



INTERNATIONAL BYLAWS

THE SOCIETY FOR THE ADVANCEMENT OF MATERIAL AND PROCESS ENGINEERING

AS AMENDED THROUGH OCTOBER 25, 1995

AS APPROVED IN NOVEMBER 1997

Changes include the following, approved at the fall 1997 BOD Meeting: major restructure, deletion of “junior” and “senior” titles, modification of committee structure, addition of affiliates, modification of quorum from two-thirds to one-half.

AS APPROVED IN NOVEMBER 1998

Adds the Operating Reserve
Includes the addition of a “Retired” membership category at half price

AS APPROVED IN MAY 2000

Clarifies the method for calculating a quorum
Adds the ability to have regional offices

AS APPROVED IN MAY 2001

Deletes the requirement for the Treasurer to reside in the greater Los Angeles area; adds an alternative process for nominating an Honorary Senior member; adds a process for re-establishing the interest of an Honorary Senior Member in continuing to receive member benefits; adds a process for the voluntary surrender of a chapter charter; adds voting privileges to the responsibilities of the Regional Vice Presidents.

AS APPROVED IN NOVEMBER 2001

Adds the category of “Dormant” for those committees that have documented functioning, set aside for education is a minimum of \$2

AS APPROVED IN NOVEMBER 2002

Changes the requirement for two Board of Directors meetings per year to “at least” one Board of Directors meeting per year; removes language governing selection process for an Honorary Senior Member, as the selection process has been implemented in a new IPP.

AS APPROVED IN OCTOBER 2005

Adds the option for the IBO to disburse funds electronically
Designates as Past Presidents those Regional Vice Presidents that have completed their terms on the Executive Cabinet, and includes them on the Past Presidents committee

AS APPROVED IN MAY 2006

Changes the composition of the BOD as follows: restricts Past President votes to Trustees only; increases Chapter Directors in proportion to the size of the chapter, with 2 Directors for a membership less than 100, 3 Directors for a membership between 100 and 200, and 4 Directors when the membership exceeds 200
Increases the proxies an individual can hold from 2 to 3, and increases the proxies a chapter may hold from 4 to 6

AS APPROVED IN NOVEMBER 2006

Adjusts the language to be gender neutral

AS APPROVED IN OCTOBER 2007

Changes the composition of the Executive Cabinet and the International Officers Nominating Committee to eliminate the position of Senior Vice President effective 1 July 2008

AS APPROVED IN OCTOBER 2009

Changes to wording for gender neutrality, punctuation and grammar; and addition of electronic voting, addition of a sponsoring committee composed of SAMPE members to petition for sponsorship of a Symposium or an International Technical Conference, and the requirement for preparation and public availability of the minutes of the Board of Directors Meeting

ARTICLE I—ORGANIZATION

Section 1: Composition

The Society for the Advancement of Material and Process Engineering, a corporation hereinafter called the Society, shall be composed of individuals, hereafter called members, organized into groups of persons, hereinafter called chapters, which have been duly chartered in accordance with the provisions of the Society's Articles of Incorporation and these Bylaws. In addition, an affiliation with the Society, which is within the scope of its Articles of Incorporation, may be granted to such persons and/or organizations as provided for in these Bylaws.

The governance of the Society shall be as described in these Bylaws. The primary governing body shall be the Board of Directors.

Section 2: Chapters

A. Chartering of Chapters

Society chapters may be organized and chartered in any region of sufficient professional activity to assure stability, in accordance with the provisions of the Society's Articles of Incorporation and these Bylaws, and upon such other terms as the Board of Directors may establish.

1. Application—A prospective chapter may apply to the Society for the granting of a charter by submitting to the International Secretary a petition therefore, such petition to be duly signed by not less than twenty persons eligible for membership in such chapter.
2. Charter—Upon the approval of a petition for charter of a prospective chapter by the Board of Directors, there shall be issued to such chapter a charter of the Society signed by the International President and International Secretary, under the seal of the Society, provided, however, that said chapter shall have:
 - a. Adopted Bylaws satisfactory to the Society's Board of Directors and not inconsistent with the Articles of Incorporation and the Bylaws of the Society;
 - b. Accepted, ratified and agreed to be bound in all things not contrary to law by the Articles of Incorporation and the Bylaws of the Society and amendments thereto, and SAMPE International Bylaws;
 - c. Elected officers, appointed committees and completed chapter organization as provided in said chapter's Bylaws;
 - d. Informed the International Secretary that said chapter's officers, committees and members have been instructed in their duties, privileges and rights by a representative of the Society;
 - e. Informed the International Secretary that said chapter has held not less than six regular open meetings as an organized body;

- f. Paid to the Society any charter fee and prorated annual per-capita fees as may hereinafter be required;
- g. Informed the International Secretary that said chapter has complied with any other requirements as may have been established by the Society's Board of Directors; and
- h. Petitioned for and been granted the ability to have affiliates, if affiliates are necessary to meet chartering requirements.

B. Chapter Meetings

Unless travel conditions prohibit, each chapter shall hold not less than six regular meetings per year. Any reduced number of meetings per year must be incorporated into the chapter Bylaws for approval by the Board of Directors. All regular meetings shall be open to all members, prospective members and guests of members, unless the subject matter is classified or of a restricted nature. Under these conditions, only those members who satisfy the criteria for attendance shall be admitted.

C. Discipline of Chapters

Any chapter which fails to comply with the Articles of Incorporation and the Bylaws of the Society may have its charter and membership therein suspended or revoked, or may be otherwise disciplined by Resolution of the Board of Directors, provided, however, that a hearing shall be held and that a copy of the charges with a notice of such hearing thereon shall have been sent by registered mail to the address of record of said Chapter and a letter sent to each member of record of the Chapter, not less than sixty days prior to the date of said hearing. Voting rights of the chapter so charged shall be suspended during such hearing, and an affirmative vote of three-fourths of the remaining votes cast, a quorum voting, shall be required for such resolution.

Some specific conditions of non-compliance which may serve as the basis for a disciplinary hearing are: (1) gross violation of any International Policy Memorandum (IPM) or International Policy and Procedure (IPP), (2) failure to submit to SAMPE's International Finance Committee an annual chapter income statement for a two year period, (3) failure to elect and submit a slate of officers to the IBO for two consecutive years, and (4) failure to hold chapter meetings for two consecutive years.

D. Surrender of Chapter Charter

Any chapter which, for any cause, shall cease to be a member of the Society, shall relinquish the combination of letters of the word SAMPE in its chapter name and shall surrender its charter, and shall not thereafter use the name or the emblem or the insignia of the Society in any manner whatsoever.

E. Voluntary Surrender of Chapter Charter

If initiated by a member or members of the chapter that it is the intention of the chapter to voluntarily surrender its charter, this intent is to be made in writing and submitted to the International Business Office. Thereafter, a letter of notification must be sent to all chapter members allowing the option to maintain the charter or to choose an alternate chapter with which to be affiliated. At least two chapter members must indicate a willingness to continue chapter activities and shall prepare and implement a plan for reactivation of the chapter. If surrendered, the action is complete when all funds, closing bank statements, the chapter charter and the letter of intent are received at the International Business Office and all members have been reassigned to another chapter.

F. Administrative Supremacy

The Articles of Incorporation and Bylaws and all other laws, rules and procedures of chartered chapters shall not contravene, and shall be subject to, the Articles of Incorporation and the Bylaws of the Society. In the event of a variance therewith, the Articles of Incorporation and the Bylaws of the Society shall supersede those of the chapter which shall be changed to comply therewith.

Section 3: Members

Upon application therefore, the Society shall admit all persons of good moral character to membership in the chapter, insofar as they are qualified under the provisions of these Bylaws. Any applicant for membership who has failed to qualify may not reapply for membership within six months from the date of his/her rejected application. There shall be no membership restrictions based on race, creed, color, sex, citizenship, or country of origin.

A. Membership Requirements

1. A prospective member shall, at the time of application:
 - a. Be engaged in material or process activities of transportation (air, ground, water), missile (booster rocket, space vehicle), propulsion (solid, liquid, gas, ion, nuclear), electronics (macro, micro, molecular), life sciences, space sciences, hydrospace management, or related industries, or advanced science and technology; or
 - b. Be a person, who by virtue of background and present work stays current with developments in these fields; or
 - c. Be capable of contributing to the knowledge and advancement of the Society.
2. A prospective member shall meet one of the following requirements for membership:
 - a. Professional Member

A professional member shall be required to be a person who is an engineer or scientist or other with professional responsibility in the subject field of professional participation in the research, development, application or sales of materials and/or process technology.

 - i. An engineer, scientist, or other person who has been granted a degree of Bachelor level and/or a person who has been gainfully employed for not less than five years in the performance of duties that pertain to a person who is registered as an engineer or scientist under state law.
 - ii. Any person who was admitted to membership with full voting privileges and the right to hold office in a chapter prior to 1 July 1966 shall possess permanent eligibility for Professional Member classification.
 - b. Affiliate
 - i. An affiliate shall be a person who meets the requirements of any other type of membership, but whose region has been granted, in writing by the Executive Cabinet, the ability to have affiliates. The maximum number of affiliates in a single group is designated by the Executive Cabinet.
 - ii. An affiliate is one of a group of between 5 and 15 persons in any combination of the other types of membership from a region, who, together, submit a single membership fee with all membership information from each affiliate in the group. One member of the group is designated as the contact person.

c. Associate Member

An associate member shall be required to be a person who is engaged in professional efforts that are directed toward the growth of materials and/or process technology, or shall be a member who meets professional stature, with the exception of the minimum two-year requirement.

d. Student Member

A student member shall, at the time of application, be a registered student working toward a degree in a materials or process related field, including all engineering and science disciplines.

e. Other Types of Members

- i. Sustaining Member—This category shall consist of those organizations and/or persons that contribute financial assistance to furthering the educational objectives of the Society as they are stated in the Articles of Incorporation of the Society. Membership in this category shall automatically terminate at the expiration of each fiscal year. By virtue of such contribution, each Sustaining Member shall be issued a certificate certifying this status and an individual (designated by the Sustaining Member) will be granted status of professional member.
- ii. Honorary Senior Member—This category consists of those members that have retired from active professional efforts, who have been members in good standing for the previous five years and for whom a petition is submitted and approved as described in an International Policy and Practice.
- iii. George Lubin Award Membership—By resolution at a meeting of the Board of Directors, any person who has meritoriously fostered the advancement of material and/or process technology, or enhanced the attainment of the Society's objectives may be conferred with the SAMPE George Lubin Memorial Award, which shall be bestowed at a special ceremony therefore; such member shall be a member-at-large of all chapters and shall be entitled to be an honorary life member, with all rights and privileges of a Professional Member in the chapter within which he/she chooses to be affiliated.
- iv. Retiree Membership—Any member who has been a member for the previous 10 consecutive years and has retired from all active professional efforts (e.g., consulting, marketing, etc.) may request retiree membership. This membership retains all privileges of a Professional Member in the chapter within which he/she chooses to be affiliated.

B. Members Rights, Privileges, and Restrictions

Subject to the limitations imposed by the provision of the Articles of Incorporation and these Bylaws, all members in good standing shall have such rights and privileges as may be expressed or implied in their chapter's Bylaws and which shall be governed by the following:

1. Members shall have the right to attend all non-technical meetings of the Society, its Board of Directors, its chapters and their committees. They shall also have the right to attend technical meetings unless the subject matter is classified or of a restricted nature. Under this latter condition, only those members who satisfy the criteria for attendance shall be admitted.
2. With the exception of Student Members of a professional chapter, each member shall have the right to vote on all matters of chapter business in the chapter with which he/she is affiliated.

3. With the exception of Student Members of a professional chapter, each member shall have the right to be elected or appointed to any office in the Chapter with which he/she is affiliated, provided, however, that only Professional Members shall have the right to hold the chapter offices of chair, vice-chair or international director.
4. Each member shall have the privilege of transferring membership in any classification held in any chartered chapter to membership in the same classification in any other chapter, without penalty. From the date of admission to membership therein, the member shall be entitled to have credited in the chapter to which he/she has transferred any unused dues that he/she has previously paid in behalf of the chapter from which he/she has transferred. Immediately upon notification of such transfer, the relinquishing chapter shall remit to the chapter accepting such member the amount of such unused dues that are found to be credited to said member. Neither a transfer fee nor initiation fee shall be charged upon acceptance of membership by transfer.
5. Student members shall not have the right to hold any international office, nor to hold any chapter office, provided, however, that if they are otherwise duly qualified, they shall be eligible for election or appointment to any committee and to the chairship thereof.
6. Affiliates shall have all of the rights and privileges of the membership category to which they are entitled (professional, associate, student, etc), except the following:
 - a. Affiliates are not allowed to hold a position that votes on the Board of Directors, including chapter director or international officer.
 - b. Affiliates receive only one SAMPE Journal per group, which is sent to the contact person to share with other members of his/her group.

C. Limitation of Membership

No person shall be eligible for membership in a chapter who holds membership other than Honorary in any other chapter of the Society. Any member of any chapter shall have the right to resign; membership shall cease as of the date of resignation acceptance.

1. Discipline of Members—Any member who fails to comply with the Society's Articles of Incorporation and Bylaws, or who fails to comply with the bylaws of the chapter in which he/she holds membership, may have his/her membership suspended or revoked, or may be otherwise disciplined by resolution of the governing body of said chapter, provided, however, that a hearing shall be held and that a copy of the charges with a notice of such hearing thereon shall have been sent by registered mail to the address of record of said member not less than thirty days prior to the date of said hearing. Voting rights of the member so charged shall be suspended during such hearing and an affirmative vote of three-fourths of the remaining votes cast, a quorum voting, shall be required for such resolution. A copy of such resolution shall be sent to the International Business Office and to the said member immediately upon adoption.
2. Surrender of Membership—Any person who shall, for any cause, cease to be a member of a chartered chapter shall, by virtue of such act, relinquish all affiliation with the Society and shall surrender all rights and privileges that appertain thereto.

Section 4: Other Organizational Bodies

- A. Board of Directors—The Board of Directors is the policy-governing body of SAMPE, and every chapter elects or appoints members to serve on this board. The Executive Cabinet and Trustees of the Society also are members of this board.
- B. Executive Cabinet—The Executive Cabinet is the principal group responsible for the implementation of the policies of the Society. These members are elected by the Board of Directors.
- C. Committees—A variety of committees exist to pursue the objectives of the Society. These members are appointed to their positions.
- D. International Business Office—The International Business Office is the principal entity for the day-to-day implementation of all ongoing activities and is comprised of employees of the Society who are not required to be members of the Society. Some functions of the business office may, by mutual agreement between the Executive Cabinet and the Chapter Executive body, be carried out by a chapter. When such an agreement is reached, each party's roles and responsibilities shall be documented and reported to the Board of Directors.

The International Business Office of the Society, which shall be the principal office for the transaction of the business of the Society, shall be located in the County of Los Angeles in the State of California.

ARTICLE II—CONDUCT OF BUSINESS

Section 1: Selection of Participants

A. Chapter Officers

1. **Titles:** The officers of each chapter shall be known as, and shall consist of, a chair, not less than one vice-chair, a secretary, a treasurer, and two to four international directors as specified below.

The number of international directors in a chapter will be based on the chapter membership. Chapters with less than 100 members will have two (2) directors, chapters with 100 to 200 members will have three (3) directors, and chapters with greater than 200 members will have four (4) directors.
2. **Election of Officers:** With the exception of the directors and the immediate past chair, if he/she be an officer, each chapter shall elect its officers annually from the membership of the chapter; election of officers shall be governed by applicable chapter bylaws and shall be conducted prior to the first day of June of each year.
3. **Eligibility:** Each chapter shall elect to the office of international director only such person who is a Professional member in good standing therein, and who has held Professional membership in the Society for not less than two consecutive years; provided, however, that this requirement shall be waived during the first three years from the date of charter of the chapter so electing.
4. **Term of Office:** With the exception of the international directors, each chapter officer shall normally serve for a one-year term of office, which shall commence on the first day of July subsequent to his/her election.
 - a. Each international director shall be elected for a two-year term of office which shall commence on the first day of July subsequent to his/her election thereto. One or two directors will be elected each year, to comply with this requirement.
 - b. Immediately upon receipt of its charter, each newly-formed chapter shall proceed to elect director(s) for the unexpired duration of the aforesaid two-year term of office and it shall also proceed to elect director(s) for a term of office which will expire the next July 1.
5. **Notification:** The results of each chapter election, with a list of officers-elect, officers who remain incumbent and officers whose terms of office are expiring shall be submitted to the International Business Office prior to the tenth day of June in the year of such election. The International Business Office shall be notified of the name and the title of each officer duly selected to fill a vacancy in any chapter office and of the name of such officer's predecessor, not later than ten days after such election.

B. Executive Cabinet

1. **Titles—**The officers of the Society shall be the President, Executive Vice-President, Vice-President, International Treasurer, International Secretary, Immediate Past President, and Vice-Presidents representing geographic regions or areas of the world outside of the North American continent.

These officers shall constitute the International Executive Cabinet, which shall be charged with the responsibility for conducting the business and affairs of the International organization within the framework of policy established by the Board of Directors.

2. Selection

- a. Time of Election: Elections of International Officers shall be conducted prior to the first day of June in each year by vote of the Board of Directors.
- b. Nominations: The slate of nominees presented to the Board by the International Officers Nominating Committee shall be guided by the following:
 - i. The incumbent Executive Vice-President shall automatically be nominated for President.
 - ii. The Vice-President shall automatically be nominated for Executive Vice-President.
 - iii. Normally two individuals shall be nominated for each of the other elected offices: viz., Vice-President, International Secretary and International Treasurer.
 - iv. Additional nominations may be presented from the floor for all offices.
- c. Qualification Requirements and Restrictions: No person shall be eligible for election to any of the offices of the Society or Regional Vice-President unless he/she shall be qualified in accordance with the following requirements and restrictions:
 - i. Each candidate for election to each such office shall have been, for not less than one year immediately preceding his/her candidacy, a Professional Member in good standing in a chapter or chapters of the Society.
 - ii. Each candidate for election to each such office shall be an International Director, or shall have successfully completed a term of office as an International Director, or have the endorsement of the chapter to which he/she belongs.
 - iii. No person shall simultaneously be a candidate for election to more than one office of the Society.
 - iv. Not more than two persons who hold membership in the same chapter shall be eligible for simultaneous tenure as officers of the Society.
 - v. Each candidate nominated as Regional Vice-President shall be a member of a chapter within the region which he/she represents.
 - vi. A single candidate for Regional Vice-President shall be nominated in an election by the Chair of the chapter(s) or clubs of the region that the candidate represents.
- d. Terms of Office: All duly elected officers shall assume the duties and powers of their respective offices on the first day of July subsequent to the elections, and they shall normally serve for a period of one year and until their successors are elected and installed into office. All officers-in-elect shall be installed into their respective offices during a suitable ceremony held therefore, either during the aforesaid meeting of the Board of Directors or during the ceremonial portion of an International SAMPE Symposium and Exhibition, held coincident therewith.

- e. Vacancies: A vacancy in any office of the Society shall be created by resignation therefrom and it shall commence at the time such resignation is accepted by the Board of Directors; in addition, a vacancy shall exist in any office from which an officer has demised or from which an officer has been removed in the manner hereinafter prescribed.
 - i. Removal: Any officer may, for good cause and after a hearing thereon, be removed from office by vote of two-thirds of all the remaining members of the Board of Directors of the Society provided, however, that not less than thirty days prior to the hearing thereon, a notice of such hearing shall have been sent by registered mail to his/her address of record and which contains a copy of the charges and which advises of the time and place of such hearing. The time and place and the manner of conducting such hearing shall be fixed by the President, except where he/she is the party charged and, in such an event, the Immediate Past President shall so act. Removal pursuant to this procedure shall become effective immediately upon the affirmative voting thereof, and a copy of the minutes of such hearing shall be sent to the Chair of each chapter and to each member of the Board of Directors, not later than thirty days after the aforesaid effectivity.
 - ii. Filling of vacancies: A vacancy in any office shall be filled in the respective manner hereinafter specified.
 - a) A vacancy in the office of President shall be filled by the Executive Vice President, who shall automatically become the President and who shall be deemed to have tendered his/her resignation from the office of Executive Vice-President. Upon creation of the vacancy in the office of Executive Vice-President, the Vice-President shall automatically become Executive Vice-President. Each shall serve for the duration of the balance of the term of his/her predecessor.
 - b) A vacancy in the office of Vice-President shall be filled within ninety days from the creation of such vacancy by a majority vote of the Board of Directors in a special election called therefrom by the President provided, however, that all candidates for such election have been duly qualified in accordance with the qualification requirements and restrictions that pertain thereto. The officer so elected shall normally serve for the duration of the balance of the term of his/her predecessor. In the event that vacancies occur simultaneously in the offices of President, Executive Vice-President, or Vice-President the Immediate Past President shall assume the office of President and cause a special election by the Board of Directors to be held, within ninety days, to fill those vacancies. The officers so elected shall serve for the duration of the balance of the term of the predecessors.
 - c) Subject to the approval thereof by the Board of Directors, a vacancy in the office of International Secretary or International Treasurer shall be filled, within ninety days from the creation of such vacancy, by the appointment by the President of a new International Secretary or a new International Treasurer as the circumstances may require; provided, however, that all candidates for such appointment shall have been duly qualified in accordance with the qualification requirements and restrictions that pertain thereto. Each officer so appointed shall normally serve for the duration of the balance of the term of his/her predecessor.
 - d) The International Business Office shall notify the chair of each chapter and the chair of each standing committee, not later than thirty days after the filling of any such vacancy, of the name and the title of each officer duly selected to fill a vacancy and of the name of such officer's predecessor.

- e) A vacancy in the office of Regional Vice-President shall be filled within ninety days from the creation of such vacancy by a majority vote of the chapter chairs in the region which he/she represents; provided, however, that all candidates for such election have been duly qualified in accordance with the qualification requirements and restrictions that pertain thereto. The officer so elected shall normally serve for the duration of the balance of the term of his/her predecessor.

C. Board of Directors

1. Titles: The members of the Board of Directors always have a title that entitles them to participation in the business of the Society.
2. Selection: The members of the Board of Directors are selected from the membership based on the title that allows them participation; e.g. President, Director, etc.
 - a. Executive Cabinet—The Executive Cabinet is elected as described in these Bylaws
 - b. Chapter Directors—Directors are elected as described in these Bylaws and the Bylaws of the electing chapter.
 - c. Trustees—Trustees are Past Presidents who, by letter of intent to the International President at the beginning of the SAMPE fiscal year indicate they will serve as Trustees, and who have attended at least three (3) of the preceding five (5) Board of Directors meetings of the Society. (Past Presidents are those persons that were elected to the Presidency of the Society and have completed their term, as well as Regional Vice-Presidents that have completed their terms on the Executive Cabinet.)

D. Committee Chairs

1. Titles—The committee chair typically has the title of Chair of the committee regardless of whether the committee is a Standing Committee, as described in these Bylaws or by International Policy Memoranda or International Policies and Practices, or whether it is an ad-hoc committee. One exception is the Parliamentarian.
2. Selection—Committee chairs are typically selected from the membership of the Society and are requested to serve by an Officer of the Society. These chairs, in turn, select the members of their committees.

Section 2: Duties, Powers and Responsibilities

A. Chapter Officers

Chapter officers shall have such powers and shall perform such duties as may be specified or implied in the bylaws of that chapter in which they hold office provided, however, that each international director shall also participate on behalf of such chapter in the transaction of business by the Society's Board of Directors.

B. Executive Cabinet

1. *President:* Under the direction and supervision of the Board of Directors of the Society, the President shall be the principal executive officer of the Society and the chair of the International Executive Cabinet. The President shall preside at all meetings of the Society and its Board of Directors. The President shall promote the attainment of the objectives of the Society and shall direct and supervise the authority to authorize expenditures to further the aims of the Society, providing he/she receives prior approval from the International Executive Cabinet. An accounting of such expenditures shall be presented to the Board of Directors as part of the International Treasurer's report. Upon assuming the duties of the office, the President shall appoint committees of the Society and shall perform such other duties as may be assigned by the Board of Directors.
2. *Executive Vice-President:* The Executive Vice-President shall be the second executive officer of the Society. The Executive Vice-President shall coordinate the activities of all special and standing committees of the Society, or of those committees as may be specified or implied by these Bylaws or as may be assigned by the President or by the Board of Directors. In the event of the President's absence or inability to serve, the Executive Vice-President shall have the powers and shall perform the duties of the President.
3. *Vice-President:* The Vice-President shall be the third executive officer of the Society. The Vice-President shall coordinate the activities of all special and standing committees of the Society, or of those committees as may be specified by the President and/or the Board of Directors, and shall perform such other duties as may be specified or implied in these Bylaws, or as may be assigned by the President and/or the Board of Directors. In the event of the Executive Vice-President's absence or inability to serve, the Vice-President shall have the powers and shall perform the duties of the Executive Vice President.
4. *Regional Vice-President of non-U.S. geographic region:* These Regional Vice-Presidents will represent the interests of those regions of which they are a member by attendance at and participation in such Executive Cabinet meetings as may be called during the year. They shall interface with the other executive officers of the Society regarding the activities of special and standing committees of the Society relating to the geographic region that they represent. They shall perform such other duties as may be specified or implied in the Bylaws, or as may be assigned by the President and/or the Board of Directors.

These Regional Vice-Presidents, by virtue of representation of specific regions or areas, shall not have the right and/or privileges of succession to the Presidency or, but shall be voting members of the Board of Directors and Executive Cabinet and entitled to all other rights and privileges of all other officers.

5. *International Treasurer:* The International Treasurer shall maintain the permanent financial records of the Society and shall be responsible for the safekeeping of the Society's funds. The International Treasurer shall report the financial status of the Society at each meeting of the Board of Directors. The International Treasurer shall give bond for the faithful discharge of his/her duties in such sum as the Board of Directors may require; the cost of such bond to be defrayed from the funds of the Society. Subject to the approval thereof by the Board of Directors, he/she shall disburse Society monies to pay all bills and other claims against the funds of the Society, and shall collect all dues, fees, assessments and other monies payable to the Society therefore. The International Treasurer shall assist the President and the Board of Directors in conducting the business of the Society and shall perform such duties as may be specified or implied in these Bylaws or as may be assigned by the President or by the Board of Directors. The International Treasurer shall be ex-officio, the Chair of the Finance Committee.

6. *International Secretary*: The International Secretary shall assist the President and the Board of Directors in conducting the business of the Society. The International Secretary shall coordinate the activities of all special or standing committees of the Society. The International Secretary shall maintain a permanent record of the proceedings of all meetings of the Society and of its Board of Directors. The International Secretary shall conduct and report upon all matters of correspondence pertaining to the affairs of the Society and shall maintain all records thereof. The International Secretary shall prepare and submit such reports and other documents as may be required by the President or by the Board of Directors, and shall perform such other duties as may be specified or implied in these Bylaws or as may be assigned by the President or by the Board of Directors.
7. *International Immediate Past President*: The International Immediate Past President shall be the chair of the Past Presidents Committee responsible for officers' election of the coming fiscal year.

C. Board of Directors

1. Powers: Subject to limitations of the Articles of Incorporation, of the Bylaws, and of law and subject to the duties of directors, as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Society shall be guided by the Board of Directors and said business shall be carried out by the International Executive Cabinet.
2. Duties: The duties of the Board of Directors shall be:
 - a. Election of officers of the international organization;
 - b. Approval and recall of chapter charters;
 - c. Approval of all Bylaws, International Policy Memoranda, and International Policies and Practices changes;
 - d. Establishment of policy and guidelines to the International Executive Cabinet in conducting the business of the Society;
 - e. Establishment of policy positions of the Society.

D. Committees

1. Eligibility—Subject to the restrictions herein, any member in good standing shall be eligible for membership in all committees, and upon appointment thereto, shall serve at the pleasure of the Board of Directors.

In addition to such duties as may from time to time be assigned, the respective duties and powers of each committee shall be as specified in the International Policy Manual and International Policies and Practices. Each committee shall report upon its activities to each regular meeting of the Board of Directors, and to the President, the Vice-Presidents, the Board of Directors, and the International Business Office, when called upon to do so.

2. Types of Committees

- a. Past Presidents Committee: Upon the full completion of his/her term or terms of office, each International President and Regional Vice President shall automatically become a member of a permanent committee to be known as the Past Presidents Committee; he/she shall remain permanently eligible for that membership during times as he/she participates as a member in the Society.
- b. International Officers Nominating Committee: This committee, chaired by the Immediate Past President, shall consist of the following:
 - i. The President;
 - ii. The Executive Vice-President, (the Vice-President is a substitute in the event the Executive Vice-President is unable to serve);
 - iii. The Immediate Past President, as chair;
 - iv. The previous Immediate Past President; and
 - v. A representative of the Past Presidents' Committee selected by the Past Presidents' Committee
- c. Other Committees:
 - i. Committees created by the International Policy Memoranda and International Policy and Practices shall have their chairs appointed by an Officer of the Society.
 - ii. Ad-hoc Committees may be created by an Officer of the Society or by the Board of Directors, as appropriate. Chairs shall be appointed by an Officer of the Society. Generally, an ad-hoc committee either dissolves following the completion of the purpose of the committee or, if it is incorporated into ongoing operations, an International Policy and Practice should be prepared to govern the committee.
 - iii. Dormant committees are those committees for which an International Policy Memoranda or International Policy and Practice exists that describes their function, but which currently are not operational.

Section 3: Meetings

A. Board of Directors

1. **Regular Meetings**—Regular meetings of the Board of Directors shall be held at least once during each year at a time and place specified by the President. Not less than thirty days prior to the date of each such meeting, the International Business Office shall send a notice, of the time and place of such meeting and of the matters of business to be introduced at such meeting, to the address of record of each standing committee and the chair of each chapter. When practicable, such regular meetings shall be scheduled concurrently or contiguously with a symposium or conference.
2. **Special Meetings**—Special meetings of the Board of Directors may be held when the President or Directors representing a majority of the member chapters of the board determines, but only after a thirty-day notice to all board members.
3. **Rules**—Unless otherwise indicated in these Bylaws, the latest revision of "Roberts Rules of Order" shall be used for all meetings.
4. **Quorum**—A one-half majority of the international officers and authorized director votes combined shall be necessary to constitute a quorum for the transaction of business. An authorized director has been selected by his/her chapter according to chapter Bylaws and his/her name and position have been reported to the International Business Office not less than 2 months before a Board of Directors meeting.

Every act of decision done or made by a majority of the directors present, or represented by proxy at a meeting duly held at which a quorum is represented shall be regarded as an act of the Board of Directors, unless a greater number be required by Bylaws or by the Articles of Incorporation.

5. **Voting**
 - a. **Rights and Privileges:** Each member of the Board of Directors shall be entitled to one vote on each question of Society business regardless of the number of offices such member may hold. Voting rights may be exercised in person, by mail ballot, or by proxy assignment. The President shall vote only when necessary to break a tie vote.
 - b. **Voting by Postal Mail and Electronic Voting:** In matters of business in which a hearing thereon is required, or in which a secret ballot is required, voting by postal mail and electronic voting shall not be permitted. Election of officers, which does require a secret ballot, shall be permissible by postal mail vote or electronic voting. In matters of business other than those in which hearing thereon and/or in which a secret ballot is required, the members of the Board of Directors may, without meeting together, transact business by postal mail or electronic voting by voting on questions submitted to them by or with the approval of the President. The International Secretary shall cause ballots on all such questions to be post or electronically mailed to each member of the Board of Directors; the voting period shall then be thirty days for the return of the votes thereon by postal mail to the International Secretary, and ten days shall be allowed for the return of the votes thereon by electronic voting. The voting shall be considered closed at the end of the voting period, and if, at such closure, the required majority of voters have not returned affirmative ballots, the question being voted upon shall be deemed to have failed. The International Secretary shall preserve and deliver all such ballots to the first meeting of the Board of Directors subsequent to such voting, at which meeting the Board of Directors shall order the disposition of said ballots.

- c. Voting by Proxy: Any member of the Board of Directors may authorize any SAMPE member to represent him/her and to exercise his/her parliamentary rights and privileges by proxy at any meeting of the Board of Directors, provided, however, that the following restrictions apply:
 - i. Proxy credentials shall be required to be submitted to the International Secretary prior to the beginning of the meeting in which proxy is to be exercised—Any member of the Board of Directors needing to leave during the course of the meeting, shall authorize any SAMPE member as proxy designated in writing to the International Secretary- All restrictions subsequently described herein, apply both to initially submitted proxies and interim proxies.
 - ii. No proxies shall be permitted in matters of business upon which a hearing is required.
 - iii. No person shall possess more than three proxy voting rights.
 - iv. No member of the Board of Directors, nor proxy, nor any single chapter, nor any combination thereof, shall possess more than six cumulative voting rights, with the exception that the International Officers and Trustees votes shall not be counted against the quota of votes for their home chapter, nor will the Trustees votes be counted against a quorum, nor shall their vote be eligible to be transferred to another Director by means of a proxy.
 - v. All proxy votes shall be assigned at the time a quorum is established.
 - vi. Subject to the limitations herein, proxies shall entitle the holder to additional equal votes, in number equal to the number of proxies he/she holds, on each question of Society business during that meeting for which the proxy is duly authorized.
6. Minutes: Minutes shall be recorded for each Board of Directors meeting and made available to the members within one month of the meeting in the same manner as these By Laws are available. They shall also be made available to the public on an individual basis upon written request.

ARTICLE III—FINANCIAL PRACTICE

Section 1: General

All funds derived from contributions to the activities of this Society shall be held in trust for the Society and such funds shall be used to implement the objectives of the Society in such manner and at such times as the President, subject to the restrictions previously described and the Board of Directors shall determine; provided, however, that use and disbursements of the SAMPE International Scholarship Fund shall be as hereinafter specified.

- A. Assessments—Assessments, other than for dues and personal expenses incurred by members and payable by the Society or any of its chapters, shall not be levied upon the membership.
- B. Fiscal Year—The fiscal year of the Society and of its chapters shall extend from the first day of July of each year, to the last day of June of the succeeding year, both dates included.
- C. Property Rights—Except as the Board of Directors may permit, no member shall have any property right whatsoever in the property of the Society.
- D. Compensation—With the exception of the bestowal of awards and other forms of special recognition, no member of any chapter shall receive any compensation whatsoever by the Society for any labor or services or other work performed or rendered to, or for, or on behalf of the Society: without specific written approval of the Board of Directors; provided, however, that officers and committee members may be reimbursed for the amount of necessary expenses which are incurred in the performance of their respective duties, from the funds of the Society, as the Board of Directors shall determine. Full and part-time employees of SAMPE shall be compensated from the funds of the Society.
- E. Obligation—No person, or committee or chapter shall obligate the funds of the Society in any manner whatsoever, except that which the President shall have permitted by prior authorization of the International Executive Cabinet or as permitted by the Board of Directors by prior authorization thereof.

Section 2: Annual Dues

- A. With the exception of Honorary Life Members, Honorary Senior Members and retiree members, each member of each chapter shall pay to the Society a uniform annual membership fee, hereinafter called dues. Dues shall become payable on the date of anniversary and unpaid members shall become delinquent on the first day of the third month following the anniversary date. Dues shall be billed by and shall be remitted directly to The International Business Office.
- B. Honorary Life Members and Honorary senior Members shall not be required to pay dues. The annual dues for each Student Member, Professional Member and Associate Member shall be as set by the International Board of Directors. One dollar (\$1) of each five dollars (\$5) of dues received from professional and associate members shall be returned by the International Business Office, to the chapter to which the member belongs. Members residing outside the United States of America shall pay an additional amount as set by the International Board of Directors so that all mailings to these members can be via "Air Mail".
- C. Retiree Members shall be required to pay dues, but the amount is reduced from that required for professional membership and shall be established by the International Board of Directors (nominally one half professional membership rates).
- D. A member whose dues are delinquent shall be considered to be not in good standing and the name of such member shall be deleted from the International Membership Roster. Any such member shall be reinstated in good standing upon payment of all current and delinquent dues.

Section 3: Financial Practice

- A. General—Under the direction of the International Treasurer and with approval of the Executive Cabinet, a proper system of accounting shall be established which shall accurately maintain records of Society funds and income and expenses. An annual budget shall be prepared by the International Financial Committee for each fiscal year and shall be submitted to the International Board of Directors at the meeting immediately preceding the start of the fiscal year for review and approval.
- B. Disbursements—Not less than two International Officers of the Society, one being the International Treasurer, and at least one member of the International Finance Committee designated by the International Treasurer shall be authorized to countersign checks issued by the International Business Office for Society disbursements. All disbursements shall be made by check, or by electronic transfer of funds.
- C. Reporting to the Board of Directors—The International Treasurer shall report to the International Board of Directors on the financial status of the Society at their semi-annual meetings and at such times as may be directed.
- D. Audit of Records—A regular audit of the financial records of the Society shall be conducted by a licensed accountant at the close of each fiscal year. A detailed, comprehensive audit and survey of the financial records and accounting procedures of the Society may be performed every five (5) years or as otherwise ordered by the International Executive Cabinet. In addition, at the request of the new incoming International Treasurer, this detailed, comprehensive audit may be requested prior to his/her acceptance of the Society's books. This audit and survey shall be independent of the annual audit and shall be conducted by a licensed accountant other than that used for the annual audit. The costs of such audits shall be defrayed from the funds of the Society.
- E. Defunct Chapters—Funds that are turned over to the International Business Office from defunct chapters, shall be retained for a period of one year. If a chapter is not reactivated by that time, such funds will be added to the International General Fund.
- F. Scholarship/Education
 - 1. SAMPE International Education Activities—For the purpose of furthering the educational objectives of the Society, and to perpetuate and insure the growth and the financial stability of means therefore, a minimum of two dollars (\$2) of each member's annual dues shall be used for that purpose, shall be maintained as a separate fund, except Student Members, to be known and designated as the "SAMPE INTERNATIONAL EDUCATIONAL ACTIVITIES FUND". All voluntary contributions and/or donations made by or received from members or any other person or organization interested in such furtherance that are designated by the donors to be used for that purpose, shall form a part of this fund.
 - a. Accumulation of Funds: All such donations and/or contributions to said funds shall be accepted and deposited by the International Treasurer in a special account which shall be separate from all other accounts and which shall be required to be insured against theft and all other loss.

- b. **Investment Restrictions:** The Board of Directors and/or their designees shall be responsible for investment: of the principal of this fund. Investments shall be limited to obligations of the government of the United States of America, states of the United States of America who have not heretofore repudiated their obligations, investment funds whose assets are limited to either or both of the above, savings deposits in commercial or savings and loan associations where deposits are insured by an agency of the United States of America, or any combination of the above means of investment.
- c. **Fund Administration:** In all matters pertaining to the administration of such fund, an affirmative vote of two-thirds of those voting at a Board of Directors meeting of the Society shall be required. All decisions pertaining to the fund and to the expenditure of the revenue therefrom shall be made at meetings of the Board of Directors. It shall be the duty of the Board of Directors at all times to administer said fund and to expend the income therefrom in such way as to perpetuate and to insure the financial stability of the means therefore, and to promote the best interests of the educational objectives of the Society.
- d. **Distribution of Income:** At each spring meeting, the Board of Directors, by a single majority vote, shall determine the number of educational activities to be granted for the coming year and the amount of money for each.
- e. **Receipt of Income:** The International Treasurer of the Society shall be hereby authorized to accept and reinvest into said fund the income from said investment fund.

G. **Operating Reserve**—The Society shall establish and maintain an operating reserve fund to protect the Society from unanticipated and unavoidable financial loss due to conditions beyond the control of the Society. The fund should provide limited financial protection to continue the basic services to the membership during times of economic and financial uncertainty.

- 1. **Operating Reserve Funds**—The funds should provide for a minimum period of two years operation of the core business functions of the Society, at reduced, but acceptable levels of service to the membership. This amount shall be determined annually by the Executive Cabinet or a committee designated by the Executive Cabinet. This amount shall be considered a goal until such time as the fund equals this amount.
- 2. **Fund Development** - An amount equal to 10% of the society's annual net income will be placed in the fund annually until such time as the fund reaches the level required to meet the goal of the operating reserve fund. In any given year when the net income is a negative number, no funds will be allocated to the operating reserve fund. Contributions from other legitimate sources to the operating fund can be made. Contributions of Society funds greater than 10% of annual income may be made at the discretion of the Executive Cabinet
- 4. **Fund Investments**—Funds accumulated in the operating reserve fund may be invested in legitimate financial instruments as recommended by the Treasurer and approved by the Executive Cabinet.
- 5. **Expenditure of Funds**—Expenditure of the operating reserve funds requires the recommendation of the existing Executive Cabinet in consultation with the Past Presidents/Trustees Committee and final approval of the SAMPE Board of Directors. Extraordinary circumstances should exist before a request is made to access the funds.

ARTICLE IV—EDUCATIONAL ACTIVITIES

Section 1: Symposia and Technical Conferences

A. Frequency—Not more than one International SAMPE Symposium shall be conducted each year. An International SAMPE Symposium shall be conducted during the first six months of the calendar year when suitable facilities are available. An International SAMPE Technical Conference may be conducted at any time during the months of September, October or November. A Regional SAMPE Technical seminar may be held at anytime within the limits of the appropriate IPM if there is no conflict with the International meetings.

B. Sponsorship

1. The Society shall promote and it may sponsor or underwrite the sponsorship of technical symposia and technological exhibitions that foster the objectives of the Society.
 - a. International SAMPE Symposia: Each such symposium which is presented in conjunction with a technological exhibition and which is sponsored by the Society shall be known as an International SAMPE Symposium and Exhibition.
 - b. International SAMPE Technical Conference: Each such conference which is conducted without a coincident technological exhibition and which is sponsored by a chapter or group of chapters and for which the sponsorship thereof has been duly underwritten by the Board of Directors, shall be known as an International SAMPE Technical Conference. Although this symposium is regional in nature, attendance and participation by the International membership is specifically encouraged.
2. A chapter or group of chapters proposing to conduct an International SAMPE Technical Conference shall so petition the International and Regional Symposia Committee; such petition shall present all information germane to the proposal as the committee may require. This committee shall obtain the required Board of Directors' approval.
3. Upon approval of its petition therefore, a chapter, a group of chapters, or a sponsoring committee composed entirely of SAMPE members conducting an International SAMPE Technical Conference shall conduct such conference under the direction of the Board of Directors and the International and Regional Symposia Committee; no chapter shall participate in, nor conduct an International Technical Conference without such approval and direction.
4. Each International SAMPE Symposium and each International SAMPE Technical Conference shall be conducted in accordance with the policies of the International Policy Manual that pertains thereto.

ARTICLE V—AMENDMENTS

Amendments of the Society's Articles of Incorporation shall be made in the manner prescribed in the General Non-Profit Corporation Code of the State of California.

Section 1: Amendments of These Bylaws

- A. Proposal: These Bylaws may be amended only after proposal by a chapter or the Board of Directors or the Rules and Parliamentary Committee in the manner hereinafter specified.
1. The proposed amendment shall be submitted to the International Business Office not less than sixty (60) days prior to the meeting of the Board of Directors Meeting at which it is to be considered. Resolution by the Board of Directors at a meeting thereof, to propose an amendment of these Bylaws shall be deemed to fulfill the aforesaid requirement and to constitute a submittal.
 2. The International Business Office shall send a copy of the proposed amendment to each member of the Board of Directors, to the chair of each chapter, and to the chair of each standing committee not less than forty (40) days prior to, aforesaid meeting.
 3. The Rules and Parliamentary Committee may make necessary grammatical corrections and other changes within the scope of the proposed amendment and shall assign to it a proper place or places for insertion in these Bylaws, if it be adopted.
 4. The proposed amendment and any recommendations thereon shall be reported to the Board of Directors by the Rules and Parliamentary Committee.
- B. Adoption: Amendments of these Bylaws can be adopted only at a meeting of the Board of Directors after proposal, in accordance with the aforesaid procedure. A two-thirds vote of the Board of Directors shall be required for the adoption of amendments of these Bylaws and such amendments shall become effective immediately upon the adoption thereof.