



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 early career 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 TMS Foundation Board of Trustees

Structure:

The TMS Foundation Board of Trustees shall consist of as many or as few Trustees as the TMS Foundation Board of Trustees deems necessary to fulfill the TMS Foundation's mission. The Trustee roles are as follows. With one exception as noted, all are voting members:

- Chair
- Vice Chair, an At-Large Trustee
- Past Chair, ex-officio, for one year after vacating the Chair position
- Variable number of At-Large Trustees
- TMS Officer, as selected by the TMS Executive Committee for a one-year term
- TMS Executive Director/Secretary, ex-officio without vote

Term of Office:

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

At-Large Trustees are appointed for three-year terms by the TMS Foundation Board of Trustees. At the discretion of the TMS Foundation Board of Trustees, shorter terms may be authorized.

The Chair may be appointed to serve one additional term, consecutive or otherwise.

At-Large Trustees may serve consecutive or multiple terms.

Nomination Processes and Elections:

During a meeting, any Trustee may nominate one or more candidates for At-Large Trustee positions. Potential Trustees are invited to join the TMS Foundation Board of Trustees by the current Chair after approval by the Foundation Board of Trustees.

The Chair is appointed by the TMS Board of Directors based on a candidate being advanced by the TMS Foundation Board of Trustees. The TMS Board of Directors will render a decision not later than the annual meeting at which the Chair transition will occur. The TMS Foundation Board of Trustees determines its recommendation by considering candidates for the Chair position. A current or former Trustee may apply to become Chair. This is done by submitting a nomination package.

A Chair nomination package comprises a Nominee Statement Form and a letter outlining the candidate's qualifications and vision for leading the TMS Foundation. It is desirable that candidates for the Chair position be experienced with the TMS Foundation Board of Trustees. Nomination packages will be distributed to the Board of Trustees for a confidential vote.

During a meeting, any Trustee may nominate an At-Large Trustee to serve as Vice Chair. It is not a requirement that the Vice Chair position be filled. The Vice Chair provides support

to the Chair as requested by the Chair and acts as Chair of the Board of Trustees when the Chair cannot fulfill the Chair's responsibilities.

Relationship with the TMS Board of Directors:

Annually, the Chair shall make a report to the TMS Board of Directors concerning the activities and standing of the TMS Foundation and its Board of Trustees. Annually, the TMS Financial Planning Officer will deliver a report to the Foundation Board of Trustees concerning the financial performance of the TMS Foundation.

Meetings, Quorum, and Voting:

Meetings of the TMS Foundation Board of Trustees may be held in person, virtually, or in hybrid format. Meetings are called by the Chair. The TMS Foundation Board of Trustees is to meet at least twice per year. One of these meetings shall be held at or immediately prior to the TMS Annual Meeting and Exhibition.

Conducting a meeting requires participation by a quorum. The presence of a majority of voting-eligible members constitutes a quorum.

If a Trustee is ever in the position of voting for themselves or an issue which they have a vested interest, the Trustee is to recuse themselves from voting.

Giving Expectation:

It is normal practice for members of foundation boards to exemplify a culture of giving by making personal donations and by recruiting donations from others. The TMS Foundation Board of Trustees will set a minimum Trustee giving expectation for initial and additional terms of service. The giving expectations will be reviewed on a regular basis and adjusted as circumstances require.