

The Sustainable Nanotechnology Organization (SNO) Bylaws

Adopted by the Council February, 2017

Article I. Name

The organization shall be called the Sustainable Nanotechnology Organization (SNO).

Article II. Purpose

SNO's purpose is to provide a professional society forum to advance knowledge in all aspects of sustainable nanotechnology, including both applications and implications.

Article III. Membership

Regular membership in SNO shall be open to all individuals whose work may be associated with any aspect of sustainable nanotechnology and also all individuals who are interested in the possibility of nanotechnology moving towards sustainability and an improved environmental state.

Student membership in SNO shall be open to any student who is interested in gaining knowledge about sustainable nanotechnology. Student membership should be particularly relevant to students enrolled in programs directly addressing sustainable nanotechnology.

Corporate membership in SNO shall be open to any entity related to nanotechnology such as manufacturing, consulting, advising, educating, etc.

The Council may establish other classes of membership.

Article IV. Officers and Elections

The elected officers of SNO shall be a President, a President-Elect, a Secretary, and a Treasurer, all of whom shall be elected by the dues-paying membership. The President-Elect shall serve for a term of two (2) years as such followed by two (2) years as President. Election for President-Elect shall be held in even numbered years with the exception of the first President-Elect who shall be elected in 2017 for a one-year term as President elect followed by a normal two-year term as president.

The Secretary and Treasurer shall serve for terms of two (2) years and may be re-elected for no more than 2 successive additional terms. Election for these officers shall be held in odd numbered years. All officers shall serve for the duration of their office or until a successor is elected.

An Executive Director shall be appointed by the Council to manage day to day operations of the organization. The Executive Director shall serve on the Council as a voting member.

The Co-founders shall serve on the Council as voting members until their resignation.

It shall be the duty of the President to preside over any business meetings of SNO and all meetings of the Council. The President shall appoint and charge, with the approval of the Council, the chairperson and all members of all Committees of the Council, except the Nominating Committee, and shall carry out other activities usually pertaining to the office. When authorized by a majority vote of the Council and approved by the Treasurer, the President may

enter into and execute contracts and other agreements on behalf of SNO. The President will prepare an annual report on the activities of SNO for the Council's approval.

The President-Elect shall serve in the place of the President in his or her absence. The President shall be an ex-officio member of all committees. The President shall automatically become the Immediate Past President at the beginning of the new President's term of office and voluntarily serve on the Council. For no more than 2 years.

The Secretary shall be responsible for keeping the minutes of SNO and the Council and shall perform such other duties as may be prescribed by the Council.

The Treasurer shall be responsible for the custody of all funds and securities of SNO and shall report annually, within 60 days after the close of the fiscal year, to the Council as to the financial condition of SNO. The treasurer in cooperation with a certified public accountant shall prepare taxes and other reports required by US government reporting agencies. These will be submitted by the President with knowledge of the Council.

Any officer of SNO may resign at any time by giving written notice to the Council. The Council may fill the office temporarily until the next election is held; except that the President-Elect shall automatically succeed to the Presidency should that office become vacant.

Article V. Governance

SNO's Council (equivalent to a Board of Directors) is the primary governing body. The Council establishes the policies and procedures for SNO. The President, President-Elect, Immediate Past President, Secretary, Treasurer, Newsletter Editor, Student Activities Chair, Education Chair, Industrial Advisory Committee Chair, Co-Founders, Executive Director, and six (6) additional Councilors elected by the membership shall constitute the Council and shall have all of the duties and powers of a Board of Directors. The Councilors shall serve staggered terms of three (3) years.

Article VI. Nominations & Elections

Nominees for elected offices of SNO shall be named by the Nominating Committee. The Nominating Committee shall consist of five (5) members who shall be elected by the membership, and who shall serve no other elected office at the same time. In addition, the Immediate Past President and one co-founder shall be a sixth and seventh member of the Committee. The elected members of the Committee shall be broadly representative of the demographics of the membership. Each elected member will serve for three (3) years. Two new members shall be elected each year. The Committee shall elect a Chairperson from its own membership annually.

The Nominating Committee will oversee the nomination and election processes. All candidates for election and those serving in elected positions must be members of SNO "in good standing"; i.e. their membership fees must be fully paid up. Candidates for election must be proposed by one member and seconded by at least one other member, both "in good standing". Self-nomination is not accepted. The Nominating Committee may nominate and second candidates themselves. Candidates must complete a prescribed nomination form which gives their personal

details and reasons for interest in election, and identifies the nominator and seconder(s). The completed form must be returned to SNO's administrative office by a date to be announced each year, normally at least a week before the date the list of candidates is to be sent out.

The Nominating Committee will ensure that there are at least two and not more than four candidates for each election position. Where it is necessary to limit the number of candidates, the Committee may exclude nominees from the ballot, following its own remit to reflect the distribution of the membership by geographical location, age and interest and aiming for gender balance. The Nominating Committee may, with the candidate's agreement, move an individual member to be a candidate for a position other than that for which they were nominated, at any time up to announcement to the membership of the list of candidates.

Elections shall be held annually by mail ballot or via electronic means if practical. The SNO office shall prepare and transmit to every member, prior to the November SNO annual conference, a ballot listing all candidates whose nominations have been properly made. The ballots shall be returned in a secure manner directly to the SNO office. All ballots must be received no later than three (3) weeks after being circulated. The Chair of the Nominating Committee shall work with the Administrative Secretary and Executive Director to ensure that the process for counting the ballots is sound and anonymous. A plurality of the votes cast shall be necessary to elect, and in case of a tie vote, the decision shall be made by lot under direction of the Chair of the Nominating committee. In the case of the nominating committee, the winners shall be those with the largest number of votes, unless the results would cause any one region to exceed the maximum number permitted. In this case, the winner would be the first of the candidates ranked in order of the votes received that would maintain the required regional distribution.

The Council shall fill all vacancies in elective positions, except that the President-Elect shall succeed to the Presidency.

Elected officers shall assume their responsibilities on January 1.

Article VII. Appointed Officials

The Council may appoint salaried administrative and/or executive staff to assist the President and Council in managing the functions of SNO, including the receipt and disbursement of funds under the direction of the Council, and any other duties as may be prescribed by the President and Council. The appointed staff shall implement the policies of the Council, report to the Council, and have day-to-day management responsibility for SNO.

The duties, salary and terms of office of the appointed staff shall be approved and, where necessary, established by the Council. With the approval of the Council, the President may appoint further staff as required to carry out specific functions for SNO. Salaried staff may not hold elective office in SNO.

Article VIII. Committees

The following standing Committees shall be appointed by the President who may appoint any other standing or special committee as may be deemed advisable, with such membership, duration, functions and authority as may be delegated to it or prescribed to it. The Executive

Director may serve as the liaison with the Committees and the Council.

Finance - The Finance Committee shall consist of the President, Treasurer, and up to three (3) members of SNO to be appointed by the President for terms of three years. The Treasurer shall be the Chairperson of the Finance Committee. The terms of the general members shall be staggered. A SNO office staff person shall be an ex-officio member. The Committee shall prepare an annual budget prior to March 31, and submit it to the Council for approval together with a report on the financial condition of SNO.

Program – The Program Committee shall plan and implement, subject to general supervision by the Council, the program to be presented at each technical meeting of SNO. The Committee shall consist of two or more Co-Chairpersons and such other members, as the President shall appoint. The Program Committee is responsible for site selection for the annual meeting and overseeing the planning and logistics thereof.

Awards -The Awards Committee shall be responsible for overseeing any awards program SNO adopts. The Committee shall recommend categories for specific awards, the criteria by which nominees will be judged, and any monetary honoraria to the Council for their approval. The Committee shall solicit nominations for recipients of approved awards and shall elect recipients from the nominees. The Committee shall have a total of seven members. It should be chaired by the Past President and shall include the current President. The balance of the Committee's membership shall be made up of the recent recipients of SNO's awards. Current awards include the SNO Award, Student travel awards, Student poster awards, the Royal Society of Chemistry emerging investigator award, and the Nanopitch contest awards.

Communications and Publications – The Communications and Publications Committee shall be responsible for overseeing SNO's communications and publications, including the SNO letter, website, databases, journals, and any other internal or external vehicles. The Committee shall annually prepare and tender a report concerning the state of communications and publications. The Committee shall have a Chairperson appointed by the President to serve a three-year term. The other members shall be the Newsletter Editor, and three additional members appointed by the President.

Membership – The Membership Committee shall be responsible for reviewing the membership of SNO and for implementing activities to expand SNO's membership and scope. The Chair and members of the Membership Committee shall be appointed by the President on the advice of the Council, with a view to ensuring wide geographic distribution.

Education – The Education Committee shall be responsible for developing, promoting, and seeking funding for SNO's education mission. The Committee shall consist of the Committee Chair, two appointed members, and other members as needed for projects.

Industrial Advisory Board – The Industrial Advisory Board (IAB) will consist of one representative from each corporate member. The IAB will meet once a year during the Annual SNO Conference and will elect a chairman and one member to participate in the SNO Council. Industry participation will ensure that there is strong linkage between all stakeholders involved.

The IAB will also provide advice on scientific gaps, aid in programming, and identify areas for cooperation between SNO and industry.

International Committee – The International Committee will be responsible for increasing the membership and outreach of SNO beyond the United States under the general supervision of the Council. The committee will consist of 5 members who plan SNO activities related to global partners.

Article IX. Financial Operations

Beyond the expenditures required by the ordinary activities of SNO, no money from the general Society accounts shall be disbursed except by the express authority of the Finance Committee. All fiscal affairs of SNO shall be conducted on a calendar year basis, starting on January 1 of each year. Taxes will be prepared by a certified public accountant in a timely manner.

Article X. Office

A central office may be established by the Council to carry out such day-to-day operations of SNO as may be delegated to it by the Council.

Article XI. Dues

The annual dues for regular members and any other class of membership shall be determined annually by the Council, on the recommendation of the Finance Committee, and shall be paid as determined by the Council.

Article XII. Meetings

SNO is authorized to hold scientific meetings, internationally, nationally, and regionally.

SNO's research conference is normally held annually. At the awards banquet, the President shall give a brief review of developments in SNO since the previous conference and open the floor to questions or comments from SNO members. If necessary, an *ad hoc* meeting may be arranged during the conference for further discussion of matters raised.

The SNO President shall present a biennial review of activities and accomplishments on even numbered years.

Article XIII. Affiliations

SNO recognizes its relationship to other organizations sharing the same purpose and with interests in overlapping spheres of knowledge. SNO is empowered to form affiliations with such other organizations, for example, to organize joint meetings. The Council must approve such affiliations.

Article XIV. Sections

The Society may establish student or international sections serving the particular interests of members upon petition by 10 members of the Society and with the approval of the Council. Each section shall appoint a liaison (non- voting) representative to the Council. Each member of any section shall also be a member of the Society in good standing. The services of the Society, as appropriate, shall be offered to any section provided that some arrangement to defray the costs is

agreed by the responsible governing body of the section and the SNO office. The sections may engage in any activities beyond those under such agreement as long as they are consistent with the policies and mission of the Society. The Society will collect section dues. Sections must maintain a minimum of 20 members. The Council may vote to close any section after a 90 day notice period by a majority vote of the Council.

Article XV. Procedure of Council and Committee Business

The business of the Council and all committees shall be conducted in accordance with the principles and procedures of the current edition of Robert's Rules of Order Newly Revised, unless the Council at any time has adopted special rules of order.

Unless otherwise restricted by the by-laws, members of the Council or of any Committee of the Society may participate in a meeting by means of a conference telephone or similar communications equipment approved by the Council. Council actions determined in the course of such meetings shall be considered as official proceedings of the Society and shall be entered into the minutes.

Article XVI. Amendments

The Council may propose changes to these by-laws, to be adopted upon a majority vote of Council members in favor of such changes. The changes shall be notified to the membership via the Society's Newsletter, and covered in the President's biennial review (see Article XII). Amendments to the by-laws, including amendments to revisions approved by Council, may also be proposed by any member who obtains the signatures of at least 20 members supporting the proposed changes. Such amendments shall be put out for discussion by the membership, either via the Society's web-site or at the biennial meeting, before being put to the membership for a vote on an individual basis. The amendments shall be adopted if supported by at least two-thirds of the members responding within 30 days after submission to the membership, provided that this number is not less than one third of the Society's membership.