

Proposed Bylaws of The Minerals, Metals & Materials Society, Inc.

ARTICLE I – NAME AND OBJECTIVE

Section 1.1. Name. This Society shall be known henceforth as The Minerals, Metals and Materials Society, Inc. (TMS) hereinafter in these Bylaws referred to interchangeably and without distinction as the “Society,” “TMS,” or the “Corporation.”

Section 1.2. Vision. The vision of TMS is to be *the* professional society of choice for the worldwide minerals, metals, and materials community.

Section 1.3. Mission. The mission of TMS is to promote the global science and engineering professions concerned with minerals, metals, and materials. In support of this mission, TMS will:

- Provide forums and other opportunities for:
 - The exchange of information among all segments of our community
 - Networking and making contacts vital to members’ interests
- Provide state-of-the-art means for disseminating information pertinent to the community.
- Promote technology transfer and, thereby, the economic health of our industries.
- Provide means for the professional development and career maintenance of members.
- Assume a leadership role in the minerals, metals, and materials community by promoting collaboration and alliances among minerals, metals, and materials societies and organizations in order to strengthen the technological basis of the profession and our members.
- Participate in the development of students for entry into the minerals, metals, and materials professions.
- Represent the minerals, metals, and materials professions in the accredita-

tion of education programs and in the registration of professional engineers.

- Encourage professionalism, ethical behavior, and concern for the environment.

ARTICLE II – MEMBERS

Section 2.1. Eligibility. Any person may become a member of the Society by applying, meeting the qualifications for membership in Section 2.2, and paying annual dues as described in Section 2.9.

Section 2.2. Classes and Qualifications of Members. The classes of membership and corresponding qualifications and voting rights are as follows:

- **Professional Member:** A candidate for election as Professional Member shall be a person of integrity actively involved as a professional with materials science, engineering, and/or application in these fields for at least 3 years following granting of at least a baccalaureate degree from a recognized university (as may be determined by the Board of Directors) in materials science, materials engineering, metallurgy, metallurgical engineering, or another science or engineering discipline related to the field. The requirement for the baccalaureate degree may be waived if the candidate possesses a minimum of 5 years experience and is a practicing professional in materials science and engineering or a closely related field. A Member has full voting privileges.
- **Associate Member:** A candidate for Associate Member shall be a person of integrity who, while not possessing the academic or technical experience required of a Professional Member, is professionally active in fields that are sufficiently related to the advancement of materials science and engineering

and its affiliated industries. An Associate Member has full voting privileges.

- **Non-Voting Member:** A candidate for Non-Voting Member shall be a person of integrity who either (a) does not meet the requirements of Member or Associate Member, or (b) whose credentials qualifying him or her for Member or Associate Member have not yet been verified, or c) applies to become a Non-Voting Member. A Non-Voting Member has no voting privileges.

The Board of Directors may from time to time introduce various titles or sub-classes within these classes of member for the purposes of indicating honor, seniority, or other distinction providing that the voting privileges shall be maintained.

Section 2.3. Acceptance of Members. An application to become a member may be filed on line, by mail, by e-mail, or in person at TMS-sponsored conferences. An applicant is normally granted a grade of Non-Voting Member. After the applicant’s credentials are verified, the appropriate grade of membership according to Section 2.2 will be conferred. The Board of Directors will make the decision on the grade of membership for each applicant. The decision of the Board of Directors on the grade of membership is final.

Section 2.4. Voting. Each member of the Corporation entitled to vote according to Section 2.2 is entitled to one vote on each matter before the members. The manner of voting on any matter may be by voice, ballot, mail, or any other reasonable means. The members may not cumulate their votes for the election of directors. Voting may be in person or by proxy. Every proxy shall be executed in writing by a member or the member’s duly authorized attorney-in-fact and filed with the Secretary of the Corporation.

Section 2.5. Meetings of Members. The members shall meet at least annually at a date, time, and place determined by the

Board of Directors. Special meetings of the members may be called by the President, the Board of Directors, or upon the written request of 25 members.

Section 2.6 Notice. Written notice of the date, time, and place of each meeting of the members shall be given to all members of record entitled to vote at the meeting at least ten (10) days prior to the day of the meeting. Such notice shall be published in the principal periodical of the Society (currently *JOM*) and, in addition, shall be published in two newspapers of general circulation in the country in which the registered office of the Society is located. In addition, notice may be given in any other manner permitted by the Pennsylvania Nonprofit Corporation Law.

Section 2.7. Quorum. The members with voting privileges present at any properly called meeting of the members shall constitute a quorum for the meeting. At each meeting of members at which a quorum is present, all questions and business shall be determined by a majority vote of those present, except as may otherwise be required by law.

Section 2.8. Termination of Membership. Any member's membership may be terminated (a) by the Secretary for failure to pay dues or (b) for cause by the vote of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present. In the case of termination for cause, the affected member shall be given at least five days' advance written notice of the meeting at which such matter is to be considered, which notice shall specify the cause for the proposed termination of membership. The affected member shall be permitted to make a written response to the charges and to attend the meeting and make a brief oral response. The decision of the Board of Directors shall be final. Cause shall mean any action or inaction of the member which affects or reasonably may be expected to affect, materially and adversely, the Corporation or its reputation. The foregoing procedure for hearing before the Board of Directors shall not apply to termination for failure to pay dues.

Section 2.9. Dues. There shall be such dues for the various classes of membership as the Board of Directors may determine from time to time. Sanctions for nonpayment shall include termination of membership as provided for in Section 2.8. The Board of Directors may fix special dues or assessments in addition to the regular dues of the Society.

Section 2.10. Liability of Members. No member shall be liable, solely by reason of being a member, under any order of court or in any other manner for a debt, obligation, or liability of the Corporation of any kind or for the acts of any member or representative of the Corporation. A member shall be liable to the Corporation only to the extent of any unpaid portion of the capital contributions, membership dues, or assessments which the Corporation may have lawfully imposed on the member, or for any other indebtedness owed by the member to the Corporation.

ARTICLE III – BOARD OF DIRECTORS

Section 3.1. Responsibilities. The Board of Directors shall have general supervision and charge of the property, affairs, and finances of the Society. Without limiting the generality of the foregoing, the Board of Directors shall approve the operating budget for the Society, accept committee assignments and reports, fill any vacancies on the Board of Directors by appointing members for the balance of unexpired terms, make or approve the appointment of all committee chairs, fill any vacancy in any office, and cause a full report concerning the affairs of the Society to be rendered to the members at the Annual Meeting of the members in accordance with Pennsylvania Consolidated Statute Section 7555 or the corresponding provision of any subsequent law. The Board of Directors shall replace any committee chair who, for any reason, does not actively prosecute his or her assignment.

Section 3.2. Administrative and Policy Manual. The Board of Directors shall prepare and, from time to time, amend as necessary and/or desirable, an Administrative and Policy Manual that contains policies and procedures approved by the Board of Directors to assist in the conduct of the business of the Society as governed by these Bylaws and Articles of Incorporation. In case of conflict, all policies appearing in the Administrative and Policy Manual are subordinate to provisions of these Bylaws and to the Articles of Incorporation.

Section 3.3. Composition. The Board of Directors shall consist of 15 directors with responsibilities described in the Administrative and Policy Manual for such title, as follows:

- President
- Past President
- Vice President
- Financial Planning Officer

- Information Technology Director
- Professional Development Director
- Membership and Student Development Director
- Program Director
- Public and Governmental Affairs Director
- Publications Director
- Chairs of the TMS Technical Divisions (currently 5)

Section 3.4. Terms. Each director shall serve for a term of three years. The three-year term in the "Presidential Rotation" consists of three sequential one-year positions for a single director: one year as Vice President, one year at President, and one year at Past President.

Section 3.5. Term Limits. No director shall serve more than two back-to-back three year terms on the Board of Directors, excluding the Presidential Rotation Directors who may serve a single three-year term as Presidential Rotation Directors following two back-to-back three-year terms on the Board of Directors. An individual may be considered for further service on the Board of Directors after at least one year off of the Board of Directors.

Section 3.6. Nomination and Election Process. The Board of Directors prepares a slate of nominees to fill positions becoming vacant at the ends of terms of sitting directors. The names and biographies of all Board of Directors-selected nominees shall be published in the July issue principal journal of the Society (currently *JOM*). Any twenty five (25) members of the Society may submit additional nominations to the Board of Directors for one or more of the positions to the Corporation no later than August 15 of each year along with the names and biographies of the proposed nominees and their written consent to serve if elected, providing that each nominee is qualified according to Section 4.2 of these Bylaws. If no additional qualified nominations are received by August 15, the President shall declare the slate of nominees to be automatically elected. If additional qualified nominees are received by August 15, the Corporation shall cause the names and biographies of all nominees for the positions designated to be published in the October issue of the principal journal of the Society (currently *JOM*) with equal space devoted to each. A ballot showing all nominees shall be published in the principal journal of the Soci-

ety (currently *JOM*) on or about October 1. Ballots may also optionally and additionally be sent or made available to all members with voting privileges by mail or e-mail at their addresses of record with the Society, or by other reasonable means. Return of ballots by mail, e-mail, or other reasonable means shall be specified by the Board of Directors. The President shall appoint an ad-hoc Tally Committee. No candidate may serve on the Tally Committee. The Tally Committee shall count the ballots received by December 1. The nominee receiving the plurality of votes for each position shall then be declared elected.

Section 3.7. Meetings. The Board of Directors shall meet at least annually. An open meeting of the Board of Directors of the Society shall be held during the annual meeting of the members of the Society. Other meetings of the Board of Directors of the Society shall be called by the President of the Society or by three directors.

Section 3.8. Quorum. At all meetings of the Board of Directors, the presence of a majority of the directors in office shall constitute a quorum. In addition to those directors who are present in person at a meeting, directors shall be deemed as present at such meeting if a telephone or other communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.9. Notices. Written notice of the date, time, and place of each meeting of the Board of Directors shall be given to all directors at least two days in advance of the date thereof. Such notice shall be given by first-class mail postage pre-paid, addressed to the directors at their respective addresses or by e-mail at their respect e-mail addresses, as they appear on the records of the Corporation.

Section 3.10. Conflict of Interest Policy. The Board of Directors shall adopt and observe a conflict of interest policy.

Section 3.11. Removal of Directors by Members. The entire Board of Directors or any of them may be removed from office without assigning any cause by at least a majority vote of the members entitled to cast votes at any meeting of the members. New directors shall be elected at the same meeting.

ARTICLE IV – OFFICERS AND DIRECTORS

Section 4.1. Officers. The officers of the Society shall consist of the President, the Past President, the Vice President, the Financial Planning Officer (who shall perform the duties of Treasurer), and the Secretary. All officers except for the Secretary serve by virtue of holding the named positions as directors. The Secretary shall be appointed by the Board of Directors.

Section 4.2. Qualifications. To be eligible to serve as a director or an officer of the Corporation, an individual must (a) be a current member in good standing, and (b) have been a member for at least 3 years prior to election as a director or officer. The position of Secretary does not require 3 years of membership prior to appointment.

Section 4.3. Chair of the Board. The President of the Society shall be the Chair of the Board of Directors. In the absence of the President, the order of succession for the Chair of the Board of Directors shall be as follows: Vice President, Past President, and Financial Planning Officer.

Section 4.4. Executive Director. The Board of Directors may appoint an Executive Director to assist the directors as specified in the Administrative and Policy Manual. The Executive Director normally serves as the Secretary, as may be appointed by the Board of Directors. The Executive Director is not eligible to serve as a director.

Section 4.5. Termination of Officers or Directors by the Board. The Board of Directors, by a majority vote of all of the directors, may declare vacant the office of a director who is declared of unsound mind by an order of court or is convicted of a felony or for other cause. Other cause shall mean any action or inaction, which in the sole discretion of the Board of Directors, materially and adversely affects or may reasonably be expected to affect the Corporation or its reputation. Termination of membership of a director or officer as specified shall automatically remove that individual as a director or officer. Termination of an officer for any reason automatically terminates his or her position as director. Termination of a director for any reason automatically terminates his or her position as officer.

ARTICLE V – FUNDS

Section 5.1. Expenditures. Except as may

be provided otherwise in the Articles of Incorporation or elsewhere in these Bylaws, the expenditure of funds received by the Society shall first be authorized by the Board of Directors of the Society.

ARTICLE VI – COMMITTEES

Section 6.1. Classes of Committees. There shall be two classes of committees: “Board-of-Directors-Appointed Committees” and “Other committees.” For each class, there shall be Standing Committees and *ad hoc* committees. All *ad hoc* committees shall have their duties clearly defined and be discharged as soon as their reports are accepted or when their duties have been completed. Board-of-Directors-Appointed Committees advise the Board of Directors and assist in carrying out its duties. Other Committees may be appointed by Technical Divisions or by committee chairs for the purpose of advising and assisting in the carrying out of duties of the appointing body or person (and thus, indirectly, the Board of Directors).

Section 6.2. Members of Board-of-Directors-Appointed Committees. The membership of Board-of-Directors-Appointed Standing Committees shall be determined by the Board of Directors at each Annual Meeting of the Society. The membership of Board-of-Directors-Appointed *ad hoc* Committees shall be determined by members of the Board of Directors collectively or individually as they may consider necessary or desirable.

Section 6.3. Members of Other Committees. The membership of Other Committees shall be designated according to the Administrative and Policy Manual.

Section 6.4. Committee Powers. All committees, with the exception of the Emergency Committee, as described in Section 6.5, are advisory to the Board of Directors. No committee, with the exception of the Emergency Committee, is authorized to exercise the power of the Board of Directors.

Section 6.5. Emergency Committee. The Emergency Committee consists of the President, Past-President, Vice-President, and Financial Planning Officer, provided that each such officer is then a director of the Corporation. The Emergency Committee is empowered to act in place of the Board of Directors only (a) in emergency situations that require prompt action of the Board of Directors where calling a meeting of the Board of Directors in a timely manner is impractical or (b) where the necessary delay associated

with calling a meeting of the Board of Directors raises a significant risk of material damage to the Corporation. Whether such circumstances exist may be determined by any member of the Emergency Committee in his or her reasonable discretion. Any member of the Emergency Committee may call a meeting of the Emergency Committee by providing 24 hours written, electronic, or oral notice to the members of the Emergency Committee. A quorum for action by the Emergency Committee is three (3) members. Minutes shall be kept of all meetings of the Emergency Committee. Within twenty-four (24) hours of meeting or taking any action the Emergency Committee shall distribute copies of the minutes to the directors of the Corporation.

**ARTICLE VII –
INDEMNIFICATION**

Section 7.1. Indemnification. Except as otherwise provided herein, every person who is or has been a director or officer of the Society, and his or her heirs and legal representatives, is hereby indemnified by the Society against expenses and liabilities actually and necessarily incurred by him or her in connection with the defense of either (1) any action, suit, or proceeding to which he or she may be a party defendant; or (2) any claim of liability asserted against him or her by reason of him or her being or having been a director or officer of the Society. Without limitations, the term “expenses” includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid by the Society itself. The Society does not, however, indemnify any director or officer in respect to any matter as to which he or she shall be finally adjudged liable for negligence or misconduct in the performance of his or her duties as such director or officer, not in the case of settlement, unless

such settlement shall be found to be in the interest of the Society by (1) the court having jurisdiction of the action, suit, or proceeding against such director or Officer or of a suit involving his or her right to indemnification or, (2) a majority of the directors of the Society then in office other than those involved in such matters (whether or not such majority constitute a quorum).

Section 7.2. Limitation of Directors’ Personal Liability. A director of the Corporation shall not be personally liable for monetary damages for any action taken unless the director has breached or failed to perform the duties of his office under Chapter 57, Subchapter B of the Pennsylvania Nonprofit Corporation Law as in effect at the time of the alleged action by such director and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. Such limitation on liability does not apply to the responsibility or liability of a director pursuant to any criminal statute or for payment of taxes pursuant to any federal, state, or local law.

Section 7.3. Preservation of Rights. Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any director or former director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

**ARTICLE VIII – AMENDMENTS
AND PETITIONS**

Section 8.1. Bylaw Amendment Proposals. Proposals to amend these bylaws may be made by twenty-five (25) members by submitting the proposals in writing to the Board

of Directors. Proposals for amendments may also be made by a majority vote of the Board of Directors. Such proposals shall be published in the principal journal of the Society (currently *JOM*) as soon as they are prepared. Publication shall include appropriate discussion and a ballot on which members may vote. Ballots may also optionally and additionally be sent to all members with voting privileges by mail or e-mail at their addresses of record with the Society. The majority of votes cast by the membership in favor of a proposal shall determine its adoption.

**ARTICLE IX –
MISCELLANEOUS**

Section 9.1. 501 (c)(3) Organization. In keeping with the statement of purpose of the Corporation, no part of its earnings or assets shall inure to the benefit of any private individual and no substantial part of the activities of the Corporation shall be lobbying and the Corporation shall not engage in any political campaign activity on behalf or in opposition to any candidate for public office. In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force would cause the Corporation to lose its status as an organization contributions to which are deductible in computing the net income of the contributor for the purpose of federal income taxation.

Section 9.2. Pennsylvania Nonprofit Corporation. The Corporation is incorporated under and subject to the Pennsylvania Nonprofit Corporation Law. These bylaws are subject to the provisions of that statute and the Corporation’s articles of incorporation and shall be interpreted in a manner consistent with both.

NEW TMS BYLAWS: MEMBER BALLOT

- I approve the amendment and restatement of the TMS bylaws as presented in the September 2008 edition of *JOM*.
- I do not approve the amendment and restatement of the TMS bylaws as presented in the September 2008 edition of *JOM*.
- Name (please print) _____
- Member Number (must be member in good standing) _____
- Signature _____

Only ballots actually received at TMS Headquarters no later than the close of business on November 17, 2008 will be counted. You may send or deliver the ballot to Warren Hunt, Executive Director, TMS, 184 Thorn Hill Road, Warrendale, PA 15086, fax it to 724-776-2053, or email it to whunt@tms.org.