



TMS FOUNDATION BOARD OF TRUSTEES BYLAWS

Mission Statement of the TMS Foundation:

To support the development of professionals in the minerals, metals, and materials community within the context of our global society by:

- Providing scholarships to the field's most promising students, investing in the future of the profession and the industries it serves.
- Funding programs that assist young professionals in attaining the highest level of technical, professional, and leadership development.
- Supporting projects, programs, and tools that have a significant impact on minerals, metals, and materials education by virtue of content, methodology, or scope.
- Investing in knowledge, people, products, and infrastructure that positively impact the quality of life in society through minerals, metals, and materials innovation.
- Support the stewardship of earth and environment by promoting minerals, metals, and materials solutions.

Responsibilities of the TMS Foundation Board of Trustees:

1. Engage in effective fundraising, including serving as a role model of giving
2. Define and represent the mission of the TMS Foundation in a manner consistent with the interests of TMS and its member community
3. Select and approve proposals for funding and manage fund distribution
4. Monitor TMS Foundation programs for adherence to the mission and compliance with program objectives
5. Develop and recommend annually to the Financial Planning Committee and the TMS Board of Directors the TMS Foundation Budget and Plan in compliance with the TMS Foundation Spending Policy and for TMS Foundation sustainability and growth
6. Recruit philanthropic and energetic successors for the Board of Trustees

Structure:

The TMS Foundation Board of Trustees shall consist of as many or as few Trustees as the Foundation Board of Trustees deems necessary to fulfill the TMS Foundation's mission. The Trustee roles are as follows:

- Chair, an At-Large Member
- Past Chair (only in the year after a Chair completes his/her term as Chair)
- Ex-officio Member: An Officer of the Society selected by the TMS Executive Committee
- At-Large Members

The Board of Trustees will be assisted by a Secretary, who will be a non-voting Member of the Board of Trustees. The Secretary responsibility will be filled ex-officio by the TMS Executive Director (an Officer of TMS).

A quorum comprises a simple majority of the sitting Board of Trustee members; a motion carries by a majority vote.

Term of Office:

The Chair is appointed for a three-year term by the TMS Board of Directors after considering the recommendation of the TMS Foundation Board of Trustees.

At-Large Members are appointed for three-year terms by the TMS Foundation Board of Trustees. However, the term of appointment may vary from one-to-three, years depending on the needs of the TMS Foundation and the individual Trustees.

At-Large Members may serve consecutive terms; the Chair serves an additional year as Past Chair after his/her term as Chair expires.

Succession Planning:

It is desirable that the incumbent Chair be experienced with an earlier term of service on the TMS Foundation Board of Trustees.

In the event that the Chair is unable to fulfill his/her duties, the Past Chair, if currently a member, will become temporary Chair. If the Past Chair position is not filled at the time of the Chair's absence, the ex-officio appointee will become temporary Chair.

Relationship with the TMS Board of Directors:

Annually, the Chair shall make a report to the TMS Board of Directors concerning the activities of the TMS Foundation and its Board of Trustees.

Meeting Schedule:

The Board of Trustees shall meet in person at least twice a year: during the TMS Annual Meeting and Exhibition and during MS&T. Other meetings, typically teleconferences, will be convened at the discretion of the Chair.