



**Bylaws of
APMI International, Incorporated
(adopted 1970, amended 1978, 1980, 1988, 1991, 1993, 1994, 1998, 2001, 2004)**

**Article I
NAME**

The name of this corporation shall be APMI International, Incorporated, hereinafter referred to as APMI.

**Article II
SCOPE AND PURPOSES**

APMI is a membership corporation, formed pursuant to the Membership Corporations Law of the State of New York, the scope and purposes of which shall be:

1. To engage exclusively in scientific, literary and technological information activities directed toward the advancement of the science of powder metallurgy and the related arts and sciences.
2. To hold meetings for the reading and discussion of scientific and technical papers.
3. To publish and circulate works of literature, science and art which pertain or are related to the science of powder metallurgy.
4. To engage in any other activities necessary, suitable and proper for the fulfillment of the scientific, literary and technological informational scope and purposes of APMI, within such limitations as are provided by law.

**Article III
MEMBERSHIP**

1. Any individual interested in the science of powder metallurgy and related activities shall be eligible for membership in APMI.
2. A charter member shall be any member who joined the predecessor organization, American Powder Metallurgy Institute, prior to April 25, 1960.

**Article IV
CHAPTERS**

1. Chapters of APMI may be established by members of APMI wherever the interest in powder metallurgy and related activities is sufficient to support group activities at the local level.
2. A Chapter of APMI shall be formed by contacting APMI's headquarters and requesting a petition. The founding or charter members of the Chapter shall be those individuals who signed the Chapter's founding petition. The petition shall be reviewed and acceptance voted on by the Board of Directors.
3. The membership of Chapters shall consist of regular members.
4. A regular member of a Chapter shall be a member of APMI and shall be entitled to all rights and privileges accorded to such members. He shall be eligible to vote in Chapter activities and to hold office therein. Members may participate in the activities of one or more Chapters.

5. Activities of Chapters shall be in accordance with the scope and purposes and the Bylaws of APMI.

6. Founder or charter members of a Chapter shall be those individuals who signed the Chapter's founding petition.

**Article V
MANAGEMENT**

1. The management of APMI shall be vested in a Board of Directors which shall consist of the President of APMI, the Executive Director of APMI, the President of the Metal Powder Industries Federation, ("MPIF"), an appointed representative from the MPIF Board and five members elected from the membership of APMI. All board members shall serve a two-year term, no more than two consecutive two-year terms may be served. The Board of Directors shall serve without compensation.

2. The Board of Directors shall meet at least once each year at the Annual Meeting of APMI. It shall be held during the second half of each year on a date to be determined by the Board of Directors, usually coinciding with the annual MPIF Presidents' Conference. At which time, in addition to taking such actions as may be necessary to carry out the activities of APMI, it shall appoint an Executive Director and Treasurer, each of whom may succeed himself in this position. The same individual may serve in both capacities.

3. For the election of APMI President and five elected directors, a nominating committee shall be appointed and chaired by the incumbent President if he is ineligible to succeed himself or by the immediate past president of APMI. The committee shall consist of the Executive Director of APMI, the incumbent President of the MPIF, and if available, two past presidents of APMI.

a. This committee shall recommend its nomination for President in a ballot mailed to the MPIF Board of Governors, at least 30 days prior to the Annual Presidents' Conference. Upon approval of the nominations for President by the MPIF Board, the President nominated by the nominating committee, shall be submitted to the membership for election by letter ballot. The President of APMI shall serve as Chairman of the Board. The President may succeed himself, however, for no more than one additional two-year term. The President's term of office begins at the conclusion of the MPIF Annual Meeting.

b. The nomination for the elected director positions shall be submitted to the membership for election by letter ballot. All terms of office begin at the conclusion of the MPIF Annual Meeting.

4. In the event of the inability of the President or the Executive Director and Treasurer to serve, a successor or successors shall be appointed within sixty (60) days by the Board of Directors to fill the remaining portion of the unexpired term. In the event of the inability of a member or

members of the Board to serve, an election or elections shall be held as soon as possible to fill the vacancy or vacancies for the remaining portion of the unexpired term; provided, however, that if a vacancy remains unfilled for six (6) months after it occurs, the Board may appoint a replacement.

5. The Executive Director, under the direction of the Board of Directors, shall be the chief administrative officer of APMI. He shall be in general charge of APMI, its operating staff and all its activities. He or such members of the staff of APMI as he from time to time may designate, shall act as Administrative Director of APMI.

6. A majority of the entire Board of Directors shall constitute a quorum.

7. a. The general membership of APMI shall vote by letter ballot in elections for President and/or Directors of APMI, and on special issues deemed appropriate by the Board of Directors. At least thirty (30) days shall be allowed for the return of ballots. In all cases a majority of the ballots cast shall be required for passage of any issue.

b. The Board of Directors shall have authority to vote on all matters on behalf of the membership of APMI with the exception of elections as noted above. Passage of any issue will be by a majority vote of the entire Board of Directors.

Article VI **MEETINGS**

1. A meeting of the officers of each Chapter as duly elected representatives of the membership of APMI shall be convoked at least once annually for the transaction of any activities of APMI; provided, however, that if it's not feasible to assemble in a particular year, the activities of the annual meeting may be conducted by letter ballot.

2. At least thirty (30) days written notice shall be provided to call an annual meeting or for voting on a letter ballot. A majority of the entire membership of APMI shall constitute a quorum for any vote taken among the members of APMI; provided, however, that in any vote taken by letter ballot, members not recording their votes within the voting period shall be deemed to have voted in the affirmative.

3. Such other special meetings of the members of APMI as may be necessary to carry out the activities of APMI may be held from time to time upon at least ten (10) days written notice. Special meetings may be called by the Board of Directors or by the members of APMI to cast ten (10) percent of the votes of the membership of APMI.

Article VII **COMMITTEES**

The Board of Directors may create regular or special committees from among the members of APMI as may be necessary to carry out the activities of APMI. The members of such committees may be appointed by the President or its Executive Director. A quorum of any such committee shall be a majority of its members.

Article VIII **DUES**

1. The annual dues for members shall be determined by the Board of Directors and subject to annual review by the Board and the Executive Director.

2. Membership shall become effective upon payment of annual dues.

3. All services and privileges of membership shall be suspended for members whose dues are not paid within sixty (60) days of the issuance of statements by APMI.

4. The dues may be revised by the Board of Directors but such revisions shall not apply retroactively or to any application submitted prior to the adoption of any revision.

5. In addition to regular dues, overseas members shall pay a fee to defray the cost of providing member services. The fee shall be determined by the Board of Directors and shall be subject to review.

6. Full time students may join APMI at a reduced rate, as determined by the Board of Directors.

7. Retired persons, no longer gainfully employed who have been regular members may become members at annual dues as determined periodically by the Board of Directors.

Article IX **DISSOLUTION**

In the event of dissolution of APMI, the Board of Directors shall dispose of its net assets, exclusively for the purposes of APMI in such manner and to such publicly supported organizations organized and operated exclusively for charitable, educational or scientific purposes as are described in Section 501(c)3 of the Internal Revenue Code. The determination of the Board of Directors shall be subject to the approval and order of a Justice of the Supreme Court of the State of New York.

Article X **FISCAL YEAR**

The fiscal year of APMI shall be the calendar year.

Article XI **AMENDMENTS**

These Bylaws may be altered, amended, or repealed, in whole or in part, and new ones adopted, by a vote of three-fourths of the entire Board of Directors. In each case, at least thirty (30) days written notice of the proposed changes, or repeal shall be given.