of Nominating Committee

Section 1 —

(a) The President, working with the Senior Vice President, 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 the Senior Vice President, 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 Chair of the Nominating Committee. The person who served as Chair 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 Chair 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 Council, or any Affiliate Society Board. Such a candidate shall be selected from the membership in such manner as each Chapter, ASM Committee, Council or Affiliate Society Board deems fit and proper provided that (1) the name of the candidate shall be forwarded to the President of the Board of Trustees, 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 Executive 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 Chair 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 Society Meeting of ASM. The Immediate Past Chair of the Nominating 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 of the society on the Board of Trustees with regard to geographic representation, occupational experience, knowledge of ASM; and technical, professional, and business skills. It is the goal and desire of ASM to be an inclusive society that welcomes and

promotes diversity, equity and inclusion in its membership, operations and governance body.

Assistance in Selecting Qualified Board Nominees

Section 3 —

- (a) The general membership of ASM, individually, may recommend to the Nominating Committee any qualified Individual Professional Member.
- (b) The Executive Committee of a Chapter may recommend to the Nominating Committee only an Individual Professional Member affiliated with that Chapter.
- (c) Any ASM Committee, Council or Affiliate Society Board may recommend to the Nominating Committee any qualified Individual Professional 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 may 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 Chair, may canvass the Executive Committees of Chapters, ASM Committees, Councils, Affiliate Societies, and the Individual Professional and Student 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 Professional Member of ASM, who meets the requirements of Section 4 of this Article. The Nominating Committee collectively through its Chair 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 an Individual Professional 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 of ASM International, or served as the President of a Board of an ASM Affiliate Society.

Announcement of Nominees of Nominating Committee

Section 5 — As soon as the Nominating Committee decides upon a nominee to fill each vacancy which will exist, the Nominating Committee Chair shall immediately confirm each nominee's willingness and availability to serve and will report back to the Nominating Committee, the Executive Committee, and the Executive Director. After the confirmations, the Executive Director 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 per the Rules for Government, 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 Executive Director at ASM Headquarters. Such nominations must be signed by at least twenty-five (25) Individual Professional or Chapter Members. Such nominees shall be processed by the Executive Director 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 in a regular publication of ASM of such additional nominations.

Election of Board of Trustees

Section 7 —

- (a) If no additional nominations are received prior to 15 July, the nominations shall close automatically. At the next succeeding Annual Society Meeting of ASM, the President shall cast the unanimous vote of all members for election of nominees proposed by 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 Executive Director at Headquarters prior to 15 July, the Board shall provide for a special election by the Individual Professional Members, to vote on all nominees. Such special election shall be completed in time for the results to be announced at the next Annual Society Meeting of ASM.
- (c) All votes shall be counted by a Tellers Committee, all of whom are Individual Professional 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 Executive Director 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 Society Meeting of ASM at which the results of the election are announced and shall last until a successor is qualified and takes office.
- (b) The President shall serve a term of one (1) year, shall have served as Senior 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) The Senior Vice President shall serve a term of one (1) year, shall have served as Vice President immediately prior to taking office, and shall become President for a term of one (1) year when the term as Senior Vice President is completed.
- (d) A Vice President shall be elected to the Board each year, for a term of one (1) year, from those who have served previously on the Board of ASM International or as the Past President of an ASM Affiliate Society Board.
- (e) The Treasurer shall be elected to the Board for a term of one year and is eligible for reelection.
- (f) Three (3) Trustees shall be elected to the Board each year and shall hold office for a term of three (3) years.
- (g) Except as approved by a majority of the Board of Trustees, 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.

Conflicts of Interests

Section 9 — Board Members are expected to place their duties as a Board Member above their own interests to support the Purpose of ASM and at all times to represent the best interests of ASM. No Board Member should benefit personally in any business or financial way from their position as a Board Member and such restrictions extend to family members and/or business relationships. A violation of this policy is grounds for removal from the Board of Trustees.