

CONSTITUTION
June 18, 2003

ARTICLE I: NAME AND OBJECTIVES

SECTION 1. This organization shall be known as the "ESD Association." When appropriate the name may be written in its longer form as "Electrostatic Discharge Association."

SECTION 2. Its objective shall be scientific, technical, and educational in character. The Association shall strive for the advancement of theory and practice of electrical overstress avoidance and of allied arts and sciences and the maintenance of a high professional standing among its members and others and with special attention of such aims within the FIELD OF INTEREST of the Association as are herein after defined.

SECTION 3. The Association shall promote close cooperation and exchange of technical information among its members and others, and to this end shall hold symposia for the presentation of papers and their discussions, shall provide for the publication of technical work of merit, and shall study and provide for the general needs of its membership.

SECTION 4. The Association will be not-for-profit.

ARTICLE II: FIELD OF INTEREST

SECTION 1. The field of interest of the Association shall be the design hardening and prevention aspects of electrical overstress. This especially includes phenomena of electrostatic discharge and its control as applicable in design, manufacturing and end use. Emphasis shall be placed upon design requirements, evaluation and test procedures and standardization of these practices.

SECTION 2. Any work that leads to better understanding of the physics of EOS/ESD phenomena shall be a major interest.

SECTION 3. The field of interest of the Association may be enlarged, reduced, or modified as the needs of the times indicate.

ARTICLE III: MEMBERSHIP

SECTION 1. Individuals interested in the objectives of the Association upon application and payment of fees as prescribed in the Bylaws will become individual members.

SECTION 2. There may be special categories of individual membership such as foreign country members where mail costs are higher, with appropriate fees, as specified in the Bylaws.

SECTION 3. Entities who are listed or are residents or citizens of countries listed on the United States State Department Defense Trade Controls List of Debarred Parties; the United States Treasury Department Office of Foreign Assets Control Specially Designated Nationals List and Blocked Persons; or the United States Department of Commerce Bureau of Industry and Security Denied Persons List, Unverified List or Entities List and any similar current and future lists shall be banned from membership.

ARTICLE IV: FINANCIAL SUPPORT

SECTION 1. The Association may collect from its members fee as prescribed in the Bylaws.

SECTION 2. The Association may make registration charges at its symposia. The registration fee for nonmembers of the Association will be higher than for members.

SECTION 3. The Association may raise revenues by other means, such as advertising, exhibits, sale of publications, request for contributions, provided prior approval is given by the Board of Directors (BoD) for those means not explicitly permitted by current Association rules and regulations.

ARTICLE V: ADMINISTRATIVE

SECTION 1: The Association shall be managed by a Board of Directors of 12 elected Members at Large of the Association plus members "ex officio with vote" as specified elsewhere in the Constitution or in the Bylaws. There may also be members "ex officio without vote."

SECTION 2. The officers of the Association shall be the President, Vice Presidents as defined by the Bylaws, the Secretary and the Treasurer. The Past-President shall be an ex-officio member of the BoD with vote.

SECTION 3. Organizational entities subordinate to the BoD may be formed as prescribed in the Bylaws.

SECTION 4. The terms of the Members at Large shall be for three years staggered so that four start each year, and no more than two terms shall be consecutive. Eligibility is restored after a lapse of one year.

SECTION 5. The President of the Association shall be elected annually by the BoD for a one year term, and may be re-elected but no more than two terms shall be consecutive.

SECTION 6. To qualify for nomination the candidates for President shall have been at some time elected Members at Large.

SECTION 7. The Vice Presidents of the Association shall be elected annually by the BoD for one-year terms, and may be re-elected but no more than two terms shall be consecutive.

SECTION 8. Each Officer and Member at Large must be a member of the Association during his term of office.

SECTION 9. The retiring President shall serve as Past-President until displaced by a successor.

SECTION 10. The newly elected President and Vice Presidents and Members at Large shall assume office on the first day of January.

SECTION 11. A Secretary and a Treasurer shall be appointed by the President with the advice and consent of the BoD for a term of one year, and may be so reappointed without limit. These officers need not have current or prior tenure as elected Members at Large. The Secretary and Treasurer shall be ex-officio members of BoD with vote. Because of the complexities of budgeting, some continuity in the Office of Treasurer is desirable.

SECTION 12. The duties and responsibilities of the officers shall be as defined hereunder and in the Bylaws and as delineated by the BoD.

SECTION 13. The President, under direction of the BoD, shall have general supervision of the affairs of the Association. He shall preside at meetings of the BoD, at general meetings of the Association, and have such other powers and perform such other duties as may be provided in the Association Bylaws, or as may be delegated to him by the BoD.

SECTION 14. The President shall be an ex-officio member of all Committees of the Association.

SECTION 15. The BoD may establish standing or ad hoc committees as prescribed in the Bylaws, including both functional committees (e.g., Awards, Chapters, Membership, Nominations) and technical committees. The President, Vice Presidents and planning committees are especially expected to make proposals to the BoD for establishing standing or ad hoc committees. Technical, special-focus, committees within the Association may be established as needed to develop specific areas of the field of interest. All appointments to committee and similar posts will be for a term not to exceed one year. Committee reappointment can be made without limit.

In the event that reappointments are not made, past appointments shall continue until successors are appointed and take office or until the committee and/or similar posts are dissolved.

SECTION 16. Neither the Association nor any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the Association except within prior approved budgets.

SECTION 17. All major items and general financial policies will be controlled by the BoD. Routine expense matters encountered in the implementation of established policies will require review and approval by the President or Treasurer. The Treasurer is explicitly responsible for adherence to the budget.

ARTICLE VI: NOMINATION AND ELECTION OF BOARD OF DIRECTORS

SECTION 1. The nominating procedure for Members at Large shall include provision for petition by Association members to place a name on the ballot as prescribed in the Bylaws.

SECTION 2. Election of the Members at Large of the BoD shall be prescribed in the Bylaws.

SECTION 3. Vacancies for Members at Large may be filled by appointments, as prescribed in the Bylaws.

ARTICLE VII: MEETINGS

SECTION 1. The Association may hold meetings, conferences, symposia, or conventions either alone or in cooperation with other technical organizations. The Association's goal is to sponsor at least one technical symposium of national scope each year.

SECTION 2. The BoD shall hold at least two meetings each year, one of which shall be designated the Annual Meeting at a time specified in the Bylaws. Other meetings of the BoD shall be held at such times as are found necessary and/or convenient. Special meetings of the BoD may be called either by the President of the Association at his own discretion or upon request of six other members of the BoD with at least 30-days notice.

SECTION 3. Five elected members of the BoD shall constitute a quorum, except as provided otherwise herein. All members shall have an equal vote.

SECTION 4. A majority vote of those elected members and "ex officio with vote" members of BoD attending a meeting in which a quorum is present shall be necessary for the approval of actions except as otherwise provided in the Bylaws.

SECTION 5. Business of the BoD may be handled by correspondence, telephone, or telegraph as appropriate in the opinion of the officers concerned. When such business involves actions not having the prior approval of the BoD, or is outside its normal policy, approval by majority vote is necessary, unless otherwise provided. Telephone acts are to be confirmed promptly in writing.

ARTICLE VIII: PUBLICATIONS

SECTION 1. Publications undertaken by the Association shall be subject to guidance or controls prescribed by the BoD or its duly appointed committees. The Association shall be responsible for the financial aspects of its publication program.

SECTION 2. The President, with the advice and consent of the BoD, shall appoint such editors as may be required to implement the publication program. The duties of an editor, and his compensation, if any, shall be prescribed in the Bylaws.

ARTICLE IX: AMENDMENTS

SECTION 1. Amendments to this Constitution may be initiated either by petition submitted to the BoD President by a minimum of forty members of the Association or by 2/3 majority vote of the BoD, copies of the proposed amendments having been distributed to all members of the BoD at least two weeks prior to the voting. The proposed amendment shall be publicized by direct mailing to the membership with notice that it goes into effect unless 40 or more Association members object in writing within 30 days. If such objections are received, a copy of the proposed amendment shall be mailed with a ballot to all members of the Association at least 30 days before the date appointed for return of the ballots, and the ballots shall carry a statement of the time limit for their return to the Association. Approval of the amendment by at least two thirds of the ballots legally cast shall be necessary for its enactment. For each petition submitted, the BoD shall prepare summary statements for and against the proposed amendment and a recommendation in the form of a vote for the BoD concerning its adoption. The summary statements and recommendation shall appear along with the proposed amendment when the latter is published for Association consideration.

SECTION 2. Suitable Bylaws and amendments thereto may be adopted by a two-thirds vote of the BoD present in meeting assembled provided that notice of the proposed Bylaw or amendment has been sent to each member of the BoD at least two weeks prior to such a meeting; or a Bylaw or amendment may be adopted by a two-thirds mail vote of the members of the BoD provided a 30-day period is allowed for such responses. Following adoption by the BoD, the proposed Bylaw or amendment shall be published and made available to the Association members.

SECTION 3. All amendments to the Constitution or Bylaws shall become effective 30 days after all necessary approvals and notifications, unless a later date has been specified at the time the vote is taken.