



SOCIETY OF PLASTICS ENGINEERS, INC.

# By-Laws

Revised 8/30/15

## Article I - Name and Purpose

**1.1 Name** - The name of the organization shall be "Thermoforming Division of the Society of Plastics Engineers, Inc." hereinafter referred to as "Division."

**1.2 Mission** - The Divisions Mission is to facilitate the advancement of thermoforming technologies through education, application, promotion, and research.

### **1.3 Purpose**

1.3.1 The objectives of the Division shall be to promote the scientific and engineering knowledge of the thermoforming of plastics, where thermoforming relates to the shaping of plastic sheet under heat, pressure, and tooling into useful articles of commerce. This purpose may be achieved by;

1.3.2 Promoting technical meetings, at which are presented scientific and engineering papers relating to thermoforming and associated processes (extrusion, decorating, tool making, etc.).

1.3.3 Encouraging scientific and engineering papers and reports to disseminate technical information relating to thermoforming and associated processes (extrusion, decorating, tool making, etc.).

1.3.4 Encouraging engineers and scientists to exchange technical information relating to thermoforming and associated processes (extrusion, decorating, tool making, etc.).

1.3.5 Encouraging educational institutions to promote scientific and technical interchange relating to thermoforming and associated processes (extrusion, decorating, tool making, etc.).

1.3.6 Cooperating and joining with other technical and plastics related organizations for the purpose of technology exchange and advancement of the field of thermoforming.

1.3.7 Promoting thermoforming as a plastics manufacturing alternative.

**1.4 Fiscal Year** - The fiscal year of the Division shall be from July 1<sup>st</sup> to the 30<sup>th</sup> day of June of the year following.

## **Article II - Board of Directors**

### **2.1 General Power**

2.1.1 The Board of Directors is the governing body of the Division. The establishment of Division Policy and the Management of the Division is vested in it.

2.1.2 The following responsibilities are specifically reserved to the Board and cannot be delegated.

- Establish and amend the Divisions operating procedures.
- Approve the operating procedures for the individual committees.
- Adopt the annual budget.
- Elect division officers (Executive Committee).
- Elect interim councilor when appropriate.
- Authorize requests for SPE Technical Conferences.
- Authorize special fund-raising activities.
- Approve appointments to committee Chairs.

2.1.3 The Board has the power to delegate responsibility for any other Division activity consistent with the SPE Constitution or Council rulings.

**2.2 Number of Directors** - The Board is composed of at least six elected Directors in addition to the Officers, the Past Chair and the Council Representative.

### **2.3 Election and Tenure**

2.3.1 Each Board Member shall be elected by the Division membership for a three (3) year term, with approximately one-third (1/3) of the Board Members' seats becoming vacant each year.

2.3.2 An incumbent Board Member shall be eligible for election to a second three (3) year term.

2.3.3 The procedure for placing candidates in nomination for the Board of Directors and conducting the election thereof shall be as described in the Division Nominating Committee Operating Procedures.

2.3.4 A Director's term shall begin at the spring board meeting following their election.

### **2.4 Vacancies on the Board of Directors**

2.4.1 The Board of Directors may declare a Board of Directors seat vacated for any of the following reasons:

- The Director has submitted a resignation in writing.
- The Director has orally resigned at a Board Meeting.
- The Director loses his "good standing" in International.
- The Director misses two (2) consecutive regularly scheduled meetings without having notified the Division Chair and being excused from the meeting(s).
- The Director fails to perform his duties, or for any other cause which in the judgment of the Board justifies his removal.
- The Director is elected officer or Councilor.

2.4.2 The Division Chair may place in nomination the name(s) of candidates to be elected by the Board of Directors to fill the vacated seats until the next regular election if more than one (1) year remains in the unexpired term.

2.4.3 Members of the Board shall also have the right to place, from the floor, the name(s) of candidates for the vacated Director seat(s).

2.4.4 If there are more nominees than vacant seats voting shall be by secret ballot.

**2.5 Meetings** - Meetings of the Board of Directors are called by the Division Chair and must be held at least three times each year. One meeting shall be held in conjunction with the annual Division meeting at the Annual Technical Conference.

## **2.6 Preparation for Meetings**

2.6.1 A written meeting notice and the Order of Business (meeting agenda) must be made available to all Board members and committee Chairs at least one week prior to each meeting. The Order of Business (docket, agenda) shall be prepared by the Division Chair and Secretary.

2.6.2 Written committee or Officer reports should be distributed in advance, with the Order of Business, if at all possible. The financial report, the proposed budget, recommendations for Bylaws amendments, and any recommendations on which advance study is desirable should be distributed in advance with the Order of Business.

**2.7 Quorum** - A majority of the duly elected Board of Directors or their proxies shall constitute a quorum for the transaction of business at any regularly scheduled meeting of the Board.

**2.8 Manner of Acting** - The acts of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided.

## **Article III - Division Officers**

**3.1 Division Officers** - The officers of the Division shall consist of the Division Chair, Chair Elect, Secretary, Communications Chair and Treasurer. No two offices may be held by the same person, at the same time. The officers, the immediate Past Chair and Council Representative shall constitute the Executive Committee.

### **3.2 Election and Tenure**

3.2.1 The Officers are elected every two years by the Board of Directors at the winter board meeting but no later than April 1.

3.2.2 All officers serve for a term of two years, consistent with the Divisions fiscal year.

3.2.3 No officer may succeed himself or herself after completing two consecutive full terms.

3.2.4 The Division Chair may not succeed himself or herself after completing two consecutive full terms unless the office of Chair Elect has been vacated.

3.2.5 To be eligible for election as a Division officer, a candidate must be a member of the Division Board at the time of his nomination and election.

3.2.6 The Council Representative may not serve as a Division officer during the term as Councilor.

3.2.7 Nominations may be submitted by the Division nominating committee, or from the floor, after prior consent of the nominees.

3.2.8 The procedure for placing candidates in nomination and conducting the election thereof shall be as described in the Division Nominating Committee Operating Procedures.

### **3.3 Vacancies**

3.3.1 The Board of Directors may declare an office vacated for the same reasons as given in Article II, Section 2.4. When a Chair Elect assumes the office of Division Chair, the Chair Elect's office is automatically vacated until the next election. When a vacancy occurs for either the Treasurer or Secretary the Board shall elect an interim Officer to complete the unexpired term. The method of election shall be the same as for election to a full term.

### **3.4 Division Chair**

3.4.1 The Division Chair presides at all meetings of the Board of Directors, Executive Committee and the Division membership.

3.4.2 He or she appoints all Committee Chairs and delegates the responsibility for every Division operation, and is responsible for the performance of the Division.

- 3.4.3 The Division Chair must submit an annual report to the International Society's Divisions Committee. The Divisions Committee establishes the due date, format and subject matter of the report. This report must be accepted by the Society Executive Committee to establish eligibility for the dues rebate to the Division.
- 3.4.4 The Division Chair is responsible for the actions of the entire Board of Directors through the Divisions committee reporting relationships through the other Executive Committee members. Reporting relationships shall be noted within operating procedures established for each committee.

### **3.5 Division Chair Elect**

- 3.5.1 The Chair Elect shall assume the office of Division Chair in the case of vacancy for any cause in that office and shall assume the duties of the Chair during his absence or disability. The Chair Elect shall perform such duties as the Division Chair or the Board may delegate. The Chair Elect shall succeed the Division Chair at the expiration of the Division Chairs elected term.
- 3.5.2 The Chair Elects first responsibilities are to be familiar with the Division Chairs duties and keep currently aware of the Chairs activities and plans. He or she must always be ready to step into the Chairs office and be able to carry out the Division Chairs duties with a minimum of adjustment.
- 3.5.3 The Chair Elect is also primarily responsible for future conference site selection and initial contract discussions for the fall conferences.

### **3.6 Division Secretary**

- 3.6.1 The Division Secretary shall maintain and issue all Division records, except those of the Treasurer, including minutes of the regularly scheduled Board meetings, Executive Committee meetings and Division membership meetings.
- 3.6.2 The Secretary shall issue a draft of the meeting minutes promptly to all meeting attendees, and all Board members whether or not they were present. The only additional copy required is that sent at the same time to the SPE Executive Director. The Executive Committee and Division membership meeting minutes may be distributed to the Board of Directors, but should not be used as a substitute for the regular report.
- 3.6.3 The Secretary shall keep the roster of all Division Officers, committees and members up-to-date, and reported to International in a timely manner.
- 3.6.4 Keep the Division Operating Procedures up to date.
- 3.6.5 The Secretary, in conjunction with the Archives Committee, shall keep records (archives) of all meeting minutes supplied to the Secretary by the other Executive Committee members.

- 3.6.6 The Secretary shall maintain easily accessible copies of the records and meeting minutes of all Division committees reporting to the Secretary and supplied by those committee Chairs. Copies of these records must also be forwarded to the Division Secretary for inclusion in the Division archives.
- 3.6.7 The Secretary, in conjunction with the Nominating and Elections Committee, shall prepare the nominations, ballot and conduct the election for members of the Board of Directors and the Executive Committee.
- 3.6.8 Conduct and maintain a record of all correspondence necessary to accomplish these tasks.

### **3.7 Division Treasurer**

- 3.7.1 The Treasurer is responsible for gathering, disbursing and managing the Division funds, and should be prepared at all times to submit a complete and accurate statement showing the current financial status of the Division.
- 3.7.2 Division funds may be disbursed only by check. Checks in excess of **\$5000.00** are to be signed by two Division Officers, as authorized by the Board. The Treasurer is one of the authorized signatures.
- 3.7.3 The Treasurer is not eligible to serve on any other committee.
- 3.7.4 The Division Treasurer does not have any Division committee reporting relationships through this office.
- 3.7.5 The Treasurer is to be responsible for securing surety bond or insurance coverage on all Division members who may be called upon to handle Division funds in an amount to be determined by the Board of Directors.
- 3.7.6 The Treasurer shall serve as chairman of the Division Finance Committee so long as other members include the current Chairman and one other Board member who is not an officer.
- 3.7.7 Specific duties of the Treasurer include the following:
- Receive and deposit all funds, regardless of source, paid to the Division.
  - Disburse funds as authorized by the Board in accordance with established budgets.
  - Maintain financial records and prepare reports monthly for the Executive Committee and Board Meetings.
  - Prepare the annual financial report for Division records and transmit, in writing, to the Division membership.
  - After proper audit, submit the Division financial report to the Executive Director on forms provided for that purpose by November 15' of each year.



- Prepare the IRS tax form 990 as required annually and submit copy to the Executive Director.
- Suggested procedures for maintaining financial reports, filing of financial reports and forms for such use are given in Appendix 1 to these Division Procedures

## **Article IV - Division Council Representative**

### **4.1 Division Council Representative**

4.1.1 The General Membership of the Division will elect one of its members to serve on the National Council as the Division Council Representative (Councilor) for a three (3) year term. The newly elected Councilor will assume office at the regularly scheduled meeting of the new Council at the Annual Technical Conference (ANTEC).

- An incumbent Councilor is eligible for election to a second three (3) year term providing that the Councilor has not already served one and one half (1-1/2) consecutive terms.
- If the Councilor is unable to attend a meeting of the Council in person, the Councilor shall give written proxy to any other Board member in good standing.
- The Board member who exercises the proxy shall have all the rights, duties and privileges of the Division Councilor. The proxy must be a current dues paying member of the Thermoforming Division.

4.1.2 The Councilor shall maintain easily accessible copies of the records and meeting minutes of all Division committees reporting to the Councilor and supplied by those committee Chairs. Copies of these records must also be forwarded to the Division Secretary for inclusion in the Division archives.

### **4.2 Procedures for Election of Councilor**

4.2.1 The procedure for placing candidates in nomination for the office of Division Council Representative and conducting the election thereof shall be as described in Division Nominating Committee Procedures.

### **4.3 Vacancy**

4.3.1 When a Councilor has failed to attend two (2) consecutive council meetings or has failed to perform the duties of the office, the Council, by a two-thirds (2/3) vote of those present at any regular meeting, may declare the seat vacant.

4.3.2 If the Councilor's seat is declared vacant either by council or by a two-thirds (2/3) vote of the full Board of Directors, or by reason of resignation, death, removal, disqualification or any other reason, the Division Chair shall appoint a proxy to serve until the next regular meeting of the Board of Directors. At that meeting, the Chair shall nominate a candidate or candidates to serve a term as Division Councilor that would expire at the conclusion of that current fiscal year. Members of the Board shall have a right to place names in nomination from the floor.

4.3.3 If there is a contest for the seat, voting shall be by secret ballot, with the candidate having the greatest number of votes declared the winner.

- 4.3.4 When a new Councilor is elected to the vacated Division Council Representatives position, the term shall be that for which the original Councilor was elected.
- 4.4 Duties** - The Councilor provides the members of the Division with a voice in the government of SPE. The Councilor is responsible both to the members of the Division and to the Society. Following are specific duties:
- 4.4.1 Attend meetings of the Council, the Division and its Board of Directors.
- 4.4.2 If unable to attend Council meetings, the Councilor must authorize a proxy (alternate) to represent the Division (see Section 4.1.1). To authorize a proxy the Councilor must write to the Executive Director stating the proxy's name and address and the Council meeting the proxy will attend. This letter should be received by the Executive Director at least one week before the meeting. In unforeseen or emergency circumstances, the letter can be hand carried and presented to the Executive Director by the proxy immediately prior to the beginning of the meeting.
- 4.4.3 For the Councilor's "constituents" the Councilor will obtain clarification of policy, convey their recommendations on specific problems or issues, and when, in the Councilor's judgment it will serve the Society's welfare, will introduce "legislation." The Councilor must see that the interests of the Councilor's constituents are represented at every Council meeting.
- 4.4.4 For the Society the Councilor will objectively apply the needs and opinions of the Councilor's constituents to Society problems. The Councilor's decisions must be based on serving the welfare of the Society as a whole, and the science and engineering of plastics, even when they might conflict with the opinions of constituents. The Councilor must inform the Society's Officers about pertinent Division activities and problems.
- 4.4.5 The Councilor's responsibility is to serve on SPE committees when called upon.
- 4.4.6 At the first Division meeting following a Council meeting, the Councilor should present a report. Upon receiving the minutes or report on Executive Committee activities the Councilor should present a report to the Division members at a regular meeting. The Councilor should send a written report on the Council meeting to all Division Board members within two weeks.
- 4.4.7 Assure that the Division Secretary is sending minutes of all Board, Executive Committee and Division meetings to the Executive Director.
- 4.4.8 Assure that the Secretary uses information sent him by the Executive Office to keep member records up-to-date.
- 4.4.9 Assure that the Treasurer's reports are sent on time to the Executive Director.
- 4.4.10 Assure that SPE Officers are invited to attend Board meetings.

## Article V - Executive Committee

### 5.1 Executive Committee

5.1.1 To act on its behalf between its meetings and to serve as a Steering Committee, the Board shall authorize the Chairman to appoint an Executive Committee composed of the Officers and the Past Chairman and Council Representative.

### 5.2 Duties

5.2.1 The Executive Committee shall serve as a Steering Committee to provide for orderly operation of the Division, to establish goals and objectives and to generally recommend to the Board of Directors means for achieving such goals and objectives.

5.2.2 The Executive Committee shall keep complete and detailed minutes of each meeting held.

5.2.3 The Executive Committee may be delegated authority by the Board of Directors to act for the Board of Directors between regular meetings of the Board of Directors on all matters except:

- a. Amending, altering or repealing the Bylaws/Operating Procedures.
- b. Electing, appointing or removing any members of any Division committee or any director or officer of the Division.
- c. Adopting a plan of merger or adopting a plan of consolidation with any other group.
- d. Authorizing the sale, lease, exchange or mortgage of any of the assets of personal property of the Division.
- e. Authorizing the voluntary dissolution of the Division or revoking the proceedings hereof.
- f. Adopting a plan for the distribution of the assets of the Division.
- g. Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.
- h. Authorizing an expenditure of moneys not specified in the budget.

5.2.4 The Executive Committee may not act unless at least three (3) member are present in person.

## Article VI - Standing Committees

### 6.1 Number of Committees

6.1.1 To aid in carrying out the Division's activities, the Division Chairman, with Board approval, may appoint Chairpersons of the following committees. The terms of the committees coincide with that of the Chairman. Committee members are appointed by the Committee Chair with the Division Chair's approval. Operating Procedures shall be established for each committee.

- A. Thermoforming Conference Committee(s)
- B. Machinery Technical Support Committee
- C. Materials Technical Support Committee
- D. Processing Technical Support Committee
- E. ANTEC Committee
- F. Nominating (Membership) Committee
- G. Communications Committee – (Thermoforming Quarterly)
- H. Operating Procedures Committee
- I. Awards Committee
- J. Education / Student Affairs Committee
- K. Asset Allocation Review Committee
- L. Finance Committee

6.1.2 "Ad hoc committees" may be appointed for special purposes. The functions of these special committees must be outlined by the Division Chair, and they are automatically discharged upon completion of their tasks.

## **6.2 Bylaws Committee**

- 6.2.1 The Bylaws Committee shall consider and report on all pertinent matters referred to it which have a bearing on Division regulatory or procedural activities. The Bylaws Committee shall receive and process all proposed amendments to the Bylaws before submission to the Board of Directors.

## **6.3 Other Committees**

- 6.3.1 Other Committees may be designated by a resolution adopted by a majority of the Board of Directors. Except, as otherwise provided in such resolution, members of each such committee shall be members of the Division, and the Chair thereof shall be appointed by the Division Chair.

## **6.4 Committee Reports**

- 6.4.1 All Committee Reports, unless otherwise specified in these Procedures, shall be made to the Presiding Officer at meetings of the Board of Directors.

## **6.5 Members of Committees**

- 6.5.1 The Chair of each Committee shall have the authority to recommend to the Division Chair the removal of any member of this committee, appointed by the Division Chair, whenever in his best judgment the best interests of the Division shall be served by such removal.

## **6.6 Term of Office**

- 6.6.1 Each member of a committee, including the Chair thereof, shall continue as such until the end of the Division fiscal year, and until ~~his~~ a successor is appointed and qualified, except as specified otherwise in these Procedures, unless the committee shall have sooner terminated, or unless such member shall cease to qualify as a member thereof.

## **6.7 Vacancies**

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

## **6.8 Quorum**

- 6.8.1 Unless otherwise specified in these Procedures or otherwise provided in a resolution of the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **6.9 Rights of Minorities**

- 6.9.1 Committee members who are not in agreement with the majority action of their committees shall have the right to submit a Minority Committee report to the Board of Directors.

## **Article VII - AMENDMENT TO THE PROCEDURES**

### **7.1 Procedure**

- 7.1.1 These Procedures may be altered, amended or repealed and new Procedures may be adopted at any valid meeting of the Board of Directors, provided a quorum is present.
- 7.1.2 Written notice to the members of the Board of Directors of any proposed changes, setting forth in descriptive language the proposed change, must be given at least fifteen (15) days and not more than thirty (30) days prior to the date of the meeting of the Board of Directors at which such changes will be voted upon.
- 7.1.3 A two-thirds (2/3) vote of the members present and voting shall be required to change the Procedures by alteration, amendment, repeal, or adoption of new Procedures.



## **Article VIII - MISCELLANEOUS**

### **8.1 Intent**

- 8.1.1 These Procedures are intended to supplement and harmonize with the Bylaws of National. If any provision of these Procedures shall be found to be in conflict with the Bylaws of the National, the Bylaws of National shall prevail.

### **8.2 Rules of Order**

- 8.2.1 Unless in conflict with this Division's Charter or the provisions of these Procedures all meetings of the Board of Directors and all Committees shall be governed by "Robert's Rules of Order, Newly Revised." In the event of any conflict, the laws, Charter or Procedures, as the case may be, prevail.

### **8.3 Indemnification**

- 8.3.1 Each Director, each Officer and each other person who may have acted as a representative of this Division at its request, and his heirs, executors and administrators, shall be indemnified by this Division against any cost and expenses, including counsel fees, reasonably incurred in connection with any civil, criminal, administrative or other claim, action, suit or proceedings in which he or they may become involved or with which he or they may be threatened, by reason of his being or having been a Director or Officer of this Division, and against any payment in settlement of such claim, action, suit or proceeding or in satisfaction of any related judgment, fine or penalty, except costs, expenses or payments in relation to any matter as to which shall be finally adjudged derelict in the performance of his duties to this Division, or in relation to any matter as to which there has been no adjudication with respect to his performance of his duties to this Division unless this Division shall receive an opinion from independent counsel that the Director, Officer or representative has not so been derelict.
- 8.3.2 In the case of criminal action, suit or proceeding, a conviction or judgment (whether after trial or based on a plea of guilty or nolo contendere or its equivalent) shall not be deemed an adjudication that the Director, Officer or representative was derelict in the performance of his duties to this Division, if he acted in good faith in what he considered to be the best interest of this Division and with no reasonable cause to believe that action was illegal.
- 8.3.3 The foregoing right of indemnification shall not be exclusive of other rights to which Directors, Officers and others may be entitled as a matter of law or otherwise.

# Appendix I

## 1.0 Financial Accounting and Reporting

- 1.1 The Executive Director Furnishes these forms which simplify your accounting and reporting duties:
- SPE Treasurer's Journal
  - Financial Report
  - Treasurer's Reconciliation of Bank Balance
- 1.2 You are not required to use these forms in keeping ~~you~~ your records and in reporting on finances to your Executive Committee, Board and membership. However, all reports to the Executive Director must be made on the Financial Report form provided.
- 1.3 The Executive Director and/or SPE Treasurer is always ready to offer counsel in money management.

## 2.0 Treasurer's Journal

- 2.1 Division Financial records are maintained strictly on a cash basis. This means that virtually every entry must be made as of the date of a check or a deposit. One exception is the bank's service charge which is automatically deducted each month and shown in your statement from the bank. (See "Treasurer's Reconciliation of Bank Balance.") Any other journal entry not originating from a check or deposit must also be entered in the Treasurer's Journal with proper identification.
- 2.2 It is most important that every entry be properly identified or explained. Use as many lines under "Identification" as necessary.
- 2.3 To enter a check, list the check date, identification (including payee), the amount of the check (in the "Disbursed" column) and the cash balance after deducting this amount.
- 2.4 Under "Distribution of Receipts and Disbursements" there is a numbered column for each income or expense item on which you are required to report. If the check is in payment for a single type of expense, enter its amount in the proper column. Use more than one column if the entry, the total of all amounts distributed must equal the amount of the check. To enter a deposit, list the deposit date, and under "Identification" describe the source of funds deposited. If the deposit slip is numbered, enter it in the "Check No." Column; if not, leave it blank. Enter the total amount of the deposit in the "received" column. Add the amount of the deposit to the previous cash balance and enter the new total under "balance." Then make your spread to income accounts and make sure the entry "balances."
- 2.5 To "balance your books," total all columns. The difference between the total of all income accounts and the total of all expense accounts should equal the difference between the total received and the total disbursed for the period.

### **3.0 Financial Report**

- 3.1 Financial reports should be made quarterly to the Division Executive Committee and to the Board and must be made annually to the Division membership. A copy of each financial report must be forwarded to the SPE Executive Director.
- 3.2 To obtain the figures for the financial report, first make sure that all income and expenses for the period have been entered in the Treasurer's Journal. Then total and balance the Journal and enter the totals for the period in the Financial Report Form and bring down the total. Columns are provided in the report form to enable you to enter the original budget and the latest revision to compare your operations with the same period for the previous year, and to determine how much remains in the budget for each account you are required to report on.
- 3.3 The "Balance Statement of Assets" is your balance sheet. Be sure to report the balances in all accounts and the cost of any securities owned by the Division in every financial report.

### **4.0 Income and Expense Index**

- 4.1 An alphabetical list of income and expense items shall be established and maintained in addition to those specifically listed among the sixteen accounts in the Financial Report Form and Journal. These are items normally encountered by Division Treasurers that may also be encountered during the Treasurer's term.

### **5.0 Forms Used by the Treasurer**

- Financial Reports Form
- Treasurer's Journal Form
- Treasurer's Reconciliation of Bank Balance Form