

**Bylaws of the
Micro, Nano, and Emerging Technologies
Commercialization and Education Foundation**
(As amended 7 January, 2019)

**ARTICLE I
Name and Mission**

1. Name. The name of this organization shall be the Micro and Nanotechnology Commercialization and Education Foundation, Incorporated (abbreviated as MANCEF).
2. Mission. The mission of the foundation is to promote the exchange of knowledge and disseminate information that can accelerate the emergence of an effective economic basis for the future development of emerging technologies including micro and nanotechnology based industries. The foundation does this by providing and organizing conferences, education training sessions, seminars and internet-based electronic forums focusing on commercialization and educational opportunities involving emerging technologies micro and nanotechnology

**ARTICLE II
Board of Directors**

1. General Powers. The property, affairs, and business of the Corporation shall be managed by the Management Board, and except as otherwise expressly provided by law, the Articles of Incorporation, or these bylaws, all of the powers of the Corporation shall be vested in the Management Board. These powers shall be employed, however, solely for the purposes and under such limitations stated in the Articles of Incorporation of the Corporation and in accordance with the laws applicable to such purposes and limitations. Any changes to these bylaws must be approved by a three-fourths majority vote of the Management Board.
2. MANCEF Management Board. The officers of the Management Board shall consist of a President (Chair), Two Vice Presidents, Vice President of the Americas (Canada, US, Central and South America and the Caribbean) and Vice-President of Asia and Europe/Africa/Middle East, a secretary, a treasurer, plus two other at large members. In addition, the Chair of the Strategic Operations Board will have a voting position on the Management Board. Voting powers will only rest with the Management Board who will consult with the MANCEF Strategic Operations Board on relevant matters prior to voting. The Management Board will be responsible for the Corporation, its finances, policy, programming, external communications and external relations with other bodies, and the membership of the Management and Strategic Operations Boards. Members of the Management Board may not receive compensation for their volunteer

efforts through the solicitation of sponsors or exhibitors for MANCEF conferences and speaking at MANCEF conferences. Members of the Management Board can be reimbursed for travel and other expenses associated with MANCEF activities approved by both the MANCEF treasurer and the president.

3. **Terms, Election and Removal of Board Members.** The Management Board shall endeavor to ensure continuity and renewal of the organization through its appointive and elective processes. Management Board members shall be nominated by either a Management Board or Strategic Operations Board member and voted onto the Management Board by a three fourths majority affirmative vote of the MANCEF Management Board. Management Board members shall serve up to a 4-year term which is renewable. All newly appointed Board members are reviewed by the board after their first year on the board. Board members may be removed without cause by a majority vote of the Management Board. Any board member who is so removed from the board shall not be eligible to stand for re-election to either board. Strategic Operations Board members are nominated by a Management Board member or a Strategic Operations Board Member and voted on by a majority affirmative vote of the MANCEF Management Board. Strategic Operations Board members will serve up to a 3-year term and are renewable. Board members may be removed without cause by a majority vote of the Management Board. Any board member who is so removed from the board shall not be eligible to stand for re-election to either board. Nominations for the posts of President and Vice President can only be endorsed if the candidates have served for a minimum of one year on one of the MANCEF boards. In the case of all Management Board vote ties and after a second discussion and second tie vote, the President will break the tie and make the final decision.
4. **Management or Strategic Operations Board Member Emeritus.** In recognition of their leadership service to MANCEF and to benefit from their past experience a prior Board member may be elected Board Member Emeritus and be able to attend meetings of the Boards to which they were initially members. Such election shall require a two third (2/3) affirmative vote of the Management Board. The term of office has no limits. Emeritus board members can attend the relevant Board meetings but with no voting rights.
5. **Waiver and Consent.** Any action which the members may take by vote at a meeting upon proper notice may equally effectively be taken upon written waiver of notice and unanimous written consent of all members entitled to vote, which action is to be effective upon the terms and at the time stated in the consent. The Management Board may also permit electronic polling by resolution.

ARTICLE III

Duties of Management Board Officers

1. **Duties of Officers.** The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the

Management Board. Every outgoing officer shall share all relevant information and materials relating to their office position to the succeeding officer to facilitate the smooth transition of responsibilities and shall forward all other permanently valuable documentation to the Secretary for inclusion in the MANCEF archives.

2. Duties of the President. The President shall be an executive officer of the Corporation and shall be responsible for the implementation of policies of the Management Board and for leading the overall direction of the Corporation. The President may sign and execute in the name of the Corporation all legal and financial instruments and documents. In addition, the President shall perform all duties incident to the office of the President, including presiding at meetings of the Management Board, overseeing the Strategic Operations Board, representing MANCEF at formal and informal gatherings, and such other duties as from time to time may be necessary.
3. Duties of the Vice-Presidents. Each Vice-President shall coordinate and be responsible for corporate activities in the Vice-President's Region, perform duties assigned by the President in his or her regions and shall have such powers as may from time to time be assigned by the President. Any Vice-President may sign and execute in the name of the Corporation such instruments and documents as authorized by the President. Each regional Vice-President will be responsible for soliciting Strategic Operations Board members from their respective regions. The duties of the President can be assigned to the most senior Vice President by the President should the need arise due to illness or absence, or in the situation where neither is available, to the Treasurer /Secretary.
4. Duties of the Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Management Board. The Treasurer shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) for the preparation of appropriate operating budgets and financial statements; (iii) for the preparation and filing of all tax returns required by law; (iv) for the preparation and filing of other reports, statements or documents required by law, and (v) for the performance of all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Management Board. The Treasurer may sign and execute in the name of the Corporation such instruments and documents as authorized by the Management Board. The Treasurer shall have custody, or responsibility to arrange suitable custody, of all deeds, leases, contracts, and other important corporate documents; shall have charge of the books, records, and papers of the Corporation relating to its organization and management as a Corporation. The Treasurer shall be responsible for conducting an annual audit or financial review and preparing a report submitted to the management board. In addition the Treasurer shall be responsible for managing cash flow, providing a financial report at each board's meeting and preparing or facilitating the preparation of an annual budget to be reviewed and approved by the management board. The Treasurer is responsible for collecting and managing fundraising revenues.

5. Duties of the Secretary. The Secretary shall be responsible for overseeing the election process for both the Management and Strategic Operations Boards, for scheduling meetings, and other duties as assigned by the President. All board meetings of both the Management and Strategic Operations Boards will be documented. The taking of minutes will be rotated through the board membership and sent to the Secretary for review and distribution. The secretary shall be responsible for securing and maintaining the MANCEF archives.
6. Duties of the Members-at-Large. The duties of the member-at-large shall be mutually agreed upon by the president and the member-at-large on an annual basis.
7. Duties of the Strategic Operations Board Chair. The Strategic Operations Board Chair shall represent the Strategic Operations Board and serve as a liaison between the two boards. He or she will be responsible for organizing board meetings, coordinating the activities of the Strategic Operations Board Committee chairs, and the overall communications within the Strategic Operations Board.

ARTICLE IV Strategic Operations Board

1. MANCEF Strategic Operations Board. The Strategic Operations Board shall work with the Management Board to develop and host conferences (COMS, COMETS, and etc.), develop roadmaps, technical articles, educational projects, conference agendas and other content consistent with the vision and mission of MANCEF. The Strategic Operations Board will also act as an advisory body to the Management Board of the Corporation and advise the Management Board on major issues including board memberships. Management and Strategic Operations Board members will be identified as people who have recognized experience in particular sectors or areas that relate to MANCEF's mission. Preference will be given to those with a track record of participation in MANCEF's activities, including COMS and COMET conferences, and who are willing to provide advice and help as a volunteer. Attempts shall be made to ensure that there is a balanced membership (or at least representation) globally on the board.
2. The Strategic Operations Board officers shall consist of a Chair of the Board, Chairs of the Standing Committees and Representatives of the two geographical regions, (1) Americas, Asia/Australia, and (2) Europe/Africa/Middle East). Strategic Board officers are non-voting positions with the exception of the Chair of the Strategic Operations Board who votes with the Management Board officers. The Officers of the Strategic Operations Board shall assist the Management Board in forming the Standing Committees to assist in the management of COMS and other conferences prior to the implementation of those conferences. The following Standing Committees shall be maintained: (1) Technical Program Committee, (2) Sponsorship and Exhibitors Committee, (3) Finance and Administrative Committee, (4) Communications and

External Relations Committee, (5) Marketing and Promotions Committee, (6) Social Committee, (7) Education Committee, (8) Membership Committee.

3. The Strategic Operations Board Chair shall serve for a period of up to two years and will be elected by a majority vote of the Strategic Operations Board Members.

ARTICLE V Committees

1. **Technical Program Committee.** The Technical Program Committee shall solicit information and develop technical programs for all conferences based on the informational needs of the expected audience. This Committee shall be responsible for organizing and reviewing conference abstracts and shall work closely with the Marketing and Promotions Committee to create Calls for Abstracts and Program Announcements. This Committee is responsible for inviting all event speakers.
2. **Sponsorship and Exhibitors Committee.** The Sponsorship and Exhibitors Committee shall primarily solicit sponsorship opportunities to organizations and groups that can support the financial goals for MANCEF/COMS. In addition to actual monetary sponsorships, this committee shall play a key role, and work closely with the Marketing and Promotions Committee in soliciting sponsorships from media as well as other professional and trade organizations that can assist in helping promote MANCEF conference activities. This Committee is responsible for establishing suitably posting the details of sponsorship benefit packages.
3. **Finance and Administrative Committee.** The Finance and Administrative Committee shall have responsibilities that include developing agreements and contracts with conference and meeting venues, establishing meeting registration protocol including creating, managing and updating meeting websites, creating meeting budgets and providing updates to all Board Members, and overseeing planning of meeting events. This Committee will assist the Treasurer in performing respective duties related to fundraising and managing cash flow.
4. **Communications and External Relations Committee.** The Communications and External Relations Committee shall have responsibilities which center about identifying, establishing and maintaining outreach to complementary sister organizations. This Committee is also responsible for obtaining and providing feedback from its members and soliciting concerns and suggestions from the MANCEF community.
5. **Marketing and Promotions Committee.** The Marketing and Promotions Committee shall be responsible for creating, disseminating and coordinating e-mail announcements, newsletters, press releases, call for papers, and any articles pertaining to the Foundation including all Meetings and Conferences. This Committee shall coordinate the development of brochures, flyers and website content to ensure a coherent and cohesive

message of MANCEF and related Conferences are conveyed to the targeted audience. This Committee will also work with meeting co-sponsors to best define the appropriate target audience and the optimum media outlets to address them. A coordination with the Sponsorship and Exhibitors Committee is required to facilitate marketing barter with technical publications and other professional and trade organizations who will further support disseminations of information to various media channels.

6. Social Committee. The Social Committee is responsible for the creation and organization of all social activities prior to, during and after Conference meetings including tours, day activities, and local interest outings.
7. Education Committee. The Education Committee's major role is in advising members of the long-term education and training objectives of the organization. Key initiatives will be developed by the Education Committee via reports, seminars, webinars, special projects and workshops.
8. Membership Committee. The Membership Committee is responsible for defining the qualifications for and benefits of membership in the organization. Working in collaboration with the Marketing and Promotions Committee, the Membership Committee will provide key content and guidelines pertaining to membership benefits

ARTICLE VI Amendments

1. Amendments to these Bylaws may be proposed by any member of the Board of Directors. 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 majority affirmative vote of the Board of Directors before or at a regular or special meeting of the Board.