

**BY-LAWS**

**OHIO RUBBER GROUP, INC.**

**A SUBDIVISION OF THE RUBBER DIVISION, ACS**

**ARTICLE I**

**NAME, HEADQUARTERS, AND FISCAL YEAR**

SECTION 1: This organization shall be known as the Ohio Rubber Group, Inc. hereinafter referred to as the "GROUP".

SECTION 2: The GROUP headquarters shall be in the County of Summit, State of Ohio, with the principal office location being determined by the Board of Directors.

SECTION 3: The GROUP shall be a Subdivision of the Rubber Division of the American Chemical Society hereinafter referred to as the "DIVISION", which is itself a division of the American Chemical Society hereinafter referred to as the "SOCIETY" under the bylaws of those organizations.

SECTION 4: The GROUP shall operate on a calendar year beginning January 1 and ending December 31.

**ARTICLE II**

**PURPOSE**

SECTION 1: To provide educational programs, technical resources and other vital services for people associated with the rubber, plastics & polymer related industries.

SECTION 2: Serve as a medium and forum for the communication of technical information that contributes to the professional growth of members and the disciplines in which they serve.

SECTION 3: Providing a venue for individuals, institutions, affiliated industries and organizations to network, act upon issues and opportunities of common interest, within the guidelines of antitrust laws.

SECTION 4: Provide opportunities for individual members to develop personally and professionally through participation in activities of the GROUP.

SECTION 5: Cooperating with the SOCIETY and its DIVISIONs and with other scientific and professional organizations whose interests parallel or overlap those of the GROUP in scientific, technological, and professional matters.

SECTION 6: The bylaws of the GROUP are subject to the Constitution and Bylaws of the SOCIETY and the DIVISION, which supersede all conflicting motions, rules, and bylaws, of any nature whatsoever, previously enacted by the GROUP.

**ARTICLE III**

**MEMBERSHIP & ELIGIBILITY**

SECTION 1: Any person of good character associated with the rubber, plastics and closely affiliated industries shall be eligible for membership. Such person shall have full voting rights and privileges of membership together with the liability for dues and assessments as hereinafter set forth by the Board of Directors. A member to be in good standing for a fiscal year must have paid their dues.

SECTION 2: An Emeritus member shall enjoy all the privileges of regular membership and shall be exempt from paying dues and assessments. To qualify for Emeritus Membership, the following criteria must be met:

(A): Member must have attained the age of sixty-five (65) years and be retired from active work.

(B): Member must have a minimum of ten (10) years membership in the GROUP. The 10 years can include 7 years with another rubber group associated with the Rubber Division, ACS provided the last three years are with the GROUP and/or with the Akron Rubber Group or the Northeast Ohio Rubber Group.

(C): An application for Emeritus Membership containing the person's name, birth date and membership history must be sent to the Membership Chair who shall verify the member's qualifications. If valid, the application shall be presented to the Board of Directors for approval.

SECTION 3: All Past Chairs of the GROUP shall be awarded Life Membership. A Life Member shall enjoy all the privileges of a regular member and shall be exempt from paying dues and assessments.

SECTION 4: All life and emeritus members from the former Akron Rubber Group and Northeast Ohio Rubber Group will be accorded the same privileges in the new GROUP.

## **ARTICLE IV**

### **FINANCES**

SECTION 1: The Board of Directors shall determine the annual dues. The dues shall be established at a level consistent with the sound financial operation of the GROUP.

SECTION 2: As the occasion may demand, the Board of Directors may impose assessments to implement the efficient operation of the GROUP, subject to the approval of a quorum of members at a regular scheduled meeting of the GROUP.

SECTION 3: The Treasurer and Finance Committee Chair shall submit a proposed budget to the Executive Committee at the first board meeting of the year. The Executive Committee shall then adopt a budget for the current fiscal year.

## **ARTICLE V**

### **OFFICERS & DUTIES**

SECTION 1: The officers of the GROUP shall be Chair (who shall be a member or affiliate of the DIVISION), Vice-Chair, Treasurer, and Secretary. They shall assume office on January 1, following their election and shall serve in such capacity for one (1) year or until their successor has been duly qualified. The Councilor and Alternate Councilor will maintain a 3-year position once elected by the GROUP. The Executive Committee shall consist of the four (4) elected officers, Councilor (or in their absence Alternate Councilor) and the Area Director (or in their absence, the Alternate Area Director). No officer or committee member shall receive monetary compensation for his/her service as such. No one shall hold more than one position on the Board of Directors at any time.

SECTION 2: The order of succession of the officers shall be: Secretary, Treasurer, Vice-Chair and Chair. Once elected to the position of Secretary, that person shall automatically move through the officer positions in the following fiscal years.

SECTION 3: The GROUP shall have a Board of Directors consisting of the Executive Committee and committee chairs. There shall be no more than fifteen (15) committee chairs and all shall be appointed by the Chair. The GROUP shall have a Resident Agent, registered with the State of Ohio, appointed by the Chair, subject to the approval of the Board of Directors.

SECTION 4: (A): The duties of the Chair shall be those normally performed by that officer. The Chair shall preside at all meetings of the GROUP and at all meetings of the Executive Committee and the Board of Directors. The Chair shall, appoint at the first meeting of the year, all committee chairs except those specifically provided for elsewhere. The Chair shall also be responsible for submitting the annual report and other documents required by the DIVISION's "Operational Manual for Subdivisions" to the DIVISION's Executive Director.

(B): The Vice-Chair shall assume all responsibilities for the Chair in the latter's absence. The Vice-Chair shall automatically become Chair of the GROUP the year following his/her tenure as Vice-Chair.

(C): The Treasurer shall have charge of all funds of the GROUP and shall make disbursements subject to the approval of the Executive Committee. The Treasurer shall present a financial statement at each Board Meeting of receipts and disbursements,

and an annual statement to the Auditing Committee. He or she shall also be responsible for submitting the required annual financial documents to the DIVISION's Accounting Manager in accordance with SOCIETY regulations. Prior year's taxes must be submitted by the Treasurer to the Rubber Division ACS, once they have been completed by the accountant, no later than May 15 of the current fiscal year.

(D): The Secretary shall be responsible for all books and records of the GROUP except those specifically belonging to another officer or committee chair of the GROUP. The Secretary shall record, maintain and distribute the minutes of all Board and Executive Committee Meetings.

(E). Councilor and Alternate Councilor shall serve a three -year term. The Councilor and Alternate Councilor act on behalf of the GROUP. A Councilor and Alternate Councilor function includes participation in the deliberative actions of the Group, and may also include participation in its committees, subcommittees and other governance. The Councilor and Alternate Councilor are the direct interface between the members of the GROUP, the Executive Committee and other Committees.

SECTION 5: The Area Director and Alternate Area Director shall be elected by members of the DIVISION to serve as the representative of the GROUP on the Executive Committee of the DIVISION. The Area Director and Alternate Area Director must be Members of the DIVISION and Members or Associate Members of the SOCIETY

SECTION 6: Vacancies in elected offices shall be filled as follows:

(A): If the office of Chair becomes vacant, the duties of that office shall be assumed by the Vice-Chair for the remainder of the fiscal year. The Vice-Chair shall retain the title and duties of the Vice-Chair and shall automatically become Chair the succeeding fiscal year.

(B): If the office of Vice-Chair becomes vacant, that office shall be filled by an appointee of the Chair subject to the approval of the Board of Directors at the next scheduled meeting of the GROUP. Said appointee shall NOT automatically become Chair the following fiscal year. Said appointee shall stand for election to the office of Chair at the next election.

(C): If the office of Secretary or Treasurer becomes vacant, that office shall be filled by an appointee of the Chair subject to approval by the Board of Directors. The appointed Secretary or Treasurer shall stand for election to the succeeding office the following year.

(D): If the of the Councilor or Alternate Councilor becomes vacant, the office shall be filled by an appointee of the Chair subject to approval by the Executive Committee. The appointed the Councilor or Alternate Councilor shall stand for election to the succeeding office the following year.

## **ARTICLE VI**

### **COMMITTEES**

SECTION 1: The standing committees of the GROUP shall be: Program, Membership, Finance, Scholarship and Education, Publicity, Web Master and Historian. The Chair may also appoint special ad hoc committees deemed necessary to carry on the business of the GROUP.

SECTION 2: A special Auditing Committee which is made up of 6 individuals, shall be convened each fiscal year, chaired by the by the Chair.. Other members of the Auditing Committee are the Vice Chair, Treasurer, Councilor (or in his absence the Alternate Councilor), Finance committee chair and a member at large of the GROUP appointed by the Chair to audit the prior fiscal years books. The Auditing Committee shall report to the Board of Directors no later than April 30 of the current fiscal year.

## **ARTICLE VII**

### **MEETINGS**

SECTION 1: Regular meetings of the GROUP will be held at a frequency and location deemed appropriate by the Board of Directors.

SECTION 2: The last Meeting of the fiscal year of the GROUP shall be the annual meeting

## **ARTICLE VIII**

### **ELECTIONS**

SECTION 1: The election of the Secretary, Councilor and Alternate Councilor for the upcoming fiscal year shall be done by mail or email ballot during the final quarter of the fiscal year.

SECTION 2: The Chair shall open the floor to nominations at the fall meeting of the GROUP.

## **ARTICLE IX**

### **QUORUM**

SECTION 1: Ten percent (10%) of the GROUP membership shall constitute a quorum.

SECTION 2: For a Board of Directors Meeting, a quorum shall consist of one more than half of the Directors. No business shall be approved without a quorum present.

SECTION 3: These By-Laws may be amended at any regularly scheduled GROUP meeting or by mail ballot by majority vote of the members voting. Further, said amendment must have been proposed and submitted at a previous meeting of the GROUP.

## **ARTICLE X**

### **DISSOLUTION**

SECTION 1: In the event that the GROUP is determined to be no longer useful to the rubber and plastics industry in the area served, it may be dissolved at any time in accordance with the DIVISION's "Sunset Rules". Dissolution may be accomplished by a majority of the membership voting. This vote to be conducted by mail and a ballot is to be sent to every current member. A count of the ballots returned will determine the results.

SECTION 2: If the GROUP is dissolved, all assets not required for the payment of just debts and taxes shall be transferred to the DIVISION or to another organization dedicated to objects similar to those of the DIVISION that is exempt under Section 501(C)(3) of the Internal Revenue Code.

## **ARTICLE XI**

### **ANTI\_TRUST STATEMENT**

**SECTION 1: The GROUP is a professional society of members who function as individuals and not as agents or representatives of any organization with which they may be associated. It is the strict policy of the GROUP, in all its meetings, to adhere to its objective to promote the education, professional growth and betterment of those individuals associated with the rubber and associated industries. This policy is essential to avoid violating federal and state antitrust laws. It is the policy of the GROUP and its members to not: (1) illegally agree or conspire to take any action that constitutes price fixing, or to discuss, consider or debate prices and production costs, production targets, market allocation or DIVISION; (2) illegally agree or conspire to take action or engage in discussion relating to the boycott, refusal to deal with, or exclusion of competitors; (3) illegally agree or conspire to improperly set or discuss standards or codes or ethics that unreasonably inhibit or restrict competition; and (4) not to engage in or discuss any other subject prohibited by the antitrust laws. If there are any violations of this policy, the offending member will be ruled out of order immediately and appropriately disciplined if necessary, and any action taken in violation of this policy immediately will be null and void, and a record minute will be made to that effect.**

## **Article XII**

### **EFFECTIVE DATE**

This Constitution and By-Laws shall become effective on April 16<sup>th</sup>, 2013