

MIDWEST MICROSCOPY AND MICROANALYSIS SOCIETY
(MMMS or M³S)

formerly Midwest Society of Electron Microscopists (MSEM)

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

CONSTITUTION

**Adopted May 18, 1984 , Revised June 30, 1996, Revised February 20, 2003
Revised October 25, 2023 , Revised January 10, 2024, Approved November 22, 2024**

ARTICLE I - Name and Objectives

1. The name of this Corporation is “Midwest Microscopy and Microanalysis Society” (the “Society”, “MMMS” or M³S), (formerly Midwest Society of Electron Microscopists.)
2. The Corporation’s objectives are to 1) advance scientific research and discovery through the use of microscopy and microanalysis, 2) provide a forum for the presentation and discussion of scientific problems, and 3) to interpret relevant information the common welfare of members of the Society and the general public.

ARTICLE II - Membership

The Society shall have seven (7) classes of members: 1) Charter Members, 2) Honorary Members, 3) Regular Members, 4) Student Members, 5) Corporate Members, 6) Patron Members, and 7) Emeritus Members.

1. Charter Members. Persons present at the convening of the first meeting and who joined at that time shall be known as Charter Members.
2. Honorary Members. Any person eligible for membership under sections 1 or 3 of this Article and who has made outstanding contributions to science or the Society may be elected to Honorary Membership.
3. Regular Members. Persons of scientific training, having been at any time engaged in the field of microscopy and microanalysis or otherwise in the advancement of science, shall be eligible for Active Membership.
4. Student Members. Graduate students and such undergraduates matriculating in recognized universities and colleges shall be eligible for Student Membership.
5. Corporate Members. Any corporation or association desirous of furthering the purpose of MMMS may be nominated and elected by the Executive Council to Corporate Membership. Each Corporate Member shall have the privilege of designating three representatives for attendance at all MMMS meetings, these representatives will

have full Regular Membership privileges. Corporate members who have not participated for three consecutive years must reapply for membership.

6. Patron Members. Any person, corporation, or association eligible for membership under sections 1, 2, or 3 of this Article and who shall contribute the sum of \$1,000 or more to MMMS shall, upon election by the Executive Council, be entitled to the designation Patron Member and to the privileges of a Regular Member. Patron members shall be exempt from payment of dues.

7. Emeritus Members. All Charter Members and Regular Members who have been members of the Society in good standing for at least 15 years and who are in retirement are eligible for Emeritus Membership.

ARTICLE III - Executive Council

1. The affairs of the Society shall be conducted by the Executive Council: President, President-Elect, Immediate Past-President, Secretary, Treasurer, Program Coordinator, Corporate Liaison, two (2) Directors (one from Life Sciences and one from Materials Sciences.), and two (2) Student Liaisons.

2. The Executive Council ("EC") shall manage and control the activities of the Society. The EC shall establish, divide, subdivide, or discontinue Committees of the Society and define the responsibilities, duties, and privileges of the Committees. The EC shall affirm by majority vote to approve or deny any and all MMMS appointed positions. The EC shall call all meetings of the MMMS and fill, for the unexpired term, any vacancy in the EC as provided for in Article III.

3. For the purpose of conducting business, a quorum shall be five members of the EC, and they must be present, either in-person or by teleconference, to be eligible to vote.

4 . The President shall serve a term of one (1) year and shall be the Chair of the EC during his/her term as President. Upon completion of term as President, he/she shall accede to Immediate Past President and remain a member of the EC as the Past-President of the Society for not more that two (2) consecutive years. The President-Elect shall serve for a term of one (1) year and then accede office of the President. Other members of the EC, as defined in Article III, 1, shall serve for an initial term of one (1) year and shall be eligible for re-appointment without limitation.

5. In the event that the President is unable to serve his/her term, the President-Elect shall immediately accede to the office of President and serve for the remainder of that year and the following year. In the event that the President-Elect is unable to serve his/her term, the Secretary of MMMS shall call a meeting of the EC for the purpose of filling the position of President-Elect. The position of President and any other vacancy on the EC shall be filled by a Regular Member of MMMS, who will be appointed to the vacancy by a majority vote of the EC.

6. Any member of the EC who fails to attend three (3) consecutive meetings of the EC, without reasonable excuse, shall be deemed to have vacated his/her position.

7. The EC shall have the power to establish or discontinue affiliation of MMMS with any scientific society or professional organization involved in any related branch of science.

ARTICLE IV - Corporate Seal

1. The MMMS Corporate Seal shall have inscribed thereon the name “Midwest Microscopy and Microanalysis Society”, the year of incorporation, and the words “incorporated Illinois”.

2. The seal shall be in the custody of the Secretary of the Society.

ARTICLE V - Quorum

1. Any and all members of the Society, in any category described in Article II, 1, present at an MMMS meeting, shall constitute a quorum of members of the Society for the purposes of transacting business.

ARTICLE VI - Amendments

1. This Constitution may be amended by a vote of a majority of the Society Members voting. The Secretary shall send an electronic ballot and a copy of the proposed amendment, as approved by the Executive Council, to each Active Member entitled to vote at least four weeks before the time set by the Executive Council for the balloting to close.

BYLAWS

ARTICLE I - Duty of Officers

1. President. The President shall be the chief executive officer of the Society and shall preside at all meetings of the Society and at all meetings of the Executive Council. The President shall have the power to call meetings of the Executive Council and shall be a member of all Standing Committees.

2. President-Elect. The President-Elect shall be an *ex officio* member of all Committees of the Executive Council, but shall not have the power to vote on matters before the Committees.

3. Secretary. The Secretary shall keep the minutes of the meetings of the Society and the Executive Council; have access to all records of the Society and to its Corporate Seal, which shall be affixed and attested as directed by the Executive Council; shall see to it that all reports required by law are filed and shall perform all other duties usual to

this office. The Secretary shall notify members thereof and shall lay before the Executive Council all matters requiring consideration by the Executive Council that have come to his/her attention. The Secretary shall make a report at the Annual Business Meeting. The Secretary shall file an annual report of the Corporation with the Secretary of State of Illinois and shall notify the Secretary of State of the name and address of the registered agent of the Corporation and shall advise the Secretary of State of any change of address of the registered agent.

4. Treasurer. The Treasurer shall collect and receive all moneys due to the Society and shall have custody of the funds of the Society. All moneys received shall be deposited in the Society's account in Federally insured banks or trust companies designated by the Executive Council. All funds shall be subject to the drafts of the Treasurer as authorized by the Executive Council. The Treasurer shall make disbursements for the debts against the Society on the order of the Executive Council for their discharge, and shall keep a full accounting of the Society's financial transactions

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

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

5. Directors. Dual directorship shall be for the purpose of representing both life sciences and materials sciences on the Executive Council. The Director of Life Sciences and the Director of Materials Sciences shall be the advisory executives of MMMS, responsible directly to the Executive Council, and shall be charged with conducting all administrative activities not otherwise provided for in the Bylaws. They shall act as consultants and advisors to the Executive Council in matters concerning the Constitution, Bylaws, Executive Council actions, meetings, and other events of the Society. They shall be members of the Nominating Committee and the Program Committee, and shall have discretionary power to delegate representatives in their stead.

6. Program Coordinator. The Program Coordinator shall be responsible for arranging, scheduling, and coordinating the scientific meetings of the Society; also included is the responsibility for communicating news of programs to the membership. To aid in accomplishing these duties, the Program Coordinator shall have delegatory powers for the appointment of meeting chairpersons who may be utilized to the extent required for attaining harmonious operations of complete meeting agendas.

7. Student Liaisons. The Student Liaisons will act as the Newsletter Editor(s) and shall be responsible to assemble and supervise the electronic distribution of the Society

Newsletter on at least an annual basis. The Liaisons shall also be charged with recruiting regional students and promoting the Society, organizing student activities and communicating with the related National Societies Student Organizations.

ARTICLE II - Committees of the Executive Council

1. Standing Committees. Standing Committees of the Executive Council shall be Nominating Committee, Program Committee, and such other committees as the Executive Council may establish. The Executive Council, at its first meeting of the Society year, may create and appoint members of any Standing Committees who shall serve for one year.

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

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

ARTICLE III - Procedure for Nominations and Elections

1. Eligibility. Any Regular Member of the Society in good standing is eligible for election to any office of the Society, with the exception of the Corporate Liaison Office. The Corporation Liaison shall be a representative from a Corporate Member in good standing. All elected officers shall take Office on January 1.

2. Nominations. Nominations shall be made by a Nominating Committee appointed by the Executive Council. This committee may have up to four (4) members. One or more candidates will be presented by the Nominating Committee for approval by the Executive Council for inclusion on the ballot for each open office with space provided for write-in candidates.

3. Suggestions by the Members for Nominations. Suggestions for nominations of Officers of the Society may be sent by any Active Member of the Society to the Secretary, with the name of the Member offering such a suggestion. To be considered, such suggestions must be received no later than September 1 of each year.

4. Preparation of Ballot and Method of Balloting.

a) The Executive Council shall submit its list of nominations to the Secretary not later than Fall Meeting of each year for inclusion in the Official Ballot.

b) The Official Ballot shall bear the names of the candidates for the Offices of the

Society, and with a blank space for "write-in" candidates.

c) The Official Ballot shall be electronically sent by the Secretary to each Active Member in good standing not later than November 13. Electronic ballots must be received by the Secretary not later than December 31. A plurality of the votes cast shall constitute election.

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

ARTICLE IV - Membership Classes

1. Charter Members. Persons present at the convening of the first meeting and who joined at that time shall be known as Charter Members.

2. Honorary Members. Any person eligible for membership under sections 1 or 3 of this Article and who has made outstanding contributions to science or the Society may be elected to Honorary Membership by the unanimous vote of the Executive Council. Honorary Members shall be exempt from payment of dues. All Past Presidents shall be awarded Honorary status.

3. Regular Members. Persons of scientific training, having been at any time engaged in the field of microscopy and microanalysis or otherwise in the advancement of science, shall be eligible for Active Membership. They may be elected by the unanimous vote of the Executive Council.

4. Student Members. Graduate students and such undergraduates matriculating in recognized universities and colleges within the Midwestern States may be elected to Student Membership, provided each candidate for Student Membership shall be recommended by at least one faculty member. Student Members may apply for and, upon approval of the Executive Council, assume the full privileges and responsibilities of Regular Members.

5. Corporate Members. Any corporation or association desirous of furthering the purpose of MMMS may be nominated and elected by the Executive Council to Corporate Membership. Each Corporate Member shall have the privilege of designating three representatives for attendance at all slated meetings of MMMS in the manner and under such conditions as may be prescribed by the Executive Council. These representatives will have full Regular Membership privileges.

6. Patron Members. Any person, corporation, or association eligible for membership under sections 1, 2, or 3 of this Article and who shall contribute the sum of \$1,000 or more to MMMS shall, upon election by the Executive Council, be entitled to the designation Patron Member and to the privileges of a Regular Member. Patron members shall be exempt from payment of dues.

7. Emeritus Members. All Charter Members and Regular Members who have been members of the Society in good standing for at least 15 years and who are in retirement are eligible for Emeritus Membership upon written request to the Executive Council.

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

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

ARTICLE V - Annual Dues

1. Annual Dues for Regular Members, Student Members, and Corporate Members shall be determined and affirmed by the Executive Council.

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

2. Members in Arrears. Any member whose dues for the current year is unpaid for three months after the beginning of the current year, and after notification of such delinquency, shall have their membership terminated. Reinstatement is allowed upon receipt of dues for the current year.

3. Renewal of Membership. Any Active Member who shall resign while in good standing may be restored by vote of the Executive Council to Active Membership at any time upon application.

ARTICLE VI - Meetings

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

2. Annual Business Meeting. A business meeting shall be held in conjunction with a Scientific Meeting at least once per year. The agenda shall include: (a) Annual Report of the Executive council, including the Report of Treasurer, (b) Annual Reports of the Secretary and Chairpersons of standing committees, (c) Report on the Election of Honorary Members, (d) Report on the election of Officers to the Executive Council.

ARTICLE VII - Official Year

1. The Official Year of the Society shall be from January 1 through December 31.

ARTICLE VIII - Publication

1. MMMS Newsletter is the official publication of the Society and is published on-line at least once per year.

ARTICLE IX - Standing Rules

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

ARTICLE X - Amendments

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

ARTICLE XI - Disposition of Assets

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

ARTICLE XII - Parliamentary Authority

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