

## **By-laws of the Minnesota Chapter of the American Vacuum Society**

### **ARTICLE I: Name and Charter**

Section 1. The organization shall be known as the Minnesota Chapter of the American Vacuum Society hereinafter designated as the Chapter and the American Vacuum Society as AVS.

Section 2. The Chapter is a non-profit organization which promotes communication, dissemination of knowledge, recommended practices, research, and education in the fields of science and technology of interest to the AVS to develop new materials, process technology, devices, and related understanding of material properties for the betterment of humanity, subject to the By-laws of the AVS.

### **ARTICLE II: Objectives**

Section 1. The objectives of the Chapter shall be: (1) to provide a continuing forum accessible to its members as well as other persons active or interested in the fields of science and technology of interest to the AVS for the purpose of fostering an improved understanding of technology; (2) to promote the dissemination of that understanding by the organization of meetings and symposia and by publication of original works and surveys in proceedings, technical journals, books, monographs, films, slides, and videotapes; and (3) to participate actively in all phases of AVS programs as presented in the constitution of the AVS under Article II: Objectives and Powers.

### **ARTICLE III: Geographical Area and Membership**

Section 1. The geographical area of the Chapter shall be that defined by the AVS Board of Directors, and may be enlarged, reduced, or otherwise altered by the AVS Board of Directors at any time, in accordance with the AVS By-laws. There shall be no requirement that these By-laws be revised because of a change in geographical area of the Chapter. The Chapter may choose to provide services to areas not served by a chapter of the AVS.

Section 2. Any member of AVS may elect to be a member of this chapter, subject to the AVS membership By-laws.

Section 3. All Members, Honorary Members, Emeritus Members and Associate Members of AVS who are members of this chapter shall be entitled to attend meetings and vote. Associate Members cannot be officers of the Chapter.

Section 4. Student Members of AVS shall be entitled to the rights and privileges of all other AVS members, but shall not have the right to vote or hold office.

Section 5. All interests in the Chapter or in its property or funds on the part of any member of the Chapter shall terminate and vest in the Chapter upon his/her ceasing, for whatever cause, to be a member of the Chapter.

### **ARTICLE IV: Officers and Executive Committee**

Section 1. The Officers of the Chapter shall consist of a Chair, Chair-elect, Secretary, and Treasurer. The term of office for Officers is one year. The terms of office shall commence on January 1 for the allotted term, but in any case shall continue until successors are duly elected and take office. In order to assure continuity, the Chair-elect will succeed to the office of Chair upon termination of term as Chair-elect, and the Chair shall assume the title of Past-Chair at the end of term as Chair.

Section 2. The Executive Committee shall include the Officers and the Past Chair of the Chapter plus at least two other members of the Chapter. Members of the Executive Committee shall be elected for two-year terms commencing on January 1 for the allotted term, but in any case shall continue until successors are duly elected and take office.

Any vacancies occurring on the Executive Committee, except that of Chair, shall be filled by appointment by the Chair and approved by a majority of the Executive Committee, the incoming member serving until the normal term of the predecessor has expired. The Chair-elect will assume the position of Chair in the event of a vacancy, for the completion of that person's normal term as Chair. In the event of a simultaneous vacancy in the offices of Chair and Chair-elect, the Executive Committee shall appoint a Chair to fill the unexpired term.

Any Executive Committee member who misses three (3) consecutive regular Executive Committee meetings shall be deemed to have resigned and vacated office. Prior contributions and reasons for missing these meetings shall be considered by the Executive Committee, and this provision may be set aside by a two-thirds majority vote of the Executive Committee.

Section 3. Management of the Chapter shall be by an Executive Committee consisting of the Officers, the Past Chair, and the Executive Committee members. Committee Chairs may be added to the Executive Committee upon approval by a majority of the Executive Committee for the duration of the appointment as Committee Chair. The duties of the Officers and Executive Committee members shall be as stated in Article VI of the By-laws. The Chair shall, as soon as is reasonably possible after taking office, appoint the Chair of all Standing Committees specified in these By-laws.

#### **ARTICLE V: Nomination and Election of Officers and Other Executive Committee Members**

Sections 1. All Officers and other Executive Committee positions (except Chair) shall be filled by election as provided in the Chapter By-laws. A plurality of the votes cast shall be necessary for election.

Section 2. The Chair of the Chapter shall appoint a Nominating Committee of two or more Chapter members for the purpose of nominating Officers and Executive Committee Members. Normally the Past Chair is appointed the Chair of the Nominating Committee.

Section 3. Nominations may also be generated by petitions signed by at least six (6) members in good standing of the Chapter or three percent of the Chapter membership, whichever is greater, and submitted to the Chapter Secretary. Such petitions shall be in the possession of the Chapter Secretary by November 1 of the election year.

The Nominating Committee shall assure itself and the Chapter that the nominees are members in good standing of the Chapter and are willing to serve. The slate of candidates presented to the Chapter membership shall include names submitted by the Nominating Committee as well as those submitted by qualified petitions as set forth above.

Section 4. The National Office of AVS or the Chapter Secretary shall distribute letter or electronic ballots to the Chapter membership. The polls shall close at least four (4) weeks after the distribution of the ballots to the Chapter membership, but not less than two (2) weeks prior to January 1, at which time the National Office of the AVS or a committee appointed by the Chapter Chair shall count the ballots and report the results.

Newly elected Officers and other Executive Committee members shall be notified by a Chapter officer no later than one (1) week prior to January 1. The list of Executive Committee members shall be filed with the AVS by the Chapter Secretary.

#### **ARTICLE VI: Duties of the Chapter Officers and Executive Committee**

Section 1. Chair - To preside at all business meetings of the Chapter; at his/her discretion to serve, ex-officio, as a member of any committee of the Chapter; to appoint the Chair of all Standing Committees except the Program Committee; to appoint Special Committees; to authorize expenditures as provided in the budget; and to perform such other functions necessary of the Chair of an organization.

Section 2. Chair-elect - To carry out all duties of the Chair in the event of the Chair's absence, illness, resignation or incapacity, to carry out such duties as may be assigned by the Chair. The Chair-elect also serves as Chair of the Chapter Program Committee. In this capacity, the Chair-elect shall be responsible for the annual meeting and all other program aspects of the Chapter's business.

Section 3. Secretary - The Secretary shall make available as needed a list of all members in good standing of the Chapter as provided by the AVS. He/She shall be responsible for the minutes of all Chapter Executive Committee and Annual Meetings. He/she shall mail and receive all literature pertaining to the operation of the Chapter at the discretion of the Chair. In case of temporary incapacity of the Chair and Chair-elect, the Secretary will take over the duties of the Chair.

Section 4. Treasurer - The Treasurer shall keep a strict accounting of all income and expenditures. He/she may pay out such funds as authorized by the Chair or Executive Committee to meet all obligations of the Chapter. He/she shall issue a report of the financial standing of the Chapter at the Annual Meeting, at all Executive Committee meetings or when requested by the Chair. He/she shall file an annual Chapter Treasurer's Report with the AVS Treasurer.

Section 5. The Executive Committee Members shall act as an advisory body in matters pertaining to the objectives of the Chapter, meetings, dues, organization, policy, and such other matters that preserve the integrity of the Chapter and make it responsive to the needs and wishes of its membership. The Annual Chapter budget shall be approved by a majority of the Executive Committee.

#### **ARTICLE VII: Committees**

Section 1. Standing Committees - The Chapter shall have the following Standing Committees: Program, Education, and Vendors.

Section 2. Special Committees - The Chapter Chair will appoint special committees as the need arises. Examples of special committees are: By-laws, Nominating and Finance.

#### **ARTICLE VIII: Finances**

Section 1. The Chapter Treasurer shall submit a complete financial report for each fiscal year to the AVS Treasurer. The Chapter fiscal year shall correspond with the AVS fiscal year.

Section 2. The Chapter shall be authorized to incur only such expenses as may be contained in the approved Chapter budget or approved by a majority of the Executive Committee, and shall be in accordance with the requirements of the AVS.

Section 3. All activities of the Chapter shall be reviewed and coordinated by the AVS Chapters, Groups, and Divisions Committee Chair. The Chapter shall not charge members dues. All fees or funds imposed or solicited by the Chapter are subject to review and revision by the AVS Board of Directors. Special meeting registration fees may be set by the Executive Committee as needed.

Section 4. All funds received by the Chapter shall be deposited in a bank or insured Savings and Loan approved by the Executive Committee. The Signature of the Treasurer, Chair or Chair-elect shall be required for all withdrawals. The AVS Treasurer shall have signature authority on all chapter accounts.

Section 5. Typical expenditures of the Chapter shall be: (1) travel grants to students presenting papers at the AVS National Symposium; (2) travel grant to a teacher (or teachers) from the Chapter geographic region to attend the AVS National Symposium; (3) travel grant to the Chapter Chair to attend the AVS National Symposium and other official AVS meetings which require the attendance of the Chapter Chair; (4) printing, postage, meeting, and related expenses incurred in conducting the business of the Chapter; (5) reasonable costs of holding Chapter meetings and Executive Committee meetings.

#### **ARTICLE IX: Meetings**

Section 1. In addition to technical meetings and symposia, the Chapter shall hold at least one (1) business meeting each year. Information about this annual meeting shall be communicated to all members of the Chapter at least two (2) weeks prior to the meeting. The Executive Committee shall determine time and location of all meetings. Meeting notices shall contain a full statement of the time, place, and business of the meeting.

Section 2. The number of members present to constitute a quorum at meetings of the Chapter calling for the transaction of regular business and requiring a vote to be taken shall not be less than five (5) percent of the Chapter membership.

Section 3. Meetings of the Chapter Executive Committee shall be held at such times as shall be found necessary. Chapter Executive Committee meetings may be called by the Chair of the Chapter at his/her own discretion, or at the request of three (3) members of the Committee. Notices of all Executive Committee meetings shall be communicated to all members of the Executive Committee at least one (1) week prior to the date of the meeting. These notices shall contain a full statement of the time, place, and business of the meeting.

Section 4. At least four (4) voting members of the Executive Committee shall constitute a quorum at all meetings of the Executive Committee.

Section 5. A majority vote of the Chapter Executive Committee members present shall be necessary in the conduct of its business except as otherwise provided in these By-laws.

Section 6. Notices of all Chapter meetings shall ordinarily be communicated to all Chapter members at least two (2) weeks prior to the date of the meeting, and shall contain a full statement of the time, place, and business of the meeting. The Executive Committee shall approve deviations from this policy.

#### **ARTICLE X: Dissolution of Chapter**

Section 1. At any time when the Chapter shall become inactive, not holding at least one meeting during each two year period, it shall be deemed to have ceased to exist unless such non-holding of meetings has been due to national emergency, actions of Federal or State Governments, or other factors beyond the control of the Chapter. When the Chapter ceases to exist as defined above, all funds remaining in the treasury of the Chapter shall revert to the AVS and become part of the general funds of the Society.

#### **ARTICLE XI: Amendments**

Section 1. The AVS Board of Directors or the Chapter Executive Committee may propose amendments to these By-laws from time to time to improve operations of the Society.

Section 2. Any three (3) of the Chapter members or one (1) percent of the Chapter membership, whichever is greater, can propose amendments to these By-laws. The Executive Committee of the Chapter shall consider each amendment proposed and prepare a written analysis of the effects of the proposed amendment on Chapter operation and shall submit this analysis together with its recommendations to the Chapter membership and the AVS Board of Directors.

Section 3. Amendments must be approved by the Chapter membership and the AVS Board of Directors prior to being effective. The National Office of AVS or the Secretary shall distribute ballots to the membership, allowing at least three (3) weeks for return of ballots. The National Office of AVS or a committee appointed by the Chapter Chair shall count the ballots and report the results. Upon approval of the membership, the amendment(s) shall be presented to the AVS Board of Directors, and shall become effective upon their approval by the Board of Directors.

#### **ARTICLE XII: Parliamentary Law and Procedure**

Section 1. Any matter of parliamentary law or procedure not specifically provided for in these By-laws shall be governed by Robert's Rules of Order, latest edition.

Approved by AVS Board of Directors: 1/27/13

Approved by AVS Minnesota Chapter Members: 4/5/13