

## GLOBAL BYLAWS

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

#### PREAMBLE

The Society for the Advancement of Material and Process Engineering (SAMPE) was organized to enhance the dissemination of knowledge about advanced materials and processes and to foster professional fellowship. With superior adherence to scientific and engineering principles, SAMPE promotes and facilitates the rapid advancement of materials and processes for a broad spectrum of applications by engaging students, academia, industry and governments. The SAMPE organization reflects the global nature of the materials and processes industry and assists in promoting further expansion.

#### APPROVALS AND CURRENCY

AS APPROVED IN MAY 2013  
Rewrite of International Bylaws to create Global Organization  
Amended 6 November 2015

#### ARTICLE I – ORGANIZATION

##### Section 1: Composition

- A. The Society for the Advancement of Material and Process Engineering (SAMPE), a corporation hereinafter called the “Society”, shall be composed of individuals, hereafter called “Members”, organized into groups of persons, hereinafter called professional Chapters or professional Clubs, which have been duly chartered in accordance with the provisions of the Society’s Articles of Incorporation and these Bylaws.
- B. Chapters and Clubs may be organized into “Regions” as defined in these Bylaws.
- C. Chapters, Clubs and Members that are outside the Regions will be termed “Independent” Chapters, Clubs and Members and will be administered directly by the Global Organization.
- D. The Regions shall be governed by the Global Organization but each Region will have substantial independence in matters not specifically assigned to the Global Organization.
- E. The Global Organization will consist of a Global Board of Directors, a Global Executive Cabinet, Committees of the Global Board of Directors and of the Global Executive Cabinet, Global Past Presidents and a Global Business Office.
  1. The Global Organization will be formed on July 1st following the adoption of these Global Bylaws by action of the International Board of Directors.
  2. The primary governing body of the Society shall be the Global Board of Directors.
  3. The governance of the Global Organization shall be as described in these Global Bylaws.
  4. The Society recognizes several classes of Members depending on geographical location and professional status. Classes of Members outside the Regions are defined and authorized by these Bylaws. Each Region may define additional classes of Members.
- F. The Global Organization may form committees of Members to assist in carrying out the purposes of the Society.

- G. In addition to these Bylaws, the Global Organization will be regulated by Global Practices. These Global Practices shall not contravene and shall be subject to these Global Bylaws. In the event of a variance therewith, the Global Bylaws will govern.
- H. The Global Organization will have final authority to govern all Regions, Chapters, Clubs, and Members in all matters relating to SAMPE.

## **Section 2: Regions**

- A. Initial Regions
  - 1. To establish the Global Organization, three Regions will initially be established. Those Regions are: North America, Europe, and Japan.
  - 2. North America Region
    - a. The North American Region will constitute all Chapters within the geographical region of North America.
  - 3. Europe Region
    - a. The Europe Region consists of all the Chapters, Clubs and Members within Europe.
  - 4. Japan Region
    - a. The Japan Region consists of all the Chapters, Clubs and Members within Japan.
- B. Chapters, Clubs and Members in Regions
  - 1. Regions shall have authority to create new Chapters and/or Clubs within their Regional boundaries.
  - 2. Regions may admit new Members who live or work within their Regional boundaries.
  - 3. Regions may admit new Members who do not live or work within their Regional boundaries. When this occurs, the Membership Dues shall be transferred to the Region in which the new Member lives or works.
  - 4. Regions shall submit information (location, membership, boundaries, etc.) about the new Chapter/Club to the Global Secretary.
- C. Chapters, Clubs and Members not in Regions
  - 1. Some Chapters, Clubs, and Members are not located within the Regions. These Chapters, Clubs and Members will be served directly by the Global Organization and will be referred to in these Bylaws as Independent Chapters, Independent Clubs, and Independent Members.
  - 2. Independent Chapters, Clubs and Members are subject to all rules, laws, and directives of the Global Organization. The designation Independent refers only to not being affiliated with a Region within the Society.
- D. Regional Boundaries
  - 1. The boundaries of a Region may be changed by action of the Global Board of Directors.
- E. Creation of New Regions
  - 1. A new Region can be created by action of the Global Board of Directors.
  - 2. The Global Board of Directors may assign the boundaries of the new Region and assign Members to the new Region in cooperation with those Members residing within the proposed Region.
- F. Regional Governance
  - 1. Each Region will be governed by its own set of Bylaws and its own Articles of Incorporation.
  - 2. Each Region's Bylaws will be established and modified by the Board of Directors of that Region. However, no Region may have provisions in their Bylaws that are in conflict with these Global Bylaws; the Global Bylaws taking precedence.
  - 3. As part of the creation of a new Region, the proposed Articles of Incorporation and proposed Bylaws of that prospective Region will be reviewed and, if necessary, modified by the Global

- Board of Directors (in consultation with the proposed Regional Board of Directors) to ensure compatibility with the Global Bylaws.
- G. Each Region will control the chartering of Chapters and Clubs within its Regional area. If outside a Region, the Global Board of Directors will control the chartering of Chapters and Clubs.
  - H. Discipline of Regions
    - 1. Any Region which fails to comply with the Articles of Incorporation, the Global Bylaws or any Global Practice may have its charter and membership therein suspended or revoked, or may be otherwise disciplined by resolution of the Global Board of Directors.
  - I. Surrender of Regional Status
    - 1. Any Region that, for any cause, shall cease to be a part of the Society, shall relinquish the combination of letters of the word SAMPE, or any similarity thereto, in its Regional name and in the Chapter or Club names within the Region and shall surrender any certificates or charters associated with SAMPE.
    - 2. Such Region, including Chapters and Clubs within the Region, shall not thereafter use the name or the emblem or the insignia of the Society or any similar name, emblem, or insignia, in any manner whatsoever.
    - 3. Individuals from such Regions will be automatically transferred to Independent Member status and come under the supervision of the Global Board of Directors.
  - J. Voluntary Surrender of Region Status
    - 1. If initiated by a Member or Members of the Region that it is the intention of the Region to voluntarily surrender its status, this intent is to be made in writing and submitted to the SAMPE Executive Director.
    - 2. Thereafter, a letter of notification must be sent to all Region Members allowing the option to maintain the status or to choose an alternate Region with which to be affiliated or to become Independent Chapters, Independent Clubs, or Independent Members.
    - 3. For the Region to be continued, at least twenty Region Members must indicate a willingness to continue Region activities and shall prepare and implement a plan for reactivation of the Region.
    - 4. If the decision of the Region Members is to surrender the Region status, the action is complete when all funds, closing bank statements, the Region charter, and the letter of intent are received at the Global Business Office and all Members desiring to belong to a Chapter or Club have been reassigned to another Chapter or Club or have otherwise been accommodated as Independent Members.

### **Section 3: Independent Chapters and Clubs**

- A. Chartering of Independent Chapters and Clubs
  - 1. Society Chapters and Clubs may be organized and chartered in any geographical area of sufficient professional activity to assure stability, in accordance with the provisions of the Society's Articles of Incorporation and these Bylaws, and upon such other terms as the Global Board of Directors may establish.
- B. Chapter and Club Representation
  - 1. Independent Chapters and Independent Clubs do not have the right to select a Director to represent them on the Global Board of Directors.
  - 2. The Immediate Past Global President shall represent the Independent Chapters, Independent Clubs, and Independent Members on the Global Board of Directors.
- C. Discipline of Independent Chapters and Independent Clubs
  - 1. Any Independent Chapter or Independent Club which fails to comply with the Articles of Incorporation, the Global Bylaws or the Global Practices may have its charter and

- membership therein suspended or revoked, or may be otherwise disciplined by resolution of the Global Board of Directors.
2. Surrender of SAMPE Name and Logo
    - a. Any Independent Chapter or Independent Club that, for any cause, shall cease to be a part of the Society, shall relinquish the combination of letters of the word SAMPE, or any similarity thereof, in its Chapter or Club name and shall surrender its charter.
    - b. Such Chapter or Club shall not thereafter use the name or the emblem or the insignia of the Society, or any similar name, emblem, or insignia in any manner whatsoever.
- D. Voluntary Surrender of Chapter or Club Charter
1. If initiated by a Member or Members of the Independent Chapter or Independent Club that it is the intention of the Chapter or Club to voluntarily surrender its charter, this intent is to be made in writing and submitted to the SAMPE Executive Director.
  2. Thereafter, a letter of notification must be sent to all Chapter or Club Members allowing the option to maintain the charter or to choose an alternate Chapter or Club with which to be affiliated.
  3. For the Independent Chapter or Independent Club to be continued, at least two Chapter or Club Members must indicate a willingness to continue Chapter or Club activities and shall prepare and implement a plan for reactivation of the Chapter or Club.
  4. If the decision of the Independent Chapter or Independent Club Members is to surrender the Chapter or Club, the action is complete when all funds, closing bank statements, the Chapter or Club charter and the letter of intent are received at the Global Business Office and all Members desiring to belong to a Chapter or Club have been reassigned to another Chapter or Club or have otherwise been accommodated as Independent Members.
- E. Administrative Supremacy
1. The Articles of Incorporation and Bylaws and all other laws, rules and procedures of chartered Independent Chapters and Independent Clubs shall not contravene, and shall be subject to, the Articles of Incorporation, the Global Bylaws and the Global Practices.
  2. In the event of a variance therewith, the Articles of Incorporation, the Global Bylaws and the Global Practices shall supersede those of the Independent Chapter or Independent Club which shall be changed to comply with the Global Practices, Global Bylaws or Articles of Incorporation.

#### **Section 4: Members**

- A. Upon application therefore, the Society shall admit all persons to membership, insofar as they are qualified under the provisions of these Bylaws.
1. Any applicant for membership who has failed to qualify may not reapply for membership within six months from the date of his/her rejected application.
  2. There shall be no membership restrictions based on race, creed, color, sex, sexual orientation, citizenship, or country of origin.
- B. Membership Requirements
1. A prospective Member shall, at the time of application:
    - a. Be engaged in advanced materials or processing activities; or
    - b. Be a person, who by virtue of background and present work stays current with developments in these fields; or
    - c. Be capable of contributing to the knowledge and advancement of the Society.
- C. Classes of Membership
1. Professional Member

- a. A Professional Member shall be required to be a person who is an engineer, scientist, technologist or other with professional responsibility in the research, development, application, manufacturing, or sales of materials and/or process technology.
  - b. An engineer, scientist, or other person who has been granted a degree of Bachelor level and/or a person who has been gainfully employed for not less than two years in the performance of duties that pertain to the advancement of material and process engineering.
- 2. Affiliate Member
  - a. An Affiliate Member shall be a person who meets the requirements of a Professional Member, but who chooses to be designated as an Affiliate Member and whose geographical area has been granted, in writing by the Global Board of Directors, the ability to have Affiliate Members.
  - b. An Affiliate Member is one of a group of persons in any combination of the other types of membership from a geographical area, who, together, constitute a single membership.
  - c. The Global Executive Cabinet designates the maximum number of Affiliate Members in a single group.
  - d. Each Affiliate Member will submit all membership information to his or her Region, Chapter or Club and to the Global Business Office.
- 3. Student Member
  - a. A Student Member shall, at the time of application, be a registered student working toward a degree in a materials or process related field, including all engineering and science disciplines.
  - b. Student Members may pay reduced Dues as determined by the Region or the Global Board of Directors.
  - c. Student Members may, if they choose, organize a Student Chapter provided the Chapter meets the requirements given in these Bylaws and in the Global Practices.
- 4. Senior Member
  - a. This category shall consist of those members that have accumulated 20 years of SAMPE membership and have reached at least 65 years of age.
  - b. Senior Members' Dues are set by the respective Global or Regional Boards.
  - c. Senior Members have all the rights of Professional Members.
- 5. Honorary Life (George Lubin Award) Member
  - a. By resolution of the Global Board of Directors any person who has meritoriously fostered the advancement of material and/or process technology, or enhanced the attainment of the Society's objectives may be conferred with the SAMPE George Lubin Memorial Award.
  - b. Such Member shall be a Member-at-large of all Chapters and Clubs and shall be entitled to be an Honorary Life Member with all privileges of a Professional Member.
- 6. Other Members
  - a. Regions may elect to recognize other membership categories, as they deem appropriate.
- D. Members Rights, Privileges and Restrictions
  - 1. Members normally elect to join a Chapter or Club that is active in the area where the Member resides or works.
    - a. Members may petition the Global or Regional Board of Directors that has jurisdiction over them to not join any Chapter or Club and such Independent Member status may be granted.
  - 2. Subject to the limitations imposed by the provision of the Articles of Incorporation and these Bylaws, all Members in good standing shall have such rights and privileges as may be

expressed or implied in their Chapter's or Club's Bylaws and which shall be governed by the following:

- a. Members shall have the right to attend all non-technical meetings of the Boards of Directors, Chapters, Clubs and their committees.
  - b. Technical presentations such as tutorials, conferences and seminars presented by the Society may require a fee.
  - c. If the subject matter of a technical presentation is classified or of a restricted nature, only those Members who satisfy the criteria for attendance shall be admitted.
  - d. With the exception of Student Members of a professional Chapter or Club, each Member shall have the right to vote on all matters of Chapter or Club business in the Chapter with which he/she is affiliated.
  - e. Each Member shall have the right to be elected or appointed to any office in the Independent Chapter or Club with which he/she is associated. However, Student Members may not serve as officers of professional Chapters (although, of course, the Student Members may serve as officers within their Student Chapter).
  - f. Student Members shall not have the right to hold any Global office, nor to hold any professional Chapter office, provided, however, that if they are otherwise duly qualified, they shall be eligible for election or appointment to any committee and to the chair thereof.
  - g. Affiliate Members are not allowed to hold a position that votes on the Board of Directors, including Director, Regional officer or Global officer. Therefore, Affiliate Members cannot vote on any SAMPE matter other than those in their own Chapter or Club. An Affiliate Member does not enjoy the rights of full Professional Member, for example, in obtaining the member rate for attendance at SAMPE conferences or tutorials.
- E. Limitation of Membership
1. No person shall be eligible for membership in a Chapter or Club who holds membership in any other Chapter or Club of the Society (other than Honorary/Lubin).
  2. Any member of the Society shall have the right to resign; membership shall cease as of the date of resignation acceptance.
- F. Discipline of Members
1. Any Member who fails to comply with the Society's Articles of Incorporation and Global Bylaws and Global Practices, or who fails to comply with the Bylaws of the Chapter or Club in which he/she holds membership, may have his/her membership suspended or revoked, or may be otherwise disciplined by resolution of the governing body of said Region, Chapter or Club.
  2. Surrender of Membership
    - a. Any person who shall, for any cause, cease to be a Member of a chartered Chapter or Club (except those designated as Independent Members) shall, by virtue of such act, relinquish all affiliation with the Society and shall surrender all rights and privileges that appertain thereto.

## **Section 5: Global Board of Directors**

- A. The Global Board of Directors is the policy-governing body of SAMPE.
- B. The members of the Global Executive Cabinet are members of the Global Board of Directors.
- C. The Global Board of Directors has at least one representative of each Region.
- D. Each Region shall also be entitled to additional Global Directors based on the number of professional Members in the Region.

- E. The Global Past Presidents elect two (2) of their members to be members of the Global Board of Directors. These Past President selectees must come from different Regions.

### **Section 6: Global Executive Cabinet**

- A. The Global Executive Cabinet is the principal group responsible for the implementation of the policies of the Society under the overall direction of the Global Board of Directors.
- B. The members of the Global Executive Cabinet are as follows:
  - 1. Global President
  - 2. Global Executive Vice President
  - 3. Immediate Past Global President
  - 4. Each Regional President from North America, Europe, and Japan
  - 5. Other Regional Presidents as those Regions are created

### **Section 7: Global Business Office**

- A. The Global Business Office is the principal entity for the day-to-day operation of all activities of the Global Organization.
  - 1. The Global Business Office is under the overall direction of the Global Executive Cabinet.
- B. The Global Business Office is comprised of employees of the Society.
- C. The Global Business Office is headed by the Executive Director of SAMPE.
- D. The Global Business Office is co-located with the North America Business Office (formerly called the International Business Office).

### **Section 8: Global Past Presidents**

- A. The body known as Global Past Presidents is composed of all former Global, International, and Regional Presidents. The body known as the International Past Presidents will become this Global Past Presidents body.
- B. The Global Past Presidents form an advisory committee for the Global Executive Cabinet and Global Board of Directors.
  - 1. The Global Past Presidents are not (as a body) members of the Global Executive Cabinet although, if elected, individuals from the Global Past Presidents may serve in the Global Executive Cabinet.
  - 2. The Global Past Presidents are not (as a body) members of the Global Board of Directors but elect two (2) Past Presidents to be members of the Global Board of Directors.

### **Section 9: Global Committees**

- A. The Global Executive Cabinet and the Global Board of Directors may create committees from time to time to pursue the objectives of the Society. The members of these committees are appointed to their positions unless otherwise governed by these Bylaws.

## **ARTICLE II – CONDUCT OF BUSINESS**

### **Section 1: Selection of Participants**

- A. Regional Officers

1. Titles: Each Region will have a Regional President and other officers as each Region may independently determine.
  2. Election: Each Region will determine the manner of electing its officers with the assurance that each Member in the Region will have an equitable opportunity to participate in the elections.
  3. Eligibility: Each Region may establish eligibility requirements for its officers except that some classes of Members may be limited in their participation.
  4. Term of Office: Each Region may select the term of office of its officers.
  5. Notification: Each Region will notify the SAMPE Executive Director of the results of each Regional election.
- B. Independent Chapter and Club Officers
1. Titles: The officers of each Independent Chapter shall be known as, and shall consist of, a chair, not less than one vice-chair, a secretary, and a treasurer.
  2. Election: Each Independent Chapter and Independent Club shall elect its officers from the membership of the Chapter or Club; election of officers shall be governed by applicable Chapter or Club Bylaws.
  3. Term of Office: Each Chapter or Club officer shall serve for a term of office determined by the Bylaws of the Chapter or Club and may commence according to the Bylaws of the Chapter or Club. Officers may serve multiple terms if the Chapter or Club so decides and the Bylaws of the Chapter or Club so permit.
  4. Notification: The results of each Independent Chapter or Club election, with a list of officers-elect, officers who remain incumbent and officers whose terms of office are expiring shall be submitted to the SAMPE Executive Director not later than ten days after such election.
- C. Global Board of Directors
1. Titles: The members of the Global Board of Directors are called Global Directors and may also have other titles as their particular duties in other offices require.
  2. Election: The members of the Global Board of Directors are selected from the Professional Members of the Society or from other Members who have the rights of Professional Members with other qualifications as indicated below.
    - a. Global Executive Cabinet—These officers are also Global Directors.
    - b. Regional Representative(s)—Each Region elects at least one (1) Global Director to represent the Region and that Regional Representative is elected under rules stipulated in the Bylaws of that Region except as follows: For every full 500 Members in the Region (Member defined as a person for whom the Member Fee has been paid to Global), one (1) additional Global Director can be elected by that Region to represent it. (The formula of one additional Regional Representative was chosen to meet the double criteria of (a) giving the Regions with larger numbers of Members some additional representation, and (b) limiting the size of the Global Board so that it does not become unwieldy. Hence, if the Global Board determines from time to time that the Global Board is too large or, alternately, that the Regions are not represented fairly, the formula for Regional representation can be changed by the Global Board of Directors.) The number of members for this representation will be determined on January 31 of each year.
    - c. The two Global Directors elected from among the Global Past Presidents shall be elected by the Global Past Presidents Committee. The two Past Presidents selected for the Global Board cannot be from the same Region.
  3. Term of Office:
    - a. The terms of the Global Directors elected by their Regions will be determined by their Regions.



- b. The terms of the Global Directors elected from the Global Past Presidents will normally be two (2) years but may be modified by the Global Past Presidents. Initially, one of the Global Directors chosen from among the Past Presidents will serve a one-year term, thus creating a staggering of the election of Global Directors so that both do not complete their terms simultaneously. Multiple terms are allowed.
    - 4. Notification: The results of each election of Global Directors shall be submitted to the SAMPE Executive Director.
  - D. Global Executive Cabinet
    - 1. Titles: The Global Executive Cabinet will consist of a Global President, a Global Executive Vice President, the Immediate Past Global President, and the Presidents of each of the Regions in the Society. The members of the Global Executive Cabinet are the officers of the Society.
    - 2. Election
      - a. The Global President is elected by the Global Board of Directors. The incumbent Global Executive Vice President will be automatically nominated for Global President.
      - b. The Global Executive Vice President is elected by the Global Board of Directors.
      - c. The Immediate Past Global President succeeds from Global President.
      - d. The Regional Presidents are the Presidents of each Region in the Society as elected by their respective Regions.
    - 3. Term of Office
      - a. The Global President, Global Executive Vice President, and Immediate Past Global President will normally serve for a one-year term of office, which shall commence on the first day of July subsequent to his/her election.
      - b. The Regional Presidents will serve terms of office as decided by the Bylaws of their respective Regions.
  - E. Global Past Presidents
    - 1. The Global Past Presidents succeed to office by virtue of having been a Global President, an International President, or a Regional President.
    - 2. Term of Office: The Past Presidents remain as Past Presidents so long as they continue to be associated with the Society.
    - 3. The chair of the Global Past Presidents committee is the Immediate Past Global President.
    - 4. Past Presidents may also serve in an advisory role for the Regions in which they are Members. The respective Regions shall define the policies governing their role in Regions.
  - F. Qualification Requirements and Restrictions: No person shall be eligible for election to any Global Office unless he/she shall be qualified in accordance with the following requirements and restrictions:
    - 1. Each candidate for election to the Global Board of Directors shall have been, for not less than five years immediately preceding his/her candidacy, a Professional Member in good standing of the Society.
    - 2. Each candidate for election as Global Director shall be a Regional Director or shall have successfully completed a term as a Regional Director or shall have been a Regional or an International Officer.
    - 3. Each candidate for election as Global President or Global Executive Vice President shall have been a Global Director for a period of at least two years or shall have been a Regional Officer or International Officer for a period of at least two years.
    - 4. No person shall simultaneously be a candidate for election to more than one Global Office of the Society. Persons elected to be Global President, Global Executive Vice President, or Immediate Past Global President must resign any Regional office that they may occupy with the exception of the office of Regional Immediate Past President.

5. Each candidate nominated as a Regional Representative shall be a Member in that Region that he/she represents.
- G. Vacancies: A vacancy in any Global Office shall be created by death or resignation therefrom and it shall commence at the time such resignation is accepted by the Global Board of Directors or from which an officer has been removed in the manner hereinafter prescribed.
1. Removal: Any Global Officer may, for good cause and after a hearing thereon, be removed from office by vote of two-thirds of all the remaining members of the Global Board of Directors provided, however, that not less than thirty days prior to the hearing thereon, a notice of such hearing shall have been sent to his/her address of record and which contains a copy of the charges and which advises of the time and place of such hearing. The time and place and the manner of conducting such hearing shall be fixed by the Global President, except where he/she is the party charged and, in such an event, the Immediate Past Global President shall so act. Removal shall become effective immediately upon the affirmative vote of the Global Board of Directors. A copy of the minutes of such hearing shall be sent to the President of each Region and to each member of the Global Board of Directors, not later than thirty days after the vote.
  2. Filling of vacancies: A vacancy in any office shall be filled in the respective manner hereinafter specified.
    - a. A vacancy in the office of Global President shall be filled by the Global Executive Vice President, who shall automatically become the Global President and who shall be deemed to have tendered his/her resignation from the office of Global Executive Vice-President. The new Global President will complete the term of office of his/her predecessor and may then be nominated to serve as Global President as if he/she had not been elevated because of vacancy.
    - b. A vacancy in the office of Global Executive Vice President shall be filled within ninety days from the creation of such vacancy by a majority vote of the Global Board of Directors in a special election called by the Global President. The officer so elected shall normally serve for the duration of the balance of the term of his/her predecessor.
    - c. In the event that vacancies occur simultaneously in the offices of Global President and Global Executive Vice-President, the Immediate Past Global President shall temporarily assume the office of Global President. A special election by the Global Board of Directors will be held, within ninety days, to fill those vacancies. The officers so elected shall serve for the duration of the balance of the term of the predecessors.
    - d. A vacancy in the office of Regional President or Global Director (Regional Representative) will be filled by the Region to which the Regional President belonged according to the Bylaws of that Region.
    - e. A vacancy in the office of Global Director who is representing the Past Presidents shall be filled by a majority vote of the Global Past Presidents in a special election called therefore by the Immediate Past Global President. The officer so elected shall normally serve for the duration of the balance of the term of his/her predecessor.
    - f. The SAMPE Executive Director shall notify the President of each Region and each Global Director, not later than thirty days after the filling of any such vacancy, of the name and the title of each officer duly selected to fill a vacancy and of the name of such officer's predecessor.
- H. Committee Chairs
1. Titles—The committee chair typically has the title of Chair of the committee regardless of whether the committee is a standing committee, as described in these Bylaws or by Global Practices, or whether it is an ad-hoc committee.

2. Selection—Committee Chairs are typically selected from the membership of the Society and are requested to serve by an Officer of the Society. These Chairs, in turn, select the members of their committees.

## **Section 2: Duties, Powers and Responsibilities**

- A. Regional Officers
  1. The Regional President shall have such powers in the Global Organization as shall permit him/her to function as a member of the Global Executive Cabinet.
  2. Duties, Powers and Responsibilities of other Regional Officers will be stipulated by the Bylaws of the respective Regions.
- B. Independent Chapters and Independent Club Officers
  1. Independent Chapter and Independent Club officers shall have such powers and shall perform such duties as may be specified or implied in the Bylaws of that Chapter or Club in which they hold office.
  2. Because Independent Chapters, Independent Clubs, and Independent Members are not within a Region, these Chapters, Clubs, and Members do not have direct representation on any SAMPE Board of Directors. The Immediate Past Global President has been designated as the representative of these Independent Chapters, Independent Clubs and Independent Members.
- C. Global Board of Directors
  1. Powers: Subject to limitations of the Articles of Incorporation, of the Global Bylaws, of local law, and subject to the duties of Directors, as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Global Organization shall be guided by the Global Board of Directors and said business shall be carried out by the Global Executive Cabinet.
  2. Duties: The duties of the Global Board of Directors shall be:
    - a. Election of the Global President and Global Executive Vice President;
    - b. Establishment and discipline of Regions, Independent Chapters, Independent Clubs, and Independent Members;
    - c. Establishment of Global Bylaws and Global Practices changes;
    - d. Maintain the integrity of the SAMPE brand;
    - e. Review and approval of Global Income/Expenses and Global Organization budgets;
    - f. Approval of SAMPE Fellows and other Global awards;
    - g. Coordination of inter-Regional activities;
    - h. Establishing *SAMPE Journal* and other technical Global publication policies and content guidelines;
    - i. Supervision of other Global Member benefits and activities.
  3. The Global Board of Directors shall establish policy positions and direction for the Global Organization.
- D. Global Executive Cabinet
  1. Powers: Subject to directions and policies created by the Global Board of Directors, the Global Executive Cabinet is responsible for implementation of the activities of the Global Organization.
  2. The Global Executive Cabinet shall set the agenda for meetings of the Global Board of Directors, provided that Global Directors shall be given ample opportunity to include items of their choice into the agenda.
  3. Establish a budget for the Global Organization for approval/modification by the Global Board of Directors.

4. *Global President:* Under the direction and supervision of the Global Board of Directors of the Society, the Global President shall be the principal executive officer of the Global Organization and the chair of the Global Executive Cabinet. The Global President shall preside at all meetings of the Global Board of Directors and other meetings under the authority of the Global Board. The Global President shall promote the attainment of the objectives of the Society. The Global President shall appoint committees of the Global Organization as appropriate and coordinate the activities of these committees. The Global President shall perform such other duties as may be assigned by the Global Board of Directors.
  5. *Global Executive Vice President:* The Global Executive Vice President shall be the second executive officer of the Society. Under the direction of the Global President, the Global Executive Vice President shall be the Treasurer of the Society. In these duties he/she shall be responsible for the safekeeping of the funds of the Global Organization. In the event of the Global President's absence or inability to serve, the Global Executive Vice President shall have the powers and perform the duties of the Global President.
  6. *Immediate Past Global President:* He/she shall be the chair of the Global Past Presidents Committee and, as such, shall schedule meetings, conduct meetings, supervise elections of Past Presidents to the Global Board of Directors, and appoint committee chairs for the various committee responsibilities assigned to the Global Past Presidents. He/she will coordinate and represent the Independent Chapters, Independent Clubs, and Independent Members. He/she will supervise the efforts of initiating a new Region, although this task may be seconded to another member of the Executive Cabinet or to another Global Director. The Immediate Past Global President will act as Parliamentarian for all meetings under Global supervision.
  7. *Regional Presidents:* The Regional Presidents shall represent the interests of those regions of which they are Members by attendance at and participation in such Global Executive Cabinet meetings as may be called during the year. They shall interface with the other executive officers of the Society regarding the activities of committees, especially relating to the geographic Regions that they represent. They shall perform such other duties as may be specified or implied in the Bylaws, or as may be assigned by the Global President and/or the Global Board of Directors. They also carry out duties as may be assigned to them by virtue of their Regional responsibilities.
- E. Global Business Office
1. The Executive Director of SAMPE is an ex-officio of the Global Executive Cabinet and of the Global Board of Directors. The Executive Director will also function as the Secretary of the Global Executive Cabinet and of the Global Board of Directors and will ensure that notes and minutes of the meetings are properly recorded and distributed. The SAMPE Executive Director will have the responsibility of maintaining Global By-Laws and Practices. The Executive Director will be the Chief Executive Officer (CEO) and have the executive authority for all legal purposes.
  2. The Global Business Office will be responsible for establishing the legal structure (that is, contracts, etc.) to establish the Global Organization and to expand the Global Organization to new Regions and to maintain the legal requirements of the Global Organization.
  3. The Global Business Office will coordinate the conferences/exhibitions globally.
  4. The Global Business Office will publish the *SAMPE Journal*.
  5. The Global Business Office will maintain the SAMPE website.
  6. The Global Business Office may, as directed by the Global Executive Cabinet, initiate other activities as required to fulfill the objectives of the Global Organization.
- F. Global Past Presidents

1. The Global Past Presidents form a standing committee with duties and privileges as outlined in these Bylaws and in Global Practices.
  2. The Global Past Presidents are advisors to the Global Executive Cabinet and Global Board of Directors.
  3. The Global Past Presidents will form committees to supervise the granting of Global SAMPE awards.
  4. The Global Past Presidents shall serve in other advisory or committee capacities as requested by the Global Board of Directors and the Global Executive Cabinet.
- G. Other Committees
1. Committees may be created by the Global Board of Directors, Global Cabinet, or Global Past Presidents. These committees may be statutory (standing), that is, created by Bylaws or a Global Practice, or they may be *ad hoc*. Each committee will report its activities to the body that was responsible for the formation of the committee.
  2. Any Member of SAMPE can serve as Chair or as a member of a committee except where the membership of the committee is specifically limited to a select group. Chairs are appointed by the body forming the committee and, except as specifically stipulated, the Chair may choose other members of the committee.

### Section 3: Meetings

- A. Language
1. SAMPE's official language is English.
  2. English will be required at SAMPE International Conferences. Conferences that use the word "International" must use English as the language for presentations.
  3. Other local meetings may be held in other languages.
- B. Global Board of Directors
1. Regular Meetings—Regular meetings of the Global Board of Directors shall be held at least once during each year at a time and place specified by the Global President. Not less than thirty days prior to the date of each such meeting, the Global Business Office shall send a notice (either physical or electronic) of the time and place of such meeting and of the matters of business to be introduced at such meeting to the address of record of each Global Director.
  2. Location of Meetings—Every other meeting will be held in the United States. No two consecutive meetings of the Global Board of Directors can be held in the same Region.
  3. Special Meetings—Special meetings of the Global Board of Directors may be held when the Global President or Global Directors representing a majority of the Board determines, but only after a thirty-day notice to all Global Board members.
  4. Rules—Unless otherwise indicated in these Bylaws, the latest revision of "Roberts Rules of Order" shall be used for all meetings.
  5. Quorum—A one-half plus one majority of the Global Directors (including the Global Executive Cabinet), also including any delegates that may have been designated, combined shall be necessary to constitute a quorum for the transaction of business.
  6. Proxies—A member of the Global Board of Directors who is unable to attend a meeting may designate a Member as his/her substitute. The absentee Director must notify the Executive Director that he/she has designated a proxy delegate prior to the start of the meeting. The delegate may not vote. (That right is reserved to the elected Director personally.)
  7. Every act or decision done or made by a majority of the Directors or designates present at a meeting duly held at which a quorum is represented, shall be regarded as an act of the

- Board of Directors, unless a greater number be required by Bylaws or by the Articles of Incorporation.
8. Voting
    - a. Rights and Privileges: Each member of the Global Board of Directors shall be entitled to one vote on each question of business regardless of the number of offices such Member may hold.
    - b. Voting by Postal Mail and Electronic Voting: In matters of business or the election of officers, voting by postal mail and electronic voting shall be permitted except where prohibited by local law.
  9. Conflict of Interest: Each member of the Global Board of Directors must sign a Conflict of Interest statement prepared by the Global Business Office prior to attending each Board of Directors meeting and must recuse themselves from voting on questions related to a ruling that could result in benefit to themselves.
  10. Minutes: Minutes shall be recorded for each Global Board of Directors meeting and made available to the Members within one month of the meeting in the same manner as these Bylaws are available. They shall also be made available to the public on an individual basis upon written request.

## **ARTICLE III – FINANCES**

### **Section 1: General**

- A. All funds derived from contributions to the activities of the Global Organization shall be held in trust for the Global Organization and such funds shall be used to implement the objectives of the Society in such manner and at such times as the Global President, subject to the restrictions previously described and the Global Board of Directors, shall determine.
- B. Assessments—Assessments, other than for Dues and personal expenses incurred by Members and payable by the Global Organization or any of its Chapters or Clubs, shall not be levied upon the membership.
- C. Fiscal Year—The fiscal year of the Society and of its Chapters and Clubs shall extend from the first day of July of each year, to the last day of June of the succeeding year, both dates included.
- D. Property Rights—Except as the Global Board of Directors may permit, no member shall have any property right whatsoever in the property of the Global Organization.
- E. Compensation—With the exception of the bestowal of awards and other forms of special recognition, no Member of the Society shall receive any compensation whatsoever by the Society for any labor or services or other work performed or rendered to, or for, or on behalf of the Society.
  1. Petitions for exception shall be submitted to the Global Cabinet and written authorization must be obtained.
  2. Officers and committee members may be reimbursed for the amount of necessary expenses without specific written approval of the Global Board of Directors; provided, however, that officers and committee members may be reimbursed for the amount of necessary expenses which are incurred in the performance of their respective duties, from the funds of the Society, as the Global Board of Directors shall determine.
  3. Full and part-time employees of SAMPE shall be compensated from the funds of the Global Organization when performing duties related to the Global Organization.
- F. Obligation—No person, or Region, or committee, or Chapter, or Club shall obligate the funds of the Global Organization in any manner whatsoever, except that which the Global President or Global Executive Vice President shall have permitted by prior authorization of the Global

Executive Cabinet or as permitted by the Global Board of Directors by prior authorization thereof.

## **Section 2: Annual Dues**

- A. Each Region shall set and collect the Dues for Members within that Region. The Regions may ask the Global Business Office to assist in the collection of Dues for Members within their Regions.
- B. Each member of each Independent Chapter, Independent Club, and Independent Member shall pay to the Global Organization an annual membership assessment, hereinafter called Dues.
  - 1. The Global Executive Cabinet shall establish the Dues for the Independent Members, Independent Chapters and Independent Clubs and may adjust those Dues for geographical and economic variances throughout the world.
  - 2. Dues from Independent Members shall be billed by and shall be remitted directly to the Global Business Office.
  - 3. Dues shall become payable on the date of membership anniversary and unpaid Members shall become delinquent on the first day of the third month following the anniversary date.
    - a. A Member whose Dues are delinquent shall be considered to be not in good standing and the name of such Member shall be deleted from the roster of Global Members. Any such Member shall be reinstated in good standing upon payment of all current and delinquent Dues.

## **Section 3: Other Global Income**

- A. Member Fee
  - 1. All Regions will pay to the Global Business Office an annual Member Fee equal to US \$12.00 per Member.
  - 2. This Member Fee shall be paid regardless of the class of Member.
  - 3. Each Region will notify the Global Business Office of any change in the membership status of any Member, within a month of its occurrence, so that the membership records will be kept current.
  - 4. Member fees will be billed twice a year (middle and end of fiscal year). Fees will be based on number of members in each region as recorded at the Global Business Office.
  - 5. Payments may be made by check or wire transfer. Wire transfer fees can be deducted from amount due.
- B. International Show and Exhibition Royalty
  - 1. Each Region will pay a Royalty of 1% on total revenues of International Conferences and Exhibitions held within the Region.
  - 2. Payment is to be made to the Global Business Office within 3 months of the conclusion of the International Conference and Exhibition.
  - 3. The Regions will send a brief accounting statement on the financial status of each International Conference and Exhibition.
  - 4. As additional Conferences and Exhibitions are designated as International, they will be subject to Royalty payments as decided by the Global Board.
  - 4. Royalty payments will be due to the SAMPE Global Business Office 60 (sixty) days after the close of the show.
- C. Publications
  - 1. The Global Organization is responsible for publishing the *SAMPE Journal*.
  - 2. Income from advertisements and expenses associated with the *SAMPE Journal* are the responsibility of the Global Organization.

3. The Regions are to allow the Global Organization to seek advertisements and editorial and news content within their Region and to cooperate in promoting and enhancing the *SAMPE Journal*.
  4. The Global Organization may, from time to time, establish other publications for the benefit of SAMPE. The income and the expenses of these publications are the responsibility of the Global Organization.
- D. Corporate Partner Program – SAMPE shall have a program that accepts funding from corporations. These corporations are not Members.
  - E. Other Income Sources – The Global Organization may pursue other sources of income outside the Regions.

#### **Section 4: Financial Practice**

- A. The Regions shall submit, to the Global Business Office, an annual overview of the financial status of the Region. The SAMPE Global President shall have the authority to request an audit of the Regions (paid by Global).
- B. Defunct Regions—Funds of a defunct Region (which ceases to operate either voluntarily or by action of the Global Board of Directors) are to be remitted to the SAMPE Global Business Office and will be placed into the Global General Fund.
- C. Defunct Chapters—Funds that are turned over to the Global Business Office from defunct Independent Chapters and Independent Clubs, shall be retained for a period of one year. If an Independent Chapter or Club is not reactivated by that time, such funds will be added to the Global General Fund.
- D. Operating Reserve—The Global Organization shall continue and maintain an operating reserve fund to protect the Global Organization from unanticipated and unavoidable financial loss due to conditions beyond the control of the Global Organization. The goal of the fund shall be to have an amount equal to the anticipated expenditures of a year's operation (at an austere level).

### **ARTICLE IV – AMENDMENTS**

#### **Section 1: Amendments of the Articles of Incorporation**

Amendments of the Society's Articles of Incorporation shall be made in the manner prescribed in the General Non-Profit Corporation Code of the State of California.

#### **Section 2: Amendments of these Bylaws**

- A. Proposal: These Bylaws may be amended only after proposal by an Independent Chapter, a Regional Board of Directors, or the Global Board of Directors or the Global Executive Cabinet in the manner hereinafter specified.
  1. The proposed amendment shall be submitted to the Global Business Office not less than forty (40) days prior to the meeting of the Global Board of Directors Meeting at which it is to be considered. Resolution by the Global Board of Directors at a meeting thereof, to propose an amendment of these Bylaws, shall be deemed to fulfill the aforesaid requirement and to constitute a submittal.
  2. The Global Business Office shall send a copy of the proposed amendment to each member of the Global Board of Directors not less than forty (40) days prior to aforesaid meeting.



3. The Global Executive Cabinet may make necessary grammatical corrections and other changes within the scope of the proposed amendment and shall assign to it a proper place or places for insertion in these Bylaws, if it be adopted.
  4. The proposed amendment and any recommendations thereon shall be reported to the Global Board of Directors by the Global Executive Cabinet.
- B. Adoption: Amendments of these Global Bylaws can be adopted only at a meeting of the Global Board of Directors after proposal, in accordance with the aforesaid procedure. A two-thirds vote of the Global Board of Directors shall be required for the adoption of amendments of these Global Bylaws and such amendments shall become effective immediately upon the adoption thereof.