



CONSTITUTION AND BY-LAWS

PHILADELPHIA SOCIETY FOR MICROSCOPY

CONSTITUTION

ARTICLE I **Name**

The Society shall be called the Philadelphia Society for Microscopy.

ARTICLE II **Purpose**

The purpose of the Society shall be to increase and diffuse, for scientific and educational goals, the science and practice of microscopy, imaging and compositional analysis; and the instruments and results relating to such activities.

The Society is organized exclusively for educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III **Limits to Activities**

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV **Membership**

The Society shall be composed of Individual Members, Corporate Members, Student Members, Honorary Members and Emeritus Members, such as shall have been admitted to membership by the Executive Council and shall be admitted to membership hereafter in accordance with the provisions of the By-Laws.

ARTICLE V **Officers**

The officers of the Society shall consist of a President, a President-Elect, a Secretary, a Treasurer, and the immediate Past President or a Member-at-Large if the immediate Past President holds another elected office or is unable to serve. The incumbent of the office of President-Elect shall succeed to the office of President in the following meeting year, unless the incumbent President has run for and won reelection.

ARTICLE VI **Executive Council**

The affairs of the Society shall be in the charge of an executive council composed of the officers of the Society to be selected as provided in the By-Laws.

ARTICLE VII **Amendments**

This Constitution may be altered or amended by a majority of the voting active members of the Society. The proposed Amendment shall first be submitted to and approved by a majority of the Executive Council. On approval by the Executive Council, a copy of Amendment, with a ballot, shall be made available to each member.

ARTICLE VIII **Dissolution of Society**

The Society may be dissolved by a majority of the voting active members of the Society. The motion to dissolve shall first be submitted to and approved by a majority of the Executive Council. On approval by the Executive Council, the motion shall be voted upon by active members at a meeting called for the express purpose of dissolving the Society.

Upon the dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

BY-LAWS

ARTICLE I **Membership**

Section 1 - Eligibility

Any person interested in microscopy shall be eligible for membership in this Society.

Section 2 - Election

Application for membership will be forwarded to the Secretary. A majority vote of the Executive Council shall constitute election to active membership.

Section 3 - Honorary Membership

Honorary membership may be conferred on any individual for outstanding contributions to the art of microscopy by (1) recommendation of the Executive Council and (2) approval by the majority of members present at a regular meeting. Honorary membership may be conferred on any individual who has contributed to the Society as a guest speaker by majority vote of the Executive Council.

Section 4 – Emeritus Membership

Emeritus members shall be selected by the Executive Council.

Section 5 - Privileges

The right to vote at elections and to hold office shall be restricted to and vested in the non-Student members of the Society. Office holders shall have been active members for a period of not less than one year prior to their election.

Section 5 - Termination of membership

Membership in the Society may be terminated at any time by a majority vote of the Executive Council present and voting. Failure to pay dues after three notices will be deemed sufficient cause for termination of membership.

ARTICLE II **Dues**

Section 1 – Individual and Student Membership

The annual dues of the Society for individual members shall be determined by a majority of the Executive Council.

Section 2 - Corporate Membership

The annual dues of the Society for Corporate members shall be determined by a majority of the Executive Council. One member per company will be entitled to be listed as a Corporate member. Other employees of a member company may belong to the Society as Individual members.

ARTICLE III **Corporate Sponsorship**

Section 1 - Meeting Sponsorship

Corporate members are entitled to sponsor regular meetings of the Society. Other privileges may be determined by a majority of the Executive Council.

ARTICLE IV **Officers**

Section 1 - Eligibility and Tenure of Office

Any active, non-Student member of the Society, whose tenure of membership is not less than one year, is eligible for election to any office of the Society. All officers shall be elected for the term of one meeting year. Any officer may succeed himself or herself in

office. If the incumbent President gains reelection, the incumbent President-Elect may run for another term as President-Elect. All officers shall take office following the last meeting of the meeting year.

Section 2 - Nominations

Nomination shall be made by a nominating committee appointed by the President and approved by the Executive Council. This committee shall consist of three members, one of whom shall be or have been an officer of the Society. At least two candidates shall be presented for each office open for election or the nominating committee may, with the approval of the Executive Council, present a single name for each office. When this is done, however, nominations shall be entertained from the floor.

Section 3 - Elections

The election of officers shall take place at the final regular meeting of the meeting year.

ARTICLE V Executive Council

Section 1 - Members of the Council

The Executive Council shall consist of these elected officers: President, President-Elect, Secretary, and Treasurer. The immediate Past President shall also serve as a member of the Executive Council. If the Past President is unable to serve, a Member-at-Large shall be elected.

Section 2 - Function

The Executive Council shall manage the affairs of the Society in the best interests of the Society and in accordance with its purpose as expressed in the Constitution. Any vacancy occurring in the Executive Council may be filled for the period until the next annual election by a majority vote of the remaining members present and voting. There shall be a meeting of the Executive Council in conjunction with each meeting of the Society. The President may call special meetings of the Executive Council when the affairs of the Society require such.

ARTICLE VI Meetings

Section 1 - Meeting Year

The meeting year shall be defined as the period of January 1 to December 31.

Section 2 - Frequency

The Society shall meet at least once during the year.

Section 3 - Conduct of the Meetings

The order of business at all meetings and the program of any meeting shall be determined by the Executive Council, or an officer or committee designated by the Executive Council.

ARTICLE VII Committees

Each committee authorized by the Executive Council shall be considered automatically discharged at the close of the term of the Executive Council by whom it was appointed unless the Council or the membership takes specific action to continue the committee.

ARTICLE VIII Amendments

These By-Laws may be suspended or amended only upon recommendation of the Executive Council and by a majority vote of the voting active members of the Society.