

**Bylaws of
The Electrochemical Society, Inc.**

Amended March 5, 2019

Article I

Name, Identity, and Mission

Section 1. The name of the organization shall be The Electrochemical Society, Incorporated.

Section 2. The Electrochemical Society, Inc. shall also do business as: ECS — The Society for Solid State and Electrochemical Science and Technology.

Section 3. The abbreviated name of The Electrochemical Society, Inc. shall be ECS.

Section 4. The mission of the Society is to advance theory and practice at the forefront of electrochemical and solid-state science and technology, and allied subjects. To encourage research, discussion, critical assessment, and dissemination of knowledge in these fields, the Society holds meetings, publishes scientific papers, fosters training and education of scientists and engineers, and cooperates with other organizations to promote science and technology in the public interest.

Article II

Corporate Seal and Official Logo

Section 1. The Corporate Seal of the Society shall be a circular shield occupied by a Weston Standard Cell and an arc playing between horizontal electrodes in the center; surrounded by an inner border with the words “Founded in Philadelphia 1902 Incorporated 1930,” and an outer border with the name of the organization.

Section 2. The official Logo of the Society as established by the Board of Directors may be used as the identifying symbol of the Society and its Divisions, Groups, and Sections where the Corporate Seal is not required.

Article III

Membership

Section 1. Individual Membership. The individual voting Members of the Society shall be classified as Members (capitalized for distinction from the lower-case term ‘member’ which classifies the greater ECS membership, and describes the makeup of the Board of Directors, a Group/Division, a Section, and a Committee or Subcommittee). The Board of Directors may authorize other classifications of individual voting members as they deem appropriate and necessary. These classifications currently include: (1) Life Membership for any Member who has fulfilled dues obligations in a lump sum payment in accordance with Article XXVIII; (2) Emeritus Membership for any Member who has paid dues for twenty-five years and has attained the age of sixty-five. Emeritus Membership may also be granted to any Member at the discretion of the Board of Directors; and (3) Honorary Membership for Members who shall be recognized by the Board for their contributions to the science and/or service to the Society. Elections to Honorary Membership shall not cause the number of Honorary Members to exceed one half of one percent of the voting Membership of the Society as of the end of the previous calendar year, and no more than three Honorary Members shall be elected in any one calendar year. Nominees

for the designation of Honorary Membership shall be recommended by the Honors and Awards Committee and approved by the Board of Directors. The Life, Emeritus, and Honorary Members shall pay no annual dues and shall have all the rights and privileges of Members.

Section 2. Individual Membership Qualifications. A Member shall be interested in electrochemical and solid state science and technology or allied subjects and possess a bachelor's degree, or its equivalent, in engineering or natural science. In lieu of a bachelor's degree, or its equivalent, any combination of years of undergraduate study and years of relevant work experience in electrochemical and solid state science and technology or allied subjects, adding to at least seven years, shall be required.

Section 3. Institutional Membership. Any company, corporation, institution, government facility, or other organization concerned with electrochemical and solid-state science and technology or allied subjects may apply for Institutional Membership. Each Institutional Member shall designate at least one Member Representative (refer to Article XXVIII, Section 5) who shall have the same rights and privileges as a Member.

Article IV

Non-Voting Memberships

Section 1. Student Member. A Student Member shall be a full-time undergraduate or graduate student registered for a degree in natural science or engineering or a full time postdoctoral student in natural science or engineering. Upon graduation with a bachelor's degree or equivalent in natural science or engineering, or upon departure from graduate school or postdoctoral status, the Student Member may transfer to Member.

Section 2. Postdoctoral Appointment. If the Student Member enters graduate school as a full-time student, or enters a qualifying postdoctoral appointment at a non-degree granting institution after completing a doctoral degree, the person may choose to become a Member or remain a Student Member. A person may hold Student Membership as a postdoctoral student or postdoctoral appointment for no more than two years.

Article V

Admission and Dismissal of Members

Section 1. Admission. A member candidate must submit a completed application for membership to the ECS Headquarters Office. The candidate shall be admitted to membership if the candidate's credentials meet the requirements for membership as specified in Article III, Section 2. Upon such admission and as soon as the Society has received the required dues payment, the new member shall be entitled to all the rights and privileges of membership in the Society. The names of the new members shall be announced to the Society.

Section 2. Resignation. A Member desiring to resign shall send a written resignation to ECS.

Section 3. Dismissal. Upon the written request of ten or more Members that, for cause stated therein, a Member be dismissed, the Board of Directors shall consider the matter and, if there appears to be sufficient reason, shall advise the accused of the charges. The accused shall then have the right to present a written defense, and to appear in person before a meeting of the Board of Directors; the accused shall receive notice at least twenty days in advance of this meeting. Not

less than two months after such meeting the Board of Directors shall finally consider the case and, if in the opinion of the majority of the Board of Directors the accused Member has neither presented a satisfactory defense nor resigned, that Member shall be dismissed from the Society.

Section 4. Membership Fees and Dues. The entrance fee, if any, annual dues, and any other payments to be made by the members of the Society shall be paid in accordance with regulations set forth in these Bylaws.

Article VI *Officers*

Section 1. Officer Positions. The Officers of the Society shall be a President; three Vice-Presidents designated Senior, Second, and Third in decreasing order of length of service as Vice-President; a Secretary; a Treasurer; and an Executive Director. All Officers, with the exception of the Executive Director, shall be elected by the Membership for their normal elected term. The Executive Director shall be recommended by an ad hoc search committee and approved by the Board of Directors.

Section 2. Officer Candidates. Candidates for the elective offices set forth in Section 1, above, shall be Members of the Society who have served for at least one year on the Board of Directors or who have served for at least two years in any of the following capacities: (1) as an officer of a Division or Group Executive Committee, (2) as a member of a standing committee, (3) as a member of a standing subcommittee whose responsibilities are outlined in these Bylaws, or (4) as editor or technical editor in one of the Society's publications.

Section 3. Officer Terms. The President shall be elected for a term of one year, the three Vice-Presidents shall normally each be elected for a term of three years, and the Secretary and the Treasurer shall each be elected for a term of four years. Each year a President and a Third Vice-President shall normally be elected. In even-numbered years a Secretary or a Treasurer shall be elected. The terms of office of the several Officers shall begin at 0800h Eastern Time of the first day after the close of the first spring meeting after their election and each Officer shall serve until a successor has qualified.

Section 4. President. The President is the senior elected Officer of the Society and serves a one-year term as the Chair of the Board of Directors and Executive Committee. The President shall perform the duties specifically designated in these Bylaws or by the Board of Directors. The President is primarily responsible to ensure that ECS acts as a conscientious steward of the science, and that the Society's programs and activities serve to advance the ECS mission. The President shall have the discretion to represent ECS at relevant functions and to the scientific community and general public. On behalf of the Board of Directors, the President shall present a report at the ECS Annual Business Meetings.

Section 5. Vice-Presidents. The three Vice-Presidents are elected Officers of the Society and serve three-year terms as voting members of the Board of Directors and Executive Committee. They are designated Senior, Second, and Third, in decreasing order of length of service as Vice-President. They shall perform the duties specifically designated in these Bylaws or by the Board of Directors, and will primarily be responsible for providing leadership and direction for the Topical Interest Areas and vital functions of ECS.

Section 6. Secretary. The Secretary is an elected Officer of the Society and serves a four-year term as a voting member of the Board of Directors and Executive Committee. The Secretary shall perform the duties specifically designated in these Bylaws or by the Board of Directors, and will be primarily responsible for the governance structure of ECS including the volunteer leadership hierarchy and Bylaws, which is the primary governance document, and for the compilation and preservation of the critical records of ECS. The Secretary will ensure that the Board of Directors carries out the prescriptions of the Bylaws in all matters concerning the affairs of the Society. In cases where no prescription or precedent exists, the Secretary shall obtain decisions from the Board of Directors or Executive Committee, or pending the nature of the matter, the Secretary shall confer with the President. The Secretary shall report on the important affairs of the Society to the Board of Directors at each of its meetings and at the ECS Annual Business Meetings.

Section 7. Treasurer. The Treasurer is an elected Officer of the Society and serves a four-year term as a voting member of the Board of Directors and Executive Committee, and as Chair of the Finance Committee. The Treasurer shall perform the duties specifically designated in these Bylaws or by the Board of Directors, and with the assistance of the Nonprofit Financial Professional, will be primarily responsible for the transparency and compliance of the Society's financial affairs. The Treasurer shall insure the future vitality of ECS through the efficient use of its financial resources, and ensure that the resources are allocated to support activities that advance the ECS mission. The Treasurer shall report on the financial condition of the Society to the membership at the ECS Annual Business Meetings.

Section 8. Executive Director. The Executive Director is the Chief Executive Officer of the Society and is recommended by an ad hoc search committee and approved by the Board of Directors for a renewable term designated by the Board. The Executive Director serves as a voting member of the Board of Directors and Executive Committee, and is responsible to the Board to manage the programs and operations of ECS. The ECS Compensation Subcommittee annually reviews the Executive Director's performance and makes recommendations about compensation to the Board. The Executive Director is responsible for the stewardship of the Society and recommends and participates in Board formulation of mission, goals, objectives, and related policies; and within that framework, plans, organizes, and directs the staff and activities of ECS.

Section 9. Officer remuneration. No elected Officer shall receive, directly or indirectly, any salary, compensation, or emolument from the Society, either as such Officer or in any other capacity or be financially interested, directly or indirectly, in any contract relative to the operations conducted by the Society, or in any contract for furnishing supplies thereto, unless authorized either by these Bylaws or by a vote of the majority of the entire Board of Directors.

Section 10. Vacancy. A vacancy in the office of President shall be filled by the Senior Vice-President who is designated Acting President for the remainder of that term in addition to the regular duties of a Senior Vice-President. A vacancy in the office of Vice-President shall be unfilled for the remainder of that term. Duties of that office will be performed by one of the other two Vice-Presidents designated by the President. In the event of a vacancy in the office of Vice-President, both a Second and Third Vice-President will be elected at the next possible scheduled election. The Second Vice-President so elected by this process will serve a two-year term. A vacancy in the office of Secretary and of Treasurer shall be filled by the Board of Directors for the remainder of that term.

Section 11. No revision or amendment of these Bylaws shall affect the tenure of office of any duly elected and incumbent Officer.

Article VII
Election of Officers

Section 1. Nominating Committee. Each year the President shall, with the approval of the Board of Directors, appoint a Nominating Committee of five members in accordance with Article XXV. The Chair of the Nominating Committee shall report at the spring meeting of the Board of Directors a slate of candidates for approval. Upon Board approval, the Candidates for Society Office shall be published in a Society publication distributed to all members no later than December 31 of the year prior to the election opening.

Section 2. Election Balloting. Before January 15, the Secretary shall send to every eligible voting Member the names and biographies of all candidates thus nominated. Votes for Officers shall not be restricted to nominees whose names appear on the ballot. Only Members, Honorary Members, and Emeritus Members are eligible to vote, and voting shall be by electronic proxy or secret letter ballot; the identity of the voter shall be indicated by an electronic unique user identifier or on an outside envelope. The electronic proxies or voting envelopes must reach the Society Office before midnight Eastern Time, March 15.

Section 3. Election Verification. The Executive Director shall collect and verify all valid ballots received at the ECS Office before midnight Eastern Time, March 15 and report the results to the President before March 31. The candidate receiving the greatest number of votes for an office shall be considered elected. The President shall immediately notify all candidates of the results of the election.

Section 4. Re-election. No elected Officer shall be eligible for immediate re-election.

Article VIII
Board of Directors

Section 1. Board Structure. The Society shall be managed by a Board of Directors, which shall, in conformity with the Articles of Incorporation of the Society, have a membership as specified in these Bylaws. A majority of the Board membership represented in person shall constitute a quorum. No one holding the office of President, Vice-President, Secretary, or Treasurer shall serve as Chair of a Division during that person's term of office, and no one shall simultaneously serve as Chair of two or more Divisions. No ECS Officer or Division Chair shall simultaneously hold one of these offices and the chair of the Interdisciplinary Science and Technology Subcommittee. No Board member shall hold two seats on the Board of Directors. The President, Vice-Presidents, Secretary, or Treasurer shall not be a candidate for any Divisional office during their respective terms of office. The Chair of a Division, and Interdisciplinary Science and Technology Subcommittee or the Honors and Awards Committee, may be nominated for Vice-President, Secretary, or Treasurer if that nominee agrees to resign as Chair if elected; and their term as Chair shall be terminated at the installation of the new Society Officer.

Section 2. Board Membership. The Board of Directors shall consist of twenty-three (23) members: the President to serve as Chair, three Vice-Presidents, Secretary, Treasurer, Executive Director, the immediate Past President, Nonprofit Financial Professional, Directors representing

the Divisions and the Interdisciplinary Science and Technology Subcommittee. If the total number of Directors as specified above shall be less than twenty-three (23), the vacancies shall be filled by Past Presidents, in reverse order of their terms of service.

Section 3. Executive Director. This Board-appointed position is recommended by an ad hoc search committee appointed by the President and approved by the Board of Directors for a renewable term, as designated by the Board, to serve as a voting member of the Board of Directors and Executive Committee, and with duties as prescribed in Article VI, Section 8 of these Bylaws.

Section 4. Nonprofit Financial Professional. This Board-appointed position is recommended by the Nominating Committee, and approved by the Board of Directors for a three-year term to serve as a voting member of the Board of Directors and Audit Committee. The Nonprofit Financial Professional is primarily responsible to evaluate and report on the results of the annual audit conducted by the Board-approved accounting firm which includes the audited financial statement, management letter, and the federally-mandated forms (e.g., Form 990). The Nonprofit Financial Professional shall provide the Board and Audit Committee with the necessary financial experience and capabilities to ensure Society compliance and effective fiscal management.

Section 5. Chair of the Interdisciplinary Science & Technology Subcommittee. This Board-appointed position is recommended by the Nominating Committee, and approved by the Board of Directors, for a three-year term, to serve as a voting member of the Board, with duties as designated in Article XXV, Section 6.

Section 6. Representation of the Topical Interest Areas. Each Division shall have one (1) seat on the Board, which shall be filled by the Division Chair. In the absence of the Chair, the following Officers may represent the Division at a meeting of the Board of Directors: the Division Vice-Chair(s), Secretary, Treasurer, Secretary/Treasurer, or the most immediate past Division Chair. The Division must notify the Secretary that a designated alternate will attend such meeting and exercise therein the rights, powers, and privileges of the absent Division Chair. No member of the Board shall serve simultaneously as an alternate. New Topical Interest Areas shall be represented and have one (1) seat on the Board, which shall be filled by the Chair of the Interdisciplinary Science and Technology Subcommittee.

Article IX

Meetings of the Board of Directors

Section 1. Board Meetings. The Board of Directors shall hold three regular meetings each calendar year. Two of these meetings shall ordinarily be held immediately preceding, during, or immediately following the spring and fall meetings of the Society, and the third shall be by teleconference between the fall and spring meetings. The time and place for each regular meeting may be established by the Board of Directors at any previous regular or special meeting. In the absence of such action by the Board, the time and place shall be set by the President, with the approval of the Executive Committee, in which instance at least thirty (30) days' notice of the time and place of such meeting shall be given to all those entitled to attend.

Section 2. Special Meetings. In addition to the three regular meetings, special meetings of the Board of Directors may be called by the President.

Section 3. Board Meeting Attendance. All meetings of the Board of Directors shall be open to all Members of the Society except on matters deemed by the President to be confidential to the Board. The President shall have authority to designate the persons who, in the judgment of the President, will be of assistance to the Board in transacting business on confidential matters.

Section 4. Board Agenda. Business at all meetings of the Board of Directors shall include as necessary: (1) approval of the minutes of the last meeting; (2) communications from the President; (3) communications from the Secretary; (4) reports of Committees; (5) communications from the Council of Past Presidents; (6) deferred business; and (7) new business other than motions based on recommendations in committee reports. Such new business shall be submitted to the Secretary in writing at least thirty (30) days prior to the meeting in which it is introduced in order to give adequate time for consideration by appropriate Committees. Thirty-day requirement may be waived, if two-thirds of all members of Board of Directors agree.

Article X

Divisions and Groups

Section 1. The Board of Directors may authorize the formation of Divisions or Groups of the Society to be organized by its members and representing specific branches of electrochemistry and solid state science and technology.

Section 2. Each Division and Group shall be governed by its own Bylaws, which must be approved by the Board of Directors.

Section 3. The Divisions shall be represented on the Board as specified in these Bylaws.

Section 4. Groups may become Divisions according to the rules established in these Bylaws.

Section 5. Any member of the Society may register for membership in any Division or Group.

Section 6. The officers of the Division or Group shall be a Chair, one or more Vice-Chairs, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. The above officers, together with two or more members of the Division or Group, shall constitute the Executive Committee of the Division or Group. The Division or Group shall elect its officers and other members of the Executive Committee during a Society meeting or within thirty days thereof. The officers and other committee members shall be elected for such terms as the Division or Group Bylaws provide; their terms of office shall not exceed two years. An officer may be re-elected if the Division or Group Bylaws do not prohibit such re-election.

Section 7. A Division or Group shall hold at least two symposia per year at a meeting of the Society, and its members shall actively publish in their associated technical areas of interest in the Society journals.

Section 8. Divisions and Groups may receive from the Society such financial assistance as the Board of Directors may determine to be proper. Such funds shall be used for communications, for solicitation of papers, and for the legitimate work of the Divisions and Groups.

Section 9. Divisions and Groups are encouraged to suggest to the Nominating Committee the names of candidates for officers of the Society. Such suggestions shall be transmitted to the

Chair of the Nominating Committee prior to the fall meeting of the Society.

Section 10. Divisions or Groups may, under certain conditions, be dissolved or consolidated with other Divisions or Groups. A Division or Group may petition the Board of Directors for permission to dissolve or consolidate if it determines that such action is in the best interests of the Division/Group members and the Society. Alternatively, the Technical Affairs Committee may determine that a Division or Group is no longer functioning effectively as a unit of the Society. The Committee may then initiate the process described in “Guidelines for Dissolution or Consolidation of Divisions and Groups,” as approved by the Board of Directors on May 7, 1998. If a Division or Group is dissolved, its assets shall be transferred to a Society fund. If the dissolved Division or Group has underwritten any continuing awards for which invested funds provide adequate income, the Society may undertake to continue such awards at the discretion of the Board of Directors.

Section 11. A Group is a unit similar to, but generally smaller than, a Division, whose purpose is to facilitate incorporation of new activities into the Society. A Group’s primary interests must not conflict with the primary interest of any existing Division, except by written permission among the concerned Divisions. Groups may be authorized by the Board of Directors upon recommendation by the Technical Affairs Committee. All of the Bylaws governing the operation of Divisions shall apply equally to the operation of Groups. When a Group has existed for at least two years and has at least 100 active members, it is eligible for transfer to Division status and may request the Technical Affairs Committee to propose such a transfer to the Board of Directors.

Article XI *Sections*

Section 1. Members of the Society residing in a given locality may organize themselves into Sections, subject to the approval of the Board of Directors. Not more than one Section may be organized in a given locality.

Section 2. Each Section shall be governed by its own Bylaws, which must be approved by the Board of Directors.

Section 3. Geographical boundaries of the several Sections shall be set from time-to-time by the Board of Directors upon the advice of the Individual Membership Committee. Members of the Society residing or having their principal place of business within said boundaries may become members of those Sections by complying with the Bylaws of those Sections. Members of the Society may become affiliated with any Section upon application to the Secretary of that Section. Only members of this Society are eligible for membership in the Sections.

Section 4. The following provisions shall apply to financial matters of common interest to the Section and the Society: (1) the expenses of each Section shall be borne by the members enrolled in said Section; and (2) the Society will provide financial assistance, up to two thousand dollars US, per year, to support the activities and programs of the Sections. To receive these funds, the Section must be in compliance with reporting both the financial and programming activities of the Section prior to September 1. This includes the management of the accounts by ECS. The request must include a list of the current, newly-elected officers of the Section and a financial report that meets generally accepted accounting practices.

Section 5. Each Section shall transmit promptly to the Society after each meeting an abstract of its proceedings, including the titles and names of authors of all papers presented before it.

Section 6. As stated in Article XXII, Section 3, every two years, each Section chair shall appoint a Section member who will represent the Section at the Individual Membership Committee meetings. Each representative shall be a Member in good standing in the Society.

Section 7. Sections are encouraged to suggest to the Nominating Committee the names of candidates for officers of the Society. Such suggestions shall be transmitted to the Chair of the Nominating Committee prior to the fall meeting of the Society.

Section 8. If a Section of the Society can no longer function advantageously as a unit of the Society, it may request the Board of Directors for permission to dissolve. If such permission is granted, all funds which have been accumulated by the Section, including money in banking and other accounts and investments of all types, shall be transferred to a Society fund. If a Section has been inactive for at least two years and no request for dissolution has been received, the Individual Membership Committee may recommend to the Board of Directors that the inactive Section be dissolved and all monies transferred to the Society. If the Section has underwritten any continuing awards for which invested funds provide an adequate income, the Society may undertake to continue such awards at the discretion of the Board of Directors.

Article XII *Student Chapters*

Section 1. Student Members of the Society may organize themselves into Student Chapters at any higher educational institution, subject to the approval of the Individual Membership Committee. The Student Chapter may form as a regional chapter that includes several neighboring academic institutions.

Section 2. The following requirements are necessary in order to establish a Student Chapter: (1) Chapter members must have active ECS membership status; (2) students must be affiliated with an educational institution; (3) students must secure an endorsement of a faculty advisor who is a Member of ECS; (4) a minimum of six students is required to form a chapter at an academic institution; and (5) the Chapter shall coordinate a minimum of two activities annually that promote electrochemical and solid state science and technology or allied subjects.

Section 3. Each Student Chapter shall be governed by its student officers in collaboration with a faculty advisor and should establish and maintain a leadership structure, designate the Chapter name, submit the Student Chapter formation application, develop a proposed meeting and activities schedule, and initiate them upon receipt of approved Chapter status.

Section 4. The following provision shall apply to financial matters of common interest to the Student Chapter and the Society: (1) submit an annual funding request to ECS; (2) Chapters may supplement the funding of their programs with fundraising activities; and (3) each Student Chapter desiring funding must submit the request for support on a needed basis.

Section 5. Student Chapters shall implement the following procedures to maintain active Student Chapter Status: (1) submit activity information and photos to be included in *Interface*; (2) submit an annual report of past year and new year chapter activities; (3) maintain a minimum of six

members; (4) continue with on-going activities that promote electrochemical and solid state science and technology or allied subjects; and (5) continuously recruit new members to maintain sustainability of the Chapter.

Section 6. If a Student Chapter of the Society can no longer function advantageously as a unit of the Society, it may request for permission to dissolve from the Individual Membership Committee. If a Student Chapter has been inactive for at least two years and no request for dissolution has been received the inactive Student Chapter may be dissolved.

Article XIII *Meetings*

Section 1. Biannual Meetings. Meetings of the Society for the presentation and discussion of professional and scientific papers shall ordinarily be held each spring and fall. Locations and dates of these meetings shall be approved by the Board of Directors. Other meetings may be held at such times and places as the Board of Directors shall select.

Section 2. Satellite Meetings. The Society shall periodically sponsor other topical meetings in the areas of electrochemical and solid state science and technology or allied subjects.

Section 3. Annual Business Meeting. The Society shall hold an Annual Business Meeting as required by the State of New York Articles of Incorporation. (1) The meeting shall be held between April 1 and July 1 of each year, as the Board of Directors shall designate. (2) Notice of all meetings shall be published in a Society publication that is sent to all members at least thirty days in advance. Meeting notices shall also be available electronically to members via the ECS website. (3) The order of procedure shall be: approval of the minutes of the last meeting; reports of the President, the Secretary, and the Treasurer; deferred business; new business; and the report on Society elections. (4) Any motion made and seconded by voting Members or submitted in advance by written petition of at least ten voting Members shall be considered at the Business Meeting. Approval to submit a motion to a referendum of the Society by an electronic proxy or mail vote shall require a two-thirds majority vote of the voting Members in attendance, a quorum being present. Electronic proxy or mail votes shall be honored.

Article XIV *Publications*

Section 1. The Society may publish or sponsor publications that undergo some level of scientific review and in the judgment of the Board of Directors will carry out the Society's mission. Publications issued by the Society shall require a Board-approved Charter and conform to the provisions of these Bylaws. No publication shall be issued or sponsored without the Board of Directors' approval of the purpose statement written in the publication's Charter.

Section 2. As stated in the Bylaws, the Society Mission is to advance the theory and practice at the forefront of electrochemical and solid state science and technology or allied subjects. Therefore, the Society shall make publications widely available to academic, industrial, and government institutions, and to individual members and nonmember constituents.

Section 3. Financial arrangements, including the pricing, for all Society publications shall be incorporated in the annual budget and are thereby subject to the approval of the Board of

Directors.

Section 4. The technical areas of interest of the Society publications shall be periodically reviewed and defined by the Technical Affairs Committee. The Publications Subcommittee shall be responsible for the management of the Society publications and report publication activities to the Technical Affairs Committee at least twice per year at the ECS biannual meetings. The responsibilities of the Publications Subcommittee shall include establishing goals, objectives, policies, and procedures for all Board approved publications.

Article XV

Standing and Special Committees

Section 1. Standing Committees. These Bylaws shall prescribe the necessary Standing Committees for the governance and management of ECS. These Standing Committees shall be appointed by the President, subject to the approval of the Board of Directors, and shall be responsible to the Board. The following Standing Committees shall be maintained: Executive, Honors and Awards, Technical Affairs, Ethical Standards, Finance, Audit, Individual Membership, Sponsorship, Nominating, and Education. Each committee shall report to the Board of Directors at least once a year.

Section 2. The President may appoint special committees to conduct investigations or to represent the Society on special occasions. Unless otherwise specified, all special committee appointments shall expire with the term of the President who made the appointments.

Article XVI

Executive Committee

Section 1. The Executive Committee shall consist of seven (7) voting members. The Chair shall be the President. Other members shall be the three Vice-Presidents, the Secretary, the Treasurer, and the Executive Director. The members shall serve on this committee for the duration of their term in office.

Section 2. Authority and Scope. The Executive Committee shall act on behalf of the Board of Directors between its meetings. Four members of the Executive Committee shall constitute a quorum. When these Bylaws require a vote of the Board of Directors, no Executive Committee action shall be effective until ratified by the Board.

Section 3. Compensation Subcommittee. The elected officers of the Executive Committee shall serve as the Compensation Subcommittee. This Subcommittee is responsible annually to review the Society's compensation and succession policies for the Executive Director and Society staff members.

Section 4. Strategic Planning. The Committee shall also serve as the Society's strategic planning committee, to ensure that an appropriate strategic plan that supports the Society mission has been properly developed. The Committee will actively participate with the staff in the planning process and support the implementation.

Article XVII

Honors and Awards Committee

Section 1. The Honors and Awards Committee shall consist of fourteen (14) voting members. The Chair shall be appointed by the President with the approval of the Board of Directors for a four-year term. The other members shall be the President, and twelve members appointed by the President, three each year, with the approval of the Board of Directors for four-year terms.

Section 2. Society Awards. The Honors and Awards Committee shall be responsible for all Society Awards. The Committee shall devise and maintain rules governing the selection of Society award recipients, including the make-up of the subcommittees and the schedule of dates when decisions are required, and recommend these to the Board of Directors for approval. This includes rules for Society Awards and recognition for which the Committee does not select or approve the recipients, such as the Young Author Awards and Summer Fellowships.

Section 3. Division Awards. (1) All Division and Group awards and the rules governing these awards shall be subject to the approval of the Honors and Awards Committee and reported to the Board of Directors for approval. (2) The Division or Group must forward the nomination of the proposed award recipient to the Honors and Awards Committee by the start of the meeting prior to the meeting at which the award will be presented. (3) The Committee shall approve the selection of Division and Group award recipients and report these to the Board of Directors.

Section 4. Section Awards. (1) All Section awards and the rules governing these awards shall be subject to the approval of the Honors and Awards Committee and reported to the Board of Directors for approval. (2) The Section must notify the chair of the Honors and Awards Committee when it has chosen a recipient for one of its awards. (3) The Committee shall report the names of Section Award recipients to the Board of Directors for recording into the Society records.

Section 5. Nominations for Intersociety Awards. All requests by other societies, organizations, or groups for nominations shall be referred to the Chair of the Honors and Awards Committee.

Section 6. Award Approval. All other honors and/or awards bestowed by the Society other than Section honors and/or awards shall be subject to the approval of the Honors and Awards Committee and reported to the Board of Directors for approval.

Article XVIII

Technical Affairs Committee

Section 1. The Technical Affairs Committee shall consist of eight (8) voting members. The Chair shall be the Senior Vice-President. Other members shall be the President, the immediate Past President, the 2nd most immediate Past President, the Chair of the Meetings Subcommittee (Third Vice-President), the Chair of the Publications Subcommittee (Second Vice-President), the Executive Director, and the Chair of the Interdisciplinary Science and Technology Subcommittee.

Section 2. Topical Interest Areas. The Technical Affairs Committee shall be responsible to the Board of Directors for responding to the changing Topical Interest Areas of the science and for providing the strategic technical direction of the Society by: (1) determining and monitoring the appropriate Society Topical Interest Areas in electrochemical and solid state science and technology or allied subjects; and (2) ensuring that the technical programs, principally the publications and symposia, adequately cover the scope of these Topical Interest Areas. The

Technical Affairs Committee shall arrange for coordinated planning and activities among the Divisions, Groups, the Meetings and Publications Subcommittees, and the Interdisciplinary Science and Technology Subcommittee, to achieve this objective. This Committee shall also be responsible for providing guidance for the Divisions and Groups with respect to long-term technical trends in their areas of responsibility; for promoting Division and Group interaction within broad technical areas; for providing assistance and direction for the Divisions and Groups in the development of leadership; and for assessing the effectiveness of the Divisions and Groups in fulfilling the needs of Society members. It shall also be the responsibility of this Committee to make recommendations to the Board of Directors with regard to the formation of new Groups and Divisions, and when warranted, the merger or dissolution of existing Groups or Divisions.

Section 3. Symposium Planning Advisory Board. The Chair of this Advisory Board shall be the Third Vice-President of the Society. Other members shall be the Division and Group Chairs, and the Chair of the Interdisciplinary Science and Technology Subcommittee. The Symposium Planning Advisory Board shall be responsible to the Meetings Subcommittee for planning symposia for ECS meetings to develop the Topical Interest Areas in the Society's domain.

Section 4. Meetings Subcommittee. This Subcommittee shall consist of five (5) voting members. The Chair shall be the Third Vice-President of the Society. Other members shall be the Second Vice-President who will serve as Vice-Chair, and three members appointed by the Chair of the Technical Affairs Committee, one each year, with the approval of the Technical Affairs Committee to serve for three-year terms. The Meetings Subcommittee shall be responsible to the Technical Affairs Committee for coordinating the technical symposia, as proposed by the Symposium Planning Advisory Board, and determining an effective format for presentation at the meetings.

Section 5. The Publications Subcommittee shall consist of ten (10) voting members. The Chair shall be the Second Vice-President of the Society. Other members shall be the Editor of the Journal of The Electrochemical Society, the Editor of the ECS Journal of Solid State Science and Technology, the Editor of Interface, the Editor of ECS Transactions, the Third Vice-President who will serve as Vice-Chair, and four members appointed by the Chair of the Technical Affairs Committee, two each year, with the approval of the Technical Affairs Committee to serve for two-year terms. The Publications Subcommittee shall be responsible for establishing the objectives and technical scope of each publication; instituting editorial policies; and recommending approval of editors of the Society's publications, per the Board-approved Charters. The Publications Subcommittee, with approval of the Technical Affairs Committee and Board, shall also define the structure of the Editorial and Advisory Boards, and their general operating principles in a Charter. The Publications Subcommittee shall also select and approve the recipients of the Young Author Awards and report these names to the Board of Directors.

Section 6. Interdisciplinary Science and Technology Subcommittee. This Subcommittee shall consist of fourteen (14) voting members. The Chair of the Subcommittee shall be recommended by the Nominating Committee, and approved by the Board of Directors, to serve for a three-year term. Other members shall be appointed by the Chair of the Technical Affairs Committee, four or five each year (depending on the appointment cycle), with approval of the Technical Affairs Committee to serve for three-year terms. The Interdisciplinary Science and Technology Subcommittee shall be responsible for reviewing novel areas not currently or adequately covered by ECS, and for developing effective programs in those areas that are believed to be of interest to the Society. Interdisciplinary Science and Technology Subcommittee shall also be responsible for coordinating Society-wide symposia and 14 other programs. The Chair of the

Interdisciplinary Science and Technology Subcommittee shall not be eligible for immediate re-appointment.

Section 7. Questions or proposed legislation with respect to technical aspects of Society, Divisional, Group, or Section meetings, or with reference to participation in inter-Society affairs either by the Society itself or by its Divisions, Groups, or Sections shall be referred to the Technical Affairs Committee. Its decisions with respect to such matters shall be reported to the Board of Directors.

Article XIX

Ethical Standards Committee

Section 1. The Ethical Standards Committee shall consist of five (5) voting members. The Chair shall be the immediate Past President of the Society. Other members shall be the Secretary, the Treasurer, and two past officers of the Society, appointed by the President, one each year, with the approval of the Board of Directors for three-year terms.

Section 2. Code of Ethics. The Ethical Standards Committee shall be responsible to the Board of Directors for recommending a professional code of ethics, which includes policies and agreements for conflicts of interest, non-disclosure, publication practices, and meeting presentation practices, for all entities that interact with the Society. This Committee is responsible for ensuring that all entities are properly informed about these policies and to recommend appropriate action to the Executive Committee in the event of a potential breach of the code and/or the relevant policies.

Article XX

Finance Committee

Section 1. The Finance Committee shall consist of seven (7) voting members. The Chair shall be the Treasurer. The other members shall be the Secretary; the Chief Operating Officer; the Nonprofit Financial Professional and three members appointed by the President, one each year, with the approval of the Board of Directors for three-year terms.

Section 2. Budget and Finances. The Finance Committee shall: (1) assist the Board of Directors in the preparation of an annual Society operating budget; (2) advise the Board of matters of income, expense, and short-term investment of current operating funds; (3) advise the Board of matters directly related to current operations; and (4) when appropriate, recommend the transfer of surplus operating funds to the investment portfolio.

Section 3. Investment Policy. The Finance Committee shall review the investment policy of the Society and the performance of the investment portfolio manager and make appropriate recommendations to the Board of Directors. Such recommendations shall be directed, but not limited, to the long-term financial interests of the Society. The Treasurer of the Society shall have the responsibility for executing the investment policy, following its approval by the Board of Directors.

Article XXI

Audit Committee

Section 1. The Audit Committee shall consist of five (5) voting members, all serving by virtue of their position on the Board of Directors. The immediate Past President will serve as the Chair. The other members shall be the President, Senior Vice-President, Treasurer, and the Nonprofit Financial Professional. Each member of the Audit Committee will serve for as long as he/she maintains one of the above positions on the Board.

Section 2. The Audit Committee shall: (1) recommend to the Board of Directors the selection of a public accountant to audit the Society finances; (2) approve the overall scope of the audit; (3) review the public accountant's assessment of the adequacy of internal controls systems; (4) review the annual financial statements and accompanying audit report; and (5) direct any special investigations deemed necessary by the Board.

Article XXII

Individual Membership Committee

Section 1. The Individual Membership Committee shall consist of eleven (11) voting members. The Chair shall be appointed by the President, with the approval of the Board, for a three-year term. Other members shall be the Secretary, the Chair of the Sponsorship Committee, and eight members appointed by the President with the approval of the Board as follows: six Members, two each year for three-year terms and two Student Members, one each year for two-year terms. Any voting member may also concurrently serve as a representative to a Division, Group, or Section.

Section 2. The Individual Membership Committee's duties shall be: (1) to review and coordinate short- and long-range plans for retaining existing members and institutional member representatives; (2) to recruit new members and institutional member representatives of the Society; (3) to consider problems affecting the welfare and operation of the Sections and Student Chapters, and to work toward their solutions; (4) to act as an advisory council to the Board of Directors on Section and Student Chapter affairs; and (5) to make recommendations to the Board of Directors on such other matters relating to the interests of the individual members and institutional representatives of the Society of which the committee members and Division, Group, and Section Representatives may become aware from time-to-time. The Individual Membership Committee may delegate to the representatives such tasks as they deem proper.

Section 3. Division, Group and Section Representation. Each Division, Group, and Section shall appoint one representative to the Individual Membership Committee. Each representative shall serve for a two-year period. The term will begin immediately following the Society's Spring Meeting. The representatives are responsible for implementing the Individual Membership Committee plans for increasing Society Membership in their appropriate Divisions, Groups, or Sections. The representatives shall assist the Society Headquarters office in reducing the number of delinquent members in their Divisions, Groups, or Sections. The representatives shall undertake other duties as assigned by the Individual Membership Committee.

Section 4. ECS Outstanding Student Chapter Award. The Individual Membership Committee shall be responsible for overseeing the selection of the ECS Outstanding Student Chapter Award and shall report its selection to the ECS Board of Directors for approval. The Committee should also periodically review the rules for this award, and forward any revisions to the Honors and Awards Committee for approval.

Article XXIII

Sponsorship Committee

Section 1. The Sponsorship Committee shall consist of twelve (12) voting members. The Chair shall be appointed by the President, with approval of the Board of Directors, for a three-year term. The other members shall be the Treasurer, Chair of the Individual Membership Committee, and nine other members appointed by the President, three each year, with the approval of the Board of Directors for three-year terms.

Section 2. It shall be the responsibility of this Committee to review and consider sponsorship activities that include the benefits of institutional membership, external sponsorship of meeting and technical symposia, technical exhibits and advertising; and make recommendations to the Board of Directors for these programs.

Article XXIV

Education Committee

Section 1. The Education Committee shall consist of thirteen (13) voting members. The Chair shall be appointed by the President, with the approval of the Board, for a four-year term. Other members shall be the Secretary, the Chair of the Individual Membership Committee, and ten members appointed by the President with the approval of the Board as follows: eight Members, two each year for four-year terms and two Student Members, one each year for two-year terms.

Section 2. The Education Committee shall have the following responsibilities: (1) provide educational and career development opportunities for the members of the Society and for the technical community at large, (2) acquaint students with the nature of the work of electrochemists; (3) oversee the selection of the ECS Summer Fellowships and the ECS Student Poster Session Award winners, report its selections to the ECS Board of Directors for approval, periodically review the rules for these awards, and forward any revisions to the Honors and Awards Committee for approval; and (4) provide for the dissemination of information about the Society.

Article XXV

Nominating Committee

Section 1. The Nominating Committee shall consist of five (5) voting members. The Chair shall be the immediate Past President. Other Committee members shall consist of the Third Vice-President, and three members, who shall be members or past members of the Board of Directors or an Executive Committee of a Division of the Society. The three members shall be from three different Divisions of the Society. These committee members are appointed by the President, each year, with the approval of the Board of Directors for one-year terms.

Section 2. The Nominating Committee shall act as an advisory group to the Board of Directors in recommending candidates for Society office and the other Board appointed positions.

Section 3. Candidates Selection—Odd-Numbered Years. The Nominating Committee that meets in the fall of odd-numbered years will select the possible candidates that will run for office in the election held in the first quarter of the next forthcoming odd year. The Nominating Committee shall select one candidate for the Office of President, and two candidates for the office of Vice-

President. Vice-President candidates nominated for odd-year elections should be from the solid state science and technology interest areas.

Section 4. Candidates Selection—Even-Numbered Years. The Nominating Committee that meets in the fall of even-numbered years will select the possible candidates that will run for office in the election held in the first quarter of the next forthcoming even year. The Nominating Committee shall select one candidate for the Office of President, two candidates for the office of Vice-President, and two candidates for the either office of secretary or treasurer. Vice-President candidates nominated for even-year elections should be from the electrochemical science and technology interest areas.

Section 5. Candidates for Nonprofit Financial Professional. Every three years, or whenever a vacancy occurs, the Nominating Committee shall recommend to the Board an appointment for this position. The candidate for this position should have an intimate knowledge of nonprofit finances and reporting requirements. The term of the appointment shall begin immediately following the spring meeting (or the meeting following a vacancy), after approval by the Board.

Section 6. Candidates for the Interdisciplinary Science and Technology Subcommittee Chair. Every three years, or whenever a vacancy occurs, the Nominating Committee shall recommend to the Board an appointment for this position. The candidate for this position should have an intimate knowledge of the various Topical Interest Areas of the Society and the ability to lead the Interdisciplinary Science and Technology Subcommittee as set forth in these Bylaws in Article XVIII, Section 6. The term of the appointment shall begin immediately following the spring meeting (or the meeting following a vacancy), after approval by the Board.

Section 7. Notification and Candidate Commitment. It shall be the duty of the Nominating Committee to notify each officer candidate of the nomination, and obtain acceptance of the nomination in writing from each candidate. Once all of the nominations have been secured, the Chair of the Nominating Committee shall send the list of candidates for office to the ECS Headquarters Office.

Section 8. Reporting. The Nominating Committee shall report at appropriate intervals to the Board of Directors. At the fall meeting, the Chair of the Nominating Committee shall present the status of the officer candidates search, although no candidate names are to be released at that time. At the spring meeting of the Board, after receiving the nomination acceptance from each candidate, the chair of the Nominating Committee shall submit a report with relevant candidate names for approval by the Board.

Article XXVI

Accounts of the Society

Section 1. The Board of Directors shall engage a public accountant to audit the current accounts and financial statements of the Society annually. The report of such accountant shall be submitted in such form as to designate the source of all receipts by the Society and the disposition of all funds expended. It shall also include, as far as possible, a statement of the assets and liabilities of the Society so drawn up as to show clearly the net worth of the Society as of the close of the fiscal year for which the audit is made. After review and approval by the Audit Committee, the report of the auditor shall be submitted to the Board of Directors through the Chair of the Audit Committee.

Article XXVII
Dues and Fees

Section 1. The annual dues for Members and for Student Members shall be set by the Board of Directors. Each Member shall be entitled to limited individual access to the ECS Digital Library, *Interface*, and other benefits prescribed by the Board of Directors.

Section 2. The annual Division and Group dues for Members and Student Members, as authorized by their respective Bylaws, shall be determined by the Board of Directors.

Section 3. Sections may collect dues as authorized by their respective Bylaws, and approved by the Board of Directors.

Section 4. Any Member who shall pay, in one lump sum, the amount equivalent to two-thirds of the remaining Society and Division dues to age sixty-five at the time of payment, but not less than an amount of five years of full dues, shall be exempt from payment of any further dues and shall be considered a Life Member during the remainder of his or her life.

Section 5. Institutional Membership dues will properly represent the benefits derived from institutional membership. All Institutional Members are entitled to at least one Member Representative with all rights and privileges of a Member and include any additional rights and privileges of membership for which the member is personally qualified. Such qualifications shall be determined by the procedures established for the admission of Members in Article V, Section 1, of these Bylaws. The Board of Directors may designate levels and determine additional benefits upon recommendation by the Sponsorship Committee.

Section 6. Emeritus Members shall be exempt from the payment of annual dues and shall have all the rights and privileges of a Member.

Article XXVIII
General

Section 1. A quorum of the Society shall consist of fifty Members, present in person or by proxy.

Section 2. Only those voting Members whose dues have been paid for the current year shall be entitled to vote at any meeting. A Member may vote by electronic proxy or by mail. No proxy shall be valid after the expiration of eleven months from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it.

Section 3. The fiscal year of the Society shall begin on January 1 and close on December 31.

Section 4. 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.

Article XXIX
Amendments and Tax Exempt Status

Section 1. Amendments to these Bylaws may be proposed by: (1) a member of the Board of Directors; or (2) by a written petition, signed by at least ten Members, and addressed to the

Secretary. The text of the proposed amendments shall be transmitted to each member of the Board of Directors at least fourteen days before the vote is to be taken. Adoption of the amendments shall require a two-thirds roll-call affirmative vote of the Board of Directors before or at a regular or special meeting of the Board.

Section 2. If a Division, Group, or Section engages in any activity which is inconsistent with these Bylaws, or which would otherwise jeopardize the tax exempt status of the Society, it shall be the specific responsibility of the Board of Directors to promptly consider appropriate corrective measures.