

CMS Bylaws Revision-approved July 15, 2010

ARTICLE I. NAME AND OFFICE

SECTION 1. NAME AND DEFINITION

- 1) The group shall be organized and known as the Coordinate Metrology Society (CMS). CMS is an international organization comprised of individuals with an interest in accurate and precise measurements derived from two and three-dimensional portable coordinate measurement devices.

ARTICLE II. OBJECTIVES

SECTION 1. OBJECTIVES OF THE SOCIETY

- 1) To advance knowledge in the various disciplines of coordinate metrology and the related sciences.
- 2) To foster understanding, promote cooperation and expedite the exchange of knowledge and ideas among the members of the CMS with those of other organizations with related interests.
- 3) To contribute to the education of interested parties about the nature of, and benefits to be realized from, the products and services provided by the profession.
- 4) To hold meetings for the exchange of scientific and technical information.
- 5) To hold a conference for the exhibition of products and services.
- 6) To encourage the publication of articles applicable to the interests of the membership.
- 7) To recognize and honor the leaders of the profession.
- 8) To actively promote the growth and recognition of CMS.

ARTICLE III. MEMBERSHIP

SECTION 1. MEMBER

- 1) Members who have fulfilled a yearly financial commitment to the conference shall be entitled to all rights and privileges of the Conference, including the right to vote and hold office.
- 2) A Member is:
 - a) Any Individual
 - b) Any manufacturer or distributor of coordinate metrology hardware, software or peripherals
 - c) Any manufacturer or distributor of coordinate metrology hardware, software or peripherals that purchases an exhibit space at the conference.
 - d) Any provider of coordinate metrology services
 - e) The Executive Committee may choose to grant additional memberships at their discretion.

SECTION 2. MEMBERSHIP TERMINATION

- 1) Continued CMS membership is contingent on having paid yearly dues.

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- 2) Membership may be terminated for cause by a majority vote of the Executive Committee.
 - a) The member must be provided the opportunity to defend their actions to the Executive Committee before such action is taken.
 - b) Any member terminated may apply for reinstatement after two years.
 - i) Reinstatement of membership is dependant on (1) as determined by the Executive Committee, repayment of any damages (as applicable) and (2) a majority vote of the Executive Committees.

ARTICLE IV. OFFICERS

SECTION 1. ELECTED OFFICERS

- 1) The Elected Officers of the CMS are the Vice Chair and Executive Committee.
 - a) The Vice Chair is a three year commitment. The first year is served as the Vice Chair. The second year is served as the Chair and third year is served as the Past Chair.
 - b) There are four Executive Committee members each serving a two year term. Two of these positions are filled each year.

SECTION 2. CHAIR

- 1) The Chair is the principal officer of the CMS and shall preside at all meetings of the CMSC and Executive Committee.
- 2) The Chair is a member of the Executive Committee.
- 3) The Chair is a voting member of all committees except the Nominating Committee.
- 4) The Chair shall perform such other duties as are required of the Office or as may be prescribed by the Executive Committee.
- 5) The Chair has the authority to appoint replacement members to the Executive Committee as required. The replacement must be approved by a majority of the Executive Committee.

SECTION 3. VICE CHAIR

- 1) The Vice Chair is a member of the Executive Committee.
- 2) The Vice Chair shall perform duties as directed by the Chair or Executive Committee.
- 3) The Vice Chair shall perform the duties of the Chair in the absence of the Chair.
- 4) The Vice Chair shall assume the position of the Chair in the event the Chair can no longer perform their duties.

SECTION 4. EXECUTIVE COMMITTEE (the "COMMITTEE")

- 1) The Executive Committee consists of the Chair, Vice Chair, Past Chair and four Committee members.
- 2) The Executive Committee shall be elected by members of the CMS.
- 3) The Executive Committee is responsible for the guidance, welfare and effectiveness of the CMS.
- 4) The Executive Committee shall perform duties as assigned by the Chair, Vice Chair or Executive Committee.

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SECTION 5. EXECUTIVE COMMITTEE NOMINATING AND ELECTION PROCEDURES

- 1) At the yearly conference the attending membership shall elect the Vice Chair and two Committee members.
 - a) Nominations for the Vice Chair and Executive Committee members shall be made by the Nominating Committee.
 - b) The Vice Chairman is elected by a majority vote from a choice of two nominees on the ballot.
 - c) The Executive Committee members are elected by a majority vote from a choice of not more than four nominees on the ballot.
 - d) Yearly elections will be held via a secret ballot of the membership in attendance at the yearly conference.

SECTION 6. APPOINTED POSITIONS

- 1) The Secretary, Treasurer and Registrar shall be appointed by the Chair upon the recommendation of the Executive Committee.
- 2) Other positions may be appointed at the discretion of the Executive Committee.
- 3) The positions of Secretary and Treasurer may be combined as a single position (Secretary-Treasurer) if agreed upon by the Executive Committee and the individual assuming those positions.
- 4) The Treasurer and Registrar may be compensated for their performance at the discretion of the Executive Committee.

SECTION 7. TERM OF OFFICE

- 1) Each Elected Officer shall take office on the last day of the Annual Conference and shall serve until the successor is duly elected and installed at the next Annual Conference
- 2) An Executive Committee member appointed because of inability of a current member to fulfill their duties assumes the position at the time of appointment and serves until the original member's term expires.
- 3) An Elected Officer may not serve more than two consecutive terms in the same office except as provided for elsewhere in the Bylaws.

ARTICLE V. COMMITTEES

- 1) All Committees shall submit a report to the Executive Committee on a monthly basis.

SECTION 1. APPOINTMENT

- 1) The Chair and Executive committee shall appoint and staff Standing and Special Committees and working groups as required.
- 2) The Chairman shall be a member of all Committees except the Nominating Committee.
- 3) Committees and working groups shall report to the Executive Committee.

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SECTION 2. SPECIAL COMMITTEES

- 1) Special committees are those considered necessary by the Chair or the Executive Committee in order to accomplish a specific task.
 - a) The Special Committee will be disbanded upon completion of its task.

SECTION 3. ASSIGNMENT OF RESPONSIBILITIES

- 1) Detailed assignments of committee responsibilities shall be in the form of a written charter approved by the Executive Committee.
- 2) The Executive Committee may add responsibilities to the written charter as required.

SECTION 4. JOINT COMMITTEES

- 1) When considered to serve the interests of the CMS, the Executive committee will establish joint committees with other organizations within the limits of the Bylaws.

SECTION 5. STANDING COMMITTEES

- 1) There shall be the following Standing Committees:
 - a) Executive Committee
 - b) Nominating
 - c) Bylaws
 - d) Publications
 - e) Certification Committee

SECTION 6. EXECUTIVE COMMITTEE

- 1) The Committee shall consist of the Chair, Vice Chair and the Past Chair and four Members chosen by the CMS Members. The Chairman shall chair the Executive Committee.
- 2) The Committee shall carry on the business and financial affairs of the Committee. In the discharge of its responsibilities it shall have the power, within the limitations of the Bylaws and established policies, to initiate and execute any measures which, in its judgment, are deemed necessary to further the interests and achieve the objectives of the CMS.

SECTION 7. NOMINATING COMMITTEE

- 1) The Committee shall consist of a minimum of three CMS Members and either a Past Chair or an Executive Committee member will chair the group.
 - a) The Chair cannot serve on the Committee.
- 2) The Committee shall nominate candidates for offices as required by Article IV, Section 1 of these Bylaws.
 - a) Each year the Committee shall recommend two candidates for the office of Vice Chairman.

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- b) Each year the Committee shall recommend at least two, but not more than four candidates for the offices of Executive Committee.
- c) The Committee shall verify that all nominees are qualified and willing to serve.
- d) Nominees may not be candidates for more than one office.
- e) A member running for office cannot serve on the nominating committee.
- f) Nominees for Executive Committee positions must be CMS members and attended at least two of the four previous conferences.
- g) Nominees for the Vice-Chair position must be CMS members, attended at least two of the four previous conferences and previously served on the Executive Committee.

SECTION 8. BYLAWS COMMITTEE

- 1) The Committee shall consist of two or more CMS members.
 - a) The Committee shall periodically review the Bylaws and shall recommend changes to the Chair.
 - b) The Committee shall periodically review operating policies and procedures to determine if they are consistent with the Bylaws and, as required, recommend changes to the Executive Committee..
 - c) The Committee shall advise the Executive Committee of Bylaw requirements relative to current or proposed CMS actions.
 - d) Bylaws shall be presented to the CMS membership for approval at the annual conference.

SECTION 9. PUBLICATIONS COMMITTEE

- 1) The Committee shall consist of not less than three CMS members.
- 2) The Committee shall oversee and approve the preparation and presentation of CMS publications to ensure timely and effective dissemination of information consistent with CMS policy and image.
- 3) The Committee may choose to allow the editor of a CMS publication to establish its contents subject to Executive Committee approval.

SECTION 10. FINANCE COMMITTEE

- 1) The Finance Committee consists of the Chair, Treasurer and two additional Executive Committee members.
- 2) The Finance Committee will:
 - a) Ensure that CMS is in compliance with the provisions of IRS Tax Code 501(C)(6)
 - b) Shall ensure that the accounts of the CMS are audited periodically
 - i) The results of that audit shall be published and distributed to the Executive Committee
 - c) Establish the annual CMS budget.

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SECTION 11. Certification Committee

- 1) The Certification Committee consists of the Chair and Active Certification Members.
- 2) The Certification Committee shall develop a process to certify that Coordinate Metrologists meet minimum requirements to operate 3D measurement hardware and/or post process the measurement results to match the pre-planned goals.
- 3) The Executive Committee shall appoint a Certification Chairman to direct the affairs of the Certification Team. The Certification Chairman shall be a member of Coordinate Metrology Society.
- 4) The Certification committee members shall select active team members to develop a process to certify Coordinate Metrologists. These active members must be individuals knowledgeable in the 3D metrology field or have special skills or knowledge needed in the developmental process. Active members shall have one vote on matters presented to the Certification Team for approval. The Executive Committee must approve the selected active team members. Active participants are not required to members of the Coordinate Metrology Society but shall adhere to the code of conduct of the society.
- 5) The Certification Chairman has the authority to form subcommittees for specific task. The Subcommittee will be disbanded upon completion of their assigned mission. Subcommittee members must be individuals knowledgeable in the 3D metrology field or have special skills or knowledge needed in the developmental process. Subcommittee participants are not required to be members of the Coordinate Metrology Society but shall adhere to the code of conduct of the society.
- 6) The Certification Chairman shall make status reports to the Executive Committee on a quarterly basis and biannual reports to society membership utilizing the society's publication process.

SECTION 12. COMMITTEE EXPENSES

- 1) Operating expenses for committees shall be included in the CMS budget process.
- 2) The committee chairs shall provide estimates and reports of expenses as required by the Executive Committee.

ARTICLE VI. FINANCES

SECTION 1. ANNUAL MEMBERSHIP DUES AND FEES

- 1) Annual membership dues and other applicable fees shall be set by the Executive Committee.

SECTION 2. FISCAL RESPONSIBILITY

- 1) The Executive Committee shall establish and approve an annual operating budget.
 - a) Changes to the annual budget must be approved by a majority vote of the Executive Committee.
- 2) CMS Financials will be audited on even numbered years by an independent accounting firm.
 - a) Audit will confirm compliance to tax code 501(c)(6).

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ARTICLE VII. ADMINISTRATION

SECTION 1. EXECUTIVE COMMITTEE RESPONSIBILITIES

- 1) The Executive Committee will administer all functions related to CMS and shall determine its policies in accordance with the laws under which the CMS is organized and within the provisions of the Bylaws. The committee's powers and responsibilities shall include but are not limited to the following:
 - a) To have, hold, and administer the assets of the CMS.
 - b) To adopt and publish an annual budget for the CMS and to review the annual audit of CMS accounts.
 - c) To determine the privileges of membership
 - d) To set dues and fees for the conference.
 - e) To make appropriations for specific purposes.
 - f) To authorize public statements on behalf of the CMS.
 - g) To foster and oversee relations with related organizations.
 - h) To present Bylaw changes to CMS membership.
 - i) To implement approved Bylaw changes.
 - j) To report Board actions to the members of the CMS.
 - k) To advance the disciplines and interests of the CMS and of the profession.
 - l) To fill vacancies on the Executive Committee.
 - m) To review and approve the content of all published CMS communications.
 - n) To hire personnel who, in the opinion of the Committee, are required for their expertise.
 - o) To confirm the appointment of the Treasurer who shall serve at the direction of the Executive Committee.
 - i) The Treasurer shall be subject to removal from office at any time for cause by a majority vote of the Executive committee.
 - ii) The Treasurer shall be bonded for protection of CMS assets and liabilities.
 - iii) The position of Treasurer may be combined with the position of Secretary at the discretion of the Executive Committee and agreement of the person appointed to the position.
 - p) To confirm the appointment of the Secretary who shall serve at the direction of the Executive Committee.
 - i) The Secretary shall be subject to removal from office at any time for cause by a majority vote of the Executive committee.
 - ii) The position of Secretary may be combined with the position of Treasurer at the discretion of the Executive Committee and agreement of the person appointed to the position.
 - q) To confirm the appointment of the Registrar who shall serve at the direction of the Executive Committee.
 - i) The Registrar shall be subject to removal from office at any time for cause by a majority vote of the Executive committee.
 - ii) The Registrar shall be bonded for the protection of CMS assets and liabilities.

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SECTION 2. RESPONSIBILITIES OF APPOINTED COMMITTEE MEMBERS

- 1) Appointed Committee Members are generally non-voting Executive Committee Members.
 - a) The Treasurer:
 - i) Is the Controller of CMS accounts,
 - ii) Shall make collections and disbursements under the supervision of the Executive Committee,
 - iii) The results of that audit will be made available to CMS members upon request.
 - iv) If required, the duties of the Treasurer may be assumed by an Executive Committee appointee.
 - b) The Secretary:
 - i) Takes Minutes at Executive Committee meetings
 - ii) Publishes and distributes minutes
 - iii) Performs other functions as directed by the Executive Committee.
 - c) The Registrar
 - i) Is the focal for yearly registration of CMS Members,
 - ii) Performs other functions as directed by the Executive Committee.

ARTICLE VIII. MEETINGS

SECTION 1. ANNUAL ASSEMBLY

- 1) There shall be an annual assembly of the CMS during the June to August timeframe at a time and place approved by the Executive committee.
 - a) The purposes of the assembly are the presentation of technical papers, exhibition of products, installation of Officers, presentation of awards and transaction of CMS business.
 - b) The assembly shall be called the Coordinate Metrology Society Conference (CMSC).

SECTION 2. EXECUTIVE COMMITTEE

- 1) A meeting of the Executive Committee requires a majority of the Committee Members.
 - a) Three unexcused absences from Executive Committee meetings may result in that member's dismissal.
 - i) The committee may take action in accordance with Article VII, Section 1(K).
- 2) Elective Officers shall not receive any compensation for their services but may be authorized reimbursement for expenses in accordance with CMS policies and procedures for such payments.

SECTION 3. EXECUTIVE COMMITTEE BALLOT

- 1) When the Committee is not assembled, voting will be accomplished by either telephone or e-mail ballot at the discretion of the Chair.
- 2) A vote by the Committee shall be binding upon the Society.
- 3) A vote by the Committee requires a majority.

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SECTION 4. MEMBERSHIP BALLOT

- 1) When in the judgment of the Committee a matter must go before the membership for a vote, that vote will be accomplished by e-mail.
 - a) At least 30% of the current membership must vote for that vote to be considered valid.
 - b) Votes must be received within 14 days of submission to the membership.
- 2) A vote of the membership shall be binding upon the Executive Committee and the Society.

ARTICLE IX. PUBLICATIONS

SECTION 1. PURPOSE

- 1) The CMS shall have an active publications program to foster and promote the exchange of knowledge, ideas, and information about Coordinate Metrology.

SECTION 2. OFFICIAL JOURNAL

- 2) The official journal shall be titled "The Journal of the CMSC". It shall be issued to all members. Notices and announcements relating to Committee business published in "The Journal of the CMSC" shall be deemed to have been brought to the attention of all members.

ARTICLE X. INSIGNIA

SECTION 1. OFFICIAL INSIGNIA

- 3) The CMS shall have official insignias, with the original stored on an accessible medium.

SECTION 2. USES

The official insignia shall appear on correspondence, documents and marketing materials of the CMS.

SECTION 3. CHANGES

- 1) Changes to the official insignia shall require a majority vote of the full Committee.

ARTICLE XI. RULES OF ORDER

SECTION 1. ROBERT'S RULES OF ORDER

- 1) The rules stated in "Robert's Rules of Order, Newly Revised" shall govern all deliberations of the CMS except where they are in conflict with these Bylaws and the laws under which the CMS is organized. The prescribed order of business for regular Committee meetings of the CMS shall be at the Chair's discretion.

SECTION 2. PARLIAMENTARIAN

- 1) At the discretion of the Chair a Committee Member shall serve as the parliamentarian for all meetings.

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SECTION 3. VOTING

- 1) Unless otherwise specified in these Bylaws, a tallying of votes in all meetings of the CMS shall be on the basis of those present and voting. A majority vote constitutes approval unless otherwise specified in the Bylaws.

SECTION 4. BYLAWS TERMINOLOGY

- 1) The use of gender specific designations in these Bylaws shall not imply any gender distinction.

ARTICLE XII. DISSOLUTION

SECTION 1. DISTRIBUTION OF ASSETS TO OTHER ORGANIZATIONS

In the event of dissolution of the CMS, any assets remaining shall be distributed to one or more qualified educational institutions or scientific non-profit organizations to be selected and approved by the Executive Committee.

SECTION 2. ASSETS IN FORMATION OF NEW ORGANIZATIONS

In the event of dissolution of the CMS with intent to form two or more similarly qualified new organizations, and if approved by the Executive committee, any assets remaining after payment of all debts and liabilities shall be distributed to the new organizations.

ARTICLE XIII. AMENDMENTS

SECTION 1. PETITION FOR AMENDMENT

- 1) Amendment to these Bylaws may be proposed in writing to the Chair by petition of at least three members of the Executive Committee or at least 10 CMS members.

SECTION 2. AMENDMENT PROCEDURE

- 1) Proposed amendments shall be submitted to the Chair who will distribute the proposal to the Committee. The committee will then have 60 days to consider and vote upon the proposal.
 - a) Proposed amendments will be posted on the CMS website for membership review and comment.
 - i) The Membership comment period ends two weeks prior to the Committee vote.

SECTION 3. ADOPTION

- 1) Amendments to these Bylaws shall be approved by a majority vote of the Executive Committee and presented to CMS membership for ratification.