MRS MATERIALS RESEARCH SOCIETY
Advancing materials. Improving the quality of life.

Bylaws of the Materials Research Society

Amended & Restated

Adopted October 19, 2011

Article I – Name and Purpose

1. The name of this organization shall be the Materials Research Society (the "Society.")

2. The objective of this Society is to serve professionals working in the field of materials science and engineering by: (a) fostering interaction among materials scientists and engineers; (b) promoting an interdisciplinary approach to materials research and engineering; (c) sponsoring interdisciplinary meetings of interest to Members; and (d) disseminating information relevant to the materials community.

3. The Society shall not engage in any activity inconsistent with: (a) its Articles of Incorporation, as amended; (b) the provisions for not-for-profit status in Section 501(c)(3) of the Internal Revenue Code of the United States; (c) the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time; and (d) other applicable law.

Article II – Membership

1. Membership in the Society shall be open to all persons interested in materials research and engineering.

2. The Board of Directors shall establish categories of membership and the benefits, responsibilities, and fees for such membership categories as it deems to be reasonable and in the best interests of the Society.

Article III – Governance of the Society

1. The governance of the Society shall be the responsibility of the Board of Directors.

2. The Board of Directors shall be composed of (a) the Officers of the Society, and (b) 12 to 21 directors, of which up to 25% of them may be appointed. The exact number shall be set by resolution of the Board of Directors. The Directors who are appointed by the Board pursuant to this Section or Section 4 of this Article need not be Members; all other Directors shall be elected by the Members from among the Members. (Vacancies, incapacities, or other inability to serve in an officer or director position shall be filled by appointment by the Board of Directors, for the remainder of the term or until the next annual election, at the discretion of the Board. Such appointments shall not be counted in the 25% appointment limit.) Elected Directors shall serve a three-year term, and may not serve more than two sequential three-year terms, and appointed Directors shall serve up to a three-year term. The Board of Directors may, at its discretion, propose nomination of Directors for election to terms of less than three years in order to ensure that approximately one-third of the Directors are elected annually.

3. The Officers of the Society shall be a President, a Vice President (who is also the president-elect), a Secretary, a Treasurer, and the Immediate Past President. The Vice President shall serve sequential one-year terms as Vice President, President, and Immediate Past President; the Secretary shall serve a three-year term; the Treasurer shall be appointed by the Board for an initial one-year term, and may serve two additional years with Board approval. (Each Officer of the Society shall be an MRS Member.)

4. A vacancy, incapacity, resignation or any other inability to serve in any Officer or Director position shall be filled by appointment by the Board of Directors, for the remainder of the term or until the next election, at the discretion of the Board; provided, however, in the event of the death or incapacity of the President as declared by the Board of Directors, the Vice President shall immediately become President and complete the term of the predecessor as well as the presidential term to which the Vice President was elected to serve.

5. The Board of Directors may organize itself internally as it deems appropriate to govern the Society effectively. Board structure and policies shall be described in written documents readily accessible to Members.

6. The Board of Directors shall meet at least twice a year, at times and locations determined by the Board or as called by the President.

7. A quorum for a meeting of the Board of Directors shall be 50% of the Board including the President or Vice President. When a quorum is present, action of the Board shall be valid and effective with the affirmative vote of a majority of the Directors present, unless otherwise stated in these Bylaws.

8. The Board of Directors may initiate amendments to the Bylaws of the Society and shall submit such amendments to the Members within 120 days for a vote by ballot procedures prescribed by the Board. A two-thirds (2/3) vote of a minimum of 5% of all Members entitled to vote thereon shall be required to enact the amendments. If a minimum of 5% of all Members entitled to vote do not participate in the vote, the requested amendments shall fail.

9. Members of the Society shall be notified in a timely fashion of passed changes to the Bylaws or the Articles of Incorporation of the Society. Such changes to the existing Bylaws or Articles of Incorporation shall become effective immediately unless stipulated differently in the resolution adopting such measures.

10. An Officer or Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors.

Article IV – Member Voting Rights and Elections

1. Members are entitled to vote by annual ballot for (a) the Directors (not including any Directors appointed by the Board in accordance with Article III, Section 2 of these Bylaws); (b) the Vice President; (c) and a Secretary, when applicable. The candidates for these positions are to be from among the Members. In an election of Directors and Officers, the candidates receiving the highest number of votes shall be elected.

2. Members are also entitled to vote on (a) Board- or Member-initiated amendments to the Bylaws; and (b) Member-initiated proposals to remove Officers or Directors A two-thirds (2/3) vote of a minimum of 5% of all Members entitled to vote thereon shall be required to enact a Board-initiated amendment. Proposals to amend the Bylaws may be included on the annual ballot.

3. The annual election of Officers and Directors, any vote to amend the Bylaws, or any vote to remove an Officer or Director of the Society may be held by ballot, mail or electronic transmission, and need not be held at a physical meeting of the Members. The annual election shall constitute the annual meeting of the Members.

4. With respect to all matters upon which Members are entitled to vote, every Member in good standing 30 days prior to the submission of a ballot is entitled to one vote. Members in "good standing" are those listed as "active" in the Society database by virtue of being current on dues or by having attended a MRS meeting within the preceding 12 months, if membership status was included with the registration fee.

5. A petition signed by at least 5% of the Members can be made to the Board of Directors to request a Member-initiated amendment to the Bylaws. Any such properly requested amendment shall be submitted within 120 days to the Members by ballot procedures prescribed by the Board. A two-thirds (2/3) vote of a minimum of 10% of all Members entitled to vote thereon shall be required to enact an amendment requested by the Members. If a minimum of 10% of all Members entitled to vote do not participate in the vote, the requested amendment shall fail.

6. Removal of an Officer or Director may be proposed to the Board of Directors by a petition signed by at least 5% of the Members. The Board of Directors shall indicate whether it approves or disapproves, but in either case the proposed removal shall be submitted within 120 days to the Members for a vote by ballot procedures prescribed by the Board. A two-thirds (2/3) vote of a minimum of 10% of all Members entitled to vote thereon shall be required to enact the removal. If a minimum of 10% of all Members entitled to vote do not participate in the vote, the requested removal shall fail.

Article V – Activities of the Society

1. The Board of Directors may establish activity units to accomplish the mission and goals of the Society, including standing committees, subcommittees, task forces, local sections, student chapters, affiliated organizations and editorial boards for print or electronic publications. The methods and authority for designating such activity units, the means for appointing the chair and members, and the responsibilities, duties, powers, limitations, procedures and other attributes of structure or process shall be prescribed by the Board through policies or other written charges from the Board. Unless the Board determines that confidentiality should be maintained, the charge, responsibilities, powers, limitations, processes, and membership of activity units shall be described in printed or electronic descriptions readily accessible by Members**.** No subsidiary unit or any officer or member thereof may act as an agent for the Society, except as specifically authorized in writing by a person so empowered by the Board of Directors.

2. Any committee, subcommittee or other activity unit established by the Board of Directors may be authorized to act on behalf of the Board with such power and authority as prescribed in such policies or other written charges from the Board; provided, however, no committee, subcommittee or other activity unit shall have the power or authority to:
    a. Submit to Members any action requiring approval of Members under these Bylaws or applicable law;
    b. Fill vacancies on the Board of Directors;
    c. Adopt, amend or repeal Bylaws;
    d. Amend or repeal any action of the Board of Directors; or
    e. Act on matters committed by the Bylaws or action of the Board of Directors to another committee.

3. The Board of Directors may hire a chief staff officer to direct the operations of the Society and to perform other functions as determined by the Board. The title, qualifications, duties, compensation, authority, and other attributes of the chief staff officer position shall be determined by the Board and may be changed at any time by the Board as it deems in the best interests of the Society. The chief staff officer shall report to and be accountable to the Board of Directors. The Board of Directors may designate the chief staff officer as an officer of the Society by whatever means, title, authority and limitation the Board deems appropriate to serve the needs and interests of the Society. The chief staff officer shall serve as a non-voting ex officio member of the Board of Directors.

Article VI – Finances

1. Financial obligations of the Society shall be approved by the Board of Directors through an annual budget and other documented Board actions, as needed, to meet the needs of the Society.

2. The financial records of the Society shall be audited annually.

3. The funds of the Society shall be deposited in the name of the Society in financial institutions designated by the Board of Directors. Checks and other documents and papers shall be signed or endorsed on behalf of the Society by persons designated by the Board of Directors.

Article VII– Personal Liability of Directors, Officers and Members

1. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors and officers, no Director or Officer of the Society shall be personally liable for damages for any action taken, or any failure to take action, as a Director or Officer, nor shall the Officers, Board of Directors, staff, and Members be personally liable for the debts, liabilities, or obligations of the Society.

2. The Board of Directors may adopt policies and procedures governing the indemnification of persons against claims arising out of service to the Society or a related entity. In the absence of Board-adopted indemnification policies and procedures, the applicable default provisions of the Pennsylvania Nonprofit Corporation Law shall apply.