

BY-LAWS OF THE MICROSCOPY SOCIETY OF NORTHEASTERN OHIO, INC. (MSNO)

PURPOSE

The principal purpose of this Society, as provided in its Certificate of Incorporation, is to serve as an educational, scientific, non-profit and non-political organization to increase and disseminate knowledge pertaining to the ultrastructure and composition of matter and to the instruments and methods by which this knowledge is obtained.

ARTICLE I

Office

The business office of the Society shall be located at the business office of the incumbent Treasurer.

ARTICLE II

Membership and Dues

Section 1 - Membership Any person interested in the aims of the Society shall be eligible for membership. Classes of membership shall be regular, corporate, student, retired and unemployed. Membership classes shall be defined as follows: *regular* - individuals having full or part-time employment; *corporate* - corporations interested in the Society; *student* - individuals carrying a full-time course load at an accredited university; *retired* - individuals previously employed and interested in remaining technically active; and *unemployed* - current members at time of membership renewal seeking technical employment. Other classes of membership may be established by an amendment of the by-laws. Membership is granted upon submission to the Treasurer a completed application form and annual dues payment for the appropriate class listed above.

Section 2 - Privileges All regular, corporate, student, retired and unemployed members of the Society are entitled to voting privileges and the right to hold office within the Society.

Section 3 - Termination Membership in the Society may be terminated at anytime by a two-thirds majority vote of the members of the Board of Trustees present and voting at a regular or

special meeting. Failure to pay dues for one year will be deemed sufficient cause for termination of membership.

Section 4 - Reinstatement A former member may apply for reinstatement by following the procedures outlined in Section 1.

Section 5 - Dues The annual dues of the Society shall be determined at the final spring meeting and shall be payable during the first month of the calendar year.

ARTICLE III

Meetings

Meetings of the Society shall be held at least three times a year, beginning in the fall and ending in the spring. The date, place and order of business of all meetings shall be determined by the Board of Trustees. The Board of Trustees shall also arrange the scientific programs of all meetings, but this responsibility may be delegated to an officer or committee appointed by the Board.

ARTICLE IV

Board of Trustees

Section 1 - Number The management of the affairs and assets of the Society shall be vested in a Board of Trustees made up of eight members and elected by a majority vote of the membership. The Board of Trustees shall consist of President, President-Elect, Past President, Secretary, Treasurer, and three (3) Trustees. One Trustee shall be elected yearly for a three year term so that the terms will be staggered to provide Board continuity. A trustee may succeed himself in office.

Section 2 - Vacancies Any vacancy occurring in the Board of Trustees may be filled for the period until the next annual election by a majority vote of the remaining Board members present and voting.

Section 3 - Meetings The President of the Society shall serve as Chair of the Board of Trustees. The Chair shall convene the Board in conjunction with each meeting of the Society or at such other time he deems necessary.

ARTICLE V

Officers and Committees

Section 1 - Officers The officers of the Society shall be a President-Elect, President, Past-President, Secretary, and Treasurer. The President serves three years, once each as President-Elect, President, and Past-President. The President-Elect may rotate each year between a member engaged in one of the biological sciences and a member engaged in one of the physical sciences. The Secretary and Treasurer shall each serve for a term of two years.

Section 2 - Eligibility and Tenure of Office Any member of the Society is eligible for election to office. The President may not succeed himself, but the Secretary and Treasurer may be elected for additional terms. In the event of a vacancy, the Board of Trustees shall elect a successor to hold office for the unexpired portion of the term.

Section 3 - Nominations and Elections The Board of Trustees shall designate nominees for President - Elect, Secretary, Treasurer, and Trustees as needed. In the event of a vacancy on the Board of Trustees, replacements shall be nominated to serve the duration of the unexpired term. The slate shall be submitted to the membership by the mailing of ballots to all members in the spring. Officers and trustees are elected by a simple majority of the returned ballots.

Section 4 - President The President of the Society shall be a member of the Microscopy Society of America, shall preside at all meetings of the Society and of the Board of Trustees, and shall perform such other duties as the Board of Trustees may prescribe. The President shall only vote in those cases to prevent a tie vote. In the absence of the President, the President-Elect shall preside on a pro-tem basis.

Section 5 - Secretary The Secretary shall keep the records of the Society, the roll of the members, minutes of each meeting of the Society and the Board of Trustees, and shall inform the membership of regular and special meetings of the Society.

Section 6 - Treasurer The Treasurer shall collect the dues, make payment on the bills approved by the Board and keep an accounting of receipts and expenditures. Unexpended funds shall be retained in a bank account established in the name of the Society by the Treasurer under the approval of the Board of Trustees. The Treasurer shall be empowered to deposit and withdraw funds and the President shall be appointed joint holder for the account for the purpose of access under approval of the Board of Trustees in the event of inability of the Treasurer to transact the financial business of the Society.

The Board shall annually appoint a two person Audit Committee (not including the Treasurer) to audit the Treasurer's books. One member of the Committee may be a non-member who is knowledgeable in finances and auditing. The committee shall be appointed at the Spring Board Meeting and shall be required to submit the results of the audit to the Board at or before the following fall meeting.

Section 7 - Committees The Board of Trustees shall appoint from its own members or the membership of the Society such committees as it considers necessary in managing the affairs of the Society, and may authorize such committees to discharge the function assigned to them by the Board. Each committee shall be automatically discharged at the time of the annual election unless the Board or membership takes specific action to continue the committee.

Section 8 - Newsletter Editor The Newsletter Editor shall be appointed by the Board of Trustees for a term of two years. The Newsletter Editor shall be a voting member of the Board of Trustees and may succeed himself. The duties of the Newsletter Editor shall be to issue a newsletter to the membership on a biannual basis.

ARTICLE VI

Affiliation

The Society may affiliate with other societies having similar aims upon recommendation of the Board of Trustees.

ARTICLE VII

Amendments

These by-laws may be amended by a majority vote of the membership. Amendments shall be proposed in writing to the Secretary, who shall submit them in writing to the Board of Trustees for approval. Upon approval by the Board, amendments shall be sent to the membership for ratification. A thirty day notice of all changes to the By-Laws approved by the Board must be given to the membership prior to any meeting where voting on the By-Law amendments shall occur.

Revised: 06-30-05