

**SOCIETY OF PLASTICS ENGINEERS
EXECUTIVE COMMITTEE MEETING
Pittsburgh Marriott City Center**

**Pittsburgh, PA
September 28-29, 2006**

MEETING AGENDA

Docket No.	Docket Item
1.	Welcome & Antitrust
2.	Roll Call
3.	Review of Schedules & Agenda
4.	Approval of Minutes
5.	President's Remarks
6.	Treasurer's Report-Budget Review
7.	Staff Report
8.	Review 2007-2008 Operating Plan
9.	Regionalization Update
10.	Liaison Reports
11.	HSM Update
12.	Foundation Update
13.	Bylaws Amendments & Policies
14.	ANTEC
15.	ANTEC 2009 TPC
16.	<i>Plastics Engineering</i>
17.	Old/New Business
18.	Housekeeping
19.	ADJOURN

SOCIETY OF PLASTICS ENGINEERS
EXECUTIVE COMMITTEE MEETING

Pittsburgh City Center Marriott
Pittsburgh, Pennsylvania
September 28 - 29, 2006

MEETING MINUTES

1. Welcome and Antitrust

President Womer called the meeting to order at 1:04 p.m., Thursday, September 28, 2006. Mr. Womer welcomed the group and reminded everyone that the meeting is operating under SPE's antitrust policy.

2. Roll Call

Individuals present for the meeting included:

- T. Womer, President
- V. Flaris, President-elect
- J. Szymankiewicz, Vice President/Treasurer
- P. Andersen, Vice President/Secretary
- W. O'Connell, Sr. Vice President
- R. Broome, Vice President
- W. Smith, Vice President
- H. Dilan, Vice President
- B. Arnold-Feret, Vice President
- K. Braney, Vice President
- L. Czuba, Past President
- Susan Oderwald, Executive Director

Additionally present for a portion of the meeting as guests were:

- Gail Bristol for a presentation on the Foundation
- Lesley Kyle for an update on changes to ANTEC
- Roger Ferris for an update on *PE* Magazine
- Tony Eagan – stopped by to meet the Executive Committee. He is VP / Publisher of *Plastics News*

Absent were:

- D. Cykana, Vice President
- S. McCord, Vice President
- K. Winkler, Prior Past President

3. Agenda/President's Comments

President Womer welcomed everyone to Pittsburgh. He reviewed the agenda. The group accepted the agenda as presented.

At the behest of Past President Len Czuba, a short update on Robert's Rules of Order was provided. In particular a review was done on making a motion and the subsequent details of how to follow it through.

4. Minutes

Secretary Paul Andersen moved that the Executive Committee approve the Executive Committee Meeting Minutes from July 27 - 29, 2006, as presented. The motion was seconded. They were discussed. They were amended to record that Vice President Hector Dilan was in attendance. The amended motion carried.

Secretary Andersen moved that the Executive Committee approve the minutes from the August 9, 2006, Executive Committee Teleconference as amended. The motion was seconded. They were discussed. The motion carried.

5. President's Remarks

President Womer highlighted some of the many activities he has undertaken as Society President. Additionally, he noted that the state of the Society is stable and he is excited about the many initiatives under development that will help the Society better serve its members as well as continue to secure financial stability.

6. Treasurer's Report – Budget Review

Treasurer John Szymankiewicz presented the financial update through August. The overall operating income is just below the level for last year at this time. It is right in line with the general trend for the last few years. However, our cash position is better than last year even though rebates were not paid in 2005. The income is tracking on budget, as well as direct expenses. Indirect expenses are tracking below budgeted amount.

The budget for 2007 that will be presented to Council for a vote was reviewed one final time. ANTEC and *Plastics Engineering* were again highlighted, ANTEC because of the new cooperation with *Plastics News* (Plastics Encounter at ANTEC) and *Plastics Engineering* because of the reincorporation of *PE Europe* into the magazine and the overall new emphasis on income generation.

In addition to the details of the budget numbers, there was discussion on how to make the information being presented more transparent. Several modifications will be implemented prior to the Council presentation.

7. Staff Report

Executive Director Oderwald highlighted several of the issues addressed in the written report, including the updates to be provided during this meeting by Lesley Kyle for ANTEC, Roger Ferris for *Plastics Engineering*, and Gail Bristol for the SPE Foundation. She also noted the cooperation with Maro Polymers Online to explore the possibility to create an “open source” online encyclopedia.

The complete report is available online at the SPE Website.

<http://extranet.4spe.org/council/index.php?dir=Pittsburgh%20Council%20Meeting/>

8. Operating Plan 2007-2008

President-elect Flaris reviewed the first draft of the operating plan. She requested that after this review the Executive Committee members provide feedback with respect to SOP's and committee membership.

The operating plan is organized as usual by Committees. Most of the goals are migrated with appropriate modifications for a smooth transition. There are a few committees that have some more significant changes in their objectives. These include the International Committee, ANTEC Committee, ANTEC Technical Program Committee, Communications Committee, SPE Europe (formerly European Coordinating Committee), Past Presidents Advisory Board, and Student Activities Committee.

There is a new committee, the India Coordinating Committee (an Advisory Board).

9. Regionalization Update

Vice President Barbara Arnold-Feret provided a brief overview on the status of the Sections reorganization question. Section Councilors have been polled to determine their thoughts on the issue. In general, the feeling is that Sections cannot continue with the traditional monthly meeting model. However, there are still a number of Sections that feel the current setup is working for them.

The above will serve as the basis for discussion at the Sections Meeting during this Council meeting. The real question is: “How will Sections provide member value in the future?”

10. Liaison Update

President-elect Flaris led the discussion on Section/Division and Committee liaisons. Each of the Executive Committee members provided an overview of their interactions. The full report is published on the SPE website.

In addition, Vice President Bill Smith presented an update on the Pinnacle award. A new presentation has been assembled to promote participation by Sections and Divisions. This will be reviewed by Sections and Divisions Committee and then posted on the website. He also presented a rubric that has been developed for SPE seminars evaluation.

Vice President Ken Braney provided a PowerPoint presentation on the current status and activities of SPE Europe, the new legal entity name.

11. HSM Update

Gail Bristol provided a presentation on the overall HSM program and a clarification of the most recent modifications for implementation for the 2007 submission year. She also provided a detailed review of the timeline. These modifications are based to a significant extent on a survey of an SPE leadership group in spring of 2006.

12. Foundation

SPE Foundation Director Gail Bristol provided an update on the Foundation. She reviewed the make-up the Board of Directors as well as the Foundation campaigns. They are targeting a number of different groups, including SPE leadership. Ms. Bristol also highlighted the grants and scholarships awarded in 2006 and the plans for 2007. Finally, she discussed the Foundation's financial status. The bottom line is that all is going well. In summary, net assets have increased by well over \$100,000 in the past year.

The meeting was recessed at 4:32 p.m. It was reconvened Friday, September 29, 2006, at 7:38 a.m.

13. Bylaw Amendments & Policies

Sr. Vice President Bill O'Connell provided a preview of the Bylaws and Policy presentation he will make to Council during this meeting.

Mr. O'Connell moved that the Executive Committee recommend to Council that Policy # 8 be approved. (Full text is shown in Appendix I.) The motion was seconded and passed. This policy deals with Antitrust. The full policy is attached for reference.

Mr. O'Connell moved that the Executive Committee recommend to Council that Policy # 4 be approved. (Full text is shown in Appendix II.) The motion was seconded and passed. This policy deals with Committees and Subcommittees. The full policy is attached for reference.

Considerable discussion followed about proposed amendments to the Bylaws.

Mr. O'Connell moved that the Executive Committee recommend to Council that Bylaw 4.3.12 be amended as presented and Bylaw 4.3.12.1 and 4.3.12.2 be added. The motion was seconded and passed.

Mr. O'Connell moved that the Executive Committee recommend to Council that Bylaw 4.3.13 be amended as presented and Bylaw 4.3.13.1 and 4.3.13.2 be added. The motion was seconded and passed.

Mr. O'Connell moved that the Executive Committee recommend to Council that Bylaws 14.7.9 and 14.7.10 be added. The motion was seconded and passed.

14. ANTEC

Lesley Kyle detailed the current status of the SPE/*Plastics News* agreement for the 2007 ANTEC. This event will be known as "Plastics Encounter at ANTEC 2007." The driving force for this cooperation is: More people, More value and More Profitability.

Ms. Kyle stressed that SPE will retain all responsibility for the technical programming. She also noted that these sessions will be extended through Thursday AM. *Plastics News* will be responsible for the show floor, which will open on Tuesday rather than Monday PM, as is currently the schedule.

15. ANTEC 2009 TPC

Lesley Kyle announced that the ANTEC Committee has nominated Dr. Gregory McKenna from a list of several candidates as their choice for ANTEC TPC for 2009. Ms. Kyle subsequently presented biographical information on Dr. McKenna.

Sr. Vice President Bill O'Connell moved that the Executive Committee recommend to Council that Dr. Gregory McKenna be approved as the 2009 ANTEC Technical Program Chair. It was seconded and approved.

16. *Plastics Engineering*

Roger Ferris presented an update on the current status of the *Plastics Engineering* metamorphosis. These include both editorial and organizational/design changes. For example *PE Europe* and *PE* are joining forces. This will provide 12 months of publication to Europe. The magazine will again be mailed to all members, including our non-North American members.

17. Old / New Business

Past President Len Czuba requested that the Executive Committee move into closed session to have a short PAC (Performance and Compensation) discussion. This portion of the meeting was to request decision from the Executive Committee regarding the intent to extend for an additional year our employment contract with Executive Director Susan Oderwald. A motion was made by Bill Smith and seconded to extend employment to Executive Director Oderwald for another year. After short discussion, the motion carried.

18. Housekeeping

President Womer reviewed the schedule for the balance of the weekend.


President-elect Flaris announced the tentative meeting locations for 2007-08:

ANTEC 2007 – Cincinnati
Summer – Nassau Bahamas
Fall – Irvine, CA
Winter – TBD
Spring – Vernon, NJ

19. Adjourn

- Vice President Barbara Arnold-Feret moved to adjourn the meeting. The motion was seconded. The motion carried. The meeting adjourned at 10:09 a.m.

Submitted by

A handwritten signature in black ink that reads "Paul Andersen". The signature is written in a cursive style with a large initial "P".

Paul Andersen
Vice President /Secretary

Distribution: Council, Past Presidents, Committee Chairs

Appendix I

Society of Plastics Engineers **Policy Number 008** **Antitrust**

Original Approval Date: July 14, 2001, by SPE Executive Committee

Original Effective Date: October 19, 2001

Revision Approval Date:

Revision Effective Date:

Scope:

- A. The purpose of the antitrust policy is to protect SPE's interest, when members, volunteers or staff gather or communicate, by prohibiting anticompetitive behavior and unfair business practices. This policy is intended to supplement but not replace any applicable state or national laws governing antitrust issues applicable to nonprofit and charitable corporations. This policy covers all SPE members, all SPE volunteers and all SPE Staff members.
- B. Antitrust laws prohibit agreements in restraint of trade, monopolization and attempted monopolization, anticompetitive mergers and tie-in schemes, and, in some circumstances, price discrimination in the sale of commodities, products, or services.

Responsibility for this Policy:

- A. Establishing Body: The SPE Council is responsible for establishment of this policy.
- B. Amendment or Abolition:
 - 1. Qualified Body: The SPE Council is the only group authorized to change this policy. This authority may not be delegated.
 - 2. Amendment or Abolition Mechanism:
 - a. This policy may be amended by a majority of the Councilors voting at a properly called Council meeting.

- b. This policy may be abolished only by a two-thirds majority of the Councilors voting at a properly called Council meeting.
- C. Maintaining Body: The Bylaws and Policy Committee, together with the Staff at Headquarters, is responsible for the maintenance of this policy.

Policy Definition:

- A. In any meeting **under the aegis of SPE**, formal or informal, of SPE members, volunteers, or staff, or in any SPE document, note, writing, or other communication, there can be:
 - 1. No discussion among members, volunteers, or staff, which attempts to arrive at any agreement regarding prices, terms or conditions of sale, distribution, volume, territories, or customers;
 - 2. No activity or communication which might be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods or services or any business entity from obtaining services or a supply of goods;
 - 3. No activity or communication which might be construed as an agreement to refrain from purchasing or using any materials, equipment, services or supplies of or from any supplier; or
 - 4. No other activity which violates antitrust or applicable laws aimed at preventing unfair competition.

Appendix II

Society of Plastics Engineers

Policy Number 004

Committees and Subcommittees

(See also SPE Bylaws Article 14.)

Original Approval Date:

Original Effective Date: (changes indicated in red)

Revision Approval Date:

Revision Effective Date:

I. Scope:

- A. The purpose of this policy is to outline the general protocols for the establishment and operation of SPE Committees. The protocols governing establishment of committees of SPE affiliate bodies (*e.g.* Division and Sections), will be outlined in the governing documents of those affiliate bodies and must be in general accordance with Robert's Rules of Order.

II. Responsibility for this Policy:

- A. Establishing Body: The SPE Council is responsible for establishment of this policy.
- B. Amendment or Abolition:

1. **Qualified Body:** The SPE Council is the only group authorized to change this policy. This authority may not be delegated.
 2. **Amendment or Abolition Mechanism:**
 - a. This policy may be amended by a majority of the Councilors voting at a properly called Council meeting.
 - b. This policy may be abolished only by a two-thirds majority of the Councilors voting at a properly called (per Bylaw Article 6.2.2) Council meeting.
- C. **Maintaining Body:** The Bylaws and Policies Committee, together with the Staff at Headquarters, is responsible for the maintenance of this policy.

III. Policy Definition:

A. Definitions:

1. **Note:** In this document, the words Committee and Subcommittee are used interchangeably, unless otherwise specified.
2. **Charter:** The purpose, range of task, scope of task, and authority of a committee; the committee's general operating precepts. A charter may be an independent document or enclosed in another document, *e.g.* meeting minutes.
3. **Committee:** A group organized to perform a specific task or tasks within a larger body.
4. **Subcommittee:** A subordinate body organized as part of a committee in order to assist the committee in its work; typically subcommittee members are a subset of the committee.
5. **Committee Levels of SPE**
 - a. **Standing Committee:** A committee whose establishment is required by the bylaws of SPE, and whose characteristics are generally described in the Bylaws. (*E.g.* Council Committee of the Whole, Executive Committee, Finance Committee). Standing Committees may be established or eliminated only through the formal bylaw change process.
 - b. **Regular Committee:** A committee or subcommittee, which traditionally continues in its existence but is not defined as a standing committee. Such committees must be renewed every year by the establishing position (*e.g.* President) or body (*e.g.* Council). Membership on such committees may be *ex officio* (defined by position, *e.g.*, Past Presidents' Advisory Board) or named by the establishing body or position (*e.g.*, Technical Advisory Board), or both. The characteristics of such bodies may be described in their charters, the SPE Operating Plan, or SPE policies. Regular committees may be established or

eliminated according to policies or by legislative action by the establishing body or position.

- c. *Ad hoc* Committee: A committee or subcommittee established to perform a specific task or objective. The characteristics of such a body shall be described in its charter; the responsibility for creating the charter is that of the establishing position or body. Such characteristics may be independent or may be included in another document, *e.g.* the SPE Operating Plan. *Ad hoc* committees may be established or eliminated according to policies, the committee's charter or by legislative action by the establishing body or position.
 - o III.A.5.c.1.Duration: An *ad hoc* committee exists from the time of its formation until the completion of its task, or the end of the term of the person or body which established the committee, whichever is shorter. An *ad hoc* committee may be reappointed by the appropriate body or position.

B. Establishment of Committees and Subcommittees

Within SPE, committees and subcommittees may be established several ways. In order of precedence, these ways are (*the item higher in the list taking precedence over the lower item*):

- National, State or Local laws
- The documents governing SPE (*e.g.* bylaws);
- Policies established by SPE;
- Action of the Council of SPE;
- Action of the presiding officer of SPE (typically, the SPE President), in accordance with Robert's Rules of Order;
- Action of the Chair of a specific SPE Committee

C. Population of Committees

1. Chair: The Chair of an SPE Society-level Committee shall be appointed by the SPE President. Ratification of such appointment shall be voted on by the SPE Council at the earliest opportunity. The chairs of subcommittees may be appointed by the Chair of the committee.
2. Members:
 - a. Unless otherwise stipulated in governing documents, the members of the committee may be named by the SPE President.
 - b. Unless otherwise stipulated in governing documents, all members of the committee not

named by the President may be named by the Chair.

3. Vice Chair: It is recommended that a Vice Chair be established.
4. Number: Unless otherwise stipulated in governing documents or the committee charter, a committee shall be composed of the Chair and a minimum of three other members.

Appendix III

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, shall 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, shall have a minimum of eighteen experience credits and shall have been a Senior Member in good standing for six consecutive years. ~~The level of Fellows of the Society shall at no time exceed one twentieth of the voting members in good standing in the Society.~~

4.3.12.1 *Fellows of the Society shall be elected by a two-thirds majority of a committee established for that purpose by these Bylaws.*

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; shall 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; shall have a minimum of eighteen experience credits and shall have been a Senior Member in good standing for six consecutive years. ~~The level of Honored Service Members shall at no time exceed one twentieth of the voting members in good standing of the Society.~~

4.3.13.1 *Honored Service Members shall be elected by a two-thirds majority of a committee established for that purpose by these Bylaws.*

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.*

14.7.9 Honored Service Member Election Committee

14.7.9.1. Membership

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

14.7.9.2. Responsibilities and Authority

14.7.9.2.1. 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.

14.7.10 Fellows Election Committee

14.7.10.1. Membership

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

14.7.10.2. Responsibilities and Authority

14.7.10.2.1. 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.