

AESF BYLAWS

Amended June 15, 2005

Council of Delegates

American Electroplaters and Surface Finishers Society, Inc.

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Amended June 15, 2005

American Electroplaters and Surface Finishers Society, Inc.

ARTICLE I NAME

This Society shall be named the American Electroplaters and Surface Finishers Society, Incorporated, hereinafter referred to in these Bylaws as the Society.

ARTICLE II OBJECTIVES

The objectives of the Society shall be of a non-profit nature, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and shall include the following:

To advance the science and technology of surface finishing and to disseminate knowledge thereof, and to develop a cooperative spirit of friendship and mutual assistance among its members.

In furtherance of its objectives, the Society shall conduct all such activities and do all such acts as may be reasonably related to its objectives.

ARTICLE III MEMBERSHIP

Section 1. Membership.

Any person interested in the object of the Society may become a member. The classes of membership are Regular, Student, Retired, Emeritus and Honorary.

Section 2. Regular Member.

Any person interested in the objectives of the Society may apply for regular membership by completing the official application form and forwarding it to the Society's Headquarters with the appropriate fees. The applicant may request assignment to a specific Branch. Absent such request, the manager of the Society's membership services shall assign the applicant to the nearest geographic Branch.

Section 3. Student Member.

Any person not over 25 years of age, regularly enrolled in courses in an accredited institution of learning, and interested in the objectives of the Society may apply for student membership by completing the official application form and forwarding it with the appropriate fees to the Society's Headquarters. The applicant may request assignment to a specific Branch. Absent such request, the manager of the Society's membership services shall assign the applicant to the nearest geographic Branch.

Section 4. Retired Member.

Any member who has 20 years of membership in the Society, and who is 62 years of age and retired, may request Retired Member Classification.

Section 5. Emeritus Member.

When a member reaches the age of 70, is retired and has been in good standing for 25 or more continuous years, the member shall be eligible to become an Emeritus Member. The Emeritus Member will pay no membership fees, but only will receive the Society journal if each year the Emeritus Member requests to do so.

Section 6. Honorary Member.

Any person whose knowledge and outstanding service have enhanced the welfare of the Society may be elected an Honorary Member by the Board of Directors.

Section 7. Other Memberships.

The Board of Directors may establish and terminate additional classes of membership, determine the designations and characteristics of such classes, and the qualifications, rights and limitations of the members of such classes.

Section 8. Privileges.

All members shall be privileged to attend Branch, Regional and Society open meetings. Only members in good standing shall be eligible to vote and to hold an elected office or an appointed position at the Branch, Regional and National levels. All members, except Emeritus Members not requesting to do so, shall receive the official journal of the Society. With respect to the affairs of the Branch with which a member is affiliated, the right to vote shall extend to such matters and be exercised in such manner as prescribed in the bylaws of the Branch.

Section 9. Duties.

It shall be the duty of all members to further the objectives of the Society in the ways available to them.

Section 10. Transfer.

A member may transfer from one Branch to another with written notification to Society Headquarters.

Section 11. Application Fee.

A five (5) dollar minimum application fee shall be submitted with each application for Regular or Student Membership. If such application for membership is rejected, the application fee and other monies received from the unsuccessful applicant shall be returned.

Section 12. Annual Membership Fee.

The annual fee for membership in the Society shall be determined by the Board of Directors. Membership fees shall be payable for members on the anniversary date of their membership, except for those who became members prior to January 1, 1982, where their membership fees shall be due the first day of the Society's fiscal year. All membership fees are payable to Headquarters in equivalent U.S. currency. All monies due to the Branch will be remitted by Headquarters at least quarterly.

Section 13. Good Standing.

A member in good standing is one whose current fees have been paid and who is not under suspension or other disciplinary action.

Section 14. Suspension.

A member who fails to pay the membership fee for two months beyond the expiration date may be suspended as a member of the Society.

Section 15. Termination.

A suspended member who fails to apply for reinstatement or who engages in other action in violation of the Bylaws, or in the unsanctioned use of the name or the insignia of the Society, or who acts in a manner deemed to be inimical to the best interests of the Society, may be terminated.

Section 16. Reinstatement.

A former member who resigned in good standing, or who forfeited membership for nonpayment of dues who applies for reinstatement, shall be readmitted to membership upon application and payment of the current membership fee and a reinstatement fee. A former member whose membership is terminated for reasons other than resignation or nonpayment of dues may be reinstated at the discretion of the Board of Directors upon payment of the current membership fee and a reinstatement fee.

**ARTICLE IV
BRANCHES**

Section 1. Charters.

The Society's Board of Directors may, at its discretion, issue and revoke Branch charters. A temporary charter may be issued to a prospective Branch and shall be in force until it is revoked or a permanent charter is granted. A permanent charter may be granted to any Branch that has operated under a temporary charter after the bylaws of the Branch have been approved by the Board of Directors. To qualify for a permanent charter, a Branch must have at least 15 members. A charter may be revoked for cause. A desire to disband, expressed by a majority of the members of a Branch, may be considered cause for revocation. Upon revocation, the net assets of the Branch, after all debts and obligations have been satisfied, shall be

transferred to the Society or to the Regional to which the Branch was affiliated. Consistent with applicable statutory law, no part of the net assets of the

Branch shall inure to the material or pecuniary benefit of any member of the Branch or to any organization that does not qualify for tax exemption within the meaning of Section 501(c)(3) of the Internal Revenue Code or any successor provision thereto. The Society's Board of Directors shall have authority to appoint temporary officers, to call for an audit of the books of account and to supervise new elections to reorganize a defunct Branch.

There are two requirements to enable a Branch to retain its charter:

(a) Upon receiving a temporary or permanent charter, there shall be a meeting for the purpose of electing officers.

(b) Each Branch should hold at least two technical meetings during every twelve (12) month period. The Branch should forward to Society Headquarters a report of the meetings with a copy of any available paper which might be of value to the Society.

Section 2. Location and Name.

The Branch shall be located in a specific area. The Branch shall be known as the ____ Branch of the American Electroplaters and Surface Finishers Society, the blank in this name being a name chosen by the Branch and approved by the Society's Board of Directors.

Section 3. Governance.

Branches shall elect their own officers and operate under bylaws of their own choosing, provided such bylaws are not in conflict with the Bylaws of the Society and have been approved by the Society's Board of Directors. Branches may receive donations or bequests and may expend or invest the same at their discretion. Branches may levy assessments and otherwise raise and collect funds for their own purposes, provided that no stock shall be issued and no Branch income of any sort shall inure to the benefit of any individual or group of individuals. Branches shall be responsible for their financial affairs and reporting procedures.

Section 4. Representation.

Each Branch shall be entitled to choose up to three (3) of its members to serve as Delegates to the Society's Council of Delegates. It may also choose Alternate Delegates. Each Branch represented at a meeting of the Council of Delegates shall be entitled to three (3) votes, which may be voted regardless of the number of its accredited Delegates or Alternate Delegates present.

Section 5. Merger.

Two or more Branches may agree to a merger when it would improve the service to the individual members of each of the Branches, and where the Branches are situated in a common geographical area. The procedure for merger shall be consistent with the bylaws of each of the merging Branches and with the Society's Bylaws requirements for forming a new Branch. The merging Branches shall transfer their assets to the combined Branch.

ARTICLE V REGIONALS

Section 1. Formation.

When in their judgment a number of Branches feel that they can further the objectives of the Society by regional action, they may, of their own volition, take steps to form a regional group. A regional group may not be formalized unless at least two Branches in geographical proximity are willing to join in such a grouping.

Section 2. Charters.

The Society's Board of Directors may, at its discretion, issue and revoke Regional charters. A temporary charter may be issued to a prospective Regional and shall be in force until it is revoked or a permanent charter is granted. A permanent charter may be granted to any Regional that has operated under a temporary charter after the bylaws of the Regional have been approved by the Board of Directors. A charter may be revoked for cause. A desire to disband, as expressed by the Branches constituting the Regional, may be cause for revocation. Upon revocation, the net assets of the Regional, after all debts and obligations have been satisfied, shall be transferred to the Society or equally to the Branches constituting the Regional. Consistent with applicable statutory law, no part of the net assets of the Regional shall inure to the material or pecuniary benefit of any member of the Regional or to any organization that does not qualify for tax exemption within the meaning of Section 501(c)(3) of the Internal Revenue Code or any successor provision thereto. The Society's Board of Directors shall have authority to appoint temporary officers, to call for an audit of the books of account and to supervise the reorganization of a defunct Regional.

Section 3. Location and Name.

The Regional shall be composed of two or more Branches in the same geographical region. The Regional shall be known as the _____ Regional of the American Electroplaters and Surface Finishers Society, the blank in this name being a name chosen by the Regional and approved by the Society's Board of Directors.

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Section 4. Membership.

By mutual consent of a Regional and a Branch, a Branch may join a Regional. At its option, a Branch may disassociate from the Regional.

Section 5. Governance.

Regionals shall elect their own officers and operate under bylaws of their own choosing, provided such bylaws are not in conflict with the Bylaws of the Society and have been approved by the Society's Board. Regionals may levy assessments and otherwise raise and collect funds for their own purposes, provided that no stock shall be issued and no Regional income of any sort shall inure to the benefit of any individual or group of individuals other than its member Branches. Regionals shall be responsible for their financial affairs

and reporting procedures.

ARTICLE VI OFFICERS

Section 1. Elected Officers.

The elected officers of the Society shall be a President, Vice President, Treasurer and the Immediate Past President (by virtue of having completed the most recent term of office as President).

Section 2. Qualifications.

To be eligible for the offices of President, Vice President or Treasurer, a person shall:

- (a) have been a member of the Society for at least five years, and
- (b) have served on the Society 's Board of Directors, or
- (c) have served as a chair of a national board or a national section or a national committee for three years, or
- (d) have served as president of a branch and have also served on a national board, section or committee for at least three years.

Section 3. Appointed Officer.

The Secretary shall be an appointed officer of the Society.

Section 4. Term of Office.

Except for the Treasurer, whose term shall be for three (3) years, the term of office shall be one (1) year or until a successor shall have been elected and installed. No elected officer shall hold the same office for more than two (2) terms in succession. The Secretary shall be appointed by the Board of Directors each year and may serve an indefinite number of consecutive terms. The term of office shall commence upon installation or appointment.

Section 5. Vacancies.

If the office of the President should become vacant between meetings of the Council of Delegates, the Board of Directors shall so declare, and the Vice President shall succeed to that office, and shall assume the duties. Any such vacancy in the office of the Vice President and Treasurer may be filled by the Board of Directors.

**ARTICLE VII
DUTIES OF OFFICERS AND THE EXECUTIVE DIRECTOR**

Section 1. President.

The President shall be the Executive Officer for the Society; shall preside over all meetings of the Council of Delegates, Board of Directors and Executive Committee; shall arrange the preparation of all agenda for these meetings; shall see to the execution of the enactments of the Council of Delegates and of the Board of Directors; shall arrange for meetings of the Board at least three (3) times a year; with the approval of the Board of Directors shall appoint all committees not elsewhere provided for; shall make a report on the state of the Society to the Council of Delegates at the Annual Meeting; shall be an *ex-officio* member of all committees, except the Nominating Committee, and of all sections and appointive boards.

Section 2. Vice President.

The Vice President shall perform the duties customary to this office and shall perform such other duties as the President shall assign, with the approval of the Board of Directors. Should the President be unable to carry out the duties of office, the Vice President shall assume them.

Section 3. Secretary.

The Secretary shall be appointed by the Board of Directors and shall be custodian of all documents, records and correspondence of the Society; shall sign all Society papers authorized by the Board of Directors to be executed in behalf of the Society; shall attend all meetings of the Board of Directors, the Executive Committee and the Council of Delegates in a nonvoting, advisory capacity; shall have custody of the Corporate Seal of the Society and shall affix such seal; and shall perform such other duties as may be assigned by the Board of Directors.

Section 4. Treasurer.

The Treasurer should be familiar with the operation and handling of the finances of a company similar to the monetary size of the Society; shall have served on the Finance Committee prior to being nominated; shall be expected to serve the maximum terms of office; shall advise the Board of Directors on matters of financial policy; shall be Chairman of the Finance Committee and see to the prompt and diligent execution of its duties; shall be responsible to the Board of Directors on matters affecting the finances of the Society; shall make a financial report to the Council of Delegates at the Annual Meeting.

Section 5. Immediate Past President.

The Immediate Past President shall perform such duties as the President shall assign, with the approval of the Board of Directors.

Section 6. Executive Director.

The Executive Director shall be appointed by the Board of Directors and shall serve at the discretion of the Board of Directors, and receive compensation as fixed by the Board; shall be the administrative officer of the Society; shall be responsible for, and be in charge of the Society's Headquarters and its staff and for the publication of the Society's official journal, and possible special publications; shall be authorized to make expenditures and disbursements of the funds of the Society as authorized by the Board of Directors within the approved annual operating budget; shall keep accounts of the financial affairs of the Society, and render statements of the financial affairs of the Society at each regular meeting of the Board of Directors; shall attend all meetings of the Board of Directors, the Executive Committee and the Council of Delegates in a nonvoting, advisory capacity; the Executive Director may also be appointed Secretary and, as such, shall also perform the duties of that office. The Executive Director shall perform other duties as provided for in these Bylaws and as may be assigned by the Board of Directors.

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 1. Establishment of Nominating Committee.

The Society's Nominating Committee shall be constituted for the ensuing year at the Annual Meeting of the Council of Delegates. The Committee shall consist of nine (9) members of the Society, including the outgoing President, if able to serve, or the most recent Past President, as Chairman, and eight (8) members elected by the Council of Delegates.

Section 2. Eligibility to Serve on Committee.

Nominations for the elected members of the Nominating Committee may be made in writing by any Branch or from the floor of the Annual Meeting. Nominations, with the written consent of the nominee, submitted to the President on or before April 1, shall be published in the official journal before the Annual Meeting. No two members from the same Branch or company shall be nominated for, nor shall serve on, the Nominating Committee. No member with less than five years' membership in the Society shall serve on the Nominating Committee. No member may serve more than two consecutive terms on the Nominating Committee. Members of the Nominating Committee shall not be eligible for nomination for national office or directorship.

Section 3. Election of Nominating Committee.

Candidates for the Nominating Committee shall be elected by secret ballot at the Annual meeting. The eight candidates receiving the greatest number of votes shall be declared elected for a one (1) year term. In the event of a tie, there shall be another ballot involving only the candidates in the tie. If a tie vote still exists, the issue shall be decided by the President. In the event of an uncontested election, the Secretary shall cast one ballot for the nominees.

In the event that there are less than eight (8) nominees for the open positions, the Board of Directors shall fill the remaining openings by appointment. In the event of death, incapacitation or resignation of a member or members of the Nominating Committee, the Committee shall meet without the missing members and submit its recommendations.

Section 4. Responsibilities and Procedures of the Nominating Committee.

The Nominating Committee shall meet in time to permit publication of its report in the official journal no later than the March issue. It shall prepare a slate of candidates for the offices of President, Vice President and Treasurer, and for each Director opening. It shall consider the qualifications of all candidates proposed by the Branch or by the members of the Nominating Committee and shall submit at least one name for each position to be filled. Only members of the Nominating Committee may participate in its deliberations, except as it may decide to utilize the service of a parliamentarian or other consultant. A candidate will be considered only if the Nominating Committee has the employer's written agreement to support the candidate and the written consent of the candidate. The Nominating Committee shall present its slate to the Council of Delegates at the Annual Meeting, along with such further nominations as may have been made. In the event of death or unavailability of a nominee, the Nominating Committee may amend its original report at any time prior to presentation of its slate to the Council of Delegates. Such amendment shall be limited to deletion of the name of the affected party and replacement on a one-for-one basis, if a replacement is desired.

Section 5. Further Nomination for National Officers or Directorship.

Additional individual nominations may be made in writing by any Branch or may be made on the floor at the Annual Meeting. A nomination made in writing to the President on or before April 1, with the employer's written agreement to support the nominee, and the written consent of the nominee to serve if elected, shall be published in the official journal before the Annual Meeting. A nomination from the floor shall be supported with the written statement required of other nominees.

Section 6. Election of Officers and Directors.

Officers and Directors shall be elected by a secret ballot at the Annual Meeting. When there is more than one candidate for President, Vice President or Treasurer, the candidate receiving a majority of the votes cast for that office shall be declared elected. If no candidate receives a majority for an office, the one receiving the fewest votes shall be dropped from consideration and the secret balloting shall be continued until one candidate receives a majority of the votes cast. If, after a total of three (3) ballots, no candidate has been elected, the issue shall be decided by the President. When there are more candidates than openings for Director positions, the candidates receiving the greatest number of votes shall be declared elected for three (3) year terms. The candidates receiving the next highest number shall be declared elected to complete the unexpired term of a vacant office of

Director, should that be necessary. In the event of an uncontested election, the Secretary shall cast one ballot for the nominee(s).

ARTICLE IX COUNCIL OF DELEGATES

Section 1. Composition.

The Council of Delegates shall consist of the duly designated and accredited Delegates of those Branches having Temporary or Permanent Charters. The President of the Society shall be the presiding officer.

Section 2. Duties.

It shall be the duty of the Council of Delegates to hear reports, to elect Society Officers, to elect Directors, to elect the members of the Nominating Committee, to act upon proposed amendments to the Bylaws of the Society and to fill any offices it has declared vacant. In addition, it shall counsel the Board of Directors as it sees fit. It shall hear any member or group of members of the Society who shall make a timely, written request to the President to be so heard. The Council of Delegates shall serve as the body of members eligible to vote on amendments to the Articles of Incorporation. It shall also select the sites of the SUR/FIN[®] Annual Technical Conference.

Section 3. Authority to Declare Office Vacant.

The Council of Delegates, by a two-thirds (2/3) vote of those Delegates present in person, or by proxy at a regular or special meeting of the Council, may for substantial cause declare any elective office vacant, provided that the holder of the elective office declared vacant has first been given the opportunity to present a defense. The Council of Delegates shall be empowered to fill the office which has then become vacant.

Section 4. Annual Meeting.

The Council of Delegates shall meet annually during the SUR/FIN[®] Technical Conference of the Society.

Section 5. Special Meetings.

A Special Meeting of the Council of Delegates shall be called by the President upon the written application of a majority of the Branches, or upon direction by the Board of Directors. The Executive Director shall send each Delegate a copy of the Special Meeting notice at least thirty days prior to the meeting. The business of the Special Meeting shall be restricted to that contained in the meeting notice.

Section 6. Quorum at Council Meetings.

The quorum at annual and special meetings of the Council shall be representation by one-third (1/3) of the Branches in person, or by proxy.

Section 7. Proxy Regulations.

An individual Branch may exercise the voting privileges of only one other Branch at annual and special meetings of the Council. Other regulations governing the use of proxies shall be made by the Board of Directors within the constraints of the applicable statutory law.

Section 8. Postponement or Cancellation of Council Meetings.

In national emergencies, the essential business of the Council of Delegates may be conducted by mail referendum on the initiative of the Board of Directors.

**ARTICLE X
ANNUAL SUR/FIN[®] TECHNICAL CONFERENCE**

Section 1. Place.

The Annual Meetings shall coincide with the Annual SUR/FIN[®] Technical Conferences. An Annual SUR/FIN[®] Technical Conference site shall be recommended by the Technical Conference Board to the Board of Directors for its approval.

Section 2. Time.

The dates of the Annual SUR/FIN[®] Technical Conferences shall be recommended by the Technical Conference Board to the Board of Directors for its approval.

Section 3. Exhibition.

An industrial exhibition shall be held concurrently with the Annual SUR/FIN[®] Technical Conference, unless the Board of Directors votes not to do so.

Section 4. Responsibility.

The Technical Conference Board shall be responsible to the Board of Directors for the operation and budget of the Annual SUR/FIN[®] Technical Conferences. An Annual SUR/FIN[®] Technical Conference's operation committees, except those for the educational sessions, may include a combination of the Technical Conference Board's sections and committees and other Society members, with assistance provided by the Executive Director of the Society. The Society shall become financially responsible when the Board of Directors approves the Technical Conference Board's plans and budgets for that Annual SUR/FIN[®] Technical Conference. Then the Executive Director of the Society shall sign the necessary documents fixing this responsibility for that Annual SUR/FIN[®] Technical Conference and concurrent Exhibition, if an Exhibition is scheduled. The Executive Director may delegate part of this authority within the limits imposed by the Technical Conference Board's approved plans.

ARTICLE XI BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors shall consist of the elected officers of the Society, including the Immediate Past President, and nine Directors elected by the Council of Delegates. No two Directors shall be from the same Branch. The Secretary and the Executive Director shall attend Board Meetings, unless excused, in a nonvoting, advisory capacity.

Section 2. Qualifications.

To be eligible for a director position on the Board, a person shall:

- (a) have been a member of the Society for at least five (5) years, and
- (b) have served as a branch officer for at least three (3) years, or
- (c) have served on a national committee for three (3) years, or
- (d) have served on a regional committee for three (3) years.

Section 3. Authority of the Board.

The Board shall have full power and authority over the affairs of the Society, except as limited by provisions of these Bylaws. It shall conduct promptly and diligently business necessary to the governance of the Society, adopt the annual budgets, establish the membership fees, and perform such other duties as required by these Bylaws. It may initiate proposals to amend the Bylaws of the Society and shall transmit all properly initiated Bylaw proposals to the Law Committee for review. It shall be responsible for conferring Honorary Membership upon a qualified Society member through a secret ballot, provided that there is at least a seventy-five (75) percent affirmative vote, and that the Society member is not then a member of the Board of Directors nor an employee of the Society. The Board shall promptly report its policy enactments to the members of the Society.

Section 4. Director 's Term of Office.

The term of office shall be three (3) years and shall commence upon installation or appointment. One-third (1/3) of the Directors shall be elected each year. A Director shall serve no more than two (2) successive terms. In the event that a Director is elected to fill a partial term, the Director shall serve no more than seven (7) successive years.

Section 5. Vacancies.

A Director vacancy on the Board of Directors may be filled by the Board of Directors, the appointee to serve until the next Annual Meeting, at which the Council of Delegates shall elect a Director to serve the unexpired portion, if any, of the term.

Section 6. Resignations.

A member of the Board may resign at any time by sending written notice to the Board or the President. The resignation shall be effective when approved by the Board. A member who fails to attend two consecutive regular

meetings of the Board without reasonable explanation, as determined by the Board, shall be deemed to have resigned and shall be so advised in writing by the President.

Section 7. Regular Meetings.

The Board shall meet regularly at least three (3) times each year at such times and places as may be fixed by the Board, or by the President at the request of the Board.

Section 8. Special Meetings.

Special meetings of the Board may be called at the discretion of the President, and shall be called by the President when seven (7) Board members have made a written request to do so. The special meeting shall be held on the date specified in the request, or in the call by the President. The business of the special meeting shall be limited to that contained in the request, or in the call.

Section 9. Meetings by Telephone Conference Calls.

The Board may meet by conference telephone or similar communications equipment, whereby all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The quorum requirement and the vote necessary to approve an action shall be the same as at regular meetings. At least twenty-four (24) hours' notice shall be given for a telephone conference call meeting.

Section 10. Waiver of Notice.

In the event of error in the required notice of a meeting, or failure to send said notice to all members of the Board, if every member is present at the meeting and no one protests the lack of proper notice, members shall be deemed to have waived notice by the fact of their attendance and participation. Members of the Board may also waive notice by signing a written waiver of notice before, during or after the meeting. When used, the fact of such waiver(s), and the form hereof, shall be made part of the minutes of the meeting.

Section 11. Conducting Business by Mail.

In emergencies, the Board may conduct business by mail. Action so taken shall be ratified and made part of the minutes of the next meeting.

Section 12. Proxy Voting.

Proxy voting is not permitted in meetings of the Board of Directors.

Section 13. Quorum.

The quorum shall consist of seven (7) members of the Board.

Section 14. Open Meetings.

Regular and special meetings of the Board shall be open to all members of

the Society provided, however, that non-Board members may not participate in any deliberations or discussion unless expressly authorized to do so by the President or majority vote of the Board.

Section 15. The Open Door.

Any member or group of members may express views or make recommendations to the Board of Directors either in writing or in person at a meeting of the Board, provided that the President shall have received prior notice.

Section 16. Conflict of Interest.

No member of the Board shall vote on a question in which the Board member has a direct personal or pecuniary interest not common to other members of the Board.

Section 17. Compensation.

Members of the Board shall not receive compensation for services rendered to the Society, except that they may be reimbursed for out-of-pocket expenses incurred in the performance of their duties, and for teaching courses, the amounts approved by the Board.

**ARTICLE XII
EXECUTIVE COMMITTEE**

Section 1. Composition.

The Executive Committee shall consist of the elected officers of the Society: The President, Vice President, Treasurer and the Immediate Past President. The Executive Director and the Secretary, unless excused, shall attend all meetings of the Executive Committee in a nonvoting, advisory capacity.

Section 2. Duties.

The Executive Committee shall have control, in consultation with the Executive Director, of the normal business operations of the Society. It shall make recommendations to the Board of Directors on matters of policy. It shall recommend the employment and compensation of the Executive Director to the Board of Directors. Annually, it shall review the performance of the Executive Director and report this, along with its compensation recommendations, to the Board of Directors for their approval. It shall conduct business that may be referred to it by the Board and shall periodically report on its actions to the Board.

Section 3. Meetings.

The Executive Committee shall meet at least three (3) times per year at the call of the President. At least five (5) days' prior notice shall be given each member, except for a meeting the President may call during a session of the Board of Directors. Meetings may also be conducted by telephone conference call. Business may be conducted by facsimile, electronic mail or similar communications device when necessary. Participation by such means shall constitute presence in person at a meeting. Action taken by telephone, facsimile, electronic mail or postal mail shall be verified and made part of the minutes of the next meeting of the Executive Committee.

Section 4. Quorum.

The quorum shall consist of three (3) of the elected officers, regardless of the type of meeting conducted.

**ARTICLE XIII
COMMITTEES, SECTIONS AND BOARDS**

Section 1. Composition.

All committees, unless otherwise stated, shall consist of a chairman and such members that their number is a multiple of three (3). In no case shall this number be less than three nor greater than fifteen (15). The quorum for a committee shall be a Chairman and one-third (1/3) of the committee members, but in no case shall this be less than three (3) members. All sections and boards shall consist of a chairman and an uneven number of members not less than three (3) nor more than fifteen (15). A quorum shall be a majority of the section or board.

Section 2. Appointment.

The President, with the approval of the Board of Directors, shall make all appointments, unless otherwise provided herein, of the Chairmen and of the necessary members to the boards, sections and committees.

Section 3. Term of Appointment.

All chairmen and members of the boards, sections and committees shall take office upon appointment at the Annual Meeting. The term of chairmen of the boards, sections and committees listed in this article shall be one (1) year. The chairman shall serve no more than three (3) successive terms and no more than a total of seven (7) consecutive years as chairman and member. The term of the members of the boards, sections and committees listed in this article shall be three (3) years. One-third (1/3) of the committee shall be appointed each year. One-third (1/3) of the members of the boards and the sections who are not section or committee chairmen shall be appointed each year. The members shall serve no more than two (2) successive terms. Chairmen and members may, in addition to the regular term(s), be appointed by the President then in office to fill partial terms caused by vacancies occurring before the Annual Meeting. In such cases members shall serve no more than seven (7) consecutive years except that when necessary to serve the best interests of the Society, the President may, with the approval of the

Board of Directors, temporarily extend the term of a board, section or committee member beyond the seven (7) year maximum.

Section 4. Discharge.

In the event that a member of a committee, section or board is unable to serve or does not serve for cause, the chairman of that committee, section or board may request that the President discharge the member. The request shall be channeled through the section and board chairmen responsible for that committee or section. Missing two (2) consecutive meetings of the committee, section or board without an absence approved by the Chairman shall constitute a cause for discharging a member. Upon discharging the member, the President may appoint a new member to fill the unexpired term.

Section 5. Credentials Committee.

The Credentials Committee shall accept or reject the credentials of Delegates, subject to review by the Council of Delegates, in an Annual or Special Meeting. In preparation for each Annual or Special Meeting of the Council of Delegates, it shall consider all credentials and proxies and present its findings for action at the meeting.

Section 6. Law Committee.

The Law Committee shall receive all proposed amendments to the Bylaws and shall see to it that these proposals are prepared for due consideration. The Law Committee may, at its discretion, consult with proponents of these proposals for clarification of language and meaning, but in no case shall it modify a proposal so as to alter intent. It shall examine any Branch bylaws and amendments referred to it for inconsistencies with the Bylaws of the Society, and shall certify those found to be free of inconsistencies. It shall examine any Regional bylaws and amendments referred to it for inconsistencies with the Bylaws of the Society, and shall certify those found to be free of inconsistencies. It shall examine the bylaws, rules and regulations affecting the boards, sections and committees of the Society for inconsistencies with the Bylaws of the Society and the bylaws of the board, section or committee, and shall certify those found to be free of inconsistencies. It shall review the Bylaws of the Society at least once every five (5) years. At that time it shall incorporate all approved amendments, recommend corrections for inconsistencies within other sections of the Bylaws caused by these amendments, and have the correct version published in the official journal for the proper approval of the necessary corrections by the Council of Delegates.

Section 7. Finance Committee.

The Chairman of the Finance Committee shall be the Treasurer. The Executive Director shall be a nonvoting member. The Finance Committee shall submit to the Board of Directors a Budget of estimated receipts and expenditures for the coming fiscal year. If this or an amended Budget has been approved by the Board of Directors, the expenditures shall not be increased by more than ten percent in any category, beyond the amounts

previously approved by the Board, except by majority vote of the Board of Directors. The Finance Committee shall recommend action on dues to the Board of Directors.

Section 8. Advance Planning Committee.

The Advance Planning Committee shall consider the various activities that should involve the Society, the growth of the Society, the structure of the Society, and how these can be implemented. Each year the committee shall prepare three-and five (5) year plans incorporating these findings and submit these plans to the Board of Directors before their winter meeting.

Section 9. Other Free-Standing Committees.

The President may create ad hoc committees for specific tasks that shall exist for specific time periods not to exceed the term of that President. The Board of Directors may create other committees that shall report directly to it.

Section 10. Research Board.

The Research Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any) and such other Society members as may be necessary. The secretary and treasurer functions and other assistance for the Research Board shall be provided by the Executive Director of the Society. The Research Board shall arrange for and encourage the development of information in harmony with the object of the Society and to disseminate this knowledge. The Research Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Research Board shall operate under its own bylaws as approved by the Board of Directors.

Section 11. Member Services Board.

The Member Services Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any) and such other Society members as may be necessary. The secretary function and other assistance for the Member Services Board shall be provided by the Executive Director of the Society. The Member Services Board shall report to the Board of Directors and shall be responsible for taking appropriate measures to retain and to increase the number of members in the Society, to organize new Branches, to assist public relations activities of the Branches and Regionals, to assist and guide Branches and Regionals in other ways available to the Board in improving their performance and stature, to devise ways to increase the number in each category of those supporting research, and to maintain necessary liaison with other boards. The Member Services Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Member Services Board shall operate under its own bylaws as approved by the Board of Directors.

Section 12. Government Issues Board.

The Government Issues Board shall consist of a Chairman, the Chairman of each of the Board 's Committees (if any), and such other Society members as may be necessary. The secretary function and other assistance for the Government Issues Board shall be provided by the Executive Director of the Society. The Board shall provide directions, technical assistance and responses to government related issues. The Board shall develop technical programs for Branches and Regionals to educate government regulatory agencies, representatives and the general public. The Board shall provide opportunities for the membership and industry to enhance their skills and knowledge on a variety of government issues and agencies. The Government Issues Board also has the responsibility to communicate with the Technical Conference Board to review papers for SUR/FIN[®], AESF Week, and other technical meetings. Annually, it shall prepare a plan of action and an estimate of cost and submit them to the Board of Directors for approval. The Government Issues Board shall operate under its own bylaws, as approved by the Board of Directors.

Section 13. Technical Activities Board.

The Technical Activities Board shall consist of a Chairman, the Chairman of each of the Board 's Committees (if any), and such other Society members as may be necessary. The secretary function and other assistance for the Technical Activities Board shall be provided by the Executive Director of the Society. The Technical Activities Board shall foster, promote and otherwise assist in activities related to the needs of specialized disciplines within the surface finishing industry. It shall develop programs of interest to the persons in these disciplines. It shall maintain liaison with the Technical Education Board to assist in technical programs at the Annual SUR/FIN[®] Technical Conferences, symposia, and other educational programs. The Technical Activities Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Technical Activities Board shall operate under its own bylaws as approved by the Board of Directors.

Section 14. Publications Board.

The Publications Board shall consist of a Chairman, the Chairman of each of the Board 's Committees (if any), and such other Society members as may be necessary. In addition, the Executive Director shall be a permanent, nonvoting member of the Publications Board. The Editor and Technical Editor of the official journal shall be *ex-officio*, nonvoting members of the Publications Board. The secretary function and other assistance for the Publications Board shall be provided by the Executive Director of the Society. The Publications Board shall be responsible for setting policy for the entire content of the official journal. It shall oversee the procurement and processing of technical papers and other articles of interest in furthering the aims of the Society. The Publications Board shall maintain liaison with the

other boards of the Society to anticipate the various materials which are to be published in the official journal of the Society. It shall maintain liaison with the Finance Committee for communication of matters pertaining to the financial aspects of publishing the official journal. The Publications Board shall meet at least semiannually. Annually, in concert with the Finance Committee, it shall prepare a plan of action and a budget for its operation and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Publications Board shall operate under its own bylaws as approved by the Board of Directors.

Section 15. Technical Conference Board.

The Technical Conference Board shall consist of a Chairman, the Chairman of each of the Board 's Committees (if any), and such other Society members as may be necessary. In addition, the Executive Director shall be a permanent, nonvoting member of the Technical Conference Board. The secretary and treasurer functions, and other assistance for the Technical Conference Board shall be provided by the Executive Director of the Society. The Technical Conference Board shall report to the Board of Directors and shall be responsible to the Board of Directors for the overall operation of the Annual SUR/FIN® Technical Conferences and Exhibitions. It shall maintain a SUR/FIN® Technical Conference and Exhibit Manual. It shall recommend future Annual SUR/FIN® Technical Conference sites, ten (10) years in advance, to the Board of Directors. The Technical Conference Board shall meet at least three (3) times annually. Annually, it shall prepare a plan of action for the Technical Conference Board and an estimate of the plan's cost and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Technical Conference Board shall operate under its own bylaws, as approved by the Board of Directors.

Section 16. Awards Board.

The Awards Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), the Chairman of the Publications Board and such other Society members as may be necessary. The secretary function, and other assistance for the Awards Board, shall be provided by the Executive Director of the Society. The Awards Board shall formulate rules and procedures for the selection of the Society 's awards, excepting the presentation awards, and such other awards that are specific to an entity. It shall be responsible for selecting the recipients for the awards assigned to it, and for monitoring the award recipients given by other appointed boards, excepting the paper and presentation awards, and such other awards that are specific to an entity. The Awards Board shall meet at least semiannually. Annually, it shall prepare a plan of action, and an estimate of the cost, and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Awards Board shall operate under its own bylaws as approved by the Board of Directors.

Section 17. Other Boards .

The Board of Directors may create such other Boards as it may deem necessary to carry on the work of the Society.

**ARTICLE XIV
FUNDS**

Section 1. General Fund.

All income of the Society, unless otherwise designated in this article, shall be held in the General Fund.

Section 2. Research Fund.

Monies contributed to the Society specifically for research shall be placed in the Research Fund.

Section 3. Special Funds.

Monies collected for special purposes other than research may, at the discretion of the Board of Directors, be held in separate accounts. Such monies shall be disbursed only by authority of the Board of Directors.

**ARTICLE XV
FINANCES**

Section 1. Supporters of Research.

Any person or organization interested in the object of the Society and making a contribution to the Research Fund shall, upon acceptance by the Executive Director, be known as a Supporter of Research. The Member Services Board shall recommend and forward to the Board of Directors for approval the various classifications of Supporters of Research and the appropriate allocation of the contributions. The Executive Director shall execute the policy as approved by the Board of Directors. The contributions to the Research Fund shall be payable to Headquarters on the anniversary date of the contribution.

Section 2. Fiscal Year.

The fiscal year of the Society shall commence on the first day of January. All financial reports shall be made from, and all transactions closed to conform with, the end of the fiscal year on the thirty-first day of December. The fiscal year of the Branches and Regionals shall be that of the Society.

Section 3. Auditing and Bonding.

The financial record of the Society shall be audited annually and such other times as the Board of Directors may determine. The audit shall be conducted by a certified public accountant approved by the Board of Directors. Copies of the audit report shall be sent to the Board of Directors members and be made available for inspection by any member of the Society. Officers and agents of the Board of Directors who are responsible for the receipt, custody, disbursement, investment or safekeeping of funds and securities shall be required to give bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The cost of such bonding shall be paid by the Society.

ARTICLE XVI INDEMNIFICATION

Members of the Society serving in an elective or appointed capacity shall be deemed corporate agents and shall be indemnified against their expenses and liabilities actually and necessarily incurred in connection with their defense in any action, suit or proceeding in which they are involved because of their status as an elected or appointed official of the Society, other than a proceeding by or in the right of the Society, if: 1. The member acted in good faith and in a manner which the member reasonably believed to be in or not opposed to the best interest of the Society, and 2. With respect to any criminal proceeding, the member had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment or settlement conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the member did not meet the applicable standards of conduct set forth herein. "Corporate agent" means any person who is or was a trustee, officer, employee or agent of the Society or of any constituent corporation absorbed by the Society in a consolidation or merger, and any person who is or was a trustee, officer, employee or agent of any other enterprise, serving as such at the request of the Society, or of the constituent corporation, or the legal representative of the trustee, officer, employee or agent. The Society is authorized and empowered to ratify the actions of any member acting on behalf of the Society as the actions of a corporate agent if the member acted in good faith and in a manner which the member reasonably believed to be in, or not opposed to the best interests of the Society.

ARTICLE XVII PUBLICATIONS

Official Journal.

The official journal of the Society shall be published monthly. It shall contain technical papers pertaining to the objectives of the Society and news of the Society, its members, and the industry in general. Each Member of the Society, except Emeritus Members, in good standing shall receive a copy. Emeritus Members must request each year to receive a copy. The yearly subscription rate for Society members shall be allocated from their membership fees. Monies from the General Fund shall be used to pay the subscription to the official journal for each Emeritus Member requesting to receive it and for each National Honorary Member.

ARTICLE XVIII DISSOLUTION

Section 1. Disbandment.

If the Society is no longer able to fulfill the objectives as outlined in Article II of these Bylaws, the Council of Delegates, by a vote of three-fourths of the authorized Delegates, may disband the Society and, if made necessary by governing statutes, a subsequent ratification by the membership.

Section 2. Trustee.

Upon disbandment, the Board of Directors shall select a trustee who shall serve until all Society business is concluded, according to the statutes of the state in which the Society is incorporated.

Section 3. Remaining Funds.

Any funds remaining after all debts and obligations have been satisfied shall be disbursed within one (1) year by the trustee to organizations classified under Section 501(c)(3) of the Internal Revenue Code of 1986, and with the stated object similar to that of the Society.

**ARTICLE XIX
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the proceedings of the Society in all cases to which they are applicable and in which they are not inconsistent with the Society's Bylaws and any special rules of order the Society may adopt.

**ARTICLE XX
AMENDMENT**

Section 1. Authority.

The Bylaws of the Society may be amended at an Annual Meeting of the Council of Delegates by a two-thirds (2/3) vote of the Delegates of those Branches that are present in person or by proxy, after the following procedure of initiative and notice. The Council of Delegates may also amend the Bylaws of the Society between Annual Meetings with mail or facsimile ballots under the same procedure requiring a two-thirds (2/3) vote of those voting to enact changes. Ballots from any mail or facsimile votes shall be sent to an independent third-party to be counted. A minimum of forty-five (45) days shall be allowed for ballots to be returned in order to be counted.

Section 2. Initiative.

The amendment must have been proposed either by five Branches, the Law Committee or the Board of Directors.

Section 3. Notice.

The amendment must have been referred to the Law Committee, if it did not originate therein, to be reviewed, properly worded and referenced in the Bylaws; and the amendment shall have been published by the Board of Directors, with a statement of its intended purpose and the Board's recommendation with respect thereto, at least once in the official journal of the Society.

Section 4. Reporting Amendment Approval.

Whenever amendments are approved, they shall be so reported in the next issue of the Society's official journal.