

# **Failure Analysis Society**

**(an Affiliate Society of ASM International)**

## **Rules for Government**

**Materials Park, Ohio**

**(Approved February 13, 2024)**

### **ARTICLE I NAME & IDENTITY**

**A) Name:**

ASM Failure Analysis Society (FAS)

**B) Identity & Logo:**



### **ARTICLE II MISSION**

The mission of the ASM Failure Analysis Society is to serve the needs of its members and the worldwide Failure Analysis community by facilitating educational opportunities, promoting the development of professional relationships, and diffusing knowledge to advance the field of failure analysis and prevention.

It is ASM and FAS's commitment to be inclusive and mindful of diversity in our policies, programs, courses, awards, and interactions with others. As an organization, we affirm and encourage nominations of qualified candidates, within each position or award's criteria, regardless of their age, culture, ethnic origin, gender, gender identity, marital status, nationality, race, religion, sexual orientation, and socioeconomic status.

### **ARTICLE III STATUS**

FAS is a wholly owned and legally and financially integrated affiliated society of ASM International and is governed by the Constitution, Rules for Government, policies, and practices of ASM International except as stated in the Rules for Government of FAS which are drafted by the FAS Board and ratified by the ASM International Board of Trustees.

### **ARTICLE IV MEMBERSHIP**

FAS members shall be members of ASM International with any ASM class of membership who pay an additional fee as may be determined by FAS and ASM International Boards (see Article X).

## **ARTICLE V BOARD OF DIRECTORS AND OFFICERS**

### **Section 1 – Structure of the FAS Board**

FAS shall be governed by a Board consisting of the President (one-year term), Immediate Past-President (one-year term), Vice President (one-year term), Secretary (two-year term who may serve an additional consecutive two-year term), six (6) At-Large Board Members (three year terms who may serve an additional nonconsecutive three-year term), one (1) Emerging Professional Board Member (one-year term who may serve an additional consecutive one-year term) and one (1) Student Board Member (a non-voting member with a one-year term who may serve an additional consecutive one-year term). A quorum of the Board shall consist of a majority of the current voting members (i.e., 6 of the 11 voting FAS Board members).

### **Section 2 – Duties and Responsibilities of the Board**

#### ***Duties of the Board:***

1. Identify and understand the needs of the FAS members.
2. Establish FAS mission, strategies, and long-range plans to meet these needs.
3. Identify services valuable to FAS members.
4. Establish, appoint, and empower councils, committees, teams, and task forces of members to conduct the activities of FAS.
5. Monitor the progress of FAS and act to assure achievement of plans and strategies.
6. Create systems and procedures for conducting the business of the Board and provide for continuation of a healthy Board.
7. Assure stability and growth of FAS and its membership.
8. Draft rules and policies for FAS regarding matters of exception to ASM International Constitution, Rules for Government, or Policies.
9. Attend all meetings of the Board. Excused absence may be granted by the President upon receipt of a written explanation in advance of the meeting. Unexcused absence from two consecutive meetings shall result in a member vacating the seat on the Board.
10. Heighten visibility among key publics for the benefits of failure analysis and prevention community and the ASM Failure Analysis Society.
11. Serve as Board Liaisons to a FAS Committee.

#### ***Responsible to:***

1. Members of the Failure Analysis Society
2. ASM International Board of Trustees.

### **Section 3 – FAS Officers and Others**

**President:** The President is an FAS officer whose responsibilities include:

- Chair the FAS Board
- Act as the spokesperson for the Society
- Appoint committee chairs
- Ensure that Vice President is properly prepared to assume the office of President
- Assume the immediate Past-President position at the completion of their term.

**Vice President:** The Vice President is an FAS officer whose responsibilities include:

- Liaise between the Board and the FAS Programming Committee
- Represent FAS interests in ASM's Strategic Planning process
- Serve in the President's place under any circumstances when the President is unable to act, including chairing Board meetings when the President is unable to attend
- Assume the Presidency at the completion of their term.

**Secretary:** The Secretary is an FAS officer whose responsibilities include:

- Record meeting minutes
- Act as an active conduit for communication by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes
- Review and update documents as necessary, ensuring all documents are safely stored and readily accessible
- Report the overall financial health of the Society to the FAS Board
- Report the Society's financial position to the membership at the General Membership Meeting.

**Immediate Past-President:** The Immediate Past-President is an FAS officer whose responsibilities include:

- Chair the Awards and Nominations Committee
- Provide counsel and support to the President and the Board
- Chair a Board meeting if both the President and Vice President are unable to chair the Board meeting.

**ASM International Staff Liaison to FAS:** non-voting, ex-officio member of the board whose responsibilities include:

- Provide and coordinate staff support to carry out FAS plans.

**At-Large Board Members:** voting members of the board whose responsibilities include:

- Liaise with a standing committee or subcommittee
- Represent the Board and provide guidance
- Provide advice, counsel, and assistance to the President, other FAS Officers, and the ASM International Staff Liaison to FAS.

**Emerging Professional Member:** voting member of the board with less than 10 years removed from their ultimate degree, and whose responsibilities include:

- Participate on and liaise for at least one committee
- Provide advice, counsel, and assistance to the President, other FAS Officers, and ASM International Staff Liaison to FAS.

**Student Board Member:** non-voting member of the Board who is a current member of Material Advantage, and whose responsibilities include:

- Maintaining membership in Material Advantage
- Being enrolled as full-time student
- Participate on at least one committee
- Propose and complete a Student Board Member project, approved by the Board or a Board-designated individual
- Provide advice, counsel, and assistance to the President, other FAS Officers, and ASM International Staff Liaison to FAS.

## **ARTICLE VI NOMINATIONS AND ELECTIONS OF MEMBERS OF THE BOARD OF DIRECTORS**

### **Section 1 – Selection of Awards and Nominating Committee**

The Immediate Past-President shall serve as Chair of the Awards and Nominations Committee, and shall appoint four members from the general membership, excluding current officers, to serve as members of the committee.

### **Section 2 – Meeting of the Awards and Nominations Committee**

The Awards and Nominations Committee shall meet at a time and place designated by the Chair and shall name one candidate for each officer and Board position on the Board which shall become vacant at the close of the next annual business meeting of FAS. The Awards and

Nominations Committee, in making its selections to fill the vacancies on the Board is charged with attending to proper balance of representation on the Board with regard to geographic representation, occupational experience, knowledge of FAS; as well as technical, professional, and business skills.

### **Section 3 – Assistance in Selecting Qualified Nominees**

The general membership of FAS, individually, may recommend to the Awards and Nominations Committee any qualified FAS member. The Awards and Nominations Committee shall include in its annual deliberations all names that have been considered by the two previous nominating committees. Recommendations for candidates received in the prior two years must be updated, and the candidates' willingness to serve must be reaffirmed in order to accredit the candidates for Awards and Nominations Committee consideration. The Awards and Nominations Committee shall be free to consider and to nominate any FAS member who meets the requirements of Section 4 of this Article. Members of the Awards and Nominations Committee shall be ineligible for nomination.

### **Section 4 – Nomination and Election**

Before the name of any candidate for membership on the Board is announced, the Awards and Nominations Committee shall confirm that the candidate (1) is a member of FAS in good standing and (2) has indicated an understanding of the duties required including an availability and willingness to serve, if elected. The Awards and Nominations Committee shall allow a reasonable amount of time for the candidate to establish availability.

By the first week of June, the Awards and Nominations Committee shall nominate, for approval by the FAS Board, candidates for the open Board positions including Officers, At-Large Members, Emerging Professional Board Member, and Student Board Member. Once elected and approved by the FAS Board, these candidates are to be ratified by the ASM International Board.

### **Section 5 – Terms of Office**

- (a) The term of office of each member of the Board shall begin on October 1 and end on September 30 of the next year.
- (b) The President shall serve a term of one (1) year, shall have served as Vice President immediately prior to taking office, and shall become Immediate Past-President for a term of one (1) year when the term as President is completed.
- (c) The Vice President shall serve a term of one (1) year and shall become President for a term of one (1) year when the term as Vice President is completed. Candidates for Vice President shall have served in a manner to understand the Board and Society operations to be eligible for nomination. This includes a) serving at least one term as an FAS Board member, or b) being a ASM Board liaison to FAS for one year, or c) being a committee chair that has attended at least two board meetings, or d) Secretary of FAS, or e) as Board member of ASM or an affiliate society for a period of one year.
- (d) The Secretary shall be elected to the Board every two years, or when vacant each year, for a term of two (2) years, and may be re-elected to a second consecutive two-year term.
- (e) Two (2) At-Large Members shall be elected to the Board each year and shall hold office for a term of three (3) years. At-Large Members are not permitted to serve consecutive terms, except when appointed to fill a vacant position and meeting the requirements of Paragraph f.
- (f) Any member of the Board who has served more than one-half term in one position on the Board shall be considered to have served a full term in that position.
- (g) The Emerging Professional Member and Student Board Member candidates shall each serve one-year terms and may be re-elected to serve a second one-year term.

### **Section 6 – Vacancies on the Board**

If vacancies occur on the FAS Board for any reason, they shall be filled by appointment of the FAS Board as requested by the FAS President. The FAS Awards and Nominations Committee will submit nominations for the vacancies to the FAS Board. Any Member of the Board so

appointed shall serve only the unexpired term of their predecessor and can be eligible for re-election if they satisfy the terms of office requirements in Section 5.

## **ARTICLE VII COMMITTEES AND SUBCOMMITTEES**

Committees are defined as groups created by the President being responsible to and reporting directly to the FAS Board for direction and action, approved by the Board. Subcommittees are defined as groups that have a corresponding society-level committee of ASM International and is only supported by ASM International staff on as-requested basis. The chair of a subcommittee is a member of the society-level committee, but is only responsible to the FAS Board, thus requiring approval from the FAS board for direction and action.

The following Board committees and subcommittees are empowered to carry out activities of FAS:

- Programming Committee
- Journal of Failure Analysis and Prevention Editorial Committee
- Awards and Nominations Committee
- International Relations Committee
- Education Subcommittee
- Membership Subcommittee.

The Journal of Failure Analysis and Prevention (JFAP) editor shall be the chair of the FAS Journal of Failure Analysis and Prevention Editorial Board/Committee. When a vacancy in the editor position occurs, the ASM Manager of Journals will seek input from the FAS Officers to identify a suitable potential replacement.

The President shall appoint chairs of committees and subcommittees, and chairs shall appoint members to committees and subcommittees. All committee and subcommittee rosters shall be approved by the FAS Board. Committee and subcommittee terms begin October 1.

At least one FAS Board Member will be assigned to liaise with each FAS committee by the FAS President with consent of the Board Member. At-Large Board Members cannot permanently serve as committee chairs during their term and are not voting members of the committee.

The role of the FAS Board liaison is to:

- 1) Be informed about committee objectives, milestones and activities
- 2) Be a mentor and sounding board for the committee
- 3) Be a communicator of Board and Society objectives, policies and dynamics
- 4) Be a promoter of growth and future activity for the committee
- 5) Participate (as often as possible) in committee teleconferences or face to face meetings.

## **ARTICLE VIII AWARDS**

The Failure Analysis Society will annually present the Journal of Failure Analysis and Prevention Best Paper Award. The criteria and selection process for the award is under the jurisdiction of the JFAP Editorial Board. The JFAP Editorial Board will inform the FAS Board each year of the recipients.

The Failure Analysis Society presents various awards on an annual basis. Additional awards may be added, if approved by the ASM Awards Policy Committee and FAS Board. The awards include:

President's Award

**ARTICLE IX  
MEETINGS**

A General Membership Meeting shall be held annually. The General Membership meeting may be held in conjunction with a conference at which the Failure Analysis Society provides a program. Members in attendance shall be informed of the status and plans of FAS and provided an opportunity to express their views on FAS activities. A written report on the FAS status and plans shall be provided to all FAS members.

**ARTICLE X  
FEES**

FAS membership fees shall be recommended by the FAS Board and approved by the ASM International Board of Trustees.

**ARTICLE XI  
AMENDMENTS & DISSOLUTION**

The Rules for Government will be reviewed annually by the Immediate Past-President (when they leave the FAS Presidency) and the incoming Secretary. Amendments will be recommended for approval by the FAS Board. Amendments to the FAS Rules for Government may also be made at any time by the FAS Board. Amendments can be approved via face-to-face, email, or telephone conference call discussions. These Amendments will need to be ratified by the ASM International Board of Trustees before becoming final. FAS may be dissolved by vote of the FAS Board or ASM International Board of Trustees.

**ARTICLE XII  
INDEMNIFICATION**

The Society may indemnify any present or former Board Member, Officer, Employee or Agent or any person who may have served at its request as a Board Member, Officer, Employee or Volunteer, against reasonable expenses from any action, suit or proceeding while acting on behalf of the Society, except in relation to matters of negligence, malfeasance, or misconduct in the performance of duties. Such right of indemnification shall be in addition to any other rights to which he/she may be entitled under any bylaw, agreement or vote, or otherwise.

**Revisions:**

<b>Revision</b>	<b>Date</b>	<b>Comment</b>
1	Oct 23, 2016	Revised Board election process
2	Oct 14, 2018	Revised based on 2017 Summit Recommendations, Executive Committee discussions, and Board approval
3	May 29, 2020	Revised Awards, President's Award approved
4	February 15, 2022	Changed Officers term limits, EPBM and SBM adding 1 or 2 members
5	February 13, 2024	Revised term limits for Officers in Article V1, Section 5 – Terms of Office (c)