

# **SAMPLE BY-LAWS**

## **SOCIETY FOR THE ADVANCEMENT OF MATERIAL AND PROCESS ENGINEERING**

### **ARTICLE I** ORGANIZATION

#### **SECTION 1 IDENTITY**

This organization shall be known as the (your chapter) Chapter of SAMPE, and is hereinafter referred to as the "Chapter". SAMPE has affiliated chapters throughout the world and is hereinafter referred to as the "Society". The Society maintains the International Business Office, hereinafter called the "IBO", in the State of California. An elected Board of Directors, known as "The International Board" governs the Society.

#### **SECTION 2 OBJECTIVE**

The objective of the Chapter shall be the advancement and dissemination of scientific, engineering and technical knowledge, especially with respect to the manufacturing and processing of materials. This objective shall be accomplished through education, research, presentations, scholarships and such other means as may be appropriate, for the benefit of the technical community and the general public. No member of the Chapter shall profit from, nor receive any financial compensation for, the performance of his duties in accordance with these bylaws.

#### **SECTION 3 ADMINISTRATION**

The Chapter Executive Board, which is elected by the Chapter members and is hereinafter called the "Board", shall direct and administer the business and activities of the Chapter in accordance with these Chapter by-laws and the bylaws and Articles of Incorporation of the Society.

## **ARTICLE II MEMBERSHIP**

### **SECTION 1 CLASSIFICATION**

There shall be five classifications of membership;

- A. Professional Member
- B. Associate Member
- C. Student Member
- D. Honorary Senior Member
- E. Charter Member

Changes in membership classification may be made due to change of employment, educational status, or other circumstances.

### **SECTION 2 QUALIFICATION**

A prospective member shall be engaged in material or process related activities in the transportation, propulsion, electronics, life sciences, construction, or related industries, or the fields of advanced science, technology, or education.

A. Professional Member: A Professional Member shall be an engineer, scientist, technician, or other professional in the field of materials or processes.

B. Associate Member: An Associate Member shall be a person who is engaged in professional activities which are directed toward the growth of materials and/or process technology.

C. Student Member: A Student Member shall, at the time of application, be a registered student working toward a degree in a materials or processes related field, including all engineering and science disciplines.

D. Honorary Senior Member: The Board may nominate a Professional Member, who has been in good standing for not less than five years, for recognition as an Honorary Senior Member of SAMPE. Further, said nominee shall be retired from active, routine participation in professional efforts. A petition requesting such recognition shall be submitted by the Chapter Board to the International Board.

By resolution at a meeting of the International Board, the nominee may be awarded an Honorary Senior Membership. Each Honorary Senior Member shall be a member-at-large of all chapters and shall be entitled to the rights and privileges of a Professional Member in the chapter with which he or she chooses to be affiliated.

E. Charter Member: Anyone admitted to membership in the Chapter prior to October 27, 1961, shall be recognized as a Charter Member.

### **SECTION 3 RIGHTS AND PRIVILEGES**

Each Chapter member in good standing shall have such rights and privileges as may be expressed or implied by the Chapter by-laws and the by-laws of the Society, and shall include the following:

A. Each member shall have the right to attend all meetings of the Society, its Board of Directors, its Chapters, and committees thereof, with the exception of certain meetings where the subject matter presented or facilities being visited are of a classified or restricted nature.

B. With the exception of Student Members, each member in good standing shall have the right to vote on all matters of Chapter business.

C. With the exception of Student Members, each member in good standing shall have the right to hold any Chapter office; provided, however, that only Professional Members shall have the right to hold the office of Chairman, First Vice-Chairman, Second Vice-Chairman or Director.

### **SECTION 4 LIMITATION OF MEMBERSHIP**

A. Exclusive Membership: No person may hold membership in this Chapter who is already a member, other than Honorary, of any other Chapter of the Society.

B. Discipline of Members: Any member, who fails to comply with the Society's Articles of Incorporation and by-laws, or with the by-laws of the Chapter, may have his or her membership suspended or revoked by resolution of the Board.

Such resolution shall specify the charges and a hearing shall be scheduled. A copy of the resolution with notice of such hearing shall be 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 votes cast by a quorum of the Chapter Board, shall be required for adoption of the resolution. A copy of the resolution shall be sent to the IBO and to the said member immediately upon adoption

C. Surrender of Membership: Any person, who shall, for any cause, cease to be a member of this Chapter, unless transferring to another Chapter, shall relinquish all affiliation with the Society and shall surrender all rights and privileges pertaining thereto.

**ARTICLE III**  
**OFFICERS**

**SECTION I TITLES:**

Titles of the Elected Chapter Officers shall be as follows:

- Chairman
- First Vice-Chairman
- Second Vice-Chairman
- Secretary
- Treasurer
- Senior Director
- Junior Director

In addition to the elected officers, various committees may be established and chairpersons appointed as specified in Article V of these by-laws.

## **SECTION 2. DUTIES OF OFFICERS**

**A. Chairman:** The Chairman shall be the principal executive officer of the Chapter and shall preside at all Chapter meetings and meetings of the Board. The Chairman shall further the objectives of the Society, promote the interests of the Chapter within the Society and the community, and shall supervise the activities of the Chapter. In addition, the Chairman shall perform such other duties as may be specified or implied in these by-laws or as may be assigned by the Board.

**B. First Vice-Chairman:** The First Vice-Chairman shall be the second ranking executive officer of the Chapter and shall serve as the administrative assistant to the Chairman. The First Vice Chairman shall coordinate the activities of all the committees of the Chapter, unless otherwise directed by the Chairman, and shall perform such other duties as may be specified or implied in these by-laws or as may be assigned by the Chairman or by the Board. The First Vice-Chairman shall, in the event of the Chairman's absence or inability to serve, have the authority to perform the duties of the Chairman.

**C. Second Vice-Chairman:** The Second Vice-Chairman shall be the third ranking executive officer of the Chapter and shall serve as the program chairman for Chapter meetings and activities and shall supervise all arrangements therefore. The Second Vice Chairman shall perform such other duties as may be specified or implied in these by-laws, or as may be assigned by the Chairman or by the Board. The Second Vice Chairman shall, in the event of the First Vice Chairman's absence or inability to serve, have the authority to perform the duties of the First Vice-Chairman.

**D. Secretary:** The Secretary shall assist the Chairman and the Board in conducting the business of the Chapter. The Secretary shall record the minutes of all Chapter meetings and Board meetings and shall maintain a permanent record of the proceedings. The Secretary shall have custody of the Chapter's bylaws, equipment and supplies, books, except financial books kept by the Treasurer, and such other items and things as may be necessary to conduct the business of the Chapter. Upon direction of the Board, the Secretary shall execute all Chapter correspondence and maintain records thereof, and shall prepare such reports as may be required by the Chairman or the Board and shall perform such other duties as may be specified or implied in these by-laws or as may be assigned by the Chairman or by the Board.

E. Treasurer: The Treasurer shall maintain the Chapters permanent financial records and shall be responsible for the safekeeping, receipt and disbursement of all Chapter funds as authorized by the Board. The Treasurer shall report the financial status at each regular Chapter meeting and Board meeting.

The Treasurer shall assist the Chairman and the Board in conducting the business of the Chapter and perform such other duties as may be specified or implied in these by-laws or as may be assigned by the Chairman or by the Board.

F. International Directors: There shall be two Chapter International Directors, their positions established as follows:

1. International Director: The outgoing Chapter Chairman, upon completion of his duties thereof and election of his successor, shall become the Junior International Director of the Chapter.

The Directors shall represent the chapter at all meetings of the International Board and in all matters of business thereof. They shall report to the Chapter Board upon all proceedings of said meetings which are germane to the affairs of the Chapter. They shall participate and assist in the affairs of the Chapter, shall assist the Chairman as necessary and shall perform such other duties as may be required by the Board or the by-laws.

### **SECTION 3 ELECTION OF OFFICERS**

A. Time of Election: With the exception of the Directors, who are neither elected nor appointed, all officers of the Chapter shall be elected to office prior to the first day of June of each year, such Election Day to be designated by the Board. In the event the Chairman is re-elected to office for another term, the Directors will remain in their respective positions for that term.

B. Qualification Requirements and Restrictions: In order to be nominated for a Chapter office, all candidates shall be qualified in accordance with the following requirements and restrictions:

1. Candidates shall be, and for not less than six months preceding the election shall have been, a member in good standing of this chapter.

2. Each candidate for the office of Chairman, First Vice-Chairman or Second Vice-Chairman, shall be a Professional Member of the Chapter.
3. No person shall be a candidate for simultaneous election to more than one Chapter office.

C. Nominations: At a regular Chapter meeting at least 90 days prior to the Chapter election, the Chairman shall appoint a nominating committee of not less than 3 members in good standing, and who are not currently serving in office.

1. The nominating committee shall recruit members eligible for election and shall prepare a slate of candidates for office.
2. Currently serving officers, if so willing, shall be eligible for nomination.
3. At a regular Chapter meeting and at least 60 days prior to the election, the Nominating Committee shall present their slate of officer candidates. The Chairman shall then open the meeting for additional nominations from the floor. Additional nominations, if any, shall be added to the ballot.

D. Election Procedure: Election of officers shall be by mail-in ballot as prescribed below;

1. The nominating committee shall prepare a ballot with the names of all candidates for each office with a space for write-in votes for each position. The ballot shall be a single sheet, self-mailing format and shall be included with the next issue of the Chapter newsletter, mailed not less than 30 days prior to Election Day. The return address for the ballot shall be that of the Nominations Committee Chairman.
3. The nominating committee members shall also serve as the election tellers and shall tally and record all ballots postmarked on or before Election Day, and received no later than 7 days after Election Day.
4. A simple majority of votes cast shall be required for a candidate to be elected to office.
5. In case of a tie, a run off election shall be conducted in the same manner as the regular annual election. Until the vote is resolved, the incumbent officer shall continue to serve.

D. Notification: The election results shall be announced at the Chapter meeting immediately following the election, and shall be published in the next issue of the newsletter. Upon announcement of the election results the Secretary shall, in writing, inform the IBO of said results.

#### **SECTION 4 TERM OF OFFICE**

Newly elected officers shall assume the duties of their respective positions on the first day of July following their election, and shall serve for a period of one year. Officers shall be installed in a suitable ceremony held during the next regular Chapter meeting; provided however, that should there be sufficient reason, the Board may change the ceremonial installation date.

Regardless of the ceremonial installation date, the new officers shall assume their responsibilities effective the first day of July.

#### **SECTION 5 VACANCIES**

A vacancy due to the resignation of any officer shall become effective upon acceptance of such resignation by the Board. A vacancy may also occur due to the demise of an officer or the removal of an officer in the following manner:

A. Removal: Any officer may, for good cause and after a hearing, be removed from office by a vote of two-thirds of all the remaining members of the Board; provided, however, that not less than thirty days prior to the hearing a notice of such hearing shall have been sent by registered mail to his address of record and which contains a copy of the charges against him and advises him of the time and place of such hearing. The Chairman shall fix the time, place and manner of conducting such hearing, except when the Chairman is the party charged, in which case the Immediate Past Chairman shall 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 IBO not later than thirty days after said affectivity.

B. Filling of Vacancies: A vacancy in any office shall be filled in the manner hereinafter prescribed:

1. A vacancy in the office of Chairman shall be filled by the First Vice Chairman, who shall automatically become Chairman and shall serve for the remainder of the term.



2. A vacancy in the office of First Vice Chairman or Second Vice Chairman shall be filled, within sixty days from the creation of such vacancy, by a majority vote of the Board in a special election called therefore by the Chairman. All candidates for such election shall be qualified to serve as specified herein. The officer so elected shall serve for the remainder of the term.

3. A vacancy in the office of Secretary, Treasurer, or Director, shall be filled within sixty days by the appointment, by the Chairman, of a new Officer as the circumstances may require. All candidates for such appointment shall be qualified to serve, as specified herein, and shall be subject to approval by the Board. The officer so appointed shall serve for the remainder of the term.

4. The IBO shall be notified of the name and title of each officer duly selected to fill a vacancy and the name of the predecessor, not later than 10 days after such selection.

## **ARTICLE IV**

### **CHAPTER EXECUTIVE BOARD**

#### **SECTION 1 COMPOSITION**

The Chapter Executive Board (the "Board") shall be composed of the elected officers plus the Chairmen of each Standing Committee.

#### **SECTION 2 POWERS AND DUTIES**

Subject to the limitations of law, and in accordance with the by-laws and Articles of Incorporation of the Society and these Chapter by-laws, the Board shall control and manage the affairs and the funds of the Chapter.

#### **SECTION 3 QUORUM**

A quorum shall consist of a simple majority of the currently elected or appointed members of the Board. The presence of a quorum shall be necessary for the transaction of Chapter business at all Board meetings.

## **SECTION 4 VOTING**

With the exception of the Chairman, who may vote only when necessary to break a tie-vote, each member of the Board shall be entitled to an equal vote on each item of Chapter business.

## **ARTICLE V** **COMMITTEES**

### **SECTION I STANDING COMMITTEES**

Subject to approval by the Board, the Chairman may establish Standing Committees, including the following, and appoint Chairmen therefore.

A. Finance Committee: Consisting of the Treasurer plus two members. The Treasurer shall serve as Chairman of the Finance Committee.

B. History Committee: Consisting of not less than one member.

C. Membership Committee: Consisting of not less than one member.

D. Program Committee: Consisting of not less than one member, one of whom shall be the Second Vice-Chairman, who shall also serve as Chairman of the Program Committee.

E. Newsletter Committee: Consisting of not less than one member who shall be the editor - publisher of the Chapter Newsletter.

F. Rules Committee: Consisting of not less than one member.

G. Education Committee: Consisting of not less than three members.

H. Audit Committee: Consisting of not less than three members of which no Chapter officer shall serve with the exception of Director who shall also serve as Chairman of the Audit Committee.

## **SECTION 2 COMMITTEE DUTIES**

The duties of the Standing Committees shall be as follows:

A. Finance Committee: The Finance Committee shall examine, investigate and report on all accounts of Chapter Funds and shall propose budgets for the expenditure of Chapter funds.

B. History Committee: The History Committee shall maintain a record of all important events in the history of this Chapter. It shall conduct all ceremonial installations of officers and presentation of awards and special recognition by the chapter. It shall promote the inculcation of the Chapter's ideals and history in all members, and it shall generate and cause to be periodically published such literature as shall be necessary for such inculcation

C. Membership Committee: The Membership Committee shall seek desirable candidates for membership and shall encourage their affiliation with the Chapter. The Committee shall promote and stimulate attendance of members and guests at Chapter meetings and other activities and shall maintain records thereof.

D. Program Committee: The Program Committee shall assist the Second Vice-Chairman in obtaining and presenting such meeting programs and other events as are within the technological objectives of the Society.

E. Newsletter Committee: The Chairman of the Newsletter Committee shall be considered the Editor - Publisher of the Chapter Newsletter. The Newsletter shall be published regularly 9 times per year, September through May, with such additional issues as may be deemed necessary by the Board. The Newsletter shall be distributed by mail/e-mail to all Chapter members, the IBO and such other interested groups or entities as may be appropriate. The Newsletter shall promote the goals of the Chapter, document Chapter activities, meeting announcements and other business matters. The Board and the membership shall assist the Editor with contributions of news items and other material germane to the Chapter and to the industry, and in such other ways as may be appropriate.

Notwithstanding the Newsletter Committee activities, the Secretary is responsible for notification of Chapter meetings to all members, and shall provide such information to the Newsletter Committee.

F. Rules Committee: The Rules Committee shall periodically examine the by-laws of the Chapter, and the rules and regulations of the Society, and shall submit to the Board appropriate recommendations for revisions. In addition, the Committee shall review all properly proposed amendments to the by-laws, rules and regulations, and shall interpret these documents when called upon to do so; such interpretations, and any ruling by the committee based thereon, shall be binding.

G. Education Committee: The Education Committee shall promote and foster the educational objectives of the Society within the Chapter's geographical area of influence. It shall encourage the formation of and assist in organizing Student Chapters. It shall promote the inclusion of materials and process technology in curricula and shall encourage the educational pursuit thereof. It shall recommend and arrange for scholarships to be awarded in accordance with the Chapter and the Society scholarship activities.

H. Audit Committee: The Audit Committee shall perform the annual audit of the Chapter's finances and submit an appropriate report to the Board no later than June 15<sup>th</sup> of each year, or at the Board meeting nearest to this date.

### **SECTION 3 SPECIAL COMMITTEES**

Subject to approval by the Board, the Chairman may from time to time establish such special committees and appoint chairmen therefore as he or the Board shall deem necessary or desirable.

## **ARTICLE VI** **ADMINISTRATIVE MATTERS**

### **SECTION I CHAPTER MEETINGS**

Regular meetings of the Chapter shall be held once each month, from September through May inclusive, at a regular meeting place designated by the Board. From time to time, the Board may designate alternative dates or places for meetings or special events, provided that notification of such change shall be included in the issue of the newsletter immediately preceding the event. Meetings shall be open to all members, prospective members, and guests.

## **SECTION 2 ANNUAL MEETING**

The Chapter shall conduct an Annual Meeting for the purpose of installing officers and transacting business of the Chapter at such time and place as the Board may determine.

## **SECTION 3 EXECUTIVE BOARD MEETINGS**

Regular meetings of the Board shall be held at the call of the Chairman, at a regular time and meeting place designated by the Board.

## **SECTION 4 PARLIAMENTARY AUTHORITY**

At all regular meetings of the Chapter and its Board, "Robert's Rules of Order, Revised", shall govern all proceedings not otherwise specified herein. The Rules Committee shall be the parliamentary authority at all such meetings and a Rules Committee member may advise the presiding officer on matters of parliamentary procedure at any time during such meetings.

## **SECTION 5 ADMINISTRATIVE SUPREMACY**

These by-laws and all other laws, rules and regulations of the Chapter, shall not contravene and shall be subject to, the Articles of Incorporation and the by-laws of the Society.

## **SECTION 6 DISTRIBUTION OF BY-LAWS**

The Chairman shall ensure that these by-laws and any amendments thereto shall be made available to each Chapter member and shall be provided to the IBO.

## **ARTICLE VII**

### **FINANCES**

## **SECTION 1 GENERAL POLICY**

All funds derived from contributions to, and activities and functions of the Chapter shall be held in trust for the Chapter by the Board; such funds shall be used to implement the objectives of the Society in such manner and at times as the Board shall deem appropriate.

## **SECTION 2 ANNUAL DUES**

A. Annual dues shall be remitted directly to the IBO in accordance with the dues structure established by the by-laws of the Society.

B. Any member whose dues have been delinquent for more than ninety days shall be considered not to be in good standing and shall be subject to removal from the IBO membership roster. Any such member may be reinstated to good standing upon payment of all current and delinquent dues.

A member whose dues are delinquent more than one year shall be considered to have relinquished his membership in the Chapter and in the Society.

## **SECTION 3 FISCAL YEAR**

The fiscal year of the Chapter shall extend from the first day of July of each year to the last day of June of the succeeding year, both dates included

## **SECTION 4 PROPERTY RIGHTS**

No member shall have any rights whatsoever in any property of the Chapter. In the event of dissolution of the Chapter, all funds, property and assets shall revert to the Society.

## **SECTION 5 COMPENSATION**

With the exception of awards and other special recognition, no member of the Chapter shall receive any compensation whatsoever for any labor, services, or other work, on behalf of the Chapter; provided, however, that officers and committee members may be reimbursed for the necessary and actual expenses incurred in the performance of their duties, as the Board shall prescribe. In addition, certain subcontracted professional services for the benefit of the Chapter and when approved by the Board, may be compensated for with Chapter funds.

## **SECTION 6 OBLIGATION**

No member or committee of the Chapter shall obligate the funds of the Chapter in any manner whatsoever except by authorization of the Board.

## **SECTION 7 FINANCIAL PRACTICE**

Under the direction of the Board, a double-entry system of accounts shall be maintained and a budget of the anticipated expenses and disbursements for each fiscal year shall be adopted. Approved financial institutions for deposit of all Chapter funds shall be designated. At the close of each fiscal year, and when such other circumstances may dictate as determined by the Board, the financial records of the Chapter shall be audited by the Audit Committee. The results of such audit shall be documented and reported to the Board and to the IBO.

## **ARTICLE VIII** **AMENDMENTS**

### **SECTION 1 PROCEDURE**

These by-laws may be revised or amended by the Chapter membership in the following manner:

**A. Petition:** Upon petition therefore, and when endorsed by not less than five members in good standing, the Board shall submit any duly proposed amendments or revisions of these by-laws to the Chapter membership for ratification in accordance with the procedures hereinafter specified.

**B. Consideration:** During the meeting at which such petition and proposed amendment(s) or revisions are submitted, the Board shall refer each proposed change to the Rules Committee for study and recommendation thereon. The Rules Committee may make necessary grammatical corrections or changes in format within the scope of the proposal, and shall assign a proper place or places for insertion into the by-laws if adopted. At the next regular meeting of the Board, the Rules Committee shall present the proposed amendment(s) and its recommendations thereon.

**C. Ballot:** The Board shall then direct that a copy of said recommendation with the proposed changes be mailed to the address of record of each member entitled to vote, together with a ballot for the acceptance or rejection thereof with the closing date for voting noted thereon. Such ballot shall be of the single sheet self-mailing style and shall be addressed to the Secretary.

D. Voting: Thirty days from the date of mailing shall be allowed for the return of ballots. Such closing date shall be clearly noted on the ballot. To be counted, ballots must be postmarked no later than the closing date and must be received no later than 7 days subsequent to that date.

E. Ratification: A two-thirds majority vote of all eligible members who vote thereon shall be required for ratification of all proposed amendments.

## **SECTION 2 EFFECTIVITY**

All amendments to these by-laws shall become effective immediately upon ratification.