

Chapter By-Laws

ARTICLE I

Name and Purpose

Section 1 - Name

The name of this Chapter of ASM International, hereinafter called The Society, shall be the Cleveland Chapter of ASM International, hereinafter referred to as The Chapter.

Section 2 - Purpose

The Chapter is formed for the exclusive purpose of advancing, in its own geographical region, scientific, engineering, technical and practical knowledge, particularly with respect to the manufacture, treatment, selection and use of engineered materials, through education, research and the compilation and dissemination of information useful to the individual and beneficial to the general public.

Section 3 - Charter

This Chapter was organized January 24, 1919 as the first chapter of the American Steel Treaters Society. The American Steel Treaters Society changed its name to the American Society for Metals (ASM) in 1933 and to ASM International in 1986. This Chapter is governed by The Constitution and The Rules for Government of ASM International.

ARTICLE II

Limitations and Dissolution

Section 1 - Limitations

(a) The Chapter shall operate only under the Charter granted to it by The Society, giving it authority to carry on the work of The Society, subject to the rights, privileges, and obligations provided for in The Constitution and The Rules for the Government of The Society, hereinafter called The Rules.

(b) No part of the net income of The Chapter shall inure to the benefit of any private individual or company.

(c) No substantial part of the activities of The Chapter shall consist of carrying on propaganda or otherwise attempting to influence legislation, or of participating in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) The Chapter shall not at any time possess powers, exercise authority, or engage in activities, either expressly or by interpretation, which are not permitted to be possessed, exercised or engaged in by an

organization exempt from Federal Income Tax. Attention is directed to Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any subsequent and future United States Revenue Law.

Section 2 - Dissolution

If the Chapter should return its charter to The Society for any reason, or should have its Charter revoked, the affairs of The Chapter shall be terminated immediately under the supervision of the Board of Trustees of The Society, hereinafter called The Board, and all funds or other property remaining after payment of debts and obligations of The Chapter shall be transferred to The Society.

ARTICLE III

Membership

(a) The members of The Chapter shall be those meeting the requirements of The Society who have been assigned to it, either at their own request or by The Society for geographical reasons. Classes of special members and qualifications for special membership shall conform to those stipulated in The Rules, including but not limited to Chapter Sustaining Members, Student Members, and Life Members.

(b) There shall be no bar to membership in The Chapter because of race, creed, color, sex, citizenship, or country of origin.

(c) Membership may be terminated voluntarily by the member at any time without cause or as set forth in accordance with the rules of member conduct as enacted by The Society.

ARTICLE IV

Chapter Meetings and Fiscal Year

Section 1 - Chapter Meetings

(a) Chapter meetings, held at such times and places as the Executive Committee shall determine, shall be devoted to educational, technical, engineering, or scientific purposes.

(b) There shall be no charge for attending the technical portion of any Chapter meeting, and such meetings shall be open to the public.

(c) No exhibitions shall be held by The Chapter without specific authorization from The Board, and dates for regional meetings, conferences, or seminars shall be cleared with the Managing Director of The Society before final plans are made.

Section 2 - Annual Business Meeting

The Annual Business Meeting of The Chapter shall be held no later than June 15 of each year, at a time and in a place determined by the Executive Committee. The purpose of the annual meeting is the approval and/or election of officers and executive committee members for the next chapter year and delivery of the fiscal report. All officers shall be elected at, or prior to, the annual business meeting of the Chapter and shall assume their offices the day after the annual business meeting, or on a Chapter specified date after the annual meeting, but not later than July 1. All officers shall serve until the close of the next succeeding annual business meeting of the Chapter.

Section 3 - Fiscal Year

The fiscal year of The Chapter shall begin on July 1 and end on June 30.

ARTICLE V

Executive Committee

Section 1 - Authority

(a) All the affairs of The Chapter shall be directed by an Executive Committee of not less than sixteen which shall include all the elected officers of the chapter by virtue of their office, all chapter standing committee chairmen, and other members appointed by the Nominating Committee or elected into its membership to be Executive Committee Advisors.

(b) The Executive Committee shall fill any vacancy occurring in its membership by election. Any member elected to fill a vacancy shall complete the unexpired term of the member they succeed.

Section 2 - Elected Officers of The Chapter

(a) The elected officers of the Chapter shall be the Chairman, Vice-Chairman, Treasurer and Secretary.

(b) The elected officers shall take office July 1 of the year they are elected and shall hold office until June 30 of the succeeding year, and thereafter until their successors are elected and take office. If possible, the elected officers should cycle through the offices beginning with Secretary the first year, Treasurer the second, Vice-Chairman the third, and Chairman the fourth. If possible, the Secretary should have at least one year of Executive Committee experience. The retiring Chairman of The Chapter automatically becomes a member of the Executive Committee for a period of three years as chair of the: Nominating

Committee (1st year), Audit Committee (2nd year), and Constitution and Long Range Planning Committee (3rd year).

(c) The Chairman is the executive head of The Chapter within the limitations imposed by the Rules of Government and the policies and programs laid down and authorized by the Executive Committee. The Chairman shall preside at the Chapter Meetings, the Annual Business Meeting and the Executive Committee Meetings. The Chairman is the principal point of contact between The Chapter and the public, The Chapter and its members, and The Chapter and ASM International. The Chairman shall have such other powers and duties as prescribed by the Executive Committee.

(d) The Vice-Chairman shall perform the duties of the Chairman in the event the Chairman is absent or unable to act and shall have other powers and duties as prescribed by the Executive Committee. The Vice-Chairman is the chair of the Program Committee and as such is responsible for arranging the Chapter Meetings, including but not limited to location, catering and technical content, subject to approval of the Executive Committee. The Vice-Chairman shall have such other powers and duties as prescribed by the Executive Committee.

(e) The Treasurer is the financial officer of The Chapter and chair of the Finance Committee. The treasurer shall receive, hold and disburse all funds of The Chapter. The Treasurer is also responsible for the management of all Chapter investments. The Treasurer shall make an annual report to ASM Headquarters (in February) and The Chapter at the Annual Business Meeting which shall include, among other things, a detailed account of the funds received by the Chapter and the sources thereof, a detailed account of the funds expended by the Chapter and the purposes for which they were expended, and such other matters as the Executive Committee may require. A copy of the report presented at the Annual Business Meeting shall be forwarded to The Society after it has been approved by the Executive Committee. The Chapter financial records shall be audited yearly in June by the Audit Committee which must report its findings at the next Executive Committee Meeting. The Treasurer shall have such other powers and duties as prescribed by the Executive Committee.

(f) The Secretary is the official correspondent for The Chapter. In addition to the normal correspondence with members and The Society, the Secretary handles official communications directed by the Chairman and Executive Committee. The Secretary shall keep full minutes of all meetings of The Chapter and of the Executive Committee Meetings. The Secretary shall be responsible for all papers and records of the chapter and as such is a member of the Chapter Historian Committee. The Secretary shall make an annual report to The Chapter at the Annual Business Meeting which shall include, among other things, highlights of all meetings that took place, significant accomplishments of the Committees, and such other matters as the Executive Committee may require. A copy of the report presented at the Annual Business Meeting shall be forwarded to The Society after it has been approved by the Executive Committee. The Secretary shall submit to The Society all information necessary to meet the Chapter in Good Standing criteria and the Quality Performance Program. The Secretary shall have such other powers and duties as prescribed by the Executive Committee.

Section 3 - Chapter Standing Committees

(a) The Executive Committee shall create such committees as it may deem advisable, may determine the number of committee members, and shall define the powers, duties, and terms of service of each committee so created.

(b) The Chapter currently maintains the following standing committees: ASM HQ Chapter Advisor, Audit, Awards, Cleveland Engineering Societies Representative, Chapter Historian, Constitution and Long Range Planning, Cleveland Technical Societies Council Representative, Corresponding Secretary , Directory, Education, Hospitality, Membership, Membership (records), Nominating, Program, Publicity (Newsletter), Registration, Social (Golf Outing), Social (Valentine's Day), Social (Indians Games), Student Affairs, Student Chapter Representative, and Zay Jeffries.

(c) Further information regarding the functions, goals, duties, and timelines of all The Chapter Standing Committees are listed in the Cleveland Chapter Standing Committee Guidelines.

Section 4 - Executive Committee Advisors

The Executive Committee Advisors are appointed Nominating Committee or elected into its membership by the Executive Committee for a three year term and are expected to attend and participate in all Executive Committee Meetings. Executive Committee Advisors are the representatives of general members of The Chapter. As such, they are expected to assist in establishing chapter policy; oversee and pass judgment on the activities and affairs of The Chapter, including budgetary and financial accounts; make proposals for the activity and welfare of The Chapter; and motivate, encourage and support all standing and any ad-hoc committees.

Section 5 - Duties of all Executive Committee Members

The members of the Executive Committee shall perform such duties as their office or chairmanship require as stipulated in the Cleveland Chapter Standing Committee Guidelines and any other duties as designated by the Chairman.

Section 6 - Executive Committee Meetings

The Executive Committee shall meet a minimum of four (4) times each year, at such times and places as it shall decide. A majority of the total membership of the Executive Committee shall constitute a quorum, necessary for passage of motions, at any of its meetings. All members of the Executive Committee, including the Executive Committee Advisors, shall be voting members. Adequate time (10 days) notice must be given to all Executive Committee members.

Section 7 - Receipt and Payment of Moneys

The Treasurer is authorized to receive and disburse all moneys under the direction of the Executive Committee. All checks and other instruments for the payment of moneys of The Chapter shall be drawn in

the name of The Chapter, and shall be signed by the Treasurer, Chairman, Vice-chairman, or Secretary. Under no circumstances shall The Chapter borrow money.

ARTICLE VI

Nomination and Election

Section 1 - Nominating Committee

This is a standing committee of the Chapter, which assures continued leadership for The Chapter. The immediate past chairman of The Chapter shall be the chairman of the Nominating Committee, with at least two other members on the committee.

Section 2 - Duties of Nominating Committee

The Nominating Committee shall nominate at least one candidate for each office and at least one candidate for each open position on the Executive Committee. The Nominating Committee chairman shall report these nominees to the Chapter Chairman after it has determined that each nominee:

- (1) Is an individual or Sustaining Member of The Society in good standing.
- (2) Is eligible to serve.
- (3) Has indicated an understanding of the duties required, and is available and willing to serve, if appointed, in the position concerning the nomination.

Section 3 - Announcement of Nominees

The nominations made by the Nominating Committee for Chapter Officers and Executive Committee Advisors shall be declared at a general meeting of the membership prior to the meeting at which the election is to be made. If possible, a notice announcing the nominees selected by the Nominating Committee for office and membership on the Executive Committee shall be mailed to the chapter members in a regular meeting announcement prior to this declaration and the meeting at which the election is to be made.

Section 4 - Additional Nominees

At the Chapter meeting at which the announcement is to be made, additional nominations may be made from the floor, providing the candidate previously has signified their eligibility and their willingness to serve if elected.

Section 5 - Election

Officers of The Chapter and members of the Executive Committee shall be elected at the Annual Business Meeting of The Chapter, for a one-year term, by majority vote of The Chapter members present. If no more than one candidate is nominated for each office and for each position on the Executive Committee, election may be made by acclamation.

Section 6 - Installation

The newly elected Executive Committee shall take office and assume responsibility on July 1 and shall serve until their successors are properly installed in office, nominally by June 30 of the succeeding year.

Section 7 - Filling in Vacancies

(a) If the office of the Chairman becomes vacant for any reason during the elected term, the Vice-Chairman shall become Chairman for the remainder of the unexpired term, thereby creating a vacancy as Vice-Chairman.

(b) If any appointed office other than that of Chairman becomes vacant, the Executive Committee shall fill the vacancy from its own membership by simple majority vote at an Executive Committee meeting for which all members of the Executive Committee shall receive at least six (6) days' notice.

Section 8 - Removal from Office

(A) VOLUNTARY

An Executive Committee Member may announce their resignation of their position at any Executive Committee Meeting. The resignation becomes effective after the following Executive Committee Meeting or at a later date indicated by the person resigning.

(B) INVOLUNTARY

If a member of the Executive Committee is to be removed from office involuntarily it shall be by a 2/3 affirmative vote at an Executive Committee Meeting with a majority of the Executive Committee Members present. All members of the Executive Committee shall receive at least six (6) days notice prior to the meeting at which the removal vote occurs.

ARTICLE VII

Amendments

Section 1 - Proposals

Amendments to these Rules may be proposed in writing by a petition filed with the Secretary and signed by at least five (5) members of The Chapter in good standing or may be proposed by a member of the Executive Committee.

Section 2 - Adoption

Amendments to these Rules may be adopted by a two-thirds affirmative vote of the total membership of the Executive Committee, at a regular or special meeting of the Executive Committee, or by letter, or e-mail, ballot, provided that notice of the vote on the amendment shall have been given at least six days in advance of the Executive Committee meeting at which action is to be taken or of the date fixed for return of the letter/e-mail ballots.

ARTICLE VIII

Effective Date

These Rules shall become effective immediately after they have been adopted by two-thirds affirmative vote of the total membership of the Executive Committee at a regular or special meeting of the Executive Committee and have been issued to all members of The Chapter.

The Constitution and Long-Range Planning Committee is responsible for maintaining the Cleveland Chapter Bylaws. Contact Committee Chairman if you have questions, comments, or suggestions.