

BY-LAWS
NORTH CENTRAL CHAPTER OF THE ESD ASSOCIATION

The North Central Chapter By-Laws as approved by the BoD on July 14, 2010.

ARTICLE I
NAME AND OBJECTIVES

SECTION 1.

This Corporation, Incorporated as a nonprofit corporation under the laws of the State of Minnesota shall be known as the North Central Chapter of the ESD Association, sometimes referred to as "Chapter".

SECTION 2.

The purpose shall be to create and foster a spirit of mutual respect, esteem and cooperation among its members. The Chapter shall promote close cooperation and exchange of technical information among its members, the National ESD Association and its technical community; to promote the continued growth of the members through educational and other programs aimed at the constant improvement of Electrostatic Discharge (ESD) control.

ARTICLE II
FIELD OF INTEREST

SECTION 1.

The field of interest of the Chapter shall be the prevention of ESD events and its control as applicable in design, manufacturing and end-use. Emphasis shall be placed upon design requirements, evaluation and test procedures, standardization of these practices, and their practical implementation.

SECTION 2.

Any work that leads to better understanding of the physics of ESD phenomena shall be a major interest.

SECTION 3.

The field of interest of the Chapter may be enlarged, reduced, or modified as technology changes.

ARTICLE III
MEMBERSHIP

SECTION 1.

Individuals interested in the objectives of the ESD Association and the Chapter upon application and payment of Chapter dues will become Chapter members.

SECTION 2.

Yearly Chapter dues are due the first quarter of the year and are good for one year, January 1 to December 31. Anyone paying after September 30 shall be paid for the next year.

SECTION 3.

Five or more members from the same company (applying for membership at the same time) will receive a reduction of cost of dues per person.

SECTION 4.

Chapter members in good standing have the privilege to vote and are eligible to hold office.

ARTICLE IV

MEETING OF MEMBERS

SECTION 1.

REGULAR MEETINGS: A minimum of four (4) meetings of the Chapter shall be held annually, at such time and place the majority of the Chapter's Board of Directors (BoD) shall agree upon. The newsletter (located on the Chapter web site, esdnorthcentral.org) and e-mail notices shall be used to notify all members as to the date, time, and location of the meetings. The host of the regular meeting may be reimbursed up to \$350.00 for lunches paid by the Chapter to cover costs with the approval of the BoD.

SECTION 2.

TECHNICAL MEETINGS: The Chapter may hold additional meetings, conferences, tutorials, or conventions either alone or in cooperation with other technical organizations.

SECTION 3.

SPECIAL MEETINGS: Special meetings of members may be held at any time upon the call of the President or upon the call of a majority of the members of the Chapter's BoD. Notice of the date, time, and place of such special meetings shall be mailed (or e-mailed) to members not less than ten (10) days in advance of the date thereof, and such notice shall specify the purpose of the meeting.

SECTION 4.

AN APPROPRIATE ORDER OF BUSINESS AT MEETINGS SHALL BE:

- A) Ratification of minutes of previous meeting.
- B) Reading of report on business transacted, other than a Chapter meetings.
- C) Reports of committees.
- D) Reports of officers.
- E) Unfinished business.
- F) New business.
- G) Elections, if not otherwise provided for.
- H) Presentations.
- I) Adjournment.

SECTION 5.

QUORUM: Twenty-five (25) eligible members present at a meeting shall constitute a quorum authorized to transact business. Five (5) members of the Chapter BoD shall constitute a quorum. All members shall have an equal vote.

SECTION 6.

BOARD OF DIRECTORS: Business of the Chapter Board of Directors may be handled by correspondence, telephone, or internet (e-mails) as appropriate in the opinion of the officers concerned. Approval by majority vote is necessary, unless otherwise provided.

SECTION 7.

VOTING. Each member as of the date of the meeting shall be entitled to cast one (1) vote for each item voted upon.

ARTICLE V

FINANCIAL SUPPORT

SECTION 1.

The Chapter may collect dues from its members.

SECTION 2.

The Chapter may make registration charges at its symposia. The registration fee for non-members of the Chapter may be higher than for members.

SECTION 3.

The Chapter may raise revenues by other means, such as advertising, exhibits, sale of Association material and publications.

SECTION 4.

Annual dues for Chapter members shall be reviewed each year as part of the budget cycle. Any change in dues will require approval by a majority vote of the Chapter BoD.

SECTION 5.

The Chapter membership shall be given at least 60 days notice of any increase in annual fees and with justification therefore.

SECTION 6.

The Chapter's Treasurer and/or the Membership Chairperson shall have access and maintain any money accounts set up for the Chapter. The Chapter shall have a checking account and may open another account such as savings or money market to maintain funds.

SECTION 7.

The Chapter's Treasurer and/or the Membership Chairperson will maintain ownership of one check card which may be used in place of the checkbook for paying bills and setting up credit accounts with businesses. The Treasurer will have ownership of the checkbook and only the Treasurer or the Membership Chairperson may sign the checkbook.

ARTICLE VI

CHAPTER BOARD OF DIRECTORS

SECTION 1.

NUMBER COMPOSITION AND TERM OF OFFICE: The Chapter Board of Directors shall consist of: President, Vice President, Treasurer, Secretary, National Delegate, Newsletter Editor and Web Site Coordinator, Membership Chairperson, and Program Chairperson.

SECTION 2.

TERMS OF OFFICE: The terms of office shall be as follows:

President:

- A term of one year

Vice President:

- A term of one year

Secretary:

- A term of two years

Treasurer:

- A term of two years

National Delegate:

- An appointed term of one year (see Note 1 below)

Program Chairperson:

- An appointed term of one year (see Note 1 below)

Newsletter Editor & Web Site Coordinator:

- An appointed term of one year (see Note 1 below)

Membership Chairperson:

- An appointed term of one year (see Note 1 below)

Note 1: (appointed by the Chapter President, with the advice and consent of the BoD)

The Vice President shall assume office of President. The Secretary shall be elected every even year and Treasurer shall be elected every odd year. No member may hold the same elected office of President, Vice President, Treasurer, or Secretary for two consecutive terms.

SECTION 3.

VACANCIES: Any member of the Chapter BoD absent for three (3) consecutive Chapter meetings without valid cause shall be declared vacant on vote of the majority of the members of the Chapter BoD. The President (with the advise and consent of the BoD) will appoint a person to serve the unexpired term of the predecessor.

SECTION 4.

REMOVAL FROM OFFICE: The Chapter may effect removal of a Chapter officer for just cause. Chapter members may initiate removal proceeding for a Chapter officer to the Chapter BoD with a signed petition including fifty percent (50%) of the Chapter members. An affirmative vote of five (5) Chapter BoD members is required for removal.

SECTION 5.

ELECTIONS: The Chapter BoD shall appoint a nominating committee. At the last quarterly meeting of the year, the floor shall be opened for nominations in addition to the slate presented, following the close of nominations; the officers shall be elected by majority vote.

SECTION 6.

PRESIDENT: The President shall be the principal executive officer of the Chapter. He / she shall preside at all Chapter and BoD meetings. The President may sign, such contracts or other instruments, which the BoD has authorized to be executed.

SECTION 7.

VICE PRESIDENT: The Vice President shall perform all of the duties of the President during the absence or disability and shall further perform such other duties as are incidental to the office.

SECTION 8.

SECRETARY: The Secretary shall be responsible for all documents and papers of the Chapter and shall be responsible for minutes of all meetings: preparation and distribution of reports, notices and such documents required by the President or Chapter BoD for and on behalf of the Chapter.

SECTION 9.

TREASURER: The Treasurer is responsible to maintain all financial records for the Chapter, including dues collection, depositing, and disbursements. The Treasurer may designate the dues collection and depositing to the Membership Chairperson. An annual financial report shall be prepared for the previous year and presented at the first quarterly meeting of the Chapter.

SECTION 10.

NATIONAL DELEGATE: The National Delegate shall represent the Chapter in a minimum of two (2) meetings of the National ESD Association Chapter Committee each year of which one must include the National EOS/ESD Symposium. The National Delegate may designate an alternate to attend a meeting as required.

SECTION 11.

PROGRAM CHAIRPERSON: This person will announce meetings via e-mailings and contribute to the “Next Meeting Column” of the Newsletter and Web Site. This person will also take care of meeting logistics and work with the meeting hosts. The person will set up meetings, places to meet, assist with meetings, contact speakers, coordinate the speakers, coordinate the topics. The goal for this person will be to have meetings and locations scheduled for one year in advance.

SECTION 12.

NEWSLETTER EDITOR & WEB SITE COORDINATOR: This person will be responsible for publishing the newsletter (COMMON GROUND) four times a year and other communications required by the Chapter. The editor will be responsible for controlling and coordinating the advertising. The goal for this person is to have the newsletter published (on the web site) two weeks prior to meeting dates. This person will also be the Chapter coordinator for the web site.

SECTION 13.

MEMBERSHIP CHAIRPERSON: This person will be responsible for maintaining the membership roster of members and interested parties. The person will also be responsible for renewal of memberships, actively solicit new members and provide mailing labels (e-mail address) for the Newsletter Editor for mailings. This person may also collect and deposit membership dues. The person will also maintain and submit the required Federal and State forms to keep the Chapter active and in good standing as a non-profit organization. The Federal form is 990 e card due May 31 and no reminder is sent. The state Annual Business Renewal form is due December 31 and a reminder card is sent before the due date.

The Membership Chairperson shall maintain the business address of:

North Central ESD Chapter
2120 Ronald Ave
White Bear Lake MN 55110