



WAAIME Operations Handbook

The WAAIME Division invests in students of all ages to help solve the workforce challenges of the extractive industries

We do this by:

- **Elevating awareness:** introducing students of all ages to extractive industry careers.
- **Providing essential services:** offering scholarships and other valuable programs.
- **Growing relationships:** partnering with industry and others while avoiding duplicating efforts in meeting the industry's workforce demands.
- **Operating sustainably:** having adequate resources to support our efforts.

**WAAIME is a Division of the
Society for Mining, Metallurgy & Exploration
12999 E. Adam Airport Circle
Englewood CO 80112**

February 2, 2025



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1 Introduction and Background

It was a bittersweet evening when the wives of members of the American Institute of Mining and Metallurgical Engineers (AIME) came together in 1916 to enjoy a Ladies Night at the Waldorf Astoria Hotel in New York City. The affair was mired in anxiety as Kaiser Wilhelm rolled his troops through Poland and Belgium, then into France and England as World War I loomed on in Europe. The ladies wanted to send some cheer to the fighting men in the trenches, so they collected money to buy Christmas sweets and sundries which they sent to the British Army of Engineers. The success of this effort spurred the ladies to formalize their association in 1917 into the Woman's Auxiliary of AIME. Since the men did not see this initiative as important, the ladies did not ask AIME if they could form the Auxiliary, they simply informed them when it was organized. And so WAAIME was born with 50 members. Amy Jennings, who was instrumental in organizing the Auxiliary, served as its first President.¹

WAAIME was incorporated on February 20, 1917. Its initial stated purpose was to render service to the country, community and to humanity at large through all that pertained to the profession of mining engineering. That goal was later expanded to include the promotion of idea exchanges and work among members and to secure and maintain a fund for the purpose of assisting promising young people to obtain a technical education in mining, metallurgical and petroleum engineering or allied subjects.¹

The post-war years found WAAIME shifting away from foreign relief and more toward local efforts in education, medical support, emergency response and social services. Believing that everyone, rich or poor, should have the privilege of reading, WAAIME established permanent and circulating libraries in mining camps. Local sections were established across the country and became the backbone of the organization. WAAIME's scholarship portfolio had grown to \$600,000 by the early 1960's and its scholarship loan program was the flagship of the organization. To assure its tax-exempt status, WAAIME was formally recognized under Section 501 (c) (3) as a tax-exempt charitable organization in 1962.¹

Despite substantial membership growth well into the thousands and continued growth of its scholarship portfolio, WAAIME membership ebbed to where in the early 2000's there was a serious concern that the management of ongoing WAAIME activities may not be sustainable. After long and hard deliberation, WAAIME leadership decided to ask its members to vote on whether a merger into the Society for Mining, Metallurgy & Exploration (SME) could be an appropriate solution. With both WAAIME and SME being 501 (c) (3) charitable organizations and both group's past affiliations with AIME, SME offered an appropriate home to assure the longevity of the

¹ The National History of the Woman's Auxiliary to the AIME, 1917 to 1973, multiple authors.



WAAIME legacy. While the vote was controversial and not unanimous, the majority of the WAAIME membership favored the merger with SME, so on March 31, 2008, WAAIME executed a Plan of Merger with SME.

Now a Division of SME, WAAIME is believed to manage and distribute the largest stand-alone scholarship program in the mining industry. These scholarships have been WAAIME's most significant and long-lasting initiative which has helped bring thousands of new engineers and scientists to extractive industries. The WAAIME portfolio is now a multi-million-dollar legacy, giving hundreds of thousands of dollars each year to hundreds of deserving students attending universities in the United States, Peru, Chile, and Mexico. From Amy Jennings and her colleagues to our Division members today, WAAIME continues to give generously for the good of all that pertains to the extractive industry professions. WAAIME's longevity and success have been because of its ability to recognize education and workforce needs and act on them in a timely manner.



2 Governing Documents

Two documents govern WAAIME activities. They are the Plan of Merger, included as Appendix A and The Omnibus Joint Resolutions of the SME Board of Directors and the Executive Committee of the WAAIME Division of SME, included as Appendix B.

2.1 The Merger Agreement

The Plan of Merger (the Merger Agreement) became effective on March 31, 2008, and established the terms and conditions under which WAAIME would operate. The Merger Agreement:

- Defined the terms and conditions of the merger.
- Established the WAAIME Division of SME.
- Defined the composition and terms of the WAAIME Committee.
- Described the terms and conditions for coordinating with and reporting to the SME Board of Directors.
- Established a stipend amount for WAAIME Committee travel.
- Defined the status of WAAIME membership within SME (see discussion in the next section).
- Segregated and separated the WAAIME funds and assigned the WAAIME Committee as the fiduciary representatives of the portfolio.
- Established spending limits on the WAAIME funds.
- Defined specific programs for which WAAIME funds may be used.
- Described the WAAIME scholarship program.
- Committed SME to provide administrative services to WAAIME and entitles SME to recoup its administrative services as well as audit fees.
- Obliges WAAIME reporting on Division activities and expenditures.
- Details the process for dispute resolution which is limited to litigation.
- Defines the terms of dissolution.

2.1.1 Merger Agreement Shortfalls

WAAIME has operated under the Merger Agreement since 2008 and continues to do so today. However, because the Merger Agreement was written at a time when WAAIME was challenged to attract new members, the tone of the agreement was one of preserving the status quo and planning for dissolution should it come to that. While much of the Agreement is still relevant, certain shortfalls became evident as WAAIME continued to operate as a Division of SME. Those shortfalls included:

- Giving limited forethought to growing WAAIME as a value-added division of SME.
- Limiting new WAAIME membership only to existing local sections.



- Disallowing new local sections to be formed.
- Being prescriptive on how much and where WAAIME funds could be spent.
- Allowing WAAIME funds to be used only for five historically funded programs.
- Leaving no opportunity for investing in new initiatives.
- Limiting growth by not allowing new sections to be formed.
- Excluding a dispute resolution pathway for the SME and limiting dispute resolution to litigation.

2.2 The Omnibus Agreement

The Omnibus Joint Resolutions of the SME Board of Directors and the Executive Committee of the WAAIME Division of SME (“the Omnibus Agreement”) was finalized between SME and WAAIME and ratified by the SME Board of Directors on February 26, 2023. It appends to the Merger Agreement and:

- Clarifies the ambiguous language on how to become a member of WAAIME and simplifies the process for membership. It also includes options to join at a national or local section level.
- Improves the leadership model by expanding the WAAIME Executive Committee from three to five members and better defines officers and officer progression.
- Restores WAAIME’s purpose beyond scholarships. It again includes funding for philanthropic, educational and charitable programs, provided they are consistent with WAAIME’s more than 100-year legacy and 501(c)(3) requirements and approved by SME board of Directors.
- Shields reimbursements from inflationary pressures through reimbursement for expenses as opposed to reimbursement of a fixed fee for certain costs.
- Improves dispute resolution between the WAAIME Division and SME as a whole in the event of a breach of covenants of the Merger Agreement by providing SME with a notification step and introducing an arbitration process.
- Requires revisiting the Merger and Omnibus Agreements at least every ten years.
- The WAAIME Committee may adopt its own internal rules and operating policies and practices provided that such rules and practices are consistent with SME’s Articles of incorporation, Bylaws and internal policies and procedures applicable to all SME divisions.

The approval of the Omnibus Agreement addressed the shortfalls of the Merger Agreement and now allows WAAIME to broaden its reach and move forward.



3 Vision and Strategic Goals

WAAIME announced the passage of the Omnibus Agreement at the 2023 Women of SME Breakfast and explained that the Division was ready to move forward. WAAIME members passed out QR code cards asking for volunteers who would be interested to help in that process. About 80 people responded to the request and were assigned to WAAIME Committees according to their stated interests. Based on that response, Committee Chairs were recruited to lead four primary initiatives:

1. Scholarships
2. Membership
3. Student Activities
4. Education

An Ad-Hoc Strategic Planning Committee was formed and held several meetings in the first half of 2024 to define where we want to take the Division in the next several years, what we intend to do, and how we will get there. Our focus was on defining a clear vision and long-term goals that will allow us to align our committees and prioritize initiatives that are achievable, measurable, and will make the most impact in moving closer to our targeted goals.

Strategic planning is not static; it should be revisited from time to time to ensure that the vision and goals always remain aligned with those of the Division and remain relevant as time progresses. The vision statement and strategic goals follow. Each will be revisited on an as-needed basis, but nominally every five years or so to assure that their ongoing timeliness and relevance.

3.1 Vision Statement

The WAAIME Division Vision is to invest in students and professionals to help solve the workforce challenges of the extractive industries.

3.2 Strategic Goals

The WAAIME Division seeks to realize its Vision through the implementation of its Strategic Goals.

- **Elevating awareness:** introducing students of all ages to extractive industry careers.
- **Providing essential services:** offering scholarships and other valuable programs.
- **Growing relationships:** partnering with industry and others while avoiding duplicating efforts in meeting the industry's workforce demands.
- **Operating sustainably:** having adequate resources to support our efforts.



4 Membership

WAAIME is a special status Division of SME, meaning that WAAIME members may be, but are not required to be, members of SME. Historically, WAAIME was comprised of the spouses of AIME, and subsequently SME, members. As such, WAAIME members may or may not have had professional degrees in mining or otherwise, and they may or may not have any direct involvement in the extractive industries. Their interest in WAAIME may be drawn from family members who were employed in the industries, or they may simply have common interests in WAAIME's educational initiatives.

When the Merger Agreement was executed, all of the WAAIME membership became members of the WAAIME Division of SME. WAAIME Division members did not automatically become members of SME, nor did they have to pay any dues to either SME or WAAIME. After the merger, the Merger Agreement severely curtailed WAAIME's ability to grow by requiring that new members could only join WAAIME through its existing local sections. The Agreement went on to disallow the formation of any new local sections. This key shortfall in the Merger Agreement was rectified by the Omnibus Agreement.

WAAIME seeks to keep its membership statistics up to date, assessing those statistics each year in July and updating them as and when necessary.

4.1 Pathways for Joining WAAIME

Individuals who wish to join WAAIME may accomplish this through several pathways. There are no obligatory initiation fees or annual dues involved with becoming a member. However, local sections may charge local dues. The pathways include:

1. Join as a WAAIME member at large, either through the QR code access to the membership application form or by directly accessing the WAAIME website to complete the application form.
2. Join a local section of WAAIME.
3. Join as an SME who elects to belong to the WAAIME Division in addition to one of the other SME technical Divisions.
4. Join as an AIME member society member as per 1 or 2 above.

4.2 SME Members Who Join WAAIME

SME members are very much encouraged to join WAAIME if they have an interest in supporting education initiatives in the extractive industries. SME members do not have to give up their technical Division affiliation to join WAAIME. They simply become members of both WAAIME and their technical Division of preference. There is no premium cost to SME members to join



WAAIME. Today's WAAIME member may choose to affiliate with a local section or simply become a member at large.

4.3 AIME Member Society Members Who Join WAAIME

WAAIME members may also be members of the other three AIME technical societies². WAAIME scholarships and other programs are directed at the extractive industries, not just the mining sector which is represented by SME. So, in addition to SME, interested members of the other three AIME societies should be encouraged to join WAAIME so that they can directly administer our programs within their respective societies. They would not become members of SME by joining WAAIME, and there would be no cost for them to join.

4.4 Unaffiliated Individuals Who Join WAAIME

As with the WAAIME members of the past, individuals who are interested to help support extractive industry education initiatives are very welcome to join WAAIME. Such individuals do not need to be a member of one of the four AIME member societies, and/or they do not need to be employed in the extractive industries. They just need to have the common interest of WAAIME in wanting to help advance the future workforces of the extractive industries.

4.5 Student Membership in WAAIME

Students who are applying, or intend to apply, for WAAIME scholarships are not eligible to join WAAIME. Students must be a member or student member of one of the four AIME member societies² to be eligible for a WAAIME scholarship. Students who are not applying or eligible for a WAAIME scholarship are welcome to join WAAIME.

² AIME member societies include the Society for Mining, Metallurgy and Exploration (SME), Society of Petroleum Engineers (SPE), the Association for Iron & Steel Technology (AIST) and The Minerals, Metals and Materials Society (TMS))



5 Organization and Responsibilities

The WAAIME Division is organized to always move us closer to our stated vision and goals under the leadership of its Executive Committee and with the support of its two Standing Committees and three other committees.

5.1 SME Staff Liaison

An extremely important part of being a value-added Division of SME and effectively carrying out our Vision and Strategic Goals is having direct and timely communication and collaboration with the entire SME organization. Our SME Staff Liaison is WAAIME's voice into the internal workings of SME, being the focal point of contact for WAAIME among all the other SME employees and departments. This assures that the WAAIME Division is well aligned with SME's Bylaws and Strategic Plan and allows for the streamlining of internal and external communications, meeting and social event planning and execution, scholarship notifications and financial allocations, and a host of other things.

5.2 Standing Committees

WAAIME's three Standing Committees include the Executive Committee, Scholarship Committee, and International Committee. These are all well-established and have been functioning for many years.

5.2.1 Executive Committee

The Executive Committee comprises a Chair, Past Chair, Vice Chair, Scholarship Chair and International Chair. All members of the Executive Committee are Officers of the WAAIME Division.

Responsibilities

This Committee is responsible for all WAAIME Division governance, establishing the vision and goals for the Division, focusing all Division actions toward achieving its vision and goals, guiding and supporting committee activities in accomplishing goals, and identifying new ideas and opportunities for partnerships. The Executive Committee has overall fiduciary responsibility for the WAAIME funds.

Members of the Executive Committee are also to coordinate the nominations process both for filling vacancies on the Executive Committee and for awards that may be given by the Division, and for all Division fundraising.



Meetings

The Executive Committee Officers are expected to participate in all regularly scheduled WAAIME Division meetings, as well as general SME meetings where the WAAIME Division should be represented. Such meetings include, but are not limited to:

- **SME Board of Directors Meetings** – Every SME Division presents its respective report of recent activities and future initiatives to the SME Board of Directors at the Board’s three regularly scheduled meetings. Two of these Board meetings are scheduled at the SME Annual Conference & Expo which is typically held during the last week of February. SME’s business year begins on Thursday of the Annual Meeting Conference & Expo in a given year and ends on Sunday of the Annual Meeting the following year. At the Annual Meeting, the first Board Meeting to be held (the final Board Meeting of the previous year) is usually scheduled from noon to 4:00PM on Sunday. The second Board Meeting (the first meeting for the coming year) is usually held from 8:00AM to 11:00AM on Thursday. The SME Board also convenes at the SME Mid-Year Meeting, which is usually scheduled over a weekend in September, with the Board meeting being held in the morning, often on a Sunday. Like the other SME Divisions, WAAIME prepares written reports of its activities for each of these Board meetings. Attending all these meetings is not required, but it is best if at least some WAAIME members attend each of these Board meetings to discuss issues and/or field questions from the Board that may arise from our reports.
- **SME Meeting of the Members** – This meeting is usually scheduled on Sunday from 5:00PM to 6:00PM immediately prior to the SME Annual Conference & Expo. While WAAIME attendance is not required, it is usually best to have some Division representatives present at this meeting to carry the salient points of the “State of the Society” message back to the Executive Committee and Division members.
- **WAAIME Annual Meeting and Other Executive Committee Meetings** – The Executive Committee holds its Annual Meeting just prior to the SME Annual Conference & Expo, which is usually held in the last week in February each year. The Executive Committee also meets during the Mid-Year SME Board of Directors Meeting or at a separate mid-year venue. Executive Committee meetings are usually scheduled from 9:00AM to 11:00AM on the Sunday of the start of the SME Annual Conference & Expo and immediately prior to the Mid-Year SME Board of Directors meeting as appropriate. Teleconference meetings are also scheduled from time to time to conduct the business of the Division. Anyone is welcome to participate in these meetings, but only the Officers are allowed to vote on items requiring a vote.



- **WAAIME Business Meeting** – This meeting is usually scheduled immediately following the Scholarship Committee meeting from 11:00AM to 12:00PM on Tuesday during the SME Annual Conference & Expo. At this meeting, any remaining business of the Division is discussed and the Chairs of each WAAIME Committee report on the outcomes of the week’s meetings and activities that may be held. This allows the Chair to prepare the report for the Thursday meeting of the SME Board of Directors.

Minutes are taken at all WAAIME Executive Committee Meetings and the WAAIME Business Meeting by the SME Staff Liaison. Unless there are extenuating circumstances, all meeting minutes are approved at the next scheduled meeting of the attending group. If the next meeting will not occur for an extended period (e.g., the WAAIME Business Meeting is normally held once per year), draft minutes will be circulated to the meeting participants within two weeks after the meeting. Meeting participants should provide any edits/comments they may have within one week after receiving the draft minutes. The SME Staff Liaison will timely coordinate with the WAAIME Chair to incorporate the edits or comments received and agree on the content of the final draft minutes to be presented to the attending group for approval at the next meeting.

Time and Travel Commitment

The Executive Committee Officers are expected to attend the WAAIME Division meetings held in association with the SME Annual Conference & Expo and a Mid-Year meeting, which preferably is held in association with the Mid-Year SME Board of Directors meeting but may be held separately or in association with another conference or gathering. These meetings may require travel to and from the meeting location. The SME Annual Conference & Expo generally requires participation in several meetings from Sunday through Wednesday of the Conference & Expo which is usually held the last week in February.

The Mid-Year Division meeting usually requires a half to a whole day of participation and is usually scheduled on a Saturday ahead of the SME Board Meeting. If necessary, the Mid-Year meeting may be held via teleconference if such capability is available at the meeting location.

Updates by WAAIME’s financial advisors on market trends and the status of the WAAIME funds are included at both the Annual and Mid-Year meetings. Interim meetings are scheduled via teleconference throughout the year on an as-needed basis, usually in the May/June and November/December timeframes which require about one hour.

Additional Executive Committee meetings may be called as needed by the Division Chair from time to time throughout the year. These meetings are typically held via teleconference and require about one to two hours.



Reasonable travel reimbursements are available only to WAAIME Officers (members of the Executive Committee) and to those who are not otherwise reimbursed by their employer or eligible for a tax deduction as a personal business expense.

Filling Vacancies

The Executive Committee is responsible for nominating and/or receiving nominations from the WAAIME membership to fill vacancies on the Executive Committee. The Executive Committee Past Chair shall preside over the nominations process of selecting a qualified individual or individuals to fill the annually vacated Vice Chair position, and the Scholarship Chair and International Chair positions on a three-year rotating basis.

Nominations for new Executive Committee members, including the Vice Chair, Scholarship Chair and International Chair positions, are solicited from the membership in the May WAAIME Newsletter. Specific dates are provided in the Newsletter. Nominations are to include a brief biography and photograph of the nominee and must be received as follows:

- On or before August 1: Nominations, including a photo and brief biography for each nominee, are due into SME Headquarters.
- On or before August 10: SME Headquarters will forward all nominee information to the WAAIME Past Chair.
- On or before September 1 (but before the WAAIME Midyear Meeting): the WAAIME Past Chair will review each of the nominations and assess the qualifications, experience, and willingness of each nominee to serve in the position for which they have been nominated in preparation for a discussion among the Executive Committee in closed session at the WAAIME Midyear Meeting.
- At the WAAIME Midyear Meeting: In a closed session and under the leadership of the WAAIME Past Chair, the Executive Committee will consider each nominated individual and select and ratify the preferred nominee.
- On or before November 1: the WAAIME Past Chair will notify SME Headquarters of the incoming Executive Committee member(s).
- On or before December 1: The WAAIME Past Chair will notify the incoming Executive Committee member(s) and invite the individual(s) to attend the SME Annual Conference & Expo, usually held the last week of February of the upcoming year.



Should a vacancy arise on the Executive Committee outside the previously described nomination process, the Division Chair shall appoint an interim Executive Committee member to serve on a temporary basis until the next WAAIME Annual Meeting.

Awards, Events, and Fundraising

The Founder's Award was established in 2014 and initially funded by our founding section, Tri-State (NY-NJ-CT), and was given in honor of their many years of service and hard work to build the WAAIME fund that promotes the extractive industries served by AIME. Today, the Award is funded and managed by the WAAIME Executive Committee and presented to a person in recognition of that individual's exemplary service to WAAIME and its goals. It recognizes those members who have contributed significantly to a local WAAIME section, a WAAIME Division Committee, or to further the goals and purposes as set forth in WAAIME's incorporation. Founder's Award recipients may or may not be members of the WAAIME Division if they meet the abovementioned recognition criteria. The Executive Committee is responsible for soliciting and receiving nominations and selecting the recipient of the Founders Award.

The Founder's Award typically adheres to the following timeline:

- A call for nominations is given in the May Newsletter.
- Nominations must be submitted to SME Headquarters by July 1.
- Qualified nominations are forwarded to the standing Past Chair of the Executive Committee by July 15.
- Candidates are considered and the voting completed during the Executive Committee meeting at the SME Mid-Year Meeting or at a separate mid-year venue.
- The Award recipient is notified as soon as possible, but no later than November.
- The Award is presented at the SME Annual Conference & Expo.
- The Award winner typically receives:
 - Air travel to the location of the SME Annual Conference & Expo
 - One night of lodging
 - Two tickets to the event where the Award is given (usually at the Women of SME Breakfast held on Tuesday morning of the Conference & Expo)
 - A Certificate recognizing the recipient's contributions to the WAAIME Division
 - The WAAIME medal (usually presented as a necklace)
 - A \$500 allocation to be donated in the recipient's name back to WAAIME, to a local WAAIME section, or to another like-minded organization that advocates for students.

The Founder's Award is typically given annually. The Executive Committee is not obliged to give the Award annually if a deserving recipient is not nominated. All Founder's Award nominations



are considered active for a period of three years. An example of a Founder’s Award Certificate is shown as Figure 1.



Figure 1 - Example of a Founder's Award Certificate

The Student Networking Reception is WAAIME’s most significant social event. The Executive Committee Vice Chair is responsible for recruiting industry sponsors for this reception as well as for the annual Selfie Tag Contest. The reception is typically held annually on Monday evening from 5:00PM to 7:00PM of the SME Annual Conference & Expo. This is an opportunity for the employees of our sponsoring companies to network and potentially recruit our students at this annual social event. Students should be encouraged to mingle with our industry guests to build their personal network. It is a casual affair with appetizers and drinks so the idea is for students to introduce themselves to our industry sponsors and if there is a potential hiring opportunity, they can exchange contact information and follow-up after the event.

In our inaugural year, we had four Sponsorship levels and raised over \$11,000 but everything was done internally by WAAIME in an ad-hoc manner. For 2024-25, we are better aligned with SME’s sponsorship program which affords WAAIME’s sponsors the same benefits as other SME sponsors through its Connector and Automator sponsorship levels. These are described in the



marketing flier for soliciting sponsors shown as Figure 2. The Executive Committee may change any of the criteria for sponsorship shown on this Figure as may be deemed appropriate.



SME
Society for
Mining, Metallurgy
& Exploration



MINE XCHANGE
**2025 SME ANNUAL
CONFERENCE & EXPO**



CMA
COLORADO MINING
ASSOCIATION

CO-LOCATED WITH WORLD GOLD 2025! | FEBRUARY 23-26, 2025 | DENVER, CO

2025 WAAIME Student Reception SPONSORSHIP OPPORTUNITIES

2025 WAAIME Student Reception Title Sponsorship* - \$6,000
Limit 3 sponsors

Become a Title sponsor of the exciting WAAIME Student Reception. This Reception is an opportunity for companies to meet and recruit students in a casual setting without having to host a costly gala like some of the bigger companies do. As a Sponsor, you will be welcoming hundreds of students, professors and other industry leaders for an evening of networking and fun. Funds raised by sponsorship go directly to scholarships for undergrad and graduate students focusing on mining, metals and exploration.

- Recognition of your company's sponsorship and up to a three (3) minute speaking opportunity for your company during the Reception
- Up to twelve (12) employee invitations to the Reception
- Title logo and company name on signage at entrance of Reception
- Title logo and name on signage at food & beverage stations
- Title recognition across yearlong promotions for the Reception and in the WAAIME Newsletter

** Includes all general MINEXCHANGE CONNECTOR-level sponsor benefits listed below*

A combination of sponsorships valued between \$5,000 ≥ \$9,999 qualifies your company as a CONNECTOR level sponsor.

CONNECTOR Sponsor Benefits:

Pre-Conference:

- Pre-conference attendee list (*opt-ins*)
- Logo on conference website
- Logo and website included in print and digital advertisements pertaining to your sponsored item/event
- Company name and description listed in conference Pre-ShowGuide and ShowGuide, distributed to 20,000+ individuals/companies in the January and February editions of *Mining Engineering* magazine.

Onsite Promotions

- Logo on all sponsor signage onsite (includes wall clings, exhibit hall entrance, etc.)
- Company name and description listed in onsite pocket program
- Logo and company description listed in conference mobile app (link to your featured web content)
- Sponsorship recognition ribbons for company personnel

Post-Conference

- Post-conference attendee list (*opt-ins*)
- 4 Exhibitor Priority Points towards your booth selection in 2026 (points are earned for current year exhibitors only).
- Logo remains prominently displayed on website until promotions for 2026

CONNECTOR Sponsorships

Figure 2 - 2025 WAAIME Sponsorship Opportunities



2025 WAAIME Student Reception Supporting Sponsorship* - \$3,000

Become a supporting sponsor of the exciting WAAIME Student Reception. This Reception is an opportunity for companies to meet and recruit students in a casual setting without having to host a costly gala like some of the bigger companies do. As a Sponsor, you will be welcoming hundreds of students, professors and industry leaders for an evening of networking and fun. Funds raised by sponsorship go directly to scholarships for undergrad and graduate students focusing on mining, metals and exploration.

- Recognition of your company's sponsorship and one (1) minute speaking opportunity for your company during the Reception
- Up to six (6) employee invitations to the Reception
- Logo and company name on signage at entrance of the Reception
- Logo and name on signage at food & beverage stations
- Recognition across promotions for the Reception and in the WAAIME Newsletter

* Includes all MINEXCHANGE AUTOMATER-level sponsor benefits listed below

A combination of sponsorships valued ≤ \$4,999 qualifies your company as an **AUTOMATER** level sponsor.

AUTOMATER Sponsor Benefits:



Pre-Conference:

- Pre-conference attendee list (*opt-ins*)
- Company name on conference website (link to your featured web content)
- Logo included in print and digital advertisements pertaining to your sponsored item/event
- Company name and description listed in conference Pre-ShowGuide and ShowGuide, distributed to 20,000+ individuals/companies in the January and February editions of *Mining Engineering* magazine.

Onsite Promotions

- Logo on all sponsor signage onsite (includes wall clings, exhibit hall entrance, etc.)
- Post-conference attendee list (*opt-ins*)
- Company name and description listed in onsite pocket program
- Company name and description listed in conference mobile app (link to your featured web content)
- Sponsorship recognition ribbons for company personnel
- 2 Exhibitor Priority Points towards your booth selection in 2026 (points are earned for current year exhibitors only).

2025 WAAIME Student Reception Basic Sponsorship - \$1,000

Become a supporting sponsor of the exciting WAAIME Student Reception. This Reception is an opportunity for companies to meet and recruit students in a casual setting without having to host a costly gala like some of the bigger companies do. As a Sponsor, you will be welcoming hundreds of students, professors and industry leaders for an evening of networking and fun. Funds raised by sponsorship go directly to scholarships for undergrad and graduate students focusing on mining, metals and exploration.

- Recognition of your company's sponsorship during the Reception
- Up to three (3) employee invitations to the Reception
- Logo and company name on signage at entrance of the Reception
- Recognition across promotions for the Reception and in the WAAIME Newsletter



Contact Emma Salditt | Manager Partnership Development | sponsorships@smenet.org | +1 303 948 4224

Figure 2 (cont.) - 2025 WAAIME Sponsorship Opportunities



The Selfie Tag Contest is a fun way for students to engage with industry members who are among the exhibitors at the SME Annual Conference & Expo. It takes place from the opening to the close of the Exhibit Hall on Monday of the Conference. Ten Exhibitors are allowed to participate in the Selfie Tag Contest at a sponsorship cost of \$200 per Exhibitor. These funds are used for 1) the Selfie Tag Contest Winners (usually \$1,100) and 2) the purchase of Amazon gift cards (usually 20 \$50 cards, totaling \$1,000) which are given to students at the Student Networking Reception. Student winners of the Selfie Tag Contest and the gift card giveaways must be present at the Reception to win.

5.2.2 Scholarship Committee

The Scholarship Committee is comprised of the Scholarship Chair, who is a WAAIME Officer and member of its Executive Committee, a Vice Chair, and other members as may be required to accomplish the business of the Committee. The Chair and Vice Chair each serve three-year terms.

Members

Any person who is interested in furthering the mission of the WAAIME scholarship program, and who is not a student who is eligible to apply for a WAAIME scholarship, may join the Scholarship Committee.

Responsibilities

This Scholarship Committee is responsible to review all scholarship applications that are received from students who are members of one of the AIME professional societies residing within the United States. Committee members are assigned to a specific university where they will conduct interviews of scholarship applicants (which usually happens in January and February each year) and assess the merits of the students and their applications after the interviews. The interviews may be done either face-to-face or via telephone or video conference. Once the interviews are completed, each Committee member summarizes her/his findings and recommendations on an online form. The Scholarship Chair and Vice Chair have access to the findings and recommendations for student applicants from all universities.

Once the Committee members have completed their reviews and submitted their recommendations, the Chair and Vice Chair will then review all the recommendations and allocate scholarship amounts up to the allotted budget. Individual applications that are unclear or present a potential problem are presented for discussion among the Scholarship Committee members at the Scholarship Allocation Meeting which is typically on Monday of the last week in February at the SME Annual Conference & Expo. During that meeting, the Committee, under the leadership of the Scholarship Chair, will finalize the allocated scholarship budget to the



students based on Committee member recommendations and dollar amounts available for distribution. The Scholarship Chair then presents the final scholarship allocations to the Executive Committee for final approval.

Meetings

The Scholarship Committee typically holds its annual Scholarship Planning Meeting in November and before the deadline date by which students must submit their applications for scholarship consideration. The purpose of this meeting is to orient Committee members to the process and assign them to a university where they will be conducting interviews of the student applicants. Teams of Committee members may be assigned to larger universities where several interviewers are warranted.

The annual Scholarship Allocation Meeting is held during the SME Annual Conference & Expo, which is typically scheduled on Monday afternoon of the last week in February. This is a closed-door meeting where only Committee members are allowed to attend. At this meeting, each student application is discussed among the Committee and the funds that have been budgeted for non-international student scholarships are allocated to the applicants based on Committee member recommendations from their individual interviews as needed.

Time and Travel Commitment

To preserve consistency of the WAAIME scholarship program, the Scholarship Chair and Vice Chair time commitments are for six years. The initial three-year term is served as Vice Chair succeeding to the final three-year term as Scholarship Chair, WAAIME Officer, and WAAIME Executive Committee member.

The Scholarship Planning Meeting is usually done virtually by telephone or online video conferencing. The meeting typically takes about two to three hours.

The Scholarship Committee members are expected to attend the annual Scholarship Allocation Meeting that is held in association with the SME Annual Conference & Expo, usually on Monday morning of the last week in February. These meetings may require travel to and from the meeting location. In addition to the travel, the Scholarship Allocation Meeting typically requires about four to six hours. It is best to attend this meeting in person, if possible, but attendance by video conference or telephone may be accommodated.



Timeline

The Scholarship Committee has been functioning effectively for many years. The following is a typical timeline of the activities to be accomplished by the Committee each year.

July

- The Executive Committee approves the International Sections that will receive scholarship stipends for the coming academic year.
- The Executive Committee sets the domestic and international scholarship budgets for the coming academic year.
 - The budget for scholarships for the next term is set by the WAAIME Executive Committee. The scholarship program is the largest item in the overall WAAIME budget, which is based on a 3-year trailing average of the WAAIME portfolio performance and may not exceed 6.5% of that average portfolio amount as set by the Omnibus Agreement (Appendix B).
- The SME Staff Liaison co-ordinates and confirms with the Scholarship Chair who will be receiving scholarships in the coming academic year, obtaining
 - The scholarship recipient emails and amounts (waaime.org) and
 - A list of university staff contacts (previous lists of staff liaison or SME accounting).
- The SME Staff Liaison updates contact information for scholarship recipients and university faculty contacts.

August

- International Scholarships
 - The WAAIME Executive Committee confirms the amount that each International Section will receive for their scholarship program at the WAAIME Annual Meeting, held at the SME Annual Conference & Expo, usually in late February.
 - The SME Staff Liaison submits check requests to the SME accounting department for the amount to be wired to each qualifying Section (bank wiring information should be available in past check requests).
 - Scholarship funds are typically wired to each International Section in mid-August.
 - The exact dates for International Section Wiring shall be approved by the Scholarship Chair.



- Domestic Scholarships
 - Congratulatory emails are typically sent to all students receiving scholarships in mid-August advising them that their scholarship check will be mailed to their faculty advisor in the coming week. The SME Staff Liaison:
 - Obtains the list of accepted scholarship applications from the WAAIME website.
 - Downloads the names and contact information for the scholarship recipients and mail-merge them to create the personalized emails for each recipient.
 - Scholarship checks are typically received by each university faculty advisor in the last week in August. The SME Staff Liaison:
 - Confirms the name and mailing address of each university staff advisor.
 - Transmits the checks to the faculty advisor, asking them to verify the students' full-time enrollment for the current year and that their major/minor is still in earth sciences.
 - Upon this verification, the faculty advisor is requested to take a photo of the student(s) receiving the scholarship and provide a caption with the name(s) of the recipient(s) in the photo and authorization for using the photo and caption in the WAAIME Newsletter, on its website, or in Mining Engineering magazine.
 - The SME Staff Liaison notifies the Scholarship Chair when the checks have been mailed.

September

- Field any inquiries regarding missing checks (may need to cancel and/or re-issue some checks)
- Request a list of uncashed checks from the SME Accounting department and contact those students whose checks are uncashed, asking to cash the check as quickly as possible.

October

- Reviewers are selected and verified by Scholarship Chair.
- New reviewers will be offered support in reviewing and an overview of the application process via the online instructional recording or by phone or online meeting, when requested. An example of a letter that is sent to a candidate reviewer is included as Figure 3.



Dear [Name],

Thank you for your dedication to WAAIME's mission to provide scholarships to deserving University students.

Last year, WAAIME, a division of SME, awarded \$409,000 to 231 students across 29 universities worldwide – thanks to all of you who make these scholarships possible.

The 2025 scholarship portal will open to students December 1, 2024 – January 15, 2025 and students have already begun applying! Please share [the Scholarship flyer](#) with students.

If you are able to review scholarships again this year, please reply to this email to let us know.

Once you've emailed us your interest in reviewing, you can log into your account at www.waaimet.org to view the applications assigned to you [University Name].

This year we have added a recording with some reminders of the process. The recording is in the top right corner of the reviewer page. We can also answer any of your questions.

Thank you, again, for your time to review WAAIME scholarship applications.

Please let us know if you're able to review scholarship applications again this year!

Lydia Hull, WAAIME Scholarship Chair
waaimet@smenet.org

Figure 3 - Example Letter to Scholarship Reviewers

November

- The SME Staff Liaison will send emails to all university advisors announcing the upcoming scholarship dates and students who will be eligible to apply, including a printable poster to students announcing the program and application dates. Such emails will:
 - Request that the University send emails to all students.
 - Request that the printable posters be posted in prominent places within the relevant departments.
 - Include the general requirements to qualify for a scholarship (e.g., the student must be a 2nd, 3rd or 4th year undergraduate or a Master's candidate in a relevant field of earth sciences/engineering.
 - PhD candidates are not eligible for WAAIME Scholarships.
- An example of the letter that is sent to the university advisors is included as Figure 4.
- The Scholarship Chair may call an online Scholarship Committee meeting to identify volunteers to be assigned to each university and discuss the process and expectations of participation.



Dear [Name],

I hope you are enjoying the holiday season! This time of year, one of the most impactful gifts for students is the opportunity to apply for scholarships.

Last year, WAAIME, a Division of SME, awarded \$409,000 to 231 students across 29 universities worldwide - thank you for making this possible!

We'd appreciate your help again this year:

- Forward this scholarship information to your earth-science students.
- Post [the WAAIME scholarship flyer](#) in a prominent location.
- Share this scholarship announcement with relevant earth science departments at your institution (the disciplines represented by the below AIME sister-societies)
 - AIST (Association for Iron & Steel Technology)
 - SME (Society for Mining, Metallurgy & Exploration)
 - SPE (Society of Petroleum Engineers)
 - TMS (The Minerals, Metals and Materials Society)

Scholarships are open to second-semester freshmen through master's-level students in earth science disciplines. Applications are accepted at www.waaime.org from **December 1 to January 15**, with awards distributed in August 2025. Only students enrolled full-time from August 2025 - May 2026 are eligible to apply.

Apply at www.waaime.org

Thank you for helping us make a meaningful impact on students' lives. Please reach out with any questions.

Warm regards,

Lydia Hull

WAAIME Scholarship Chair
www.waaime.org
WAAIME@smenet.org

Rachel Grimes, WAAIME Staff Liaison
Society for Mining, Metallurgy & Exploration (SME)
303-948-4247
1-800-763-3132, ext. 247
grimes@smenet.org

Figure 4 - Example Letter to University Contacts

- An email reminder with the printable poster attached is sent to all university advisors/professors reminding them to post the printable poster in prominent places within their departments and to send an email reminder to the undergraduate and master's candidate students that the WAAIME scholarship portal will open from January 1 to January 25.

December

- Follow up with the application reviewers to assure they are familiar with the review process and prepared to carry out their reviews.



January

- The WAAIME scholarship portal opens on January 1 and closes on January 25. All students must have filed their online scholarship application by this date.
- Scholarship Committee reviewers are assigned to their respective universities and will have access to only the schools to which they are assigned.
- Reviewers may start their reviews as soon as an application is submitted.

February

- All scholarship applications must be fully complete including recommendation letters and reviewed and submitted by the Scholarship Committee reviewers **by February 10.**
- The Scholarship Chair and Co-Chair and any other appointed administrator will review and check for crucial criteria and make their recommendations based on their review and the review of the original reviewer in advance of the Annual Scholarship Committee meeting, usually held from 9:00A to 11:00A on Tuesday of the SME Annual Conference & Expo.
- The Chair, Co-Chair or other administrator should not hesitate to call the original reviewer or the student for any additional information that may be needed.
- At the WAAIME Business Meeting, usually held immediately following the Scholarship Committee meeting on Tuesday from 11:00AM to 12:00PM:
 - The International Chair will present the International Sections that are eligible to receive scholarships for the coming year and request amounts to be allocated to each, usually \$10,000.
 - The Scholarship Committee recommendations for the domestic scholarships will be presented by the Scholarship Chair to the Executive Committee for discussion.
 - The WAAIME Executive Committee approves the scholarship allocation amounts for both the International Sections and the domestic program.

March

- Students may first find out whether they have received a WAAIME scholarship via the online WAAIME scholarship portal.
- An email is sent, usually mid-month, to all domestic students who will be awarded a scholarship advising them that the scholarship checks are typically sent in August.
- Based on the online scholarship portal content, the SME Staff Liaison prepares a list of domestic scholarship recipients (international scholarships are addressed separately) and amounts for distribution to each University for their students only.



June

- The Scholarship Chair will provide input to the SME budget process for the domestic scholarship program.
- The International Chair will notify the Executive Committee of the International Sections that qualify for scholarships and provide input to the SME budget process for international scholarships.

General Scholarship Notes

- <https://www.waaime.org/Account/Reviewer/Submissions.aspx>
- Submitted Applications > click on document icon to print the list
- New, Accepted, Rejected, Archived
- All correspondence should be written on WAAIME letterhead/emails and include the WAAIME logo.
- The Scholarship Chair will coordinate all scholarship correspondence with the SME Staff Liaison.
- The WAAIME Executive Committee and/or the Scholarship Chair will approve all verbiage before being on WAAIME letterhead.

Special Requests

Special requests for financial support for students that experience unexpected hardship or change in personal circumstance arise from time to time that do not align with the normal scholarship program allocations. All special requests must be in writing and clearly explain the hardship or special circumstance that the student is experiencing to justify the funding requested. All special requests are addressed through the Iris Owen Fund, which has been established for such incidents. The Fund Chair shall obtain at least one letter from a department faculty member or have a telephone conversation with the relevant department head at the affected student's university to validate the special circumstance financial request. Once the support letters are obtained, the Fund Chair shall present the results along with her/his recommendation to the Executive Committee for approval. Special requests shall only be funded upon formal approval by the Executive Committee.

Filling Vacancies

The Scholarship Chair is responsible to fill vacancies on the Scholarship Committee as may be required to conduct the business of the Committee.

Nominations for the Scholarship Vice Chair position will arise every three years. Nominations should be solicited from within the Scholarship Committee and also solicited from the membership in the May WAAIME Newsletter. Specific dates are provided in the Newsletter. Since the Scholarship Vice Chair will succeed to the Scholarship Chair position after completing



the three-year Vice Chair position, and because the Scholarship Chair is a WAAIME Officer and Executive Committee member, the nominations process for the Scholarship Vice Chair is the same as that for filling vacancies on the Executive Committee as detailed in the previous section.

5.2.3 International Committee

The International Committee is responsible for all WAAIME sections and their activities outside of the United States. It is currently comprised of six international sections: two in Peru: in Lima and Cajamarca; two in Chile: in Santiago and La Serena; and two in Mexico: in Torreon and the Federal District DF. All international sections fall under the leadership of the International Chair and are accountable to the International Chair for all activities, scholarship allocations, and other financial matters.

Members

The local international sections of The WAAIME International Committee comprise the membership of the International Committee. There are currently six international sections are located in Peru, Chile, and Mexico but this number may vary from time to time. Any person within or outside the United States who is interested in furthering the mission of the WAAIME scholarship program and other educational initiatives in these countries may join the International Committee.

New International Sections

Any person or group that is interested to start a new local international section in Peru, Chile, Mexico, or in other countries outside the United States must liaise with the International Committee Chair and the WAAIME Executive Committee. The Executive Committee, under the leadership of the International Chair who is also a member of the Executive Committee, will evaluate and determine whether such new section proposals are warranted and likely to be sustainable and whether subgroups may be appropriate based on geographic region, language commonalities, cultural similarities, or other relevant factors.

Responsibilities

The International Chair is responsible to:

- Introduce her-/him-self to all the sections and trade appropriate contact details.
- Communicate with all the sections, offering them any support they may need and a willingness to answer any questions they may have.
- Coordinate with the SME Staff Liaison on the timing and amounts of the budgeted scholarship stipends for each local international section.



- Confirm that SME has timely wired the Executive Committee-approved stipends to each local international section in August of each year.
- Notify each local international section as to when the scholarship stipends should be wire-transferred to their local banking institution.
- Request all local international sections to provide relevant news and descriptions of section activities for inclusion in the semi-annual WAAIME Newsletter; such contributions must be submitted in English by March 15 and September 15 for publication.
- Provide the financial forms in September or confirm that such forms have been provided by the SME Staff Liaison (from the SME Accounting Department), to each local international section and request that each international section presents its annual financial report using the forms provided to both the International Chair and the SME Staff Liaison no later than November 1.
- Summarize all the local international section annual reports into a single International Committee Report citing the total number of scholarships awarded, a reconciliation of expenditures relative to the stipend amounts received, and the latest international section activities and initiatives to be presented to the WAAIME Executive Committee at its Annual Meeting at the end of February.
- Maintain sufficient and timely communications with each local international section in order to provide a brief update on International Committee activities to the WAAIME Executive Committee at its Mid-Year meeting.

Each local international section is responsible to:

- Establish an organizational and leadership structure that is culturally appropriate and within the requirements of all applicable local and national laws. As a minimum, each section must:
 - have at least three members on its board of directors as president, treasurer, and secretary.
 - have their tax documentation in order according to the laws of their country if applicable or have appropriate documentation available if they are exempt from paying taxes as a non-profit association.
- Establish a bank account in the WAAIME name with a reputable institution that can both send and receive wire transfers.
- Identify those individuals who have signatory authority and the process by which those individuals can withdraw money from the bank account (at least two signatures are required).
- In establishing new sections, designate the WAAIME Division of the Society for Mining, Metallurgy and Exploration as a signatory and beneficiary on the bank account to avoid



issues should the section leadership resign or become incapacitated prior to closing out the organizational structure or allocating any remaining funds in the bank account (see below).

- Provide relevant news and descriptions of section activities for inclusion in the semi-annual WAAIME Newsletter in English by March 15 and September 15.
- Support the translation of the semi-annual WAAIME Newsletter into Spanish in April and October so that WAAIME has both English and Spanish versions ready for distribution to all its members in May and November.
- Provide an annual local international section report to the International Chair by November 1 that includes:
 - All banking information including account numbers, authorized signatories for withdrawals on the account(s), and an accounting of all transactions that took place during the previous calendar year.
 - An annual financial report(s) using the forms provided each October and return the completed form(s) to the International Chair and SME Staff Liaison no later than November 1.
 - A list of all students who received scholarships from the section during the previous calendar year, including their collegiate year (sophomore, junior, senior, or Master's degree candidate), the number of WAAIME scholarships the student has received prior to this one, and the university that the student attends.
 - A summary of all meetings, actions, and other important or relevant activities that took place during the preceding year.
- In the event of dissolution of a local international section, the section leadership must close out the organizational structure and bank accounts in a manner that is culturally appropriate and within the requirements of all applicable local and national laws.
 - Any assets owned by the local section should be either donated to a non-profit organization that is similarly aligned with WAAIME's Vision and Strategic Goals or returned to the WAAIME Division of SME.

The SME Staff Liaison is responsible to:

- Send each local international section SME's section financial requirements and form in September.
- Request an annual summary of section activities and a current list of all section members and their contact information to be included with the local international section financials submittal.



International Scholarship Program

Each section must have a scholarship director, who must carry out together with her scholarship committee the call for scholarships each year according to their needs and budget, must send their application forms to each faculty in the chosen universities, which can be in Spanish or English version. Subsequently, they must check that the candidates meet all the requirements and must organize interviews via face to face or videoconference to determine who the new interns will be.

After the decision is made by the scholarship committee, they will send letters to the universities to communicate the names of the chosen applicants for the WAAIME program. They can also send such communications to each of the selected candidates.

Subsequently, they will be able to organize the delivery of scholarships in person or virtually. Scholarships can be awarded for up to 2.5 consecutive years depending on the country and the students must send a satisfactory expense report before they can be awarded the scholarship money again.

They can also improve the program with coaching sessions and mentoring.

Meetings

International section meetings are scheduled and held as needed by each of the six sections. The International Chair should maintain good communications with the main directors of each section and request meetings via teleconference as appropriate to stay informed on how each section is working and to be able to give updated reports of their activities, support problems that may arise and/or introduce new ideas to make the section more successful.

Time and Travel Commitment

The International Chair is a WAAIME Officer and member of its Executive Committee and as such, is expected to attend the WAAIME Annual Meeting which is held at the SME Annual Meeting Conference & Expo, usually during the last week in February. The International Chair is also expected to attend the WAAIME Midyear Meeting. Attendance at the Midyear Meeting may be face-to-face or on-line via telephone or video conference depending on the issues on the agenda.

Special Requests

Special requests made to local international committee sections will be handled by the section leadership in conformance with local laws and customs. Any exceptions to normal day-to-day operations made by local section leadership must be promptly reported to the International Chair, who will inform the WAAIME Executive Committee on an as-needed basis, to assure



conformance with SME bylaws, policies, and the laws affecting non-profit organizations in the United States.

Filling Vacancies

The International Chair is responsible for filling vacancies on the International Committee as may be required to conduct the business of the Committee.

5.3 Other WAAIME Committees

The Executive Committee may form other committees or modify the existing committees as and when the need arises. The Chair may also form temporary ad-hoc committees to address short-term tasks as and when needed. Such ad-hoc committees will be either dissolved at the completion of the task or may form a new committee if the task develops into an initiative that aligns with the Division vision and goals. WAAIME Members will be notified of any committee additions, deletions, or significant modifications through the WAAIME Newsletter.

Three other committees have recently been formed but are in their infancy and are only now figuring out how they can add value to the Division and to SME. These committees and their primary responsibilities will likely change with time to remain aligned with the WAAIME Vision and Strategic Goals and the initiatives and priorities of the WAAIME organization. Leadership structure and primary responsibilities of each of these three committees follow.

5.3.1 Membership and Marketing Committee

The Membership and Marketing Committee is comprised of a Chair, a Vice Chair, and other members as may be required by the Committee. The Chair and Vice Chair each serve one-year terms.

The Membership and Marketing Committee is responsible for promoting awareness of WAAIME activities, encouraging participation in its committees and other initiatives; and for coordinating with AIME member societies to encourage participation in WAAIME scholarships, committees, and other initiatives.

5.3.2 Student Affairs and Events Committee

The Student Affairs and Events Committee is comprised of a Chair, a Vice Chair, and other members as may be required by the Committee. The Chair and Vice Chair each serve one-year terms.

The Student Affairs and Events Committee is responsible for coordinating with universities to encourage student participation in WAAIME committees, scholarships, and other initiatives; for



maintaining contact with past scholarship recipients and encouraging their volunteerism; and for identifying new programs and activities as may be needed and appropriate to support students in the extractive industries.

5.3.3 Education and Outreach Committee

The Education and Outreach Committee is comprised of a Chair, a Vice Chair, and other members as may be required by the Committee. The Chair and Vice Chair each serve one-year terms.

The Education and Outreach Committee is responsible for devising strategies and programs to promote K-12 student awareness of, and interest in, the extractive industries; for identifying synergies and initiatives within SME and other like-minded organizations aimed at recruiting students into extractive industry careers; for supporting educational initiatives as may be appropriate within the extractive industries; and for covering the efforts of other committees and activities and writing updates on those activities for publication in the WAAIME Newsletter.

5.3.4 Iris Owen Fund

The Iris Owen Fund was established to accommodate special requests for WAAIME support that fall outside the WAAIME Division committee structure and normal budget process. All special requests must be aligned with the Divisions Vision and Goals. An annual budget is allocated to the Fund by the Executive Committee so that the Division can financially support worthy causes in unanticipated or emergency situations. The WAAIME Vice Chair serves as the Chair of the Iris Owen Fund and makes recommendations to the Executive Committee to support worthy causes within budgetary limits. All funding allocations from the Fund must be approved by the Executive Committee.



6 Duties of Officers

The WAAIME Division has five Officers. These five Officers comprise the WAAIME Executive Committee. The Officers are responsible for all business and financial actions and transactions of the WAAIME Division.

The Omnibus Agreement increased the number of WAAIME Officers from three to five. The five Officers include the Chair, Past Chair, Vice Chair, Scholarship Committee Chair and the International Committee Chair. The Chair, Vice Chair, and Past Chair each serve for one year progressing from Vice Chair to Chair to Past Chair over a single three-year term. The Scholarship Chair and International Chair each serve a three-year term. Except as indicated in Item 9 of Subsection 6.4 below, no Officer may serve consecutive terms and no more than one international member will be an Officer at any given time. An Officer who wishes to serve one or more additional three-year terms on the Executive Committee must rotate off the Executive Committee for at least one year before becoming eligible to be renominated and reappointed.

The primary duties and responsibilities of the WAAIME Division Officers follow.

6.1 Chair

The Chair is a voting member of the Executive Committee who:

1. Presides over the Executive Committee meetings of the Division.
2. Appoints all necessary committees and representatives, including ad-hoc committees, which may be needed to address issues and opportunities that arise during the year.
3. Fills any vacancies that may arise on the Executive Committee or among the leadership of the other WAAIME committees.
4. Transacts all Division business that is not otherwise specifically delegated to others.
5. Prepares the written reports of WAAIME Division activities and accomplishments to the SME Board of Directors for their Sunday and Thursday Board Meetings at the SME Annual Conference & Expo and for their Mid-Year Board Meeting and is available to present salient points of those reports at those meetings and answer questions from Board members.
6. Arranges, or appoints a willing individual as Reception Chair to arrange, the Student Networking Reception of the Division that is held at the conclusion of her/his term as Chair, which duties include:
 - a. Coordinating with SME staff on the venue, food/beverage offerings, decoration, and other matters that may pertain to the Reception.
 - b. Inviting guests, including the SME leadership, AIME leadership and the leadership of the AIME member societies, and other guests as may be appropriate for the occasion.



- c. Recognition of the Reception sponsors, special guests, Selfie Tag winners, scholarship recipients, and others as may be appropriate at the Student Networking Reception.
7. Appoints a Selfie Tag Program Chair to oversee Program implementation.
8. Communicates effectively with other members of the Executive Committee, the leadership of all the WAAIME committees, and with SME leadership and staff regarding the business of and plans for the Division.
9. Becomes the Past Chair at the end of the SME Annual Conference & Expo.

6.2 Past Chair

The Past Chair is a voting member of the Executive Committee who:

1. Presides over the Executive Committee in matters associated with filling vacancies on the Executive Committee.
2. Presides over Executive Committee meetings in the absence of the Chair.
3. Assists the Chair with her/his duties as may be needed.
4. Assures that the WAAIME mailing list is accurate and up to date.
5. Oversees inputs to the WAAIME Newsletter.
6. Writes or identifies appropriate articles from the WAAIME Newsletters for publication in Mining Engineering magazine.
7. Communicates effectively with other members of the Executive Committee and the leadership of the WAAIME committees.
8. Coordinates the Education and Outreach Committee as regards the content and presentation of the WAAIME Newsletter.
9. Coordinates with the editor of Mining Engineering magazine as regards monthly WAAIME news updates in the magazine.
10. Retires from the Executive Committee at the end of the SME Annual Conference & Expo.

6.3 Vice Chair

The Vice Chair is a voting member of the Executive Committee who:

1. Presides over the Executive Committee meetings in the absence of the Chair and Past Chair.
2. Serves as Chair of the Iris Owen Fund.
3. Is responsible for soliciting sponsors for the Student Networking Reception.
4. Oversees the content and appropriateness of the WAAIME websites (<https://www.smenet.org/divisions/waaime-division> and <https://www.waaime.org>) and social media platforms.
5. Communicates effectively with other members of the Executive Committee and the leadership of the WAAIME committees.



6. Coordinates with the Education and Outreach Committee as regards the content and presentation of the WAAIME websites.
7. Coordinates with the Student Activities and Events Committee as regards the content of the social media platforms.
8. Selects a “thank you for your service” gift to be given to the outgoing Division Chair at the Sunday Morning WAAIME Annual Meeting, typically reimbursable by WAAIME for amounts up to \$200.00.
9. Becomes the Chair at the end of the SME Annual Conference & Expo.

6.4 Scholarship Chair

The Scholarship Chair is a voting member of the Executive Committee who:

1. Presides over the WAAIME Scholarship Committee.
2. Coordinates the processing of all scholarship applications.
3. Assigns members of the Scholarship Committee to review applications, interview applicants, and make scholarship allocation recommendations for each university.
4. Assures that recommended scholarship allocations are within the approved budget.
5. Assures that scholarship funds are allocated only to students who have met all the qualifications and requirements to receive them.
6. Gains final approval of the scholarship allocations from the Executive Committee.
7. Communicates effectively with other members of the Executive Committee and the leadership of other the WAAIME committees.
8. Serves a three-year term which ends in a different year than the International Chair.
9. May serve a second consecutive term, but not more than two consecutive terms.

6.5 International Chair

The International Chair is a voting member of the Executive Committee who:

1. Must be an international member of WAAIME.
2. Represents all WAAIME sections outside of the United States.
3. Appoints all necessary committees and representatives, including ad-hoc committees that may be needed to address issues and opportunities associated with the international sections according to their needs and customs.
4. Assists the local international sections in filling any vacancies that may arise within those sections.
5. Coordinates all business activities of the international sections.
6. Assures that each international section operations are aligned with SME requirements as well as local laws and customs.
7. Prepares and presents the report on International Committee activities to the Executive Committee.



8. Provides annual membership statistics and account balance figures for each international section.
9. Communicates effectively with the other members of the Executive Committee, the leadership of all international sections, collects annual reports from the international sections, and coordinates international section inputs into the WAAIME Newsletter.
10. Serves a three-year term which ends in a different year than the Scholarship Chair.

The Scholarship and International Chairs do not automatically rotate into the Vice Chair/Chair/Past Chair progression.



7 Schedule of Events

The WAAIME Division holds its semi-annual business meetings in conjunction with the other SME Divisions.

7.1 WAAIME Division Annual Meeting

The WAAIME Division Annual Meeting shall be held at the same time and place as the SME Annual Conference & Expo for the installation of officers, financial status reporting, and the transaction of any Division business.

Notice to WAAIME Division members must be given in the November issue of the WAAIME Newsletter and by email notification at least 10 days prior to the WAAIME Division Annual Meeting of the Executive Committee. Notice may also be given by other conventional means or by notification in *Mining Engineering* magazine, but these notification options are in addition to, not in lieu of, the Newsletter and email notifications.

The WAAIME Executive Committee shall meet immediately prior to the SME Annual Conference & Expo for the purpose of preparing its year-end report of the preceding year's actions and initiatives for presentation at the Sunday SME Board of Directors meeting and to attend to other Division business items. A second Division report of its planned actions and initiatives for the coming year will also be prepared for the Thursday SME Board of Directors meeting held at the SME Annual Conference & Expo.

Minutes of the WAAIME Annual Meeting shall be timely filed with SME and distributed to the WAAIME membership in the May issue of the WAAIME Newsletter. Minutes, or summaries thereof, may also be published in *Mining Engineering*, posted on the SME Community website, or sent by email to the WAAIME Division membership.

The WAAIME Division Annual Meeting is held in conjunction with the SME Annual Conference & Expo which convenes on Sunday morning and continues through midday on Thursday and is typically scheduled for the last week in February each year. Regularly scheduled Division meetings usually occur as follows:

Sunday Morning – WAAIME Annual Meeting

The WAAIME Annual Meeting is open to all members and includes a face-to-face update by the Division's financial advisors, reports of the past year's activities from each of the WAAIME Committees, any stand-alone business items occurring during the past year, any reasonably foreseeable upcoming business items for the coming year, and other business as may be appropriate for the meeting.



Sunday Afternoon – Division Report to the SME Board of Directors

WAAIME presents its report of operations to the outgoing SME Board of Directors at such time as the report is included on the Board agenda.

Monday – Selfie Tag Contest

The Selfie Tag Contest takes place during the Exhibit Hall hours on Monday. Student teams must be registered before the Exhibit Hall opens.

Monday Evening – Student Networking Reception

The WAAIME Division hosts its Student Networking Reception on Monday evening from 5:00PM to 7:00PM. This event is free of charge for all students and for all employees of the companies sponsoring the Student Networking Reception. Selfie Tag sponsors are allowed up to two employees at the event. Winners of the Selfie Tag Contest and other door prizes that may be offered must be present to collect their winnings.

Tuesday Morning – Women of SME Breakfast

WAAIME supports the Women of SME Breakfast which is usually held from 6:30AM to 9:00AM on Tuesday of the SME Annual Conference & Expo. We typically present our Founder's Award at this event. A ticket must be purchased to attend this Breakfast, and the event is open to all interested SME meeting attendees. This is an excellent networking venue for WAAIME members, students, and industry representatives and usually includes an excellent program that often centers around diversity, career development, and inclusion.

Tuesday Morning – WAAIME Scholarship Committee Meeting

The Scholarship Committee usually meets from 9:00AM to 11:00PM in a closed-door session to assess the merits of the applications and reviewer's recommendations and to allocate the budgeted funds to deserving students.

Tuesday Morning – WAAIME Business Meeting

The WAAIME Business Meeting is a follow-up meeting from Sunday's Annual Meeting actions and includes reports on the outcomes of any WAAIME committee meetings held during the week, and other matters as may arise during the week. It is usually held immediately following the Scholarship Committee Meeting from 11:00AM to 12:00PM. From this meeting, a report to the SME Board of Directors is prepared for delivery at the Thursday morning Board Meeting.



All Exhibit Hall Open Hours on Sunday, Monday, Tuesday, and Wednesday – WAAIME Booth

Future plans for the WAAIME Booth in the SME Exhibit Hall are currently being evaluated. There will be no booth at the 2025 SME Annual Conference & Expo. Depending on the outcome of this planning, a WAAIME booth presence may or may not be reinstated.

Thursday Morning - Division Report to the SME Board of Directors

WAAIME presents its report on significant meeting activities and its plans for the coming year to the incoming SME Board of Directors at such time as the report is included on the Board agenda.

7.2 SME Mid-Year Meeting

The WAAIME Midyear Meeting is either held as a virtual meeting or an in-person meeting at the same time and place as the SME Midyear Meeting for the purpose of conducting Division business and planning Annual Conference activities and events.

Notice of the Midyear Meeting must be given to WAAIME Division members in the May issue of the WAAIME Newsletter and by email notification at least 10 days prior to the Meeting of the Executive Committee. Notice may also be given by other conventional means or by notification in *Mining Engineering* magazine, but these notification options are in addition to, not in lieu of, the Newsletter and email notifications.

A status report of the division shall be prepared for the SME Board of Directors at the Midyear Meeting.

7.3 WAAIME Newsletter

The WAAIME Newsletter is typically published in May and November of each year. The Newsletter informs the WAAIME membership of Division ongoing actions, initiatives, accomplishments, and plans. The WAAIME Newsletter is emailed to all WAAIME members. WAAIME members who request that a hard copy be mailed to them can be accommodated. The emailed WAAIME Newsletter is the primary means of disseminating information to the WAAIME membership.

Excerpts from the WAAIME Newsletter, either in whole or in part, may be used as source material for periodic updates on WAAIME Division activities in *Mining Engineering* magazine or on the SME Community website. Because WAAIME members may not be members of SME, these notification options are strictly to raise awareness and inform the greater SME community of WAAIME Division activities. They must not be used in lieu of the Newsletter and email notifications to inform the WAAIME membership.



8 Annual Meeting Events

In addition to the various committee meetings, the WAAIME Division hosts three events at the SME Annual Conference & Expo: the Student Networking Reception, the Selfie Tag Contest, and the WAAIME Division Exhibit Hall Booth.

8.1 Student Networking Reception

The Student Networking Reception is the WAAIME Division's primary social event. All students attending the SME Annual Conference & Expo are invited to attend this Reception. Sponsoring companies and their employees and guests are also invited to attend the Reception. The number of employees and guests that a sponsor is allowed is dependent on the level of sponsorship as indicated in Table 1.

Elements that go into the Student Networking Reception planning include working through the SME Staff Liaison to coordinate with the SME Meetings and Partnership Development Departments to:

1. Obtain a list of exhibitors for the upcoming SME Annual Conference & Expo.
2. Confirm which companies should NOT be contacted for sponsorship solicitations (Companies that are already committed to significant sponsorship of the conference should not be approached by the WAAIME Division).
3. Identify a suitable venue.
4. Arrange for any extraordinary decorations or special recognitions (e.g., the centennial celebration of the Tri-State Section).
5. Agree on the budget for the overall Reception event.
6. Agree on the food menu and drink service.
7. Coordinate the invitation of special guests, including sponsors, SME leadership, other AIME member society's leadership, Founder's Award recipients, and other guests as may be appropriate for the occasion.
8. Coordinate the provision of takeaway boxes should there be leftovers from the food service.
9. Arrange for the cash awards for the Selfie Tag Contest winners and the purchase of gift cards for the gift card giveaways.
10. Once the Reception sponsors are identified, obtain short company bios for each sponsoring company and the names of those who will be attending the Reception, including the individual(s) who will speak on behalf of the Student Champion and Student Enthusiast Level Sponsors.
11. Once the Selfie Tag Contest sponsors are identified, obtain short company bios for recognition at the Reception.



12. Assure that all sponsoring company names and logos are correct on signage to be placed at the entryway of the Reception and on the general SME sponsorship board.

8.2 Selfie Tag Contest

The WAAIME Division launched its Selfie Tag Contest in 2019 and has been doing it annually ever since. The Contest is designed to draw students into the Exhibit Hall at the SME Annual Conference & Expo and to offer exhibitors additional business exposure from the future leaders of our industry (our students) by volunteering to participate in and sponsor the game. The exhibitor groups provide WAAIME with clues about their businesses which are provided to the students. When the Exhibit Hall opens, the students must figure out which company is associated with each of the clues. The teams figure out who the exhibitors are and take a selfie photo at their booth showing the exhibitor's name/logo. Teams that get the greatest number of clues correct in the least amount of time win. Winning teams are awarded cash prizes which are given out at the Student Networking Reception.

The SME Staff Liaison coordinates soliciting companies that have reserved a booth in the Exhibit Hall to sponsor the Contest. An example of a letter sent to candidate exhibitors is shown in Figure 5.

Sponsoring exhibitors can prepare their own clues, or if they prefer, can work with WAAIME volunteers to help develop their clues. Examples of Selfie Tag Contest clues are presented in Figure 6.

During the Contest, there does not have to be interaction between the sponsoring exhibitor's booth staff and the students but there is definitely an increase in foot traffic at the participating booths. Once the students pair a clue with a company, they must take a selfie photo of the company name and logo. The Contest ends at the close of the Exhibit Hall on Tuesday of the Annual Meeting Conference.

The rules of the Selfie Tag Contest are as follows:

1. Form a team of four students per team.
2. Elect a team captain.
3. Name the team.
4. Team members may all be from the same school or from different schools but may not be on more than one team.
5. Register to compete in the Contest by text or email, including the team's name, school affiliation(s), team member names, and team captain name.



6. Team captains are provided with the list of exhibitor clues and the phone number to which texts can be received.
7. Each team must follow the clues and align them with an exhibitor and then take a selfie photo showing the exhibitor's name and logo for each clue.
8. Team captains must text the team's name and selfie photos to the text number provided.
9. Teams may split up to align the clues with the exhibitors, but extra points are awarded when all team members are in every selfie photo.
10. Each team is allowed to ask for one extra clue if needed.
 - a. Extra clues are provided only to the team requesting the clue; they are not shared with all teams participating in the contest.

Hello Shelly,

At the 2023 MINEXCHANGE SME Annual Conference & Expo, WAAIME continued their inaugural selfie tag game that has become more popular with students each year. This involved teams of 4 students from the universities attending the annual conference. Each team received a list of 10 clues related to the vendors/businesses set up in the convention center. It involved the teams identifying the business by the clue given and take a selfie with the sign/logo displayed in the background. The pictures were emailed/texted to a given number and each was judged on date, time, and correctness of the clue. It was a huge success with cash prizes being awarded in the amount of \$1,000.

You expressed interest last year and I want to give you the opportunity for 2024 before opening this up to other companies. If you would like your company to be on the list of clues, please let us know. All you have to do is get back to us expressing your willingness to participate. You can then submit to us your clue in relation to your business (An example used last year: "I am a 125 year old Danish fella, decorated in Blue and White. My name starts with the abbreviation of the sunshine state. I am Productivity Provider #1 and I deliver market-leading engineering, equipment and service solutions." (FLSmith) or, if you prefer, we will be willing to work with you to develop your clue.

The WAAIME Committee is asking for a \$100 donation from each participating exhibitor to help cover the cost of the prizes given out to students so they can preserve their fund balance for scholarships. This is not a requirement to participate but would be greatly appreciated.

During the event, there will be no interaction between participating exhibitors' booth staff and the students. There should be no disruption to you or your customers visiting your booth. You will receive additional foot traffic, your logo will be photographed, and your business will be acknowledged at our reception, WAAIME website and newsletter.

Submit your intentions and direct any questions to [Justin Courtney](#), WAAIME's liaison by **January 12, 2024**. **This offer is limited to 10 companies.**

Kind regards,

Justin Courtney, CEM|
Exhibits Specialist
Society for Mining, Metallurgy & Exploration (SME)
12999 E Adam Aircraft Cir
Englewood, CO 80112
(p) 303.948.4228

Figure 5 - Example Exhibitor Solicitation Letter for Selfie Tag Contest



SELFIE TAG CONTEST CLUE EXAMPLES

1. I am a 125-year-old Danish fella, decorated in blue and white. My name starts with the abbreviation of the sunshine state. I am Productivity Provider #1, and I deliver market-leading engineering, equipment and service solutions.
2. I am a 22-year-old based out of Nevada. I am an analytical service, and I provide data for environmental solutions.
3. I come from a country in Northern Europe that is known for Sauna and Santa Claus. My products are painted white, only sometimes black. My company tag line embraces the products to take you further and faster.
4. Born in 1880 Belgium, we are the world market and technology leader in steel wire transformation. We developed steel fiber and every year reinforce over 13 million cubic yards of concrete. You can find our steel tire cord products in 1 out of every 3 tires worldwide. Our steel wire ropes are trusted globally in a broad range of underground and surface mining applications.
5. Our Reno office opened in 2022. We've been providing support to national and international mining clients for more than 60 years. Against what our name might suggest, we don't have happy hour every day.
6. A little birdie told ME that our blue and white banner is a FIT-ting icon of our commitment to provide our customers in the gold, copper, and iron industries with highly charged, value-added products and services.
7. Our name says exactly what we do, but we're best known by our 3-letter acronym. Our enhanced connectivity delves deep where other signals often falter.
8. I am named for a small town in Central PA and utilize high G's to generate high G's.
9. I am Swiss, but you can find me in almost every continent. My name starts with the symbol of a chemical element, and my first two letters are the symbol of yet another chemical element, so chemicals are my thing. I am a major supplier of reagents for flotation, including collectors, frothers and depressants.
10. We are an industrial coatings company that has been in business for 30 years. We specialize in lining tanks, mill equipment, and even shafts. Our top of the line polyurea coating can extend the life of anything it's sprayed on. No project is too custom for us!

Figure 6 - Examples of Selfie Tag Contest Clues

The Selfie Tag Contest Chair is responsible to:

1. Identify and recruit 10 exhibiting companies to participate in the Selfie Tag Program.
2. Assist the exhibiting companies in developing appropriate clues about their businesses if needed.
3. Be available during the Sunday afternoon exhibit hall hours of the SME Annual Conference & Exhibit to welcome additional student teams into the Program, explain how the Program works, obtain contact information for new team captains, and answer any questions that students may have about the Program.



4. Timely respond to student teams requesting an additional clue (only one clue per team is allowed).
5. Receive texts from student teams that have aligned the clues provided with the correct exhibitor companies.
6. Tabulate which teams got the most correct answers in the least amount of time and determine which teams receive the first, second, third and fourth place awards.

Awards are based on the order of finish and those who score the most points. Ties are decided by a blind draw.

The Selfie Tag Contest timeline is as follows:

- The game opens at 3P on Sunday afternoon and closes at 4P on Monday afternoon.
- The students must have texted their clue solutions to the Selfie Tag Contest Chair by 4P on Monday afternoon.
- The Selfie Tag Contest Chair scores the final context results by or before 5P on Monday afternoon.
- The winners of the Selfie Tag Contest are announced at the Student Networking Reception, held from 5P to 7P on Monday. Awards are presented to the Contest winners at the Student Networking Reception and Contest winners must be present to receive their prize.

Cash prizes have been given in the past, with \$500, \$300, \$200, and \$100 for the first, second, third and fourth place teams respectively. Again, these prizes are awarded at the WAAIME Student Networking Reception on Monday evening and team members must be present to win.

8.3 SME Exhibit Hall Booth

The WAAIME Exhibit Hall Booth is currently in the process of refocusing its purpose. As such, the Executive Committee voted not to have a booth at the 2025 SME Annual Conference & Expo. SME has assured the WAAIME Division that complimentary exhibit space will remain available should the Executive Committee decide to reestablish a booth presence in 2026 or after.



9 Amendments to Governance Documents and Operations Handbook

The WAAIME Executive Committee should review Programs 3, 4, and 5 of the *Programs Supported by the WAAIME Funds* section of the Merger Agreement as often as is needed, but as a minimum every five years. This review should give due consideration for the WAAIME Strategic Plan and the SME Strategic Plan, both of which are updated from time to time. Any changes in these plans or initiatives of the SME Board of Directors should be integrated into this Operations Handbook as appropriate.

This Operations Handbook should also be reviewed for relevance as often as is necessary but at least every five years as a minimum. The initial adoption and future modifications of the Operating Handbook will require a two-thirds majority of the voting WAAIME membership to become effective. The WAAIME Executive Committee will solicit a vote of the membership by email for any proposed modification of the Operating Practices. Such solicitation must include at least a 14-day notice and voting period.



Appendix A – 2008 Plan of Merger



PLAN OF MERGER

**ARTICLE I
Names of Constituent Corporations and of
Surviving Corporation**

This Plan of Merger is between constituent corporations The Woman’s Auxiliary to the American Institute of Mining, Metallurgical, and Petroleum Engineers, Inc. (“WAAIME”), a New York Not-For-Profit Corporation, and Society For Mining, Metallurgy, and Exploration, Inc. (“SME”), a Colorado nonprofit corporation. Both constituent corporations are tax exempt pursuant to Section 501(c)(3) of the Internal Revenue Code.

The surviving corporation will be SME and its name will remain Society For Mining, Metallurgy, and Exploration, Inc. WAAIME will become the WAAIME Division of SME.

**ARTICLE II
Membership and Holders of Certificates Evidencing
Capital Contributions and Subventions**

The membership and holders of certificates evidencing capital contributions or subventions, including their number, classification, and voting rights, as to each constituent corporation, are described as follows:

WAAIME membership is comprised of approximately 588 voting members, most of whom are comprised within nineteen (19) sections, of which 6 are international sections, as well as some other Members-at-Large, with members located both within and outside of the United States. The members of WAAIME are persons interested in service to and providing funds for the education of persons in or for the professions of mining, metallurgical and petroleum engineering and related fields.

SME membership is comprised of approximately 10,000 voting members. The members of SME are persons interested in education and other areas relevant to minerals exploration, extraction, production, processing, economics or metallurgy, including engineers, scientists, managers, educators, and students.

**ARTICLE III
Terms and Conditions of Proposed Merger**

The manner and basis of converting membership and/or other interests in each constituent corporation into membership and/or other interests in the surviving corporation will be as follows:

Pursuant to votes of the Board of Directors and membership of WAAIME, and a vote of the Board of Directors of SME in favor of this Plan of Merger, in compliance with the provisions of the New York Not-For-Profit Corporation Law and the Colorado Revised Nonprofit Corporation Act,



respectively, and in accordance with the Certificate of Incorporation and Bylaws of WAAIME and the Articles of Incorporation and Bylaws of SME, WAAIME will merge with and into SME, which will be the sole surviving corporation and will succeed to all of the assets of, and will assume all of the obligations and liabilities of, WAAIME (the “Merger”) subject to, and in accordance with, the terms and conditions described in this Plan of Merger.

WAAIME Division after Merger. After the Merger, WAAIME will continue its functions and activities as an unincorporated division of SME. SME’s Bylaws expressly authorize the formation of divisions. The principal activity of the WAAIME Division, the granting of scholarships for students in fields related to mining engineering, geology and earth sciences, will be continued by SME’s WAAIME Division in substantially the same manner as before the Merger. The WAAIME Division will be under the management and direction of the WAAIME Committee, a functional committee of SME. The former local sections of WAAIME will operate as local unincorporated sections of and under the WAAIME Division. An express condition of the Merger is that SME may only use the WAAIME endowments and unrestricted funds transferred to SME in the Merger, including any interest, appreciation, income or other investment returns thereon (the “Funds”) for the foregoing scholarships and for no other purposes, except for payments to SME for administrative costs and audit services as described in this Plan of Merger.

The WAAIME Committee. Immediately prior to the Merger, the WAAIME Board of Directors will elect three (3) WAAIME members to serve as the initial members of the WAAIME Committee. In order to allow for staggered terms, the WAAIME Board will elect one of the initial members for a 1-year term, another for a 2-year term, and the third for a 3-year term. The WAAIME Board of Directors will designate which of the three (3) initial members of the WAAIME Committee will serve as the initial chairperson. Thereafter the most senior member, in terms of service on the WAAIME Committee, will chair the WAAIME Committee.

All succeeding WAAIME Committee members will serve 3-year terms. Successor members of the Committee will be selected by a majority vote of the existing WAAIME Committee. Prior to filling any vacancy upon the expiration of a term, the WAAIME Committee will solicit applications from WAAIME members to serve on the committee via the WAAIME newsletter distributed by SME for the WAAIME Division. Multiple terms of service on the WAAIME Committee will be permitted, including consecutive terms. The WAAIME Committee will promptly inform SME of any changes in the composition of the WAAIME Committee. If for any reason the WAAIME Committee ceases to appoint any new members after the expiration of the terms of all its members, SME will assume its functions and responsibilities. The WAAIME Committee may adopt operating practices pertaining to the functions of the WAAIME Division so long as they are not inconsistent with SME’s Articles of Incorporation, Bylaws, or this Plan of Merger.

WAAIME Committee Board Representatives. SME will notify and invite the members of the WAAIME Committee to all regularly scheduled meetings of the SME Board of Directors, as well as to any special meetings of the Board that will consider matters affecting, directly or indirectly, the WAAIME Division or the WAAIME Committee. Prior to any such meeting, SME will provide the members of the WAAIME Committee with copies of the agenda for the meeting and any other materials distributed to the SME Board in preparation for the meeting. Members of



the WAAIME Committee attending SME Board meetings will be afforded the opportunity to participate in Board discussions in the same manner and at the same time as members of the SME Board. SME staff will prepare and submit to the WAAIME Committee a quarterly reconciliation and update on (i) the investment returns on WAAIME endowments, (ii) newly received grants and contributions, and (iii) any other material financial information pertaining to the WAAIME Division. The WAAIME Committee will then make regular reports to the SME Board on the investment and financial performance of the WAAIME endowments transferred to SME by the Merger and on the overall administration of the WAAIME Division's activities, including scholarship grants and awards and some of the financial information provided to the WAAIME Committee by the SME Staff. The WAAIME Committee's representatives to the SME Board will not be entitled to vote on matters presented to that Board. Members of the WAAIME Committee will get an annual stipend from the WAAIME Fund of up to \$1000 per member for reimbursement of travel expenses incurred in SME or WAAIME Committee activities.

WAAIME Membership Status after Merger. Members of WAAIME in good standing before the Merger will be WAAIME Division members after the Merger. WAAIME Division members will not be members of SME. WAAIME Division members will not be obligated to pay any dues to SME or the WAAIME Division. Former members of WAAIME may, if they otherwise qualify for SME membership, become SME members by applying for such membership and paying the applicable dues for such membership. Members of former WAAIME sections that become sections of the WAAIME Division after the Merger may establish and collect dues from members of their respective sections.

Sections of WAAIME Division. The Merger will not affect the status of members in good standing of the former WAAIME sections. All former WAAIME sections will continue to operate as WAAIME Division sections under their existing section bylaws except that all references to WAAIME shall be deemed to be references to SME or the WAAIME Division, as the context requires, and if and to the extent that a section's bylaws conflict with the SME Bylaws, the SME Bylaws will control. Section minutes will be retained at the section level. After the Merger, no new sections of the WAAIME division may be added. WAAIME Division sections may submit news items to SME or the WAAIME Committee for publication in the WAAIME Newsletter which will be published in the SME Mining Engineering magazine.

If a section of the WAAIME Division elects not to continue, the section must give SME prior notice of its intent to dissolve. Upon dissolution, all section funds remaining after payment of debts and obligations must be sent to SME and then added to the WAAIME Funds. Prior to dissolution, the section funds may be dedicated to a Program selected by the dissolving section. The dissolving section must send SME satisfactory evidence of closed accounts and payment of outstanding debts and payables (e.g. final bank statement and/or financials).

Segregation and Separation. While WAAIME's endowment funds will be owned and entrusted to SME, the WAAIME Committee will act as the fiduciary representatives of SME with respect to the investment, management and administrative functions of the Funds. After the Merger, the Funds will be maintained in segregated accounts from other SME funds and will be managed separately and apart from other SME funds by the WAAIME Committee.



The Funds. A schedule of the Funds as of May 31, 2006 is attached to this Plan of Merger, showing a total value of \$8,498,737.16 as of that date. All WAAIME restricted funds including endowments and temporarily restricted funds shall be used for the purposes specified in the gift instrument or as otherwise permitted by law. The Funds will be administered in accordance with the Colorado Revised Nonprofit Corporation Act and in a manner that preserves the tax exempt status of SME under Section 501(c)(3) of the Internal Revenue Code.

In that connection, the primary investment consideration for the Funds after the Merger will be preservation of capital and a reasonable rate of return over the inflation rate. Unless the WAAIME Committee determines otherwise, spending will be limited to no more than 5% of the trailing three year average market value of the Funds.

Programs Supported by the WAAIME Funds. After the Merger, SME and the WAAIME Division, as administered by the WAAIME Committee, will utilize a portion of the five percent of the annual spending of the Funds to support the following programs:

1. Undergraduate and graduate scholarships (currently 5% annual spending limit of average of previous 3 year-end endowment balances)
2. Scholarship grants to existing international sections (currently \$10,000 per section annually)
3. Ph.D. fellowship grants (3 grants at \$5,000 each annually)
4. SME GEM Program (\$5,000 annually)
5. Colorado Mining Association Education Foundation Total Concepts (currently a total of \$3,000 for 2 teachers annually).

Programs number 3, 4, and 5 may be modified with the approval of the WAAIME Committee and the SME Board of Directors.

Scholarships. The WAAIME Committee will select qualified students and award scholarships. Prior to November of each year, SME will send notices of the availability of scholarships to educational institutions selected by the WAAIME Committee, including schools where there is no section of the WAAIME Division. Such notices will describe the application process and the submission deadline in a manner prescribed by the WAAIME Committee. Applicants for scholarships must be a student member of either SME or one of the other three AIME Member Societies (TMS, AIST, or SPE).

Unless determined otherwise by the WAAIME Committee, the procedure for annual scholarship grants will be as follows. The student applicants must submit all scholarship applications to SME, through a section of the WAAIME Division, by March 15 of each year; or if there is no section in their area, a student may submit a scholarship application directly to SME. SME will forward all timely applications to the WAAIME Committee on or before March 30. The WAAIME Committee will select recipients by the end of May. SME will notify the scholarship recipients (with a copy to the school and section) and the rejected applicants by the end of June. In August, SME will send checks made payable to the scholarship recipients to their schools for presentation by the school to the student.



Scholarship Loans. Even though scholarships loans (comprised of 50% loan and 50% scholarship grant) were discontinued by WAAIME in 2007, loan balances from students owed to WAAIME remained outstanding at the time of the Merger. After the Merger, SME will send out monthly statements to all scholarship loan recipients with outstanding balances. SME will deposit all scholarship loan repayments into a separate WAAIME Division operating account. To the extent feasible, SME will adhere to WAAIME's prior practices with respect to the collection of scholarship loans. Monies received as repayment of scholarship loans may be used by SME to cover expenses related to the WAAIME programs described above.

No Changes. After the execution of this Plan of Merger and before its effective date, WAAIME will not take any actions outside the ordinary course of its business as it has been historically conducted, including but not limited to any unusual expenditure or dissipation of the Funds, except that, prior to the Merger, WAAIME intends to give a one-time contribution of \$5,000 to \$6,000 to each section for their Education For Tomorrow (EFT) programs.

Post-Merger WAAIME Division Activities. The administration of the former WAAIME office and membership functions will be handled by SME. Such administration will include (i) compilation, printing and distribution of the annual Membership Directory and Financial Report of the WAAIME Division to all members of the WAAIME Division, under the direction of the WAAIME Committee with the assistance of the SME staff, in substantially the same manner as WAAIME did prior to the Merger, (ii) production and distribution of the WAAIME Newsletter to all members of the WAAIME Division, as it is produced by the WAAIME Committee with the assistance of the SME staff, (iii) maintaining the records of the WAAIME Committee, including the membership lists of the WAAIME Committee, WAAIME Division, and WAAIME sections, as may be reasonably requested by the WAAIME Committee, (iv) preparing and sending out such invoices as may be requested from time to time by the WAAIME Committee, (v) handling day-to-day office questions and inquiries for the WAAIME Committee and the WAAIME Division, including inquiries from students, universities, WAAIME Division members, potential section members and others and (vi) interfacing with the WAAIME Committee members or other appointees and performing other routine office functions of the WAAIME Division not assumed and performed by WAAIME Committee.

The accounting and financial reporting functions of the WAAIME Division will be handled by SME, including but not limited to (i) maintenance of records for the separate tracking and reporting of the investment and expenditure of the Funds, including reports from investment managers retained by the WAAIME Committee for the investment of the Funds, on an annual basis and for interim periods if and to the extent that SME receives such reports quarterly or semi-annually as the case may be, (ii) inclusion of the Funds in the annual audit of SME, and (iii) maintenance of separate bank accounts for the Funds. The SME staff will prepare a draft budget for the WAAIME Division each year and submit that draft budget to the WAAIME Committee and the SME Board of Directors for review and approval prior to submission of a final budget.

Administrative and Audit Fees. SME will be entitled to payment for its costs of administering the WAAIME Division. All of SME's fees and costs for the WAAIME Division will



be paid out of the five percent (5%) limit previously referred to before making any awards of scholarship grants (which grants will also be included within the five percent (5%) limit) or from loan repayments or other funds received for or on account of the WAAIME Division. The **initial** estimated cost to the WAAIME Division is \$60,000 per year. SME will send an invoice quarterly to the WAAIME Committee for SME's costs for its services. SME will send a separate invoice for the WAAIME Division's aliquot portion of SME's costs for its annual independent audit and financial reporting, together with a copy of the invoice from the outside independent accountant and auditor.

Each year, on or before September 30, all WAAIME Division sections must submit a financial form to SME for its previous calendar or fiscal year and an annual summary of activities and events to SME for audit and IRS reporting purposes. By September 30, each WAAIME section must submit to SME a list of its members with contact information (name, mailing address, phone, fax, and e-mail) and a list of its section officers for inclusion in the annual Membership Directory and Annual Report.

ARTICLE IV
No Amendments or Changes of Certificate of Incorporation of Surviving Corporation

There will be no amendment or changes to the Certificate of Incorporation of SME, the surviving corporation, by reason of the Merger.

ARTICLE V
Effective Date of Merger

The Merger will become effective upon the filing of the Certificate of Merger with the New York Department of State and a Colorado Plan of Merger with the Colorado Secretary of State, unless, prior to delivery of such Certificate and Plan for either filing, it is agreed between the boards of directors of the constituent corporations that a later effective date is advisable, in which event the Certificate of Merger filed in New York will contain a provision specifying such later effective date as is agreed upon between such boards, but which date under New York Not-For-Profit Corp. Law § 905(a) may not exceed thirty (30) days subsequent to the filing of the Certificate of Merger by the New York Department of State.

ARTICLE VI
Miscellaneous

Changes to Plan of Merger. This Plan of Merger may be changed and deemed amended by any requirement of the Attorney General of the State of New York or any change ordered by the Supreme Court of the State of New York as a condition to its approval except that, in the event of any such amendment, either of the constituent corporations may elect to abandon the Plan of Merger in light of such amendment.

Abandonment of Merger. Notwithstanding authorization of this Plan of Merger by the boards of directors or the members of either of the constituent corporations, if at any time prior to



the filing of the Certificate of Merger by the New York Department of State it becomes the opinion of the board of directors of either of the constituent corporations that events or circumstances have occurred which render it inadvisable to consummate the Merger, this Plan of Merger may be abandoned. The filing of the Certificate of Merger by the New York Department of State will conclusively establish that this Plan of Merger has not been abandoned unless such filing has been made after an amendment to this Plan of Merger by the Attorney General of the State of New York or an order of the Supreme Court of the State of New York that has not been expressly accepted by both of the constituent corporations.

Enforcement of Covenants. The terms of this Plan of Merger relating to the functions activities and management of the Funds and the administration of the Funds and the WAAIME Division by the WAAIME Committee after the Merger shall be deemed to be covenants of SME to WAAIME that will survive the Merger. By entering into this Plan of Merger, SME agrees that all such covenants may be enforced by the WAAIME Committee notwithstanding the dissolution of WAAIME after the Merger. In the event of a material breach of the covenants that is not cured by SME after ninety (90) days prior written notice of the breach, the WAAIME Committee may elect, by a majority vote, to bring a court action against SME in the name of one or more members of the WAAIME Committee seeking specific performance of the covenants or, in the alternative, an equitable rescission of the Merger. SME may not assert as a defense in any such action a lack of privity, standing or similar defense against the members of the WAAIME Committee since SME has specifically assented to such a method of enforcement by entering into this Plan of Merger. The law firm of Carter Ledyard & Milburn LLP shall be permitted to represent the members of the WAAIME Committee in any such court action notwithstanding any prior retention of that firm by SME, as may be requested by the WAAIME Committee from time to time, in connection with ongoing business of the WAAIME Division or the WAAIME Committee. If the members of the WAAIME Committee prevail in any such court action, then SME will be responsible for the legal fees incurred by the members of the WAAIME Committee in pursuing such action.

Expenses of Merger. WAAIME and SME will each bear and pay each of their respective costs and expenses of carrying this Plan into effect and of accomplishing the Merger prior to the effective date of the Merger, and SME as the surviving corporation will bear and pay the costs and expenses of the Merger incurred after and relating to the Merger, and SME may in its discretion pay such costs and expenses out of any cash of WAAIME (but not funds of any endowment or memorial or other permanent fund) transferred to and received by SME as the surviving corporation.

Disposition of WAAIME Division Assets and Funds in case of Nonexistence of the WAAIME Committee. In the event that the WAAIME Committee ceases to exist or to act and function as a WAAIME Committee hereunder, all assets and funds of the WAAIME Division of SME shall be administered by the SME Board of Directors, or a duly authorized and appointed committee of the SME Board of Directors, to administer those funds in accordance with the provisions and requirements of this Plan of Merger. Prior to any such administration by SME for nonexistence of the WAAIME Committee, the SME Board of Directors will give a fifteen day written notice to the last known WAAIME Committee Members at their last known addresses, of SME's intention to assume such administration of the WAAIME Division assets and funds because of the nonexistence of the WAAIME Committee.



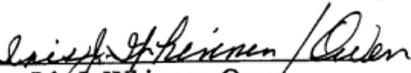
Disposal of WAAIME Division Assets and Funds in case of Dissolution of SME. In the event that SME becomes dissolved as a corporation, all assets and funds of the WAAIME Division of SME remaining upon such dissolution shall be turned over to an organization or organizations exempt from taxes under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended with purposes and activities, to the extent feasible, comparable to those of WAAIME and the WAAIME Division of SME in the fields of mining, metallurgical and petroleum engineering, geology and earth sciences. The WAAIME Committee may nominate candidates as transferees for such turnover, subject to the approval of SME's Board of Directors or other body governing SME at the time of such dissolution.

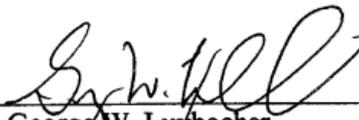
Counterparts. For the convenience of the parties and to facilitate approval of this Plan of Merger, any number of counterparts hereof may be executed and each such executed counterpart will be deemed to be an original instrument.

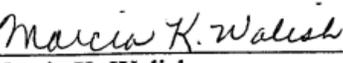
IN WITNESS WHEREOF, this Plan of Merger has been subscribed on behalf of The Woman's Auxiliary to the American Institute of Mining, Metallurgical, and Petroleum Engineers, Inc. on this 31st day of March, 2008, and on behalf of Society for Mining, Metallurgy, and Exploration, Inc. on this 31st day of March, 2008, by the undersigned duly authorized officers of those corporations, it having been duly adopted by the board of directors of The Woman's Auxiliary to the American Institute of Mining, Metallurgical, and Petroleum Engineers, Inc. on December 13, 2007, and approved by the members of The Woman's Auxiliary to the American Institute of Mining, Metallurgical, and Petroleum Engineers, Inc. on February 26, 2008, and by the board of directors of Society for Mining, Metallurgy, and Exploration, Inc. on December 3, 2007 and confirmed and ratified by resolution of SME's board of directors on February 24, 2008.

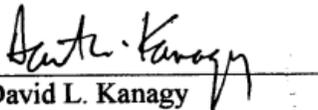
The Woman's Auxiliary to the American Institute of Mining, Metallurgical and Petroleum Engineers, Inc.

Society For Mining, Metallurgy, and Exploration, Inc.

By: 
Iris J. Whinnen-Owen
President

By: 
George W. Luxbacher
President

Attest: 
Marcia K. Walsh
Secretary

Attest: 
David L. Kanagy
Secretary



Appendix B – 2023 Omnibus Joint Resolutions



**OMNIBUS JOINT RESOLUTIONS OF THE SME BOARD OF DIRECTORS AND
THE EXECUTIVE COMMITTEE OF THE WAAIME DIVISION OF SME**

WHEREAS, on March 31, 2008, the Society for Mining, Metallurgy, and Exploration, Inc. (“SME”) and The Woman’s Auxiliary to the American Institute of Mining, Metallurgical, and Petroleum Engineers, Inc. (“WAAIME”) entered into that certain Plan of Merger (the “Merger Agreement”) by which WAAIME merged with and into SME and became the WAAIME Division of SME (the “Merger”);

WHEREAS, the Merger Agreement included a number of provisions for the governance of the WAAIME Division after the merger, including but not limited to the formation of a committee of WAAIME (the “WAAIME Committee”), which would have those rights and responsibilities with respect to the governance of the WAAIME Division of SME prescribed by the Merger Agreement;

WHEREAS, while the Merger Agreement cannot be amended by a binding agreement of the parties because WAAIME no longer exists and SME’s WAAIME Division is actually now part of SME, the Merger Agreement provides that the WAAIME Committee may enforce the covenants in the Merger Agreement by bringing a court action against SME in the name of one or more of its members;

WHEREAS, the Board of Directors of SME (the “Board”) and the WAAIME Committee believe that, even though the Merger Agreement cannot be amended, it is reasonable and appropriate for SME and the WAAIME Committee to jointly resolve via this omnibus resolution to modify and restate certain of the covenants in the Merger Agreement by means of a limited waiver of the rights of SME, the WAAIME Committee and its members to enforce the Merger Agreement;

WHEREAS, these joint omnibus resolutions (“these Resolutions”) represents an intentional and binding waiver of SME’s and the WAAIME Committee’s respective rights to enforce the Merger Agreement if and to the extent that the terms of the Merger Agreement differ from the terms of these Resolutions, with the result that, once these Resolutions are approved by the Board and unanimously approved by the WAAIME Committee, they have the same practical effect as an amendment;

WHEREAS, in order to avoid any confusion or uncertainty with respect to the effective terms of the Merger Agreement going forward, these Resolutions combine all of the parties’ respective waivers as to the terms of the Merger Agreement so that the Merger Agreement, together with the waivers provided by these Resolutions, comprise the complete and definitive record of the agreements and waivers of the parties until such time as another set of joint omnibus resolutions are adopted by the Board and unanimously adopted by the WAAIME Committee.

NOW, THEREFORE, IT IS JOINTLY RESOLVED AS FOLLOWS:

Effective upon the approval of these joint omnibus resolutions by both the Board and the WAAIME Committee, then

1. Notwithstanding the provisions of the paragraph entitled *The WAAIME Committee* in Article III of the Merger Agreement, (a) the WAAIME Committee will be comprised of five (5) voting members instead of three (3) voting members; (b) The WAAIME Committee will be composed of the following officers: Chair, Chair-Elect, and Past Chair. Officers will serve one-year terms progressing from Chair-Elect to Chair to Past Chair over a single three year term. (c) The WAAIME Committee will include two other officers, a Scholarship Chair and an International Chair, which are both three-year terms; (d) Consecutive terms will not be allowed for WAAIME Committee members except for the Scholarship Chair,



who will be permitted to serve no more than two consecutive terms; (e) In order to avoid consecutive terms, a member must rotate off the WAAIME Committee entirely for at least one (1) year; (f) The International Chair must be an international member. The WAAIME Committee may have such other officers (who are non-voting) and create such task forces and standing committees derived from its membership as it may determine from time to time. However, only the five voting officers of the WAAIME Committee may receive reimbursement for travel under Section 3 below.

2. In addition to the provisions of the paragraph entitled **WAAIME Membership Status after Merger** in Article III of the Merger Agreement, the WAAIME Committee may recruit new members for SME's WAAIME Division at any time, which new members will not be members of SME obligated to pay SME membership dues but only members of the WAAIME Division with the same rights and obligations as former members of WAAIME who became members of SME's WAAIME Division after the Merger.

3. Notwithstanding the provisions of the paragraph entitled **WAAIME Committee Board Representatives** in Article III of the Merger Agreement, the travel expenses of members of the WAAIME Committee eligible for reimbursement are not limited to a \$1,000 annual stipend but are instead limited to the actual out of pocket expenses of each WAAIME Committee member for travel to, meals and lodging during the SME annual meeting and the SME midyear meeting, subject to: (a) SME's generally applicable policies and rules for reimbursement of travel expenses, including but not limited to compliance with applicable guidelines of the Internal Revenue Service for charitable organizations and, in some cases, preapproval by SME's Executive Director or delegated SME staff; and (b) the limit on total spending provided by the paragraph entitled **The Funds** in Article III of the Merger Agreement as modified by the waivers in these Resolutions. In any event, the following expenses will not require any preapprovals: (i) Air (economy) or auto travel to meeting site including transportation from home to airport, airport to hotel and back again; (ii) Hotel expense at SME designated hotels or equivalent to attend SME meetings; (iii) SME Awards Dinner and Women's Breakfast or Luncheon fees; and (iv) Actual cost of meals if and to the extent that SME does not provide meals at the event, to the extent that such purchased meals abide by SME's generally applicable policies. Receipts are required for reimbursement but SME will support direct billing of hotel expenses and event fees when practicable.

4. Notwithstanding the provisions of the paragraph entitled **Programs Supported by WAAIME Funds** in Article III of the Merger Agreement, Items 3, 4 and 5 will be deemed to read as follows:

3. Funding for WAAIME membership growth, programs and supporting sections and their needs.
4. Funding professional development for students and AIME Members in the fields of earth sciences.
5. The WAAIME Committee may elect to fund philanthropical, educational and charitable programs other than those listed in 1 and 2 in the Merger Agreement and 3 and 4 above as has been a WAAIME 100 plus year tradition so long as the programs are consistent with WAAIME's charitable purposes, in compliance with Section 501(c)(3) of the Internal Revenue Code and are included in its annual budget approved by SME's Board of Directors.

5. Notwithstanding the provisions of the paragraph entitled **The Funds** in Article III of the Merger Agreement, (a) Spending of the Funds will be no more than six and a half percent (6.5%) of the trailing three year average market value of the Funds, which may not be exceeded except as determined by the WAAIME Committee and included in its annual budget approved by SME's Board of Directors..



6. Notwithstanding the provisions of ***Enforcement of Covenants*** in Article VI of the Merger Agreement, the WAAIME Committee may not bring a court action against SME in the name of one or more of its members until after it has followed these dispute resolution procedures:

(a) The WAAIME Committee must provide a written summary of the alleged material breach of the Merger Agreement or these Resolutions, with all relevant facts and a proposed resolution satisfactory to the WAAIME Committee, to SME's Executive Director. The SME Executive Director will then try to achieve a consensual resolution but will under any circumstances provide a written response to the WAAIME Committee within 30 days of receiving the request, with a resolution that the Executive Director proposes to accept on behalf of SME.

(b) If the WAAIME Committee chooses not to accept the resolution proposed by the Executive Director and does not wish to make a counterproposal or pursue further negotiations with SME's Executive Director with respect to the alleged material breach of the Merger Agreement, the WAAIME Committee may ask the SME Board of Directors to review the resolution proposed by SME's Executive Director. If such a request for review is made, the WAAIME Committee will have the opportunity to appear at a meeting of the SME Board to present their concerns. The SME Board will make its best efforts to achieve a mutually satisfactory compromise but will, in any event, issue its decision no later than sixty (60) days after its meeting with the WAAIME Executive Committee. The decision of the SME Board may not be challenged or reviewed in any other forum at this time besides the mediation process provided below.

(c) If the WAAIME Committee is dissatisfied with the decision of the SME Board of Directors, the WAAIME Committee may at any time within one hundred eighty (180) days of the decision file with the SME Board of Directors a request for mediation of the disagreement or dispute before an independent mediator jointly selected by the WAAIME Committee and the SME Board. The independent mediator may not have any prior personal or business relationship with SME or the WAAIME Division or with their respective officers, directors or staff. The independent mediator will review the record of the dispute before the SME Board and will review written mediation statements submitted by the SME Board and the WAAIME Committee. The independent mediator will conduct at least two (2) in-person or virtual mediation sessions with the parties in an effort to forge a mutually acceptable resolution. Neither SME nor the WAAIME Committee may be represented by legal counsel at any mediation session. SME will pay one half of the costs of the mediator out of SME's general operating funds and one half out of the SME WAAIME Division funds, only the latter of which will count against the six and one half percent (6.5%) limit on WAAIME Division spending in the paragraph entitled ***The Funds*** in Article III of the Merger Agreement as modified by these Resolutions.

(d) If the WAAIME Committee and the SME Board of Directors fail to reach a consensual resolution of the alleged material breach of the Merger Agreement during or after the mediation, the WAAIME Committee may proceed to bring a court action in the name of one or more of its members as permitted by the Merger Agreement. For clarification, under the Merger Agreement, the WAAIME Committee may, in its sole discretion, select the legal counsel of its choosing.

7. Notwithstanding the provisions of the paragraph entitled ***The Post-Merger WAAIME Division Activities*** in Article III of the Merger Agreement, the WAAIME Committee and the WAAIME Division will be subject to, and obligated to abide by, SME's internal policies and procedures generally applicable to SME Divisions except to the extent that the Merger Agreement, as modified by these Resolutions, explicitly provides otherwise, including but not limited to the WAAIME Committee adopting its own internal rules and operating policies and practices provided that such rules and practices are not inconsistent with SME's Articles of Incorporation or Bylaws, the Merger Agreement, these Resolutions and SME's internal policies and procedures applicable to all SME Divisions.



8. Notwithstanding the provisions of the paragraph entitled ***WAAIME Committee Board Representatives*** in Article III of the Merger Agreement, the SME Board of Directors may hold executive sessions excluding WAAIME Committee members in order to consider (a) the adoption of these Resolutions or other waivers or modifications of the Merger Agreement, (b) allegations by the WAAIME Committee that SME has committed a material breach of the Merger Agreement, including but not limited to the Board’s deliberations after hearing the WAAIME Committee’s appeal of the SME Executive Director’s proposed resolution of an alleged material breach; (c) potential changes to the Merger Agreement or these Resolutions recommended by the SME Executive Director to be proposed by SME to the WAAIME Committee; and (d) in the event of a mediation with the WAAIME Committee or a court action brought by one or more members of the WAAIME Committee against SME on account of an alleged material breach of the Merger Agreement, SME’s response or strategy in connection with such mediation or court action, or (e) the advice of legal counsel with respect to any of the foregoing.

9. If the WAAIME Committee or a WAAIME Committee Member acts in a manner detrimental to the objectives or interests of SME or violates SME’s Articles of Incorporation, Bylaws, or an applicable SME policy, the SME Executive Director shall provide the WAAIME Committee or applicable committee member with written notice of the alleged actions with specificity. The WAAIME Committee or committee member shall have the opportunity to be heard, either orally or in writing (“Response”), by the SME Executive Director. The SME Executive Director will then try to achieve a consensual resolution but will under any circumstances provide a written response to the WAAIME Committee or committee member within 30 days of the Response as to the Executive Director’s determination. If the WAAIME Committee or committee member does not accept the resolution of the SME Executive Director, it may proceed under the provisions of Section 6 above.

10. These Resolutions shall be reviewed by the WAAIME Committee and the Board of Directors from time to time, as reasonable and necessary, but no less than every ten (10) years from the Effective Date (as defined below) for the purposes of determining whether any updates or revisions to these Resolutions and/or the Merger Agreement should be discussed and approved by joint adoption.

FURTHER RESOLVED, that these Resolutions to waive, and effectively modify, certain terms of the Merger Agreement shall be narrowly construed so as to leave in place all of the existing terms of the Merger Agreement that are not directly contradicted by these Resolutions, as they have been interpreted prior to the joint adoption of these Resolutions;

FURTHER RESOLVED, that these Resolutions shall not become effective as joint limited waivers of the terms of the Merger Agreement until the date that they have been adopted, in identical form, by both the Board of Directors of SME and the WAAIME Committee (the “Effective Date”); and

FURTHER RESOLVED, that neither the Board nor the WAAIME Committee will have any power to alter, amend, rescind or terminate these Resolutions after the Effective Date except by new joint omnibus resolutions adopted by the Board and the WAAIME Committee.