

# Chapter 7 IUMRS Statutes and By-laws

## INTERNATIONAL UNION OF MATERIALS RESEARCH SOCIETIES

### (IUMRS)

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

#### I. Description and Objectives

- A. The International Union of Materials Research Societies (referred to as IUMRS throughout this document) is constituted as an international union of technical groups or societies which have interest in promoting interdisciplinary materials research. The aim of IUMRS is exclusively not for profit. The terms General Assembly and Executive Council, as employed in these Statutes, are defined by Articles V.A and V.B, respectively.
- B. The objectives of IUMRS are:
- 1 To facilitate international cooperation among materials research organizations.
  - 2 To contribute to the advancement of materials research in all its aspects.
  - 3 To advance the multidisciplinary nature of materials research internationally.
  - 4 To promote information exchange among national or regional societies with interests in interdisciplinary materials research, and to work to coordinate their activities.
  - 5 To promote communication of international materials research activities through appropriate media.
  - 6 To publish international communications and reviews.
  - 7 To coordinate, develop, promote and encourage series of distinguished international conferences, workshops and outreach activities, in collaboration with IUMRS members worldwide.
  - 8 To promote materials science education worldwide.
- C. IUMRS shall have the power:
- 1 To establish and develop a vigorous and productive union of materials research organizations.
  - 2 To foster the establishment of national or regional groups or societies whose primary interest embraces interdisciplinary materials research.
  - 3 To provide information to assist developing materials research societies or groups, concerning services and resources which may be available from established societies or groups.
  - 4 To participate in organizing and endorsing appropriate international materials research meetings and related events such as workshops, summer schools, topical meetings, and outreach activities on subjects falling within the purview of IUMRS.
  - 5 To create commissions and other committees for specific tasks.
  - 6 To adhere to the International Council of Scientific Unions and similar super-national organizations.



- 7 To participate in joint commissions with other unions or other scientific bodies in matters of interest to IUMRS.
- 8 To engage in professional advocacy relating to issues of public policy in which IUMRS members have relevant expertise or concerns.

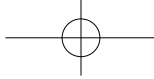
## II. Membership

### A. General

1. Members of IUMRS are:
  - a. Adhering Bodies (societies, or associations of societies, whose purpose is to promote interdisciplinary materials research and that represent a well-defined region of the world);
  - b. Professional Associates (other societies, or associations of societies, whose purpose is to promote materials research).
  - c. Affiliated Organizations (other private or public organizations whose activities and interests serve to support, promote, or benefit from, multi-disciplinary materials research)
2. As employed in these Statutes, the terms “Member” and “Membership” shall apply to Adhering Bodies, Professional Associates and Affiliated Organizations unless further qualified. The term “Partner” shall include Affiliated Organizations and Professional Associates. The term “Adherence” shall apply only to Adhering Bodies.
3. Membership Requirements
  - a. Membership as an Adhering Body in IUMRS is subject to the requirements of Article II.B of these Statutes.
  - b. Membership as a Partner in IUMRS is subject to the requirements of Article III.B or IV.B, as appropriate.
4. Regional Requirements
  - a. Adherence shall be limited to one Adhering Body from a nation or distinct geographical region, as defined by the General Assembly. Applicants for adherence shall be considered with reference to their demonstrated ability and commitment to fruitfully aid in the pursuit of the objectives of IUMRS.
  - b. IUMRS membership as a Partner shall not be constrained by geographic region. Applicants for Partner status shall be considered with reference to their demonstrated interest in the activities and objectives of IUMRS and in the outcomes of those activities.
  - c. Current Adhering Bodies whose region of activity significantly overlaps that of a proposed new Adhering Body shall have the opportunity to review the membership application for mutual compatibility, prior to its presentation for General Assembly or Executive Council action.
5. Categories of Adherence
  - a. Participation as an Adhering Body shall be in one of several categories, with corresponding voting powers in the General Assembly and annual financial obligations associated with each category, as detailed below.

Category of Participation	I	II	II	IV	V
Number of Votes	1	2	3	4	5
Number of Unit Contributions	nominal fee	1	3	4	5

The Category of Participation is subject to approval for each Adhering Body by the General Assembly. The General Assembly sets the Unit Contribution in terms of a currency to be designated by the Executive Council and may reassess this Unit Contribution from time to time. Changes will apply to the calendar year following General Assembly approval and continue until subsequent updates take effect.



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- b. The highest category available to a specific Adhering Body must be approved by the General Assembly and may be raised or lowered by the General Assembly based on criteria to be enacted by the General Assembly in IUMRS Bylaws or separate resolutions.
  - c. An Adhering Body may choose to participate in any category equal to, or below, the highest category currently approved by the General Assembly.
6. Participation as a Partner is subject to an annual fee, to be set by the General Assembly in terms of a percentage of the Unit Contribution as defined in Article II.A.5a of these Statutes and reviewed from time to time by the General Assembly. An organization may be exempted from this fee by action of the Executive Council, if special circumstances apply, including documented in-kind contributions..
- B. Application for Adherence**
- 1 A request for adherence shall be submitted to the IUMRS Secretary. Detailed application guidelines shall be published by IUMRS. The application should satisfy criteria enacted by the General Assembly in IUMRS Bylaws or separate resolutions.
  - 2 Membership as an Adhering Body may be conferred only by approval of the application by the General Assembly, requiring a majority vote of the total voting power assigned to all Adhering Bodies in good standing, whether or not they are participating in-person, electronically, or by proxy in the meeting of the General Assembly where the vote is taken.
- C. Cessation of Membership**
- 1 An Adhering Body may withdraw from IUMRS by giving three months advance written notice to the IUMRS Secretary. A Partner organization may withdraw from IUMRS without prior notice. In both cases, fees covering the remainder of the fiscal year in which the withdrawal occurs will be forfeit.
  - 2 The membership of an Adhering Body or Partner is automatically subject to suspension if it has not paid its financial obligations for a period of two consecutive years, provided that it has received a warning six months in advance of the date automatic suspension would occur. Adherence can be reinstated by the General Assembly, and Partner status can be reinstated by the Executive Council, to take effect following payment of financial obligation for the current calendar year. Membership in IUMRS ends automatically if the member organization is dissolved for any reason.
  - 3 An Adhering Body can be expelled from membership if the General Assembly finds that (a) that the relationship of the Adhering Body to the field of interdisciplinary materials research and its practitioners is no longer consistent with the objectives and character of IUMRS, or (b) the Adhering Body has behaved in a manner that reflects poorly on the reputation of IUMRS, or (c) the Adhering Body has not participated in the activities of IUMRS for a period of two consecutive years, or (d) the Adhering Body has not provided a written report of its activities to the General Assembly for a period of two consecutive years. Expulsion requires a two-thirds majority vote of the total voting power assigned to all Adhering Bodies in good standing, whether or not participating in-person, or electronically, or by proxy in the meeting of the General Assembly where the vote is taken.
- D. The Founding Adhering Bodies**
- The Founding Adhering Bodies of IUMRS are the Materials Research Society, the European Materials Research Society; the Chinese Materials Research Society; the Mexican Materials Research Society; the Materials Research Society of Taiwan; the Materials Research Society of Japan; the Materials Research Society of India; the Australian Materials Research Society.
- E. Rights and Duties of Members**
1. Adhering Bodies
    - a. Each Adhering Body is responsible for its own internal structure and organization.
    - b. Each Adhering Body is responsible for and free to determine its own activities and is expected to give IUMRS effective prior notice of its technical meetings, workshops, summer schools, and other sched-



uled programs that may be of interest to the international materials research community. This prior notice should be provided in a timely way.

- c. Each Adhering Body chooses its delegates for meetings of the General Assembly, subject to the limitations in the number of delegates set by the General Assembly. The number of votes accorded to an Adhering Body is determined by its Category of Participation as described in Article II.A.5a of these Statutes. The Adhering Body determines how to divide the available votes among its delegates, noting that fractional votes may not be cast at meetings of the General Assembly.
- d. An Adhering Body must advise the Secretary of any significant change in its purpose, structure or profile, in the course of time.

## 2. Partners

See Articles III and IV.

### III. Professional Associate Membership

#### A. General

1. Professional Associate status may be held by institutions that conduct, support or promote materials research, materials education, or related community outreach, including leading universities, academic, government or industrial research centers, and foundations whose mission complements, reinforces, or links with that of IUMRS. Also included are (a) organizations that promote or fund international exchanges and interactions that involve materials research professionals, and (b) societies involving individuals and consortia whose members are engaged in materials research and its applications.
2. Professional Associate membership is open to qualified organizations regardless of geographical location.

#### B. Application for Professional Associate Membership

1. The basic criterion for admission to Professional Associate membership is evidence that the organization supports and will be beneficial to the general objectives of IUMRS.
2. A request for Professional Associate membership must be submitted to the IUMRS Secretary, providing supporting evidence about the organization. A Commission on Membership Affairs or an equivalent committee will review and recommend an action on the application.
3. The Executive Council can approve a request for Professional Associate membership.

#### C. Rights and Obligations of Professional Associates

1. Professional Associates are encouraged to participate in the activities and programs of IUMRS and its Commissions.
2. Professional Associates are eligible for benefits to be determined from time to time by the Executive Council.

D. Termination of Professional Associate Membership Membership of a Professional Associate may be terminated by action of the Executive Council, if the member is deemed to no longer satisfy the admission criteria of Article III.B.1.

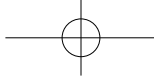
### IV. Affiliated Organization Membership

#### A. General

1. Affiliated Organization status may be held by businesses or corporations having a local, regional, or global presence and wishing to support or participate in the activities of IUMRS, or benefit from closer interactions with the materials research community.
2. Affiliated Organization status is open to qualified organizations, regardless of geographical location.

#### B. Application for Affiliated Organization Membership

1. The basic criterion for admission to Affiliated Organization membership is evidence that the organization supports and will be beneficial to the general objectives of IUMRS.
2. A request for Affiliated Organization Membership must be submitted to the Secretary of IUMRS, provid-



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ing supporting evidence about the organization. A Commission on Membership Affairs or an equivalent committee will review and recommend an action on the application.

3. The Executive Council of IUMRS can approve a request for Affiliated Organization membership.

### C. Rights and Obligations of Affiliated Organizations

1. Affiliated Organizations are encouraged to participate in the activities and programs of IUMRS and its Commissions.

2. Affiliated Organizations are eligible for benefits to be determined from time to time by the Executive Council.

### D. Termination of Affiliated Organization Membership

Membership of an Affiliated Organization may be terminated by action of the Executive Council, if the member is deemed to no longer satisfy the admission criteria of Article IV.B.1.

### V. Structure and Organization

The work of IUMRS shall be conducted by (A) the General Assembly, (B) the Executive Council composed of the officers of IUMRS plus any (non-voting) senior executive staff so designated by action of the officer members of the Executive Council, and (C) Commissions, which may be created and empowered by the Executive Council.

#### A. General Assembly

1. The General Assembly is the highest authority of IUMRS and is composed of delegates appointed by the Adhering Bodies. The General Assembly has responsibility for the direction of all affairs and activities of IUMRS.

2. The General Assembly shall

- a. determine membership fees and assessments for Adhering Bodies, Affiliated Organizations and Professional Associates
- b. elect the officers who comprise the Executive Council
- c. approve applications for adherence
- d. determine the number of delegates that may represent an Adhering Body in meetings of the General Assembly
- e. delegate to the Executive Council those operational responsibilities that it deems appropriate.

3. The General Assembly shall have the power

- a. to amend these Statutes and to formulate and amend Bylaws on any matters not covered by the Statutes
- b. to establish any board, official position or representative that it may deem necessary for the work of IUMRS
- c. to dissolve any board, official position or representative appointment previously established when it is no longer deemed necessary
- d. to suspend or cancel the membership of any Adhering Body in accordance with Articles II.C.2 and II.C.3

4. General Assembly Meetings and Procedure

- a. The Annual General Assembly meeting shall normally be held at the site and time of an international conference hosted by an Adhering Body. A quorum for the Annual General Assembly meeting shall be the participation or representation by proxy of delegates representing two-thirds of the total voting power accorded to all of the Adhering Bodies in good financial standing. In order to be adopted a motion must be accepted by a majority of the votes cast based on voting power assigned to the delegates participating in person or by proxy, unless otherwise noted in these Statutes.
- b. The meetings of the General Assembly will be conducted according to the procedures outlined by



Robert's Rules of Order. A Parliamentarian appointed by the Executive Council who is well versed in those Rules may advise the presiding officer of the meetings on procedural issues during the conduct of the General Assembly meetings. Final decisions on procedural issues and Points of Order will be made by the presiding officer, who is normally the President of IUMRS or his/her designee. Additional procedures applicable to its annual and interim meetings shall be enacted by the General Assembly in IUMRS Bylaws or separate resolutions.

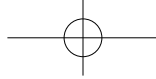
5. The maximum voting power available for an Adhering Body in good financial standing at all meetings of the General Assembly, whether in-person, by mail ballot or by electronic means, shall correspond to its Category of Participation according to Article II.A.5a.

#### B. Executive Council

1. The voting members of the Executive Council are the officers of IUMRS. These are (a) the President, (b) the First Vice President, (c) the Second Vice President, (d) the Secretary, (e) the Treasurer, and (f) the Immediate Past President. Occupants of any executive staff positions may serve as non-voting, ex officio members of the Executive Council.
2. The First and Second Vice Presidents, the Secretary, and the Treasurer are elected by the General Assembly. The first Vice President automatically becomes the President when his/her term as Vice President is completed, and becomes Immediate Past President when his/her 2-year term as President is completed. The First Vice President and Second Vice President are elected for two-year staggered terms. The Secretary and Treasurer are elected for two-year staggered terms. The First Vice President and the Secretary are elected in the same year. The Second Vice President and the Treasurer are elected in the same year. The Secretary and the Treasurer may each serve two consecutive terms.
3. Officers must be delegates of Adhering Bodies at General Assemblies, and no more than two officers can represent the same Adhering Body.
4. The Executive Council acts by authority delegated by the General Assembly and is responsible to the General Assembly for overseeing and managing the activities of IUMRS in conformity with the spirit and letter of the Statutes, and implementing the Bylaws and resolutions enacted by the General Assembly. The President or his/her designee presides over the meetings of the General Assembly. The Treasurer administers the finances of IUMRS and prepares the budget. The Secretary or his/her representative is responsible for taking minutes of all General Assembly and Executive Council meetings. Interim meetings and balloting of the General Assembly can be called by the Executive Council.
5. The Executive Council is responsible for the establishment and oversight of Commissions having specific functions integral to the work of IUMRS. Such Commissions are responsible to the Executive Council.
6. The Executive Council is responsible for appointing Chairpersons and members of Commissions, in accordance with criteria enacted by the General Assembly in IUMRS Bylaws or separate resolutions.
7. The Executive Council is responsible for preparing an agenda for meetings of the General Assembly.
8. The Executive Council is empowered to approve applications for sponsorship, cosponsorship or endorsement of scientific meetings, workshops, or other activities relevant to the interests of IUMRS members.
9. The President is the official spokesperson for IUMRS. Any proposed public policy statements to be issued formally on behalf of IUMRS must first be approved by the Executive Council.

#### C. Commissions

1. Commissions are committees or other bodies created by the Executive Council for specific tasks. They are responsible to the Executive Council. (Article V.B.5)
2. The Chairperson and members of the Commission are appointed by the Executive Council. (Article V.B.6)
3. The Chairperson is responsible for reporting the activities of the Commission to the Executive Council and the General Assembly.



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4. A Commission shall be sustained as long as it continues to serve an appropriate function for IUMRS. A Commission may be dissolved by action of the Executive Council if it no longer serves the needs of IUMRS. (Article V.B.5)

### VI. Finances

- A. The Executive Council through the Treasurer shall be responsible to the General Assembly for all the financial affairs of IUMRS. The Treasurer is responsible for preparing a projected budget for each successive fiscal year for timely approval by the General Assembly. The General Assembly may enact detailed financial management protocols in IUMRS Bylaws or as individual resolutions.
- B. The Chairperson of each Commission is responsible to the Executive Council for expenditures of funds by the Commission. The projected budget for each Commission should be included in the IUMRS projected budget. Commission expenditures beyond those budgeted require specific approval by the Executive Council.

### VII. Liability

- A. IUMRS is liable only to the extent of its assets. No Member is individually liable for IUMRS debts and liabilities.
- B. Liabilities of the Adhering Bodies to IUMRS are limited to the payment of their predetermined number of Unit Contributions as authorized under Article II.A.5a of these Statutes and to any other contributions they may have pledged. Liabilities of Partners to IUMRS are limited to the payment of their fees as authorized under Article II.A.6 of these Statutes.
- C. No officer of IUMRS shall be individually liable for the corporate debts and liabilities of IUMRS.
- D. IUMRS shall not accept liability for any personal loss, damage, or accident sustained by an individual, not being an employee of IUMRS, while engaged in any activity, including travel, on behalf of IUMRS or of any Member.
- E. IUMRS is prohibited from making any representation or commitment, financial or otherwise, in the name of any Member without the written consent of that Member.
- F. IUMRS shall not accept liability resulting from actions or obligations made independently by any Member.

### VIII. Dissolution of IUMRS

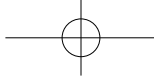
IUMRS shall not be dissolved except on a motion presented at a meeting of the General Assembly. A two-thirds majority vote based on the total voting power of all Adhering Bodies, whether or not participating, is required for dissolution. In the event of dissolution of IUMRS, net assets will be divided among current Adhering Bodies in proportion to their Category of Participation.

### IX. Amendments to the Statutes

Amendments to the Statutes can be made by the General Assembly. A two-thirds majority of the total voting power of all Adhering Bodies participating in the meeting of the General Assembly, whether directly or by proxy, is required for adoption.

### X. Bylaws

The General Assembly may enact and subsequently amend, by a majority of the total voting power of all Adhering Bodies participating in the meeting of the General Assembly, whether directly or by proxy, regulations or bylaws to administer IUMRS.



International Union of  
Materials Research Society (IUMRS)

## **XI. Legal Forms, Duration, Domicile, Language, Seat**

- A. IUMRS is organized under the name International Union of Materials Research Societies. It is governed by the laws of the legal domicile of IUMRS and the present Statutes.
- B. The duration of IUMRS is not limited.
- C. The legal domicile of IUMRS is Pittsburgh, Pennsylvania, United States of America. A change in legal domicile must be approved by a majority of the total voting powers of all Adhering Bodies, whether or not participating in the meeting where the question arises.
- D. English is the official language of IUMRS. The English text of records shall be considered the official and binding records of IUMRS.
- E. The Seat of IUMRS shall be the place of formal incorporation of IUMRS.

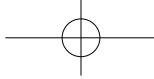
Revised Statutes, August 29, 2001

Amendments approved by action of the General Assembly, June 11, 2002.

Statutes verified without change July, 2006. Statutes revised, June 11, 2014, by General Assembly, Taipei.

Current draft: proposed and approved at General Assembly 25 October 2015.





**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).

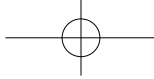
### 2.4

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



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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 admin-



istration, 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

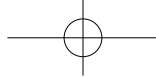
The Chairperson of each Commission shall report annually to the Executive Council and the General Assembly on the activities of the Commission.

### 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.



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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 meet-



ing. 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.

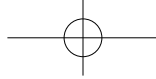
The language of the Bylaws shall not be used to restrict in any way the participation of any person in the affairs and activities of the IUMRS on the basis of gender, race, religious affiliation, or nationality.

## 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 unbudgeted 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 correspond-



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ing 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.