



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 online nomination forms. 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. Nomination forms may be obtained by contacting the 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 Senior Vice President, Vice President, and Duties of the Trustee follow.

The completed nomination forms are to be submitted to the Chair of the Nominating Committee prior to 15 March.

REQUIREMENTS FOR NOMINATION

Following is an excerpt from ASM's Constitution:

Article IV - 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 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.

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 and 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 shall consist of no fewer than thirteen (13) and no more than fifteen (15) individual Professional Members, including the President, Immediate Past President, Senior Vice President, Vice President, Treasurer and at least nine (9) additional Trustees. The President, Senior Vice 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 Executive Director.

Each Officer and Trustee is expected to attend and participate in all Board of Trustees meetings. Total estimated time commitment for ASM President is equivalent to approximately 35 days; Senior Vice President is approximately 25 days, and Vice President 20 days annually.

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 shall be a voting member of all **Board** committees except the Nominating Committee and may delegate the Board Committee memberships and voting privileges at the President's discretion.

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

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 SENIOR VICE PRESIDENT

- a. The Vice President shall plan to maintain a strong organization and thus continue the objectives of the Society during their Senior Vice Presidential year.
- b. The Senior Vice President shall nominate all appointments for the following year to each Board Committee, including the Chair, to take effect by and with the approval of the Board. The Senior Vice President shall perform other duties as are delegated by the President or the Board.
- c. The Senior 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 VICE PRESIDENT

- a. The Vice President shall support the Senior Vice President.
- b. The Vice President shall review appointments for the following year to each Society Committee, including the Chair, to take effect by and with the approval of the Board. The Vice President shall perform such other duties as are delegated by the President, Senior Vice President or the Board.
- c. The Vice President shall perform the duties of the Senior Vice President in case of the absence of the Senior Vice President or the inability of the Senior Vice 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 Executive Director and staff. Each Trustee shall make four to six chapter visits per year.

As a Board Member each Trustee will work to:

- a. Establish such policies, rules, and programs to support and serve the Purpose of ASM;
- b. Develop and publish the strategic plan of ASM;
- c. Oversee the financial affairs of ASM;
- d. Review and approve an annual operating budget of ASM;
- e. Delegate to the Executive Director the management and operations of the day-to-day activities of ASM that are to be overseen by the Board;
- f. Hire, retain, evaluate, compensate, and/or terminate the Executive Director of ASM;
- g. Oversee the membership and engagement of the members of ASM
- h. Establish policies for and oversee the operation of the Affiliate Societies, Chapters, Committees and Councils of ASM;
- i. Establish the standing and special committees to support the Purpose, the governance, the financial wellbeing and the members of ASM;
- j. Dissolve Chapter, Affiliate Societies, Committees and Councils of ASM; and
- k. Engage in all other activities as permitted under the laws of the State of Ohio to effect the continued operation of ASM.