

**INTERNATIONAL MICROELECTRONICS AND PACKAGING SOCIETY (IMAPS)**  
an Illinois Corporation

**BYLAWS**

*(Proposed by Executive Council for Membership Vote – June 2008)*

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## **IMAPS Bylaws**

Proposed June 2008

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**Article I - Name and Location**

**1. Name** - The name of the Society shall be **INTERNATIONAL MICROELECTRONICS AND PACKAGING SOCIETY (IMAPS)**. The Society may also conduct its affairs under the name(s), The Microelectronics Society, The International Microelectronics Society, Microelectronics Packaging Society, The Microelectronics Foundation, The International Microelectronics Society And Microelectronics Foundation and such other trade names as authorized by the Executive Council.

**2. Location** - The Society's principal office and place of business shall be located in such place(s) as may be designated by the Executive Council of the Society.

**REVISION HISTORY** (from November 20, 2004)

<b>Revision Type</b>	<b>Revision Date</b>	<b>Revised Section(s)</b>	<b>Comments/History</b>
Modification	7/1/07	Section 1	Changed SJS Foundation to Microelectronics Foundation
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article II - Purpose and Objective**

The purpose and objective of the Society shall be to advance and expand the technologies for all levels of electronic and microelectronic packaging through professional and public education, the dissemination of information, and the promotion of the Society’s portfolio of technologies.

**REVISION HISTORY** (from November 20, 2004)

<b>Revision Type</b>	<b>Revision Date</b>	<b>Revised Section(s)</b>	<b>Comments/History</b>
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article III - Definition**

The nature of the Society shall be technical, scientific, educational, and charitable. Membership in the Society shall be voluntary. It shall have no capital stock and shall not operate for profit.

**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article IV – Membership**

**1. Classes of Members** - The membership of the Society shall consist of Life Members, Fellow Members, Senior Members, Regular Members, Organizational Members, Retired Members, Student Members, Individual Affiliate Members and other categories of membership as defined by the Executive Council. All categories of membership shall have the same privileges as Regular Members except as provided for in these Bylaws. Student Members shall have no right to vote.

**1.1 Life Member** - The Executive Council may elect to Life Membership any individual who, in its opinion, has made a significant personal contribution to the Society while a member. Recipients of the Daniel C. Hughes, Jr. Memorial Award, the William D. Ashman Memorial Award, the Lifetime Achievement Award or a Fellow of the Society automatically become Life Members. The award criteria are defined in the Policy and Procedure Manual.

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**1.2 Fellow of the Society** - This member status is awarded on an annual basis. The award criteria are defined in the Policy and Procedure Manual.

**1.3 Senior Members** - The Executive Council may approve for Senior Membership any individual who, in its opinion, has become distinguished in activities related to the purposes and objectives of the Society, and who satisfies the criteria as defined in the Policy and Procedure Manual.

**1.4 Regular Member** - A Regular Member is an individual whose interests involve or are related to microelectronics, and has paid the required membership dues. A Regular Member shall have all of the rights and privileges of the Society, including the right to hold office and the right to vote on any and all matters officially presented to the general membership of the Society. Member rights and privileges within a Chapter shall be governed by the Bylaws of the Chapter. No member may receive compensation from the Society or from any subordinate or related entity of the Society in connection with volunteer service to the Society or to the entity. However, expenses incurred in connection with volunteer service and honoraria for scientific presentations may be reimbursed or paid according to procedures established by the Society. Specific membership criteria are defined in the Policy & Procedure Manual.

**1.5 Organizational/Corporate Member** - An Organizational/Corporate Member is an organization that has an interest in and/or a commitment to microelectronics, and has paid the appropriate membership dues. An Organizational/Corporate Member may be a corporation, company (or division thereof), university, research institute, independent laboratory, governmental agency, or consultant. An Organizational/Corporate Member shall have all the rights and privileges of the Society, including the right to hold office and the right to vote on any and all matters officially presented to the general membership of the Society through its appointed representative to IMAPS. Specific membership criteria are defined in the Policy & Procedure Manual.

**1.6 Retired Member** - A Retired Member is a fully retired member in good standing with IMAPS. These members are entitled to a reduced membership fee as voted upon by the Executive Council. Specific membership criteria are defined in the Policy & Procedure Manual.

**1.7 Student Member** - A Student Member is a student who is enrolled in a post-secondary educational institution and has evidenced an interest in microelectronics by submitting an application for membership and paying the required dues. A Student Member shall be entitled to all of the rights and privileges of the Society, except the right to vote. Member rights and privileges within a Chapter shall be governed by the Bylaws of the Chapter. Specific membership criteria are defined in the Policy & Procedure Manual.

**1.8 Individual Affiliate Member** – An Individual Affiliate Member is a member who is a member in good standing with IMAPS, and a recognized affiliate chapter of IMAPS and whose interests involve or are related to microelectronics. The cost of this membership is as set by the Executive Council. Specific membership criteria are defined in the Policy & Procedure Manual.

**2. Termination of Membership** - All rights, privileges, and interests in the Society of a member whose membership is terminated because of resignation, expulsion, or non-payment of dues shall cease on the date of termination.

**2.1 Resignation** - Any member may resign at any time by submitting a statement of resignation in writing to the Executive Director of the Society.

**2.2 Expulsion** - A member may be expelled for conduct or activities detrimental to the Society pursuant to the following procedures.

(a) Any member of the Executive Council may present to the Executive Committee (excluding any officer of the Executive Committee subject to the expulsion at issue) allegations that may support conduct requiring expulsion of a member.

(b) If the Executive Committee (excluding any member subject to the expulsion at issue) determines that expulsion may be warranted, then the Executive Committee shall vote to notify the member subject to the expulsion in writing of the charges. The member subject to the expulsion shall be provided with a period of twenty (20) days for the member to respond in writing to the highest ranking officer of the Society (excluding any officer that is the subject to the expulsion at issue).

(c) Such highest-ranking officer shall then notify the member of the possibility of expulsion and the twenty (20) day period for the member to respond to the allegations made.

(d) Upon receipt of the response or expiration of the twenty (20) day period, the highest ranking officer shall present to the Executive Council the allegations made and any response received from the member subject to expulsion.

(e) The Executive Council shall then, by a vote of two-thirds of the members of the Executive Council in attendance (excluding any member subject to the expulsion at issue), vote to consider whether to expel the member. The decision taken by the Executive Council shall be final, binding, and conclusive.

**2.3 Non-Payment of Dues** - Membership in the Society shall be terminated automatically for non-payment of dues after a period of sixty (60) days following the membership renewal date. The office of the Executive Director shall be responsible for mailing notification to members of their membership renewal dates.

**2.4 Impact of Termination** – If a member resigns or membership is terminated, then (a) the Society shall be under no obligation to refund to said member any membership fees and (b) the member shall also automatically be removed from all other positions he or she was serving on behalf of the Society, including an officer or a member of any committee, Advisory Council, Executive Council or Executive Committee.

**3. Member in Good Standing** - All rights, privileges, and interests in the Society will be available to all members in good standing. A member in good standing is one that has not been terminated for reason of resignation, expulsion, or non-payment of dues.

**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Modifications	7/1/07	Section 1, 1.1, 1.5 and 1.8	Changed reference of International Affiliate to Individual Affiliate. Modified Life Member from recipients of other awards. Modified Organ. Member to Organizational/Corporate.
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article V - Meetings of the Membership of the Society**

- 1. Annual Meeting** - There shall be an Annual Meeting of the membership of the Society at a date, time, and place to be determined by the Executive Council. This meeting shall be announced at least thirty (30) days in advance of the meeting date, and notices thereof mailed to each member at the latest address shown in the records of the Society.
- 2. Special Meeting** – The Society shall hold a Special Meeting of the membership to consider any action that requires approval of the members at a time other than the Annual Meeting. A Special Meeting may be called at any time by the President, the Executive Council, or the Secretary at the written request of the members eligible to vote having at least one-twentieth of the votes entitled to be cast at such a meeting. Upon receipt of any such request, it shall be the duty of the Secretary to call a special meeting of the membership entitled to vote to be held at such time, not less than five (5) nor more than sixty (60) days before the date of the meeting. In the case of a removal of one or more Executive Council members, a merger, a consolidation, a dissolution or sale, a lease or exchange of assets, the Secretary shall call a special meeting of the membership entitled to vote not less than twenty (20) nor more than sixty (60) days before the date of the meeting. The notice of a Special Meeting shall state the purpose or purposes of the proposed meeting and the place, day, and hour of the meeting.
- 3. Quorum** - At any meeting of the general membership entitled to vote, a quorum shall consist of at least twenty-five (25) members in good standing present in person. Although a lesser number may adjourn the meeting if a quorum is not present.
- 4. Proxy Votes** - Voting or representation by proxy shall not be permitted.
- 5. Record Date** – The Executive Council may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of, or to vote at, any meeting of members. Such date shall not be more than sixty (60) days, nor less than five (5) days (not less than twenty (20) days in the case of a merger, a consolidation, a dissolution or sale, or a lease or exchange of assets) prior to the date on which the member's meeting is to be held or a particular action is to be taken. The Secretary shall prepare at least five (5) days before each meeting of members, a complete list of the members entitled to vote at the meeting. This list shall be subject to the inspection of any member at any time during usual business hours. Such a list shall also be available for inspection at the time and place of the meeting by any member.
- 6. Voting Rights** – Unless otherwise specified in these Bylaws or required under Illinois law, a majority of the voting members present at a duly authorized meeting of members at which a quorum of voting members is present, is needed to ratify any action requiring member approval. The vote of at least two-thirds of the voting members present is required to approve any change in the Articles of Incorporation, a merger or a consolidation, a dissolution or sale, or a lease or exchange of assets.

**REVISION HISTORY** (from November 20, 2004)

<b>Revision Type</b>	<b>Revision Date</b>	<b>Revised Section(s)</b>	<b>Comments/History</b>
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
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## Article VI - Executive Council

**1. Composition** - The Executive Council shall be composed of the Officers of the Society, and Directors, as defined in the Policy and Procedure Manual. The voting members of the Executive Council will not exceed twice the number of officers, excluding the President. Except for appointments to fill Executive Council vacancies, all Executive Council members will be elected by the voting membership of the Society. If circumstances deem it advisable, the Executive Council, by two-thirds plus one vote, may reassign the duties of any office or dissolve the office(s) described in Article VII, other than President or Secretary or Treasurer.

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**2. Duties** - The Executive Council shall serve as the Society's board of directors, and the affairs of the corporation shall be managed under its direction. The Executive Council shall establish overall policy and operational priorities, hire, evaluate, and terminate the Executive Director, approve operational budgets, and provide oversight of the activities of the Society. Each member shall support and affirm the Society's purpose and programs, and shall promptly disclose to the Executive Council any actual or potential conflict of interest, real or apparent, disqualify himself/herself from voting in regard to matters involving actual and substantial conflicts, and abide by other pertinent rules regarding conflicts.

**3. Eligibility** - Only members of the Society in good standing may serve as members of the Executive Council.

### 4. Meetings

**4.1 Regular Meetings Notice** - Notice of any Regular Meeting of the Executive Council shall be distributed to all members of the Executive Council by the Executive Director at the direction of the President at least three (3) weeks prior to the meeting. Such notice shall contain an agenda of the matters to be considered.

**4.2 Frequency of Regular Meetings** - The Executive Council shall meet on a regular basis a minimum of two (2) times per year.

**4.3 Special Meetings of the Executive Council.** In the event that an issue must be resolved at a time other than a Regular Meeting, an Executive Council meeting may be called, provided that the number of Executive Council members desiring the meeting constitutes a quorum as defined in these Bylaws. A notice containing the date, time, place, and an agenda of the matters under consideration is to be issued by an officer of the Society to all members of the Executive Council at least five (5) calendar days prior to the meeting.

**4.4 Quorum** - More than one half of the members of the Council, including one third of the officers, shall constitute a quorum for the transaction of business by the Executive Council. Voting by written proxy shall be permitted. Attendance by telephone or teleconferencing shall be permitted.

**4.5 Vote Required for Action.** At any meeting of the members of the Executive Council, the vote of a majority of the members of such Council in attendance at a duly authorized meeting at which a quorum is in attendance is required to approve of any action being considered.

**5. Resignation or Removal of a Member of the Executive Council.** Any member of the Executive Council may be removed with or without cause at any time by a vote of two-thirds of the voting members entitled to vote for the Executive Council member being removed. Any member of the Executive Council that is serving solely by virtue of being an officer shall be removed from the Executive Council upon resignation or upon removal as an officer as set forth in Article VII, Section 5. Any Executive Council member may resign his or her office at any time. Such resignation is to be made in writing and delivered to the President or the next highest officer if the President is resigning. Unless otherwise specified therein, the resignation shall take effect immediately upon tendering. Removal of an Executive Council member does not result in expulsion as a member of the Society unless the procedures set forth above regarding expulsion of a member are also enacted.

**6. Conflict of Interest.** No contract or other transaction between the Society and any other business and no act of the Society shall in any way be affected or invalidated by the fact that any of the members of the Executive Council of the Society are financially or otherwise interested in any such contract or transaction of the corporation. However, such a member or such a firm so interested shall be disclosed or shall be made known to the Executive Council and shall be denied a vote on the contract or transaction. Any such contract or transaction must be approved by the majority vote of disinterested members of the Executive Council. If a majority of disinterested members of the Executive Council vote to authorize such a contract or such a transaction, this majority of disinterested members shall constitute a quorum of the Executive Council for the purpose set forth in Article VI, Section 6, paragraph 4.4. This aforementioned Article shall not be construed to impair or invalidate or in any way affect any contract or other transaction, which would rightfully be valid under the law whether common, statutory or otherwise.

**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Grammatical Corrections	7/1/07	Section 1	Grammar correction in first sentence.
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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Article VII - Officers

1. **Officers** - The officers of the Society shall consist of a President, President-Elect, First Past President, Vice President of Technology, Vice President of Marketing and Membership, Secretary, and Treasurer.

2. **Terms of Office** - The terms of the officers shall be: President - 1 year; President-Elect - 1 year; First Past President - 1 year; Vice President of Technology - 2 years; Vice President of Marketing and Membership - 2 years; Secretary - 2 years; and Treasurer - 2 years. The Secretary and Treasurer shall be elected in alternate years. The Executive Director of the Society shall act as the Assistant Secretary for as long as he or she remains Executive Director. The Vice President of Marketing and Membership shall be elected in the same year as the Treasurer. The Vice President of Technology shall be elected in the same year as the Secretary. The officers of the Society shall assume the duties of the office immediately following formal announcement of their election at the Society's Annual Meeting.

3. **Succession**

3.1 The President-Elect shall automatically succeed to the Presidency the year following his or her election.

3.2 A vacancy in the office of the President shall be filled by the President-Elect, who shall serve out the remainder of the President's term, and who shall also retain the right to the Presidency the following year. The office of the President-Elect in such instances shall remain vacant. Should the President-Elect be unable to assume the Presidency, the office shall be filled for the remainder of the term by the Vice President of Technology. Any other vacancy shall be filled through appointment by the President, with the advice and approval of the Executive Council, for the remainder of the term of the office involved. The same succession of officers shall prevail for presiding at the Executive Council and Executive Committee meetings in the absence of the President.

4. **Duties**

4.1 **President** - The President shall preside at all meetings of the Society, the Executive Council, and the Executive Committee, except in those cases covered in Article VI, Section 4.3. The President shall appoint all Committee Chairpersons not otherwise provided for in these Bylaws. The President shall serve in the capacity of Executive Director during any periods in which the position of Executive Director is vacant.

4.2 **President-Elect** - The President-Elect shall act on behalf of the President in the President's absence, shall provide guidance to the Foundation Trustees, Student Chapters Committee, Advisory Council and shall serve as Chair of the Nominating Committees for Society Officers and Directors. The President-Elect shall serve as the Chair for all Directors Meetings. The President-Elect will also assist the Vice President of Marketing and Membership in support of the Directors and Membership Committee.

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**4.3 First Past President** - The First Past President shall be responsible for the Society's activities related to symposium planning; and serve as chairperson for the Awards Committee. The First Past President shall be responsible for all activities and chapters outside North America.

**4.4 Vice President of Technology** - The Vice President of Technology shall be responsible for preparing and implementing all technical programs related to the Society, and for directing the activities of the Technical Committees.

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**4.5 Vice President of Marketing and Membership** - The Vice President of Marketing and Membership shall be responsible for all marketing activities, strategic marketing plans and market development. The Vice President of Marketing and Membership shall also serve as chair of the Membership Committee, be a member of the annual symposium marketing committee, and shall be the liaison to the Global Business Council (GBC). The Vice President of Marketing and Membership shall appoint a Chair of the Publications Committee. Finally, the Vice President of Marketing and Membership shall direct all programs for Marketing and Society promotions, and support corporate and individual membership programs, be responsible for implementing and preparing the Society's magazines, journals, books, specialty publications, web pages, and other means of electronic delivery of information, and for directing the activities of the Publications Committee.

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**4.6 Secretary/Assistant Secretary**- The Secretary shall be responsible for the maintenance and safekeeping of the official records of the Society at the Society's Headquarters. The Secretary shall record the minutes of the meetings of the Society, the Executive Council, and the Executive Committee, but may delegate such recording to other persons with the consent of the President. The Executive Director shall act as the Assistant Secretary and in such capacity shall have the authority to execute documents on behalf of the Society in the ordinary course of business or as otherwise authorized by the Executive Council.

**4.7 Treasurer** - The Treasurer shall be responsible for the care and custody of the Society's funds that shall be deposited with such financial institutions as designated by the Executive Council. All checks, drafts, and orders shall be signed by the Treasurer, or by a person or persons designated, with the consent of the President. The Treasurer shall be responsible for ensuring that a correct record of all receipts and disbursements with necessary supporting documents is maintained at the Society Headquarters. The Treasurer shall be chairperson of the Finance Committee, report on the financial position of the Society at all meetings of the Executive Council, and make a financial report to the membership at the Annual Meeting. The Treasurer shall ensure that an audit is performed on the Society's financial records at the end of each fiscal year.

**5. Resignation or Removal of an Officer.** Any officer may be removed with or without cause by vote of the Executive Council or a majority of the voting members. Any officer may resign his or her office at any time. Such a resignation is to be made in writing and delivered to the President or next highest officer if the President is resigning. Unless otherwise specified, the resignation shall take effect immediately upon tendering. Removal of an officer shall also result in removal as a member of the Executive Council if the officer is serving as a member of the Executive Council solely by virtue of being an officer. Removal of an officer does not result in expulsion as a member of the Society unless the procedures set forth above regarding expulsion of a member enacted.

**REVISION HISTORY** (from November 20, 2004)

<b>Revision Type</b>	<b>Revision Date</b>	<b>Revised Section(s)</b>	<b>Comments/History</b>
Modification	7/1/07	All	Changed all listings of VP of Membership to VP of Marketing and Membership. Rewrite of language in that section description as well.
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article VIII - Directors**

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1. **Duties** - Directors shall be responsible for specific tasks associated with membership development and promotion and for assisting all Chapters in such programs and activities as are consistent with the Chapter guidelines and policies established by the Executive Council.

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2. **Term of Office** - Directors shall serve two (2) years in office. However, should any Director be unable to serve a full term, a replacement shall be appointed by the President, with the advice and consent of the Executive Council, to serve out the unexpired portion of that term.

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**Deleted:** Regional Directors are eligible to serve as Regional Director Representatives as defined in the Policy and Procedure Manual and shall represent and vote on behalf of all Regional Directors at all Executive Council meetings.

**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article IX - Elections**

**1. Frequency** - An election shall be held each year for all members of the Executive Council whose terms of office expire in that year.

**2. Balloting**

**2.1** All officers on the Council shall be elected by ballot made available to all Regular Members of the Society. Each Director shall be elected by ballot made available to all Regular Members. All election ballots shall be made available to members at the latest address shown in the records of the Society not less than forty-five (45) days prior to the Annual Meeting.

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**2.2** A majority of all ballots cast shall elect the Officers and Directors of the Society. The President-Elect shall be responsible for ascertaining that the ballots are properly counted and, if necessary, certifying the results.

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**2.3** All candidates shall be notified of the election results within 7 days from the conclusion of the election.

**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
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**Article X - Executive Director**

1. **Position** - There may be selected by the Executive Council as an employee of the Society an Executive Director who shall have no financial interest related to any member of the Society that could cause a conflict of interest in performing the duties of the Executive Director
  
2. **Duties** - The Executive Director shall direct and administer the affairs of the Society, subject to the supervision of the Executive Council. The Executive Director shall attend Executive Council meetings, but will not have the right to vote.

**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article XI - Committees****1. Executive Committee**

**1.1 Composition** - There shall be an Executive Committee composed of the officers of the Society of which the President shall be chairperson.

**1.2 Duties** - During intervals between Executive Council meetings, the Executive Committee shall exercise such powers of the Executive Council in the management and direction of the affairs of the Society as the Executive Council may specifically delegate to the Executive Council, except to appoint, elect, or remove officers. The Executive Committee shall evaluate the performance and determine the compensation of the Executive Director.

**2. Budget Committee**

**2.1 Composition** - There shall be a Budget Committee consisting of the Executive Committee, and the Executive Director (non-voting), of which the Treasurer shall be chairperson.

**2.2 Duties** - It shall be the duty of this committee to prepare an annual budget of estimated income and expenses for the ensuing fiscal year for presentation to the Executive Council. Approval of the budget shall take place at the last Executive Council meeting of the present fiscal year. Upon approval of the budget, the Treasurer shall be authorized by the President to disburse funds in accordance with programs approved by the Executive Council.

**3. Nominating Committees****3.1 Officers**

**(a) Composition** - There shall be a Nominating Committee chaired by the President-Elect, consisting of up to eight (8) additional members of the Society in good standing. The criteria for selection of this Committee shall be defined in the Policy and Procedure Manual.

**(b) Duties** - The Committee shall prepare a slate of officers from members in good standing for the following year for presentation to the President at least sixty (60) days prior to the Annual Meeting.

**3.2 Directors**

**(a) Composition** - There shall be a Nominating Committee chaired and appointed by the President-Elect. The criteria for selection of this Committee shall be defined in the Policy and Procedure Manual.

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(b) **Duties** - The Committee shall prepare a slate of candidates from members in good standing for each of the offices for which an election is being held for presentation to the President at least sixty (60) days prior to the annual meeting.

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4. **Technical Committee** – The Vice President of Technology shall serve as the Technical Committee Chair. The Technical Committee shall assist in the formulation of the Society's policies relating to technical matters and programs and shall make recommendations thereon to the Vice President of Technology.

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5. **Publications Committee** - A Publications Committee chairperson shall be appointed by the Vice President of Marketing and Membership with the advice and consent of the Executive Council. A vacancy in the position of Publications Committee chairperson shall be filled in a like manner. The Publications Committee shall be responsible for the Society's policies relating to all technical publications issued by the Society, and shall make recommendations thereon to the Vice President of Marketing and Membership. To this end, it shall be empowered to appoint committees and subcommittees as needed from the membership of the Society.

6. **Finance Committee** - The Finance Committee shall be chaired by the Treasurer and composed of six members in good standing. Finance Committee members are nominated by the Treasurer and approved by the Executive Council. Two Finance Committee members are appointed each year to stand for a three-year term and may serve additional terms. Finance Committee members may serve additional terms at their discretion. It is recommended that members of the Finance Committee have experience working with a variety of investment tools. The Finance Committee shall advise the Executive Council with regard to investment of the Society's funds. To this end, it shall be empowered to appoint committees and subcommittees as needed from the membership of the Society.

7. **Membership Committee** - The Membership Committee shall consist of the Vice President of Marketing and Membership and the President-Elect as co-chairs and Directors as members of the Committee. The Membership Committee shall be responsible for the Society's membership policies and shall make recommendations thereon to the Executive Council. To this end, it shall be empowered to appoint committees and subcommittees as needed from the membership of the Society.

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8. **The Microelectronics Foundation Trustees** - The Executive Council shall appoint the members of The Microelectronics Foundation Trustees as outlined in the Microelectronic Foundation Policies and Procedures.

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9. **Other Committees** - The Executive Council may authorize the formation of special committees from among its own members or members of the Society and may define the powers, duties, and terms of such committees. The chairpersons of such committees shall be appointed by the President with the advice and consent of the Executive Council.

**REVISION HISTORY** (from November 20, 2004)

<b>Revision Type</b>	<b>Revision Date</b>	<b>Revised Section(s)</b>	<b>Comments/History</b>
Modifications	7/1/07	All	Changed all references to VP Membership with VP Marketing and Membership. Updated SJS Foundation to Microelectronics Foundation. Foundation trustees corrections – no longer elected.
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article XII - Advisory Council**

1. **Composition** - The Executive Council shall appoint members of the Advisory Council. These members may include Past Presidents (ISHM, IEPS and IMAPS), previous Chairs of the Board of Directors of IEPS, the President-Elect of the Society, Industry Thought Leaders, Organizational/Corporate Members. The Advisory Council shall report directly to the Executive Council through its chairperson. Any member of the Advisory Council must also be a member in good standing in the Society and cannot serve on the Advisory Council during any period in which he or she is not in good standing.
  
2. **Duties** - The Advisory Council shall be responsible for advising the Executive Council on matters of policy, goals and objectives, and long-range plans.
  
3. **Meetings** - The Advisory Council shall meet at least once a year.

**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Modification	7/1/07	Section 1	Modification of the composition of the Advisory Council.
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article XIII - Chapters**

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**1. Chapters**

**1.1 Regular** - Ten (10) members residing in any region may, upon the recommendation of the Vice President of Marketing and Membership, the President-elect and the Directors, and with the approval of the Executive Council, organize a local Chapter for the purpose of more actively furthering the objectives of the Society, as stated in Article II of these bylaws. A Chapter may be dissolved by the Executive Council if it becomes inactive, its membership falls below ten (10) members, or if the chapter requests to be dissolved. The Executive Council maintains the right to dissolve a chapter. Active Chapter criteria can be found in the Policy and Procedure Manual.

Deleted: 1. Regions - The Chapters of the Society shall be organized into geographical regions by the Vice President of Marketing and Membership, with the consent of the Executive Council, in accordance with the number of members that can be effectively guided by a Regional Director.¶  
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**1.2 Student** - Student Members attending the same post-secondary educational institution may, upon the recommendation of the Vice President of Marketing and Membership, the President-elect and the Directors, and with the approval of the Executive Council, establish a school Chapter for the purpose of more actively furthering the objectives of the Society, as stated in Article II of these Bylaws. When the membership of a Student Chapter falls below five (5), the Executive Council, after consultation between the Vice President of Marketing and Membership, the President-elect and the Directors, the Student Chapter Chair and the advisor of the Student Chapter, will determine if the Student Chapter should be dissolved or continued. The status of Chapters with membership below 5 will be reviewed each year. The Executive Council maintains the right to dissolve a student chapter.

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**1.3 Affiliated Chapters** - The Society shall endeavor on a worldwide basis to fulfill its fundamental purpose of disseminating technical information related to microelectronics. The Executive Council maintains the right to dissolve an Affiliated Chapter.

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**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Modifications	7/1/07	All	Updated to VP Marketing and Membership. Added statement to 2.1 that EC may dissolve a chapter. Changed International chapters to Affiliated Chapters.
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

**Article XIV - Dues and Assessments**

**1. Dues** - Dues for membership in the Society shall be fixed by the Executive Council and may only be changed by a two-thirds vote of the entire Council. Any changes approved shall be announced at least forty-five (45) days prior to the next Annual Meeting of the Membership and will become effective on each member's next membership renewal date following this meeting, unless otherwise designated by the Executive Council.

**2. Assessments** - Any assessment proposed by the membership must be submitted to the Executive Council for review. If approved by the Executive Council, it must be formally submitted to the membership for approval not less than forty-five (45) days prior to its designated effective date. Approval shall consist of a simple majority of the members voting.

**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article XV - Legal Counsel**

Legal counsel shall be retained as necessary by the Executive Committee with the advice and consent of the Executive Council.

**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
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**Article XVI - Amendments**

Amendments to these Bylaws may only be made by a majority vote of the membership responding to a ballot or at any meeting of the membership of the Society. A notice containing the substance of the proposed amendment(s) will be made available via electronic mail by the Secretary to each member of the Society at least forty-five (45) days prior to counting of the ballots or forty-five (45) days in advance of the meeting at which the amendment voting will be conducted. These bylaws shall be amended according to the schedule set forth in Section 18.1 of the Policy and Procedure Manual.

**REVISION HISTORY** (from November 20, 2004)

Revision Type	Revision Date	Revised Section(s)	Comments/History
Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
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**Article XVII -Liability and Indemnification**

**1. Liability** - To the extent allowed by law, no officer or member of the Executive Council shall be personally liable to the Society or for monetary damages for breach of fiduciary duty. Nothing herein, however, shall limit the liability of anyone for an act or omission that involves willful or wanton conduct as defined under Illinois law. Willful or wanton conduct means a course or action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

**2. Indemnification** - The Society shall indemnify each former and current officer, member of the Executive Council, or corporate employees and advance costs of litigation, to the maximum extent allowed by law for expenses and costs (including attorney's fees) actually and necessarily incurred in connection with any claim asserted against such person due to his or her position with the Society.

**REVISION HISTORY** (from November 20, 2004)

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Grammatical Corrections	3/1/2005	All	Proposed grammatical corrections to all Articles of the Bylaws. Approved by Executive Council, March 2005. Approved by vote of general membership, July 2005.
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**Article XVIII - Dissolution**

The Society may be dissolved by unanimous vote of the Executive Council supported by a two-thirds vote of the membership responding to a ballot. In the event dissolution of the Society is approved, any assets remaining after payment of all debts and obligations and fulfillment of all legal requirements shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, as stated in the Articles of Incorporation.

**REVISION HISTORY** (from November 20, 2004)

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Doc Format	2/1/2005	All	Reformat of entire Bylaws to provide revision history and linked contents/index.

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**Article XIX – Manner of Providing Notice, Waiver of Notice, Conduct of Meetings and Informal Action**

**1. Manner of Providing Notice.** Any notice required hereunder shall be considered given or made as follows: (a) where sent by hand or courier, upon receipt unless delivery is refused in which case on the date of refusal; (b) where sent by U.S. Mail, first class postage pre-paid, on the third working day following the date of posting; or (c) where given by facsimile or electronic mail (subject to confirmation sent by first class postage pre-paid and to retention of the facsimile by the sending party of confirmation of successful transmission), four hours after the time of successful transmission. Except in the event that notice is actually received, no notice shall be effective unless it is sent to the street or postal address, facsimile number or electronic mail address as it appears on the Society's records.

**2. Waiver of Notice.** Whenever a person is entitled to notice of any meeting of the Society, such a meeting may be held without giving notice, provided every person entitled to be notified in writing waives the requirements, under the provisions of these Bylaws or of any statute. Such written waiver may be executed in one or more ways as long as the requirements for unanimous voting have been fulfilled.

**3. Conduct of Meetings.** Whenever a meeting is required, one or more of the participants may take part by means of a conference telephone or similar communications equipment thereby enabling all persons participating in the meeting to hear each other.

**4. Informal Action in Lieu of a Meeting.**

**4.1** Whenever by a provision of statute, or of the Articles of Incorporation, or by these Bylaws, the vote of the Executive Council is required or permitted to be taken at a meeting thereof in connection with any corporate action, the meeting and the vote of Executive Council members may be eliminated, if all the Executive Council members consent in writing to the corporate action being taken and the consent is filed with the records of Executive Council meetings. The unanimous written consent of the Executive Council members may be executed in more than one way.

**4.2** Whenever by a provision of statute, or of the Articles of Incorporation, or by these Bylaws, the vote of the members of the Society entitled to vote is required or permitted to be taken at a meeting thereof in connection with any corporate action, the meeting and the vote of voting members may be dispensed with, if a consent in writing, setting forth the action so taken, is signed either (a) by all of the members entitled to vote with respect to the subject matter thereof, or (b) by the voting members having not less than the minimum number of votes that would be necessary to authorize or take action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only: (a) if, at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (b) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

**REVISION HISTORY** (from November 20, 2004)

<b>Revision Type</b>	<b>Revision Date</b>	<b>Revised Section(s)</b>	<b>Comments/History</b>
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