

Society of Plastics Engineers, Inc.

Bylaws

(Effective December 15, 2017)

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Article 1 NAME AND LOCATION

1.1 Name

The name of the organization shall be "Society of Plastics Engineers, Incorporated", hereinafter referred to as the "Society" or SPE.

1.2 Governance

The Society shall be governed by these Bylaws and such additions, deletions and/or modifications as may be adopted, as herein provided.

1.3 Type and Location

The Society shall be organized as a non-profit scientific and educational corporation under the laws of the State of Michigan with headquarters offices in Bethel, CT, and is tax-exempt under section 501(c)(3) of the Internal Revenue Code.

1.3.1 As appropriate, the Society may establish branch offices in other states or countries to conduct business.

Article 2 PURPOSE AND OBJECTIVE

2.1 Objective

The objective of the Society shall be to promote the scientific and engineering knowledge relating to plastics. The objective shall be achieved by:

2.1.1 Technical Meetings

Technical meetings at which formal and informal seminars are conducted for the presentation of scientific and engineering reports and papers and for the discussion of problems related to the objective of the Society.

2.1.2 Official Publication

Scientific and engineering reports and papers and an Official Publication devoted to the dissemination of technical information relating to plastics.

2.1.3 Information Exchange

Encouragement of all interested parties to exchange technical information relating to plastics.

2.1.4 Educational Courses

Cooperation with and encouragement of educational institutions to establish technical and scientific courses relating to plastics and to maintain high standards of technical education.

Article 3 STANDING POLICIES, REPRESENTATION AND FISCAL YEAR

3.1 Society Standing Policies

The Council shall have authority to establish, maintain and eliminate such Standing Policies found in Article 3 of these Bylaws as they deem necessary for the proper, legal and efficient conduct of the affairs of the Society and its subordinate groups. Such authority may be delegated as the Council deems appropriate.

3.2 Society Representation

The Society shall be represented only by the duly-elected President and/or the current chief staff executive or the properly designated representatives thereof in all matters public or private. Individual members, of any grade or type, may present their views as individuals, but may not in any way claim to represent the Society or its subordinate groups.

3.3 Standards

The Society and its Affiliate Groups, including, but not limited to, its Sections, Divisions, Committees and other operating groups, shall not comment upon nor participate in any manner in the development, by any organization, of industry standards. No member has the authority to act as a representative of the Society with any standards writing or standards developing body. Any member, who shall comment upon or participate in the development of any standard, is requested to notify the organization

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responsible for the standard that the member does not represent the Society. That notice shall be in writing, with a copy directed to the Society's chief staff executive.

3.4 Use of Society Name

The Society name, Society emblem, Society Member symbol, Society affiliation phrase or abbreviation shall be used only in accordance with SPE Operating Policies (see Operating Policies 009 and 010, and the Styleguide found on www.4spe.org).

3.5 Conflict of Interest

The Council shall establish and maintain a policy regarding potential or actual conflicts of interest (see Operating Policy 003). The purpose of the conflicts-of-interest policy is to protect the Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member, officer, or staff member of the Society. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

3.6 Anti-Trust

The Council shall establish and maintain an anti-trust policy (see Operating Policy 008) to protect the Society's interest when members, volunteers or staff gather or communicate, by prohibiting anti-competitive behavior and unfair business practices. This policy is intended to supplement but not replace any applicable state or national laws governing anti-trust issues applicable to nonprofit and charitable corporations.

3.7 Code of Ethics

The Council shall establish and maintain a code of ethics policy (see Operating Policy 020) to list values that members of the Society hold to be appropriate and desired in the practice of our profession and our industry.

3.8 Embargoes and Sanctions

The Society intends to fully comply with any imposed United States embargoes and other United States sanctions.

3.9 Intellectual Property

The Council shall establish and maintain an intellectual property policy (see Operating Policy 031) to define allowable practices relative to recording, photographing or otherwise disseminating or memorializing conference sessions, seminar sessions, or speeches at Society events, Council meetings, Society committee meetings or any such official activities of the Society.

3.10 Non-Discrimination

The Society does not, and will not, discriminate against any member, employee, candidate for membership, candidate for office, or employment candidate on the basis of race, religion, national origin, ethnicity, gender, sexual orientation, physical or mental handicap or any other unlawful basis, nor will it accept any such discriminatory actions on the part of its affiliates or staff.

3.11 Order of Precedence

The order of precedence for governance of the Society shall be, in decreasing order of precedence: Federal, State, and Local Laws and regulations; Bylaws; Council action, as defined by these bylaws; Standing Policy; Operating Policy; 3-year Operating Plan; Rules; Procedures; and Guidelines. If a conflict arises between statements, or actions required, under more than one of these, the statement or action from the item higher in the list shall take precedence.

3.12 Fiscal Year

The fiscal year of the Society shall be from January 1st through December 31st of the same year.

3.13 Council Year

Council, Society Officers and Council Officers operate according to a Council year. The Council year

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begins at the beginning of the second Council meeting (Council II) held in the spring (March to May timeframe) usually held in conjunction with the Annual Business Meeting. The previous Council year ends at the beginning of the Council II meeting, conterminous with the beginning of the following Council year.

Article 4 MEMBERSHIP

4.1 General

The membership of the Society shall be as stated in this document. The rights and privileges of a member shall not be transferable to any person, except for proxy voting (See Article 6.2.5).

4.2 Grades of Membership

The membership of the Society shall consist of dues paying and non-dues paying members each having specific benefits and privileges as defined below and in other SPE Policies. Dues paying members include member classifications of Professional Member and Student Member. Non-dues paying member classifications are e-Member and Honorary Member.

4.2.1 Professional Members and Professional Member classifications

Professional members shall have the right to vote, hold elective office and participate in all the affairs of the Society. In addition, Professional Members shall have the privilege of affiliating with multiple Affiliate Groups within the Society.

Professional Members may have further classification of their membership status. Professional Member classifications include Young Professional Member, Distinguished Member, Fellow of the Society, Honored Service Member, or Emeritus Member.

4.2.1.1 Young Professional Member

A Young Professional Member shall be under 35 years of age, but not a Student Member.

4.2.1.2 Distinguished Member

To become a Distinguished Member, a candidate shall be a member in good standing who has served as President of the Society or who, in the opinion of two-thirds of the Past Presidents voting, provided one-half of the surviving Past Presidents participate in the ballot, is deemed worthy of this status by virtue of outstanding achievement or professional eminence.

4.2.1.3 Fellow of the Society

To be elected a Fellow of the Society, a candidate shall have demonstrated outstanding achievement in the field of plastics engineering, science or technology, or in the management of such activities; be sponsored, in writing, by the Board of Directors of at least one Section, Division, or Special Interest Group, or by a Committee of the Society organized for this purpose; and have been a member in good standing for six years.

4.2.1.3.1 Fellows of the Society shall be elected by two-thirds majority of a committee established for that purpose. (See Operating Policy 007)

4.2.1.3.2 The level of Fellows of the Society shall at no time exceed one-twentieth of the voting members in good standing of the Society.

4.2.1.4 Honored Service Member

To be elected an Honored Service Member, a candidate shall have been awarded the President's Cup; or have demonstrated long-term, outstanding service to, and support of, the Society and its objectives; be sponsored, in writing, by the Board of Directors of at least one Section, Division, or Special Interest Group, or by a Committee of the Society organized for this purpose; and have been a member in good standing for six years.

4.2.1.4.1 Honored Service Members shall be elected by two-thirds majority of a committee established for that purpose. (See Operating Policy 006)

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4.2.1.4.2 The level of Honored Service Members shall at no time exceed one-twentieth of the voting members in good standing of the Society.

4.2.1.5 Emeritus Status

A member of the Society who as accumulated at least twenty years of membership, and (1) who is either retired from active professional activity and is over sixty-two years of age, or (2) is over seventy years of age, is eligible for Emeritus status and upon request shall be given such status upon certification by the chief staff executive. A member holding Emeritus status shall have all the privileges of the membership grade that was held at the time of certification to Emeritus status.

4.2.1.6 Multi-Grade Membership

A Professional Member may hold more than one Professional Member classification provided all qualifications for each are met and approved according to the procedure for each classification held. The dues paid by a member holding multiple classifications shall be the lowest dues rate for which that member is qualified.

4.2.2 Student Member

A Student Member shall be a regularly enrolled, full-time student in a course of study for a future in the plastics industry. Student Members shall have the right to vote, hold elective office and participate in all the affairs of the Society. In addition, Student Members shall have the privilege of affiliating with multiple Affiliate Groups within the Society.

4.2.3 E-Member

e-Members shall only interact through electronic interface with the Society. e-Members have limited benefits all of them digital in nature. e-Members shall not have voting rights, nor can they hold Society office in Sections and Divisions. In addition, e-Members can not become members of Sections or Divisions, but may become a member of a SIG of the Society.

4.2.4 Honorary Member

To be elected an Honorary Member, a candidate shall be a non-member who, in the opinion of two-thirds of the Past Presidents voting, provided one-half of the surviving Past Presidents participate in the ballot, is deemed worthy of this status by virtue of outstanding achievement or professional eminence.

4.3 Privileges of Membership

4.3.1 Voting Members

All Professional Members and Student Members shall have the right to vote, hold elective office and participate in all the affairs of the Society.

4.3.1.1 Professional Members and Student Members who are current with dues payment are considered “members in good standing” as referenced in Bylaws and Operating Policies.

4.3.2 Non-voting Members

e-Members and Honorary Members may not participate in all affairs of the Society nor have they voting rights, nor can they hold Society office in Sections and Divisions.

4.3.3 Section /Division Affiliation

All Professional Members and Student Members in good standing shall have the privilege of affiliating with Affiliate Groups. e-Members and Honorary Members have no affiliation.

4.4 Termination of Membership

4.4.1 Resignation

Any member has the right to resign at any time.

For all Professional Members and Student Members, unless specified otherwise, membership will terminate automatically 60 days after the expiration date linked to the payment of the last membership period. Unless the member renews his membership latest 60 days after expiration of the prior membership period, the member will automatically become an e-Member. If applicable, upon a member’s resignation, there will be no refund of dues.

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4.4.2 Expulsion from Membership

Any Professional member, Student member, or Honorary member found guilty by Council of conduct derogatory to the Society may be expelled by a two-thirds vote of the Council, in accordance with policies and procedures set forth by Council. In the case where the member is an e-member, e-membership may be terminated by the chief staff executive or designee according to Operating Policy 012.

Article 5 **MEETINGS AND CONFERENCES OF THE SOCIETY**

5.1 Annual Business Meeting

The Society may hold an Annual Business Meeting at a place and at such time as designated by the Council. Such meeting shall be held after January 1st and before July 1st each year. Notice of this meeting shall be given in the Official Publication (see Article 20) not later than the month preceding the meeting.

5.2 Annual Technical Conference

The Society shall hold an Annual Technical Conference.

5.3 Quorum

Unless otherwise provided in Bylaws, a quorum at the Annual Meeting or a Special Business Meeting shall consist of fifty voting members or five percent of the total membership, whichever is less, present in person. Any Business Meeting at which a quorum is present may order the submission of any question to the membership for vote by paper or electronic ballot.

5.4 Special Business Meetings

Special Business Meetings of the Society shall be called by the President upon the written request of fifteen or more voting members, no more than five of whom shall be affiliated with the same Section or Division. At least thirty days prior to the meeting the chief staff executive shall provide in writing, via mail or electronic means other than voice, notification to all voting members stating the business for which the meeting is called. The chief staff executive may satisfy this requirement by publishing notices, stating the business for which the meeting is called, in at least two successive issues of the Official Publication, the latest of which must be distributed at least thirty days prior to the meeting.

5.5 Technical Conferences

The Council may authorize other Technical Conferences to be held throughout the calendar year. Other Technical Conferences may be sponsored by the Society and/or other Affiliate Groups of the Society. See Operating Policy 030 regarding TopCon and Event Royalties.

5.6 Confidentiality of Meetings

Council shall establish a policy to define the requirements to maintain confidentiality of society meetings (see Operating Policy 025).

Article 6 **GOVERNANCE STRUCTURE**

6.1 Composition

6.1.1 Governance

The governance of the Society shall be vested in a governing body called the Council.

6.1.2 Chief Staff Executive

A chief staff executive may be employed to act as the business manager of the Society. (See also Article 13)

6.1.3 Council

The Council shall consist of representatives elected by members affiliated with Sections and Divisions as provided in the Bylaws, the immediate Past President as Councilor-at-Large, and a Councilor- or Councilors-at-Large as may be provided in this document (See also Articles 7 & 8).

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Each Councilor shall be a voting member of the Society when seated. The chief staff executive shall be a non-voting member of the Council.

6.1.4 Representation

The members affiliated with each Section shall elect one of their members as a representative in the Council. The members affiliated with each Division shall elect one of their members as a representative in the Council. The retiring President of the Society, as Councilor-at-Large, shall also represent the Non-Section and Non-Division Affiliates.

6.2 Meetings, Duties and Rules of the Council

6.2.1 Responsibility

The Council is the ultimate body responsible to the membership at large for the governance of the Society as a whole (See also Article 6.1.1), and, as such, is the final authority as to the governance of the Society.

6.2.1.1 It is the prerogative of Council to uphold or dispute decisions and actions of the Executive Board or any other member body delegated with specific power and duties per 6.2.9.

6.2.1.1.1 Upholding decisions is defined as anything from passive acceptance to making a formal motion and voting to endorse the specific action or decision.

6.2.1.1.2 Disputing decisions is defined as anything from questioning and opening up a dialog for clarification to making a formal motion and voting to revise or overturn a specific action or decision.

6.2.2 Council Meeting Times and Places

6.2.2.1 Regular Meetings

The Council shall meet regularly at such places and times as designated by the incoming President at the beginning of his or her term (See also Article 7.5.2.). At least 30 days prior to any regular meeting (unless otherwise specified in Bylaws or Policies), the chief staff executive shall provide in writing, via mail or electronic means other than voice, notification to all Councilors stating the time and place and the proposed agenda. The retiring Council's last meeting and the incoming Council's first meeting of the SPE year shall be held in conjunction with the Society's Annual Business Meeting.

6.2.2.2 Special Meetings

Special Meetings may be called by the President, and shall be called upon the written request of at least six Councilors. At least two weeks prior to the Special Meeting (unless otherwise specified in Bylaws or Policies), the chief staff executive shall provide in writing, via mail or electronic means other than voice, notification to all Councilors, stating the business for which the meeting is called.

6.2.3 Quorum

A quorum for the transaction of business at meetings of the Council shall consist of two-fifths of the total Council membership.

6.2.4 Total Council Membership

All Sections, all Technical Divisions and all Councilors-At-Large shall be counted in the determination of total Council membership.

6.2.5 Proxies

Any Councilor shall be entitled to give written proxy to another SPE member from the same Section or Division for the purpose of representing the Section or Division with full rights of a Councilor on any question before the Council.

6.2.5.1 Proxy Appointment

The appointment of a proxy shall be made by the Councilor who is giving the proxy. If the Councilor is not available to provide a written proxy, the appointment may be

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made by the President of the affected Section or the Chair of the affected Division. No person may name himself or herself as proxy. If the President of the Section or the Chair of the Division is to act as proxy, the written proxy must be provided either by the Councilor or by the next in succession in the Section or Division (e.g. President-elect, Chair-elect, Vice President, etc.).

6.2.5.2 Committee Representation

Except for the Council Committee-of-the-Whole, no person acting as proxy for a Councilor shall assume voice and/or vote on any Society committee, unless a separate and specific proxy from the Councilor has been received and accepted by that committee.

6.2.6 Voting on Motions

Any voting member of the Council shall be limited to a maximum of one vote on any question before the Council.

6.2.6.1 Executive Board members shall have no vote on any motion made by Council to modify or overturn any Executive Board decision.

6.2.6.2 A two-thirds majority of those voting is required to carry any motion made by Council to modify or overturn any Executive Board decision.

6.2.7 Society Annual Report by the President

Council shall cause the President's annual report to be published and distributed to all members. The report shall summarize the progress and activities of the Society during the President's term; and it shall include the most recent complete financial statement together with a comparable statement covering the preceding period.

6.2.8 Power of Review

Council may by two-thirds vote of those present at a properly constituted meeting of the Council order the submission of any question being considered or which has been considered by any committee of the Society to the entire Council or to the membership of the Society for vote.

6.2.9 Delegation of Powers

Council may delegate specific powers and duties as may be provided in this document.

6.2.10 Rules of Order

The rules contained in "Robert's Rules of Order" shall govern meetings of the Society in all cases in which they are applicable, and in which they are consistent with the applicable Federal, State and Local Laws, and this document.

Article 7 OFFICERS

7.1 Officers of the Society

The Officers of the Society shall consist of the Councilor Officers holding the positions of President, Treasurer, Secretary, and may include a member of the SPE Staff. This person is elected by the other Officers of the Society.

7.2 Council Officers

The Officers of the Council shall consist of a President, Immediate Past President, President-elect, VP Business & Finance, VP Sections, VP Divisions, VP Events, VP Marketing & Communication, VP Technology & Education, and VP Young Professionals. All officers are elected by the Council with the exception of VP Young Professionals and VP Technology & Education, both of which are elected by SPE membership at large. The VP Business & Finance also serves as Treasurer of the Society. The Secretary of the Society is elected from the other Vice Presidents by the Executive Board.

7.3 Nominations

7.3.1 Nominating Committee (see Article 14.7.3 and Operating Policy 023)

A Nominating Committee shall exist for the purpose of compiling a list of vetted, eligible and qualified candidates for election using the process described in these bylaws.

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7.3.2 Number of Nominations

The Nominating Committee shall make every attempt to nominate at least two qualified candidates for each position being elected.

7.3.3 Eligibility for Nomination

Eligibility for these Society offices shall be extended to any Professional or Student Member in good standing who meets the qualifications as defined in SPE Bylaws and Policies for the position for which they are being considered (see Operating Policy 032).

7.3.4 Self-Nominations

Self-nominations may be made to the Nominating Committee and shall appear on the ballot if the candidate is determined to be eligible and qualified for election according to the requirements described in these bylaws.

7.3.5 Determination of Eligibility

The Nominating Committee shall verify the availability and eligibility of nominees for all offices before submitting their names to the chief staff executive.

7.3.6 Provision of Nominations to the Chief Staff Executive

The selections of the Nominating Committee shall be sent to the chief staff executive not less than two months before the election will take place so that the names, biographies, photographs and an optional campaign video of its selections and the names of others eligible for office are sent by the chief staff executive to the Council not less than thirty days before the election will occur.

7.3.7 Nominations at Large

Additional nominations for each office may be made by Council, providing that prior consent from the nominees has been obtained and they meet the eligibility and qualifications requirements of the office being elected (see Bylaw 7.3.3 and Operating Policy 032). Self-nominations are allowed provided the individual meets the eligibility and qualifications requirements of the office being elected. For elections held at a physical Council meeting, nominations at large may be made from the floor. For electronic voting, nominations at large must be received by the Nominating Committee Chair not less than 15 days before the voting will begin.

7.4 Elections

7.4.1 Election Inspectors Committee

The Past President shall appoint an Election Inspectors Committee, which shall consist of three individuals, none of whom shall be a Councilor. The Past President shall name the Chair of the Election Inspectors Committee. In the case of an in-person ballot, this committee is responsible for counting and reporting votes. For electronic voting, this committee is responsible for certification of the e-voting process.

7.4.2 Officers to be elected

The officers elected by Council shall be a President-elect, VP Business & Finance, VP Sections, VP Divisions, VP Events, and VP Marketing & Communication recommended for nomination in accordance with Article 7.3 of this document. If positions of VP Young Professionals or VP Technology & Education are being elected, those positions are elected by SPE membership at large.

7.4.3 Election Date

Officers elected by the Council shall be elected by secret ballot either at a Council meeting more than 90 days after the first Council meeting of the current Council year and before the last Council meeting of the current Council year, or by an electronic voting process to be completed at least 30 days prior to the last Council meeting of the current Council year. Officers to be elected by SPE membership at large shall be elected by an electronic voting process to be completed at least 30 days prior to the last Council meeting of the current Council year.

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7.4.4 Order of Election

Council shall elect Officers in the following order: President-elect and all vacant Vice President positions. The names of the candidates defeated for President-elect may be added to the list of nominees for Vice President, provided they are willing to serve in that specific VP position and meet eligibility and qualifications requirements for the specific VP position. Vice Presidential candidates shall be named on only one ballot for one specific VP position.

7.4.5 Number Required to Elect (Simple Majority)

A simple majority of the valid votes cast shall determine election to office. A simple majority is defined as more than 50% of the valid votes cast. For example, if 77 valid votes are cast, 50% of those votes would be 38.5, so 39 votes or more are required to achieve a simple majority.

7.4.6 Election Process

7.4.6.1 A simple majority of valid votes cast is sufficient to elect at any round conducted during the election process.

7.4.6.2 If there are more than three candidates and no simple majority vote is cast for one candidate, the top three vote getters including ties are included in the next round of elections. If in this election no simple majority is gained by a single candidate, the top two vote getters including ties are included in the next round of elections.

7.4.6.3 Once the process is down to two candidates, if that election round results in a tie, the election is held again. If a tie results again, the outcome shall be determined by chance – a drawing from a hat, dice roll, drawing straws, etc., with the method selected by the current President.

7.4.7 Secretary of the Society

At its first meeting each Council year, the new Executive Board shall elect a Secretary of the Society from the Vice Presidents of the Society, to serve for a term of one year. Duties as Secretary of the Society are in addition to the duties of the vice presidential position that the Secretary also holds.

7.4.8 Publication of Election Results

The chief staff executive shall announce the names of the Officers in the Official Publication (see Article 20) as soon as possible.

7.5 **Terms of Office**

7.5.1 Term Length

7.5.1.1 All Offices

All offices, with the exception of Vice President, shall have a term of one year.

7.5.1.2 Vice Presidents

The term of office for all Vice Presidents is three years, with the exception of filling vacancies which may be for one or two year terms.

7.5.1.3 Cessation of Service

Officers shall serve until their successors assume their duties.

7.5.1.4 Service Limits

A person may serve a lifetime maximum of nine elected years as a Vice President of the Society. Any time spent in an appointed role does not count towards this lifetime maximum.

7.5.1.4.1 Terms for appointed roles shall be for less than one Council year.

7.5.2 Assumption of Duties

All elected Society Officers shall assume their duties immediately after the adjournment of the last Council meeting of each Council year, or following the Annual Business Meeting, whichever occurs first.

7.5.3 Staggering of Terms

Vice President positions shall be staggered according to the following three-year repeating election plan:

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Election Year 1: VP Business & Finance, VP Marketing & Communications, VP Divisions

Election Year 2: VP Technology & Education, VP Sections

Election Year 3: VP Events, VP Young Professionals

7.5.4 Multiple Offices

Each Officer of the Society shall assume the status of Councilor-at-Large during his or her term. The Officer's seat as a Section or Division Councilor shall be declared vacant. The seat shall be filled by a representative elected by the Officer's Section or Division Board of Directors. (See also Article 8.2.4)

7.6 Vacancies and Succession

7.6.1 Additional Duties

No VP shall assume the duties of more than one additional, Society-level office other than Treasurer or Secretary, in order to fill vacancies as described below.

7.6.2 President

The President-elect shall succeed to the Presidency at the expiration of the President's term of office or to fill a vacancy in the office of President occurring during the President-elect's term of office. If the President-elect fills a vacancy in the Presidency then he or she will remain as President through the Presidency term for which he or she was elected.

7.6.3 President-elect

If the office of the President-elect becomes vacant, for any reason, the VP Sections shall assume the role of Acting President-elect and the President shall appoint an Acting VP Sections according to 7.6.4 until the next election according to 7.4.3.

7.6.4 Elected Vice President

If the office of a Vice President becomes vacant, for any reason, the President shall appoint an eligible Society member to the position of Acting Vice President to serve until the next election according to 7.4.3.

7.6.5 Treasurer or Secretary

7.6.5.1 If the office of VP Business & Finance becomes vacant, the President shall appoint one of the sitting Vice Presidents as Treasurer until the position of VP Business & Finance is filled prior to or at the next Executive Board meeting.

7.6.5.2 If the office of the Vice President serving as Secretary becomes vacant, the Executive Board shall elect one of the sitting Vice Presidents as Secretary for the remainder of the term at the next Executive Board meeting.

7.6.6 Both President and President-elect

If the offices of both the President and the President-elect are vacated, the VP Business & Finance shall assume the role of Acting President and the VP Sections shall assume the role of President-elect until the next election according to 7.4.3. In addition, the Acting President shall appoint eligible members of the Society to the positions of Acting Vice President to replace those Vice Presidents acting in positions of President and President-elect until the next election according to 7.4.3. As the vacated positions are filled, the persons acting in the respective positions shall return to their previous status unless they have been elected in new positions. (See also Articles 7.3 and 7.4)

7.6.7 Multiple Vacancies

If the offices of President, President-elect, and VP Business & Finance are all vacated, the Executive Board shall choose Vice Presidents of the Society to assume the duties of those offices until the next election according to 7.4.3. Vice Presidents so appointed shall be replaced with acting Vice Presidents in accordance with Article 7.6.4.

7.6.8 Timing

Vacancies in elected offices should be filled within 30 days of the occurrence of such vacancy. If the vacancy is caused by an election, that vacancy should be filled at the same meeting at which the election occurred.

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7.7 Duties

7.7.1 General Officer Duties

The Officers shall perform all duties legally or customarily required of similar officers of corporations under the laws of the State of Michigan and other such duties as may be required by the Society's Bylaws or Policies.

7.7.2 President

The President shall preside at business meetings of the Society, Council Meetings and Executive Board meetings. The President shall perform such other duties as defined in Operating Policy 032 or as may be delegated by the Council.

7.7.2.1 Vote

The President shall be an ex-officio member (without vote) of all boards and committees. The President shall be a member of, and have voice and vote on, both the Executive Board and the Council.

7.7.3 President-elect

The President-elect shall preside at any meeting in the absence of the President and shall perform such other duties as defined in Operating Policy 032 or as may be delegated by the President or Executive Board. The President-elect shall be a member of, and have voice and vote on, both the Executive Board and the Council.

7.7.4 VP Business & Finance

The VP Business & Finance shall report on the financial condition of the Society at every Council meeting, and shall cause to be produced such other financial statements as may be required. This position shall perform such duties as defined in Operating Policy 032 or as may be delegated by the President or Executive Board, and shall be a member of, and have voice and vote on, both the Executive Board and the Council.

7.7.5 VP Acting as Secretary

The Vice President acting as Secretary shall keep minutes of each Council, Executive Board and business meeting of the Society and submit a transcript of same to the chief staff executive. This Vice President shall perform such other duties as defined in 7.7.6.

7.7.6 All Vice President Positions

All Vice Presidents shall perform such duties as defined in Operating Policy 032 or as may be delegated by the President or the Council. All Vice Presidents shall be members of, and have voice and vote on, both the Executive Board and the Council.

7.7.6.1 The VP Sections shall preside over the Sections Committee (see Operating Policy 041).

7.7.6.2 The VP Divisions shall preside over the Divisions Committee (see Operating Policy 040).

7.8 Resignation/Removal of an Officer

7.8.1 Resignation of an Officer

Any Officer may resign his or her position as an officer upon written notification to the Secretary of the Society, the President of the Society and to the chief staff executive of the Society. Such notification should include the name of the Officer, the position from which he or she is resigning, and the intended effective date. Such resignation shall become effective upon the intended effective date or receipt of the resignation by the chief staff executive, whichever is later. In no case shall the effective date be later than the end of the Officer's current term. Resignation from an elected or appointed office does not constitute resignation from the Society.

7.8.2 Removal of an Officer

An Officer may be removed from office only by the Council, acting in accordance with properly established Society policies. Such action removing an Officer from office shall require a two-thirds affirmative vote of a properly constituted meeting of the Council. Removal from an elected or appointed office does not constitute removal from the Society.

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Article 8 COUNCILORS

8.1 Duties and Roles of Councilors

8.1.1 Governance Role

The Council is the ultimate governing body of the Society. A Councilor provides voice, vote and liaison for his or her constituency in the Council's governance of the Society.

8.1.2 Councilor Definition and Election

8.1.2.1 Councilor-At-Large

Each officer of the Society shall assume the status of Councilor-at-Large during his or her term as a Society officer at any level. An officer who is elected to, or assumes, contiguous Society offices shall be considered as continuing in his or her role as Councilor-at-Large. The constituency of a Councilor-At-Large is the entire Society.

8.1.2.2 Section or Division Councilor

Each Section or Division shall elect one of its members to be a representative to the Council. This representative shall be known as a "Councilor". The election of a Section or Division Councilor shall be held at least 45 days prior to the incoming Councilor's assumption of office or April 1st, whichever is sooner. (See also Articles 6.1.4, 8.2)

8.1.3 Eligibility

Eligibility for election to the position of Councilor is extended to members in good standing, as defined in this document (see also Article 4). A Councilor must be a member of the constituency he or she represents, except for proxies as defined in this document (see also Article 6.2.5).

8.1.4 Councilor Duties

The Councilor has three primary duties: to actively represent the interests of his or her constituency to the Council and the Society as a whole; to act as liaison between the Council and his or her constituency; and to act in what he or she considers the best interests of the Society as a whole.

8.1.4.1 Legislative Actions

A Councilor may introduce motions at a Council meeting which he or she deems appropriate and supportive of his or her constituency and/or the Society as a whole

8.1.4.2 Voting

A Councilor may vote or abstain on any issue before the Council. A Councilor's action on a vote should be reflective of his or her objective opinion as to the best interests of the Society as a whole.

8.1.4.3 Committee Service

A Councilor may serve on appropriate committees, although committee membership is not reserved for Councilors.

8.1.4.4 Reporting

As part of the Councilor's liaison responsibilities, he or she should promptly prepare a report to his or her constituency concerning the events and outcomes of a Society-level meeting. If such a meeting is attended by a proxy in the Councilor's stead, it is the proxy's responsibility to report.

8.1.5 Attendance

It is the responsibility of each Councilor to attend all Council meetings. For any meeting which the elected Councilor is unable to attend, a proxy with written authority should be provided. (See also Article 6.2.5)

8.1.5.1 Failure to Attend

When a Section or Division has failed to be represented for three consecutive Council meetings, by either a duly elected or appointed Councilor or that Councilor's properly appointed proxy, or when that representative has failed to perform the duties of the Councilor's office, the Council, by a two-thirds vote of those present at any regular

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meeting, may declare that seat vacant.

8.1.5.2 Committee Meetings

It is expected that all Councilors and/or proxies will attend all assigned Society committee meetings.

8.2 Section or Division Councilor Term of Office

Each Councilor shall be elected for a three-year term. The incoming Councilors shall assume their duties simultaneously with the newly elected Society Officers (See also Article 7.5.2) immediately following the adjournment of the last regular Council Meeting of each Council year, or immediately following the adjournment of the Annual Business Meeting of the Society, whichever occurs first.

8.2.1 Councilor Term Limits

A Councilor who has served two consecutive terms shall not be eligible for reelection or appointment to this office from the same Section or Division within a period of three years.

8.2.2 Partial Terms

Any Councilor who serves one-half a term, or more, in office shall be considered to have served the entire term. Any Councilor who serves less than one-half a term is considered, for the purposes of election eligibility to the position of Councilor, to have not served.

8.2.3 Nomination Eligibility

Any Councilor who has served any portion of a term is considered, for the purposes of nomination eligibility, to be eligible for nomination to Society-level office, if appropriate for the qualifications of that particular office. (See Article 7.3)

8.2.4 Vacancy Replacement

When the Council seat of a Section or Division representative is vacated by whatever mechanism, it shall be filled by a member of the Section or Division elected by the Section or Division Board of Directors. The Section or Division shall elect a successor not later than 45 days before the first Council meeting of the succeeding Council year or April 1st of the current year, whichever comes first. Failure to do so may result in the Council seat being declared vacant

8.3 Reporting of Election Results

Councilor election results shall be provided by the Board of Directors of the Section or Division to the chief staff executive of the Society not later than 45 days before the first Council meeting of the succeeding year or April 1st of the year in which the Councilor was elected, whichever comes first. Failure to do so may result in the Council seat being declared vacant.

8.4 Resignation/Removal of a Section or Division Councilor

8.4.1 Resignation of a Councilor

Any Councilor may resign the position of Councilor upon written notification to the Secretary of his or her constituent group (e.g. Section or Division) or the presiding officer of his or her constituent group, and the chief staff executive of the Society. Such notification should include the name of the Councilor, the name of the constituent group and the intended effective date. Such resignation shall become effective upon the intended effective date or receipt of the resignation by the chief staff executive, whichever is later. In no case shall the effective date be later than the end of the Councilor's current term.

8.4.1.1 Society Resignation

Resignation from the position of Councilor does not constitute resignation from the Society.

8.4.2 Removal of a Councilor

A Councilor may be removed from office only by the constituent group involved, or, if the Councilor is no longer a member in good standing and/or is ineligible to be a Councilor, by the Council. Such action removing a Councilor from office shall require a two-thirds affirmative vote of a properly constituted meeting of the Council in accordance with policies and procedures set up by the Council.

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8.4.2.1 Society Removal

Removal from the position of Councilor does not constitute removal from the Society.

Article 9 SECTIONS

9.1 Organization

Council may authorize organization of Sections, based on geographical areas, for purposes that are in harmony with the objectives of the Society.

9.1.1 Definition

Each Section shall be an aggregation of members of the Society in a geographical area and shall exist under a charter granted by the Council. (See also Article 4.3.3)

9.1.2 Powers and Authority

Sections shall have such powers and act under such regulations as shall be provided in the Bylaws and the Operating Policies of the Society.

9.1.3 Section Bylaws

Section Bylaws shall be in harmony with the Bylaws and Operating Policies of the Society. A copy of all Section Bylaws must be sent to the SPE Executive Office for retention. Changes to Section Bylaws shall be submitted to the Society Bylaws and Policies Committee for review. (See also Article 14.7.4)

9.1.4 Affiliate Agreement

All Sections shall submit to the SPE Executive Office a copy of an Affiliate Agreement between the Society and the Section, approved by the Section's Board of Directors and signed by an authorized member of the Section's Board of Directors. Failure to provide such an agreement may result in the withdrawal of the Section's status as an Affiliate Group of the Society and forfeiture of all Section assets to the Society. Withdrawal of Affiliate Group status shall be in accordance with established Society Bylaws and Operating Policies.

9.1.5 New Sections

New Sections may be established under such Operating Policies as set forth by the Council.

9.2 Provisional and Abandoned Statuses

9.2.1 A Section that has not fulfilled the minimum requirements as defined in Operating Policy 013 may be placed in Provisional Status or Abandoned Status per Society Operating Policies.

9.3 Voluntary Deactivation of Sections

The procedure for a Section to request and implement voluntary deactivation of the Section shall be in accordance with Operating Policies set forth by Council.

9.4 Branches

Branches are smaller geographic entities within or adjacent to chartered Sections and may be established under such Operating Policies as set forth by the Council.

Article 10 DIVISIONS

10.1 Organization

Council may authorize organization of Divisions based on particular areas of technology, for purposes that are in harmony with the objectives of the Society.

10.1.1 Definition

Each Division shall be a voluntary organization of Society members having an interest in a particular area of knowledge relating to plastics. (See also Article 4.3.3)

10.1.2 Powers and Authority

Divisions shall have such powers and act under such regulations as shall be provided in the Bylaws and Operating Policies of the Society.

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10.1.3 Division Bylaws

Division Bylaws shall be in harmony with the Bylaws and Operating Policies of the Society. A copy of all Division Bylaws must be sent to the SPE Executive Office for retention. Changes to Division Bylaws shall be submitted to the Society Bylaws and Policies committee for review. (See also Article 14.7.4)

10.1.4 Affiliate Agreement

All Divisions shall submit to the SPE Executive Office a copy of an Affiliate Agreement between the Society and the Division, approved by the Division's Board of Directors and signed by an authorized member of the Division's Board of Directors. Failure to provide such an agreement may result in the withdrawal of the Division's status as an Affiliate Group of the Society and forfeiture of all Division assets to the Society. Withdrawal of Affiliate Group status shall be in accordance with established Society Bylaws and Operating Policies.

10.1.5 New Divisions

New Divisions may be established under such Operating Policies as set forth by the Council.

10.2 Provisional and Abandoned Statuses

10.2.1 A Division that has not fulfilled the minimum requirements as defined in Operating Policy 014 may be placed in Provisional Status or Abandoned Status per Society Operating Policies.

10.3 Voluntary Deactivation of Divisions

The procedure for a Division to request and implement voluntary deactivation of the Division shall be in accordance with Operating Policies set forth by Council.

10.4 Subdivisions

Subdivisions are smaller, more focused, entities within chartered Divisions and may be established under such Operating Policies as set forth by the Council.

Article 11 SPECIAL INTEREST GROUPS

11.1 Organization

Council may authorize organization of Special Interest Groups (SIG's) based on particular areas of science or technology, for purposes that are in harmony with the objectives of the Society.

11.1.1 Definition

Each Special Interest Group shall be a voluntary organization of individuals all of whom are at least e-members of the Society, having an interest in an emerging area of knowledge relating to plastics.

11.1.2 Powers and Authority

Special Interest Groups shall have such authority and act under such regulations as shall be provided in Society Bylaws and Policies.

11.1.3 Guidelines

Special Interest Group Guidelines shall be in harmony with the Bylaws and Policies of the Society and shall be subject to Council approval.

11.2 New Special Interest Groups

New Special Interest Groups may be established under such policies and procedures as set forth by Council.

11.3 Termination

Special Interest Groups may be terminated in accordance with policies set forth by Council.

11.4 Voluntary Deactivation of Special Interest Groups

The procedure for a Special Interest Group to request and implement voluntary deactivation of the Special Interest Group shall be in accordance with policies set forth by Council.

Article 12 STUDENT CHAPTERS

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12.1 Organization

Council may authorize organization of Student Chapters to foster and promote the interests of the mission of the Society within the educational community, for purposes that are in harmony with the objectives of the Society.

12.1.1 Definition

Each Student Chapter shall be a voluntary organization of SPE Student Members (see Article 4.2.2) having an interest in knowledge relating to plastics.

12.1.2 Powers and Authority

Student Chapters shall have such authority and act under such regulations as shall be provided in Society Bylaws and Policies, including the Student Chapter Manual(s).

12.1.3 Guidelines

The Student Chapter Manual(s) shall be in harmony with the Bylaws and Policies of the Society and shall be subject to Council approval.

12.2 New Student Chapters

New Student Chapters may be established under such policies and procedures as set forth by Council.

12.3 Deactivation

Student Chapters may be deactivated in accordance with Society Operating Policies. (See also Operating Policy 027)

Article 13 CHIEF STAFF EXECUTIVE

13.1 Employment and Responsibilities

The Executive Board may employ or contract for a full-time chief staff executive. The Performance and Compensation Committee shall establish the chief staff executive's salary or the terms of the contract as appropriate. The chief staff executive may use the job title of chief executive officer (CEO). However, unless otherwise stipulated by the Executive Board, the chief staff executive is not an officer of the Society for legal purposes (see Article 7.1). Under the direction of the Executive Board, the chief staff executive shall be responsible for all properties of the Society and specific duties defined in Operating Policy 033 including:

13.1.1 Promotion

Promoting the development of the Society to achieve its objective;

13.1.2 Management

Managing the business affairs of the Society including:

13.1.2.1 Funds

Collecting, accounting for and disbursing funds;

13.1.2.2 Accounts

Maintaining appropriate and required books of account;

13.1.2.3 Reporting

Preparing quarterly and annual financial reports;

13.1.2.4 Employees

Employing, within the salary line item in the approved budget, and supervising such persons as deemed necessary to conduct the affairs of the Society;

13.1.2.5 Meeting Minutes

Promptly distributing the minutes of each Council, Executive Board and business meeting of the Society;

13.1.2.6 Legal Counsel

Obtain and employ such legal counsel as may be appropriate.

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13.1.3 Record Maintenance

Maintaining full records of all Council and Committee actions, correspondence, membership rolls, and all other official records of the Society;

13.1.4 Annual Budget

Presenting an annual report to the Annual Business Meeting;

13.1.5 Committee Membership

Serving as a non-voting member of all Committees and of the Council, the Executive Board, the Finance Committee, and all other Society-level committees,

13.1.6 Miscellaneous Duties

Attending the Annual or Special Business Meetings of the Society and all meetings of the Council, and as many other committees as possible and performing such other duties as may be assigned or required by the Executive Board.

13.2 Bonding

The chief staff executive and any other agents or employees shall be bonded at the expense of the Society in such amount and with surety as the Council may direct. (See also Article 18)

13.3 Employment or Removal

13.3.1 An affirmative vote of at least three-quarters of all Executive Board members shall be required to employ or to remove the chief staff executive from office.

Article 14 COMMITTEES

14.1 Establishment of Committees

The Council or the President may establish such special committee(s) as may be deemed necessary for the proper conduct of the Society's affairs. Committees specifically named in these Bylaws shall be established as provided herein.

14.2 Membership

Voting members of all Committees are required to be members in good standing of the Society. Unless otherwise specified in these bylaws and operating policies, all Society committee meetings are open to any member in good standing. Visitors have voice only at the pleasure of the committee chair.

14.3 Terms

Unless otherwise specified in this document or in any SPE Operating Policy, the term of any committee member is annual, coinciding with the terms of the Society officers other than Vice Presidents. (See also Article 7.5.)

14.4 Longevity

Except for standing committees as defined by these bylaws, a Society-level committee shall exist from the time of its appointment until its charter is completed, or until the end of the term of the person appointing it (generally the President of the Society), whichever occurs first. If a committee has been appointed by the Council, the term of the committee shall continue until the beginning of the next Council year. A committee may be reappointed by any person or body having authority to establish such a committee.

14.5 General Authority

Boards and committees shall be advisory only unless authority to act is specifically delegated by the Bylaws or Council action or Operating Policy. Boards and Committees are responsible to assess the scope and depth of potential impacts (financial, operational, managerial, etc.) on the Society prior to submitting such recommendations for action. The Council or the President may remand such recommendations if such assessments have not been performed.

14.6 Committee Expenses

Any expense of boards and committees must be authorized by Council or Executive Board before being incurred.

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14.7 Standing Committees

Unless otherwise provided in the Bylaws, the President shall appoint each year, subject to Council approval, the Chairs of the following standing committees, each of which shall consist of at least three members. A member of the Executive Board is assigned to be a member of or a liaison to each standing committee as defined in these Bylaws. Each standing committee Chair shall make an annual report and shall make interim reports at the request of the officer in charge. Additional information regarding each standing committee may be found in Society Operating Policies.

14.7.1 Executive Board (see Operating Policy 037)

14.7.1.1 Membership

The Executive Board of the Society shall consist of the Council officers as described in Article 7.2, and, as a non-voting member, the chief staff executive. The SPE President shall serve as the chair of the Executive Board.

14.7.1.2 Responsibility and Authority

The Executive Board shall have full authority to act on all business matters between meetings of the Council, subject to the applicable federal, state and local laws and to the Bylaws and Operating Policies of the Society.

14.7.1.2.1 Annual Budget and Expenditures

The Executive Board has the responsibility to create, approve, and administer the Society Budget. The Executive Board may authorize or incur only those expenditures provided for by the approved budget.

14.7.1.2.2 Actions

Any action taken by the Executive Board shall be in harmony with actions of Council and shall be submitted for Council consideration upon the written request of three or more Council members.

14.7.1.2.3 Minutes

Minutes of each Executive Board meeting shall be distributed promptly to each Council member.

14.7.1.2.4 Meetings

The Executive Board shall meet at such places and times as may be designated by the President. A meeting shall be called upon the request of any three (voting or non-voting) members of the board. A quorum shall consist of a simple majority. No proxies may be seated. Meeting Attendance: Attendance at meetings of this committee is limited to members of the committee and invited guests.

14.7.1.2.5 Meeting Attendance

Attendance at meetings of this board is limited to members of the board and invited guests.

14.7.2 Finance Committee (see Operating Policy 038)

14.7.2.1 Membership

The Finance Committee shall be appointed by the Treasurer and approved by the Executive Board. It shall consist of five voting members; the Treasurer shall serve as Chair of the Committee. The other voting members of the committee shall include the Secretary of the Society and three other members, preferably with at least one a Councilor affiliated with Sections and at least one a Councilor affiliated with Divisions. The third such member may be any voting member in good standing (See also Article 4.3.1), including a member of the Council. Such member of the Finance Committee may not be a member of the Executive Board. The President-elect may be a non-voting member of the Committee.

14.7.2.1.1 Terms

The terms of the three appointed members are for three years, with one

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- member joining and one member leaving the Committee every year.
- 14.7.2.2 Responsibilities and Authority
The Finance Committee shall:
- 14.7.2.2.1 Financial Analysis
Analyze the financial affairs of the Society;
- 14.7.2.2.2 Recommendations to Treasurer
Submit recommendations to the Treasurer concerning investments and unusual expenditures;
- 14.7.2.2.3 Financial Audits
Cause the financial records of the Society to be audited by a Certified Public Accountant at least once for every fiscal year;
- 14.7.2.2.4 Report to Council
Cause a report of the audit to be submitted to the Council and cause the report to be provided to membership either electronically or in the Official Publication; and
- 14.7.2.2.5 Budget Preparation
Assist in the preparation of the budget for the next fiscal year, to be submitted to the Council for review at the last regular Council Meeting preceding December 31 of each year. Such submission shall be no later than 30 days before this meeting.
- 14.7.3 Nominating Committee (see Article 7.3 and Operating Policy 023)
- 14.7.3.1 Membership
The Nominating Committee shall consist of five voting members including the immediate Past President, the President-elect of the Society, and three members of the Council appointed as described in Operating Policy 023. The SPE chief staff executive shall serve as a non-voting member. The immediate Past President serves as the chair of the Nominating Committee.
- 14.7.3.2 Responsibilities and Authority
The Nominating Committee shall neither recommend nor endorse specific candidate(s), but rather shall present to Council a list of vetted, eligible and qualified candidates for election.
- 14.7.4 Bylaws and Policies Committee
- 14.7.4.1 Membership
This committee shall consist of a Chair, appointed by the President; and at least two other members. All committee members shall be Society members in good standing and shall be appointed by the President.
- 14.7.4.2 Responsibilities and Authority
- 14.7.4.2.1 This committee shall review and make recommendations concerning all proposed amendments to the Bylaws, policies or manuals of procedures, of the Society, prior to final adoption.
- 14.7.4.2.2 This committee is responsible to issue final approved versions of these Society level documents.
- 14.7.4.2.3 This committee shall also be responsible to review, evaluate and, if necessary, make recommendations concerning the bylaws, procedures and policies of Affiliate Groups, e.g. Sections, Divisions and Special Interest Groups.
- 14.7.5 Council Committee-of-the-Whole
- 14.7.5.1 Membership
This committee shall consist of all the current Councilors and the properly authorized proxies (See Article 6.2.5.2).

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14.7.5.2 Responsibilities and Authority

This committee exists solely as an open forum to explore ideas, projects and concerns of the membership; and to discuss and debate issues of interest to the Council.

14.7.5.3 Chair

14.7.5.3.1 Election

The election of the Chair of the Council Committee-of-the-Whole will be conducted by the Past President of the Society, with the election of the Officers of the Society and in accordance with the same rules of election. This election will take place immediately following the election of the Officers.

14.7.5.3.2 Responsibility

The Chair may appoint a Vice Chair/Secretary. Responsibilities of the Chair shall include the solicitation of nominations for the incoming Chair of the Council Committee-of-the-Whole for the coming SPE year. Self-nomination will be accepted.

14.7.5.3.3 Vacancy

If a vacancy in this position occurs between elections, a new election shall be held at the next meeting of the Council. During the vacancy, administrative issues concerning Council Committee-of-the-Whole will be performed by the Vice Chair of the committee.

14.7.5.3.4 Terms

A person elected to this office may not serve more than two continuous terms or portions thereof without a break of one full term.

14.7.5.4 Status

The committee exists solely at the pleasure of, and functions as a body of, the Council.

14.7.6 SPE Foundation Board (see Operating Policy 039)

14.7.6.1 Membership

The SPE Foundation Board shall be composed of a Chair, Vice Chair, Secretary and at least three additional members selected per 14.7.6.1.4. The Immediate Past President of SPE serves as the Vice Chair of this board. Ex officio members, with vote, shall include the chief staff executive of SPE and the President-elect of SPE. The chief staff executive may select one key SPE staff personnel as a voting member of this committee.

14.7.6.1.1 Chair

The Chair of the Foundation Board shall be elected every third year by the SPE Foundation Board. A Chair may succeed himself/herself for no more than one additional, full term, after which he/she must be out of the position for at least one year.

14.7.6.1.2 Vice Chair

The Vice Chair of the Committee shall be the Immediate Past President of the Society of Plastics Engineers.

14.7.6.1.3 Secretary

The SPE Foundation Board shall annually elect one member of the Committee to serve as Secretary.

14.7.6.1.4 Selection of Members

Candidates for membership on the Board may be nominated by any current Board member. Candidates must be members in good standing of the Society of Plastics Engineers. The Board shall vet all candidates for Board membership. Successful candidates must receive an

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affirmative vote by a majority of the Board members voting before they are approached about nomination to the Board. If a candidate accepts the nomination, he/she shall serve a three-year, renewable, term.

14.7.6.1.5 Compensation

SPE Foundation Board members shall not receive salaries for their services, but, by resolution of the SPE Foundation Board, expenses of attendance at SPE Foundation Board meetings may be allowed.

14.7.6.1.6 Removal

Any SPE Foundation Board member may be removed from office by a majority vote of the SPE Foundation Board whenever in the judgment of that body the best interests of the Society would be served thereby.

14.7.6.2 Responsibility and Authority

14.7.6.2.1 The SPE Foundation Board shall have full authority to act on all matters related to Foundation funds, investments, and programs.

14.7.6.2.2 The objective of this Board is to identify and develop donors and solicit funding and other support for the SPE Foundation Scholarship and Grant Funds; to solicit funding and other support for additional SPE programs as they are developed and funds required; to develop and generate additional revenue in order to enhance the long term financial stability of SPE; and to perform such other activities as may be legally permitted.

14.7.6.2.3 Expenditures

The SPE Foundation Board may authorize or incur only those expenditures provided for by the approved budget or as designated in specific Foundation funds.

14.7.6.3 Gifts

The SPE Foundation Board may accept, or reject, on behalf of the corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the SPE Foundation.

14.7.7 Performance and Compensation Committee

14.7.7.1 Membership

Members include Past President as chair, President, and President-Elect of the Society.

14.7.7.2 Responsibility and Authority

With input from the Executive Board, this committee shall provide performance feedback and administer the employment contract of the chief staff executive. This committee shall also provide performance feedback for the Vice Presidents of the Council annually or as required.

Article 15 **DUES AND AFFILIATE PASS-THROUGH SUPPORT**

15.1 Reviews

15.1.1 Initial Reviews

The Finance Committee will review the financial status of the Society and recommend to the Executive Board changes in dues.

15.1.2 Executive Board Review and Action

The Executive Board will review and modify as needed the recommendations of the Finance Committee.

15.1.3 Council Review

Council will review the full schedule of dues as part of the budget review process annually.

15.2 Dues

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15.2.1 Establishment of Dues

The procedure for setting dues is as follows:

15.2.1.1 Inflationary Changes

Dues may be increased annually without further action, by an amount not to exceed the inflationary factor for the Consumer Price Index (CPI) forecast for that year as reported by the Society's Financial Advisor on June 30, rounded to the next higher dollar. This increase for the year must be presented to Council and can be amended by a two-thirds majority of Council.

15.2.1.2 Discretionary Change Recommendations

In years where a dues increase in excess of the inflationary factor for the CPI is recommended by the Finance Committee and the Executive Board, notice of the recommended changes shall be made to Councilors thirty days prior to the Council meeting at which a vote on the recommendation is scheduled.

15.2.1.3 Discretionary Change Council Action

In years where a dues increase in excess of the inflationary factor for the CPI is recommended by the Finance Committee and the Executive Board, approval of changes shall require a two-thirds majority of the Council

15.2.1.4 Effective Date

The effective date of any change will be as presented with the annual budget. Written notice of the change shall be sent to each member sixty days prior to the member's renewal date. Such notice in the Official Publication (see Article 20) will fulfill this requirement.

15.2.2 Collection of Dues

15.2.2.1 Responsibility for Collection

Fees and dues shall be collected by the chief staff executive.

15.2.2.2 Dues, Calculation and Term

Membership dues shall be calculated based on the date of initial payment, and shall carry on in force for one year from the last day of the month of initial payment. Billing procedures and membership status shall be maintained by the chief staff executive, or the chief staff executive's designee, at the Executive Offices, and a copy of same shall be available to any member who requests it.

15.2.2.3 Dues in Arrears

Payment of dues in arrears shall entitle a member to be returned to good standing at the grade and with the join date held by the member at the time of arrearage, for the balance of the dues year.

15.2.2.4 Status Notice

Written notice of any membership status action taken shall be given to the member and the member's Section and Division Officers.

15.2.2.5 Dues Suspension, Waiver or Cancellation

The Council or its designee may suspend, waive or cancel the whole or any part of the dues and/or fees of any member when such action is for the best interest of the Society. See Operating Policy 011 for unemployed members.

15.2.2.6 Distinguished Members

Distinguished Members shall be exempt from payment of dues.

15.2.2.7 Honorary Members

Honorary Members shall be exempt from payment of dues.

15.2.2.8 Refund of Dues

No member shall be entitled to the return of any dues when severing membership. (See also Article 4.4)

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15.2.2.9 Reinstatement

A former Fellow of the Society or Honored Service Member may apply for membership and shall be reinstated at the same grade upon acceptance and payment of dues for the current year.

15.3 Affiliate Pass-Through Support

15.3.1 Definition

Pass-Through Support is defined as that portion of a member's dues which is allocated to eligible Affiliate Groups of the Society.

15.3.2 Qualifying Member Dues

Pass-through support will be given for those members in good standing who pay standard or discounted dues. Such support will be given for all Professional Members except classifications of Distinguished Members and Emeritus Members, and those Professional Members that hold Unemployed status. Pass-through support will not be given for Student Members, e-Members or Honorary Members. Membership status shall be determined on the first working day of the current calendar year.

15.3.3 Pass-Through Amount

The dollar amount of the pass-through support per dues paying member in good standing paid to each eligible Affiliate Group that the member is affiliated with is equal to the amount of dues charged to join additional Affiliate Groups.

As an example, on 05/22/16, this amount was \$10.

If the member was affiliated with one Section and one Division, each qualifying entity would have received \$10. If the member chose to join another Affiliate Group and paid the additional \$10, then that entity if qualified would have also received \$10.

15.3.4 Eligibility of Recipients

15.3.4.1 Eligible Affiliates: Each Section, Section-in-Formation, Division, and Division-in-Formation that has not been placed in abandoned status shall be eligible to receive pass-through support. This support to a Section-in-Formation or a Division-in-Formation shall be for a period of no more than two years.

15.3.4.2 Provisional Status: Those Affiliate Groups placed into provisional status shall be required to obtain approval from the Finance Committee in order to receive pass-through support.

15.3.5 Payment of Pass-Through Support

15.3.5.1 The chief staff executive shall remit pass-through support to the operating units on a quarterly payment schedule.

15.3.5.2 Sections and Divisions may elect, and indeed are encouraged, to return their pass-through support to SPE Headquarters to assist in the work of the SPE.

15.3.6 Modification or Suspension of Pass-Through Support

Any action to suspend, cancel, or otherwise modify the pass-through support amount must be approved by the Council.

Article 16 OPERATING POLICIES, RULES, PROCEDURES AND GUIDELINES

16.1 Operating Policies

As delegated by Council, the Executive Board may establish, amend or abolish Society Operating Policies provided that such policies are in harmony with the Bylaws of the Society. The Executive Board shall communicate to Council and SPE Leadership such changes to these Society Operating Policies within 15 days after enacting such modifications.

16.2 Establishment, Amendment, and Abolition of Operating Policies

Operating Policies may be established, amended or abolished as provided for in each policy, subject to

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limitations which may be placed on establishment, amendment, or abolition by this bylaw document. The process for establishing or modifying Operating Policies is defined in Operating Policy 001.

16.2.1 Required Statements

All SPE published Operating Policies shall include statements indicating:

16.2.1.1 Responsibility

The position or group responsible for establishment, amendment, or abolition of the Operating Policy;

16.2.1.2 Maintenance

The position or group responsible for maintenance of the Operating Policy;

16.2.1.3 Amendment

The mechanism to be used for amending the Operating Policy; and

16.2.1.4 Abolition

The mechanism to be used for abolition of the Operating Policy.

16.3 Rules, Procedures and Guidelines

Council or the Executive Board may establish, annul or amend other Rules, Procedures, and/or Guidelines as they deem necessary for the proper conduct of the Society's affairs, provided that such Rules, Procedures, and/or Guidelines shall be in harmony with the Bylaws of the Society. The vote and mechanism required to annul, amend or abolish such Rules, Procedures and/or Guidelines shall be the same as required for the establishment of the original Rule, Procedure and/or Guideline.

16.4 3-year Operating Plan

A 3-year Operating Plan for the Society shall be maintained by the Executive Board to provide awareness of Society-wide initiatives, to provide guidance for specific programs, and be a basis to measure the performance of the Society. This plan shall be reviewed at least once per year and updated as appropriate by the Executive Board (see Operating Policy 034). The Leadership Deployment Plan is part of the 3-year Operating Plan and focuses on the current and next operating year.

Article 17 ADOPTION OF, AND AMENDMENTS TO, BYLAWS

Council may adopt or amend these Bylaws as follows (All rules referring to amendments of bylaws also apply to the adoption of bylaws, and vice-versa, unless otherwise noted):

17.1 Council Notification

At least 30 days prior to any regular or special Council meeting (unless otherwise specified in Bylaws or Operating Policies), the chief staff executive shall provide in writing, via mail or electronic means other than voice, notification to all Councilors of the proposed bylaw or bylaw amendment for their review and presentation to their respective constituent groups.

17.2 Presentation and Vote

The proposed amendment or new bylaw must be presented at a regular or special Council meeting. To be adopted, the motion must pass by a two-thirds majority of the Council members voting.

17.2.1 Amendments to the Proposed New Bylaw or Bylaw Amendment

If the original motion is significantly changed (amended) (See also Article 17.2.1.1.) during the Council meeting, the amended motion shall then be forwarded to all Councilors and proxies for presentation to their respective constituent groups. The follow-up presentation will be made and the final vote taken at another Council meeting not on the same day as the approval of the change.

17.2.1.1 Determination of Significance

The determination of the significance of the change (amendment) to the original motion will be made by the President. In accordance with Robert's Rules of Order, if a member or members of the Council disagree with the President's decision, a motion may be made from the floor appealing that decision.

17.3 Membership Presentation Notification

After a successful vote as a result of Article 17.2, the proposed amendment is to be promptly published

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to the membership at large.

17.4 Effective Date

Unless otherwise specified in the motion, or prohibited by federal, state or local laws, the effective date of the new bylaw or bylaw amendment shall be at the moment of passage of the final vote.

17.5 Temporary Suspension of a Bylaw

A bylaw may be temporarily suspended by Council using one of the processes described in 17.5.1 or in 17.5.2.

17.5.1 At least 30 days prior to any regular or special Council meeting (unless otherwise specified in Bylaws or Policies), the chief staff executive shall provide in writing, via mail or electronic means other than voice, notification to all Councilors of the proposed temporary suspension of a bylaw for their review and presentation to their respective constituent groups. Notification shall include those provisions specified in 17.5.2.1 and 17.5.2.2.

17.5.1.1 The proposed temporary suspension of a bylaw must be presented at a regular or special Council meeting. For the suspension to be adopted, the motion must pass by a two-thirds majority of the Council members voting.

17.5.2 A motion for suspension may also be introduced at any properly called and constituted regular or special meeting of the Council using the following mechanism:

17.5.2.1 A motion for suspension must refer to a specific bylaw or bylaws, by article number and revision date.

17.5.2.2 A motion for suspension must indicate a specific time period, with a specific effective date and a specific termination date.

17.5.2.2.1 Motion(s) to suspend indefinitely are not permitted.

17.5.2.2.2 Motion(s) with a suspension period greater than one calendar year are not permitted.

17.5.2.2.3 Motion(s) with an effective date for suspension which is prior to the date of the second vote [i.e., backdating the beginning of the suspension] are not permitted.

17.5.2.3 A motion for suspension of a bylaw or bylaws, presented for the first time, must pass by a two-thirds majority of those voting in order to be considered further.

17.5.2.4 If the motion referred to in 17.5.2.3, above, passes, the motion shall again be considered at the next meeting of the Council.

17.5.2.5 The motion may not be considered for a second time in the same day on which it was passed for the first time.

17.5.2.6 In its second consideration, the motion must again pass by a two-thirds majority. If it passes by a two-thirds majority, the motion becomes effective upon its effective date and only for the period specified.

17.5.2.7 A successful motion to suspend may be cancelled at any time in its effective period, by an affirmative vote of a two-thirds majority of the Council.

Article 18 LIABILITY AND INDEMNIFICATION

18.1 Actions Binding the Society

No act of any Officer with the exception of the Officers of the Society as defined in Bylaw 7.1, committee, member or group of members shall be binding on the Society unless it has been approved by resolution of the Council

18.1.1 Publication Disclaimer

The following statement, or a substantive equivalent, shall appear on all publications bearing the name of the Society: "The Society shall not be responsible for statements or opinions advanced in publications, reports, papers, or in discussion at its meetings unless specifically approved by Council"

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18.2 Indemnification

Every volunteer acting at the Society level on behalf of the Society, including members of the Council, the Society Executive Board, or Society-level committees, and every employee, shall be indemnified by the Society against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon that person in connection with any legal proceedings to which that person may be made a party, or in which that person may become involved by reason of being or having been an employee or volunteer acting at the Society level on behalf of the Society, whether or not the person is so involved at the time the expenses are incurred, except in such cases as the Executive Board or Council has determined that the person to be indemnified has engaged in negligence or misconduct or has acted in bad faith. This right of indemnification shall be in addition to and not exclusive of all other rights to which the person indemnified may be entitled.

Article 19 **DISSOLUTION**

19.1 Disposition of Assets

In the event of the dissolution of this corporation, all of its assets not required for payment of liabilities shall be transferred and delivered to the United Engineering Foundation, Inc., if the named beneficiary qualifies at the time of dissolution as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). At the time of dissolution, if the named beneficiary is not an exempt organization under Section 501(c)(3) or is not in existence or is unwilling or unable to accept the assets of the dissolving organization, such assets shall be distributed by the Council to such organization or organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes, and which will best accomplish, in the judgment of the Council, the exempt purposes for which the dissolved corporation was organized.

Article 20 **PUBLICATIONS AND MANNER OF PROVIDING NOTICE**

20.1 Official Publication and Other Publications

The Society shall publish an Official Publication (presently titled *Plastics Engineering*). The Society may also publish or sponsor, in any format or media including electronic media as may be appropriate, such other publications as in the judgment of the Council or its designee will best carry out the objectives of the Society. Publication of Society literature shall be as provided in the Bylaws and Policies of the Society. (See also Article 18.1.1)

20.2 Provision to Members

Each member in good standing shall be sent one copy of each issue of the Official Publication

20.3 Official Notice

All members of the Society shall be presumed to have due notice of all Society matters published in the Official Publication.