

## **BYLAWS OF THE MICROBEAM ANALYSIS SOCIETY**

**Revised January 1998**

**Proposed Amendments Approved by MAS Executive Council August 5, 2007**

### **PREAMBLE**

Purpose: The purpose of this Society shall be to advance and diffuse knowledge concerning the principles and applications of microbeam instruments or related instrumentation, and to provide continuity, advance planning, and a financing mechanism for annual meetings.

### **ARTICLE I**

#### **Offices**

The Principal office of the Society shall be located with the accountant for the Society. The Society may also have an office or offices at such other places as the Executive Council may from time to time designate.

### **ARTICLE II**

#### **Corporate Seal**

The Corporate Seal shall have inscribed thereon the name of the Society, the year of its incorporation, and the words "incorporated in New York".

### **ARTICLE III**

#### **Membership**

Section 1. Eligibility: Any person or corporation interested in the use of microbeam instruments including but not restricted to those employing electron, ion, or photon beams and related instruments shall be eligible for membership in this Society.

- a. Regular Members: Regular Members shall consist of individuals.
- b. Student Members: Student Members shall be full time students at an accredited degree granting institution.
- c. Emeritus Members: The Executive Council may choose to elect to Emeritus status, members who have retired from remunerative professional work and who have provided distinguished service to the Society during their professional careers.
- d. Honorary Members: Honorary Members shall consist of those elected from time to time in recognition of their outstanding contribution to the field of microbeam analysis. Honorary Members shall have the rights and privileges of regular members.
- e. Sustaining Members: Sustaining Members may be elected by the Executive Council, and shall consist of individuals, companies or corporations wishing to advance the interests and objectives of this Society. Sustaining memberships shall include a maximum of two Regular Memberships to be annually designated by the Sustaining Member.
- f. Corporate Members: Corporate Members may be elected by the Executive Council and shall

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consist of corporations whose products, services or technologies are enhanced by microbeam analysis.

Section 2. Election to Membership: Applications for membership must be endorsed by one or more members, accompanied by check or money order for one year's dues in U.S. dollars and forwarded to the Society's accountant.

Article III, Section 2, sentence 1, proposed amendment:

“Applications for membership must be endorsed by one or more members, accompanied by payment of annual dues in U.S. dollars and forwarded to the Society.”

Nominations to Honorary Membership must be endorsed by at least ten percent of the Regular Membership. A majority vote of approval of members of the Executive Council present and voting at a regular or a special meeting shall constitute election to Honorary Membership.

Section 3. Privileges: The right to vote is restricted to and vested in Regular, Student, Honorary, and Emeritus members of the Society. The right to hold elective office is restricted to Regular or Honorary Members or people who have shown active participation in the field through Sustaining Membership. All classes of the membership have the same privileges except as herein otherwise provided.

Article III, Section 3, sentence 1, proposed amendment:

“The right to vote is restricted to and vested in Regular, Student, Honorary, and Emeritus members of the Society, including the two annually designated Regular members included with each Sustaining Membership.”

Section 4. Termination of Membership: Membership in the Society may be terminated at any time by a two-thirds majority vote of the Executive Council present and voting. Failure to pay dues for six months will be deemed sufficient cause for termination of membership. Any member may resign membership by informing the Secretary in writing.

Section 5. Reinstatement: A former member terminated for failure to pay dues may be reinstated by making application as outlined in Section 2. A former member terminated for cause by the Executive Council may be reinstated by a two-thirds vote of the Executive Council present and voting.

Section 6. Dues: The dues of the Society shall be determined by the Executive Council, in accordance with the needs of the Society, and ratified by the membership at the next Annual Business Meeting. The membership dues shall be payable in advance. The annual dues of the Student and Emeritus Members shall be no more than 25% of the dues for Regular Members. Honorary Members shall not be billed for annual dues or other assessments.

Article III, Proposed Amendment, New Section 7:

“Section 7. Communication and Voting Methods: The Executive Council and Members of the Society shall communicate by means of electronic mail, teleconference, or conventional paper mail as deemed appropriate by two-thirds vote of Executive Council. An electronic balloting system conducted by a disinterested third-party and chosen by two-thirds vote of Executive Council shall be used to conduct voting by the Membership for all voting outside of regular Society meetings. This electronic balloting system shall ensure the confidentiality of the Voting Member and shall include methods that also ensure the security and verification of the Voting Member's ballot. The third-party shall provide a document confirming the eligibility of the Voting Member, a complete record of votes cast, and a summary of this document shall be made available to the Membership of the Society.”

**ARTICLE IV**  
**Meetings**

Section 1. Annual Meeting: The members of the Society shall meet annually at a place, date, and time designated by the Executive Council. An Annual Business Meeting shall be held during the Annual Meeting. The program of papers to be presented at any meeting shall be determined by the Executive Council or by an officer or committee designated by the Executive Council.

Section 2. Conduct of Business: Business of the Society shall be transacted at the Annual Business Meeting. The order of business shall be determined by the Executive Council, and shall be conducted by the President in accordance with Robert's Rules of Order, Newly Revised.

Section 3. Quorum: A voting quorum for transaction of business of the Society shall not be less than thirty-five (35) Voting Members of the Society. **Should an Annual Business Meeting fail a quorum, items of business may be submitted to the membership for voting by secret ballot.**

Article IV, Section 3, sentence 2, proposed amendment:

**“Should an Annual Business Meeting fail a quorum, items of business may be submitted to the membership for voting as outlined in Article III, Section 7.”**

Section 4. Voting and Representation: Each Voting Member who is present at the Annual Business Meeting shall be entitled to one vote, without privilege of proxy, for each question called for vote. All questions before the Annual Business Meeting of the members, except questions concerning amendment of the bylaws, shall require a simple majority of the Members voting at such a meeting.

**ARTICLE V**  
**Executive Council**

Section 1. Composition: The Executive Council shall be composed of six Directors and the following officers, the President, the President-Elect, the Past-President, the Secretary, and the Treasurer. Each of these members shall have one vote in Council proceedings.

Section 2. Duties: The Executive Council shall manage the Society in the best interest of the Society, and in accordance with its purpose as expressed in its Certificate of Incorporation. **It shall meet at least twice a year, immediately prior to the Annual Meeting, and during the first quarter of the calendar year at the discretion of the President.** It shall plan scientific meetings; it shall authorize the expenditure of the Society funds; and it shall obtain an annual audit of the Society finances.

Article V, Section 2, sentence 2, proposed amendment:

**“It shall meet at least twice a year, formally and in person immediately prior to the Annual Meeting, and either in person, by teleconference, or other electronic means during the first quarter of the calendar year, at the discretion of the President.”**

Section 3. Quorum: A quorum of the Executive Council shall consist of six (6) Council Members including the President, or either the Past-President or President-Elect acting in his stead.

Section 4. Vacancy: Any vacancy occurring in the Executive Council may be filled for the period remaining until the next Annual Election by a simple majority of the remaining Council Members present and voting.

Section 5. Conduct of Business: The Executive Council shall be responsible for conducting the planning

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and business of the Society as specified herein. The Members, by a majority vote of those attending the Annual Business Meeting can require the Executive Council to consider a question or proposal at their next scheduled Council Meeting. The Executive Council may also be directed to bring any specific question to a vote of the full Society by a petition signed by 5% of the membership. **Such a vote shall be conducted by a mailed ballot and a favorable vote by two-thirds majority of the ballots cast shall be binding upon the Executive Council.**

Article V, Section 5, sentence 4, proposed amendment:

**“Such a vote shall be conducted as outlined in Article III, Section 7, and a favorable vote by two-thirds majority of the ballots cast shall be binding upon the Executive Council.”**

## **ARTICLE VI Officers and Directors**

Section 1. Officers and Directors: The minimum qualifications for elective office shall be two years of Regular or Honorary membership or active participation in the field through a Sustaining membership and service in the Society. The qualifications for President-Elect shall be an additional two years membership and service in the Society.

Section 2. Tenure of Office: The President shall serve three years, one each as President-Elect, President, and Past-President. The Secretary and Treasurer shall each serve two years and be elected on alternate years. Two Directors shall be elected each year for a three-year term. Except for the offices of Secretary and Treasurer, no Executive Council Member may succeed himself in the same office. All officers, except the President, shall take office on the first day of the calendar year following their election, and shall hold office for the specified term, or until a successor has been elected. The President shall take office at the conclusion of the Annual Business Meeting. The Society will then have two Past-Presidents until the new President-Elect takes office. All members of the Society are eligible for appointive office.

Section 3. Nominations for Office: Nominations shall be made by a Nominating Committee appointed by the President and approved by the Executive Council. **This committee shall consist of the President-Elect, the two most recently elected Directors, and at least two Regular Members who are not members of the Executive Council.** This committee shall present its report to the Executive Council for approval at the Council Meeting held in conjunction with the Annual Meeting.

Article VI, Section 3, sentence 2, proposed amendment:

**“This committee shall consist of the President-Elect, the two senior Directors, and at least two Regular Members who are not members of the Executive Council.”**

This committee shall present its nominations at the Annual Business Meeting. At least one candidate shall be presented for each office open for election. The Committee shall ascertain that each prospective nominee will serve if elected. Additional nominations for any elected office will be accepted and placed on the ballot from the general membership at the Annual Business Meeting (see Article IV, Section 1.) All nominations from the floor shall require three seconding affirmations.

Section 4. Election for Office: An official ballot shall be prepared by the Secretary containing the selections for each office, and including write-in space for each office. **A copy shall be mailed to each Voting Member of the Society not later than November first of each year.**

Article VI, Section 4, sentence 2, proposed amendment:

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“A copy shall be made available electronically or by mail to each Voting Member of the Society not later than November first of each year.”

The marked ballots shall be returned in an outer envelope with the printed name and signature of the MAS voter not later than December first. The President shall appoint two Members as tellers to count the ballots, at least one of which is not an officer of the Society. The candidate receiving the largest number of votes is elected.

Article VI, Section 4, sentence 3, proposed amendment:

“The voting shall be conducted as outlined in Article III, Section 7, and shall be performed by the Voting Member no later than 5 pm PST on December first.”

Article VI, Section 4, sentence 4, proposed amendment:

“The President shall appoint two Members to confirm the validity of the ballots, at least one of which is not an officer of the Society.”

Section 5. Appointed Officers: The President, with the approval of the Executive Council by plurality vote from the members present at any Regular Council Meeting, can appoint additional officers to transact the Society's business. Appointed officers serve a four year term subject to a yearly review by the President. Appointed officers may serve more than one term in a particular office subject to the President's request, approval by vote (plurality) of the Executive Council, and consent of the individuals. Appointed officers hold budgeted positions and can be salaried.

Article VI, Section 5, sentence 3, proposed amendment:

“The President, with the approval of the Executive Council by plurality (i.e., greatest number) vote from the members present at any Regular Council Meeting, can appoint additional officers to transact the Society's business.”

Section 6. Indemnification: All Officers and Directors as defined in Article V, Appointed Officers as defined in Article VI, Chairmen of duly appointed Committees under Article VII or employees of the Microbeam Analysis Society, Inc. shall be indemnified by the Society against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be made a part, or in which he may be involved, by reason of his being or having been a member of the Executive Council, officer or employee of the Society, or any settlement thereof, whether or not he is a member of the Executive Council, or employee at the time such expenses are incurred, except in such cases where-in the member of the Executive Council, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other to which such member of the Executive Council, officer, or employee may be entitled.

## **ARTICLE VII**

### **Committees**

Section 1. Composition: The Executive Council shall appoint from its own members or the general membership of the Society such Committees as it considers necessary or helpful in managing the affairs of the Society, and may authorize and empower such Committees to discharge the function or functions assigned to it by the Executive Council. The Executive Council may also invite individuals not currently members of the Society to serve on committees charged with determining the scientific programs of the Annual or other Meetings of the Society. The number of such individuals shall not exceed one-third of the total membership of the Committee, nor shall any of these individuals serve as Chairman of the Committee.

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Section 2. Term of Appointment: Each Committee authorized by the Executive Council shall be composed of individuals who shall be given a specific term of office not to exceed three years. Individuals may be reappointed to the same position at the expiration of their term of office. Subsequent modification of a term of office by the Executive Council will require a two-thirds majority of the members present and voting.

**ARTICLE VIII**  
**Affiliation**

Subject to the ratification by the membership at the Annual Business Meeting, the Executive Council shall have the power to establish or disestablish affiliations with various groups sharing common interests with the Society. It may, if required, also appoint at appropriate times representatives to these groups. Their terms of office shall be designated by the Executive Council within guidelines set by individual organizations.

**ARTICLE IX**  
**Amendments**

Comment: Article IX provides three ways that the Bylaws can be suspended or amended.

Part (a) is the normal procedure for handling proposed amendments.

Part (b) has not been used to our knowledge but provides for member-level authorship of Bylaws amendments.

Part (c) is a provision to suspend the Bylaws (usually temporarily and during a meeting) in order to conduct an order of business that would require a suspension.

The Bylaws of the Society may be suspended or amended as follows:

- (a) An amendment may be recommended by a two-thirds vote of the Executive Council present and voting. **The proposed amendment must be presented at the Business meeting and later Voting Members of the Society by secret mail ballot. Passage requires a simple majority of the ballots returned.**

Article IX, Part (a), sentences 2 and 3, proposed amendments:

**“The proposed amendment must be presented at the Business meeting for discussion, and later presented to the Voting Members of the Society for approval by voting as outlined in Article III, Section 7. Passage requires a simple majority of the ballots cast.”**

- (b) **A petition for amendments signed by 5% of the Voting Membership which fails to receive recommendation by a simple majority of the Executive Council present and voting must be discussed at the next Annual Business Meeting and then presented to the Voting Membership for vote by secret mail ballot. The sponsor of the petition shall have the privilege of preparing a statement for the ballot, and the Executive Council shall prepare a rebuttal. A two-thirds majority of the Members voting is required for passage.**

Article IX, Part (b), sentence 1, expanded and rewritten to two sentences, and sentence 2 typo correction of “shall have he privilege” to “shall have the privilege”:

**“A petition for amendments signed by 5% of the Voting Membership that receives recommendation by a simple majority of the Executive Council present and voting is treated as outlined in Article IX,**

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Part (a). A petition for amendments signed by 5% of the Voting Membership that fails to receive recommendation by a simple majority of the Executive Council present and voting must be discussed at the next Annual Business Meeting and then presented to the Voting Membership for vote as outlined in Article III, Section 7. The sponsor of the petition shall have the privilege of preparing a statement for the ballot, and the Executive Council shall prepare a rebuttal.”

(c) A suspension recommended by a two-thirds vote of the Executive Council present and voting requires for passage a simple majority of the Members voting at any Annual Business Meeting or by secret ballot.

Article IX, Part (c), sentence 1, proposed amendments:

“A suspension recommended by a two-thirds vote of the Executive Council present and voting requires for passage a simple majority of the Members voting at any Annual Business Meeting or as outlined in Article III, Section 7.”

**ARTICLE X**  
**Dissolution of the Society**

In the event of either voluntary or involuntary dissolution of the Society, the funds or assets of the Society remaining after discharging all just debts of its officers in the name of the Society shall be distributed without encumbrance to a nonprofit group, organization, or institution of learning within the contemplation of Section 180 (c)(2) of the Internal Revenue Code (1954). The selection of the recipient or recipients shall be made by the Executive Council in office at the time of dissolution, but in no event shall the assets be distributed to any Member or employee of the Society.