

SOCIETY OF PLASTICS ENGINEERS

EXECUTIVE COMMITTEE MEETING

**SAN JUAN MARRIOTT HOTEL
SAN JUAN, PUERTO RICO**

July 27-29, 2006

Docket No.	Docket Item
1.	Welcome & Antitrust
2.	Roll Call
3.	Agenda/President's comments
4.	Approval of Minutes
5.	Mapping the Future: Session I
5.	Pinnacle Update
7.	2007 Budget Presentation: Session I
8.	Officer Reports, Communicating with Council, Other Leadership
9.	Industry Liaisons
10.	Treasurer's Report
11.	Executive Director's Report
12.	ANTEC, PE Initiatives
13.	2007 Budget Discussion and Vote – Session I
14.	Mapping the Future: Session II
15.	Regionalization & Governance Restructuring
16.	Officer Reports
17.	Mapping the Future: Session III
18.	2007 Budget Discussion and Vote-Session II
19.	Performance and Compensation (PAC)
20.	Old/News Business
21.	ADJOURN

SOCIETY OF PLASTICS ENGINEERS
EXECUTIVE COMMITTEE MEETING

San Juan Marriott Hotel
San Juan, Puerto Rico

July 27 - 29, 2006

MEETING MINUTES

1. Welcome and Antitrust

President Womer called the meeting to order at 1:05 p.m. Thursday, July 27, 2006. Mr. Womer welcomed the group and reminded everyone that the meeting is operating under SPE's antitrust policy. He thanked both Executive Director Susan Oderwald and Vice President Hector Dilan for all their help in arranging the meeting.

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
- S. McCord, Vice President
- R. Broome, Vice President
- B. Arnold-Feret, Vice President
- D. Cykana, Vice President
- Hector Dilan, Vice President
- K. Braney, Vice President
- L. Czuba, Past President
- K. Winkler, Prior Past President

Additionally present as guests were:

- Marie Salzo, and part time via telephone Gregory Grudzinski and Lesley Kyle.

Absent due to illness in the family were:

- Executive Director, Susan Oderwald, and Vice President, Bill Smith

3. Agenda/President's Comments

Mr. Womer reviewed the agenda for Day 1. The group accepted the agenda as presented.

4. Minutes

Secretary Paul Andersen moved that the Executive Committee approve the Executive Committee teleconference meeting minutes from April 21, 2006, as presented. The motion was seconded. They were discussed. The motion carried.

Secretary Andersen moved that the Executive Committee approve the minutes from the May 5, 2006, Executive Committee meeting as amended. The motion was seconded. They were discussed. The motion carried.

Secretary Andersen moved that the Executive Committee approve the minutes from the May 7, 2006 Executive Committee meeting as presented. The motion was seconded. The motion carried.

Secretary Andersen moved that the Executive Committee recommend that Council approve the minutes from Council I on May 7 as presented. The motion was seconded. The Committee discussed the Council I Meeting Minutes from May 7, 2006. The motion carried.

Secretary Andersen moved that the Executive Committee recommend that Council approve the minutes from Council II on May 7 as presented. The motion was seconded. The Committee discussed the Council II Meeting Minutes from May 7, 2006. The motion carried.

Secretary Andersen moved that the Executive Committee recommend that Council approve the minutes from the Annual Business Meeting on May 8 as presented. The motion was seconded. The Committee discussed the Annual Business Meeting from May 8, 2006. The motion carried.

Secretary Andersen moved that the Executive Committee approve the minutes from the June 16, 2006 Executive Committee teleconference as presented. The motion was seconded. They were discussed. The motion carried.

5. Mapping the Future: Session I

A report on strategic trends that impact the association community was reviewed in preparation for the meeting. The topic was introduced by President-elect Flaris. There were 8 “Super Trends” identified that influence the business of associations. These were divided among Executive Committee members to review and report upon during the meeting as part of preparing the operating plan for 2007-2008. The Super Trends and assigned EC members to report are listed below.

1. Customers (Len Czuba, Bill O'Connell): The identity, wants, needs, behaviors, habits, values, and life situations of those who do business with us.
2. Competitors (Karen Winkler, Bill Smith): The identity, motives, strengths, weaknesses, current behavior, and potential behavior of associations that compete for our customers (members).
3. Economics (Sam McCord, Ken Braney): The market dynamics that affect the buying pattern of members and potential members.
4. Technology (Paul Andersen, Dan Cykana): The range of technological trends and solutions available to provide added value to our customers.
5. Social (John Szymankiewicz, Tim Womer): What values does SPE want to demonstrate? How do others see us? How to develop virtual connections while continuing with personal experiences.
6. Political (Hector Dilan, Vicki Flaris): The processes and influence of national, regional, and local governments as well as other power groups.
7. Legal (Hector Dilan, Vicki Flaris): The pattern of laws, lawmaking activity, and litigation that can affect our success.
8. Geophysical (Russell Broome, Barbara Arnold-Feret): Moving from an U.S.-centered model to a more localized model; partnering with local entities; developing membership packages that reflect diverse value priorities.

The first 4 of these Super Trends were presented and discussed on Day 1.

6. Pinnacle Update

The Pinnacle award recipients for both Sections and Divisions were reviewed by Prior Past President Winkler. Those Sections and Divisions that did not submit (but are believed to be candidates for the award) will be approached by the Executive Committee liaison to encourage them to apply. Each liaison will act as a facilitator to help the Section or Division as they prepare the application.

7. 2007 Budget Presentation

Treasurer John Szymankiewicz reviewed the final draft of the 2007 budget on an overview and line item by line item basis as proposed by the Finance Committee and reviewed at the June 16 Executive Committee teleconference. Additionally, comparisons between 2005 actual, 2006 budget, 2006 forecast, and 2007 proposal were presented.

The two most significant items for the budget are ANTEC and *PE* magazine updates. Treasurer Szymankiewicz reviewed these points in significant detail and addressed the questions raised with respect to these points.

8. Office Reports: Format for Better Communication

President-elect Flaris reviewed the current format and then lead a discussion on objectives of the report as well as the pros and cons of the current format. The key questions addressed were:

- 1) What are we trying to convey to Council?
 - a. Strategic issues?

- b. Activities?
 - 2) Are we effective?
 - 3) Is the frequency appropriate?
 - 4) Is the medium appropriate?
 - 5) Does this report allow for feedback?
 - 6) How interested are our councilors?

Based on the discussion, a new streamlined format will be evaluated on a trial basis.

9. Industry Liaisons

Prior Past President Winkler introduced a discussion to review with whom we as a society currently have a liaison relationship or with whom, based on intersecting technologies, we should seek to have a relationship.

The meeting was recessed at 5:02 p.m. It was reconvened Friday, July 28, 2006, at 8:08 a.m.

10. Treasurer's Report

Treasurer John Szymankiewicz provided a financial update for the first half of the year. He introduced the "Dashboard" graphical format for following the yearly financials. The income and direct expenses are tracking above the monthly average, but this is related to the front-loading of ANTEC income and expenses. The half-year operating surplus is running ahead of 2005.

Mr. Szymankiewicz stated his objective to have the Finance Committee migrate from looking at day-to-day operating numbers to a more strategic overview of operations and making sure that proper procedures are in place.

11. Executive Director Report

Because of the absence of Executive Director Oderwald, this report was rescheduled to the next Executive Committee teleconference.

12. ANTEC – PE Business Plans

In the absence of Executive Director Oderwald, Lesley Kyle presented an update on the ANTEC business plan.

Treasurer John Szymankiewicz reviewed the updated *PE* business plan. He discussed the rationale for the increased income projected for the 2007 budget. The additional key points noted were:

- 1) Cost Containment
- 2) Advertising growth based on the following magazine improvements:
 - a. Global monthly
 - b. Regional enhanced issues
 - c. Increase page count
 - d. Increased circulation (members + new subscription campaign)

- 3) Advertising growth based on new ad packages and tie-ins
- 4) Editorial Content Improvement
 - a. Freelance contributions to expand coverage with minimal cost
 - b. Enhanced international coverage

13. 2007 Budget Discussion and Vote

Treasurer John Szymankiewicz opened up the budget for discussion. Len Czuba moved that Executive Committee vote on Budget Scenario I in the absence of more detailed information on Budget Scenario II. The motion was seconded. It did not pass.

Further information on Budget Scenario II will be prepared and the discussion will be revisited during the Saturday portion of the meeting.

14. Mapping the Future: Session II

The final 4 reviews of the Super Trends were presented. Summary and discussion are scheduled for later in the meeting. See Section 17.

15. Regionalization & Governance Restructuring

Vice President Barbara Arnold-Feret reviewed the concept, issues, and implications associated with the topic. A key point made was that EC should maintain a forward-looking strategic perspective rather than a detail-based perspective. This served as a basis for discussion on issues such as:

1. What is good about our present governance structure?
2. What items need to be “fixed”?
3. What lessons have been learned from past efforts?
4. How should the Society be organized to represent members, represent the diverse businesses within the plastics community, and influence industry?

Discussion followed.

16. Officer Reports

Prior Past President Winkler gave a financial and status update on the SPE Foundation. The revenue for 2006 is up significantly with respect to 2005. The main reason is the increase in scholarships and scholarship awards. Expenses are also up, but the net differential is positive with respect to the prior year. The Foundation trustees have been secured. The Plastics Pioneers have turned over administration of their scholarship funds to the Foundation. Various annual campaigns are in progress for 2006.

The corporate-outreach program was reviewed by Ms. Winker, including background, objectives, progress to date, and next steps.

Past President Czuba updated the group on the nomination schedule for President-elect and Sr. Vice President.

Mr. Czuba reported on a contact he has had from a group called People to People. They are organizing an ambassadorial type visit to China focusing on the Plastics Industry. He will lead this trip during the spring of 2007.

Vice President O'Connell presented two additions to the Bylaws for recommendation to Council to make both the HSM and Fellows Election Committees standing committees. It was moved and seconded that Executive Committee recommend to Council that the SPE Bylaws be amended by the modification of Bylaw 4.3.12 and Bylaw 4.3.13 and the insertion of Bylaw 4.3.12.1 & 2 and Bylaw 4.3.13.1 & 2 and the addition of Bylaw 14.7.9 and Bylaw 14.7.10. (See Appendix I for complete text of proposed Bylaw modification, insertion and addition.) As such, there would be a first reading of these proposed Bylaw changes at the next Council meeting. The motion was defeated.

Vice President O'Connell then moved and it was seconded that the Executive Committee recommend to Council that the SPE Bylaws be amended by the modification of Bylaw 4.3.12 and Bylaw 4.3.13 and the insertion of Bylaw 4.3.12.1 & 2 and Bylaw 4.3.13.1 & 2. As such, there would be a first reading of these proposed Bylaw changes at the next Council meeting. The motion was defeated. The issue was sent back to the Bylaws & Policy Committee for review.

Vice President O'Connell moved that Executive Committee recommend to Council that Policy Number 5 (Appendix II) be approved. The motion was seconded and subsequently approved.

Vice President O'Connell moved that the Executive Committee recommend to Council that Policy Number 1 (Appendix III) be approved. The motion was seconded and subsequently approved under a mixed vote.

Vice President O'Connell moved that the Executive Committee recommend to Council that Policy Number 4 (Appendix IV) be approved. The motion was seconded and subsequently defeated. The Policy and EC recommendations were sent back to the Bylaws & Policy Committee for further review.

Vice President Braney reviewed the results of the most recent European Coordinating Committee meeting. One of the key points is that SPE now has official recognition in Europe. As such the board needs to elect a chair, chair-elect, secretary, and treasurer.

Vice President Hector Dilan reported on his liaison activities.

17. Mapping the Future: Session III

A summary of the common themes noted in the 8 Super Trend reviews was presented by President-elect Flaris. The top three will be incorporated into the development of the Operating Plan for 2007-08.

The meeting was recessed at 4:38 p.m. It was reconvened Saturday, July 29, 2006, at 8:01 a.m.

18. 2007 Budget Discussion and Vote

Treasurer John Szymankiewicz opened up the budget for discussion by presenting a comparison of Budget Scenarios I & II. Treasurer Szymankiewicz moved that Budget Scenario II be approved as presented. However, if economic or additional information becomes available before the next Council, then this budget would be modified accordingly and submitted for further review and reapproval. The motion was second and subsequently approved under a mixed vote.

Prior Past President Winkler moved that the Executive Committee endorse staff's efforts to continue to work on improved ANTEC models. This motion was seconded and approved.

19. Performance and Compensation (PAC) Discussion

Past President Czuba solicited feedback from the Executive Committee regarding performance against stated objectives for Executive Director Oderwald.

20. Old / New Business

- Vice President Barbara Arnold-Feret raised the question of the emphasis of the Pinnacle Award on certain activities. The matter was referred back to committee per the suggestion of Prior Past President Winkler.
- President Womer reviewed key dates for August and September.

21. Adjourn

- The next meeting of the Executive Committee will be a teleconference during the week of August 7, 2006. Exact date and time still to be determined.
- Vice President Sam McCord moved to adjourn the meeting. The motion was seconded. The motion carried. The meeting adjourned at 9:57 a.m.

Submitted



Paul Andersen
Vice President/Secretary

Distribution: Council, Past Presidents, Committee Chairs

Appendix I

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.

Appendix II

Policy Number 5 **Election of Officers**

(See also SPE Bylaws Article 7.4)

Original Approval Date:
Original Effective Date:
Revision Approval Date:
Revision Effective Date:

Scope:

The purpose of this policy is to outline the protocols for the election of the Society Officers.

Responsibility for this Policy:

Establishing Body: The SPE Council is responsible for establishment of this policy.

Amendment or Abolition:

Qualified Body: The SPE Council is the only group authorized to change this policy. This authority may not be delegated.

Amendment or Abolition Mechanism:

This policy may be amended by a majority of the Councilors voting at a properly called Council meeting.

This policy may be abolished only by a two-thirds majority of the Councilors voting at a properly called Council meeting.

Maintaining Body: The Bylaws and Policy Committee, together with the Staff at Headquarters, is responsible for the maintenance of this policy.

Policy Definition:

Definitions:

- Reference: Article 7.4. of the Bylaws (Elections and Appointments).
- Procedure:
 - First Ballot:
 - If the first ballot does not produce a simple majority,
 - 1.1 and there were initially five or more candidates for a given office, the field of candidates shall be reduced to those four

candidates and ties who have received the greatest number of votes;

1.2 or there were initially four candidates for a given office, the field of candidates shall be reduced to those three candidates and ties who have received the greater number of votes;

1.3 or there were initially three candidates for a given office, the field of candidates shall be reduced to those two candidates and ties who have received the greatest number of votes.

- Second Ballot:
 - If the second ballot does not produce a simple majority, the field of candidates shall be reduced to those two (2) candidates and ties that have received the greatest number of votes.
- This procedure shall be followed on each succeeding ballot until the successful candidate shall have received a simple majority of the votes cast.
- In the event of tie votes, balloting shall continue for not more than three such ballots. After three ballots resulting in a tie, the officer shall be elected by lot, such as a flip of a coin or drawing from a hat.
- Note that Bylaw 7.4.4. outlines the order of election: President-elect, Senior Vice President and Vice President(s) as required.
- Note that Bylaw 7.4.4. also requires that the names of 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
- Note that Bylaw 7.4.5. states that a simple majority of the votes cast shall determine election to office.

Appendix III

Policy Number 1
Policy on Policies

Original Approval Date:
Original Effective Date:
Revision Approval Date:
Revision Effective Date:

The following is the format to be used for all Society of Plastics Engineers governance policies.

Note: For the purposes of the Society of Plastics Engineers and its affiliate groups, a policy is defined as the course or method of action which shall be taken by SPE, SPE affiliate groups, or individuals when there are, or might be, multiple, reasonable courses of action available to be taken.

Appendix IV

Policy Number 4 **Committees and Subcommittees** (See also SPE Bylaws Article 14.)

Original Approval Date:
Original Effective Date:
Revision Approval Date:
Revision Effective Date:

Scope:

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.* Divisions 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.

Responsibility for this Policy:

Establishing Body: The SPE Council is responsible for establishment of this policy.

Amendment or Abolition:

Qualified Body: The SPE Council is the only group authorized to change this policy. This authority may not be delegated.

Amendment or Abolition Mechanism:

This policy may be amended by a majority of the Councilors voting at a properly called Council meeting.

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.

Maintaining Body: The Bylaws and Policy Committee, together with the Staff at Headquarters, is responsible for the maintenance of this policy.

Policy Definition:

Definitions:

- **Note**: In this document, the words Committee and Subcommittee are used interchangeably, unless otherwise specified.
- **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.
- **Committee**: A group organized to perform a specific task or tasks within a larger body.

- 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.
- Committee Levels of the SPE
 - 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.
 - 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.
 - *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.
 - 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.

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

Population of Committees

- 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.
- Members: Unless otherwise stipulated in governing documents, the members of the committee may be named by the Chair.
- 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.