

Society of Plastics Engineers, Inc.

Bylaws

(Effective April 10, 2006; Amended January 26, 2007)

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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.

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 Brookfield, CT.

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 POLICIES, REPRESENTATION AND FISCAL YEAR

3.1 Society Policies

The Council shall have sole authority to establish, maintain and eliminate such policies as it deems 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 Executive Director 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

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member, who shall comment upon or participate in the development of any standard, is requested to notify the organization 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 Executive Director.

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 policies as stated in the SPE Governance Policy Manual.

3.5 Conflict of Interest

The Council shall establish and maintain a policy regarding potential or actual conflicts of interest. 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 Fiscal Year

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

ARTICLE 4 MEMBERSHIP

4.1 General

The membership of the Society shall be as stated in this document. Membership qualifications, privileges of membership, and admission to membership shall be as specified 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 Classes of Membership

The membership of the Society shall consist of Distinguished Members, Fellows of the Society, Honored Service Members, Honorary Members, Senior Members, Members, Affiliate Members, Student Members, and Student Affiliate Members.

4.3 Election to Membership

4.3.1 Application for Membership

All applicants for membership shall make application on a form approved by the Council or its designee. This application shall include an account of applicant's education and experience qualifications, and an agreement to conform to the Bylaws, policies and rules of the Society and its affiliate groups.

4.3.2 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, 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.

4.3.3 Experience Credits

Qualifications for the several grades of membership include "experience credits." One experience credit is assigned for each year of experience of a responsible nature in plastics engineering or a related science. A fraction of an experience credit is assigned for a year of experience in which only a fraction of the applicant's work involved engineering or during which the degree of skill, the degree of independent judgment exercised or the technical level at which the principles of plastics engineering or related sciences were applied was not professional.

4.3.4 Educational Experience

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Educational experience shall be assigned experience credit as follows, except that only one degree may be assigned credit.

Degree	Experience Credit
Doctorate in Science or Engineering	6
Master in Science or Engineering	5
Baccalaureate in Science or Engineering	4
Baccalaureate, Master or Doctorate in other than Science or Engineering	2
Associate or Adjunct in Plastics	2
Associate or Adjunct (awarded by a Community College or equivalent for a two-year (A.A. or A.S) course of studies, without a specialization in Plastics)	1

4.3.5 Senior Member

A candidate for Senior Member shall have a minimum of twelve experience credits and shall have held membership in the Society for not less than two contiguous years immediately prior to application for Senior Member status.

4.3.6 Member

A candidate for Member shall have a minimum of six experience credits.

4.3.7 Affiliate Member

A candidate for Affiliate Member shall have an interest in plastics engineering or science. The candidate shall not possess sufficient experience credits to qualify for Member.

4.3.8 Student Member

A candidate for Student Member shall be a regularly enrolled, full-time student in a course of study for a future in the plastics industry.

4.3.9 Student Affiliate Member

The Student Affiliate Member grade shall be available for a one-year transition period when a Student Member no longer qualifies as a Student Member. At the conclusion of the one-year period, a Student Affiliate Member shall be automatically reclassified to Affiliate Member.

4.3.10 Distinguished Member

To be elected 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.

4.3.11 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.

4.3.12 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 or Division, or by a Committee of the Society organized for this purpose; I have a minimum of eighteen experience credits and have been a Senior Member in good standing for six consecutive

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years.

4.3.12.1 Fellows of the Society shall be elected by a two-thirds majority of a committee established for that purpose. (See Article 14.7.9)

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

4.3.13 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 or Division, or by a Committee of the Society organized for this purpose; have a minimum of eighteen experience credits and have been a Senior Member in good standing for six consecutive years.

4.3.13.1 Honored Service Members shall be elected by a two-thirds majority of a committee established for that purpose. (See Article 14.7.10)

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

4.3.14 Emeritus Status

A member of the Society who has 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 Executive Director. 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.

4.3.15 Multi-Grade Membership

A member may hold more than one 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 grades shall be the lowest dues rate for which that member is qualified.

4.4 Privileges of Membership

4.4.1 Voting Members

Members, Senior Members, Fellows of the Society, Honored Service Members, and Distinguished Members shall have the right to vote, hold elective office and participate in all the affairs of the Society.

4.4.2 Affiliate Members

Affiliate Members shall have all the privileges of membership, including those of voting and holding offices in the Sections and Divisions, and may participate in all of the affairs of the Society, except that they shall not enjoy the privilege of holding Society office or serving as Councilor.

4.4.3 Non-voting Members

Student, Student Affiliate and Honorary Members may participate in all affairs of the Society except voting or holding elective Section, Division or Society office.

4.4.4 Section Affiliation

Each member shall be affiliated with the Section within whose boundaries the member's mailing address falls, except when the member requests affiliation with another Section. A member not affiliated with any Section shall be listed as a Non-Section affiliate.

4.4.5 Division Affiliation

Each member in good standing shall have the privilege of affiliating with a single Division. Requirements for membership in additional Divisions shall be prescribed by Council.

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4.5 Termination of Membership

4.5.1 Resignation

Any member has the right to resign at any time. Notice of such resignation shall be provided in written format to the Executive Director of the Society, and should include the member's name, membership number, and effective date of resignation. Upon a member's resignation, there will be no refund of dues.

4.5.2 Expulsion from Membership

Any 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.

ARTICLE 5 MEETINGS AND CONFERENCES OF THE SOCIETY

5.1 Annual Business Meeting

The Society shall 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 not later than the month preceding the meeting.

5.2 Annual Technical Conference

The Society's Annual Technical Conference shall be held in conjunction with the Annual Business Meeting of the Society.

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 letter 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 Executive Director 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 Executive Director 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 an Annual Technical Conference and other Technical Conferences. Other Technical Conferences may be sponsored by the Society and/or other affiliate groups of the Society.

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 Executive Director

An Executive Director may be employed to act as the business manager of the Society. (See also Article 13)

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6.1.3 Council

The Council shall consist of representatives elected by members affiliated with Sections and Divisions as provided in the Bylaws, the two immediate Past Presidents as Councilors-at-Large, and a Councilor- or Councilors-at-Large as may be provided in this document (See also Articles 7 & 8). Each Councilor shall be a voting member of the Society when seated. The Executive Director 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.

6.2.2 Council Meeting Times and Places

The Council shall meet regularly at such places and times as designated by the President. 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. Special meetings may be called by the President, and shall be called upon the written request of at least six Councilors.

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

Only the United States and Canadian Sections, all Technical Divisions and all Councilors-At-Large shall be counted in the determination of total Council membership except that other Sections shall be counted if a representative or proxy is present.

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. Sections or Divisions outside the United States and Canada are excluded from the requirement that their proxy be a member of that Section.

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 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 Divisions Committee, Sections Committee and 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.

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6.2.6 Voting Rights

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

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 a President; President-elect; a Senior Vice President; three Vice Presidents elected by the Council and six appointed Vice Presidents; a Secretary and a Treasurer, elected by the Executive Committee from the Vice Presidents, and may include an Executive Director. They shall be elected or appointed as provided in these Bylaws and Policies, with the exception of the Executive Director who shall be employed as provided in the Bylaws.

7.2 Council Officers

The Officers of the Society shall also be the Officers of the Council.

7.3 Nominations

7.3.1 Nominating Committee

7.3.1.1 Membership

The Nominating Committee shall consist of the President, the Past President and the President-elect of the Society and three members of the Council, selected by the Past President.

7.3.1.2 Chair

The immediate Past President shall serve as Chair of the Nominating Committee.

7.3.2 Number of Nominations

The Nominating Committee shall nominate at least one, but no more than two candidates for the office(s) of President-elect, Senior Vice President, and Vice Presidents as appropriate.

7.3.3 Eligibility for Nomination

Eligibility for these Society offices shall be extended to any Distinguished Member, Fellow of the Society, Honored Service Member, Senior Member or Member who:

7.3.3.1 Councilor

is currently serving or who has served within the past five years as a member of the

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Council, or

7.3.3.2 Committee or Division Chair

is currently serving or who within the past five years has served one or more full years as Chair of a Society-level standing committee or ad hoc committee, or Chair of a Division of SPE, or

7.3.3.3 Conference Chair

has served as operating or technical program Chair of a Society-sponsored conference, or

7.3.3.4 Officer Candidate

was an Officer candidate in the previous year.

7.3.4 Specific Nominations

In appropriate years, the Sections Committee, or the Divisions Committee, or the International Committee shall, in rotation, submit to the Nominating Committee the names of at least one, but no more than three candidates for Vice President positions. Eligibility for these Vice President positions is extended to any Distinguished Member, Fellow of the Society, Honored Service Member, Senior Member or Member who meets the requirements of 7.3.3 and:

7.3.4.1 Sections

is currently serving or who has served within the past three years as the Councilor or President of a Section or the Chair of the Sections Committee (for recommendation by the Sections Committee), or

7.3.4.2 Divisions

is currently serving or who has served within the past three years as the Councilor or Chair of a Division or the Chair of the Divisions Committee (for recommendation by the Divisions Committee), or

7.3.4.3 International

is currently serving or who has served within the past three years as the Councilor or Chair of a Division or the Chair of the Divisions Committee or as the Councilor or President of a Section or the Chair of the Sections Committee or Chair of the International Committee (for recommendation by the International Committee).

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 Executive Director.

7.3.6 Provision of Nominations to the Executive Director

The selections of the Nominating Committee shall be mailed to the Executive Director not less than two months before the Council meeting at which the election will take place so that the names, biographies and photographs of its selections and the names of others eligible for office may be mailed by the Executive Director to the Council not less than thirty days before its election meeting.

7.3.7 Floor Nominations

Additional nominations for each office may be made from the floor, providing that prior consent from the nominees has been obtained and they meet the requirements of the office being elected. (See also Article 7.3.4)

7.4 Elections and Appointments

7.4.1 Election Inspectors Committee

The Past President shall appoint an Election Inspectors Committee, which shall consist of three

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individuals, none of whom shall be a Councilor. The Past President shall name the Chair of the Election Inspectors Committee.

7.4.2 Officers to be elected

The officers elected by Council shall be a President-elect, a Senior Vice President, and the Vice Presidents recommended for nomination in accordance with Article 7.3. of this document.

7.4.3 Election Date

Officers elected by the Council shall be elected by secret ballot at the first Council meeting in the calendar year, before the Annual Business Meeting.

7.4.4 Order of Election

Council shall elect Officers in the following order: President-elect, Senior Vice President and Vice President(s) as required.

The names of the candidates defeated for President-elect shall be added to the list of nominees for Senior Vice President, provided they are not ineligible for the office by virtue of Bylaw provision 7.5.2 against succession.

7.4.5 Number Required to Elect

A simple majority of the votes cast shall determine election to office.

7.4.6 Appointed Members

Within thirty days after election, the President shall select an appropriate number of appointees from those members eligible under Article 7.3.3 of this document for nomination to office and, upon approval by the Council, they shall serve as Vice Presidents of the Society and voting members of the Executive Committee. (See also Article 7.1)

7.4.7 Vice President/Treasurer and Vice President/Secretary

At its first meeting each year, the new Executive Committee shall elect a Vice President/Treasurer and a Vice President/Secretary from the Vice Presidents of the Society, to serve for a term of one year.

The Vice President/Treasurer or Vice President/Secretary cannot succeed him/herself in these offices.

7.4.8 Publication of Election Results

The Executive Director shall announce the names of the Officers in the Official Publication as soon as possible.

7.4.9 Vacancies

The Council shall elect an eligible member of the Society, per the requirements of the office, (See also Article 7.3) to fill the unexpired term in any vacancy among the Officers elected by Council. This election shall take place at the first regular meeting of the Council after the occurrence of the vacancy.

A vacancy in appointed Officers will be filled by the President to complete the unexpired term with the approval of Council at its next regular meeting.

The Executive Committee shall elect one of their vice presidents, per the requirements of the office, to fill the unexpired term in any vacancy in either the Vice President/Treasurer or the Vice President/Secretary positions.

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.

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7.5.1.2 Vice Presidents

The term of office for all Vice Presidents is three years.

7.5.1.3 Cessation of Service

Officers shall serve until their successors assume their duties.

7.5.1.4 Consecutive Service

A person may serve a maximum of three consecutive years as a Vice President of the Society. (See also 7.5.3, below)

7.5.1.5 Additional Term

If a Vice President is elected Senior Vice President, an additional one-year term is permissible for that person.

7.5.2 Reelection Eligibility

Officers of the Society, with the exception of the Executive Director, shall not be eligible for reelection to the same office within one year after the expiration of the term for which they were elected. (See also 7.4.7.1)

7.5.3 Partial Terms

Except as provided in this document, any Officer who serves one-half a term, or more, in office, whether elected or appointed, shall be considered to have served the entire term. Any Officer who serves less than one-half a term is considered, for the purposes of election eligibility, not to have served.

7.5.4 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.

All appointed Society Officers shall assume their duties immediately upon ratification by Council. (See also Article 7.4.6)

7.5.5 Staggering of Terms

Vice Presidential terms should be staggered so that one elected term and two appointed terms begin each year.

7.5.6 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 representative 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 Succession

7.6.1 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.

7.6.2 President-elect

If the office of the President-elect becomes vacant, for any reason, the Senior Vice President shall assume the duties of the President-elect until such time as the Council may elect a new President-elect. Concurrently, the President shall appoint one of the current Vice Presidents to assume the duties of Senior Vice President until such time as the Council may elect a new Senior Vice President. In addition, the President shall appoint an eligible Society member (See also Article

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7.3.3) to the position of Acting Vice President to replace the Vice President acting in the position of Acting Senior Vice President until such time as the Council may elect a new Vice President or approve the President's appointment. As the vacated positions are filled, the persons acting in the respective positions shall return to their previous statuses unless they have been elected or appointed and ratified in new positions. (See also Article 7.1)

7.6.3 President and President-elect

If the offices of both the President and the President-elect are vacated, the Senior Vice President shall assume the duties of President until such time as the Council may elect a new President. The Acting President shall appoint current Vice Presidents to assume the duties of Acting President-elect and Acting Senior Vice President. 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-elect and Senior Vice President, until such time as the Council may elect new Vice Presidents or ratify the President's appointments, as appropriate. As the vacated positions are filled, the persons acting in the respective positions shall return to their previous status unless they have been elected or appointed and ratified in new positions. (See also Articles 7.1, 7.3 and 7.4)

7.6.4 Multiple Vacancies

If the offices of President, President-elect, and Senior Vice President are all vacated, the Executive Committee shall choose Vice Presidents of the Society to assume the duties of those offices until such time as the Council may elect appropriate new Officers. All other successions shall be in accordance with Article 7.6.2 and 7.4.9.

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 Committee meetings. The President shall perform such other duties 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 Committee 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 may be delegated by the President or Executive Committee. The President-elect shall be a member of, and have voice and vote on, both the Executive Committee and the Council.

7.7.4 Senior Vice President

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

7.7.5 Vice President/Treasurer

The Vice President/Treasurer shall report on the financial condition of the Society at every

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Council meeting, and shall cause to be produced such other financial statements as may be required. The Vice President/Treasurer shall perform such duties as may be delegated by the President or Executive Committee. The Vice President/Treasurer shall be a member of, and have voice and vote on, both the Executive Committee and the Council.

7.7.6 Vice President/Secretary

The Vice President/Secretary shall keep minutes of each Council, Executive Committee and business meeting of the Society and submit a transcript of same to the Executive Director. The Vice President/Secretary shall perform such other duties as may be delegated by the President or Executive Committee. The Vice President/Secretary shall be a member of, and have voice and vote on, both the Executive Committee and the Council.

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 Executive Director 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 Executive Director, 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 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.

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 Election

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". This election 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

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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 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 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 7.5.4) 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. (See also Articles 7.3.3 and 7.3.4)

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

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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 Executive Director 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 Councilor-at-Large

Each officer of the Society not already a Councilor-at-Large 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.

8.5 Resignation/Removal of a Councilor

8.5.1 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 Executive Director 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 Executive Director, whichever is later. In no case shall the effective date be later than the end of the Councilor's current term.

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

8.5.2 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.

8.5.2.1 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 4.4.4)

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 Policies of the Society.

9.1.3 Section Bylaws

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Section Bylaws shall be in harmony with the Bylaws and 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 14.7.7)

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 of the Society and forfeiture of all Section assets to the Society. Withdrawal of affiliate status shall be in accordance with established Society Bylaws and policies.

9.1.5 New Sections

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

9.2 **Provisional and Abandoned Statuses**

9.2.1 Provisional Status

A Section that (1) has no apparent Board of Directors, and (2) has had no meetings of its Section or Board of Directors within one year, and (3) has not filed two consecutive financial reports, and (4) has failed to respond favorably to the Executive Committee or the Executive Office should be placed in a Provisional Status upon recommendation of the Sections Committee and the Executive Committee and a vote by the Council to that effect.

9.2.1.1 Disposition of Assets

Upon a vote of the Council placing the Section in Provisional Status, all assets of the Section, if available, shall be promptly transferred to the Executive Office. Physical assets shall immediately become the property of the Executive Office. Any financial assets shall be placed in non-interest-bearing escrow for a period not to exceed two years from the date Council voted to place the Section in Provisional Status, at which point the assets will become the property of the Society and may be disposed of as directed by the Executive Committee.

9.2.1.2 Duration of Status

The Section would remain in Provisional Status for a term of no more than two years from the time it was first voted into Provisional Status by the Council.

9.2.1.3 Council Representation

A Section that is in Provisional Status may have a representative at Council meetings. Such representative must be a member in good standing and may have voice but no vote.

9.2.2 Abandoned Status

At the end of the two-year period required in Article 9.2.1, if the Section has not reorganized itself to the satisfaction of the Sections Committee in agreement with the Staff and the Executive Committee, then it shall be recommended to the Council that the Section be placed in Abandoned Status. The Council shall then vote on placement of the Section into Abandoned Status.

9.2.3 Reinstatement

9.2.3.1 From Provisional Status

If, within two years or sooner from being voted into Provisional Status, the Section has reorganized itself to the satisfaction of the Sections Committee in agreement with the Staff and Executive Committee, it shall be recommended to Council that the Section be returned to Active Status, and the Council shall vote on the Section's

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status. If the Council votes to return the Section to Active Status, any of the Section's funds under administration in the escrow account shall be transferred forthwith to the treasury of the Section.

9.2.3.2 From Abandoned Status

If, after being voted into Abandoned Status, the Section wishes to reactivate, the procedure shall be the same as for the establishment of a new Section.

9.3 Branches

Branches are smaller geographic entities within or adjacent to chartered Sections and may be established under such 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 4.4.5)

10.1.2 Powers and Authority

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

10.1.3 Division Bylaws

Division Bylaws shall be in harmony with the Bylaws and 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 14.7.7)

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 of the Society and forfeiture of all Division assets to the Society. Withdrawal of affiliate status shall be in accordance with established Society Bylaws and policies.

10.1.5 New Divisions

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

10.2 Provisional and Abandoned Statuses

10.2.1 Provisional Status

A Division that (1) has no apparent Board of Directors, and (2) has had no meetings of its Division or Board of Directors within one year, and (3) has not filed two consecutive financial reports and (4) has failed to respond favorably to the Executive Committee or the Executive Office should be placed in a Provisional Status upon recommendation of the Divisions Committee and the Executive Committee and a vote by the Council to that effect.

10.2.1.1 Disposition of Assets

Upon a vote of the Council placing the Division in Provisional Status, all assets of the Division, if available, shall be promptly transferred to the Executive Office. Physical assets shall immediately become the property of the Executive Office.

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Any financial assets shall be placed in non-interest-bearing escrow for a period not to exceed two years from the date Council voted to place the Division in Abandoned Status, at which point the assets will become the property of the Society and may be disposed of as directed by the Executive Committee.

10.2.1.2 Duration of Status

The Division would remain provisional for a term of no more than two years from the time it was first placed in Provisional Status by the Council.

10.2.1.3 Council Representation

A Division that is in Provisional Status may have a representative at Council meetings. Such representative must be a member in good standing and may have voice but no vote.

10.2.1.4 Abandoned Status

At the end of the two-year period required in Article 10.2.1, if the Division has not reorganized itself to the satisfaction of the Divisions Committee in agreement with the Staff and the Executive Committee, then it shall be recommended to Council that the Division be placed in Abandoned Status.

10.2.2 Reinstatement

10.2.2.1 From Provisional Status

If, within at the end of the two years or sooner from being placed in provisional status, the Division has reorganized itself to the satisfaction of the Divisions Committee in agreement with the Staff and Executive Committee, it shall be recommended to Council that the Division be returned to active status, and the Council shall vote on the Division's status. If the Council votes to return the Division to active status, any of the Division's funds under administration in the escrow account shall be transferred forthwith to the treasury of the Division.

10.2.2.2 From Abandoned Status

If, after two years from being voted into Abandoned Status, the Division wishes to reactivate, the procedure shall be the same as for the establishment of a new Division.

10.3 Subdivisions

Subdivisions are smaller, more focused, entities within chartered Divisions and may be established under such 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 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

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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 Deactivation

Special Interest Groups may be deactivated upon recommendations of the Divisions Committee and the Executive Committee and a vote by the Council to deactivate, in accordance with policies established by the Council.

ARTICLE 12 STUDENT CHAPTERS

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 4.3.8) 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 upon recommendations of the Sections Committee and the Student Activities Committee and the Executive Committee and a vote by the Council to deactivate in accordance with Council policy.

ARTICLE 13 EXECUTIVE DIRECTOR

13.1 Employment and Responsibilities

The Executive Committee may employ a full-time Executive Director and shall establish the Executive Director's salary. Under the direction of the Executive Committee, the Executive Director shall be responsible for all properties of the Society as well as for

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;

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13.1.2.3 Reporting

Preparing quarterly and annual financial reports;

13.1.2.4 Employees

Employing, within the salary budget approved by the Council, 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 Committee and business meeting of the Society;

13.1.2.6 Legal Counsel

Obtain and employ such legal counsel as may be appropriate.

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 Committee, 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 Committee.

13.2 Bonding

The Executive Director 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

An affirmative vote of at least three-quarters of all Executive Committee members shall be required to employ or to remove the Executive Director 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, 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 the SPE Policy Manual, 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

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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 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 Committee before being incurred.

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. The Chair of each standing committee shall be directed by an officer designated by the President with the approval of the Executive Committee. Each standing committee Chair shall make an annual report and shall make interim reports at the request of the officer in charge.

14.7.1 Executive Committee

14.7.1.1 Membership

The Executive Committee of the Society shall consist of the officers as described in Article 7.1, the immediate surviving Past President, and, as non-voting members, the Executive Director and the Prior Past President. (See also Articles 7.4.2 and 7.4.6)

14.7.1.2 Responsibility and Authority

The Executive Committee 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 Policies of the Society.

14.7.1.2.1 Expenditures

The Executive Committee may authorize or incur only those expenditures provided for by the Council-approved budget.

14.7.1.2.2 Actions

Any action taken by the Executive Committee 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 Committee meeting shall be distributed promptly to each Council member.

14.7.1.2.4 Meetings

The Executive Committee 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 Committee. A quorum shall consist of a simple majority. No proxies may be seated.

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Meeting Attendance: Attendance at meetings of this committee is limited to members of the committee and invited guests.

14.7.2 Finance Committee

14.7.2.1 Membership

The Finance Committee shall be appointed by the Treasurer and approved by the Executive Committee. 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 4.4.1), including a member of the Council. Such member of the Finance Committee may not be a member of the Executive Committee. The President-elect may be a non-voting member of the Committee.

14.7.2.2 Terms

The terms of the three appointed members are for three years, with one member joining and one member leaving the Committee every year.

14.7.2.3 Responsibilities and Authority (See also Article 15)

The Finance Committee shall:

14.7.2.3.1 Financial Analysis

Analyze the financial affairs of the Society;

14.7.2.3.2 Recommendations to Treasurer

Submit recommendations to the Treasurer concerning investments and unusual expenditures;

14.7.2.3.3 Financial Audits

Cause the financial records of the Society to be audited by a Certified Public Accountant at least once for every fiscal year;

14.7.2.3.4 Report to Council

Cause a report of the audit to be submitted to the Council and cause the report to be provided at the Annual Business Meeting and in the Official Publication; and

14.7.2.3.5 Budget Preparation

Assist in the preparation of the budget for the next fiscal year, to be submitted to the Council for consideration and action at the last regular Council Meeting preceding December 31 of each year. Such submission shall be no later than 30 days before this meeting.

14.7.2.4 Meeting Attendance

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

14.7.3 Nominating Committee

14.7.3.1 Membership

Membership on the Nominating Committee shall be as described in Article 7.3 of these Bylaws.

14.7.3.2 Responsibilities and Authority

This committee shall nominate at least one but no more than two eligible members of the Society as candidates for each elective office. (See also Art. 7.3)

14.7.3.3 Meeting Attendance

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

14.7.4 Divisions Committee

14.7.4.1 Membership

This committee shall consist of Division Councilors and the properly authorized proxies. (See also Article 6.2.5.2)

14.7.4.2 Responsibilities and Authority

This committee, with Council approval, shall:

14.7.4.2.1 Communications and Policies

Devise and execute ways and means to establish and maintain intercommunication of Divisions, and uniform policies of their operation. Such policies shall be set forth in a manual of procedures.

14.7.4.2.2 New Divisions

Development of new Divisions shall be encouraged by this committee and assistance shall be provided in the formation and development of Divisions in technical areas where needed.

14.7.4.2.3 Candidates for Vice President

Every three years, in rotation with the Sections and International Committees, provide to the Nominating Committee (see Article 16.6.3) at least one but no more than three names recommended as nominations for Vice President of the Society. (See also Article 7.3.4)

14.7.5 Sections Committee

14.7.5.1 Membership

This committee shall consist of Section Councilors and the properly authorized proxies. (See also Article 6.2.5.2)

14.7.5.2 Responsibilities and Authority

This committee, with Council approval, shall

14.7.5.2.1 Communications and Policies

Devise and execute ways and means to establish and maintain intercommunication of all Sections and uniform policies of their operation. Such policies shall be set forth in a manual of procedures.

14.7.5.2.2 New Sections

Development of new Sections shall be encouraged by this committee and assistance shall be provided in the formation and development of Sections in geographic areas where needed.

14.7.5.2.3 Candidates for Vice President

Every three years, in rotation with the Divisions and International Committees, provide to the Nominating Committee (see Article 16.6.3) at least one but no more than three names recommended as nominations for Vice President of the Society. (See also Article 7.3.4)

14.7.6 International Committee

14.7.6.1 Membership

This committee shall consist of at least eight members and their properly authorized proxies (See also Article 6.2.5.2), including the Chair.

14.7.6.1.1 Chair

The Chair shall be appointed by the President of the Society.

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14.7.6.1.2 Geographic Diversity

The committee membership shall include at least one member each from the geographic areas defined by SPE Policy. The committee members from the aforementioned geographic areas shall be appointed by the Chair of the committee and shall be voting members in good standing of the Society.

14.7.6.1.3 Executive Committee

The committee may include, as representatives with voice but no vote, members of the Society's Executive Committee.

14.7.6.2 Responsibilities and Authority

This committee, with Council approval, shall:

14.7.6.2.1 Internationalism

Devise, recommend and implement ways and means of extending the Society's activities in areas outside the United States and Canada.

14.7.6.2.2 Candidates for Vice President

Every three years, in rotation with the Sections and Divisions Committees, provide to the Nominating Committee (See Article 16.6.3) at least one but no more than three names recommended as nominations for Vice President of the Society. (See also Article 7.3.4)

14.7.7 Bylaws and Policies Committee

14.7.7.1 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.

14.7.7.2 Responsibilities and Authority

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. This committee shall also be responsible to review, evaluate and, if necessary, make recommendations concerning the bylaws, procedures and policies of affiliated groups, e.g. Sections, Divisions and Special Interest Groups.

14.7.8 Council Committee-of-the-Whole

14.7.8.1 Membership

This committee shall consist of all the current Councilors and the properly authorized proxies (See Article 6.2.5.2).

14.7.8.2 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.

14.7.8.3 Chair

14.7.8.3.1 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.

14.7.8.3.2 Responsibility

The Chair may appoint a Vice Chair/Secretary. Responsibilities of the Chair

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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.

14.7.8.3.3 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.

14.7.8.3.4 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.

14.7.8.4 Status

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

14.7.9 Fellows Election Committee

14.7.9.1 Membership

This committee shall be composed of nine or more members, including the Chair, all of whom must be Fellows of the Society or Distinguished Members of SPE.

14.7.9.2 Responsibilities and Authority

This committee shall annually elect Fellows of the Society from a list of eligible candidates. Such election shall be by a two-thirds vote of the Committee. Upon the conclusion of the election, the Executive Committee shall be promptly notified of the results.

14.7.10 Honored Service Member Election Committee

14.7.10.1 Membership

This committee shall be composed of nine or more members, including the Chair, all of whom must be Honored Service Members or Distinguished Members of SPE.

14.7.10.2 Responsibilities and Authority

This committee shall annually elect Honored Service Members from a list of eligible candidates. Such election shall be by a two-thirds vote of the Committee. Upon the conclusion of the election, the Executive Committee shall be promptly notified of the results.”

ARTICLE 15 DUES, FEES AND REBATES

15.1 Reviews

15.1.1 Initial Reviews

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

15.1.2 Executive Committee Review

The Executive Committee will review and modify as needed the recommendations of the Finance Committee for presentation to the Council.

15.1.3 Council Review

Council will review and approve the full schedule of dues, fees and rebates annually.

15.2 Dues and Initiation Fees

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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 during the budget approval process.

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 Committee, notice of the recommended changes shall be mailed to Councilors sixty 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 Committee, 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 set by Council but shall not be less than ninety days after passage of such change by Council. 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 will fulfill this requirement.

15.2.2 Establishment of Initiation Fees

The procedure for setting initiation fees is as follows:

15.2.2.1 Initiation Fee Change Recommendations

In years where a change in the initiation fee is recommended by the Finance Committee and the Executive Committee, notice of such changes shall be provided in accordance with policies as established by the Council

15.2.2.2 Initiation Fee Change Council Action

In years where a change in the amount of the initiation fee is recommended by the Finance Committee and the Executive Committee, approval of changes shall require a two-thirds majority of the Council

15.2.3 Collection of Fees and Dues

15.2.3.1 Initiation Fee

Any initiation fee shall accompany the application.

15.2.3.2 Return of Fees

Fee shall be returned to applicants not accepted for membership. (See also Article 15.2.3.6)

15.2.3.3 Responsibility for Collection

Fees and dues shall be collected by the Executive Director.

15.2.3.4 Dues and Fees, 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 established by the Council, or its designated committee, and maintained by the Executive Director, or the Executive

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Director's designee, at the Executive Offices, and a copy of same shall be available to any member who requests it.

15.2.3.5 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.

15.2.3.6 Status Notice

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

15.2.3.7 Dues and Fees 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.

15.2.3.8 Distinguished Members

Distinguished Members shall be exempt from payment of dues.

15.2.3.9 Honorary Members

Honorary Members shall be exempt from payment of initiation fees and dues.

15.2.3.10 Refund of Fees or Dues

No member shall be entitled to the return of any fees or dues when severing membership. (See also Articles 4.5.1 and 15.2.2.2)

15.2.3.11 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 and fees for the current year. (See also Article 4.3.14)

15.3 Rebates (See also Policy 2)

15.3.1 Definition

A rebate is defined as that portion of a member's dues which is allocated to eligible operating units of the Society. (See also Articles 15.2.3 and 15.3.2)

15.3.2 Calculation

The formula for calculation of the allocation amount to each operating unit is determined by SPE Policy and must be approved by the Council.

15.3.3 Eligibility of Recipients

The determination of which operating units are eligible to receive rebates shall be the responsibility of Council and set forth as SPE Policy.

15.3.4 Payment of Rebates

The Executive Director shall remit rebates to the operating units, as defined above in Article 15.3.3, in accordance with these bylaws and policies approved by the Council. (See also Articles 9 and 10)

15.3.5 Suspension of Rebates

Any action to suspend, cancel, or otherwise modify the payment of rebates must be approved by the Council.

ARTICLE 16 POLICIES, RULES, PROCEDURES AND GUIDELINES

16.1 Establishment, Amendment, and Abolition of Policies

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Policies may be established, amended or abolished as provided for in each policy, subject to limitations which may be placed on establishment, amendment, or abolition by this bylaw document.

16.1.1 Required Statements

All SPE published policies shall include statements indicating:

16.1.1.1 Responsibility

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

16.1.1.2 Maintenance

The position or group responsible for maintenance of the policy;

16.1.1.3 Amendment

The mechanism to be used for amending the policy; and

16.1.1.4 Abolition

The mechanism to be used for abolition of the policy.

16.2 Rules, Procedures and Guidelines

Council may establish, annul or amend such Policies, Rules, Procedures, and/or Guidelines as the Council may deem necessary for the proper conduct of the Society's affairs, provided that such Policies, 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 Policies, Rules, Procedures and/or Guidelines shall be the same as required for the establishment of the original Policy, Rule, Procedure and/or Guideline.

16.3 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; Policy; 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.

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 First Council Presentation

The proposed amendment or new bylaw must be presented at any official meeting of the Council. If the amendment is seconded and passes by a majority of the votes cast, it shall then be forwarded to all Councilors and proxies for presentation to their respective constituent groups. It shall also be forwarded to the SPE Executive Office for presentation to the membership at large. If the proposed amendment fails for lack of a second, or if the proposed amendment fails to secure the needed majority, the amendment dies.

17.2 Membership Presentation

After a successful vote as a result of Article 17.1, the proposed amendment is to be promptly published to the membership at large.

17.3 Second Presentation and Final Vote

The motion must be presented for the second time at a regular or special Council meeting. To be adopted, the motion must pass by a two-thirds majority of the Council members voting.

17.3.1 Amendments to the Proposed Bylaw Amendment

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If the original motion is significantly changed (amended) (See also Article 17.3.1.1.) after the vote required in Article 17.1, the amended motion shall then be forwarded to all Councilors and proxies for presentation to their respective constituent groups. It shall also be forwarded to the SPE Executive Office for publication to the membership at large. The second presentation will be made and the final vote (as referred to in Article 17.3) taken at another Council meeting not on the same day as the approval of the change.

17.3.1.1 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.

17.4 Effective Date

Unless otherwise specified in the motion to amend, or prohibited by federal, state or local laws, the effective date of the amendment shall be thirty days after the motion to amend passes the final vote.

17.5 Dissemination

The Executive Director shall promptly publish the results of the voting in the Official Publication.

ARTICLE 18 LIABILITY AND INDEMNIFICATION

18.1 Actions Binding the Society

No act of any Officer, 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"

18.2 Indemnification

Every volunteer acting at the Society level on behalf of the Society, including members of the Council, the Society Executive Committee, 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 Committee 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

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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. The Society may also publish or sponsor, in any format or 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.