

BY LAWS OF SEMICONDUCTOR ENVIRONMENTAL SAFETY AND HEALTH  
ASSOCIATION (SESHA)

Issue III

A Non-Profit Corporation

ARTICLE I

ARTICLES OF INCORPORATION

The Articles of Incorporation dated March 15, 1982, as last amended by Articles of Amendment dated November 28, 1983, establishing this corporation, are made a part of these By Laws, and each and all of such Articles are made hereof the same as if copied herein in full.

ARTICLE II

OFFICES

The principal office of the corporation shall be as the Board of Directors may determine or as the affairs of the corporation may require from time to time. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non Profit Corporation Act. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

MEMBERS

Section 1: The corporation shall have the following five classes of members.

SESHA FELLOW  
SESHA ASSOCIATE MEMBER  
SESHA CORPORATE MEMBER

(d) SESH VOTING MEMBER

Class comprised of SESH FELLOWS and SESH ASSOCIATE MEMBERS who are current members in good standing.

(e) SESHA STUDENT MEMBER

Section 2: The class of SESHA FELLOW is awarded only by vote of the Board of Directors as defined by the SOP.

(a) FELLOWS are exempt from payment of all dues, if any. Fellows will pay ½ of any Symposium or regional mini-conference fee.

(b) FELLOWS are entitled to participate on the Nominating Committee and to be a candidate for the Board of Directors, Regional Director and national, regional, or local office.

Section 3: The class of SESHA ASSOCIATE MEMBER shall be granted automatically to members of the general public with an involvement in an occupational health, safety, environmental or other field related to high technology industries upon the payment of annual dues, if any are required, and continued good standing with SESHA. Associate members are required to submit membership applications through the SESHA website and to ensure contact information is updated as appropriate.

(b) SESHA ASSOCIATE MEMBERS shall be required to renew their membership annually.

(c) No other rights are created by this designation of membership class.

4: The class of SESHA STUDENT MEMBER shall be open to any full-time graduate or undergraduate student enrolled in an accredited college or university degree program in an occupational health, safety, environmental field, or other field related to high technology industries.

(a) SESHA STUDENT MEMBERS shall not be entitled to vote on matters submitted to a vote of the VOTING MEMBERS nor are they eligible to participate in the Nominating Committee or to be a candidate for the Board of Directors, Regional Director, or national, regional, or local office.

(b) SESHA STUDENT MEMBERS shall be required to pay any dues assessed by the Board of Directors.

No other rights are created by this designation of membership class.

Section 5: The class of SESHA VOTING MEMBERS shall be composed of all SESHA FELLOWS and ASSOCIATE MEMBERS.

(a) SESH VOTING MEMBERS are eligible to participate on the Nominating Committee and to be a candidate for the Board of Directors, Regional Director, and national, regional, or local office.

Each SESH VOTING MEMBER shall be entitled to a non-cumulative vote on each matter submitted to a vote of the VOTING MEMBERS.

(c) No other rights are created by this designation of membership class.

Section 6: The class of SESH CORPORATE MEMBER shall be open to all corporations, companies and partnerships, including suppliers and manufacturers in high technology industries.

(a) SESH CORPORATE MEMBERS shall not be entitled to vote on matters submitted to a vote of VOTING MEMBERS nor are they allowed to participate on the Nominating Committee or to be a candidate for the Board of Directors, Regional Director, or any national, regional or local office.

(b) SESH CORPORATE MEMBERS shall be required to submit a SESH CORPORATE MEMBERSHIP application, which must be approved pursuant to the authority of the Board of Directors.

(c) SESH CORPORATE MEMBERS shall be assessed an annual membership fee based upon the partner level chosen by the CORPORATE MEMBER.

(d) SESH CORPORATE MEMBERS may designate ASSOCIATE MEMBERS for whom the CORPORATE MEMBER pays dues through the CORPORATE MEMBER membership fee.

(e) No other rights are created by this designation of membership class.

Section 7: The Board of Directors shall have the authority to suspend or terminate membership of any class or member by a majority vote of those present at a regular meeting for failure to timely pay dues, if any required, or membership will be automatically dropped if not renewed by following year's annual international conference. or by a two thirds vote of all the members of the Board if the Board, in its discretion, determines that a member's activities constitute serious misconduct or are adverse to the purposes of the corporation.

Section 8: Any membership in this corporation is not transferable or assignable.

ARTICLE IV

## MEETINGS OF VOTING MEMBERS

Section 1: New members to the Board of Directors will be elected prior to the annual meeting and the new officers will be installed at the annual meeting.

Section 2: The Board of Directors shall designate the time and place for any annual meeting or special meeting; but if all of the VOTING MEMBERS shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Section 3: Special meetings of the VOTING MEMBERS may be called by the President, the Board of Directors, or not less than one tenth of the members having voting rights.

Section 4: Written or printed notice stating the place, day, and hour of any meeting of VOTING MEMBERS shall be delivered, either personally, by electronic mail, or in writing, to each VOTING MEMBER entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these By Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the corporation, with postage thereon prepaid. If electronically mailed (e-mailed), the notice of a meeting shall be deemed to be delivered when electronically distributed and time-stamped to the member at their email address as it appears on the records of the corporation.

Section 5: Any action required by law to be taken at a meeting of the VOTING MEMBERS or any action which may be taken at a meeting of the VOTING MEMBERS may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the VOTING MEMBERS entitled to vote with respect to the subject matter thereof.

Section 6: The resolution of any matter put to a vote of the VOTING MEMBERS shall be made by a majority of the VOTING MEMBERS present at a meeting.

Section 7: When Directors are to be elected by VOTING MEMBERS, such election may be conducted by electronic mail, online polling, other virtual means, or in writing,

Section 8: At any meeting of VOTING MEMBERS, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1: The affairs of the corporation shall be governed by a Board of Directors composed of at least three (3) VOTING MEMBERS, but not more than thirteen (13) VOTING MEMBERS. Directors will be elected for three-year terms, which are staggered such that in any one year, one-third of the positions will be open. A Director is eligible to serve a maximum of two consecutive terms. To ensure continuity of fiscal oversight, the Treasurer may serve more than two consecutive terms at the discretion of the Board. Each Director shall hold office until his successor shall have been elected and qualified, unless removed as provided in Section 2 below, or in Article III, Section 7. A vacancy in the Board of Directors shall be filled by the remaining members of the Board of Directors electing a replacement. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The Annual Symposium Program Chair shall be a voting *ex-officio* member of the Board of Directors.

Section 2: Each Director must be an experienced safety, health, and/or environmental professional, actively or formerly involved in a high technology industry. If the status of a Director changes in a manner, which impacts the Director's ability to perform the duties of a Director, the Board of Directors in its discretion by majority vote may remove the Director whose status has changed.

Section 3: An annual meeting of the Board of Directors shall be held without other notice than this By Law, immediately after, and at the same place as, the annual meeting of VOTING MEMBERS or at such location/date as approved by the Board. The Board of Directors may provide the time and place for the holding of additional regular meetings of the Board without other notice of such resolution.

Section 4: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise provided in these Bylaws, the Board may meet by any means of communication by which all persons participating in the meeting are able to hear and speak to each other. Notice of any such virtual meeting shall be given to all members of the Board in the way specified in Article V Section 3 of these Bylaws and the provisions governing a quorum and voting established in this section shall also apply to virtual meetings.

Section 5: The act of a majority of the Directors present at a Board meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By Laws. The term "present" shall be defined as any means by which all persons participating in the meeting are able to hear and speak to each other.

Section 6: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. No Director or immediate family member (e.g., spouse/domestic partner, child, parent, or sibling) may receive any direct compensation whatsoever from the corporation for the performance of any duties or services without knowledge and approval by the Board.

Section 7: Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors. If a Director is unable to attend a meeting of the Board, another member of the Board of Directors may be authorized to represent him/her as a proxy with the right to cast votes. The Director desiring to be represented by a proxy shall submit a written authorization to the President giving the name and address of the proxy. The written authorization is effective for all meetings of the Board of Directors at which the proxy is present, and the Director is absent, unless the written authorization limits the voting privileges of the proxy to specific sessions or special issues.

Section 8: The corporation shall indemnify and hold harmless its Directors, Officers and employees from all costs, including reasonable attorneys fees, associated with any and all claims and disputes arising from the performance of their duties as specified in these By Laws or by the Board of Directors. The Corporation shall maintain the appropriate Directors' & Officers' Liability Insurance at all times.

Section 9: A Nominating Committee will be selected on even years by the Board of Directors during a meeting preceding the annual meeting to select a slate of candidates for election to the open positions on the Board of Directors.

(a) Composition of Nominating Committee.

The Nominating Committee will consist of four VOTING MEMBERS of SESH A and the Past President of SESH A who will serve as Chair. Nominating Committee members will be selected by the Board of Directors and approved by the Executive Committee.

Members of the Nominating Committee will be selected from and will have been active members in one or more of the following groups

Planning Committees (current or past) Existing Board of Directors SESHAs Fellows No more than two members of the Nominating Committee will be members of the existing Board of Directors.

Members of the Nominating Committee shall serve for one term, for a period of two years, except the Committee Chair, who will serve during the one year they are the Past President

The Board of Directors shall request that one committee member serve two terms to assure continuity.

Decisions of the Nominating Committee will be by majority vote of the entire membership of the Nominating Committee.

(b) Nominating Procedure.

Candidates for Board of Directors must be "VOTING MEMBERS who are, in the opinion of the majority of the Nominating Committee, qualified to serve.

The number of candidates nominated for the Board positions will exceed the number of open positions.

The Nominating Committee is directed to ensure that the slate of candidates for the Board of Directors:

Represents the distribution of the general membership of SESHAs Represents the vocational activities of the general membership (Environmental; Industrial/Hygiene & Safety; Occupational Health or other field related to high technology industry) Has the support of their respective company to attend all meetings Is committed to the mission of the organization Willing to give the time necessary to be an effective member Able to contribute personal and professional qualities that complement those of other board members, and Willing to contribute time and effort consistent with the organizations expectations of board members and with his or her own means and priorities

Additional nominees for Board of Directors may be made by petition to the Nominating Committee signed by not less than 5% of the Voting Members. Petitions must be submitted to the Chair of the Nominating Committee no less than 60 days before the annual meeting of the Board, which will be held at the time of the annual SESHAs International Conference.

All candidates for Board of Directors must provide written acceptance of candidacy, including assurance of support by their employer. Candidates must provide a statement of qualifications and interest of not more than 250 words to the Nominating Committee Chair by a specified date before the annual meeting selected by the Nominating Committee.

Directors may be elected by any Board approved ballot of the VOTING MEMBERS. The names of all candidates for Board of Directors will be listed in random order. Ballots shall specify a deadline for voting, which will be no less than 30 days prior to the Annual Meeting.

VOTING MEMBERS may write in candidates for the Board of Directors on the ballot.

## ARTICLE VI

### OFFICERS

Section 1: The Officers of the corporation shall be a President, a President-Elect, a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person. The Officers and Board may delegate to the Executive Director the responsibility for any action for which an Officer or the Board has authority unless such authority cannot be delegated under these By-Laws.

Section 2: The Officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

Section 3: To insure presidential succession, the Executive Committee member elected to perform the Secretary role in year 1 will automatically become President-Elect in year 2 and President in year 3.

Section 4: Executive Committee Members acting as President, President-elect, and Secretary can fill those roles without being re-elected to the Board of Directors if their initial term expires during their tenure.

Section 5: Upon the resignation of either the President or President-Elect, the yearly rotation will occur at that time automatically. The resignation of the Secretary will require that a new Secretary be selected from the Board of Directors and elected at the next Board Meeting after the resignation. If no Secretary is elected, the position will automatically revert to the most senior member (total time served) of the



Executive Committee who is not filling the role of the President or President-Elect at that time.

Section 6: Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

Section 7: A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 8: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the VOTING MEMBERS and of the Board of Directors. He may sign, with the Secretary, President-Elect or Treasurer, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 9: In the absence of the President or in the event of his inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all the restrictions upon the President.

Section 10: The Treasurer shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for monies due and payable to the corporation; deposit money in the name of the corporation in banks or other depositories; receive and acknowledge donations to the corporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Treasurer, with the approval of the Board of Directors may delegate operational tasks to a Secretariat, with that Secretariat to provide monthly activity reports to the Treasurer.

Section 11: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more locations provided for that purpose; give all notices in accordance with the provisions of these By Laws or as required by law; be custodian of the corporate records and of the seal of the corporation; prepare an annual roster of officers, VOTING MEMBERS, committee members, and other members, including active members and inactive members, which he shall send to all active members; and in general, perform all duties as from time to time may be assigned to him by the President or by the Board of Directors.

## ARTICLE VII

### COMMITTEES

Section 1: The Board shall establish an Executive Committee, which shall exercise the authority of the Board and the management of the Society between meetings of the Board (i.e. day to day operating decisions). Other contracts or financial expenditures of \$1,000 or more must be documented and reviewed with the Board at the next scheduled meeting of the Board of Directors. The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, and a representative of the Secretariat (ex-officio) and any other members of the Board appointed by the President with the concurrence of the Board.

Section 2: Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Associate members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3: Each member of a committee shall continue as such until the next annual meeting of the Associate members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee.

Section 4: One member of each committee shall be appointed chairman by the Board of Directors.

Section 5: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 6: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7: Each committee may adopt rules for its own government not inconsistent with these By Laws or with the rules adopted by the Board of Directors.

## ARTICLE VIII

### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1: The President, President-Elect, Secretary and Treasurer, or a representative or agent of the officers approved by the Board of Directors (E.G. Secretariat). are authorized to deliver any instrument including checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of or on the authority of the corporation. Authorization limits and signature procedures for the issuance of any instrument creating an obligation on behalf of the corporation shall be specified by Board Resolution. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation to enter into any contract or deliver any instrument for payment of money. Such authority may be general or confined to specific instances.

Section 2: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE IX

### FISCAL YEAR

The Fiscal Year of the corporation shall begin on the first day of November and end on the last day of October in each calendar year.

## ARTICLE X

### ANNUAL DUES

Section 1: The Board of Directors may determine from time to time the amount of initiation fee, if any, and any annual dues payable to the corporation by members.

Section 2: Dues shall be payable at such time as the Board of Directors may determine.

## ARTICLE XI

### SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

## ARTICLE XII

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non Profit Corporation Act or under the provisions of the Articles of Incorporation or the By Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the times stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XIII

### AMENDMENTS TO BY LAWS

These By Laws may be altered, amended or repealed and new By Laws may be adopted by a majority of the directors present at any regular or special meeting.

## ARTICLE XIV

### RECORDS

The corporation shall keep correct and complete books and records of account and shall keep at the registered or principal office a record of the names and addresses of VOTING MEMBERS entitled to vote. All books and records of the corporation may be inspected by the VOTING MEMBERS for any proper purpose at any reasonable time.

I certify that these By Laws were adopted as modified herein by a majority vote of the Board of Directors on February 13, 2023.

Secretary