

**MIDWEST MICROSCOPY AND MICROANALYSIS SOCIETY (M<sup>3</sup>S)**  
formerly the Midwest Society of Electron Microscopists (MSEM)

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an affiliate of the Microscopy Society of America and the Microbeam Analysis Society

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**CONSTITUTION**

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Adopted May 18, 1984  
Revised June 30, 1996  
Revised February 20, 2003

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**ARTICLE I - Name and Objectives**

- **SECTION 1.** This Corporation (formerly Midwest Society of Electron Microscopists) shall be known by the name of Midwest Microscopy and Microanalysis Society.
- **SECTION 2.** Its objectives shall be to advance scientific research and discovery through the use of microscopy and microanalysis, to provide a forum for the presentation and discussion of scientific problems, and to interpret them for the common welfare.

**ARTICLE II - Membership**

- **SECTION 1.** This society shall consist of seven classes of members, namely, Charter Members, Honorary Members, Regular Members, Student Members, Corporate Members, Emeritus Members, and Patron Members.
- **SECTION 2.** Regular Members, Student Members, Corporate Members, and Patron Members as shall have been elected to membership by the Executive Council shall be admitted to membership hereafter in accordance with the provisions of the Bylaws.

**ARTICLE III - Executive Council**

- **SECTION 1.** The affairs of the Society shall be in the charge of the Executive Council. The President, a President-Elect, the immediate Past-President, a Recording Secretary, a Treasurer, a Newsletter Editor, a Program Coordinator, a Corporate Liaison, and two Directors, one of Life Sciences and one of Materials Sciences, shall constitute the Executive Council.
- **SECTION 2.** The Executive Council shall manage and control the activities of the Society. It shall establish, divide, subdivide, or discontinue Committees of the Society, and it shall define their duties and privileges. It shall vote on and approve or deny all appointed positions. It shall call all slated meetings of the Society and fill, for the unexpired term, any vacancy in the Executive Council as provided for in

Section 4 of this article. For the purpose of doing business, five members of the Executive Council present, either physically or by teleconference, and eligible to vote shall constitute a quorum.

- **SECTION 3.** The President shall serve a term of only one year and shall be Chairman of the Executive Council during his/her term as President. Upon completion of his/her term of office, he/she shall be a member of the Executive Council as the Past-President of the Society for a period not to exceed two consecutive years. The President-Elect shall serve for the term of one year and shall then become President. The remaining members of the Executive Council as defined in Article III, Section I, shall serve for a term of one year and shall be eligible for reselection without limitation.
- **SECTION 4.** Should the President be unable to serve his/her term, the President-Elect will immediately become the President and shall serve for the remainder of that year and the following year. In the event that the President-Elect be unable to succeed to the Office of President, the Secretary shall assemble, either physically or by teleconference, the Executive Council for the purpose of filling the position of President. The position of President and any other vacancy on the Executive Council shall be filled by a Regular Member of the Society who will be appointed to the vacant position by a majority vote of the entire Executive Council.
- **SECTION 5.** Any member of the Executive Council who shall fail to attend three consecutive meetings, without being excused by such body, shall be deemed to have resigned therefrom.
- **SECTION 6.** The Executive Council shall have the power to establish or discontinue affiliation of the Society with any scientific societies or associations organized for the study of any branch of sciences.

#### **ARTICLE IV - Corporate Seal**

- **SECTION 1.** Description. The Corporate Seal shall have inscribed thereon the name of the Society, the year of its incorporation, and the words "incorporated Illinois".
- **SECTION 2.** Custody. The seal shall be in the custody of the Secretary of the Society.

#### **ARTICLE V - Quorum**

- **SECTION 1.** Those members present shall form a quorum at any meeting of the Society at which business is transacted.

#### **ARTICLE VI - Amendments**

- **SECTION 1.** This Constitution may be amended by a vote of not less than two-thirds of the Active Members voting. The Recording Secretary shall send a ballot and a copy of the proposed amendment, as approved by the Executive Council, to each Active Member entitled to vote at least four weeks before the time set by the Executive Council for the balloting to close.

#### **ARTICLE VII - Existence**

- **SECTION 1.** The Society shall have perpetual existence.

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## **BYLAWS**

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#### **ARTICLE I - Officers**

- **SECTION 1. President.** The President shall be the chief executive officer of the Society and shall preside at both the business and special meetings of the Society and at the meetings of the Executive Council. The President shall have the power to call meetings of the Executive Council and shall be a member of all Standing Committees.
- **SECTION 2. President-Elect.** The President-Elect shall be invited to attend the meetings of all Committees of the Executive Council even though lacking appointed membership, but shall not have the power to vote in those committees.
- **SECTION 3. Recording Secretary.** The Recording Secretary shall keep the minutes of the meetings of the Society and the Executive Council; have access to all records of the Society and to its Corporate Seal, which shall be affixed and attested as directed by the Executive Council; shall see to it that all reports required by law are filed and shall perform all other duties usual to this office. The Recording Secretary shall notify members thereof and shall lay before the Executive Council all matters requiring consideration by the Executive Council that have come to his/*her* attention. The Secretary shall make a report at the Annual Business Meeting. *The Secretary shall file an annual report of the Corporation with the Secretary of State of Illinois and shall notify the Secretary of State of the name and address of the registered agent of the Corporation and shall advise the Secretary of State of any change of address of the registered agent.*
- **SECTION 4. Treasurer.** The Treasurer shall collect and receive all moneys due to the Society and shall have custody of the funds of the Society. All moneys received shall be deposited in the Corporate name of the Society in Federally insured banks or trust companies designated by the Executive Council. All funds shall be subject

to the drafts of the Treasurer as authorized by the Executive Council. The Treasurer shall make disbursements for the debts against the Society on the order of the Executive Council for their discharge, and shall keep a full accounting of the Society's financial transactions

The President and the Treasurer and anyone else vested with the power of attorney by the Executive Council, shall have the power to sign checks, as authorized by the Executive Council.

The Treasurer shall report to the Executive Council, at each regular meeting thereof, the financial condition of the Society and shall submit to the Society, at each Annual Meeting, a statement of the financial operations for the preceding fiscal year, as well as a balance sheet at the close of the fiscal year. Yearly audit of the Society's account will be made between January 1 and January 30, by an Auditing Committee appointed by the Executive Council prior to January 1.

- **SECTION 5. Directors.** Dual directorship shall be for the purpose of representing both life sciences and materials sciences on the Executive Council. The Director of Life Sciences and the Director of Materials Sciences shall be the advisory executives of the Society, responsible directly to the Executive Council, and shall be charged with conducting all administrative activities not otherwise provided for in the Bylaws. They shall act as consultants and advisors to the Executive Council in matters concerning the Constitution, Bylaws, Executive Council actions, meetings, and other events of the Society. They shall be members of the Nominating Committee and the Program Committee, and shall have discretionary power to delegate representatives in their stead.
- **SECTION 6. Program Coordinator.** The Program Coordinator shall be responsible for arranging, scheduling, and coordinating the scientific meetings of the Society; also included is the responsibility for communicating news of programs to the membership. To aid in accomplishing these duties, the Program Coordinator shall have delegatory powers for the appointment of meeting chairpersons who may be utilized to the extent required for attaining harmonious operations of complete meeting agendas.
- **SECTION 7. Newsletter Editor.** The Newsletter Editor shall be responsible to assemble and supervise the distribution of the Society Newsletter on a quarterly basis. The Editor shall have the power to appoint such persons to fulfill the duties of Associate Editor, Technical Editor and Regional Editor.

## **ARTICLE II - Committees of the Executive Council**

- **SECTION 1. Standing Committees.** The Standing Committees of the Executive Council shall be a Nominating Committee, a Program Committee, a Newsletter Committee, and such other committees as the Executive Council may establish.

The Executive Council, at its first meeting of the Society year, shall appoint the members of the Standing Committees who shall serve for one year.

Special Committees authorized by the Executive Council shall serve for such periods as shall be designated by the Executive Council, but all Special Committees shall automatically terminate on the first meeting of the Executive Council of each year, unless continued by the Executive Council at said meeting.

- **SECTION 2. Honorary Directors.** The Past-Presidents are designated as Honorary Directors to function as consultants to the Executive Council and to participate in special committees as defined by the Executive Council. Past-Presidents may elect from their ranks a representative to attend Executive Council meetings and to participate as a nonvoting member.

### **ARTICLE III - Procedure for Nominations and Elections**

- **SECTION 1. Eligibility.** Any Regular Member of the Society in good standing is eligible for election to any office of the Society, with the exception of the Corporate Liaison Office. The Corporation Liaison shall be a representative from a Corporate Member in good standing. All elected officers shall take Office on the first day of the Official Year.
- **SECTION 2. Nominations.** Nominations shall be made by a Nominating Committee appointed by the Executive Council. This committee shall consist of four members. One or more candidates will be presented by the Nominating Committee for approval by the Executive Council for inclusion on the ballot for each open office with space provided for write-in candidates.
- **SECTION 3. Suggestions by the Members for Nominations.** Suggestions for nominations of Officers of the Society may be sent in writing by any Active Member of the Society, addressed to the Recording Secretary, with the name of the Member offering such a suggestion. To be considered, such suggestions must be received no later than September first of each year.
- **SECTION 4. Preparation of Ballot and Method of Balloting.**
  - a) The Executive Council shall submit its list of nominations to the Recording Secretary not later than September fifteenth of each year for inclusion in the Official Ballot.
  - b) The Official Ballot shall bear the names of the candidates for the Offices of the Society, and with a blank space for "write-in" if the voter so desires.
  - c) The Official Ballot shall be mailed by the Recording Secretary to each Active Member in good standing not later than November thirtieth of each year and, to be valid, must be returned to and received by the Recording Secretary not later than December 31 of each year. A plurality of the votes cast shall constitute election.

d) Election of the Corporate Liaison shall be by a majority vote of Corporate Members.

#### **ARTICLE IV - Eligibility for Membership**

- **SECTION 1. Charter Members.** Persons present at the convening of the first meeting and who joined at that time shall be known as Charter Members.
- **SECTION 2. Honorary Members.** Any person eligible for membership under Section 1 or Section 3 of this Article and who has made outstanding contributions to science or the Society may be elected to Honorary Membership by the unanimous vote of the Councilors present at the Executive Council Meeting at which the name is presented. Honorary Members shall be exempt from payment of dues.
- **SECTION 3. Regular Members.** Persons of scientific training, having been at any time engaged in the field of microscopy and microanalysis or otherwise in the advancement of science, shall be eligible for Active Membership. They may be elected by the unanimous vote of the Councilors present at the meeting at which their names are presented.
- **SECTION 4. Student Members.** Graduate students and such undergraduates matriculating in recognized universities and colleges within the Midwestern States may be elected to Student Membership, provided each candidate for Student Membership shall be recommended by one faculty members who is acquainted with the academic status of such candidate. At any time subsequent to their election, graduate students may apply for and, upon approval of the Executive Council, assume the full privileges and responsibilities of Regular Members.
- **SECTION 5. Corporate Members.** Any corporation or association desirous of furthering the purpose of the Society may be nominated and elected by the Executive Council to Corporate Membership. Each Corporate Member shall have the privilege of designating three representatives for attendance at all slated meetings of the Society in the manner and under such conditions as may be prescribed by the Executive Council. These representatives will have full Regular Membership privileges.
- **SECTION 6. Patron Members.** Any person, corporation, or association eligible for membership under Sections 1, 2 or 3 of this article and who shall contribute the sum of \$1,000 or more to the Society shall, upon election by the Executive Council, be entitled to the designation Patron Member and to the privileges of a Regular Member. Patron members shall be exempt from payment of dues.
- **SECTION 7. Emeritus Members.** All Charter Members and Regular Members who have been members of the Society in good standing for at least 15 years and who *are* in retirement are eligible for Emeritus Membership upon written request to the

Executive Council. Emeritus Members shall be exempt from payment of dues and shall have all the privileges of Regular Members.

- **SECTION 8.** The Corporate Liaison shall be responsible for representing vendors on the Executive Council. The Corporate Liaison shall advise vendors of the mission of the Society and encourage their support and participation in Society functions. The Corporate Liaison shall serve on the Newsletter Committee, the Membership Committee and the Auditing Committee. The Corporate Liaison shall have the power to appoint an Advertising Coordinator.

### **ARTICLE V - Annual Dues**

- **SECTION 1. Dues.** Each Regular Member shall pay such annual dues as the Executive Council shall determine, with the approval of the Society, and such annual dues shall be payable in advance on the second day of each January.

Each Student Member shall pay such annual dues as the Executive Council shall determine, but not more than half of the regular membership dues, and such dues shall be payable in advance on the second day of each January.

Each Corporate Member shall pay such annual dues as the Executive Council shall determine and such dues shall be payable in advance on the second of each January.

Patron Members, Emeritus Members, Honorary Members, and Honorary Directors shall be exempt from payment of dues.

- **SECTION 2. Members in Arrears.** Any member whose dues for the current year shall remain unpaid for three months after the beginning of the current year, and after notification of such delinquency, shall have their membership terminated by vote of the Executive Council. Once a member is dropped by the Executive Council, the same shall be eligible for reinstatement only if a new Nomination for Membership form is submitted with payment of dues for the same year the Nomination form is submitted.
- **SECTION 3. Renewal of Membership.** Any Active Member who shall resign while in good standing may be restored by vote of the Executive Council to Active Membership at any time upon application.

### **ARTICLE VI - Meetings**

- **SECTION 1. Scientific Meetings.** The Society shall hold at least two meetings per year.

- **SECTION 2.** Annual Business Meeting. An annual business meeting shall be held in conjunction with a Scientific Meeting at the beginning or end of the Society year. The following shall be the order of procedure at Annual Business Meetings: (a) Annual Report of the Executive council, including the Report of Treasurer, (b) Annual Reports of the Recording Secretary and Chairpersons of standing committees, (c) Report on the Election of Honorary Members, (d) Report on the election of Officers to the Executive Council, (e) address of the retiring President.

#### **ARTICLE VII - Official Year**

- **SECTION 1.** The Official Year of the Society shall be from January 1 through December 31 of the year.

#### **ARTICLE VIII - Publication**

- **SECTION 1.** The Society Newsletter is the official publication of the Society and is published quarterly.

#### **ARTICLE IX - Standing Rules**

- **SECTION 1.** The Executive Council may establish standing rules to meet special or temporary situations and may suspend any of their own standing rules for the same purpose.

#### **ARTICLE X - Amendments**

- **SECTION 1.** These Bylaws may be suspended or amended upon recommendation of the Executive Council and by a majority vote of the Active Members present at a meeting held within ninety days after a copy of such proposed amendment is set forth in full in the notice of such meeting.

#### **ARTICLE XI - Disposition of Assets**

- **SECTION 1.** In the event of dissolution of the Society, all assets of the Society shall be distributed by the Executive Council to scientific or educational organizations to be used in such manner as in the judgment of the Executive Council will best accomplish the purpose for which the Society was organized; but in no event shall the assets be distributed to the members of the Society.

#### **ARTICLE XII - Parliamentary Authority**

- The rules contained in Robert's Rules of Order, current revised edition, shall govern the actions of the Society in all cases to which they are applicable and in which they are not inconsistent with the Constitution and the Bylaws of the Society.