



**INTERNATIONAL UNION OF MATERIALS RESEARCH SOCIETIES
(IUMRS)
BYLAWS**

Approved at the IUMRS Annual General Assembly, Korea, 25 October, 2015

1. General Assembly

1.1

The agenda of business to be transacted at the Annual General Assembly meeting shall be prepared by the Executive Council and shall be announced by the Secretary or his/her representative to the Members of the General Assembly and the Commissions at least one month before the meeting. A majority of the voting power present may amend the agenda during the meeting (Statutes Article V.B.7). The agenda for interim meetings of the General Assembly called by the Executive Council will be specified by the Secretary and announced as early as practicable. (See Appendix A to these Bylaws)

1.2

Any Commission, Adhering Body, Professional Associate, or Affiliated Organization of IUMRS in good standing may propose business to be transacted at an Annual General Assembly meeting. Proposals shall reach the Secretary or his/her representative at least five weeks prior to the meeting, and shall be included in the agenda of the meeting. During the meeting, motions can be made by any delegate including a delegate acting as the presiding officer of the General Assembly. A specific motion may be proposed by a non-voting participant in the meeting, but the motion must be formally made by a delegate in order to be put to a vote.

1.3

The Annual General Assembly meeting shall normally be held at the site and time of an international conference hosted by an Adhering Body. The General Assembly sets the time and place for the next annual meeting.

1.4

Chairpersons of Commissions need not be delegates from an Adhering Body. They may not vote in the General Assembly, unless they are also serving as delegates, and exercising the individual voting rights allocated by their respective Adhering Bodies.

1.5

At the invitation of the President, individuals who are not delegates may be invited to address the General Assembly, may participate in discussions, but shall have no voting power.

1.6

Delegates representing each Adhering Body are determined by the governance of the Adhering Body. A proxy is in order when an Adhering Body in good standing sends no delegate to the Annual General Assembly meeting and notifies the IUMRS Secretary in

writing to whom its proxy is granted, and of any limitations with respect to questions on which the proxy may be exercised. The person to whom a proxy is granted must already be a delegate to the meeting and must announce that proxy role to the General Assembly before the meeting proceeds to other business.

1.7

Each Adhering Body shall notify the Secretary or his/her representative of its intention to be represented, at least four weeks prior to the meeting of the General Assembly, in order to assist the prediction of achieving a quorum.

1.8

The number of delegates representing an Adhering Body is subject to limitations set by the General Assembly, but the total number of votes (voting power) for each Adhering Body is determined by that Adhering Body's chosen Category of Participation, which is less than or equal to its highest approved Category of Participation, and by Article II.A.5a of the Statutes. The highest approved Category of Participation for an Adhering Body must be consistent with its current level of activity. Such activity shall be assessed on the basis of (i) the vitality and impact of its service to the local and global materials communities; and (ii) its effective participation in IUMRS activities, governance and outreach. Such an evaluation shall be based on the record of the prior three year period.

1.9

Application for adherence to IUMRS is made to the Executive Council through the Secretary or his/her representative and should provide background information on the candidate's activities and relevance to IUMRS objectives. Applications should specify the category of participation desired. The Executive Council will refer the application to a Membership Affairs Commission for evaluation and recommendation. If the application is in conformance with the Statutes of the IUMRS (Article II.B.), the proposal for adherence is referred to the General Assembly. Proposals for adherence have priority over all other business of the General Assembly. Adherence is conferred by an absolute majority of the total voting power of all Adhering Bodies in good standing, whether or not participating in the meeting when the vote is taken.

1.10

Delegates of an Adhering Body may not vote on any matter concerning its own individual membership in the IUMRS. A delegate holding the proxy of an Adhering Body may not exercise that proxy on matters concerning the membership of the proxy-granting Adhering Body.

1.11

All minutes, once reviewed by those who participated in the meeting for accuracy and completeness, and after appropriate corrections have been made, as attested by the Secretary, shall become part of the official archives of the IUMRS. Minutes of all meetings shall be made available to members through the IUMRS web site and minutes collected throughout the year will be formally accepted by the General Assembly at its next Annual Meeting. Any dissenting views received within 30 days after the date of acceptance may be appended in the formal record.

2. Executive Council

2.1

The Executive Council shall meet in conjunction with and at the location of each Annual General Assembly.

2.2

In addition to the meeting required by paragraph 2.1, meetings of the Executive Council will normally be held via the most expeditious means, whether in person or by telephone conference call, or by email. Formal votes may be made by conference call or postal vote or other electronic means. (See Appendix A to these Bylaws) Such meetings and votes will be documented in minutes of the meetings as called for by paragraph 2.9 below.

2.3

The Executive Council shall prepare the agenda for the Annual General Assembly meetings (see paragraph 1.1).

2.4

In the event of the resignation, death or disability of the President, the First Vice-President shall assume the office of President for the remainder of the unexpired term of the President and subsequently ascend to the presidency as scheduled. If the presidential term was not due to expire until the end of the year following the year in which the next Annual General Assembly occurs, then an election to fill the unexpired term of the First Vice President will be held, however that foreshortened term will not carry with it the right to automatically ascend to the presidency. In the event of the resignation, death or disability of the First Vice-President, the Executive Council may, paragraph 2.5 notwithstanding, appoint one of its members to act as First Vice-President, without the right of ascension to the presidency, until the close of the next Annual General Assembly where an election to fill the unexpired vice-presidential term will be held. If the term of the former First Vice President was due to expire at the end of the year in which the Annual General Assembly occurs, then an election for both First Vice President and President will be held. In the event that the Secretary or Treasurer cannot carry out his/her duties, the Executive Council shall appoint a delegate from the General Assembly to complete the term of office of the incumbent. Until the Executive Council has made such an appointment, the Treasurer or Secretary, respectively, shall carry out the duties of the vacant office.

2.5

No individual may hold simultaneously more than one office on the Executive Council.

2.6

The President on his/her own initiative or at the request of the Executive Council, may invite any individual to be present at a meeting of the Executive Council; such an invited guest may take part in the discussions but shall have no voting power.

2.7

A quorum of the Executive Council shall consist of four of the six officers, and decisions shall be decided by a majority vote of those participating. All officers have an equal vote. In the event of a tie vote, the issue shall be decided only by vote of all six officers. In this case, at least four votes in favor is required for passage of a motion. When a vote of the Executive Council fails to decide a question, any officer may bring the question to any General Assembly meeting, with sufficient advance notice, for resolution.

2.8

The Executive Council is responsible for overseeing and directing the relationship between IUMRS and its Partner Members through a Commission on Membership Affairs and IUMRS executive staff as required. Each Professional Associate and Affiliated Organization will receive copies of agendas, minutes and attachments relating to IUMRS General Assembly Meetings. Partner Members are eligible for benefits, including receiving all IUMRS publications and prominent listings in appropriate IUMRS publications as well as at the IUMRS web site. Applicable benefits may be determined from time to time by the Executive Council.

2.9

The Secretary shall be responsible for keeping minutes of Executive Council meetings. After review for accuracy and approval by the Executive Council, these minutes shall be posted at a restricted section of the IUMRS web site and made available upon request to the IUMRS Secretary.

2.10

The Executive Council may create volunteer or paid executive staff positions charged with the execution of explicitly defined aspects of the day to day business of the Union.

3. President and First Vice-President

3.1

The IUMRS President is the chairperson of both the Executive Council and the General Assembly of IUMRS and normally chairs their meetings. In the absence of the President, the first Vice-President may assume those and other duties of the President. However, a majority of participants of either meeting may designate any officer or member's delegate to act as the temporary chairperson for any portion of their meeting.

3.2

The President is an ex officio member of all Commissions. The President may delegate this function to an Officer, at his/her discretion.

3.3

The Second Vice President shall actively participate in the work of the Executive Council, and may accept delegation by the President as an ex officio member of one or more Commissions.

4. Secretary

4.1

The IUMRS Secretary serves as secretary of both the Executive Council and the General Assembly of IUMRS. In the absence of the Secretary, the President shall designate another member of the Executive Council to serve temporarily as Secretary.

4.2

The Secretary is an *ex officio* member of all Commissions.

4.3

The Secretary, directly or through his/her representative, is responsible for recording the official proceedings and formal decisions of the Executive Council and the General Assembly, with the exception of the financial administration, and for insuring proper retention and custodial arrangements for their records.

5. Treasurer

5.1

The Treasurer, directly or through his/her representative, is responsible for overseeing the financial administration of the IUMRS and for overseeing the keeping of all financial records and accounts.

5.2

The Treasurer is an *ex officio* member of all Commissions.

5.3

The Treasurer, directly or through his/her representative, shall prepare an annual, written financial report for the delegates of the General Assembly. Discussion of the financial report will be placed on the agenda of at least one meeting of the General Assembly prior to the end of each calendar year.

5.4

The fiscal year shall begin on January 1 of each year and end on December 31 of the same year.

5.5

Membership fees of each Adhering Body, as determined by its Category of Participation (Article III.A.5a of the IUMRS Statutes), are due on January 1 of each year. Payment of the fee entitles the Adhering Body to membership in IUMRS for that calendar year. Late payments will not be prorated unless the Adhering Body is joining IUMRS part way through the current year. Only after full payment has been received by IUMRS may the Adhering Body cast any votes in General Assembly meetings or elections, or receive other member benefits and services.

6. Commissions

6.1

The Executive Council is responsible for the establishment and oversight of Commissions having functions integral to the work of IUMRS. (See Statutes, Articles V.B.5 & 6 and V.C.1-4)

6.2

The Chairperson of each Commission shall be appointed by the Executive Council. Members of Commissions shall be appointed by the Executive Council for two year terms which may be renewed. Each Commission Chairperson shall be regarded as a non-voting ex officio member of the Executive Council.

6.3

Each Adhering Body is entitled, if it wishes, to designate one representative as a member of each Commission.

6.4

Each Commission should be composed of members who, as far as practical, represent the full range of Adhering Bodies and their scientific disciplines as well as members who bring with them necessary expertise and who need not be affiliated with an IUMRS Adhering Body.

6.5

The Chairperson of each Commission shall report annually to the Executive Council and the General Assembly on the activities of the Commission.

6.6

The budget for the activities of the Commission will be allocated by the Executive Council. The Chairperson of the Commission shall submit an annual financial report on the expenditure of these funds to the Treasurer or his/her representative.

6.7

The term of a Chairperson shall be two years, and no person may serve more than two consecutive terms as Chairperson of the same Commission without approval of an exception by the Executive Council. No person may serve as a member of a Commission for more than three consecutive terms without approval of an exception by the Executive Council.

6.8

In the event of the resignation, death or disability of the Chairperson of a Commission, the Executive Council shall appoint a new Chairperson, whose term begins with his/her appointment.

6.9

If in the sole judgement of the Executive Council, a Chairperson fails to fulfill the duties required of the position, he or she may be replaced by the Executive Council.

6.10

The explicit duties and responsibilities of each Commission will be determined by the Executive Council, and they will be published in various forms, including the IUMRS web site.

7. Nomination and Election of Officers

7.1

Election of the officers shall occur at the Annual General Assembly prior to the calendar year in which their two-year terms of office begin on January 1. If for unforeseen circumstances that meeting cannot be held, an election using emailed or postal ballots will be held.

7.2

The Executive Council shall submit nominations to the General Assembly for the officer positions of IUMRS. The Executive Council shall solicit nominations by polling all Adhering Bodies for nominations of candidates for each office to be filled, either directly or through a Nominations Commission that may also identify additional candidates by other means. The slate of candidates for officers should, as far as is practical, be selected so that, over a few years, the ensemble of nominees is representative of the full range of IUMRS Adhering Bodies and their scientific disciplines.

7.3

Each nomination must be accompanied by a brief statement of the qualifications of the nominee for office, (which may include a policy statement by the nominee).

7.4

No officer, except the Secretary or Treasurer, may be nominated to succeed himself or herself for the same office. The Secretary and the Treasurer may succeed themselves for only one additional term of office.

7.5

The Executive Council must notify all Adhering Bodies and their designated delegates of the nominations for each office at least five weeks prior to the session of the General Assembly in which the election will be held.

7.6

The full slate of candidates for each office, together with statements of their qualifications, shall be posted by the Secretary or his/her representative four weeks before the meeting of the General Assembly at which the election of officers will be held.

7.7

The election of officers shall be governed by the same rules of quorum, proxy representation and voting power as those defined in the Statutes for all General Assembly actions. The IUMRS Secretary, after consulting the IUMRS Treasurer or his/her representative regarding payment of fees, shall confirm the voting power of each Adhering Body in good standing before any votes are cast.

7.8

In voting, each of the offices shall be taken separately and in the sequence: First Vice-President, Second Vice-President, Secretary and Treasurer. Voting shall be by secret ballot. An absolute majority of the total voting power represented by all Adhering Body delegates participating in the meeting shall be required for election. Each Adhering Body may cast from none to its maximum number of votes based on voting power. If on the initial balloting no candidate achieves an absolute majority, the procedure required by paragraph 7.9 below shall be followed. Voting by proxy is permitted. An Adhering Body represented by proxy shall be considered a participant in the meeting. An Adhering Body with voting power greater than one may divide its votes among candidates at its discretion. Fractional votes are not permitted.

7.9

In the event a candidate for each office does not attain an absolute majority of total voting power represented by all Adhering Body delegates participating in the meeting, a second secret ballot shall be taken between the two nominees with the highest number of votes cast. This procedure shall be repeated until a single nominee has been elected for each office by an absolute majority of total voting power represented by all Adhering Body delegates participating in the meeting or until the presiding officer determines that an unresolvable deadlock has occurred. If such a deadlock should persist for an office beyond January 1 of the coming year, despite additional post-meeting electronic balloting, the IUMRS President may appoint a temporary office holder until subsequent balloting succeeds in filling that office.

7.10

No more than two Officers who were originally nominated for election by the same Adhering Body may serve concurrently.

7.11

In the event that a currently serving officer appears on the slate of candidates for another office, the Executive Council shall also have solicited a provisional nomination for the office which would be vacated if the election to the other office occurs. If the election to the other office does not occur and if the officer's term has not expired, the provisional nomination to the office which would have been vacated shall not be considered.

7.12

Any parliamentary contingency arising during the balloting shall be resolved by a ruling of the presiding Officer, after consultation with the Parliamentarian, if a Parliamentarian has been appointed. This ruling shall be final.

8. Bylaws

8.1

The Bylaws may be amended by an absolute majority vote of the votes allocated to those Adhering Bodies participating, physically or electronically, in a General Assembly meeting where the amendment motion is considered, whether or not those votes are cast.

8.2

The present English text shall be considered the authoritative text in the interpretation of these Bylaws. In disputes concerning the interpretation of the Bylaws that remain unresolved after appealing to the IUMRS Statutes for clarification, the matter shall be decided by the General Assembly with a vote as described in paragraph 8.1, or during the periods between General Assembly meetings, by a ruling of the President subject to subsequent ratification by the General Assembly at its next meeting.

8.3

The language of the Bylaws shall not be used to restrict in any way the participation of any person in the affairs and activities of the IUMRS on the basis of gender, race, religious affiliation, or nationality.

9. Financial Expenditure Procedures

Every expenditure of IUMRS funds must be appropriately identified with a specific expenditure item or category that appears in the prevailing IUMRS budget most recently approved by the General Assembly.

Each IUMRS budget will contain an allocation intended to enable IUMRS to proceed with reasonable expenditures for unanticipated needs that may arise during the year. This "contingency" allocation will constitute a maximum total amount available for all un-budgeted expenditures over the entire year, without specific new approval by the Executive Council.

The Treasurer, or his/her representative, will receive and implement payment requests from Officers, Commission Chairs, and external suppliers that are consistent with the current budget and are documented with corresponding procurement authorizations and receipts as appropriate. The Executive Council will officially determine a level of single expenditure that requires, in addition to a single signature or electronic approval on a disbursement order, the specific concurrence of a designated Officer.

10. Relationships between Adhering Bodies: Mutual Courtesy

IUMRS expects that all Adhering Bodies will maintain cooperative relationships with each other in matters in which one Adhering Body's interests and activities may impact the activities or interests of another Adhering Body. Such possibilities could arise in relation to, but not limited to, technical meetings, publications, membership activities, and collaborations with other organizations, including those that may be affiliated with IUMRS. When appropriate and practical, collaboration is strongly encouraged. Timely advance notice of plans for such events and activities is expected.

11. Responsibilities and Performance Requirements for Officers and Commission Chairs

11.1

Election of Officers assumes their personal commitment to diligence in discharging their responsibilities. All are expected to provide timely communication, including email

discussions, phone conferences, and voting. Officers are expected to participate consistently in all activities of the Executive Council and General Assembly. Failing that, the General Assembly may vote to remove a non-performing officer and replace him/her according to procedures specified in paragraph 2.4.

11.2

Appointment of Commission Chairs assumes their personal commitment to diligence in discharging their responsibilities. All are expected to provide timely communication related to the activities and plans of their commissions. Failing that, the Executive Council may appoint a replacement for a non-performing chairperson.

IUMRS BYLAWS

APPENDIX A

Protocols for Electronic Interim Meetings of the IUMRS Executive Council and IUMRS General Assembly

1. Electronic General Assembly meetings may be held in the period between the Annual Assemblies in order to facilitate the ongoing activity of the Union. Such events must be authorized and scheduled by the Executive Council. The procedure and protocols for such events will preserve the structure and spirit of the in-person annual meetings. Except for procedural details enabling email transactions and dialogue, the powers and voting rules for the electronic meetings will be the same as those applicable for the in-person meetings of the General Assembly.
2. The conduct and procedure for electronic General Assembly (EGA) meetings will be based on the intent, spirit, and structure of *Robert's Rules of Order*, modified only to enable effective email discussions, formal motions, adequate debate, and electronic voting. Such events will normally extend over a period of days, with clearly announced deadlines for submission of agenda and proposals, opening and closing discussion, presenting precise final text of motions on which to vote, registration of votes, and announcement of results. Application of each Adhering Body's voting power based on its Category of Participation will be identical to its application at in-person General Assembly meetings. Minutes will be recorded by the Secretary, and supported archivally by the total assembly of on-line exchanges.
3. An electronic General Assembly meeting can be called by the Executive Council with at least two months written notice. The Executive Council should confirm receipt of those notices with each Adhering Body. Motions can be presented to the electronic General Assembly by email or other means, provided that sufficient background information is included in a timely fashion.
4. A quorum for an electronic General Assembly shall be the participation of delegates representing two-thirds of the voting power accorded to all of the Adhering Bodies in good financial standing. The Secretary shall register all individuals who intend to participate in the electronic General Assembly meeting and assemble their email addresses to serve as a distribution list for all subsequent online discussion and voting.
5. The identity of each participant shall be considered confirmed when an exchange of email messages between the Secretary and the prior known address of the participant has occurred. Alternative email addresses shall be confirmed in the same manner.
6. Given that impediments to attendance at in-person General Assembly meetings, such as travel schedules and cost, do not apply to electronic General Assembly meetings, and given the extended time period over which an electronic General Assembly meeting is conducted, designation of proxy representation by an Adhering Body shall not be allowed.