



**Constitution**

**and**

**Bylaws**

**of**

**ASM International<sup>®</sup>**

**Materials Park, Ohio**

**As Amended and Restated on April 22, 2021  
and  
Approved by ASM Membership on September 13, 2021**

## ARTICLE I

### NAME AND PURPOSE

#### Name

**Section 1** — The name of this organization shall be ASM International® (hereinafter referred to as “ASM”).

#### Incorporation

**Section 2** — ASM was incorporated and shall remain a not-for-profit organization, under the general corporation laws of the State of Ohio. Its principal office is hereinafter referred to as “Headquarters”.

#### Seal

**Section 3** — The corporate seal of ASM shall be its logo and the words "Corporate Seal" at the bottom.

#### Purpose

**Section 4** — ASM was formed and shall remain for the exclusive purpose of advancing and disseminating scientific, engineering, and technical knowledge, particularly with respect to the manufacture, processing, characterization, selection, understanding, use and life-cycle of engineered materials, through education, research and the compilation and dissemination of information to serve technical and professional needs and interests and to benefit the general public. ASM is organized exclusively for charitable, educational, and scientific purposes within the meaning of the Internal Revenue Code (IRC) Section 501(c)(3), as amended (or corresponding to provisions of any subsequent federal tax laws). No part of the net earnings of ASM shall be conferred to the benefit of, or be distributable to, its members, Directors, Officers, employees, or other private persons, except that ASM shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of IRC Section 501(c)(3) purposes.

## ARTICLE II

### MEMBERSHIP

#### Classes

- Section 1** — (a) The general individual membership of ASM shall consist of two classes: Individual Professional Members, and Student Members. ASM shall have the ability to develop institutional memberships that can provide for one or more individual memberships and other ASM benefits.
- (b) Those seeking membership shall meet the requirements of Section 2 of this Article, and in addition shall pay any fees specified in the Rules for the Government of ASM (hereinafter referred to as the “Rules for Government” or “Rules”).
- (c) Other special institutional classes of membership and requirements for an individual member to remain in good standing may be described by the Rules.
- (d) The Board of Trustees (hereinafter referred to as the “Board” or “Board of Trustees”) may establish additional classes of membership as it deems appropriate to support the Purpose of ASM.
- (e) There shall be no bar to membership in ASM because of race, age, culture, ethnic origin, gender, gender identity, creed, color, sex, sexual orientation, marital status, religious beliefs, socioeconomic status, nationality, citizenship, disability, or country of origin.

#### Qualifications

- Section 2** — (a) An Individual Professional Member shall be any person engaged in or interested in furthering the purpose of ASM, who has been accepted by an ASM Chapter (hereinafter referred to as “Chapter” or “Chapters”) or by the Board. The Board may delegate responsibility for acceptance of persons as Individual Professional Members to the Executive Director of ASM (hereinafter referred to as Executive Director) in lieu of formal election by the Board.
- (b) A Student Member shall be any person engaged in or interested in furthering the purpose of ASM whose principal occupation is attendance at an institution of learning and who has been elected by a Chapter or by the Board. The Board may delegate responsibility for acceptance of persons as Student Members to the Executive

Director in lieu of formal election by the Board. A Student Member shall remain eligible for this class of membership until six months after his/her principal occupation ceases to be that of a student.

#### **Voting Rights**

**Section 3** — Each Individual Professional Member, regardless of class, shall be entitled to cast one vote, in person or by such telephonic or electronic or other approved form of communications as agreed upon, on each question arising at any meeting of the Chapter with which the member is affiliated and at any annual or special business meeting of the members of ASM, and on each question submitted to the general membership.

#### **Suspension and/or Removal of Member**

**Section 4** — (a) The Board, by a majority vote, may expel any member from ASM other than a Board member who can only be removed in accordance with Article III Section 6(a) and as noted in the Rules for Government.

(b) The Board or, by delegation, the Executive Director may suspend for up to 60 days or expel any member for nonpayment of dues.

#### **Availability of Membership List and Records**

**Section 5** — The records of ASM, including the complete membership list and member information, shall not be made available to any member without a specific statement from the member of the information desired and the written approval of the Board. Any such information shall be treated as confidential.

### **ARTICLE III**

#### **BOARD OF TRUSTEES, OFFICERS, AND STANDING COMMITTEES OF THE BOARD**

##### **Board of Trustees**

**Section 1** —(a) The Governing Body of ASM is the Board of Trustees, and all the affairs of ASM shall be directed by the Board of Trustees, which shall consist of no fewer than thirteen (13) and no more than fifteen (15) Individual Professional Members, including President, Immediate Past President, Senior Vice President, Vice President, Treasurer and at least nine (9) additional Trustees.

(b) A majority of the elected members of the Board shall constitute a quorum for the transaction of any and all business except as set forth in Article III, Section 6(a).

##### **Duties of Trustees**

**Section 2** — The duties and responsibilities of the Board of Trustees shall include:

- 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.

##### **Board Meetings**

**Section 3** — (a) The Board of Trustees shall meet on a quarterly basis.

(b) One quarterly meeting of the calendar year shall be dedicated to review and approval of the annual operating plan (“AOP”) and budget forecast of ASM.

(c) Additional Board meetings shall address the following:

1. Approval of Director and Staff compensation;
2. Audit of ASM's financial report;
3. Review of ASM's Human Resources Policies;
4. Review of ASM's other policies; and
5. Such other business as shall come before the Board.

(d) A statement of ASM's conflict of interest policy shall be read and adopted by all Trustees at each Board Meeting in accordance with the procedure set forth in the Rules for Government.

#### **Society Officers**

**Section 4** — The Officers of ASM shall consist of President, Immediate Past President, Senior Vice President, Vice President, Secretary and Treasurer, and any other such assistant officers as from time to time may be elected by the Board of Trustees.

#### **Election and Succession of Officers**

**Section 5** — The office of President of the ASM Board of Trustees (hereinafter, the "President"), the office of Immediate Past President and the office of the Senior Vice President shall be filled through succession of the Senior Vice President, President, and Vice President, respectively. The Vice President shall be elected yearly by the members of ASM at the Annual Society Meeting of the members of ASM. The Treasurer shall be an Individual Professional Member of ASM, be nominated annually pursuant to the Board's policies and elected by the Members of ASM at the Annual Society Meeting and may be reelected to that office. The Executive Director of ASM will not be a member of the Board of Trustees but will participate in the Board meetings as required by the Board of Trustees. The Secretary of the Society will be appointed by the Board.

#### **Removal or Expulsion of Board Member**

**Section 6** — (a) The Board, by vote for expulsion by ten (10) of its members, may remove any member of the Board from elected or appointed position on the Board or any Board Committee, thereby creating a vacancy.

(b) Good cause for such removal or expulsion of a Board member must be shown at a hearing by the Board duly called and held after at least thirty (30) days' notice in writing to the person to be removed or expelled who shall have the right to speak to the Board and be represented by counsel as such hearing. Good Cause shall include but not be limited to the following:

1. Breach of the Duties of the Board Member;
2. Conflict of Interest which impacts the Board member's ability to act fairly and impartially;
3. Violation of ASM's Code of Conduct;
4. Conviction of a felony of any type or a misdemeanor involving moral turpitude; trust; or judgment;
5. Failure to act in the best interests of ASM or to support the Purpose of ASM;
6. If it becomes impracticable for any Board member to perform duties because of incapacity of 180 days or more, incompetency, extended absence from the country, or the like.

#### **Filling Vacancies**

**Section 7** — (a) If, for any reason, the office of President becomes vacant the Senior Vice President shall become President.

(b) Except as provided above in Section 5, if a vacancy occurs in any office or on the Board, a majority of the remaining members of the Board regardless of their number, shall appoint an eligible and qualified member to fill the vacancy for the unexpired term.

#### **Standing Committees of the Board of Trustees**

**Section 8** — (a) For the purpose of execution of the functions and responsibilities of the Board, Standing Committees of the Board will be a permanent element of the governance structure of ASM. Standing Committees report to the Board and support the functions of the Board. It is required to establish and operate the following Standing Committees of the Board:

1. Finance Committee;
2. Investment Committee;
3. Audit Committee;
4. Nominating Committee; and
5. Tellers Committee.

(b) The Board may establish additional specific committees as deemed necessary pursuant to Article III of the Rules for Government.

## ARTICLE IV

### 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.

### **ARTICLE V**

#### **MEETINGS OF ASM MEMBERSHIP**

##### **Annual Society Meeting**

**Section 1** — An Annual Society Meeting of ASM for: (a) regular election as specified in Article IV; (b) a report to the General Membership of the state of ASM by the Board of Trustees; (c) the transaction of such other business as may properly come before the Membership for consideration by the Board of Trustees; and (d) the transaction of such other business as may properly be laid before the meeting shall be held during the Fall of each year or at such other time and at such place within or outside the State of Ohio as the Board may designate.

##### **Special Business Meetings**

**Section 2** — Special business meetings of ASM may be called, for stated purposes, at any time, by the Board. A special business meeting must be called by the Board, after receipt of a written request to the President by at least twenty-five percent (25%) of the chapters and Affiliate Societies collectively under authority of their respective Executive Committees.

##### **Quorum**

**Section 3** — At all annual or special business meetings of ASM a quorum shall consist of one hundred (100) Individual Professional Members, present in person, at least ten (10) of whom are members from each of at least ten (10) different Chapters. A majority of the members present, although not a quorum, may adjourn the meeting. An annual or special meeting may be held electronically or virtually with the approval of a majority of Board Members and providing sufficient notice and access for ASM members.

##### **Notice of Annual Society Meeting or Special Business Meetings**

**Section 4** — (a) At least sixty (60) and not more than one hundred and eighty (180) days written or published notice of an annual or special business meeting of ASM shall be sent to each member by the Executive Director for the Board. Such notice shall be sent by mail, publication to each member at the mailing address shown in the official records, or standard, electronic or other acceptable communication methods.  
(b) The notice of an annual business meeting of ASM at which an amendment to the Constitution is to be voted upon shall state the existing provision and the proposed amendment in full.  
(c) The notice of a special business meeting of ASM shall state specifically all business to be transacted at the special business meetings, and no other business shall be transacted at such meeting.  
(d) The call for a special business meeting at the request of the Chapters (or Affiliates) under Section 2 of this Article shall be issued within sixty (60) days of the receipt of the request by the President.

##### **Method of Approval of Business at Annual Society Meeting or Special Business Meetings of ASM**

**Section 5** — The agenda for any Annual Society Meeting or Special Business Meeting must be published and provided to ASM members at least five (5) business days prior to any such meeting. Any business brought before any annual or special business meetings of ASM based on the published agenda, or raised at the meeting if the agenda allows for new business, shall require for approval an affirmative vote of the majority of the members in attendance at such meeting. Any such action shall be effective immediately unless otherwise specified in the action.

### **Other Meetings or Conferences**

**Section 6** — ASM shall hold educational, technical, engineering, or scientific meetings or conferences at such times and at such places as the Board, Affiliate Society Boards, ASM Society Committees, Councils or ASM Chapters may determine.

## **ARTICLE VI**

### **CHAPTERS**

#### **Formation**

**Section 1** — The Board shall establish Chapters in accordance with the provisions set forth in the Rules of Government.

#### **Purpose and Limitations**

**Section 2** — Chapters shall be established and maintained to carry out the purpose of ASM, as stated in Article I. It is recognized that each Chapter is a separate subsidiary organization, having its own bylaws, officers, and staff. Nothing in this Constitution, or in the Rules for Government shall be interpreted or construed as making Chapters the agents or representatives of ASM or the Board of Trustees, nor do any such Chapters (or their representatives) have any authority to commit or bind ASM International or the Board of Trustees. The limitations stated in Article IX shall apply to all of the operations and activities of each Chapter.

#### **Issuance of Charter**

**Section 3** — A charter shall be granted to each Chapter of ASM with authority for each Chapter to further the mission and purpose of ASM, subject to the rights, privileges, and obligations provided for in this Constitution and in the Rules for Government, and under the laws of the local government. If a Chapter should dissolve for any reason, the Charter shall be returned to the President of ASM.

#### **Conduct of Affairs**

**Section 4** — Each Chapter shall submit such reports of its operations and activities, financial and otherwise, and shall adhere to such additional rules and regulations, as may be specified by the ASM Board or in the Constitution or Rules for Government.

#### **Revocation or Return of Charter**

**Section 5** — (a) The Charter of any Chapter may be revoked, without prejudice to the members of the Chapter, by the affirmative vote of ten (10) members of the Board, provided that good cause for such action is shown at a hearing by the Board duly called and held after at least thirty (30) days notice in writing to the Chair and Secretary of the Chapter that a proposal has been made for the revocation of its charter. The notice shall set forth the reasons advanced for the revocation of the Charter. Representatives of the Chapter, not exceeding five in number, shall be entitled to appear and be represented by counsel in opposition to the revocation at any such hearing by the Board. (b) Upon revocation or return of the Charter of a Chapter, the affairs of the Chapter shall be finalized under supervision of the Executive Director, and all funds or other property remaining after payment of debts and obligations of the Chapter shall be transferred and paid to ASM.

## **ARTICLE VII**

### **AFFILIATE SOCIETIES**

**Section 1** — The Board shall have the authority to authorize the formation of Affiliate Societies. Affiliate Societies shall be wholly owned and be legally and financially integrated into ASM. Affiliate Societies shall be governed by the Constitution and Bylaws, Rules for the Government, policies and practices of ASM. Each Affiliate Society shall promulgate an Affiliate Society Constitution and Bylaws, Rules for the Government of the Affiliate Society pursuant to the Rules for the Government of ASM, subject to the review and approval of the ASM Board of



Trustees. In no event may an Affiliate Society Constitution or Rules for the Government of the Affiliate Society be repugnant to or conflict with the ASM International Constitution and Bylaws for the Government of ASM.

**Section 2** —The purpose of the Affiliate Societies is to support the Purpose of ASM as set forth in Article I and to support such specific and specially focused topics and areas of interest that further the Purpose of ASM International.

**Section 3** — Conduct of Affairs. Each Affiliate Society shall adhere to such additional rules and regulations, as may be specified by the Board or in the ASM Constitution or Rules for Government.

## ARTICLE VIII

### INDEMNIFICATION

ASM shall reimburse and indemnify each present and future Board of Trustee member, Officer and Employee of ASM for and against all amounts paid (other than amounts paid to ASM itself) and all costs and expenses, including attorneys' fees, imposed on or reasonably incurred in connection with any claim, action, suit or proceeding, (or in connection with any appeal therein) thereafter made or instituted in which the person may be involved by reason of being or having been a Trustee, Officer or Employee of ASM, whether or not the person continues to be a Trustee, Officer or Employee at the time of such payments or the imposition of such costs or the incurring of such expenses. ASM shall not, however, reimburse or indemnify such Trustee, Officer, or Employee with respect to matters wherein the person shall be finally adjudged in any such action, suit or proceeding to be liable because of dereliction in the performance of duties as such Trustee, Officer or Employee. In case any such action, suit or proceeding shall be settled, in whole or in part, any such Trustee, Officer or Employee shall be reimbursed and indemnified by ASM for or against all amounts paid and all costs and expenses, including attorneys' fees, imposed on or reasonably incurred by the person in connection with the matter settled (other than amounts paid to ASM itself), but only if such settlement shall have been made with the consent of ASM and if, in the judgment of a disinterested majority of the Board or any disinterested committee or group of persons to whom the question may be referred by the Board, such Trustee, Officer or Employee was not guilty of dereliction in the performance of duties in relation to the matter settled. Any persons appointed by the Board to membership on a committee of the ASM Board or Affiliate Society Board shall be considered to be in the service of ASM and shall be included within the class of persons entitled to reimbursement and indemnification thereunder. The foregoing right of indemnification shall not be exclusive of other rights to which any person concerned may be entitled as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

## ARTICLE IX

### LIMITATIONS AND DISSOLUTION

#### Limitations

**Section 1** — The following limitations shall apply to the operation and activities of ASM: (1) No part of the net earnings of ASM shall benefit any private individual who is a member of ASM. (2) No substantial part of the activities of ASM shall consist of carrying on propaganda or otherwise attempting to influence Legislation. ASM and its members, on behalf of ASM, shall not participate in, intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office, or act in contravention of any national, regional or local law of the jurisdiction of ASM, its Chapters or Affiliate Societies.

#### Endorsement

**Section 2** — The name "ASM," and all names, marks, logos, symbols, approval, and other intellectual property owned, used or authorized by the Board of Trustees are the property of ASM International and shall be used only in connection with activities which are consistent with the purpose of ASM.

#### Dissolution

**Section 3** — In the event of dissolution of ASM, the Board of Trustees shall transfer the net assets remaining, after the payment of all debts and obligations, to one or more organizations or institutions, selected by the Board, which

are organized and operated for purposes similar to those of ASM and which are exempt from the payment of Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or of corresponding provisions of subsequent Internal Revenue Codes.

## ARTICLE X

### RULES FOR THE GOVERNMENT OF ASM

The Board shall be authorized to adopt and amend Rules for the Government of ASM for regulation of ASM. The Rules for the Government of ASM shall be consistent with, but may expand upon and supplement, this Constitution. In the event of any conflict, however, this Constitution shall control. This Constitution, together with Rules for the Government of ASM, shall be deemed to constitute the regulations of ASM within the meaning of the Ohio Not-For-Profit Corporation Law.

## ARTICLE XI

### AMENDING THE CONSTITUTION

#### Procedure

**Section 1** — This Constitution shall be amended only at an Annual Society Meeting of ASM by affirmative majority vote of members present. Amendments shall be offered in one of the following ways:

(a) By unanimous affirmative vote of all members of the Board present at a meeting duly called and held;

or

(b) By an affirmative vote of ten (10) members of the Board, at a meeting of the Board duly called and held, notice of which meeting shall have stated that amendments to the Constitution are to be discussed at the meeting; or

(c) By written proposal filed with the President before 15 July of the year in which action is to be taken. Such proposal must be signed by at least twenty (20) Individual Professional Members from each of at least five (5) Chapters or Affiliate Societies.

#### Renumbering and Publication

**Section 2** — (a) Without changing the meaning, the Board shall be authorized to renumber the Articles and Sections of the Constitution to correspond to any amendments which have been made.

(b) Any amendment to the Constitution or to the Rules shall be published as soon as possible after adoption in a regular publication of ASM which is distributed to all Members.

## ARTICLE XII

### IMPLEMENTATION

#### Effective Date

**Section 1** — This Constitution and Bylaws became effective immediately upon the approval and adoption of the Constitution and Bylaws as Amended and Restated on the foregoing date and shall supersede in all respects all earlier versions of the Constitution including the entitled "Constitution and the Rules for Government of ASM International".

#### Transition Clause

**Section 2** — The Board shall be authorized to fill temporary vacancies resulting from adoption of this Constitution. Any person filling such temporary vacancy and serving not longer than one (1) year shall be exempt from the provisions in Article IV, Section 8(g).