

CHESAPEAKE MICROSCOPY AND MICROANALYSIS BYLAWS, 12/19/2018

Article I NAME AND INCORPORATION

This society shall be known as the Chesapeake Microscopy and Microanalysis Society.

Article II PURPOSE

The principal aim of this Society shall be to serve as an educational, scientific, non-profit, and non-political organization to increase and disseminate knowledge pertaining to the fine structure and properties of matter and to the instruments and methods by which this knowledge is obtained.

Article III USE OF FUNDS

This Association shall use its funds only to accomplish the objects and purposes specified in Article II and the society bylaws. No part of said funds shall inure, or be distributed, to the members of this Association. In the event of dissolution of the Society, the Board of Directors shall dispose of all assets to one or more regularly organized charitable organizations to be selected by the Board of Directors with no benefit accruing to any member.

Article IV MEMBERSHIP

Section 1. Eligibility. Any person interested in the aims of the Society shall be eligible for membership in the Society.

Section 2. Applications for membership. An applicant shall be elected to membership by majority vote of the members of the Board of Directors present and voting at a regular or special meeting of the Board of Directors.

Section 3. Member Right. The right to vote in elections and to hold office in the Society shall be restricted to and vested in members of the Society.

Section 4. Classes of Members.

- a. Regular membership, who may hold office;
- b. Student membership, defined as current bona-fide, full time students;
- c. Honorary Members, recognized for outstanding service to CMMS;
- d. Retired Members, defined as retired from full-time employment

Section 5. Termination. Membership in the Society may be terminated at any time by a two-thirds majority vote of the members of the Board of Directors present and voting. Failure to pay dues will be deemed sufficient cause for termination of membership. Membership will be automatically reinstated when dues are made current.

Section 6. Dues. The annual dues of the Society shall be determined by the Board of Directors and ratified by a majority vote of the members present and voting at the next succeeding general meeting of the Society.

Section 7. Membership Term. Membership shall run for one calendar year from January 1st to December 31st. Membership due shall become payable on January 1st of each year.

Article V MEETINGS OF THE SOCIETY

Section 1. Meetings of the Society shall be held at least once per calendar year. Additional Technical Meetings are recommended, at such times and places as shall be designated by the Board of Directors. Other Special Meetings may be called by the Board of Directors or upon written application of five or more Members, who state the purpose of the Special Meeting.

Section 2. The Board of Directors shall determine the time and place of Meetings, and shall notify the Membership thereof, by mail or email, at least 10 business days in advance of each Meeting.

Section 3. Society business shall be transacted at the Annual Business Meeting or in conjunction with Technical Meetings, in the presence of a quorum, by majority vote of Members present, unless otherwise provided in these Bylaws. Ten percent of the Members shall constitute a quorum. The Order of Business at the Annual Business Meeting shall be: A. Reading of the Minutes of the preceding Meeting. B. Report of the President. C. Report of the Treasurer. D. Reports of Committees. E. Other Business, including election of officers.

Article VI BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of the six elected Officers: The President, President-Elect, Secretary, Treasurer, Communication Officer, Outreach Officer. Immediate Past-President will serve as advisory board member and only cast vote when there is a tie or dispute among the present board members.

Section 2. Powers. The management of the affairs and assets of the Society except as otherwise provided in these Bylaws, shall be vested in the Board of Directors.

Section 3. Meetings. The Board of Directors shall meet at least once in each calendar year. Time and place shall be determined by The Board of Directors, or by call of the President; or by call of the Secretary upon written application of three or more members of the Board, who shall state the purpose of the Meeting applied for. The Secretary shall notify the Board of Directors at least one week before each meeting.

Section 4. Quorum. Business shall be transacted at the Board meetings, in the presence of a quorum, by majority vote of Board Members present, unless otherwise provided in these Bylaws. Three Board Members shall constitute a quorum.

Section 5. Terms of Office. The person elected to the post of President-Elect shall serve three years, one each as President-Elect, President and Past-President. Other officers shall each serve two years. No person may hold the same elected Office for more than two consecutive terms. Board of Directors who have completed his/her term of offices can be elected to different offices or be re-elected to the same office after two years (one term). Terms of Office shall begin at the conclusion of the Election.

Section 6. Vacancy. In the event any Office becomes vacant, the Board of Directors shall, at its next Meeting, elect an Officer to fill the vacancy until the next Annual Business Meeting, at which time the Society Membership shall elect an officer to serve the remaining part (if any) of the vacated term. The officers shall constitute the Board of Directors. If any member of the Board of Directors is absent from three consecutive Board of Directors meetings, the remaining members of the Board of Directors shall have the option of appointing a successor.

Section 7. Duties of Officers

In addition to the duties commonly incident to office,

- The President shall serve, ex officio, on all Committees except the Nomination Committee, The President shall conduct the business of the Society between Board of Directors meetings. The President shall represent the Society at the annual meeting of the Microscopy Society of America.
- The President-Elect shall assist the President and substitute for that office in the occurrence of an absence.
- The Treasurer shall be custodian of the Society funds and shall account for them in accordance with accepted business practice. The Treasurer shall be responsible for the paying of the debts of the society; and the Treasurer's signature shall be authorized by the society as its legal financial representative. The Treasurer's records shall be examined annually by the President and another member of the Board of Directors. A written report of the internal audit shall be presented to the Board of Directors and the membership at the meeting following the audit.
- The Secretary shall keep the records of the Society, the roll of members, and minutes of each meeting of the Society and the Board of Directors, and shall inform the membership of regular and special meetings of the Society.
- The communication officer shall be responsible for the Society webpage, digital communication, social media communication with Society Membership
- The Outreach officer shall be responsible for the liaison with the Society Membership and serve as a communication bridge between the Memberships and the Board of Directors
- The Immediate Past President - shall assist the President and Board of Directors Committees.

Article VII ELECTIONS

In November, the Immediate Past-President, the President Elect, and the Secretary shall form a nominating committee. The Secretary shall Chair the Nominating Committee. The Nominating Committee shall nominate two candidates for each officer position becoming vacant that year. In preparing the slate of nominees, due consideration will be given to the geographical area and

fields of interest represented by the membership of the Society and to the nominees' previous participation in the Society's affairs. The Nominating Committee should ascertain the willingness of each nominee to serve if elected. The report of the Nominating Committee shall be announced to the regular membership by December 1st. Additional nominations may be initiated by the membership by a petition to the Secretary signed by a minimum of three regular members. Such petitions must be received by the Secretary by December 10th.

Ballots shall be emailed to the regular members no later than December 15th and shall be accepted by the Secretary until January 15. The Secretary shall count the ballots and announce the results by email out to the membership.

The candidate receiving the largest number of votes for each office shall be elected. There shall be no runoffs. In the event of a tie vote, the outgoing officers and the Nominating Committee shall decide the new officer. The new officers shall assume their duties at the conclusion of the election at which their election is announced.

Article VIII AFFILIATION

The Society may affiliate with other societies having similar aims upon the recommendation of the Board of Directors and ratification by a majority of the general membership present and voting.

Article IX FISCAL YEAR

The Fiscal Year of the Association shall end on December 31st.

Article X AMENDMENTS

Amendments to these Bylaws shall be proposed in writing to the Secretary of the Board of Directors, who shall submit them in writing to the general membership at least 10 days before the first general meeting at which they are to be considered. The membership shall discuss the proposed amendment(s) and shall vote upon their disposition at the meeting. If the proposals are to be acted on by email ballot, the Secretary shall email the proposals and ballots to the Society Membership no later than two weeks after he/she receives them, and shall close the balloting thirty days after they are mailed. In either case, a two-thirds majority of those voting is required for passage; providing, however, in the case of an email ballot, that the number of ballots received is at least equal to a quorum, else the proposals will have failed. No proposed amendment may be voted on more than once in a single year. Amendments shall be considered in force when ratified by a majority vote of the members of the Society present and voting.