

MILWAUKEE SECTION
SOCIETY OF PLASTICS ENGINEERS
BYLAWS

ARTICLE I

NAME

The name of the organization shall be the Milwaukee Section of the Society of Plastics Engineers, Inc.

ARTICLE II

PURPOSES

The purpose of the Section is to provide and promote education and science in the field of plastics engineering within Milwaukee and its outlying areas.

ARTICLE III

MEMBERSHIP

Members of the Society of Plastics Engineers may choose to be a member of The Milwaukee Section of the Society of Plastics Engineers, regardless of their location. Members shall maintain the same grade of membership as assigned by the Society of Plastics Engineers. Member grades consist of: Distinguished Members, Fellows of the Society, Honored Service Members, Honorary Members, Senior Members, Members, Affiliate Members, Student Members, and Student Affiliate Members.

ARTICLE IV

GOVERNING AUTHORITY

The Section is incorporated under and shall be governed by the laws of the State of Connecticut.

ARTICLE V

BOARD OF DIRECTORS

Section 1. **Functions.** Management of the Section is vested in a Board of Directors that meets at least five (5) times a year. The Board is responsible for the following:

- 1) Establishment and amendment of Section Rules and Operating Procedures
- 2) Adoption of the annual budget

- 3) Election of Section Officers
- 4) Election of interim Councilor and Directors
- 5) Authorization requests for Technical Conferences of the Society of Plastics Engineers (“SPE” or the “Society”)
- 6) Authorization of special fundraising activities
- 7) Approval of appointments of Committee Chairs
- 8) Approval of annual audit and financial reports

Section 2. Board Composition. The Section Board of Directors is composed of at least nine (9) elected Directors, Section Officers, Council Representative, and Immediate Past-President. Their terms of office are as follows:

- 1) Elected Directors - three years

Section Officers:

- 1) President - one year
- 2) President-elect - one year
- 3) Secretary - one year
- 4) Treasurer - two years
- 5) One or more - one year
- 6) Vice-Presidents (optional) - three years
- 7) Councilor (Council Representative) - three years
- 8) Immediate Past-President - one year

All Board of Director Officers shall start their new term on July 1. The Treasurer shall start their new term on July 1 and run concurrently for the full two (2) years. The Councilor shall start their new term on July 1 and run concurrently for the full three (3) years.

Section 3. Vacating Board Positions. A Section Board of Directors will declare a position vacated upon receipt of a letter of resignation from said individual. The individual vacating their position will notify the Section Board of Directors in the following manner. The individual will choose from a letter presented at a Board of Directors meeting or a letter sent by first class mail or notification by e-mail. The choice of notification must be addressed to the Section President or President-Elect in the event there is no Section President at the time of resignation. Also the Board may declare a seat vacant whenever a Board Member fails to meet eligibility requirements, fails to perform duties, or for any other cause the Board justifies for removal. Removal for failure to perform requires a two-third-majority vote of all Board Members. Directors and Officers failing to attend two (2) consecutive Board meetings will be considered to have resigned their elected positions, except for excused absences.

Section 4. Interim Elections. When a vacancy occurs, the Board will elect an interim Officer, Director, or Councilor to complete the fiscal year, or complete the term of office if more than one (1) year remains. The voting members of the Board of Directors will administer the

procedure for an Interim Election. The person who holds the Chair position for the general election will also Chair the procedure. The following is the procedure for this election.

- 1) Receive a letter of resignation from the individual as prescribed in Article 5, Section 3, or the seat is declared vacant by the voting members of the Board of Directors, as prescribed in Article 5, Section 3.
- 2) Contact, by phone, the individuals who have expressed an interest to hold a seat on the Board of Directors. This can include, but is not limited to, individuals who ran for a Board position and were not elected in past elections.
- 3) At the next scheduled Board of Directors meeting, ballots with the individual(s) name on it will be handed out to Board Members with voting privileges only. If a voting Board Member is unable to attend the scheduled meeting, they will not be allowed to vote by proxy.
- 4) The individual(s) seeking the vacated Board position will be voted on by secret ballot. Election to the position is by a simple majority vote.
- 5) In the event of a single candidate for a single Board position, the voting privileged Board Members will vote upon the individual by secret ballot only. One round of voting is only necessary.
- 6) Procedure for two (2) candidates for a single Board position.
 - (a) If there are two (2) candidates for a single position, and the first ballot produces a tie vote, the ballots will then be resubmitted to the voting privileged Board Members.
 - (b) If there is a tie again, the ballot is resubmitted to the voting privileged Board Members. Balloting will not continue for more than three (3) ballots.
 - (c) If there is a tie, then the new Board Member is selected by the flip of a coin.
- 7) Procedure for more than two (2) candidates for a single Board position.
 - (a) If there are more than two (2) candidates for a single position, and the first ballot does not produce a majority vote, than the candidate receiving the least votes will be dropped from the ballot. The ballot is then resubmitted to the voting privileged Board Members.
 - (b) If there is a tie again, the ballot is resubmitted to the voting privileged Board Members. Balloting will not continue for more than three (3) ballots.
 - (c) If there is a tie, then the new Board Member is selected by the flip of a coin.
 - (d) The individual winning the election will assume the vacated position with the longer (longest) term remaining. The remaining position will then fall under the guidelines of Article V, Section 4, Paragraph 6.
- 8) Ballots will be collected by the Election Chairperson and tabulated. A second voting privileged Board Member will also count and verify the ballots.
- 9) The individual(s) elected will immediately assume the vacated Board position to serve out the remaining term.

Section 5. Meetings. Meetings of Board of Directors are called by the President and must be held at least five (5) times each year. A quorum will exist when the majority of Board Members are present. Written notice and the Order of Business (agenda) is prepared by the President of

the Section, and must be sent to all Board Members and Committee Chairs at least one week prior to each meeting.

Section 6. Duties of Officers. In addition to responsibilities as a Section Director and other duties outlined herein, the President or Section Rules and Operating Procedures may delegate additional duties to be performed by a Section Officer.

Section 7. Section Executive Committee. A Section Board may authorize an Executive Committee to act on its behalf between meetings and to serve as a steering committee.

- 1) Composition - The Executive Committee of the Section will consist of the Officers, Past-President, and Councilor.
- 2) Limitation of Powers - The Executive Committee is subject to the Section, Rules and Operating Procedures, if any. Any action taken must be in harmony with the actions of the Board. Only expenditures provided for in the budget and approved by the Board are allowed.
- 3) Minutes - Minutes of each Executive Committee meeting will be distributed promptly to all Board members by the section Secretary. Upon the request of three (3) or more Board members any committee action must be submitted to the Board for consideration.
- 4) Meetings - the Section President designates the location and time of meetings. A meeting can be called upon the request of any three (3) members of the Executive Committee and at least a seven (7) day notice must be given prior to each meeting. However, this notice can be waived provided at least three-fourths of the Executive Committee agrees. A quorum will consist of a simple majority. No proxies may be accepted.

ARTICLE VI

SECTION ELECTIONS

Section 1. Section Elections. There are two (2) types of election procedures. One is the election of Directors by the Section membership. The second is the placement of those elected Directors to their positions on the Section Board of Directors. During the election of Directors by the Section membership, the Section membership will receive either a written hard copy or electronic notification. Both will include detailed instructions on properly casting the ballot. Written hard copy is the actual ballot that will be cast. Electronic notification will instruct voting members to access a secure area of the Milwaukee Section web site. Properly following the instructions on the ballot will ensure the ballot will be classified as valid and the vote will be counted. At the close of each fiscal year, the last day of June, those completing their three (3) year term on the Board of Directors will expire. Directors are elected at the same time as the

Councilor. Voting Board members elect section Officers annually at the May Board of Directors meeting only. The Nominating Committee runs the election. All Officers serve for a term of one (1) year, unless other wise noted in Article V, section 2. All terms shall commence July 1, the start of the new fiscal year immediately following the election.

Section 2. Section Nominating Committee. The committee, which is made up of the Immediate Past-President and/or elected Section Board of Directors member(s), will nominate eligible members for each vacancy for the next fiscal year. In the event the Immediate Past-President chooses not to be part of the Section Nominating Committee, notice must be given to the current Section President. This can be done by telephone, first class mail or by a hand delivered letter to the current Section President. Nominations are required annually for Officers and Directors, with exception of the following two (2) positions: Treasurer, which shall be every other year, Councilor, which shall be every third year.

Section 3. Eligibility of Members to Serve. Every Board Member must be a member of the Society of voting grade in good standing at the time of nomination, election and during their term. To be eligible for election as a Section Officer, a candidate must be a Section Director at the time of the nomination. The Councilor may not serve as a Section Officer during their term as Councilor. Certain members are restricted or have limited eligibility to serve on the Board of Directors.

- 1) The following are eligible to vote and to hold Section office: Members, Senior Member, Fellows, Honored Service Members and Distinguished Members.
- 2) The following can vote and hold office, except Councilor or Society office: Affiliate member.
- 3) The following are not eligible to vote and hold office: Student, Student Affiliate and Honorary Member.

Section 4. Election of Officers. At the May Board of Directors meeting, the Section Nominating Committee will nominate from the eligible Directors, at least one (1) but no more than three (3), candidates for the positions of: President-Elect, Secretary. For the office of Treasurer and Councilor when prescribed in Article 5, Section 2. The office of President for the next fiscal year shall be the current President-Elect. If the current President-Elect position is vacant, the election of Officers is to include the position of President. All terms shall commence July 1, the start of the new fiscal year immediately following the election.

- 1) The criteria for officer position eligibility are as follows:
 - a) There may be no more than three (3) candidates for each position
 - b) A candidate must be a member in good standing
 - c) A candidate must have indicated a willingness and ability to serve
 - d) All candidates must be members of the Board of Directors at the time of nomination

- e) Directors completing their terms in fiscal year can be nominated
- f) Nominations can be made by any Director, if accepted, seconded, and the nominee gives consent

Section 5. Election Procedure for Section Officers. This procedure is for Board of Director members once the Section has voted the individual on the Board. If more than one (1) nomination for an office is made, election will then be by secret ballot voted by the Board of Directors. Election to office is determined by a simple majority vote, no proxy ballots are permitted. If there are more than two (2) candidates, and the first ballot does not produce a majority vote, than the candidate receiving the least votes will be dropped from the ballot. The ballot will be repeated until one candidate receives the majority vote.

Officers are elected in the following order: President (if required as stated in Article VI, Section 4), President-Elect, Secretary, Treasurer (if required as stated in Article VI, Section 4), and Councilor (if required as stated in Article VI, Section 4). The President-Elect will, without being contested, assume the role of President at the start of the next fiscal year. In the event the incoming President's three (3) year term on the Board of Directors ends prior to assuming office, the incoming President shall fulfill the term as President with all voting rights intact.

Section 6. Election of a Council Representative. The Section Nominating Committee will nominate at least one (1) eligible member of the Section for the office of Councilor in the year the current Councilor's three (3) year term expires or in the event of a vacancy more than one (1) year before the Councilor's term expires.

- 1) Nominations will be considered at a meeting of the Board of Directors. Nominees may be accepted or rejected by majority vote. Nominations may be made from the floor, if seconded and if the nominee gives consent.
- 2) The Board will select at least one (1), but no more than three candidates. If more than three (3) individuals are nominated; the Board will select, by secret ballot, those three (3) names to appear on the ballot for the general election.
- 3) A Councilor is allowed to serve two (2) consecutive three (3) year terms. In the event that no single candidate comes forward for the position of Councilor, and that position is available, then the Section Board of Directors will nominate and elect an individual for a one (1) year interim position. This position can include, but not limited to, the current out going Councilor even if they have already served two (2) consecutive three (3) year terms. This position will hold with it all voting rights as prescribed by the Milwaukee Section of SPE and SPE International. At the end of the one (1) year term, this position will then be made available. Nomination of an individual(s) by the Section will then take place. The general voting membership will then determine, under the guidelines set forth in Article VI, Section 8, who will hold the position of Councilor for the Section. This position will be a full three (3) year term.

Section 7. Election of Directors. This procedure will be used for the general election of members to the Board of Directors. Nominations are carried out at the time and in the manner prescribed for Councilor. At the close of each fiscal year, those Directors whose term has expired will retire. On the ballot the names of candidates shall be listed either alphabetically or in a random manner. Voters will be instructed on the maximum number of votes to cast. There will also be a space for an equal number of write-in-candidates.

Section 8. Election Procedure. Councilors and directors shall be elected as follows:

- 1) An individual is nominated for election. The nominee then gives consent.
- 2) Ballot is sent to all voting members affiliated within the Section.
- 3) Ballots are returned then counted. Majority vote wins.
- 4) In the case of a tie, the officer is selected by the flip of a coin. The coin toss will be conducted by the current Section President and witnessed by a quorum of the Board of Directors. The individual who will call the coin will be determined by which candidate has the lowest SPE Member ID number.

Section 9. Balloting. Between February 1st and February 15th, the Nominating Committee will send either hard copy election ballots or electronic notification to all SPE Section members in good standing. SPE International defines “member in good standing” as an individual whose annual dues are paid in full for the current fiscal year. There will be two (2) forms of balloting allowed. First will be a hard copy ballot. This will be sent to those members who do not have an email address and/or receive their monthly newsletter in a hard copy format. Second will be an electronic ballot system. This notification will be sent to members who receive their monthly newsletter electronically. Members will cast a ballot using first class mail for hard copy ballots or secure electronic balloting from the SPE Milwaukee website. A hard copy ballot will include the following:

- 1) Name of Section.
- 2) Instructions on how to properly vote.
- 3) Designated area for SPE Member ID.
- 4) Names of candidates.
- 5) Information on candidates (i.e. education, experience, SPE activities, etc.)
- 6) Space for an equal number of write-in-candidates.

- 7) Instructions on how to properly cast ballot.
 - i. For returning a hard copy ballot, it is to be returned using first class mail to the Section Nominating Committee supplied on ballot.
 - ii. For electronic voting. The SPE member will access the SPE Milwaukee website using a secure access. Once at this area, instructions will be provided at this area on the proper procedure to cast the vote.
- 8) A notice that the polls will close at 12:00 Midnight at the end of the first full week in March. The Section Nominating Committee sets the exact date. This will be determined by the calendar of the year the election is held.

Section 10. Secure Website Instructions. A secure area on the SPE Milwaukee Section Website will allow members the viewing and voting for the candidates. After the member selects send, a confirmation page will display with the information provided. The member will then be asked to print the page shown for his or her own records. An email with the ballot submitted online will be sent to the Nominating Committee at this time. A journal entry will be made in an online voter record log. This online voter record log of ballots submitted will be used to tabulate the votes. Included in this log will be the members SPE ID number and ballot. This will be used to verify the information provided in the online voter record log that it is correct. The web page will include the following.

- 1) Instructions on how to properly vote.
- 2) Designated area for SPE Member ID number.
- 3) Names of candidates.
- 4) Information on candidates (i.e. education, experience, SPE activities, etc.)
- 5) Space for an equal number of write-in-candidates.
- 6) Instructions on how to properly cast ballot.
- 7) A Submit button
- 8) A Reset button
- 9) A Section member shall be allowed to revote and resubmit their vote as many times as needed during the time period allowed. This is only for online voting, not hard copy mail in ballots.
- 10) The following information will need to be entered in order to validate the online ballot.

i. SPE Member ID number

Section 11. Counting of Ballots. The Nominating Committee will verify that each ballot returned is that of a voting-class-member (member in good standing). All hard copy ballots returned or submitted must have, from the person casting the ballot, their SPE Member ID number entered on it. All electronic ballots submitted must have, from the person casting the ballot, their SPE Member ID number entered on it. Failure to do so will result in an illegal ballot and will not be counted. This will be verified from a current membership list supplied by the Section Membership Chairperson. All valid ballots will be delivered to the Section Election Inspectors Committee by March 15th. The Section Inspectors Committee will count all ballots and submit the results to the Board of Directors on or before March 30th.

In the event of no tie on votes, the candidate receiving the majority votes will be elected. In the event of a tie vote for the last remaining Board position, the individual who will hold that position will be determined under the guidelines set forth in Article VI, Section 8, Paragraph 4. Notification will be made to all candidate(s) by April 15th. All ballots will be retained by the Milwaukee Section of SPE for three (3) years, and will be delivered to the Board for examination if so ordered.

ARTICLE VII

BOARD POSITIONS

The members of the Board of Directors and Officers shall fulfill those duties prescribed by the laws of the State of Connecticut.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Section shall be July 1 to the 30th day of June the following year.

ARTICLE IX

COMMITTEES

The Section shall establish and operate committees as described in the Society's Section Operational Guidelines.

Section 1. Material Auction. As of May 14, 2002 all future material auctions will be run and managed by the Education Foundation, not the Milwaukee Section. The Education Foundation

will keep the net proceeds from the auction. The Milwaukee Section is not to be liable for any expenses incurred during the course of the Material Auction.

ARTICLE X

SEPARATE LEGAL ENTITIES

The Section is a legal entity, separate from the Society. The Section is not responsible for the debts or obligations of the Society and the Society is not responsible for the debts or obligations of the Section.

ARTICLE XI

AMENDMENTS

These bylaws may be amended by the Board of Directors with the approval of the Council of the Society.

ARTICLE XII

OPERATING BUDGET

The Section shall provide an annual operating budget. This budget shall be provided by the Section Treasurer and approved by the voting members of the Section Board of Directors by the end of the 2nd Board of Directors meeting of a new fiscal year.

Section 1. Education Foundation. The Section shall no longer be allowed to include in any way any Education Foundation donations in the annual operating budget.

ARTICLE XIII

SEXUAL HARASSMENT POLICY

The Milwaukee Section of the Society of Plastics Engineers seeks to provide an environment favorable towards the stated goals of the Society which is to promote the scientific and engineering knowledge relating to plastics. Toward that end, the Society seeks to provide an atmosphere that is free from sexual harassment of any kind.

Sexual harassment can contain a singular, or multiple incidents of unwelcome sexual advances, requests for sexual favors, physical contact of a sexual nature, or verbal contact of a sexual

nature. Sexual harassment can take place among persons of the same or opposite sex. Sexual Harassment could consist of, but is not restricted to:

- Sexually oriented jokes, innuendos or comments of a sexual nature;
- Lewd, suggestive and or obscene gestures;
- Leering, pinching, or touching of a sexual nature;

Any member who engages in sexual harassment is subject to discipline up to and including expulsion from the Society.

Any member who is a victim of sexual harassment in connection with Milwaukee SPE activities should report any incident to a member of the Milwaukee Society of Plastics Engineers Board of Directors.

(Sexual Harassment Policy was adopted on May 14, 2002)

ARTICLE XIV

CODE OF ETHICS

- A) Declaration of Policy: The purpose of this Code of Ethics is to establish guidelines for ethical standards of conduct for all such board members and all those associated with by setting forth those acts or actions that are incompatible with the best interest of the Milwaukee Section. The provisions and purpose of this Code of Ethics and such rules and regulations as may be established are hereby declared to be in the best interest of the Milwaukee Section.
- B) Criminal Conduct: The Milwaukee Section hereby states its intention to abide by federal, state and local laws in the operation of the Section. We further state that all elected, appointed members; be they members of boards, committees, commissions, or foundations of the Section will abide by such laws. In the event of suspected criminal activities, then it is the duty of the Section President or Executive Committee of the Milwaukee Section to notify proper authorities.
- C) Dedications: All officials and members of the Board of Directors should be loyal to the objectives expressed by the Section and the programs developed to attain these objectives. Appointed members should adhere to the rules and work and performance established as the standard for their position by the appropriate authority.
- D) Standards of Conduct: Mutually respectable conduct as recognized by conventional business practice is expected by all Board of Director members, elected or appointed; be they members of boards, committees, commissions, or foundations of the Section. Any such individual or individuals suspected of violating said practice will be referred to the Section President or Executive Committee for further action. Recognized forms of violation are said to be; not limited to; personal, business, racial, ethnic, religious or

sexual, slanderous comments, both verbal and or written.

- E) Jurisdiction of Ethics Board: The Milwaukee Section President or Executive Committee shall administer and enforce the provisions of this Code of Ethics.
- F) Severability: If any provision of this Code of Ethics is invalid or unconstitutional, or if the application of this Code of Ethics to any person or circumstances is invalid or unconstitutional, as determined by a Court of Record, such invalidity or unconstitutionality shall not affect the other provisions or applications of this Code of Ethics which can be given effect without the invalid or unconstitutional provision or application.

(Code of Ethics was adopted on October 8, 2002)

ARTICLE XV

EDUCATION FOUNDATION BOARD OF DIRECTORS ELECTIONS

Section 1. Foundation Elections. Voting privileged Board members elect eligible candidates annually at the May Board of Directors meeting. The Nominating Committee runs the election and will nominate from the eligible members of the Milwaukee Section of SPE for a position on the Education Foundation. All terms shall commence July 1, the start of the new fiscal year immediately following the election.

Section 2. Eligibility of Members to Serve. Nominees for the Education Foundation Board of Directors shall only be a current member in good standing in the Society of Plastics Engineers Milwaukee Section.

Section 3. Nominating Committee. No Milwaukee Section SPE member may be on the Nominating Committee if he or she chooses to be on the current election ballot for the Education Foundation Board of Directors. The Nominating Committee shall be the Immediate Past-President of the Milwaukee Section Board of Directors and a representative from the current Education Foundation Board of Directors. In the event the Immediate Past-President chooses not to be on the Nominating Committee a representative that is approved by the current Milwaukee Section Board of Directors shall be on the Committee. The Nominating Committee Chairperson shall be the representative from the Milwaukee Section Board of Directors. The Nominating Committee will nominate eligible members for seats on the Education Foundation Board of Directors for the next fiscal year. Nominations are required annually for the members of the Education Foundation Board of Directors whose term is ending, has ended or has been vacated.

Section 4. Nomination Procedure. Section members choosing to be nominees shall contact

the Nominating Committee Chair for acceptance to be placed on the current ballot. This shall be done during the time outlined in this section.

- 1) Notice shall be made to the Milwaukee Section of SPE during the first (1st) full week in February prior the election. Notice shall be in the Section newsletter and on the Section web site. Acceptance of nominees shall close at 12:00 Midnight at the end of the first full week in March. The Section Nominating Committee sets the exact date. This will be determined by the calendar of the year the election is held.
- 2) A complete list of all nominees shall be made available to the Section Board of Directors at the March Board meeting.
- 3) Nominees shall provide a self biography and reason why they are qualified to be on the Foundation Board.

Section 5. Election Procedure. The procedure for electing a Milwaukee Section member to the Education Foundation is as follows.

- 1) A member in good standing is nominated by the Section Nominating Committee Chair and the member must accept being nominated.
- 2) The current Section Board of Directors shall vote on accepting the nominee to a position on the Education Foundation Board of Directors.
- 3) Voting may be by voice vote or by secret ballot. In the event there are more nominees than Board positions, the election shall only be by secret ballot. A simple majority vote shall determine the acceptance of the individual to the Foundation Board. The election procedure continues until all available positions on the Education Foundation Board of Directors are filled.

So written on January 9, 2007
Edward P. Marek
Constitution and Bylaws Chairman