

CONSTITUTION
of the
NATIONAL ASSOCIATION OF SCIENTIFIC MATERIALS MANAGERS
Ratified July 25, 2018

ARTICLE I
MEMBERSHIP

SECTION 1. There shall be five (5) classes of membership in the NAOSMM: Regular, Associate, Corporate, Honorary and Lifetime. The definition of each class of membership shall be prescribed in the By-Laws of the NAOSMM.

SECTION 2. All classes of membership except Honorary and Lifetime shall pay dues to the NAOSMM to retain status as prescribed in the By-Laws of the NAOSMM.

SECTION 3. All dues paying Regular members shall be entitled to hold office and/or vote in the business proceedings of the NAOSMM.

SECTION 4. Membership will be revoked if dues payment is not received within 60 days after the due date.

ARTICLE II
BOARD OF DIRECTORS

SECTION 1. The overall direction and administration of the NAOSMM shall be vested in the Board of Directors. The Board of Directors shall represent the NAOSMM in all matters, authorize expenditure of funds and implement all decisions duly passed by the membership in general meetings.

SECTION 2. The Board of Directors shall consist of: President, Vice-President, Secretary, Treasurer and the immediate Past President.

SECTION 3. A term of office for the Board of Directors is defined as follows:

- A. The term of office shall be two years.
- B. The President shall be limited to one term. Following that term, the President becomes Past President for an additional two year term.
- C. The offices of Vice President, Treasurer and Secretary are eligible to serve a second term, in any office, on the Board of Directors.
- D. Officers are limited to two consecutive terms, with the exception of serving a 3rd term as Past President, an unelected position. Persons are eligible to serve on the board following a one term vacancy from the Board of Directors.

SECTION 4. Elected officers may be removed from office for just cause by a two-thirds (2/3) majority vote of the membership. Just cause may include, but is not limited to: a) any violation of the Constitution or By-Laws of the NAOSMM; b) failure to carry out the duties of the office, and; c) unethical or criminal conduct.

SECTION 5. The president, with approval of the remaining board members, may appoint a Regular member to fill any vacancies that may occur on the Board of Directors. The appointment shall be

ratified by the membership within 60 days.

SECTION 6. Members of the NAOSMM Board of Directors shall not be held personally liable, individually or collectively, for any legal or financial action brought as a result of NAOSMM operations. Resolution and/or mitigation of such action(s) shall be the responsibility of the NAOSMM organization subject to the laws of the locality where the action is brought forth and to the provisions of Article II, Section 4, above.

ARTICLE III DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. PRESIDENT: The President shall preside at all regular meetings of the NAOSMM, preside at meetings of the Board of Directors, appoint committee chairs, and fill unexpired terms of office of Board Members. The President shall exercise all powers, duties, and responsibilities pertaining to the office of the President.

SECTION 2. VICE-PRESIDENT: The Vice-President shall, in the absence of the President, assume all duties of the presidency. In the event of a vacancy in the presidency, the Vice-President shall succeed to that office for the duration of the unexpired term. The Vice-President shall act as a coordinator for all committees, and be ex-officio member of all committees, and ensure that committees are carrying out assigned responsibilities.

SECTION 3. TREASURER: The Treasurer shall receive all monies for the NAOSMM and disburse all monies for authorized expenditures. The Treasurer shall prepare and distribute such financial reports as may be directed by the President of the Board of Directors. The accounts of the Treasurer shall be subject to audit by an Audit Committee. The Treasurer shall report on the financial position of the NAOSMM at each annual business meeting. The Treasurer shall be bonded.

SECTION 4. SECRETARY: The Secretary shall record the proceedings of all meetings of the Board of Directors, the Annual Meeting and shall receive and transmit all other correspondence as directed by the President or the Board of Directors. The Secretary shall ensure that the minutes of each annual business meeting are published within sixty (60) days of the meeting.

SECTION 5. IMMEDIATE PAST PRESIDENT: The Immediate Past President provides continuity to the new Board. The Immediate Past President shall also function as the Conference Coordinator, having final approval duties in all aspects of the annual Conference.

SECTION 6. In addition to the duties demanded by other sections of this Article, all officers shall perform such tasks as may from time to time be directed by the President or the Board of Directors.

ARTICLE IV MEETINGS

SECTION 1. There shall be an Annual Business Meeting of the NAOSMM for the purpose of transacting such business as may be brought before the membership.

SECTION 2. Election of officers shall be conducted every other year, in accordance with the provisions set forth in ARTICLE IV of the By-Laws of the NAOSMM.

ARTICLE V BY-LAWS

SECTION 1. The Board of Directors, by a four-fifths (4/5) vote of the Board members, shall have the power to make, amend and repeal By-Laws consistent with these ARTICLES but subject always to the power of the voting members of the NAOSMM to alter such action of the Board. To accomplish this end, any and all changes to the By-Laws must be submitted to and ratified by the voting membership at the next annual business meeting.

ARTICLE VI OFFICIAL PUBLICATION

SECTION 1. The NAOSMM shall fund and support a quarterly publication for the purpose of disseminating information on all proceedings of the organization, and as a forum for the members to share information, ideas, and concepts.

ARTICLE VII BILL OF RIGHTS

SECTION 1. No person otherwise eligible for membership in this organization shall be denied membership on the basis of race, creed, color, national origin, gender, sexual orientation, religion or political belief.

SECTION 2. Members shall suffer no impairment of freedom of speech concerning this organization. Active discussion of the organization's affairs shall be encouraged and protected. Such discussion should be in the best interest of the NAOSMM and not infringe on the rights of others.

SECTION 3. Members shall have the right to fair and democratic elections. This includes due notice of nominations and elections, equal opportunity for competing candidates and proper election procedures.

SECTION 4. Members shall have an equal right to run for and hold office subject only to the constitution specified qualifications.

SECTION 5. Members shall have the right to full and clear accounting of all funds. Such accounting shall include, but not be limited to, periodic reports by the Treasurer and periodic audits by persons appointed for that purpose.

SECTION 6. Members shall have the right to full participation through discussion and vote in the decision-making process of this organization. Voting members shall have an equal right to vote and each vote cast shall be of equal weight.

ARTICLE VIII AMENDMENTS

SECTION 1. Amendments to this Constitution shall require a YES vote by two-thirds (2/3) of the members represented at any regular or special meeting of the membership, provided that thirty (30) days prior notice of meeting and the proposed changes or amendments shall have been given to the voting membership.

SECTION 2. The need for a special meeting for the purpose of discussing amendments to the Constitution shall be determined by the Board of Directors. In such cases, provisions for additional time shall be made during the annual conference.

SECTION 3. Constitutional amendments may be submitted by any regular member of the NAOSMM, but must be submitted through the Constitution and By-Laws Committee to the Board of Directors sixty (60) days prior to being presented to the voting membership for consideration. The Constitution and By-Laws Committee shall not have the authority to accept or reject such amendments, but may make recommendations to the Board of Directors.

SECTION 4. Constitutional amendments may be brought to the floor of the annual business meeting by any regular members and be submitted for consideration in accordance with SECTION 1 of this ARTICLE. Such amendments shall not be voted on until the next annual business meeting, to provide members not present an opportunity to examine and vote on these "floor amendments."

ARTICLE IX DISSOLUTION

SECTION 1. Upon the dissolution of the NAOSMM, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the NAOSMM, distribute the assets of the NAOSMM for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose.

SECTION 2. Any such assets not so disposed of shall be disposed of by the Circuit Court in the county on which the registered office of the NAOSMM is then located, to such organization or organizations as said Court shall determine.

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