



**Rules for Government**

**of**

**ASM International®**

**Materials Park, Ohio**

**As Amended and Restated by the Board of Trustees**

**September 13, 2021**

## PREAMBLE

**The Rules for Government are established under the Constitution and Bylaws of ASM International® (“ASM”) and are intended to provide greater detail and guidance on the operation of ASM under its Constitution and Bylaws. The Constitution and Bylaws are the governing documents of ASM and in the event of a conflict between the Constitution and Bylaws with these Rules for Government, the Constitution and Bylaws shall prevail.**

## ARTICLE I

### MEMBERSHIP

#### Application for Membership and Election

**Section 1** — (a) Individual Memberships can be applied for and granted by several means. Individual Memberships can be established by application of individuals who are either Students or Non-Students (Professionals). These applications are per ASM published requirements and associated required annual membership fees.

(b) Individual Professional Memberships can also be established through sponsorship and appointment within one of the ASM special institutional membership classes. Individual Professional Members established through one of the Special Institutional Membership classes will have all rights as those established by application as Individual Professional Members.

(c) All applications shall be processed, after approval by Headquarter personnel, and a list of new members will be forwarded to the appropriate geographically available Chapter or as designated by the applicant, unless the applicant resides where there is no geographically available Chapter and has not specially designated a preferred chapter affiliation.

(d) Examples of Special Institutional Memberships include: Chapter Sustaining Membership, and Corporate Members. Chapter Sustaining Membership is granted to an institution (Corporation, Educational Institution or Government Organization) which is allowed to sponsor and appoint one (1) Individual Professional Member. Corporate Membership is granted to a corporation which desires to bundle employee memberships and corporate access licenses to ASM products and is allowed to sponsor and appoint one (1) or more Professional Members per the terms of the individual Corporate Membership. In cases of Special Institutional Memberships, any Institution or Corporation shall be engaged in or interested in furthering the purpose of ASM who has been elected by a Chapter or by the Board of Trustees (hereinafter called Board). Individual Professional Memberships established through any special institutional membership will remain in effect through the term of the Special Institutional Membership, and such memberships must comply with all the other requirements of Individual Professional Memberships.

**Section 2** — (a) Each application for membership in ASM as an Individual Professional Member, or Student Member, shall be in writing, in such form and in such detail as required by the Board and shall be signed by the applicant or sponsoring Institution.

#### Change in Chapter Affiliation

**Section 3** — Any member who changes their geographical location shall be reaffiliated with the nearest Chapter geographically convenient to the new location, unless the applicant resides where there is no geographically available Chapter, and shall be so notified by the Executive Director. This is subject to the provision that either the member or the Chapter or both may request a change in this new affiliation by writing to the Executive Director. Members may belong to multiple Chapters for an additional fee as established by the Board.

### **Voluntary Cessation of Membership**

**Section 4** — (a) Any member may indicate an intention to relinquish their membership by filing a written resignation with the Executive Committee of the Chapter with which he/she is affiliated, or with the Board. Such resignation shall be transmitted immediately to the Executive Director. In case of resignation, no fees covering the remainder of the year in which the resignation is processed shall be remitted to the resignee.

(b) Any member whose fees to ASM remain unpaid for a period of one (1) calendar month after the final bill for the same has been mailed to the Individual Professional, or Student Member, directed to the mailing address shown on the official records of ASM for the member in question, shall automatically cease to be a member.

(c) Any member who resigns or is dropped for nonpayment of fees shall have the privilege of resuming membership without penalty or loss of continuity by making their fee payment current at any time within six (6) calendar months after the resignation or the final bill as described above.

### **Specially Designated Individual Professional Members**

**Section 5** — ASM shall have six (6) classes of specially designated individual members:

- (a) Honorary Member
- (b) Distinguished Life Member
- (c) Fellow Member
- (d) Life Member
- (e) Retired Member
- (f) Emerging Professional Member

### **Qualification for Special Membership**

**Section 6** — (a) An Honorary Member shall be a person elected by the Board who is prominent in their field and has furthered the purpose of ASM by an evidenced appreciation of the importance of materials science, or materials engineering. Honorary Members shall enjoy the rights and privileges of ASM International Individual Professional Membership.

(b) A Distinguished Life Member (formerly called Honorary Life Member) shall be a person elected by the Board because of distinguished service to or cooperation with ASM. Distinguished Life Members shall have the rights and privileges of an Individual Professional member of ASM.

(c) A Fellow shall be an Individual Member elected by the Board to be a Fellow because of their outstanding accomplishment in some field of metallurgy, materials science or engineering, such as education, research, design, development, production or management. Evidence of such accomplishment may be in the form of papers, books, inventions, patents or other advances or, alternatively, may be in the form of technical or professional contributions through supervision of research groups, educational groups, industrial organizations or governmental agencies. Membership as an Individual Professional Member for at least five years shall be a prerequisite to membership as a Fellow. Classification as a Fellow shall not interfere with the rights or privileges of such person as an Individual Professional Member, and shall not relieve said Member of their obligation to pay fees as an Individual Professional Member. Upon ceasing to be an Individual Professional Member he/she shall cease to be a Fellow.

(d) A Life Member shall be any Individual Professional Member who is in good standing, who has reached the age of 65 years and whose years of membership combined with their age equal 100 or more. Individual Professional Members established through Special Institutional Memberships are eligible for Special Membership distinction. Classification as any of the Special Memberships shall not interfere with the rights or privileges of any person as an Individual Professional Member.

(e) A Retired Professional Member status must be requested by an ASM Individual Member who has been an ASM Member continuously for ten (10) years, who has attained the age of sixty (60) and retired from regular work. The Retired Professional Member status affords all rights and privileges as regular Individual Professional Membership.

(f) Emerging Professional membership categories may be established by the Board as necessary to facilitate the emerging professional membership program and growth of the overall future Individual Professional Membership of ASM. Emerging Professional Members have the same rights as Individual Professional Members.

### **Election of Honorary Members, Distinguished Life Members, and Fellows**

**Section 7** — Honorary Members, Distinguished Life Members and Fellows shall be elected by unanimous affirmative vote of all members of the Board present at a meeting of the Board duly called and held, after having been nominated in a manner determined by the Board.

### **Student Members**

**Section 8** — Student membership categories may be established by the Board as necessary to facilitate the student membership program and growth of the student membership.

## **ARTICLE II**

### **FEES**

#### **Fees for Individual Professional Members, Special Institutional Memberships, Retired Members and Student Members**

**Section 1** — (a) As further evidence of their interest in the work of ASM, Individual Professional, (including those sponsored and designated through Chapter Sustaining, and Corporate Memberships), Retired, and Student Members shall contribute membership fees to ASM and/or any of its Affiliate Societies, in order to remain in good standing. From time to time the Board shall examine the amount charged for membership fees and may adjust them to account for costs of service to members.

(b) Any former member whose membership has terminated because of resignation or because of nonpayment of fees and whose six-month period of grace has expired and who wishes to be reinstated must reapply as a new member.

(c) The years the Individual Professional Member is in the Retired Professional Member category will accumulate toward Life Membership at the regular retired fees rate. Retired Professional Members will be assessed a membership fee established by the Board.

(d) Any Individual Professional Member may belong to additional Chapters by paying a membership fee established by the Board for each addition.

(e) A member may participate in joint membership with other Societies under such plans as may be authorized by the Board.

#### **Fees for Honorary Members, Distinguished Life Members and Life Members**

**Section 2** — (a) No monetary contributions shall be required of Honorary Members or Distinguished Life Members to remain in good standing.

(b) Any member who becomes a Life Member shall be so informed by ASM in writing. Life members will be assessed a membership fee established by the Board. A Chapter Sustaining Member shall continue to pay regular Sustaining Member fees, regardless of length of membership, even if the voting representative qualifies as a Life Member.

#### **Payment of Fees**

**Section 3** — The board may fix the date on which fees of each member or of any group thereof become payable, may change such date from time to time, and may provide that fees are to be computed from date of election to membership, provided, however, that the total amount of fees to be paid by any member in any successive twelve (12) month period shall be the amount stated in Sections 1 or 2 of this Article.

**Section 4** —(a) ASM shall remit to each Chapter in Good Standing a portion of the fees received from the members of such Chapter. The amount to be remitted to each Chapter during each fiscal year shall be based on the membership of the Chapter on 1 September of that year, and the chapter's ability to meet the Chapter in Good Standing Criteria.

(b) The amount of financial support remitted to the Chapter in Good Standing shall be approved by the Board.

#### **Reduction of Fees**

**Section 5** — The Board, by unanimous affirmative vote of all of its Individual Professional Members present at a duly called Board meeting, may reduce the fees of any member or group of members to take care of special or unusual circumstances.

## ARTICLE III

### BOARD OF TRUSTEES

#### Organization of Meetings

- Section 1** — (a) The President shall serve as Chair of the Board and is entitled to vote on all questions, unless the Chair voluntarily recuses themselves or is directed to recuse by a two-thirds vote of a quorum of Board Members.
- (b) At least four (4) meetings of the Board shall be held in each fiscal year. Meetings shall be called at such times and places as may be decided by majority vote of the total membership of the Board or be designated by the President. Each member of the Board must be given at least ten (10) days' notice by electronic mail (email) and or paper mail of each meeting of the Board. The members of the Board may agree to a waiver of notice by a majority vote of the Board.
- (c) The requirement of the notice of a Board meeting may be waived in writing, either before or after the holding of such meeting by any Trustee. The attendance at any such meeting by any Trustee who has not received proper advance notice, but who has not objected prior to or at the commencement of the meeting, shall be deemed to be a waiver thereof by them.
- (d) Board meetings must have an appointed secretary to document the proceedings. The Secretary of ASM will act as the secretary of all Board meetings unless special appointment of an alternate secretary is made by the President.

#### Action by the Board Without a Meeting

**Section 2** — Any action which might be authorized or taken at a meeting of the Board may be authorized or taken without a meeting if it is in writing and is approved, by written or electronic signature, by all members of the Board. Any such properly approved authorization or action shall be entered upon the records of ASM. Electronic mail and/or facsimile copies of written signatures shall be acceptable.

#### Executive Director

- Section 3** — (a) The Board shall appoint an Executive Director to serve as administrator and supervisor of the operations of ASM, to direct the activities of the Headquarters and other staff of ASM, and to perform such other duties as may be delegated to the Executive Director by the Board within the framework and intent of the Constitution and Bylaws, the Rules for Government and any policies enacted thereunder. The Executive Director shall be accountable only to the Board. The office of the Executive Director shall be at Headquarters.
- (b) The Executive Director will serve as the Secretary of ASM unless the Board directs the appointment of another individual to be the Secretary for any purposes, except as defined in Section 4(e).

#### Secretary of the Society (Secretary)

- Section 4** — (a) The Secretary shall keep, or cause to be kept, full and complete records of the entire membership of ASM.
- (b) The Secretary shall keep, or cause to be kept, full and complete records of all meetings of the Board, and of all annual or special business meetings of ASM.
- (c) The Secretary shall disseminate and make readily available ASM's Record Retention Policy, which shall be annually maintained and reviewed by the Executive Director.
- (d) The Secretary shall perform such other duties as are delegated by the President or the Board.
- (e) The Secretary of the society will act as the secretary of all Board, Annual and Special meetings unless specific appointment of an alternate secretary is made by the President for any given meeting.

#### Board Committees

- Section 5** – (a) The Board will establish and utilize the activities of Board Committees for the purpose of executing Board Strategy and Governance. Board Committees will include: Standing Committees and specific Board established Committees as follows:
- i. Finance Committee (Standing Committee)
  - ii. Investment Committee (Standing Committee)
  - iii. Audit Committee (Standing Committee)
  - iv. Nominating Committee (Standing Committee)
  - v. Tellers Committee (Standing Committee)
  - vi. Evaluation Committee
  - vii. Compensation Committee
  - viii. Strategic Planning Committee

### **Rules for Board Committees**

**Section 6** — The Board shall promulgate and publish rules for Board Committees of ASM as necessary. Such rules will provide for the formation of these committees, the purpose of each committee, and such additional provisions as may be necessary to guide the operations of such committees.

### **Sunset Review for Board Committees**

**Section 7** — The Board will periodically review each non-Standing Board Committee to determine if it is appropriate for the Board Committee to continue to function. Such judgments shall be made on the basis of the current need for the stated purpose in support of the functions of the Board.

### **Appointments**

**Section 8** — (a) The Board may direct or authorize the appointment of Board Committees other than those mentioned specifically in these Rules; may determine their membership, scope and responsibilities; may fill vacancies not filled by the President; and, at its discretion, may discharge such committees.

(b) The Board, at its discretion, may assign employees of ASM to or make them voting or nonvoting members of committees.

### **Payment of Necessary Expenses**

**Section 9** — The Board may pay or authorize the payment of reasonable and necessary expenses of any members of the Board, committee, or member of a committee, and of employees of ASM, provided that such expenses actually were incurred by each person or committee in the discharge of duties for which they were elected, appointed or employed. Authorization can be made by joint approval of the President and Vice President, or majority vote of the entire Board.

### **Bonds**

**Section 10** — The Board shall secure, at the expense of ASM, a corporate surety bond and or Directors' and Officers' Insurance, and such other appropriate fidelity insurance and dishonesty bonds covering all members of the Board, Chapter officers, and such other personnel as the Board may determine, in such form and in such amounts as may from time to time be prescribed by the Board.

## **ARTICLE IV**

### **OFFICERS**

#### **President**

**Section 1** — (a) The President shall be the executive head of ASM, acting by and with the approval of the Board.

(b) The President shall preside at all meetings of the Board and at all Annual and Special Business Meetings of ASM, and shall perform such other duties as are delegated to the President by the Board.

(c) 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.

(d) The President shall fill by appointment all vacancies on Board committees, subject to approval of the Board.

(e) The President may nominate members of *ad hoc* committees at the President's discretion subject to Board approval.

#### **Immediate Past President**

**Section 2** — The Immediate Past President shall act in an advisory capacity and shall perform such duties as are delegated to them by the President or the Board. The Immediate Past President shall perform the duties of the President in case of the absence of the President or the inability of the President to act.

#### **Senior Vice President**

**Section 3** — (a) The Senior Vice President shall plan to maintain a strong organization and thus continue the objectives of ASM 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 such other duties as are delegated by the President or the Board.

### **Vice President**

**Section 4** — (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.

### **Treasurer**

**Section 5** — (a) The Treasurer shall be the financial officer of ASM. The Treasurer shall report the financial condition of ASM to the Board, whenever requested.

(b) The Treasurer shall keep, or cause to be kept, complete records of all moneys received and disbursed by or on behalf of ASM, and shall make sure or cause to make sure, that proper receipts are secured for all moneys disbursed.

(c) The Treasurer shall be a voting member of the Board Finance Committee and its Chair, a voting member of the Board Investment Committee, and shall perform such other duties as are delegated to them by the President or the Board.

(d) The Treasurer shall be a voting member of the Board.

### **Board Executive Committee**

**Section 6** — (a) The Executive Committee ("EC") of the Board shall consist of the President, Senior Vice President, Vice President, Immediate Past President, and Treasurer. The President serves as the EC Committee Chair.

(b) A role of the EC is to ensure continuity of Governance oversight between Board meetings. The EC provides guidance and direction to the Executive Director.

(c) For exigent and time critical issues, decisions normally made by the Board can be made by the unanimous consent of the EC. The decisions are valid, but interim in nature and must be ratified, amended, or rejected by full Board at the next Board meeting. If unanimous consent cannot be reached by the EC, a vote by the full Board may be called in accordance with the Rules for Government, Article III.

(d) The Board will be notified by appropriate communications (written, email, electronic or other officially designated secured media)"within seven business days of EC decisions normally made by the Board. Should three or more of the Board members request reconsideration, the President will call for a vote of the full Board in accordance with the Rules for Government, Article III.

### **Reports**

**Section 7** — (a) The President, Secretary, Treasurer, and such other officers or employees of ASM as shall be designated by the Board shall present annual reports at each Annual Society Meeting of ASM. The report of the President shall be made on behalf of the President and the Board. The report of the Treasurer shall be in writing and shall include a certified audited report by an independent public accountant. An annual report of ASM shall be published in a regular publication of ASM, which is distributed to the entire membership.

(b) All reports made to the Board shall be submitted in written text format documents and can be supplemented by presentation format documents, with an adequate number of copies, except when written submission is waived specifically by the Board.

(c) Each officer of ASM shall send copies of all their reports as listed in Section 7(a) above to the President and the Executive Director.

## **ARTICLE V**

### **SOCIETY COMMITTEES and COUNCILS**

**Section 1** — With the exception of Councils as defined in Article V, Section 8, Chapters and Affiliate Societies, all groups or organizations within ASM will be designated as Society Committees or Society Subcommittees. The Board shall approve the creation of all committees. Subcommittees shall be created by the Committees. The Board shall approve the purpose of each committee.

### **Formation**

**Section 2** — The Board shall authorize the formation of general, technical, and other Society Committees, necessary to the operation of ASM, and support or engagement of members, and which do not report directly to or directly support the functions of the Board. Society Committees are comprised of Individual Professional Members assembled for the purpose of conducting designated functions of the Society and to further the Purpose of the Society.

### **Appointments**

**Section 3** — All Society Committee appointments shall be reviewed and nominated by the Vice President (or Senior Vice President for newly formed committees), and shall be subject to approval of the Board. Each committee/council shall include a chair and a vice chair for succession purposes. Each committee appointment shall be made for a term of not more than three (3) years except for the Chair who shall be appointed for one (1) year. In order to provide a rotating membership, it is recommended approximately one-third of the members of each committee be newly appointed each year. Reappointments may be made when desirable. Maximum service on any committee/council shall be three (3) year terms or a total of nine years unless justified and approved by the ASM Vice President during the annual appointment review. The size of the various committees may be determined from time to time by the Board.

### **Meeting Attendance**

**Section 4** — All Society Committee and Council officers and members are expected to attend all meetings for those Society Committees/Councils to which they have committed service. It shall be the Society Committee/Council Chair's responsibility to contact any member who misses 2-3 meetings without a valid advance notification. Three (3) missed meetings in a row without an acceptable excuse to the Chair shall be grounds for removal from the Society Committee/Council.

### **Procedure**

**Section 5** — Each Society Committee shall meet as frequently as necessary, and in any event, at least once each year. Each may be assigned additional duties at the discretion of the Board. Each Society Committee shall issue minutes of each of its meetings and the Chair shall submit an annual report and be responsive to ASM's strategic plan. All Society Committees shall report to the Board through the Executive Director.

### **Rules for Society Committees**

**Section 6** — The Board shall establish and amend rules for Society Committees of ASM. Such rules will provide for the formation and dissolution of these Society Committees, the purpose of each Committee, and such additional provisions as may be necessary to guide the operations of such Society Committees consistent with Article V, Sections 2 and 3 of these Rules for Government.

### **Sunset Review for Society Committees**

**Section 7** — The Board will review each Society Committee and Council annually during the spring appointment review and consider input from each Society Committee/Council's annual report to determine if it is appropriate for the Society Committee/Council to continue to function. Such judgments shall be made on the basis of the current need for the stated purpose of the Society Committee/Council and the achievements of the Society Committee/Council.

**Section 8** — The only geographical Councils of ASM shall be those related to geographical groupings of Chapters; i.e., the Chapter Council, Canada Council, and India Council. The Board may create additional geographical Councils if required to adequately represent and administer groups of chapters in various parts of the world.

**Section 9** — Chapters may establish their own organizational structure consistent with Article VI.

**Section 10** — Affiliate Societies may establish their own organizational structure consistent with Article VII.

## **ARTICLES VI**

### **FORMING, ORGANIZING AND OPERATING CHAPTERS and STUDENT CHAPTERS**

#### **Formation of Chapters**

**Section 1** — (a) Any group of persons, firms or corporations which desire to form a Chapter in any locality shall hold a meeting, effect a temporary organization, and pass a resolution authorizing the filing of a petition to the Board.

(b) The petition shall state the proposed location of the Chapter and shall set forth facts designed to show that the formation of such a Chapter is advisable. It shall be signed by at least thirty-five (35) persons, firms or corporations



who are members of ASM, or are applying for membership therein. In the petition the signers shall agree to remain members of ASM and to support the Chapter by fees or otherwise for a minimum period of two years after its formation. The addresses and occupations of the petitioners, and of such other persons, firms or corporations as may have signified their willingness to become members of such Chapter when formed, also shall be set forth.

(c) The group must submit a statement outlining “What needs the Chapter will serve” and how they plan to meet those needs.

(d) There must be a leadership team with at least four (4) members who are willing to serve and take a petition through the charter process for at least two (2) years.

(e) The founding Members must create a set of bylaws in a form acceptable to and subject to approval by the Board. The Bylaws shall be in a form similar to a template provided by ASM. Any subsequent amendments to Chapter Bylaws following the issuance of a charter to a Chapter are subject to approval by the Board.

(f) Once the above criteria are met the group’s petition will be considered an “ASM Club” for a period of two (2) years. During this two (2) year period the chapter’s petition will be assigned to the ASM Chapter Council. When members who are affiliated with one or more existing Chapters petition for the formation of a new Chapter, the Executive Director shall request and shall be furnished a written report from the parent Chapter or Chapters outlining the advantages and disadvantages, if any, that would result to ASM in the event that such petition were granted. Such report shall be made available to the Chapter Council at the time such petition is presented. The Chapter Council will review all chapter petitions and will make their recommendation as to the viability of the chapter to the Board at any meeting.

(g) If the Board determines that the formation of the Chapter is in the best interests of ASM, the petition shall be granted.

(h) Upon granting the petition, the Board shall issue a Charter and shall notify the petitioners of the formation of the Chapter. When a new Chapter is formed by the members of one or more existing Chapters, a similar notification shall be issued to each existing Chapter affected by the action. Notices of the formation of a new Chapter shall be announced in a regular publication of ASM, which is distributed to all the members.

#### **Meetings and Fiscal Year**

**Section 2** — (a) Each Chapter may hold such educational, technical, engineering or scientific meetings or conferences at such times and places as its Executive Committee may determine. It is recommended that the Executive Director and the Society Events Committee be notified of dates and topics for regional meetings, conferences, seminars, or expositions before final plans are made.

(b) Unless otherwise ordered by the Board, the annual business meeting of each Chapter shall be held no later than 31 May of each year.

(c) The fiscal year of each Chapter shall begin the day after its annual meeting or on such other day after its annual business meeting, not later than 1 July, as the Chapter shall determine.

#### **Chapter Executive Committee**

**Section 3** — (a) Subject to the selection of the Chapter Executive Committee by the Chapter Board, the affairs of the Chapter shall be governed by an Executive Committee of not less than four (4) voting members; this number includes the Chair, Vice Chair, Secretary and Treasurer and may include not more than three (3) past Chairs of the Chapter. The Executive Committee shall appoint, remove and fix the duties of such officers or committees other than those specified in Section 5 of this Article, as it may deem necessary. A majority of the total voting membership of the Executive Committee shall constitute a quorum at all of its meetings.

(b) The Executive Committee of each Chapter shall meet a minimum of four (4) times a year and at such other times and places as the Executive Committee shall designate.

(c) A written report of any action taken, with the reasons therefore, shall be transmitted within five (5) business days to the Board through the Executive Director of ASM International.

(d) Notwithstanding Article VI Section 3(a) the Board for ASM International shall retain the right to appoint the Chapter Executive Committee and to remove the Executive Committee without cause at any time.

#### **Chapter Officers**

**Section 4** — The officers of a Chapter shall consist of a Chair, Vice-Chair, Secretary, and Treasurer, who along with the other members of an Executive Committee, shall be elected from its membership. The Chair and Vice-Chair shall have served previously as elected members of the Executive Committee. The offices of Secretary and Treasurer may be combined. Other officers may be appointed by the Executive Committee or be elected from the membership. All officers of a Chapter, except officers appointed by the Executive Committee, shall be elected by

the general Chapter membership at or prior to an annual business meeting of the Chapter and shall take office on the day after the annual business meeting of the Chapter or on such other day after the annual business meeting, not later than 1 July, as the Chapter shall determine. The Officers shall serve until the close of the next succeeding annual business meeting of the Chapter and thereafter until their successors are qualified and take office. Officers appointed by the Executive Committee shall serve until further action of the Executive Committee.

#### **Duties of Chapter Officers**

**Section 5** — (a) The Chair shall preside at all meetings of the Chapter and at all meetings of its Executive Committee. The Chair shall act as chief executive of the Chapter, subject at all times to the approval of the Chapter's Executive Committee.

(b) The Vice-Chair shall perform the duties of the chair if the Chair is absent or unable to act, and such other duties as are delegated to the Vice-Chair by the Chair or by the Executive Committee.

(c) The Secretary shall see that full minutes are kept of all meetings of the Chapter and its Executive Committee. The Secretary shall maintain a complete record that is kept of the members of the Chapter and their addresses, and shall transmit such records at regular intervals (at least annually) to the Executive Director of ASM and shall, in general, perform the usual duties of a Recording and Corresponding Secretary, using whatever assistance is required. The Secretary, or such other person as he/she shall designate, shall prepare a report in writing of each meeting of the Chapter and of its Executive Committee. The report shall be forwarded to the Executive Director within fifteen (15) business days after the meeting, and shall show the attendance of the members and guests, the business transacted at the meeting, including papers and discussions presented thereat, and any other matters which the Chapter or the Board shall deem to be of interest to the Board or to the members of ASM. The Secretary shall make an annual report at the annual business meeting of the Chapter and shall forward such report to the Executive Director before 30 June of each year.

(d) The Treasurer shall be the financial officer of the Chapter. The Treasurer shall deposit all funds of the Chapter in the name of the Chapter in such bank or banks as the Executive Committee shall determine. The Treasurer shall disburse all moneys for the account of the Chapter in accordance with the further provisions as set forth in Section 7 of this Article, and shall take proper receipt for all moneys so disbursed. The Treasurer shall make an annual report to the Chapter, either at the annual business meeting of the Chapter or at such time as may be designated by the Executive Committee of the Chapter. The Treasurer shall forward a financial report corresponding to the ASM fiscal year to the Executive Director not later than 15 February of each year. Such report shall contain a complete report on the finances of the Chapter, showing the amounts received and expended by the Chapter, and the sources and purposes thereof, in detail. Such report also shall show other matters as the Board may require. The Treasurer also shall file such other report of the financial condition of the Chapter at such other times as may be requested by the Chapter Executive Committee or by the Board.

(e) In addition to the foregoing reports, the Chair, Vice-Chair and Secretary of a Chapter shall make other reports as may be requested by the Board.

(f) The Executive Committee of a Chapter may provide a bond for any officer or member at its discretion.

#### **Chapter in Good Standing Criteria**

**Section 6** — An ASM Chapter in good standing will show continuous improvement in meeting its members needs in accordance with ASM's vision. Each chapter shall:

(a) Implement and maintain a system to determine member needs and satisfaction.

(b) Implement programs and activities to meet those needs.

(c) Report results annually to the Board through the Executive Director.

In addition, each Chapter shall meet the following minimum performance criteria:

(a) Submit annually to the Board through the Executive Director the following:

- i. Upcoming Program Plan
- ii. Financial Report
- iii. List of officers
- iv. Current copy of chapter bylaws

(b) At least one member of chapter's executive committee, or their delegate, shall attend an ASM Leadership conference at least once every two (2) years.

A Chapter must meet the minimum performance criteria in order to receive financial support from ASM.

### **Rules for Chapter Government**

**Section 7** — Each Chapter shall establish its Rules for Chapter government, which shall be consistent with the Articles of Incorporation, the Constitution, and the Rules for Government of ASM. Each Chapter shall file its proposed Rules and all subsequent amendments, with the Executive Director. The Chapter Rules or amendments shall become effective upon acceptance by the Executive Director for the Board.

### **Payment of Moneys**

**Section 8** — Unless otherwise provided for in the Rules for Chapter Government, all checks and other instruments for the payment of moneys of a Chapter shall be drawn in the name of the Chapter and shall be signed by the Chair, Vice-Chair, or Treasurer and countersigned by the Chair, Vice-Chair, or a member of the Executive Committee. No such check or instrument shall be signed and countersigned by the same person.

### **Student Chapters**

**Section 9** — Student Chapters may be formed in conformance with the Society Purpose.

## **ARTICLE VII**

### **AFFILIATE SOCIETIES**

**Section 1** — (a) Affiliate Societies shall generally follow the governance form as set forth in Article IV of the Rules for Government. Affiliate Societies may appoint/elect additional officers/directors as necessary subject to Board Approval. Prior to official recognition as an Affiliate Society of ASM, an Affiliate Society shall promulgate a Constitution and Rules for Government of the Affiliate Society that follows substantially the form of those of ASM International. Affiliate Society governance documents and any amendments thereto are subject to the review and approval of the Board. The Board retains the right to appoint and remove officers/directors of an Affiliate Society without cause at any time.

(b) An Affiliate Society must make provision in its governance documents for the orderly disposition of its assets with delivery of said assets to ASM International should the Affiliate Society dissolve.

**Section 2** — Direction, procedure. Each Affiliate Society shall:

- (a) Implement and maintain a system to determine member needs and satisfaction.
- (b) Implement programs and activities to meet those needs.
- (c) Submit annually to the Board through the Executive Director the following:
  - i. Membership Reports
  - ii. Activity Reports
  - iii. Conference Reports
  - iv. Board Meeting Minutes

## **ARTICLE VIII**

### **POLICIES AND OPERATIONS**

**Section 1** — The Board shall have the authority to promulgate policies governing the standard operating practices for the Board, Officers, Committees, and ASM Employees. Any such policies may under no circumstances be repugnant to or in conflict with the ASM Constitution and Rules for Government.

**Section 2** — The Board with the assistance of ASM Operations and the Executive Director shall develop, review, and approve certain Mandatory Policies for the conduct of the Board, the ASM Operations, Affiliates, and Chapters. Such Mandatory Policies shall be annually reviewed and approved by the Board, some of which shall be propagated through an operations manual as well as in Affiliate Society and Chapter governance documents.

**Section 3** — List of Mandatory Policies applicable to all Society Members:

- i. Record Retention Policy;
- ii. Human Resources Policy;
- iii. Whistleblower Policy;

- iv. Prevention of Harassment Policy;
- v. Non-discrimination Policy
- vi. Conflict of Interest Policy

**Section 4** — Annually every Board Member of ASM International and Board Members of Chapters and Affiliate Societies shall sign or affirm and submit the ASM International Conflict-of-Interest Disclosure Statement and further abide by all procedures set forth in the ASM Conflict of Interest Policy. Each Board meeting of the Board of ASM, Chapter and Affiliate Societies shall review and require affirmation by the members of compliance with the Conflict of Interest policy.

**Section 5** — Financial transactions of ASM International and its books and accounts shall be audited by a certified public accountant, or a firm of certified public accountants selected by the Board.

**Section 6** — Board Policies which have been created to carry out the Purpose of ASM shall be reviewed on a periodic basis by the Board or an appointed committee of the Board and in no event shall a Board policy conflict with the ASM Constitution and Bylaws and Rules for Government.

## **ARTICLE IX**

### **PUBLICATIONS**

#### **General Provisions**

**Section 1** — (a) ASM shall publish and distribute such publications and literature as the Board determines. A regular publication of ASM shall be distributed to all members. ASM shall develop, publish, and review policies for publication of material for ASM approved media including electronic media, digital content, and publications.

(b) Subscriptions to publications of ASM shall be accepted from both members and others.

(c) The publications of ASM shall contain such scientific, engineering, educational, and technical articles as are consistent with the purpose of ASM and such other matters of interest and usefulness that shall further this purpose.

#### **Publication Rights**

**Section 2** — All articles and papers accepted for presentation at meetings of ASM or for publication shall become the literary property of ASM as defined by Board Policies and the specific requirements of each physical or electronic journal.

#### **No Responsibility of ASM for Publications**

**Section 3** — ASM shall not be responsible for any views, theories opinions, or statements advanced in articles, papers or discussions presented at its meetings or set forth in any of its publications.

#### **Policies on Publications**

**Section 4** — The Board with the assistance of the Executive Director has and will periodically develop and promulgate policies regarding publications, including the following:

- i. Review and approval of publications
- ii. Protection of confidential materials
- iii. Copyrights, and,
- iv. Use of or dissemination of publications

## **ARTICLE X**

### **PRINCIPAL OFFICE**

The principal office of ASM shall be located at Materials Park, Russell Township, Geauga County, Ohio.

## **ARTICLE XI**

### **PARLIAMENTARY AUTHORITY**

The presiding officer shall have the authority to appoint a parliamentarian to advise on parliamentary procedure in connection with the conduct of any meeting.

## **ARTICLE XII**

### **AMENDMENTS**

The Board shall have the power to make, adopt, amend, and repeal any or all of these Rules for Government by either of the following procedures, provided that any proposed changes in Article VI and VII shall be made only after the Chapters and Affiliate Societies have been given a ninety (90) day period for comment.

- (a) An affirmative vote of ten (10) members of the Board, at a meeting of the Board duly called and held, notice of which has stated that such changes are to be discussed at the meeting, or
- (b) Unanimous affirmative vote of the members of the Board present at any meeting of the Board duly called and held, a quorum being present

Approved September 13, 2021  
Ms. Diana Essock, FASM, President  
Dr. Judith Todd, FASM, Vice President  
Dr. Zi-Kui Liu, FASM, Immediate Past President