

Bylaws of the International Society of Materials Modeling (ISM2)

ARTICLE 1. NAME AND OBJECTIVE

1.1 Name. The organization (hereinafter referred to as the “Society”) shall be known as the “International Society of Materials Modeling”. The abbreviation of the Society name shall be ISM2.

ARTICLE 2. MEMBERSHIP

2.1 Eligibility. All individuals worldwide working in any area of materials science and engineering, consistent with the objective stated in Paragraph 1.2, and interested in advancing materials modeling and simulation shall be eligible for full membership in the Society. Business concerns and other worldwide organizations actively engaged in the fields of materials modeling or related activities shall be eligible for corporate membership. Individuals primarily enrolled as full-time students at accredited educational institutions shall be eligible for student membership.

2.2 Election to Membership. Any eligible person may become a member upon filing of his/her application for membership with the Society Administrator and upon payment of the necessary membership dues.

2.3 Dues. Biennial dues and method of collection shall be as determined by the Board of Directors for each of the membership categories. The Board of Directors will review dues and method of collection every four years.

2.4 Suspension, Expulsion, and Termination of Membership. The Board of Directors, by an affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate hearing before the Board. Causes for suspension or expulsion include violations of the Society's Code of Conduct or other community standards. Any member who has been expelled may not reapply for membership unless a two-thirds vote of the Board of Directors reverses the prior expulsion decision. The Board of Directors, by a majority vote, may terminate the membership of any member who becomes ineligible for membership or who is in default of payment of dues for the period fixed in the bylaws of the Society.

ARTICLE 3. MEETINGS OF MEMBERS

3.1 Business and Special Meetings. The Society shall hold a biennial business meeting of the members in-person or virtually in the last third of even-numbered years or at such other date as the Board of Directors shall determine. These business meetings shall address administrative matters of the Society. Additionally, special business meetings focused on Society administration may be called in-person or virtually by the President or shall be called by the Society Administrator

within 30 days either upon the direction of Board of Directors or upon the request of members having 2% of the votes entitled to be cast at such meeting.

3.2 Notice. Written notice stating the place, day and hour of any business meeting and the purpose(s) thereof, shall be delivered electronically by the society President to each active member entitled to vote no less than 10 days before the meeting date. Electronic delivery includes email to the address on record with the Society.

3.3 Voting. Each individual active member shall be entitled to vote electronically in Society elections and on matters submitted for membership vote by the Board of Directors. Access to voting will be provided electronically at least 10 days prior to the business meeting date. Corporate members and student members shall not be entitled to vote.

3.4 Quorum. At all business meetings of the members, the lesser of 2.5% of eligible voters or 25 members shall constitute a quorum, if present in person, by virtual conferencing, or by proxy. In the absence of a quorum, a majority of members present may adjourn the meeting for a period of no more than 30 days, with announcement of the rescheduled date/time made during the meeting. If a quorum is present, the affirmative vote of a majority of the members present or represented by proxy shall be the act of the membership unless a greater vote is required by law or the Articles of Incorporation or these By-Laws.

3.5 Elections. Election of directors shall be held electronically by email, online voting, or other method unless otherwise determined by the Board of Directors. Electronic ballots shall be distributed to voting members between 60-90 days before the next business meeting. Completed ballots must be received within 30 days of distribution. An election committee of at least three members designated by the Board shall review ballots within 10 days of the deadline. Election results will be announced at the ensuing business meeting or otherwise as determined by the Board. The four candidates receiving the most votes shall be elected.

3.6 Action by Consent. Any action required to be taken at a business meeting of the members may be taken without a meeting, if written consent, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

3.7 Order of Business. The recommended order of business at the biennial meetings shall be: call to order, submittal of the President's report on Society administration over the preceding two years, submittal of a financial statement, any other specific business matters set out in meeting notice. The Board may alter the agenda order as needed. A summary of the minutes shall be published and distributed to all members.

ARTICLE 4. DIRECTORS

4.1 Composition. The Board of Directors will be composed of twelve elected Directors.

4.2 Powers and Duties. The affairs of the Society shall be managed by a Board

of Directors consisting of twelve elected Directors.

4.3 Election of the First Board of Directors. As a one-time process for establishing the first Board of Directors, twelve directors shall be elected within 4 months of the establishment of the society. Directors shall draw lots to determine assignment of the following initial term lengths: one third shall serve 2-year terms ending December 31, 2026; one third shall serve 4-year terms ending December 31, 2028; and one third shall serve 6-year terms ending December 31, 2030. All first terms shall commence on July 1, 2024. This initial term process applies only to the election of the inaugural Board.

4.4 Election of the Directors. One third of the Directors shall be elected every six years for a four-year term and serve until their successors are elected and qualify to replace them. All terms of directors shall commence on the first day of the calendar year following the end of the election and end at the end of the fourth year.

4.5 Eligibility. All Directors must be members of the Society for a period of four years before being eligible to serve as Directors. For the two election cycles after the initiation of the Society, the Directors must have attended two of the last 3 “International Conference on Multiscale Materials Modeling”.

4.6 Vacancies. In the event of any vacancy occurring on the Board by reason of death, resignation or otherwise, such vacancy may be filled by Presidential appointment until the next election at which time a Director shall be elected to complete the balance of the unexpired term of office.

4.7 Nominations. A Nominating Committee of two or more members shall be appointed by the Board of Directors. Not more than one-half of the members of such committee shall be Directors. The Committee shall submit its nominations for Directors to the Board of Trustees not later than ninety days prior to the annual meeting of members. In addition, nominations may be made by any members, provided that such nomination shall be signed by not less than five individual members and shall be submitted to the President of the Society not later than ninety days prior to the annual meeting of members.

4.8 Non-voting Board members: The local chair(s) of the next biennial International Conference on Multiscale Materials Modeling shall be non-voting member(s) of the Board from one year before through one year after the conference, unless they already serve on the Board. The Board may also appoint non-voting members to serve as Secretary, Assistant Secretaries, Communications Director, Treasurer, or other roles as needed, unless they already serve on the Board. Non-voting members may attend and participate in Board meetings, except executive sessions. Appointed members may be called upon to attend meetings.

ARTICLE 5. MEETINGS OF THE BOARD OF DIRECTORS

5.1 Place. Meetings of the Board of Directors, regular and special, may be held either within or without the State of Delaware.

5.2 Biennial Meeting. A biennial meeting of the Board of Directors shall be held normally either in conjunction with or immediately following the biennial meeting of

the members, at the same time and place, but may be held at other times and places if so, determined by the Board of Directors. Notice of such a meeting shall be necessary.

5.3 Regular Meetings. Regular meetings of the Board of Directors may be called by the President on not less than five days of notice by E-mail. The time and place of the meeting shall be indicated by such notice. Upon written request of any two Directors, special meetings, shall be called by the President or the Secretary in like manner and on like notice. The notice need not set out the purposes of the meeting.

5.4 Quorum. A quorum for the transaction of business at any meeting of the Board of Directors shall be either (a) one-half of the members of the Board of Directors, whether attending in-person or virtually, or (b) four Directors if the actions taken at such meeting shall be consented to in writing by not less than a majority of the Directors. The act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by statute or the Articles of Incorporation or these By-Laws. If a quorum shall not be present at any meeting of the Directors, the Directors present may adjourn the meeting until a quorum is present.

5.5 Action by Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE 6. COMMITTEES

6.1 Executive Committee. The Executive Committee shall consist of the President and one Vice Presidents, which Committee, to the extent provided by resolution of the Board of Directors, shall have and exercise all of the authority of the Board of Directors in the management of the Society while the Board of Directors shall not be in session, except as otherwise required by law. Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and report the same at each meeting of the Board.

6.2 Other Committees. The Board of Directors shall have power to designate other and further committees, to have such powers and perform such functions as may be fixed by resolution of the Board creating such committees.

ARTICLE 7. OFFICERS

7.1 Election. The officers of the Society shall be elected by the Board of Directors at its biennial meeting every two years. The officers elected shall be the President and one Vice President.

4.9 Eligibility. The President is a member of the Board of Directors and shall have served on the Board of Directors during the two years preceding his/her election. This rule is exempt in the first cycle of elections after the initiation of the Society.

The Vice President must be elected member of the Board of Directors.

7.2 Tenure. The President and Vice President shall hold 2-year terms aligned with the calendar year, commencing January 1 following their election and ending December 31 of their second year, or until their successors are elected and qualify. Officers may serve up to two consecutive terms if eligible. Any officer may be removed at any time by a two-thirds affirmative vote of the Board of Directors. Vacancies shall be filled by majority Board vote for the remainder of the term. The first elected officers will serve from July 1st 2024 through December 31st 2026.

7.3 Compensation. All officers shall serve without compensation. The Board of Directors may wish to appoint a Secretary, Assistant Secretaries, Communication Director, and Treasurers, as needed. Their compensation, if any, shall be fixed by the Board of Directors.

7.4 President. The President shall be the chief executive officer of the Society, shall preside at all meetings of the members and the Board of Directors, shall have general and active management of the business of the Society, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

7.5 Vice President. The Vice President shall perform such functions as may be assigned to him/her by the President or the Board of Directors. In the absence or disability of the President, he/she shall perform all functions of the President. If additional Vice Presidents are elected, they shall have such functions and powers as the Board of Directors may from time to time prescribe.

7.6 Secretary, Assistant Secretaries, or Communication Director. The Board may appoint a Secretary to maintain meeting minutes and give notice of meetings. The Secretary may attend Board and member meetings, keep custody of the corporate seal, and attest to official documents. The Board may appoint a Communications Director to maintain the Society's online presence and support the Board on communications matters.

7.7 Treasurer and Assistant Treasurers. The Board may appoint a Treasurer to oversee the custody, accounting, disbursement, and reporting of Society funds and assets. The Treasurer may be bonded as required by the Board. An Assistant Treasurer may act in the Treasurer's absence.

ARTICLE 8. MISCELLANEOUS PROVISIONS

8.1 Checks. All checks and other financial instruments and commitments must be signed by the officer(s) or other person(s) designated by Board resolution. The Board may authorize multiple signing officers and impose monetary thresholds or other restrictions as it deems appropriate.

8.2 Fiscal Year. The fiscal year of the Society shall be fixed by resolution of the Board of Directors.

ARTICLE 9. AMENDMENTS

9.1 These By-Laws may be altered, amended, or repealed or new By-Laws may be

adopted by the affirmative vote of a majority of the entire Board of Directors, if notice of the proposed alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of the meeting. The members shall be notified thereof as soon as may be practicable.