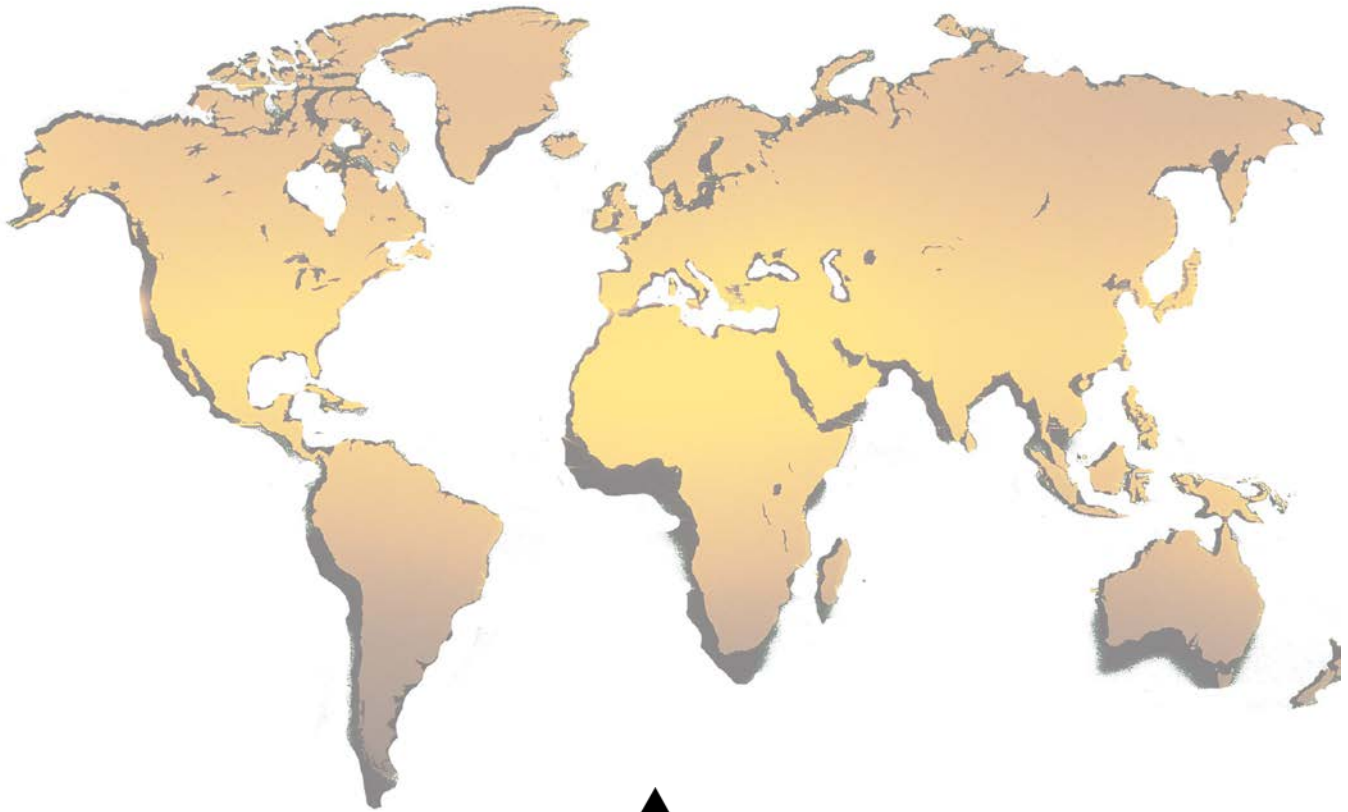

Electrostatic Discharge Association

Local Chapter Start Up Kit

Including Information for Student Chapters

12/4/2010 ESDA BoD approved



Electrostatic Discharge Association
7900 Turin Road, Building 3 • Rome, NY 13440
+1-315-339-6937 • www.esda.org

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I Introduction

Welcome: The Benefits of Starting a Local Chapter or a Student Chapter

At the grassroots level, the activities of local chapters and student chapters provide both educational and networking opportunities on a regular basis. Participating in local chapters and student chapters provides opportunities to discuss common problems with others who have similar experiences. As they bring ESD awareness and knowledge to their local areas, these chapters supplement and expand EOS/ESD Association, Inc.'s effort and become strong allies in the overall mission of EOS/ESD Association, Inc. Local/Student chapters provide opportunities for more frequent activities and programs at the local level, including regular meetings, facility tours, networking, and regional ESD tutorials.

Starting a local chapter or a student chapter can be a very rewarding and educating experience. Getting people together from the EOS/ESD industry or academia in your area can develop a whole new awareness of ESD issues and solutions. Regular chapter meetings provide a continuous exchange of information, making the annual symposium, sponsored by EOS/ESD Association, Inc., that much more rewarding.

This document is designed to help you get started with setting up your local chapter or student chapter. This Local Chapter Start-Up Kit is approved by EOS/ESD Association, Inc. Board of Directors. As you learn new things about starting a local/student chapter that are not covered in this material, please send them to EOS/ESD Association, Inc.

About EOS/ESD Association, Inc.

Founded in 1982, EOS/ESD Association, Inc. is a professional voluntary association dedicated to advancing the theory and practice of electrostatic discharge (ESD) avoidance. From fewer than 100 members, the Association has grown to more than 2,000 members throughout the world. From an initial emphasis on the effects of ESD on electronic components, EOS/ESD Association, Inc. has broadened its horizons to include areas such as textiles, plastics, web processing, cleanrooms, graphic arts and medical devices. To meet the needs of a continually changing environment, EOS/ESD Association, Inc. is chartered to expand ESD awareness through standards development, educational programs, local chapters, publications, tutorials, certification, and symposia.

A World-Wide Organization

Although founded and headquartered in the United States, EOS/ESD Association, Inc. has a strong international flavor. Its members come from more than 30 countries throughout the world. They serve on ESD Association Standards Committees, present technical papers at the annual EOS/ESD Symposium, and provide the communication links with similar organizations in other countries.

EOS/ESD Association, Inc. has established informal and formal relationships with similar organizations in various countries. These relationships include the Reliability Center of Japan, Productivity Standards Board (PSB) in Singapore, Electronics Industry Association of Japan (EIAJ), ESD Forum of Germany, ESREF in Europe, and ABRICEM in Brazil.

EOS/ESD Association, Inc. has the responsibility of representing the interest of the United States at the International Electrotechnical Commission (IEC) in the area of electrostatics. With the increasing need for global harmonization in the area of standards, the international focus of EOS/ESD Association, Inc. is vitally important.

II Getting Started: How to Start a Local Chapter or a Student Chapter

There are three phases, or steps, to establishing a local chapter or a student chapter:

- Step 1:** Discovery phase during which you determine that there is sufficient interest at the local level to start a local chapter.
- Step 2:** Organizing for and applying for local chapter or student chapter status.
- Step 3:** Holding regular chapter meetings and operating your local or student chapter.

Step 1: Discovery

There are several keys to success when establishing a new chapter.

- **Contact EOS/ESD Association, Inc. Headquarters** about your desire to start a local chapter or a student chapter. The EOS/ESD Association, Inc. can provide you with guidance as you begin the process.

Local Chapters: will be working with EOS/ESD Association, Inc. Local Chapter Chairperson. They can provide you with guidance as you begin the process of starting the local chapter.

Student Chapters: will be working with EOS/ESD Association, Inc. Student Chapter Coordinator. They can provide you with guidance as you begin the process of starting the student chapter.

- **Assemble a steering committee.** The key to a successful chapter is a core of hard workers to form a steering committee. Assemble a steering committee of at least four founders with the strong interest and the time to organize a local chapter. It is recommended that the group include a balanced representation of users and vendors.

Look for help and expertise from small business owners and other technical associations, such as IEEE groups. Student Chapters can contact faculty and IEEE Student Chapters or other groups for guidance. They will have information on financial setup, work sharing, and, in general, the internal workings of a small group. Contact or visit other chapters to see how they are organized.

Local Chapters: It is recommended that the group include a balanced representation of users and vendors. You are welcome to contact EOS/ESD Association, Inc. headquarters for a list of people who may have previously expressed an interest in starting a local chapter in your area.

Student Chapters: Obtain a faculty advisor to the ESD Student Chapter Group. It is preferable, but not necessary, to have a faculty member who is interested or affiliated with EOS/ESD Association, Inc.

Collaborate with other EOS/ESD Association, Inc. Student Chapters. You are welcome to contact EOS/ESD Association, Inc. headquarters for a list of universities who have formed or are forming an EOS/ESD Association Chapter, or who may have previously expressed an interest in starting an EOS/ESD Association Chapter in your area.

- **Identify potential members.** Through the steering committee, identify potential members and introduce them to the idea of a local/student chapter. (As a member of EOS/ESD Association, Inc. you have access to an online membership roster that can identify members who already belong to EOS/ESD Association, Inc. in your area. This list is updated each year after the EOS/ESD Symposium.)

Local Chapters: Be aware of the symbiosis between the user and vendor community. It is important to obtain a good balance of both groups. To avoid commercialism, make it clear at both the planning meetings and the general chapter meetings as to what constitutes acceptable behavior at the meetings. NO ONE should advertise their personal products during meetings unless it is the sole purpose of the meeting, which should be clearly stated.

- **Hold an informational meeting.** Determine the level of interest in your locality. A dinner or meeting hosted by (the employer of) a member of the steering committee (or of a faculty advisor in the case of student chapters) is a good way to begin this dialogue.

Begin holding pre-chapter monthly or quarterly meetings with stimulating programs as a means of attracting members and to more fully assess local interest.

- **Leadership.** Successful Local Chapters have strong leadership, committee members who are also a part of the National Association, typically as volunteers, and company support. It is critical to have rotation of key positions within the chapter to ensure its vitality. Strong programs during meetings and interesting speakers are also necessary to keep the interest in the Chapter going strong.

Step 2: Procedure for Organizing a Local Chapter or a Student Chapter

Requirements of EOS/ESD Association, Inc.

Governing Body. The organizational structure may consist of either officers or a board of advisors. Some local/student chapters have set up their governing body exactly as EOS/ESD Association, Inc. while other groups have developed entirely new structures for their governing body. It is a good idea to have more than four (4) people on the board of advisors to run the entire chapter, since the amount of work can be considerable. It is also important to define the job description for each position once the offices are formed. Some of the positions would be President, Vice President, Secretary, Treasurer, Local/student Chapter liaison (to EOS/ESD Association, Inc.) and Meeting and Speaker Coordinators, if this structure is chosen.

Bylaws and/or Constitution. It is recommended that EOS/ESD Association, Inc.'s Bylaws format be followed when developing Bylaws and/or a Constitution for the local/student chapter, as this will get the fastest review and approval by the EOS/ESD Association, Inc. Board of Directors. Unless the membership is quite large, it may be necessary to scale down the size of administration and voting groups as stated in EOS/ESD Association, Inc. Bylaws. EOS/ESD Association, Inc. Bylaws and Constitution are found in the Annex at the end of this guide.

Membership. In order to form a new chapter, there should be ten (10) or more dues-paying members. The actual number of members needed to start up a successful chapter depends on the local community, how far away the chapter will draw from, and the overall interest in the area.

Membership requirements for members, associate members, guests, etc. may be determined

by the local chapter, but in general, the local/student chapter should not be more restrictive than the National EOS/ESD Association, Inc. in regards to membership and meeting attendance.

Frequency of Meetings. Hold a minimum of four (4) Local Chapter meetings per calendar year or two (2) Student Chapter meetings per calendar year.

Code of Ethics. Adopt and follow a code of ethics.

The purpose of a code of ethics is to ensure that proper decorum is maintained and that all members (both vendors and consumers) adhere to good manners and do not abuse their position within the organization. A copy of EOS/ESD Association, Inc. Code of Ethics is found in the Annex of this guide.

Liaison to EOS/ESD Association, Inc. Designate a person to be the liaison to the national association. This person shall be responsible to update the national association about chapter activities when updates are requested by the Local Chapters Chairperson, or by EOS/ESD Association, Inc. Student Chapter Coordinator in the case of student chapters.

Legal and Governmental Requirements

In the United States. It is important to file for incorporation with the Secretary of State and Attorney General's office in your state as soon as the new chapter has completed all the necessary steps for becoming a chapter. Failing to file could create tax problems and other legal problems in the future.

You must have a tax ID number (Social Security number for individuals) to open a bank account. Request form number SS-4 from the IRS. Keep in mind that it may take four (4) to six (6) weeks for the IRS to process the form. If it becomes necessary to open a bank account without a Local Chapter Tax ID number, open it with a personal ID number as a non-interest bearing account so that it will not cause problems when filing personal tax returns later on.

General Procedure for Filing

1. Determine how to file:
 - a. As an association.
 - b. As a corporation.
2. Review and determine which section of the Internal Revenue Code would apply to your organization. There are many categories for non-profit organizations. The most likely section is *501c(6)-Business Leagues, etc.* as found in IRS Publication #557, Tax-Exempt Status for Your Organization. If you choose to file as business league, file as a *non-profit, tax exempt, professional association*.
3. Call or write your Secretary of State's office for an application to file as a domestic organization. Remember to include the required filing fee.
4. After completing the state enrollment, file with the Internal Revenue Service and apply for tax exemption. Request IRS Package 1024. When approval is received, make extra copies for filing with your state and any other taxing authorities.
5. Request the proper tax forms from your states Department of Internal Revenue.
6. Send copies of all tax filings to your states Attorney General's office.
7. If necessary, ask an accountant for help.

Helpful Internal Revenue Service Documents:

- Tax-Exempt Status for you Organization, Publication #557
- Tax Information for Private Foundations & Foundation Mgrs, Publication #578
- Tax on Unrelated Business Income of Exempt Organizations, Publication #598
- Application for Recognition for Exemption under Section 501(a)* or for Determination under Section 120, Package #1024.

Organizations with which you will need to be involved:

- Internal Revenue Service of the United States
- Secretary of State
- State Attorney General
- State Department of Internal Revenue

It is important to open a post office box to maintain a separate, non-affiliated chapter address. This allows more than one person to collect mailings and will make the passing of offices from one person to the next much easier.

The secretary will need to keep copies of all documents relating to the chapter's status. This includes the official paperwork stated above as well as proof of chapter activities.

Outside of the United States. If your chapter is located outside the United States, some similar governmental and legal processes may apply. Use the information about the United States as a guide for navigating the requirements where you are located.

Dealing With Money. A bank account will be necessary to handle Chapter funds as required for chapter activities. Corporate accounts, even those for non-profit groups, can have expensive administrative charges associated with them. Check around, there is usually an inexpensive bank that has account options more suited to smaller operations.

There are many methods to raise money. Membership dues, charges for dinner meetings or an attendance fee for meetings are all possible. Dinner meetings, if at a relatively low-priced location, have been found to be particularly profitable. Regional tutorial programs help educate the community and can raise significant funds.

Application, Procedures, and Rules for Becoming a Local Chapter

The proposed new local/student chapter is subject to review and acceptance by EOS/ESD Association, Inc. Board of Directors.

Submit all documentation for becoming a local/student chapter to EOS/ESD Association, Inc. Headquarters. This is to include:

- A letter seeking Local/student Chapter status. A copy of the Chapter Bylaws, which is to be in agreement with the National Association's Constitution and Bylaws. The letter should outline the proposed geographic area of the proposed Local Chapter.
- A copy of the Incorporation Certificate that shows non-profit status.
- A membership list to include at least ten (10) members in good standing with the local chapter.
- A meeting schedule showing at least; Local Chapter-four (4) meetings, Student Chapter-two (2) meetings (e.g. one per semester for a two semester annual year) for the coming calendar year.

Upon approval of your paperwork, EOS/ESD Association, Inc. will recognize your chapter as an ESDA local/student chapter.

Step 3: Holding Regular Meetings and Operating your Local or Student Chapter

Begin holding monthly or quarterly meetings with programs that interest members. Chapters have used lunch and dinner meetings, after work and evenings meetings, all with success.

Meeting Structures

Be inventive. A variety of meeting structures that have been found to be successful are solicited suggestions from the membership.

Local Company or University hosted meetings can be held wherever possible. Cafeteria facilities, meeting rooms, conference rooms and other company amenities are examples of meeting locations. Meetings hosted by local companies will be less costly than meetings held in hotels or restaurants. Local Chapters can have members approach their own companies for permission to host meetings and have them handle the logistical arrangements.

Meetings held at hotels have also been found to be successful. In doing so, DO NOT forget to arrange audio-visual equipment (i.e. microphone, overhead or projectors and screen, etc.) and extra electrical power as needed. There will probably be a charge for the extra equipment, although the room will probably be free if the hotel serves your group a meal. DO NOT forget that a service charge (typically 15% to 18%) and any local taxes, will be added to the price of a meal. You can send any hotel contract to Headquarters to have them help you negotiate the best deal possible. This might be more important as you arrange for tutorial presentations and hotel room blocks.

Make a list of possible meeting topics.

Email and an online newsletter are the least expensive ways to communicate with the members. If a broader base is needed you may want to investigate bulk mailings. Word of mouth is sometimes the best advertising.

Holding Your First Chapter Meeting (Organizational Meeting)

The first general meeting should have two purposes: to familiarize potential members with EOS/ESD Association, Inc., and to elect the interim officers or board of advisors. This is also a good time to involve new members, and to select committees such as membership development and program planning.

Holding Your First Board Meeting

The first board meeting should include the following:

- Review the responsibilities of each office.
- Select a time and place for the monthly or quarterly general meetings.
- Choose topics and speakers that will be of general interest to a majority of attendees.

Speakers should know their subject matter and present it well. **Good programs are essential.**

- Select a temporary newsletter editor who will write a newsletter that can be used for meeting notices.
- Set up a membership-recruitment program.

Membership

Once the group is formed, it is suggested that a membership chair be selected. As an ESD Association member, you have access to an online membership roster that will give you contact information for ESDA members in your area. A mailing list is also available from Headquarters.

Widely publicize your organization's events and activities. Some suggestions are:

Create a website outlining your Local/student Chapter's structure and mission, including meeting schedules and meeting locations.

Use direct mailings and e-mail. Instruct the receiver to copy the mailing and pass it on to friends and co-workers.

Get contacts, within large companies and universities, to advertise on their internal and electronic bulletin boards.

Contact local professional magazines and newspapers that cover EOS/ESD issues; they may be willing to cover the groups meetings as news (as opposed to having your group pay for advertising).

Contact EOS/ESD Association, Inc. Marketing Administrator to provide your group's calendar of events and people to contact. The ESDA Marketing Administrator will post updates to activities and calendar items in our ESD Association newsletter, Threshold, and ESDA website.

EOS/ESD Association, Inc. does not endorse membership qualifications that are more restrictive than those of the National Association.

Relationship with the National Association

Communicate the needs of your Local or Student Chapter to the National Association. One such item could be to have a member of National Association Board of Directors, Officer, or Director of Operations attend one local chapter meeting per year to show support of the chapter. EOS/ESD Association, Inc. has several presentations that one of these people can also make to your chapter.

Benefits of Joining the National Association

Becoming a recognized Local or Student Chapter allows a chapter to be recognized on the ESDA website, have publicity on the ESDA website and newsletter. The National Association can also offer support to the Local Chapters to help them find speakers and offer the HQ staff as a resource.

Local Chapter benefits

- Use of the ESDA logo and associated logo policy
- Co-sponsored tutorial programs with National Regional Tutorials at your local chapter
- Send a representative to EOS/ESD Association, Inc. Human Resources Meetings to participate and to address issues
- Submit Local chapter articles for *Threshold* on activities at your local chapter

Student Chapter benefits

- Special Student Chapter Logo
- ESDA Student Chapter plaque for your college or university
- Send a representative to EOS/ESD Association, Inc. Student Chapter Committee to address issues, and participation
- Request an ESD on Campus lecture to the university
- Participate in joint meetings with other student chapters and Universities
- Submit ESD Student Chapter articles for *Threshold* on activities of your local chapter

EOS/ESD Association, Inc.
7900 Turin Road, Building 3
Rome, NY 13440
+1-315-339-6937

Office hours are 8:00 AM to 4:00 PM, Eastern Time.

ANNEX

EOS/ESD ASSOCIATION, INC. CODE OF ETHICS

Fiduciary Duties - Board members of the ESDA have ethical and legal obligations toward the organization they serve whether or not they receive compensation. As long as the Board member acts responsibly and in good faith, a Board member's actions generally will not create personal liability under applicable law, even if the organization suffers financial damage. Acting in good faith in this context means not performing board duties recklessly (i.e., with a conscious disregard of a known risk) or in bad faith. Nevertheless, prospective Board members must understand the duties they assume by becoming a board member (these are known as "fiduciary duties") so that they can in fact act responsibly and in good faith. These duties include the duty of care, the duty of loyalty and the duty of obedience.

Duty of Care: A Board member should exercise the same degree of care as a prudent businessperson and as he or she would exercise with his or her own affairs. This duty is manifested in the following ways:

Active Participation: A Board member must actively participate in the management of the organization including attending meetings of the Board, evaluating reports, reading minutes, reviewing the performance and compensation of the Association employees as assigned, and so on. Individuals who do not have the time to participate as required should not agree to be on the Board.

Committees: The Board of Directors may establish committees or Business Units having the authority of the board and may rely on information, opinions or reports of these committees. Committees operate subject to the direction and control of the Board. As a result, Board members are responsible for the committees and should periodically review their work.

Board Actions: A Board member who is present at a meeting when an action is approved by the entire Board is presumed to have agreed to the action unless the Board member (i) objects to the meeting because it was not lawfully called or convened and doesn't participate in the vote, or (ii) votes against the action or is prohibited from voting on the action because of a conflict of interest.

Minutes of Meetings: Written minutes should be taken at every board meeting. The Board member should help ensure that the minutes accurately reflect Board discussions as well as actions taken at meetings.

Books and Records: A Board member should have general knowledge of the books and records of the organization as well as its general operation. The organization's articles, bylaws, accounting records, voting agreements and minutes must be made available to Board members who wish to inspect them for a proper purpose.

Accurate Record Keeping: A Board member should also help ensure that the organization's records and accounts are accurate. This may mean that regular audits be done by an independent certified public accountant. At a minimum, the Board member should be aware of what the financial records disclose and take appropriate action to make sure there are proper internal controls.

Protecting Assets: A Board member has the duty to help ensure the corporation's property is protected, preserved, and appropriately managed consistent with donor restrictions and legal requirements. Helping to make sure proper internal financial and other controls will aid in the protection of assets.

Resources: A Board member should assist the organization in obtaining adequate resources to enable it to further its stated purpose.

Investigations: A Board member has a duty to investigate warnings or reports of officer or employee theft or mismanagement. Where appropriate, a director should consult an attorney or other professional for assistance. In some situations a director may have to report misconduct to the appropriate authorities.

Duty of Loyalty: Traditionally, members of a Board of Directors have an absolute duty of complete, undivided loyalty to the organization. This means that Board members should act in the best interest of the corporation, not against the corporation in one's self-interest or for the benefit of another party. A Board member should act for the good of the organization and avoid engaging in transactions with the organization from which the Board member will benefit. In the context of an incorporated entity (such as ESDA), this duty is manifested by avoiding actual or perceived conflicts of interest.

A conflict of interest arises whenever the personal or professional interests of a Board member are potentially at odds with the best interests of ESDA. As noted above, both actual conflicts and situations that appear to be conflicts generally should be avoided. It is a good idea for a Board of Directors to establish a written policy on avoiding and resolving conflicts of interest. For ESDA, a conflict of interest situation is most likely one in which acting in the best interests of an employer would not be in the best interests of ESDA or vice versa. Directors should recuse (i.e., disqualify) themselves from such situations and care should be given not to disclose their company's confidential information in the process of excusing themselves due to a conflict of interest.

Duty of Obedience: Board members have a duty to follow ESDA's governing documents (articles of incorporation and bylaws), to carry out ESDA's mission and to assure that funds are used for lawful purposes. Also, Board members must comply with state and federal laws that apply to incorporated entities and the way in which their organization conducts its business. Board members should see to it that ESDA's status with state and federal agencies is protected, and that deadlines are met for tax and financial reporting. It is also extremely important to ensure that the organization does not violate state or federal antitrust laws. Where appropriate, Board members should obtain opinions of legal counsel or accountants.

EOS/ESD ASSOCIATION, INC. ANTITRUST POLICY

The penalties for violating antitrust laws can be quite severe, including large fines and even imprisonment of individuals found guilty of illegal conduct. Contrary to the popular belief that the government has relaxed antitrust enforcement, in recent years the Justice Department has recommended jail sentences for the majority of persons convicted of violating antitrust laws. Moreover, the U.S. Supreme Court has ruled that a trade association may be held legally responsible for the unauthorized, as well as authorized, acts of its members. Accordingly, every effort must be made to avoid even the appearance of impropriety.

The most common violations of the antitrust laws are agreements among competitors to fix prices or allocate customers. As for EOS/ESD Association, Inc. , the most important thing to keep in mind is that its purpose is to “advance the theory and practice of Electrostatic Discharge (ESD) avoidance”. This is accomplished through publishing Standards, holding technical conferences and providing certification programs. Accordingly, it is not the business of EOS/ESD Association, Inc. to consider or discuss matters relating to product development, marketing, purchasing, or pricing decisions of individual companies.

It is the responsibility of each ESD Association member that attends an ESD Association sponsored event or meeting, to avoid raising improper subjects for discussion. This reminder has been prepared to ensure that participants in ESD Association meetings are aware of this obligation.

Antitrust Laws as related to EOS/ESD Association, Inc. :

- Do not preclude any discussion on any topic that is pertinent to the business of EOS/ESD Association, Inc.
- Avoid the misuse of the standard development process in order to gain an unfair competitive advantage.
- Do not allow for improper conduct during a standards meeting.
- Restricts what can be divulged
- Restricts some actions of EOS/ESD Association, Inc. , such as, conspiring to capture market share
- Allows for activities that have a “pro-competitive” or positive effect

Discussions to Avoid:

- License Terms, price or pricing policy of your individual company
- Direct or indirect sales, quotas, market share
- Identified individual company statistics, inventories
- Particular competitors or customers
- Commercial Liabilities, warranties or guarantees

Anything dealing with “arm twisting”, excluding or controlling.