

# ELECTRONIC DEVICE FAILURE ANALYSIS SOCIETY

of ASM International

## CHARTER

### ARTICLE I

#### Name and Identity

##### A. Name:

Electronic Device Failure Analysis Society (EDFAS) of ASM International



##### B. Identity & Logo:

### ARTICLE II

#### Mission

To be the premier global source of electronic device failure analysis information serving failure analysis worldwide and to promote failure analysis technology advancement that will aid the improved performance and reliability of electronic devices and materials.

### ARTICLE III

#### Status

EDFAS is a wholly owned and legally and financially integrated affiliated Society of ASM International and is governed by the Constitution, Rules for Government, policies, and practices of ASM except as stated in this charter of EDFAS which is drafted by the EDFAS Board and ratified by the ASM Board of Trustees.

### ARTICLE IV

#### Membership

EDFAS members shall be members of ASM and will pay an additional fee for EDFAS membership.

### ARTICLE V

#### Board and Officers

EDFAS shall be governed by a Board of Directors consisting of:

- the President (two year term)
  - incumbent not eligible for re-election
  - automatically becomes Immediate Past President
- the Immediate Past President (two year term)
  - is chairman of the Awards & Nominating Committee
- the Vice President/President-elect/Finance Officer (two year term)
  - automatically becomes president for following term
  - fills, by succession, any vacancy in the presidency
- the Secretary (two year term)
  - incumbent is eligible for re-election
- An Executive Director (is an ex-officio non-voting member of the Board)
- An ASM Board of Trustees Liaison (ex-officio non-voting member of the Board)
- Five (5) to seven (7) Members At Large (three year terms)
- The ISTFA Past General Chair, Member At Large (one year term, non-voting)
- Optional one (1) Student Board Member (one-year term, non-voting)
  - Incumbent is eligible for second one year term

Each officer will have a one year extension available if needed on the BOD as an At-large member following the end of their term. This is provided to insure continuity and prevent potential loss of several officers in a single election cycle.

The Chairs (or their representative) of the various Society Committees may participate in meetings of the Board of Directors by invitation.

A quorum of the Board of Directors shall consist of a majority of the current voting members.

**A. Duties and Responsibilities of the Board**

1. Identify and understand the needs of the Electronic Device Failure Analysis Society (EDFAS) members.
2. Establish EDFAS mission, strategies, and long-range plans to meet these needs.
3. Identify services valuable to EDFAS members.
4. Establish, appoint, and empower councils, committees, teams and task forces of members to conduct the activities of EDFAS; also, review committee performance and membership to ensure adherence to Committee Procedure documents.
5. Monitor the progress of EDFAS and take appropriate action to assure achievement of plans and strategies.
6. Create systems and procedures for conducting the business of the Board and provide for continuation of a healthy Board.
7. Assure stability and growth of EDFAS and its membership.
8. Draft Rules and Policies for EDFAS regarding matters not covered by ASM Constitution, Rules for Government, or policies.
9. Provide advice, counsel, and assistance to the President, Officers, and Executive Director of EDFAS.

**B. Responsible to:**

1. Members of the Electronic Device Failure Analysis Society
2. ASM International Board of Trustees

**C. Nominations and Elections (see *Elections/Nominations Procedure in Operating Procedures*)**

The President shall appoint an Awards and Nominating Committee consisting of the Immediate Past President as chairman and up to four other members of EDFAS.

By the first week in April this committee shall solicit nominations for a Vice President (President-Elect)/Finance Officer, Secretary, and such BOD vacancies as shall exist (nominees must be members in good standing of EDFAS. Officer Nominees must also be current BOD members.) The ISTFA Past General Chair Member at Large is not an eligible nominee. These nominees shall be ratified by the ASM Board of Trustees

**ARTICLE VI**

**Operating Procedure**

**A. Operations Manual**

There shall be an Electronic Device Failure Analysis Society (EDFAS) Operations Manual to describe the organization (infrastructure) of the Society. This document (s) will be approved by the BOD and will define the day-day business of the BOD. This manual describes the various aspects of the operations with which the Society is involved and to define the procedures, rules and regulations to ensure future growth and success. This manual shall be reviewed and updated as directed by the Board of Directors. The controlled copy of this manual will be maintained at ASM World Headquarters with a copy posted in the committee Share Area of the Website. The most recent past revision will also be available to current Board and Committee chairs by written request from the Executive Director of the Society.

- B. All events, courses, products, and publications of EDFAS shall carry and/or display the EDFAS logo.

**ARTICLE VII**

**Chapters and Committees**

The President and the BOD may appoint such standing, ad hoc, or special committees as they may deem necessary to conduct the business and policies of the Society. *Appointments of Chairs and Vice Chairs to committees shall be made by the President and confirmed by the Board.*

The EDFAS BOD has the exclusive right to create and dissolve local chapters, including student chapters. Such local chapters shall conform to the ASM International rules and policies for affiliate societies.

Each Committee and Chapter shall have a documented operating procedure.

## **ARTICLE VIII**

### **Liaison**

To assure unity in the field and in the best interest of the electronic device failure analysis community, liaison representatives shall be appointed as deemed appropriate by the BOD.

## **ARTICLE IX**

### **Meetings**

General Membership Meeting shall be announced to all EDFAS members and held in conjunction with each ISTFA Conference/Exposition. Members in attendance shall be informed of the status and plans of EDFAS, witness granting of EDFAS awards, and provided an opportunity to express their views on EDFAS activities. A report on the EDFAS status and plans shall be provided to all EDFAS members once each year by the President at the General Membership meeting. The Secretary shall record and publish the meeting minutes.

## **ARTICLE X**

### **Fees**

EDFAS membership fees will be recommended by the EDFAS Board and ratified by the ASM Finance Committee and ASM Board of Trustees.

## **ARTICLE XI**

### **Expression of Society Position**

Neither the Society, its Officers nor Directors shall adopt an official position on behalf of the Society in matters pertaining to controversial, non-technical subjects. Any matters in question shall be referred to the President of the society before release to the public.

## **ARTICLE XII**

### **Indemnification**

Regarding the Directors, Officers, Trustees, Volunteers, Employees, or Members of any duly Constituted Committee Indemnification

Any and/or all of the above and his/her heirs, executors, administrators or assigns shall be indemnified by the Society against reasonable expenses from any action, suit or proceeding while acting on behalf of the Society, except in relation to matters of negligence, malfeasance, or misconduct in the performance of duties. Such right of indemnification shall be in addition to any other rights to which he/she may be entitled under any by-law, agreement or vote, or otherwise.

## **ARTICLE XIII**

### **Amendments**

This charter may be amended by a two-thirds majority of those voting members who vote by a ballot of the Society, conducted at the General Membership Meeting. The ASM Board of Trustees must ratify the amended charter before it goes out to the general membership for a vote.

## **ARTICLE XIV**

### **Dissolution**

EDFAS may be dissolved by vote of the EDFAS Board and/or ASM Board of Trustees.

### **Revisions:**

<b>Revision</b>	<b>Date</b>	<b>Comment</b>
1.0	June 1999	Original Charter of EDFAS. Approved by ASM BOT.

2.0	04-20-2005	Revised by BOD Task Group to reflect new clarification. Review during EDFAS BOD Face-Face (not approved)
3.0	09-05-2005	Charter separated from Operating Procedures of Board. Distributed to BOD for review
3.1	09-07-2005	Comments from BOD review added. Forwarded to BOT for approval. (source file = Charter.Proposal_2005.R3.1.doc)
3.1	09-28-2005	ASM Board ratified Charter
3.1	03-24-2006	Approved via electronic vote by EDFAS membership.
4.0	04-20-2011	Add ISTFA General Chair as Member of Board
5.0	01-09-2013	5-7 at large Board members, clarify EDFAS vs ASM membership and ISTFA general chair serving as Board member.
6.0	02-12-16	Mission Statement revision. Approved via electronic vote by EDFAS membership.
7.0	10-27-18	Amended based on Summit Recommendations; Board approved