



TMS FOUNDATION BOARD OF TRUSTEES BYLAWS

Mission Statement of the TMS Foundation:

To support the development of professionals in the minerals, metals, and materials community within the context of our global society by:

- Providing scholarships to the field's most promising students, investing in the future of the profession and the industries it serves.
- Funding programs that assist young professionals in attaining the highest level of technical, professional, and leadership development.
- Supporting projects, programs, and tools that have a significant impact on minerals, metals, and materials education by virtue of content, methodology, or scope.
- Investing in knowledge, people, products, and infrastructure that positively impact the quality of life in society through minerals, metals, and materials innovation.
- Support the stewardship of earth and environment by promoting minerals, metals, and materials solutions.

Responsibilities of the TMS Foundation Board of Trustees:

1. Engage in effective fundraising, including serving as a role model of giving
2. Define and represent the mission of the TMS Foundation in a manner consistent with the interests of TMS and its member community
3. Select and approve proposals for funding and manage fund distribution
4. Monitor TMS Foundation programs for adherence to the mission and compliance with program objectives
5. Develop and recommend annually to the Financial Planning Committee and the TMS Board of Directors the TMS Foundation Budget and Plan in compliance with the TMS Foundation Spending Policy and for TMS Foundation sustainability and growth
6. Recruit philanthropic and energetic successors for the Board of Trustees

Structure:

The TMS Foundation Board of Trustees shall consist of as many or as few Trustees as the Foundation Board of Trustees deems necessary to fulfill the TMS Foundation's mission. The Trustee roles are as follows:

- Chair, an At-Large Member
- Vice Chair, an At-Large Member
- Past Chair (only in the year after a Chair completes his/her term as Chair)
- Ex-officio Member: An Officer of the Society selected by the TMS Executive Committee
- At-Large Members

The Board of Trustees will be assisted by a Secretary, who will be a non-voting Member of the Board of Trustees. The Secretary responsibility will be filled ex-officio by the TMS Executive Director (an Officer of TMS).

A quorum comprises a simple majority of the sitting Board of Trustee members; a motion carries by a majority vote.

Term of Office:

The Chair is appointed for a three-year term by the TMS Board of Directors after considering the recommendations of the TMS Foundation Board of Trustees.

At-Large Members are appointed for three-year terms by the TMS Foundation Board of Trustees. However, the term of appointment may vary from one-to-three, years depending on the needs of the TMS Foundation and the individual Trustees.

At-Large Members may serve consecutive terms; the Chair serves an additional year as Past Chair after his/her term as Chair expires.

Succession Planning:

It is desirable that the incumbent Chair be experienced with an earlier term of service on the TMS Foundation Board of Trustees.

In the event that the Chair is unable to fulfill his/her duties, if the Board has a Vice Chair, one of those individuals (if more than one person holds this position) can serve as temporary chair. If there is no Vice Chair, the Past Chair, if currently a member, will become temporary Chair. If the Past Chair position is not filled at the time of the Chair's absence, the ex-officio appointee will become temporary Chair.

Elections

Trustees are invited to join the Foundation Board of Trustees by the current Chair and then approved by a majority vote of the Foundation Board of Trustees.

The Chair of the Foundation Board is elected by a majority vote of the Foundation Board of Trustees. Any current member of the Foundation Board of Trustees may apply to become Chair by submitting a letter outlining their qualifications for the position and vision for how they will lead the TMS Foundation. These letters would then be distributed to the Foundation Board of Trustees' members and a vote will take place. The selection of the next chair then needs to be approved by the TMS Board of Directors.

The Foundation Board of Trustees may also designate one or more currently seated at-large Trustees to serve in the capacity of Vice Chair. The Vice Chair designation is assigned based on majority vote of the Trustees.

The Vice Chair provides support to the Chair as requested by the Chair and acts as Chair of the Board of Trustees for any period of time when the Chair cannot fulfill his or her duties. If there is more than one Vice Chair, the Vice Chairs will coordinate with the Chair and each other on distributing responsibilities. The term of Vice Chair parallels the remainder of that Trustee's then-current term as Trustee. If the Trustee takes another turn as Trustee, he/she may again be voted to serve as Vice Chair. A Trustee may resign the post of Vice Chair without resigning his/her position as Trustee.

Relationship with the TMS Board of Directors:

Annually, the Chair shall make a report to the TMS Board of Directors concerning the activities of the TMS Foundation and its Board of Trustees. The TMS Financial Planning Officer will also make an annual financial report to the Foundation Board of Trustees.

Meeting Schedule:

The Board of Trustees shall meet in person at least twice a year: during the TMS Annual Meeting and Exhibition and during MS&T. Other meetings, typically teleconferences, will be convened at the discretion of the Chair.