

**BYLAWS
OF THE TENNESSEE VALLEY CHAPTER
OF THE AVS**

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ARTICLE I: NAME

Section 1. The organization described herein shall be named the Tennessee Valley Chapter of the American Vacuum Society. In these Bylaws, the Tennessee Valley Chapter shall be referred to as the Chapter and the American Vacuum Society shall be referred to as the AVS or the Society

Section 2. The Chapter is a non-profit organization that promotes communication, dissemination of knowledge, and education in the fields of science and technology of interest to the AVS. The Chapter will focus its attention in areas related to development of new materials, process technology, devices, and to the understanding of material properties.

ARTICLE II: OBJECTIVES

The objectives of the Chapter shall be: (1) to provide a continuing forum accessible to its members and to other persons active or interested in science and technology, particularly fields included in the purview of the National AVS;(2) to promote the dissemination of information on science and technology by meetings, symposia, educational activities, scholarships awards, and other forms of recognition for achievement or service; (3) to provide opportunities for collaboration among technical professionals within the Chapter's boundaries that will enhance the technical and industrial vitality of the area; and (4) to participate actively in all phases of AVS programs as presented in the Constitution of 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 Bylaws. There shall be no requirement that these Bylaws be changed because of a change in territory of the Chapter.

Section 2. Any member of AVS that resides within the geographical area of the Chapter is a member of the Chapter.

Section 3. All honorary members and regular members of AVS who are members of this Chapter shall be entitled to attend meetings and vote.

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

Section 5. All interests in the Chapter or 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, EXECUTIVE COMMITTEE, AND MANAGEMENT

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

Section 2. Management of the Chapter shall be by an Executive Committee. The duties of the Officers and Executive Committee Members shall be as stated in Article V of these By-laws. The Chair shall, as soon as is reasonably possible after taking office, appoint the Chair of all committees specified in these By-laws.

Section 3. The Executive Committee shall include the Officers and the Past-Chair of the Chapter plus at least four other Members-at-Large from the Chapter. Members-at-Large shall be elected for three-year terms, which commence on January 1st. A maximum of nine Members-at-Large may serve at a time.

Any vacancies occurring on the Executive Committee, except that of the office of Chair, shall be filled by appointment by the Chair and approved by majority vote of the Executive Committee. The incoming member will serve until the normal term of the predecessor has expired. If the office of the Chair becomes vacant, the Vice-Chair will fill the unexpired term. In the event of a simultaneous vacancy in the offices of Chair and Vice-Chair, the Executive Committee shall appoint a chair to fill the unexpired term.

Any Executive Committee member who misses two (2) consecutive regular Executive Committee Meetings shall be deemed to have resigned and vacated office. The Executive Committee shall consider prior contributions and reasons for missing these meetings, and this provision may be set aside by a two-thirds majority vote of the Executive Committee.

ARTICLE V: DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Chair: It shall be the duty of the 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 submit to the AVS Board of Directors an annual report concerning the activities of the Chapter; to appoint the Chair of all necessary Standing Committees; 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. The Chair shall have signature authority over Chapter financial accounts.

Section 2. Vice-Chair: The Vice-Chair shall perform all the duties of the Chair in the event of the Chair's absence, illness, resignation or incapacity, and shall carry out such other duties as may be assigned by the Chair. The Vice-Chair will become Chair in the following term.

Section 3. Secretary: The Secretary shall maintain a list of all members in good standing as provided by the AVS. He/she shall be responsible for the minutes of all Chapter Executive Committee and the Annual Business Meeting. He/she shall distribute 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 Vice-Chair, the Secretary will assume the duties of 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 business meetings or whenever requested by the Chair and shall file an annual Chapter Treasurer's Report with the AVS Treasurer. He/she may be bonded at the expense of the Chapter. The Treasurer shall have signature authority over Chapter financial accounts.

Section 5. Executive Committee Members: The Executive Committee Members shall act as an advisory body to the Officers in matters pertaining to the objectives of the Chapter, meetings, 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 will be approved by a majority of the Executive Committee. The Chapter shall be authorized to incur only such expenses as are listed in the Chapter budget as approved by a majority of the Executive Committee.

ARTICLE VI: NOMINATIONS AND ELECTIONS OF OFFICERS AND EXECUTIVE COMMITTEE MEMBERS

Section 1. All Officers and replacements for those Executive Committee Members whose term has expired shall be elected. A plurality of the votes cast shall be necessary for election.

Section 2. The nomination of officers and other Executive Committee members shall be by means of a nominating committee. The nominating committee shall prepare and submit to the Secretary a slate of at least one candidate for each office, subject to the limitations that (1) each candidate must be a member of AVS, and (2) each candidate must have expressed a willingness to serve.

Section 3. Petitions signed by at least three (3) members in good standing of the Chapter may generate nominations. Such petitions shall be in the possession of the Secretary at least two (2) weeks prior to the election. Nominations by petition will be distributed to the membership along with the regular ballot.

Section 4. The Secretary shall distribute ballots to the members of the Chapter at least 10 days prior to the annual election. The ballot shall close at the annual election, at which time an election committee, appointed by the Chair of the Chapter, shall count the ballots and prepare a report of the results. Election shall be by a plurality of the valid ballots received by the election committee.

Section 5. In event of a vacancy in any office, including that of Executive Committee members, the Executive Committee may appoint an interim officer to complete the term of office.

ARTICLE VII: COMMITTEES

Section 1. There shall be at least one standing committee: the nominating committee. The Chairman of the nominating committee shall be appointed by the Chair of the Chapter from the members of the Executive Committee. This committee must consist of at least three Chapter members including the committee chairman.

Section 2. The Chair of the Chapter may appoint other committees, which seem appropriate for carrying out the functions of the Chapter. The term of membership to any committee shall terminate with that of its chairman.

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 within the Chapter budget as approved by the Executive Committee.

Section 3. The AVS Chapters, Groups and Divisions Committee Chair shall be informed of all Chapter activities. 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 approved by the Executive Committee. The signature of the Treasurer and/or the Chair shall be required for all withdrawals.

ARTICLE IX: MEETINGS

Section 1. In addition to technical meetings and symposia, the Chapter shall hold regular business meetings. Business meetings will be open to all Chapter members. The Executive Committee shall determine time and location of all meetings.

Section 2. 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 shall be called at the request of three (3) members of the Committee. Notices of all Executive Committee Meetings shall be sent to all members of the Executive Committee at least one week in advance and shall contain a full statement of the time, place, and business of the meeting.

Section 3. A simple majority of the Executive Committee shall constitute a quorum at all meetings of the Chapter Executive Committee.

ARTICLE X: AMENDMENTS

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

Section 2. Any three (3) of the Chapter members or a petition comprising one (1) percent of the Chapter membership may propose amendments to these By-laws.

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 four (4) 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 XI: PARLIAMENTARY LAW AND PROCEDURE

Any matter of parliamentary law or procedure not specifically provided for in these Bylaws shall be governed by the Robert's Rules of Order as published in the last revised edition.

ARTICLE XII: DISSOLUTION OF THE CHAPTER

If at any time the Chapter shall fail to have an Executive Committee and shall fail to have general, board, or technical meetings for a period of two years, it shall be considered inactive and will cease to exist. Upon such a condition arising, all funds remaining in the Treasury of the Chapter shall revert to the National AVS and become part of the general funds of the Society.

ARTICLE XIII: OPERATING PROCEDURES

Section 1. The general guidelines by which the Chapter operates shall be kept in the Chapter Operations Manual. Changes to the Operations Manual shall be made with the approval of the Executive Committee.