

Bylaws

International Microwave Power Institute

Article I Definitions

Unless the context otherwise requires or implies, the following terms, when used in their capitalized form, shall have the following meanings:

Section 1.01 - Board of Governors

“Board of Governors” means the board of governors of the Institute.

Section 1.02 - Charter Member

“Charter Member” means a charter member of the Institute.

Section 1.03 - Corporation

“Corporation” means a company, corporation, partnership, unincorporated association or organization, trust or government or department or agency thereof.

Section 1.04 - Extraordinary Resolution

“Extraordinary Resolution” means a resolution passed by a majority of not less than three-fourths of such Members of the Institute entitled to vote as are present in person or by proxy at a general meeting of the members of the Institute of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

- (a) When applied to Board voting, "Extraordinary Resolution" means a vote of no less than three-fourths of the Members of the entire Board, either present at, or by proxy, at a Board meeting, or by electronic voting, of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

Section 1.05 - Fellow

“Fellow” means a fellow of the Institute.

Section 1.06 - Fiscal Management

“Fiscal Management” means finances, accounting, banking, deficits, surpluses, and ownership.

Section 1.07 - Institute

“Institute” means the International Microwave Power Institute.

Section 1.08 - Member and Membership

“Member” means a member of the Institute and includes a Student Member, a Charter Member, a Fellow and an Associate Member, and “Membership” has a corresponding meaning.

Section 1.09 - Standards

“Standards” means standards concerning technologies encompassed within the purposes and objectives of the Institute.

Section 1.10 – Corporate Member

“Corporate Member” means a corporation or non-corporate business entity member of the Institute.

Section 1.11 - Student Member

“Student Member” means a student member of the Institute.

Section 1.12 – Unincorporated Association

“Unincorporated Association” means a non-profit organizational entity intended to meet applicable laws as required for status under US tax law as a 501(c)(3) organization. The Institute is organized as an unincorporated association.

(a) Article II Membership

Section 2.01 - Grades of Membership

The grades of membership in the Institute are:

- (a) Member,
- (b) Student Members,
- (c) Charter Members,
- (d) Fellows, and
- (e) Corporate Members
- (f) University Members

Section 2.02 - Eligibility for Membership

- (a) Member: Members shall be individuals interested in the study and uses of RF/microwave energy for heating and related applications.
- (b) Student Members: Student Members shall be bona fide students interested in the study and uses of RF/ microwave energy for heating and related applications.
- (c) Charter Members: Member who became Members of the Institute during the year 1966 may be known as Charter Members.
- (d) Fellows: Fellowship of the Institute may, in the discretion of the Board of Governors of the Institute, be conferred on any individual in recognition of his or her outstanding contribution toward the aims and objectives of the Institute as specified in the charter of the Institute.
- (e) Corporate Members: Corporate Members shall be Corporations interested in the study or applications of RF/microwave energy.
- (f) University Members: University Members shall be Universities interested in the study or applications of RF/microwave energy.

Section 2.03 - Application and Approval of Membership

Application for Membership shall be made in such form as the Board of Governors may prescribe and approval of Membership shall be in the sole discretion of the Board of Governors.

Section 2.04 - Good Standing

A Member shall be in good standing upon payment of the applicable annual membership fee.

Section 2.05 - Voting

- (a) Members: A Member in good standing shall be entitled to one vote at any meeting of the Members of the Institute.
- (b) Proxies: A Member may vote by proxy provided that the person appointed under the proxy is a Member in good standing and has, in writing, deposited his appointment with the secretary of the meeting. A reminder of this proxy right shall be sent in the notice of meeting.
- (c) Mail Ballot: Except where the applicable law requires a meeting, the Board of Governors may submit issues to the membership for a vote by mail ballot. Mail ballots shall allow at least 30 days from the date of mailing to the due date. Unless otherwise provided by applicable law or these bylaws, the mail balloting process shall require a response from 30% of the eligible voting members to validate the ballot and a simple majority will determine the decision of the members.
- (d) Electronic Ballot: Except as required by applicable law, the Board of Governors may submit issues to the membership for a vote by electronic ballot. Electronic ballots shall allow at least 30 days from the date of original transmission to the due date. Unless applicable law or these bylaws otherwise provide, the electronic balloting process shall require a response from 30% of the eligible voting members to validate the ballot and a simple majority will determine the decision of the members. Members eligible to vote on an issue and not having a listed electronic (email) address shall be informed of the ballot issues as determined under section (c), Mail Ballot.
- (e) Elections of the Institute shall provide for absentee ballots.

Section 2.06 - Resignation

A Member may resign at any time by notice in writing to the Institute at its head office address.

Section 2.07 - Suspension

A Member in arrears for fees or assessments for any year shall be automatically suspended at the expiration of ninety (90) days from the date on which such an assessment became due and payable and shall thereafter be entitled to no membership privileges or power until reinstated.

Section 2.08 - Expulsion

A Member, upon a two-thirds vote of the members of the Board of Governors, may be expelled from membership for any cause, which the Board of Governors may deem just and reasonable.

Article III Board of Governors

Section 3.01 - Powers and Responsibilities.

The Board of Governors shall manage or supervise the management of the affairs of the Institute and shall:

- (a) institute and implement policies for the Institute which are consistent with the purposes and objectives of the Institute;
- (b) develop long range plans, policies and procedures which will assure the long-term interests of the Institute;
- (c) determine the Fiscal Management policies of the Institute, and approve all budgets;

Section 3.02 - Composition

- (a) The Board of Governors shall consist of:
 - (i) not less than three (3) members, who shall be members in good standing, elected by the Members in a general meeting (the "Elected Board Member(s)");
 - (ii) such number of Corresponding Board Members as the Board of Governors may from time to time appoint;
 - (iii) The elected Members shall be voting Members of the Board, the total number of which shall not exceed fifteen (15).
 - (iv) Board membership shall be as evenly divided as possible between academia, industry, food corporations and any sections or chapters.

Section 3.03 - Terms of Office of Members

- (a) Each Elected Board Member of the Board of Governors shall hold office until the third annual general meeting following his/her election;
- (b) Corresponding Board Members shall hold office for a term of two (2) years from the date of their appointment.

Section 3.04 - Removal of Board Members

Any elected, appointed or ex-officio member of the Board of Governors may be removed from office by a two-thirds (2/3) vote, excluding the member at issue, of the Board of Governors or by a special ballot of the membership in accordance with section 2.05(c) and (d) for cause, including without limiting the generality of the foregoing:

- (a) failure without reasonable excuse to regularly attend meetings of the Board of Governors;
- (b) inability to act by reason of illness or otherwise; or
- (c) conduct, which in the opinion of the Board of Governors, is unbecoming or is contrary to the aims of the Institute.

Section 3.05 - Vacancies of Board Members

Casual vacancies of the elected members of the Board of Governors may be filled by the Board of Governors.

Section 3.06 - Corresponding Board Members

Corresponding Board Member shall:

- (a) be entitled to attend, but not vote at, all meetings of the Board of Governors;
- (b) represent the Institute and its interests throughout the world;
- (c) submit an annual report to the Board of Governors on matters of concern to the Institute in that area of the world in which they represent the interests of the Institute; and
- (d) undertake those assignments assigned to them by the Board of Governors from time to time.

Section 3.07 – Conflict of Interest

- (a) Members of the Board of Governors having a direct or indirect financial interest in an entity with which the Institute has or might have in the future a transaction or business arrangement shall disclose the existence and all material facts of such financial interest to the Board of Governors. After disclosure of such financial interest and all material facts, the remaining non-interested Board members shall determine if a conflict of interest exists.
- (b) Board members who are found to be in conflict of interest shall be recused from all discussion of and decisions on transactions and arrangements that involve or may potentially be affected by the conflict of interest.
- (c) The Board of Governors shall exercise due diligence to seek alternate transactions or arrangements that would not give rise to a conflict of interest.

Article IV Committees of the Board of Governors

Section 4.01 - Executive Committee

- (a) The Board of Governors may appoint an Executive Committee composed of the President, the Executive Vice President, the Treasurer, the Secretary as voting members, plus the Executive Director as a non-voting member, and such other persons as the Board of Governors may from time to time determine by resolution. The Executive Committee shall exercise the responsibilities of the Board of Governors between regular meetings of the Board of Governors. The Board of Governors may at any time change the composition of the Executive Committee.
- (b) The Executive Committee shall meet at the call of the President or upon the request of at least half its members. Notices of meetings shall be given at least five days in advance and a

majority of the Executive Committee shall be in attendance at such place, time and means determined by the President for the valid conduct of business.

Section 4.02 - Other Committees

The Board of Governors and the Executive Committee may each and separately appoint such other committees as it may from time to time require, and shall determine the duties, remuneration and removal requirements upon such appointment.

Article V Officers of the Institute

Section 5.01 - Officers

The officers of the Institute shall be the President, the Executive Vice President, the Treasurer, the Secretary, the Executive Director and such other officers as the Board of Governors may from time to time by resolution determine.

Section 5.02 - President

The President shall chair the Board of Governors and shall be elected annually by the Board of Governors from among the Elected Board Members at the first Board of Governors meeting following the annual general meeting and shall hold office until the first Board of Governors meeting following the next annual general meeting. The President shall be an ex-officio member of all Committees and Sections and Chapters.

Section 5.03 – Election of Executive Vice President

The Executive Vice President shall be elected annually by the Board of Governors from among its Elected Board Members at the first Board of Governors meeting following the annual general meeting and shall hold office until the first Board of Governors meeting following the next annual general meeting.

Section 5.04 - Election of Treasurer and Secretary

The Treasurer and the Secretary shall be elected annually by the Board of Governors from among its Elected Board Members at the first Board of Governors meeting following the annual general meeting and shall hold office until the first Board of Governors meeting following the next annual general meeting.

Section 5.05 - Appointment of Executive Director

The Executive Director shall be appointed by the Board of Governors to hold office for such term as the Board of Governors may determine. The Executive Director may, but need not, be a member of the Institute.

Section 5.06 - Removal of Officers

Any officer of the Institute may be removed from office with or without cause by vote of the Board of Governors.

Section 5.07 - Responsibilities of the President

The President shall:

- (a) be Chairman at meetings of the Board of Governors and at the annual general meeting and at general meetings of the Institute

Article VI General Provisions Regarding Meetings, Notices, and Quorums

- (b) direct his efforts to assure the long-term interests of the Institute are consistent with the policies of the Board of Governors;
- (c) exercise general supervision of the affairs of the Institute;
- (d) be ex-officio a member of all committees of the Institute and chairman of the Executive Committee; and
- (e) have the powers and duties that are assigned to him or her by the Board of Governors from time to time.

Section 5.08 Responsibilities of the Executive Vice President

The Executive Vice President shall:

- (a) act for the President during his or her absence or inability to act.

Section 5.09 - Responsibilities of the Treasurer

The Treasurer shall:

- (a) exercise general supervision of the Fiscal Management policies of the Board of Governors; and
- (b) have the powers and duties that are assigned to him or her by the Board of Governors from time to time.

Section 5.10 - Responsibilities of the Secretary

The Secretary shall:

- (a) keep minutes of all proceedings at each meeting of the Board of Governors and of the Executive Committee and of all proceedings at each annual general meeting and at each general meeting of the Institute; and
- (b) have the power and duties that are assigned to him or her by the Board of Governors or the President from time to time.

Section 5.11 - Responsibilities of the Executive Director

The Executive Director shall:

- (a) be responsible to the Board of Governors through the President for the day to day administration of the affairs of the Institute;
- (b) have custody of the seal of the Institute and shall certify documents issued by the Institute;
- (c) shall have such other powers and duties that are assigned to him or her by the Board of Governors from time to time. and
- (d) shall operate under a contract, approved by the Board, that describes all the duties and activities to be performed by the Executive Director and her or his staff.

Section 6.01 - Meetings

- (a) The first meeting of the Board of Governors shall be held immediately following the annual general meeting and a meeting of the Board of Governors shall be held at least one other time during the year.
- (b) The annual general meeting and general meetings of the Members of the Institute shall be held at the time and place determined by the Board of Governors.

Section 6.02 - Special Meetings

- (a) A special meeting of the Institute shall be called upon a resolution of the Board of Governors.
- (b) A special meeting of the Members of the Institute shall be called by the Board of Governors at the written request of a majority of the Members of the Institute, each of whom is in good standing.
- (c) Any request shall set forth in detail the reasons for requesting a meeting.
- (d) The provisions in these Bylaws respecting the giving of notice for and a quorum at a general meeting of the members of the Institute shall be followed in calling a special meeting and in determining a quorum at a special meeting.

Section 6.03 - Notices

- (a) Notice of meetings of the Board of Governors shall be given to members of the Board of Governors at least seven (7) days prior to a meeting.
- (b) Notice of annual general meetings and of general meetings of the Members of the Institute at least fourteen (14) days prior to a meeting.
- (c) Notices of special business meetings shall be given at least fourteen (14) days prior to a meeting and include sufficient information to permit Members to make a reasoned decision on attendance and issues.

Section 6.04 - Giving Notices

- (a) Any notice required to be given to any member of the Board of Governors, any director, any officer, or any Member under these Bylaws may be given personally or by sending it through the post in a prepaid envelope or by telegram, telex, telecopier or email addressed to the member of the Board of Governors, director, officer, or Member at his or her address as it appears on the books of the Institute.

- (b) Any notice so given shall be deemed to have been received on the day that the notice was personally given and on the fourth day following the day that the notice was posted, telegraphed, telexed, telecopied or emailed.

Section 6.05 - Quorums for Meetings

- (a) Meetings of the Board of Governors: A majority of the members of the Board of Governors shall constitute a quorum at any meeting of the Board of Governors.
- (b) Meetings of the Institute: Those Members who are personally present or represented by proxy shall constitute a quorum at an annual general meeting or at a general meeting of the Members of the Institute.

Section 6.06 - Acts of a Member

The acts of a member of the Board of Governors are valid notwithstanding any defect that may afterwards be discovered in his or her appointment or qualification.

Section 6.07 - Roberts Rules

“Roberts Rules of Order, Newly Revised,” shall prevail at any meeting of the Institute or its Chapters and at any committee meeting.

Section 6.08 - Resolution in Writing

A resolution in writing, signed by all the members of the Board of Governors without their meeting together, shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors, duly called and constituted, and shall be held to relate back to any date therein stated to be the effective date thereof.

Article VII Borrowing Powers of the Board of Governors

Section 8.01 - Borrowing

Only the Board of Governors has the authority to borrow money or incur debt on behalf of the Institute and its sections and chapters. The Board of Governors may:

- (a) borrow money upon the credit of the Institute;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Institute;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) mortgage, charge, or pledge all or any of the real and personal property, present and future undertaking, and rights of the Institute to secure any such debenture or other securities or any money borrowed or any other liability of the Institute.

Nothing contained in this article shall limit or restrict the borrowing

of money by the Board of Governors, on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Institute.

Section 8.02 - Fiscal Year

The fiscal year of the Institute shall coincide with the calendar year.

Section 8.03 - Checks

Checks drawn on the funds of the Institute shall be signed by the President, Treasurer or Executive Director of the Institute.

Article VIII Books, Records, Audit, And Seal

Section 8.01 - Books and Records

The Board of Governors shall keep and maintain or cause to be kept and maintained the books and records of the Institute required to be kept and maintained by these Bylaws or by any statute or law. The books and records shall be in the custody of those officers as designated by the Board of Governors and shall be open to inspection by members of the Institute and/or the Executive Director, or any duly appointed legal or accounting entity, at the times specified by the Board of Governors.

Section 8.02 - Audit

The books of accounts of the Institute shall be audited from time to time, but not less than once every three years, by a certified public accountant or by a firm of certified public accountants appointed at the annual general meeting or by the Board of Governors at the earliest practicable opportunity. Other appropriate accounting reviews may be conducted between such audits.

Section 8.03 - Seal

The seal of the Institute shall be in the custody of the Executive Director of the Institute and shall not be affixed to any document or instrument without the authority of the Board of Governors and then only by those officers or directors designated by the Board of Governors or in the presence of those officers or directors designated by the Board of Governors.

Section 8.04 - Execution of Documents

All documents requiring execution by the Institute shall be signed by the President, Treasurer, or Executive Director of the Institute.

Article IX Membership Dues

Section 9.01 - Membership Dues

Membership dues shall be determined by the Board of Governors.

Article X Remuneration of Members of the Board of Governors, Officers and Committees

Section 10.01 - Remuneration of Members

Members of the Board of Governors shall receive no remuneration for carrying out their duties as members of the Board of Governors, but may be reimbursed for reasonable expenses incurred in the conduct of the business of the Institute.

Section 10.02 - Remuneration of Officers and Members of the Executive Committee

Officers of the Institute and members of the Executive Committee shall receive no remuneration for carrying out their duties, but may be reimbursed for reasonable expenses incurred in the conduct of the business of the Institute.

Section 10.03 - Remuneration of the Executive Director

All compensation for the Executive Director, her staff and any other assistants, including monthly stipends and commissions, shall be approved annually or at other appropriate times by the Board of Governors. Remuneration of all expenses shall be approved by the President or Treasurer.

Article XI Head Office

Section 11.01 - Head Office

The head office of the Institute shall be situated at a suitable location chosen by the Board of Governors in consultation with the Executive Director. Any change in the head office location shall be approved by an Extraordinary Resolution.

Article XII Activities

Section 12.01 - Activities of the Institute

The activities in the Institute shall consist of mandatory and non-mandatory activities. Mandatory activities are those that must be performed on an annual basis, unless otherwise determined by an extraordinary resolution of the Board of Governors. Non-mandatory activities are those that may be performed from time-to-time, as determined by the Board or Executive Committee.

(a) Mandatory activities:

(1) An annual Symposium, the time and location of which shall be determined by the Executive Director in consultation with the Executive Committee

(2) Publication of the Journal of Microwave Power and Electromagnetic Energy

(b) Non-mandatory activities may include:

(1) Seminars, webinars, short courses, special meetings, and other such activities that are deemed appropriate at the time.

(2) These activities will be arranged by the Executive Director under the supervision of the Executive Committee.

Article XIII Sections

- (a) **Section 13.01 Any ten (10)** Members in good standing may petition the Board of Governors for the formation of a Section. Such petition must be approved by the unanimous vote of the Board of Governors, in which event a Section may be formed under conditions and according to policies and procedures set by the Board
- (b) Sections shall be governed by Bylaws adopted by the Section in accordance with such regulations as shall be prescribed from time to time by the Board of Governors.
- (c) The Board of Governors may revoke any Section charter at any time. In the case of such revocation the Section may appeal to the Institute at its next annual meeting.
- (d) Notwithstanding anything herein before contained, the Bylaws of the Section are subject to and must conform with all the Bylaws, Rules and Regulations of the Institute.

Section 13.02 - Regulations of Sections

- (a) Designation of Sections: Each Section shall be designated "The International Microwave Power Institute....Section".
- (b) Officers of the Section: The Officers of a Section shall be a Chairman, a First Vice Chairman, a Second Vice Chairman (if desired by the Section), a Secretary, and a Treasurer. The Secretary and Treasurer may be the same member.
- (c) Duties of Sections: It shall be the duty of each Section:
 - (i) to annually elect and install its Officers at the first Section meeting after the Annual General Meeting of the Institute;
 - (ii) to have a set of Bylaws which shall conform with the Bylaws and regulations of the Institute.
 - (iii) to submit any proposed amendment of the Bylaws of a Section to the Board of Governors for approval before adoption by the Section;
 - (iv) to keep a full and proper record of its transactions; and

- (v) to make a full program and financial report thereof annually to the Board of Governors not later than March 1st of every year.
- (d) Obligations: All financial and contractual obligations incurred or entered into by the Section must first be reviewed and approved by the Executive Committee, and where appropriate, as well as by the Board of Governors before the Section may enter into any such obligation.

Article XIV Amendments and Revisions

Section 14.01

- (a) These Bylaws may be revised by an Extraordinary Resolution approved by a 3/4 majority of the members voting.
- (b) Amendments to or repeals of any bylaw shall be approved by a 3/4 vote of the Members before they may be enforced. Such a vote is restricted to:
 - i. those Members attending the Annual General Meeting
 - ii. those Members attending a Meeting called for by the Board of Governors
 - iii. Electronically: by those Members responding to an electronic ballot within 14 days of the distribution of such ballot.

FINAL - PENDING APPROVAL