

CONSTITUTION & BY-LAWS ¹
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 and act upon issues and opportunities of common interest.

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**.

1) As amended 5/3/07.

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 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, Assistant Treasurer, Secretary and Past Chair. 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 Executive Committee shall consist of the four (4) elected officers, the immediate Past Chair, 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.

SECTION 2: The order of succession of the officers shall be: Secretary, Assistant Treasurer, Treasurer, Vice-Chair, Chair, and Past Chair. Once elected to the position of Secretary, that person shall automatically move through the chairs 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.

(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 Board of Directors. The Treasurer shall present a financial statement at each Board Meeting of receipts and disbursements, and an annual statement to the Auditing Committee.

(D): The Assistant Treasurer shall work with the Treasurer to assist in all financial matters of the **GROUP**.

(E): 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.

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, Assistant Treasurer 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, Assistant Treasurer or Treasurer 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, Scholarship, Education, Publicity, Newsletter, Web Master, Arrangements, Teller, Tickets, Parliamentarian, 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 shall be convened each fiscal year, chaired by the Past Chair and shall consist of the past Treasurer, past Chair and a member at large of the **GROUP** appointed by the Past Chair to audit the prior fiscal years books and report to the Board of Directors no later than April 15 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 for the upcoming fiscal year shall be done by mail 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 two-thirds (2/3) 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. 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 January 1, 2008.