

Proposed By Laws of the Microscopy Society of the Ohio River Valley (MSORV)

Prepared August 4, 2008, revised August 18, 2008

Article I

Names and Objects

Section 1 – This Society shall be known by the name of the Microscopy Society of the Ohio River Valley (MSORV) and is denoted herein as “the Society”. The Society shall be affiliated with the Microscopy Society of America (MSA) and the Microbeam Analysis Society (MAS) and is a non-profit organization.

Section 2 – The Society activities will take place throughout South Central Ohio and Northern Kentucky.

Section 3 – The purpose of the Society shall be for scientific and educational purposes only: The knowledge and practice of microscopy, imaging, compositional analysis, and associated techniques, and to foster communications among people who have an interest in those areas.

Article II

Membership

Section 1 – Eligibility. Individuals, institutions, agencies, or organizations interested in promoting the purposed of the Society shall be eligible for membership.

Section 2 – The Society shall consist of 3 classes of members, namely: Professional Members, Student Members, and Corporate Members.

- a. **PROFESSIONAL.** Professional members shall be eligible to vote and to hold office and shall be assessed annual dues, the amount which shall be set by the executive council and the payment of which shall be necessary for the maintenance of the rights and privileges of membership.
- b. **STUDENT.** Student members shall be eligible to vote but not to hold office and shall be assessed a lesser amount of annual dues as determined by the executive council, the payment of which shall be necessary for the maintenance of the rights and privileges of membership.
- c. **CORPORATE.** Corporate members shall be comprised of those proprietary organizations interested in promoting the concerns of the Society. They shall be assessed an annual amount of dues, the amount to be determined by the Executive Council. In return, they may designate representatives to interact with the Society and to attend meetings, and they may advertise in the form of presentations, demonstrations, seminars, and/or posters at meetings, as well as with links on the website or in mailings distributed by the Society. The designated representatives of corporate members may not vote or hold office, but may join individually as regular members with all the rights and privileges

to which that category of membership is entitled. Corporate members may host a meeting.

### Article III Meetings

Meetings of the Society shall be held at such times and places as designated by the Executive Council. There shall be a minimum of two meetings per year. A meeting must consist of a business meeting and technical presentations. It may include exhibitors, refreshments, workshops, and tutorials. Election of officers of the Society will be held every other year at the Fall Meeting.

### Article IV Officers

Section 1 – The affairs of the Society shall be in the charge of the Executive Council. The President, a President-elect, the Past-President most recently retired from office, a Secretary, and a Treasurer. Non-voting (*ex-officio*) members shall consist of the web-master, the known hosts of any upcoming meetings and other members at the discretion of the voting members of the Executive Council.

Section 2 – Designated Offices. The officers of the Society shall be a President, President-elect, Secretary, and Treasurer, all of whom should be members in good standing of the Microscopy Society of America (MSA) or the Microbeam Analysis Society (MAS).

Section 4 – Term of Office. The term of office for all officers shall be two years.

Section 5 – Duties of Officers. In addition to the duties commonly incident to office:

- a. The President shall (1) preside at all meetings of the Society and the Executive Council, (2) serve, *ex officio*, on all committees, and (3) act as the primary liaison with MSA and MAS.
- b. The President-elect shall (1) serve as chairman of the program committee, (2) substitute for the President in his/her temporary absence, (3) perform other duties as decided by the Executive Council, and (4) assume the Presidency for the following term of office.
- c. The Secretary shall (1) maintain a mailing and e-mail list for the Society, (2) coordinate mailings to the members, (3) record minutes of all business meetings, (4) act as teller at all elections, and (5) maintain skills directory for the Society.
- d. The Treasurer shall (1) be custodian of the Society funds, (2) account for all funds in accordance with accepted business practices, (3) maintain an accurate membership list, (4) recommend changes in dues to the Executive Council, (5) with approval from the Executive Council determine the budget of each meeting for the program committee, and (6) the account(s) shall have listed

the Treasurer, President, and President-elect with any one of the three having signature authority.

Section 6 – Vacancy. In the event any office becomes vacant, the Executive Council shall appoint a replacement to serve until the next business meeting of the membership. At that time, nominations will be presented by the Executive Council and will be accepted from the floor. The vacancy will be filled from this slate by a majority vote of the members present. The replacement shall serve until the next regularly scheduled election.

## Article V Executive Council

Section 1 – Membership. The voting members of the Executive Council shall consist of the current officers of the Society and the current Past President. Non-voting (*ex-officio*) members shall consist of the web-master, the known hosts of any upcoming meetings and other members at the discretion of the voting members of the Executive Council.

Section 2 – Duties. The duties of the Executive Council shall be comprised of those matters necessary to the ongoing operations of the Society which need to be considered in the interim of regular meetings. Specified duties shall be:

- a. In the event any office becomes vacant, the Executive Council shall fill that vacancy as described in Article IV Section 6.
- b. To set the amount of the dues for each of the membership categories.
- c. To arrange for an annual independent audit of the Society financial records.
- d. To form temporary committees such as the nominations committee, the functions of which are outlined elsewhere, or other temporary committees, the functions of which shall be defined to meet the current needs of the Society.
- e. To work with the chairman of the web site committee to provide continuity of the web site information.
- f. To work with the standing program committee in providing appropriate scheduling, programming and budgeting of upcoming meetings.
- g. To cancel all the Society commitments in the event that a future amendment dictates dissolution of the Society, to notify MSA and MAS of the dissolution, and to divide equally and transfer all assets to MSA and MAS.
- h. To interact with one another to guarantee the adequate execution of all official duties and to assure the continuity of the Society.
- i. An officer may be removed for actions detrimental to the Society by unanimous vote of the Executive Council members.

Article VI  
Other Committees

Section 1 – Temporary committees. Temporary committees such as the nominating committee shall be formed by the appointment of a chairperson at the discretion of the Executive Council to meet the current needs of the Society and shall be disbanded at the discretion of the Executive Council when the stated needs are met.

Article VII  
Elections

Section 1. Nomination. Before the first business meeting in an “MSORV” election year, the Executive Council shall appoint a nominating committee of at least three members who are not officers of the Society, to select a slate of candidates to run for office for the next two-year term.

Section 2. Preparation of the slate of officers. The nominating committee shall select a minimum of two candidates who have agreed to serve for each of the following offices, President-elect, Secretary and Treasurer. In choosing these candidates, who must be members of MSA or MAS or both, due consideration shall be given to the geographic areas and fields of interest represented by the membership. The proposed slate of officers shall be announced at the spring meeting in the election year, and there shall be an opportunity at that time for nominations to be made from the floor.

Section 3. Voting. Ballots shall be mailed to the membership in August and shall be accepted by the secretary until the end of September. The election shall be decided by a majority vote of the responding members. In the event of a tie vote, the combined executive and nominating committees shall decide the winner. The winner shall be announced at the fall meeting.

Section 4. Assumption of duties. The new officers shall assume their duties on the 1<sup>st</sup> day of January in the new year.

Article VIII  
Amendments

Section 1. Initiation of amendments. Amendments to these by-laws may be initiated by two methods:

- a. By the Executive Council, or by
- b. Written petition signed by 20% of the Society’s voting members.

Section 2. Action on amendments. Action on proposed amendments requires the following procedures:

- a. The proposed amendment shall be discussed at the next scheduled meeting of the Society and voted on by a show of hands of members present and passed by a vote of simple majority.

Article IX  
Authority

These by-laws proposed to the membership on October 2, 2008 supersede those proposed to the membership on April 11, 1987.