

Proposed bylaws for the Mold Making & Mold Design Division of the Society of Plastic Engineers, Inc.



Revision 2
Presented: 01/27/03
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Chairman 2002-2003

DIVISION BYLAWS

ARTICLE I

NAME

The name of the organization shall be the Mold Making and Mold Design Division, of the Society of Plastics Engineers, Inc.

ARTICLE II

PURPOSES

The purpose of the Division is to foster growth in the Mold Making and Design profession by encouraging the training of mold makers at the apprentice level and by supporting the continuing development of established mold makers by gathering and exchanging information on materials and mold performance.

ARTICLE III

MEMBERSHIP

Those Members of the Society of Plastics Engineers who request membership in the division shall be members of the division. Members shall maintain the same grade of membership as assigned by the Society of Plastics Engineers. Member grades consist of: Distinguished Members, Fellows of the Society, Honored Service Members, Honorary Members, Senior Members, Members, Affiliate Members, Student Members, and Student Affiliate Members.

ARTICLE IV

GOVERNING AUTHORITY

The Division is incorporated under and shall be governed by the laws of the State of Connecticut.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Functions. Management of the Division is vested in a Board of Directors that meets at least three times a year. The Board is responsible for the following:

- (a) Establishment and amendment of Division Rules and Operating Procedures
- (b) Adoption of the annual budget
- (c) Election of Division Officers
- (d) Election of interim Councilor and Directors

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- (e) Authorization requests for Technical Conferences of the Society of Plastics Engineers ("SPE" or the "Society")
- (f) Authorization of special fundraising activities
- (g) Approval of appointments of Committee Chairs
- (h) Approval of annual audit and financial reports

Section 2. Board Composition. The Division Board of Directors is composed of at least twelve elected Directors, Division Officers, a Council Representative, and Past-Chair. Their terms of office are as follows:

- (a) Twelve elected Directors - three years
- (b) Division Officers
 - Chair - one year
 - Chair-elect - one year
 - Secretary - one year
 - Treasurer - one year
- (c) Councilor (Council Representative) - three years
- (d) Past-Chair - one year
- (e) ITQ Chair -three years

All terms shall commence July 1, except that of Councilor, which shall commence after the annual business meeting.

Section 3. Vacating Board Positions. A Division Board of Directors will declare a position vacated upon receipt of a resignation received in writing or at a Board meeting. Also the Board may declare a seat vacant whenever a Board Member fails to meet eligibility requirements, fails to perform duties, or for any other cause the Board justifies for removal. Removal for failure to perform requires a two-third-majority vote of all Board Members. Directors and Officers failing to attend two consecutive Board meetings will be considered to have resigned their elected positions, except for excused absences.

Section 4. Interim Elections. When a vacancy occurs, the Board will elect an interim Officer, Director, or Councilor to complete the fiscal year, or complete the term of office if more than one year remains.

Section 5. Meetings. Meetings of Board of Directors are called by the Chair and must be held at least three times each year. A quorum will exist when the simple majority of Board Members are present. Written notice and the Order of Business (agenda) is prepared by the Chair and Secretary of the Division, and must be sent to all Board Members and Committee Chairs at least one week prior to each meeting.

Section 6. Duties of Officers. In addition to responsibilities as a Division Director and other duties outlined herein, the Chair or Division Rules and Operating Procedures may delegate additional duties to be performed by a Division Officer.

Section 7. Division Executive Committee. A Division Board may authorize an Executive Committee to act on its behalf between meetings and to serve as a steering committee.

- (a) Composition - The Executive Committee of the Division will consist of the Officers, Past-Chair, and Councilor.
- (b) Limitation of Powers - The Executive Committee is subject to the Division, Rules and Operating Procedures, if any. Any action taken must be in harmony with the actions of the Board. Only expenditures provided for in the budget and approved by the Board are allowed.
- (c) Minutes - Minutes of each Executive Committee meeting will be distributed promptly to all Board members. Upon the request of three or more Board members any committee action must be submitted to the Board for consideration.
- (d) Meetings - Meeting locations and times are designated by the Division Chair. A meeting can be called upon the request of any three members of the Executive Committee and at least a seven-day notice must be given prior to each meeting. However, this notice can be waived provided at least three-fourths of the Executive Committee agrees. A quorum will consist of a simple majority. No proxies may be accepted.

Section 8. I.T. Quarnstrom Foundation. The I.T. Quarnstrom Foundation is to cooperate with the MM & MD Division board of directors. The major function of the ITQ is to be the fund raising arm of the MM & MD Division. The ITQ will function under the operating guidelines attached to these bylaws.

ARTICLE VI

DIVISION ELECTIONS

Section 1. Division Elections. At the close of each year, the terms of one-third of the total number of elected Directors will expire. Directors are elected at the same time as the Councilor. They are elected by secret ballot to the Division membership. Division Officers are elected annually in January and no later than April 1st. The Past Chair runs the election by secret ballot. All Officers serve for a term of one year, all terms shall commence July 1.

Section 2. Division Nominating Committee. The committee will nominate eligible members for each vacancy for the next fiscal year and present its nominations to the Board by December

15th. Nominations are required annually for Officers and Directors, and every third year for Councilor.

Section 3. Eligibility of Members to Serve. Every Board Member must be a member of the Society of voting grade in good standing at the time of nomination, election and during their term. To be eligible for election as a Division Officer, a candidate must be a Division Director at the time of the nomination. The Councilor may not serve as a Division Officer during their term as Councilor. Certain members are restricted or have limited eligibility to serve on the Board of Directors.

- (a) The following are eligible to vote and to hold Division office: Members, Senior Member, Fellows, Honored Service Members and Distinguished Members.
- (b) The following can vote and hold office, except Councilor or Society office: Affiliate member.
- (c) The following are not eligible to vote and hold office: Student, Student Affiliate and Honorary Member.

Section 4. Election of a Council Representative. The Division Nominating Committee will nominate eligible members of the Division for the office of Councilor in the year the current Councilor's three-year term expires or in the event of a vacancy more than one year before the Councilor's term expires.

- (a) Nominations will be considered at a meeting of the Board of Directors. Nominees may be accepted or rejected by majority vote. Nominations may be made from the floor, if seconded and if the nominee gives consent.
- (b) A Councilor is only allowed to serve two consecutive terms. A Councilor who has served more than 1-1/2 (4-1/2 years) consecutive terms is not eligible for re-election for three years.

Section 5. Election of Directors. Nominations are carried out at the time and in the manner prescribed for Councilor. On the ballot the names of candidates are listed alphabetically or in a random manner (determined by drawing of lots). Voters will be instructed to "vote up to" (number of positions vacant), and spaces for the same number of write-in-votes will be provided.

Section 6. Election Procedure. Councilors and directors shall be elected as follows:

- (a) Nominations are seconded, and consent is given by nominee.

- (b) Ballot is sent to all voting members affiliated within the Division.
- (c) Ballots are returned and counted, majority vote wins.
- (d) If there is a tie, then the officer is selected by the flip of a coin.

Section 7. Balloting. Between December 1st and February 15th, the Division Newsletter Editor will send ballots to all voting members affiliated with the Division. A ballot will include the following:

- (a) Name of Division
- (b) Instructions to vote for the appropriate number
- (c) Names of candidates
- (d) Information on candidates (i.e. education, experience, SPE activities, etc.)
- (e) Space for equal number write-in-vote
- (f) A notice that the polls will close at 12:00 Midnight on March 31st.

Section 8. Counting of Ballots. The Past Chair will verify that each ballot returned is that of a voting-class-member (member in good standing). All valid ballots will be delivered to the Past Chair.

The candidate receiving the majority votes will be elected. The Past Chair will notify the Chair Elect who will notify the winning candidate. All ballots will be retained by the Committee for at least 30 days, and will be delivered to the Board for examination if so ordered.

ARTICLE VII

BOARD POSITIONS

The members of the Board of Directors and Officers shall fulfill those duties prescribed by the laws of the State of Connecticut.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Division shall be July 1 to the 30th day of June the following year.

ARTICLE IX

COMMITTEES

The Division shall establish and operate committees as described in the Society's Division Procedures Manual.

Section 1. I.T. Quarnstrom Foundation – Board of directors of the ITQ will operate under the operational guidelines and report to the Board of directors of the Mold Making and Mold Design Division.

ARTICLE X

SEPARATE LEGAL ENTITIES

The Division is a legal entity, separate from the Society. The Division is not responsible for the debts or obligations of the Society and the Society is not responsible for the debts or obligations of the Division.

ARTICLE XI

AMENDMENTS

These bylaws may be amended by the Board of Directors with the approval of 2/3 major majority vote of the Board of Directors. The general membership can present a modification to the board at the annual business meeting at ANTEC. This presentation must be in writing and submitted to the Board of Directors for review.

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