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## ***By-laws of the Northern California Chapter of the American Vacuum Society***

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

Section 1. The organization shall be known as the Northern California Chapter of the American Vacuum Society hereinafter designated as the Chapter and the American Vacuum Society as the 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, 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 to 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, symposia and technical courses etc; 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 changed because of a change in the territory of the Chapter.

Section 2. Any member of the AVS residing in the geographical area of the Northern California Chapter shall automatically be a member of this Chapter. Any member of AVS may elect to be a member of this chapter, subject to the AVS membership By-laws.

Section 3. All honorary members, emeritus members, and members of the AVS who are members of this chapter shall be entitled to attend meetings, vote, and hold office.

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 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, Executive Committee and Management***

Section 1. The officers of the Chapter shall consist of a Chair, Immediate Past chair, a Vice-Chair (Chair-Elect), a Secretary, and a Treasurer. Officers shall be elected by members of the Chapter as provided in Article V for a term of one year. The term of office shall commence on January 1 and terminate on December 31 but, in any case, shall continue until successors are elected and take office. The tenure of the Chair may not exceed two consecutive years.

Section 2. The Executive Committee shall include the Chapter Officers plus at least five other Members-at-Large who shall be elected by members of the Chapter as provided in Article V. The term of office of all members of the Executive Committee shall be one year and shall commence on January 1 and terminate on December 31.

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.

Section 3. The members of the Executive Committee shall act as the governing body of the Chapter and shall determine all matters pertaining to goals of the Chapter, meetings, policies, 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 budget and any other expenditure must be approved by the Executive Committee.

### ***ARTICLE V: Nominations and Elections of Officers and Executive Committee Members***

Section 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 votes cast shall be necessary for election.

Section 2. The Past Chair of the Chapter shall serve as Chair of the Nominating Committee and may appoint up to two more Chapter members for the purpose of nominating Officers and Executive Committee members. The Nominating Committee shall prepare and submit to the Secretary a slate of at least one candidate for each position, subject to the limitations that (1) each candidate must be a member of the Chapter, and (2) each candidate must have expressed a willingness to serve. In addition, the name of any nominee whose candidacy is supported by a petition signed by at least fifteen (15) members of the Chapter, if such candidacy meets requirements (1) and (2) of this Article, shall be included in the slate of candidates along with the names of the Nominating Committee's choice of candidates, with an indication that the nominee was by petition.

The Chair of the Nominating Committee shall poll the Chapter membership for nominations by petition at least ten weeks prior to the annual election. Nominations by petition must be received by the Chair of the nominating committee at least five weeks prior to the annual election.

In the event of a contest for any office, AVS support staff shall distribute ballots to the members of the Chapter at least four weeks prior to the annual election. The ballot shall close seven days prior to the annual election, at which time the staff, or an election committee appointed by the Chair of the Chapter, shall count the ballots and prepare a report of the results.

### ***ARTICLE VI: Duties of the Officers & Executive Committee***

Section 1. Chapter **Chair** – it shall be the duty of the Chapter Chair to preside at all meetings of the Chapter, to arrange for the holding of Chapter meetings, including the Annual General Meeting, to draw up and submit an annual report to the Board of Directors of the AVS outlining the work of the Chapter for the preceding year, and to do all such other things as may be required of a Chapter Chair of an organization. The Chapter Chair shall also have the power to appoint all necessary standing and special committees chairs and at his/her discretion to serve, ex-officio, as a member of any committee of the Chapter.

Section 2. **Vice-Chair** – The Vice-Chair is the Chapter Chair-Elect and shall perform all the duties of the Chapter Chair in the event of the Chapter Chair's absence, illness, resignation, or incapacity, and shall carry out such other duties as may be assigned by the Chapter Chair. The Vice-Chair will normally act as chair of the Symposium Committee for the Chapter.

Section 3. **Secretary** – The Secretary shall be responsible for maintaining a roster of all members of the Chapter, keep minutes of the meetings of the Chapter and distribute ballots. A copy of the minutes of all meetings of the Executive committee shall be filed promptly by the Secretary with the Clerk of the AVS. The Secretary shall perform the duties of the Chair in the event of the absence, illness, resignation, or incapacity of both the Chair and Program-Chair.

Section 4. **Treasurer** – The Treasurer shall receive all monies paid into the Chapter and pay out funds as are authorized by the Executive Committee and arrange for an annual audit of the Chapter’s financial records. A copy of all financial reports and budgets requested by the Treasurer of the AVS shall be filed by the Treasurer of the Chapter with the Treasurer of the AVS. The Treasurer shall perform the duties of the Chair in the event of the absence, illness, resignation, or incapacity of the three other officers.

Section 5. The Nominating Committee may present one candidate to fill the positions of both Secretary and Treasurer and to carry out the duties of both positions listed above.

Section 6. The day to day operations of the Chapter may be assigned, with the Executive Committee’s approval, to an appropriate person, such as AVS staff or bonded non-AVS staff.

### ***ARTICLE VII: Committees and User Groups***

Section 1. Committees - There shall be at least one standing committee; the Nominating Committee. The composition and duties of the Nominating Committee are defined in Article V. The Chair of the Chapter may appoint or dissolve other committees, which from time to time seem appropriate for carrying out the functions of the Chapter. The chapter chair may make changes to committee membership, including its chair. Should any member of the committee object, such dispute shall be resolved by majority vote of the executive committee.

Section 2. User Groups - A User Group is a technical meeting group (e.g. the Thin Film User Group, TFUG) operating under the auspices of NCCAVS. It typically holds local technical meetings on a regular basis and may hold yearly symposia. At least one officer of the User Group must be an AVS member. The formation of any new User Group must be approved by the NCCAVS Executive Committee. The Chair, or designated representative of a User Group must attend the regularly scheduled NCCAVS Executive Committee meetings to report the activities of the group. If a User Group fails to send a representative to 2 consecutive regularly scheduled Executive Committee meeting, the group will be placed on probation and so notified. The Executive Committee may disband a user group by a two thirds majority vote at any time for good cause.

### ***ARTICLE VIII: FINANCES***

Section 1. A complete financial report for each fiscal year and budget for the ensuing year shall be submitted by the Executive Committee to the AVS Treasurer.

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. Chapter dues shall be those established by the Board of Directors of the AVS and shall be levied by the AVS at the time of the annual billing. The Chapter shall not charge member dues. Chapter funds from whatever source derived are the property of the AVS and shall not be used for purposes other than the operations of the Chapter as defined in these By-laws. Symposia registration fees and any discounts or privileges for members may be set by the Executive Committee of the Chapter as needed.

Section 4. All funds received by the Chapter shall be deposited in a bank or insured savings and loan, or in some other low risk investment vehicle, 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 at least one regular business meeting each year. Notices of all Chapter meetings shall be sent to all AVS members in the Chapter at least one week prior to the date of the meeting.

Section 2. Meetings of the Executive Committee shall be held at least four (4) times per year. Chapter Executive Committee meetings may be called by the Chair of the Chapter at his discretion or shall be called at the request of three members of the Executive Committee. Notices of all Executive Committee

meetings shall be given to all members of the Executive Committee at least one 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 3. The number of Officers and elected Executive Committee members present to constitute a quorum at meetings called for the transaction of regular business shall not be less than a simple majority of the total number of Officers and elected Executive Committee members. No measure can be passed with less than a simple majority of the Officers and elected Executive Committee present voting in favor. Approval of the annual budget and any other expenditure over \$3,000.00 will require approval by a minimum of two thirds of the Officers and elected Executive Committee present. Budgets for the User Groups must be submitted electronically to all Officers and elected Executive Committee members one (1) week prior to the Executive Committee Meeting at which they are to be considered for approval. The Executive Committee has the option not to consider a budget request not submitted in time.

Section 4. On occasion, the business of the Chapter may require an executive committee approval prior to the next scheduled meeting. In such a case, a vote may be conducted by e-mail at the Chair's discretion. The majority requirements are the same as stipulated elsewhere within the bylaws, however, all members of the committee must submit a vote for quorum. The Secretary shall be responsible for counting the vote and ensuring quorum is attained.

### ***ARTICLE X: Dissolution of the 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 AVS.

Section 2. This article gives vested rights to the parent AVS for the AVS is ultimately responsible for all obligations of the Chapter.

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

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

Section 2. Any fifteen (15) Chapter members may also propose amendments to these By-laws. The Executive Committee of the Chapter shall consider each proposed amendment and prepare a written analysis of its effects on the chapter's operation and shall submit this analysis together with its recommendation to the Board of Directors of the AVS.

They are then submitted to the AVS for comment and put to a vote of the Chapter members. A positive vote then has to be approved by the AVS Board of Directors before the revised By-laws come into effect.

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

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

*Updated: June 2021*

*Approved NCCAVS Executive Committee; June 2021*

*Approved AVS Governance Committee: June 2021*

*Approved AVS Board: July 2021*

*Approved NCCAVS Membership: November 2021*