

ASTM BYLAWS
MAY 2009

1. MEMBERS

1.1 Membership in the Society is open to all organizations and individuals subscribing to the purposes of the Society as set forth in its Charter.

1.2 Organizational Member--An organization subscribing to the purposes of the Society. Each Organizational Member shall designate one official representative to exercise the rights and privileges of that membership.

1.3 Individuals shall be designated as one of the following:

1.3.1 Member--A person subscribing to the purposes of the Society who is not defined in 1.3.2, 1.3.3 or 1.3.4.

1.3.2 Honorary Member--A person of widely recognized eminence in the voluntary standards system who may or may not be a member of the Society as defined in 1.3.1, 1.3.3, or 1.3.4. This grade is granted automatically and only to recipients of the W.T. Cavanaugh Memorial Award under the jurisdiction of the Board of Directors.

1.3.3 Senior Member--A person who is fully retired from his regular employment who has been a member of the Society or a participant in an activity of the Society, or both, for a total of 10 years or more, not necessarily continuously, and who elects to continue his association with the Society through the payment of reduced fees.

1.3.4 Affiliate Member--A person who is invited by a committee or subcommittee or both, subject to annual reapproval by the committee's executive subcommittee, to participate on a committee or subcommittee of the Society because of his special knowledge either as a professionally or technically qualified individual or both, or as an ultimate consumer.

1.4 Applications for membership, except Honorary Member, shall be submitted to the Society. Any person or organization who submits such an application, pays the required administrative fee and agrees to abide by the Society's procedures, regulations and policies shall automatically become a member of the Society in the appropriate category. Election to membership shall become effective upon notification.

1.5 All types of membership shall have one vote on matters presented to the Society as a whole.

1.6 Resignations from membership shall be transmitted in writing to the Society.

1.7 Termination of Membership

1.7.1 Termination of membership for nonpayment of administrative fees shall be automatic, as set forth in 8.3.

1.7.2 Grounds for Expulsion from membership – the following acts shall constitute grounds for expulsion from membership:

1.7.2.1 Any reason deemed adequate by two-thirds (2/3) vote of the Board of Directors.

1.7.2.2 Conduct materially prejudicial and/or detrimental to the Society or its members.

1.7.2.3 Failure, after warning, to abide by and respect the rules and regulations promulgated by the Society.

1.7.2.4 Persistent verbal, written, electronic or physical conduct of an offensive nature that disrupts the Society's or any committee, subcommittee or task group's ability to operate or function.

1.7.3 Procedure for Expulsion

1.7.3.1 Initiation. The expulsion process may be initiated only by the President of the Society. A written request, with whatever support the proponent deems necessary, shall be provided to the President.

1.7.3.2 Notice. Upon initiation, a notice shall be sent by mail, prepaid first-class, certified, or registered mail to the most recent address of the member as shown on the Society's records, setting forth the proposed expulsion and the grounds stated therefore.

1.7.3.3 Response. The member being expelled shall be given an opportunity to respond, in writing, to the notice. Such response must be received by the Society within fifteen (15) business days after the notice described in the preceding paragraphs.

1.7.4 Hearing. A hearing, if requested by the

member being expelled, shall be held by the Board of Directors or a subcommittee of the Board designated for that purpose. The member has the right to appear and be heard. The Board or subcommittee shall consider the facts and information presented.

1.7.5 **Vote.** A simple majority of the Board (or subcommittee if designated) will be sufficient for expulsion, with the exception that an expulsion pursuant to 1.7.2.1 requires two-thirds (2/3) approval of the Board.

1.7.6 **Result.** The Secretary of the Board shall notify the member of the Board's decision, in writing, within thirty (30) days of the Hearing. The decision of the Board is final.

2. BOARD OF DIRECTORS

2.1 The direction of the affairs of the Society shall be vested in, and be the responsibility of, a Board of Directors consisting of 25 persons: a Chairman of the Board, two Vice Chairmen, 18 directors, the last two living Past Chairmen, the Chairman of the Finance and Audit Committee, and the President (ex-officio without vote).

2.2 The Chairman, the Vice Chairmen and the Directors shall be elected by the members and shall serve for the terms to which they have been elected or until their successors are elected or a vacancy has occurred as described in 2.6.

2.3 The Chairman shall hold office for one year. The Vice Chairmen shall hold office for two years; the term of office of one Vice Chairman shall expire in the even years and that of one Vice Chairman in the odd years. The Directors shall hold office for three years and shall be so elected that the terms of office of six Directors expire each year. Terms of office shall begin on January 1.

2.4 The Board of Directors shall annually appoint a Chairman of the Finance and Audit Committee, who shall serve at the pleasure of the Board.

2.5 The Chairman, the Vice Chairmen and the Directors shall be ineligible for reelection to the same office until at least one term shall have elapsed after the end of their respective terms.

2.6 The Board of Directors shall have the power to fill vacancies occurring in its number by death, resignation, or otherwise, except that in filling the office of the Chairman, the appointment shall be made from one of the current elected members of the Board.

2.7 The Board of Directors shall hold no less than two regular meetings during the year. The time and place at which such meetings shall be held shall be fixed by the

Board of Directors.

2.7.1 Special meetings of the Board of Directors shall be held at the direction of the Chairman, or upon request in writing to the Chairman of seven or more members of the Board of Directors.

2.8 Nine members of the Board of Directors shall constitute a quorum.

2.9 The Chairman shall preside at all meetings of the Society and the Board of Directors, but may appoint any officer or member of the Society to preside at any designated session of a meeting of the Society. The Chairman shall be a member ex-officio of all Standing Committees.

2.10 In the absence of the Chairman at a Board of Directors meeting, the duties of Chairman shall be performed by the senior Vice Chairman present. In the absence of the Chairman and Vice Chairmen, the duties shall be performed by a Chairman pro tem elected by the Board of Directors.

2.11 The President or someone designated by the President shall be responsible for maintaining a record of the proceedings of all meetings of the Board of Directors and the Executive Committee.

3. NOMINATION AND ELECTION OF CHAIRMAN, VICE CHAIRMAN AND DIRECTORS

3.1 There shall be created annually a Nominating Committee consisting of the last three Past Chairmen of the Society continuing to be members and six other members appointed by the Board of Directors.

3.2 Every member of the Society has the right to recommend in writing two members for appointment by the Board of Directors to the Nominating Committee. The President shall notify every member of the Society of the aforementioned right at least six weeks before the Nominating Committee is appointed.

3.3 The Board of Directors shall consider the recommendations received from the membership with due reference to the various interests in the Society, and shall then appoint six members of the Nominating Committee and one alternate for each.

3.3.1 Members of the Board of Directors (other than as described in 3.1) shall be ineligible for appointment on the Nominating Committee.

3.3.2 The members of the Nominating Committee

for a given year shall not be eligible for appointment on this committee for the succeeding year (other than as described in 3.1).

3.4 The President shall notify the members and alternates of their appointment and of the time and place of the meeting of the Nominating Committee.

3.4.1 In case the President does not receive from any member of the Nominating Committee within five business days of the date of sending out notification, a statement that it is the intention of this member to participate in the meeting of the Nominating Committee, he shall so inform the alternate of this member.

3.4.2 Only members of the Nominating Committee who attend the meeting in person or via conference call (or other similar means) may participate in the work of the committee. An alternate who is available shall take the place of the member he is appointed to represent.

3.5 It shall be the duty of the Nominating Committee to make one nomination for each elective office for which the term will expire in accordance with the Bylaws. The Nominating Committee shall also prepare a ranked list of alternates.

3.5.1 Traveling expenses of the members of the Nominating Committee shall be defrayed by the Society, on request.

3.6 The President shall notify each nominee of the nomination. In case a nomination is declined or in case a person is ineligible, the vacant place in the list of nominations shall be filled from the ranked alternate list developed by the Nominating Committee.

3.7 The nominations shall be announced to the members through a notice in an issue of the Society's official bi-monthly periodical, or by mail, not later than 14 weeks prior to the election.

3.7.1 Further nominations may be submitted within six weeks after issuance of the announcement of nominations. Such nominations must be signed by five (5) % of Society members, from more than 1 technical committee, and submitted to the President in writing. A nomination so made, if accepted by the nominee, shall be placed on the official ballot.

3.8 An official ballot, which shall contain the names of candidates nominated in accordance with the provision of this article shall be issued annually to the membership.

3.9 The method of voting shall be by secret ballot.

3.10 The voter shall have the right to substitute any name or names of eligible members of the Society for a

corresponding number of names on the ballot.

4. COMMITTEES

4.1 The Executive Committee of the Board shall be composed of the current Chairman, the last two living Past Chairmen, the two Vice Chairmen and the current Finance and Audit Committee Chairman. The President shall be the Secretary to the Executive Committee.

4.1.1 When the Board of Directors is not in session, the Executive Committee shall exercise all the general powers of the Board of Directors except the power to fill vacancies in the Board and amend the ASTM Board Procedures.

4.1.2 The Executive Committee shall keep minutes of its proceedings which shall be promptly reported to each member of the Board of Directors.

4.2 The Finance and Audit Committee (F&A) shall be composed of the current Chairman of the Board, the two Vice Chairmen, and the last two living Past Chairmen shall be members. The Board will appoint a Chairman of the F&A as set forth in 2.4. The Board may appoint additional qualified members, for a total F&A of no more than nine. The Treasurer shall be the Secretary of the Finance and Audit Committee.

4.2.1 The Finance and Audit Committee shall report to the Board of Directors regarding the financial affairs of the Society, is responsible for providing oversight, guidance, and affecting change where necessary regarding the investment of the assets of the Society. The F&A operates under the Investment Policies and Procedures approved by the Board.

4.3 The Board shall have the power to establish and to discharge committees and other subordinate groups.

4.4 The Board shall delegate to such committees and other groups those powers necessary for the fulfillment of their assigned functions.

5. OFFICERS

5.1 The management of the day-to-day affairs of the Society shall be vested in, and be the responsibility of the President.

5.2 The President shall be selected by the Board of Directors and shall serve at the pleasure of the Board.

5.3 The President shall be the chief operating officer of the Society.

5.4 The President shall appoint other statutory officers of the Society, including a Secretary and a Treasurer, all of whom shall report to the President.

5.5 Between meetings of the Board of Directors and the Executive Committee, the President is responsible to the Chairman.

6. ANNUAL AND SPECIAL MEETINGS OF MEMBERS

6.1 The Society shall meet annually for the transaction of its business at a time and place fixed by the Board of Directors.

6.2 Special business meetings of the Society may be called at any time and place at the discretion of the Board of Directors, or shall be called by the Chairman upon the written request of at least one percent of the membership.

6.3 The call for such a special business meeting shall be issued to the members at least 30 days prior to the date set for it and shall state the business to be considered.

6.4 The Board of Directors may authorize a vote by letter ballot on any issue to be considered at any meeting of members.

6.5 Twenty-five members not including staff members shall constitute a quorum. Staff members will not command votes at Society business meetings.

6.6 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

7. PRINCIPLES GOVERNING PROCEDURES FOR THE DEVELOPMENT AND ADOPTION OF VOLUNTARY CONSENSUS STANDARDS

7.1 The Board of Directors is empowered to promulgate procedures for the development and adoption of voluntary consensus standards in accordance with the following principles:

7.1.1 Timely and adequate notice of a proposed standard undertaking to all persons known to the Society to be likely to be materially affected by it.

7.1.2 Opportunity for all affected interests to participate in the deliberations, discussions and decisions concerned both with procedural and substantive matters affecting the proposed standard.

7.1.3 Maintenance of adequate records of discussions, decisions and technical data accumulated in standards development.

7.1.4 Timely publication and distribution of minutes of meetings of main and subcommittees.

7.1.5 Adequate notice of proposed actions.

7.1.6 Distribution of letter ballots to those eligible to vote.

7.1.7 Timely and full reports on results of balloting.

7.1.8 Careful attention to minority opinions throughout the process.

7.1.9 Maintenance of records of drafts of a proposed standard, proposed amendments, action on amendments, and final promulgation of the standard.

7.2 The Board of Directors shall carefully consider the opinions of the Technical Committee Chairmen prior to the promulgation of new or revised procedures.

8. ADMINISTRATIVE FEES

8.1 The membership year shall commence on the first day of January.

8.2 The Board of Directors shall establish the rate of annual administrative fees for the different categories of membership in the Society.

8.3 A bill for the administrative fee shall be mailed to each member by the first day of the membership year. Members whose fees have remained unpaid will be dropped from the rolls based on a timetable established by the ASTM Board of Directors.

8.4 The Board of Directors shall offer exemption from further payment of administrative fees to any person who is a Past Chairman retired from the Board of Directors.

9. AMENDMENTS

9.1 Amendment(s) to these Bylaws may be proposed by the Board of Directors or through written petition by three (3) percent of the members of the Society.

9.2 The proposed amendment(s) together with the recommendations of the Board of Directors thereon, shall be considered at the annual meeting of the Society or at a special business meeting.

9.3 The call for such a meeting shall be issued to the members at least 60 days prior to the date set for it and shall state the amendments to be considered.

9.4 Members shall be authorized to vote either by letter ballot or in person at the meeting.

9.5 The amendment(s) shall be adopted if approved by a majority of the votes cast in person at the meeting together with the letter ballot votes.

10. INDEMNITY

10.1 Any person who was or is a defendant, or is threatened to be made a defendant, to any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Society, shall be indemnified by the Society against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. A director of the Society shall not be personally liable for monetary damages for any action taken, or any failure to take any action, as a director except to the extent that by law a director's liability for monetary damages may not be limited.

11. SURPLUS FUNDS

11.1 Any excess or surplus funds of the Society, including existing reserves, may only be used in furtherance of the Society's charitable purpose and, in the event of sale or dissolution of the Society's, use of any such funds for private inurement to any person is expressly prohibited.

12. FISCAL YEAR

12.1 The fiscal year of the Society shall be the calendar year.