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## **1. Name and Governance**

- 1.1. Name - The name of the organization shall be the “Building and Infrastructure Division of the Society of Plastics Engineers, Incorporated”, hereinafter referred to as the Building and Infrastructure Division.
- 1.2. Governance – The Building and Infrastructure Division shall be governed by the following:
  - 1.2.1. Society of Plastics Engineers Constitution and By-Laws
  - 1.2.2. Society of Plastics Engineers Division Procedures Manual
  - 1.2.3. Building and Infrastructure Division By-Laws and Policies as set herein, and such additions, deletions and / or modifications as may be adopted by the membership of the Building and Infrastructure Division

## **2. Purpose and Objective**

- 2.1. Objective – The objective of the Building and Infrastructure Division shall be to promote the scientific and engineering education and knowledge relating to the use of plastics in building and construction. The objective shall be achieved by multiple initiatives including:
  - 2.1.1. ANTEC Technical Program – The presentation of a formal technical program of scientific and engineering papers relevant to the use of plastics in building and construction shall be made at each ANTEC Conference
  - 2.1.2. Other Technical Programs – The Building and Infrastructure Division will make technical presentations at Topical Conferences (TOPCONS), Mini-techs, and other venues as deemed appropriate by the Division Leadership
  - 2.1.3. Newsletter – A newsletter of appropriate content shall be published several times per fiscal year, at such time as determined by the Newsletter Editor, with a minimum of 3 (three) newsletters published per annum  
other means of information dissemination consistent with contemporary norms.

## **3. Policies and Fiscal Year**

- 3.1. Building and Infrastructure Division Policies - The Board of Directors shall have sole authority to establish, maintain and eliminate such policies as it deems necessary for the proper, legal and efficient conduct of the affairs of the Building and Infrastructure Division. Such authority may be delegated as the Board deems appropriate.
- 3.2. Conflict of Interest - The Building and Infrastructure Division shall conduct all of its business in a manner that follows the conflicts-of-interest policy established by the Society and found in the Society’s Bylaws
- 3.3. Fiscal Year - The fiscal year of the Building and Infrastructure Division shall be from July 1<sup>st</sup> through June 30<sup>th</sup> of the calendar year.

#### **4. Membership**

- 4.1. General - The membership of the Building and Infrastructure Division shall be as stated in this document. Membership is open to all members in good standing of the Society of Plastics Engineers, hereinafter referred to as the Society. The rights and privileges of a member of the Building and Infrastructure Division shall not be transferable to any person.
- 4.1.1. Application for Membership – Members of the Society may choose to become members of the Building and Infrastructure Division. An applicant shall do this by designating his or her intent to be a member of the Building and Infrastructure Division at the time he or she joins the Society or renews their membership or at any time thereafter in the Society
- 4.1.2. Non-discrimination – The Building and Infrastructure Division does not, and will not, discriminate against any member, candidate for membership, or candidate for office, on the basis of race, religion, national origin, ethnicity, gender, physical or mental handicap or any other unlawful basis, nor will it accept any such discriminatory actions on the part of its affiliates or staff
- 4.2. Classes of Membership - The membership of the Building and Infrastructure Division shall consist of the same classes as the Society: Affiliate, Student, Young Professional, Professional and Emeritus
- 4.3. Privileges of Membership
- 4.3.1. Voting Members –Division Members, Senior Members, Fellows of the Society, Honored Service Members, and Distinguished Members shall have the right to vote and participate in all the affairs of the Building and Infrastructure Division.
- 4.3.2. Non-voting Members - Student, Affiliate and Honorary Members may participate in all affairs of the Building and Infrastructure Division except voting or holding elective office in the Division
- 4.4. Termination of Membership
- 4.4.1. Resignation - Any member has the right to resign from the Society at any time. If a member resigns from the Society, that member has also effectively resigned from the Building and Infrastructure Division
- 4.4.2. Expulsion from Membership - Any member expelled from the Society will be effectively expelled from the Building and Infrastructure Division as well

#### **5. Governance Structure**

- 5.1. Composition
- 5.1.1. Governance - The governance of the Building and Infrastructure Division shall be vested in a governing body called the Board of Directors, hereinafter referred to as the Board

- 5.1.2. Executive Committee – Executive authority of the Board is vested in the Executive Committee, consisting of:
  - 5.1.2.1. Chair
  - 5.1.2.2. Chair-Elect
  - 5.1.2.3. Secretary
  - 5.1.2.4. Treasurer
  - 5.1.2.5. Past Chair (See also Section (6.4.6))
  - 5.1.2.6. Councilor
- 5.1.3. Board of Directors - The Board shall consist of representatives elected by members affiliated with the Building and Infrastructure Division as provided in this document
- 5.2. Meetings, Duties and Rules of the Board
  - 5.2.1. Responsibility - The Board is the ultimate body responsible to the membership at large for the governance of the Building and Infrastructure Division as a whole
  - 5.2.2. Board Meeting Frequency – The Board shall meet regularly at such places and times as designated by the Chair. Board meetings shall take place monthly via teleconference with the annual, Non-Stock Corporate Meeting to be held at the ANTEC each year
  - 5.2.3. Quorum - A quorum for the transaction of business at meetings of the Board shall consist of two-fifths of the voting Board membership
  - 5.2.4. Proxies – Proxies are not permitted to participate in Board transactions.
  - 5.2.5. Voting Rights - Any voting member of the Board shall be limited to a maximum of one vote on any question before the Board
  - 5.2.6. Rules of Order - The rules contained in "Robert's Rules of Order" shall govern meetings of the Board in all cases in which they are applicable, and in which they are consistent with the applicable Federal, State and Local Laws, and this document

## **6. Officers**

- 6.1. Officers of the Board - The Officers of the Board shall consist of a Chair; a Secretary; a Treasurer; and a Past Chair and a Councilor
  - 6.1.1. The Officers of the Board comprise the Executive Committee
- 6.2. Additional Officers - In addition to the Executive Committee, the Officers of the Board include the Technical Program Chair (TPC)
- 6.3. Terms of Office
  - 6.3.1. Term Length of Progression
    - 6.3.1.1. All Offices - All offices, shall have a term of progression of two years.
    - 6.3.1.2. Secretary and Treasurer Term – The Secretary and Treasurer are appointed by the Board. Their appointments are reaffirmed annually during the Non-Stock Corporate Meeting that takes place at ANTEC
- 6.4. Duties
  - 6.4.1. General Officer Duties - The Officers shall perform all duties as may be required by the Building and Infrastructure Division's Bylaws and/or Policies

- 6.4.2. Chairperson – The Chair shall:
  - 6.4.2.1. Organize and preside at the Board meetings. The Chair will reserve a meeting place/time and publish a meeting agenda for each meeting
  - 6.4.2.2. Maintain regular correspondence with SPE Headquarters
  - 6.4.2.3. Provide Chair’s message for Newsletters
  - 6.4.2.4. Write accomplishments summary at end of term based on annual goals and present during the Annual in-person Board meeting at the ANTEC
  - 6.4.2.5. Upon completion or termination of Building and Infrastructure Councilor’s term, take responsibility for his or her timely replacement according to the Bylaws. Refer to Section 7.1.4.8
- 6.4.3. Chair-Elect – The Chair-Elect shall:
  - 6.4.3.1. Help coordinate the technical committees (ANTEC, TOPCON, Mini-Tech, Focus groups, Education)
- 6.4.4. Secretary – The Secretary shall:
  - 6.4.4.1. Record the minutes at each Board meeting including:
    - 6.4.4.1.1. Attendance with notified absentees and truants.
    - 6.4.4.1.2. Motions
    - 6.4.4.1.3. Reports submitted
  - 6.4.4.2. Collect reports submitted by each chair and Board member
    - 6.4.4.2.1. NOTE – Board members shall send copies of their reports to the entire Board at least 72 hours prior to all Board meetings
  - 6.4.4.3. Maintain a file of reports in Board maintained Cloud archive
  - 6.4.4.4. Distribute minutes to all Board members and SPE liaison
  - 6.4.4.5. Maintain statistics on each Board member:
    - 6.4.4.5.1. Member number
    - 6.4.4.5.2. Membership term
    - 6.4.4.5.3. Contact information
    - 6.4.4.5.4. Office or chair, if applicable
    - 6.4.4.5.5. Submit statistics to SPE National after ANTEC meeting
- 6.4.5. Treasurer – The Treasurer shall:
  - 6.4.5.1. File year-end tax return and expense sheet with National Headquarters between July 1<sup>st</sup> and September 30<sup>th</sup> of each calendar year
  - 6.4.5.2. Prepare Treasurer’s report quarterly and Final Year End statement
  - 6.4.5.3. Assist with budget preparation as part of the Finance Committee
  - 6.4.5.4. Maintain financial records of checks written and deposits made, monthly reconciliation of all accounts with statements
  - 6.4.5.5. Keep Chair advised of Division cash flow
  - 6.4.5.6. Participate in meetings of the Finance Committee
- 6.4.6. Past Chair – The Past Chair shall:
  - 6.4.6.1. Participate as a member of the Executive Committee
  - 6.4.6.2. Participate as a member of the Finance Committee



- 6.4.6.3. Mentor the Chair-Elect and the TPC in their duties and responsibilities
- 6.4.6.4. Review candidates along with Chair and Chair-Elect and recommend nominees to the Board
- 6.4.6.5. Mentor incoming Directors on the SPE organization and encourage active participation
- 6.4.7. ANTEC Technical Program Chair – The TPC shall:
  - 6.4.7.1. Choose the members of the technical paper review committee
  - 6.4.7.2. Review paper submissions as they come in and make sure that they are appropriate for the Building and Infrastructure Division’s program
  - 6.4.7.3. Distribute papers for review
  - 6.4.7.4. Schedule and run the paper review meeting, typically as an e-meeting
    - 6.4.7.4.1. Recruit session moderators and assign to session/s
    - 6.4.7.4.2. Assign paper shepherds to assist authors in making required corrections
      - 6.4.7.4.2.1. Paper Shepherds shall conduct written correspondence with all assigned authors with an explanation as to why their paper was accepted as written, accepted with optional re-write, accepted with mandatory re-write or rejected
  - 6.4.7.5. Submit Program Matrix to the ANTEC, Technical Program Chair. (TPC)
  - 6.4.7.6. Attend ANTEC Matrix Meeting. This meeting is held via conference call
  - 6.4.7.7. Administer late paper submissions. Late papers will only be accepted if they meet the following criteria:
    - 6.4.7.7.1. If the paper is technically sound
    - 6.4.7.7.2. If there is room in the program
    - 6.4.7.7.3. The paper has been reviewed by at least three reviewers and is accepted
  - 6.4.7.8. Define theme or subject area for tutorial session(s), and/or panel discussions
  - 6.4.7.9. Select invited speakers on the basis of personal contacts, recommendations from Directors and other members of the division
  - 6.4.7.10. Ensure timely submission of abstracts and papers
  - 6.4.7.11. Select uninvited papers from available pool in cooperation with Technical Paper Review Committee
  - 6.4.7.12. Attend ANTEC meeting for the TPC and TPC-Elect
  - 6.4.7.13. Summarize and report on ANTEC
- 6.4.8. ANTEC Technical Program Chair-Elect – The TPC-Elect shall:
  - 6.4.8.1. Assist the TPC on the Paper Review Committee
  - 6.4.8.2. Organize the meeting room and catering, if necessary, at ANTEC
- 6.5. Removal of an Officer from the progression:
  - 6.5.1. If a member leaves the progression, then they must also resign from the Board with the exception of illness
  - 6.5.2. At any point in the progression, any member may be removed from the progression
  - 6.5.3. Removal proceedings can be initiated by anyone on the Board

- 6.5.4. A majority vote of the Board is required for removal
- 6.5.5. Reasons for removal would be any current activity that in the view of the Board is unbecoming or disruptive to the Board
- 6.5.6. Any past activity (activity that has ceased before membership to the Board) that in the view of the Board is unbecoming or disruptive to the Board and was not divulged or known when the member joined the Board could also be reason for dismissal
- 6.5.7. Replacement will be done by an appointment by the remaining three in the progression and a majority vote of the Board

## **7. Board of Directors**

### 7.1. Duties and Roles of the Board of Directors

- 7.1.1. Governance Role – The Board is the governing body of the Building and Infrastructure Division
- 7.1.2. Appointment or election of Directors – Volunteers who express an interest in serving on the Board will stand for election at the prescribed time. Members of the Board are known as “Directors”. The appointment or election shall take place each year prior to ANTEC. Election results shall be reported to the Board during the Board meeting at ANTEC. The incoming Directors shall assume their duties immediately following the adjournment of ANTEC in the year he or she was elected
- 7.1.3. Nominations – Candidates for the position of Director are selected by the Nominating and Awards Committee
  - 7.1.3.1. Chair – The Nominating and Awards Committee Chair shall solicit and coordinate nominations for new directors to the Board.
- 7.1.4. Eligibility - Eligibility for election to the position of Director is extended to Senior Members in good standing who are also members of the Building and Infrastructure Division
  - 7.1.4.1. Limitation on Candidates - Only two candidates per company may appear on the same ballot
- 7.1.5. Director Duties – The Directors’ primary duty is to actively represent the interests of the Building and Infrastructure Division and the Society as a whole and to act in what he or she considers the best interests of the Society as a whole. These duties further include:
  - 7.1.5.1. Attendance at five (5) bi-monthly (every other month) Board conference calls and one in-person Board meeting during ANTEC each year:
  - 7.1.5.2. Legislative Actions - A Director may introduce motions at a Board meeting which he or she deems appropriate and supportive of the Building and Infrastructure Division and/or the Society as a whole
  - 7.1.5.3. Voting - A Director may vote or abstain on any issue before the Board. A Director’s action on a vote should be reflective of his or her objective opinion as to the best interests of the Building and Infrastructure Division and the Society as a whole

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- 7.1.5.4. Committee, Chair Service - A Director may serve on appropriate committees or act as a Chair for an area of his or her interest
- 7.1.5.5. Attendance - It is the responsibility of each Director to attend all Board meetings and conference calls. For any meeting which the elected Director is unable to attend in person, he or she shall inform the Chair at least twenty-four (24) hours prior to the scheduled meeting time, except in the event of an emergency.
- 7.1.5.6. Failure to Attend - A Director with three consecutive unexcused absences at Board Meetings shall be removed from the Board and can only be reinstated to the Board by re-affirmation of the Board. Secretary to notify said Director of Board action to remove in writing(See also 7.4.2.)
  - 7.1.5.6.1. The Chair may at his or her discretion excuse a Board member from his or her obligation to attend any meeting.
- 7.1.5.7. Councilor Election – In accordance with Society Bylaws Article 8, the Building and Infrastructure Division shall elect one of its members to be a representative to the Council. This representative shall be known as a “Councilor”. This election shall be held at least 45 days prior to the incoming Councilor’s assumption of office or April 1st, whichever is sooner
  - 7.1.5.7.1. Eligibility - Eligibility for election to the position of Councilor representing the Building and Infrastructure Division is extended to Board members in good standing, as defined in this document and has served no less than one full term on the Board. A Councilor must be a member of the constituency he or she represents, which in this case refers to the Building and Infrastructure Division
  - 7.1.5.7.2. Councilor Duties - The Councilor has three primary duties: to actively represent the interests of his or her constituency to the Council and the Society as a whole; to act as liaison between the Council and his or her constituency; and to act in what he or she considers the best interests of the Society as a whole
  - 7.1.5.7.3. Election – The Councilor is elected via secret ballot. The Division Chair or his/her delegate oversees the election process for Councilors (See 8.8.4) Election ballots for Councilor are to be sent via electronic mailed to the entire Division membership
    - 7.1.5.7.3.1. Refer to Addendum 1 for a full description of the Councilor Description and Duties
- 7.2. Director Term of Office - Each Director shall be elected for a 3(three) year term. The incoming Directors shall assume their duties immediately following the adjournment of ANTEC in the year he or she was elected
  - 7.2.1. Staggered Term – Each year one-third of the seats on the Board shall be up for election
    - 7.2.1.1. Total Board Membership – The number of Directors seated on the Board at any time shall be determined by the Executive Committee

- 7.2.2. Director Term Limits - A Director may serve on the Board indefinitely, providing he or she meets the following criteria:
  - 7.2.2.1. The Director maintains his or her membership in the Society and the Building and Infrastructure Division in good standing, and
  - 7.2.2.2. The Director stands for and is re-elected at each time that his or her 3 year term is over
- 7.2.3. The following Officers are exempt from term limits due to the nature of their positions on the Board:
  - 7.2.3.1. Past Chair
  - 7.2.3.2. Secretary
  - 7.2.3.3. Treasurer
- 7.2.4. End of Progression – At the conclusion of the Officer Progression, the Past Chair will be required to stand for re-election to the Board if he or she wishes to continue serving as a Director on the Board
- 7.2.5. Vacancies on the Board – Vacancies can occur via removal of a Director for failure to attend (See 7.1.4.6.), or via resignation of the Director prior to the end of his or her term of office
  - 7.2.5.1. Vacancy Replacement – When a seat on the Board is vacated by whatever mechanism, it shall be filled for the remainder of the prior Director’s term by a volunteer who meets the following criteria:
    - 7.2.5.1.1. Senior Member in good standing of the Society and the Building and Infrastructure Division
  - 7.2.5.2. Chair Fills Vacancy – The Chair shall act to fill a Board vacancy in a forthright manner. The Chair shall solicit volunteers who meet the eligibility requirements, and he or she shall appoint the new Director to fill the remainder of the term vacated
- 7.3. Reporting of Election Results
  - 7.3.1. Board election results will be verified by two individuals and final vote tally will be submitted to the Chair by the Elections Chair. Results will be kept confidential
  - 7.3.2. The Chair shall contact elected Directors by letter or other form of written correspondence, such as electronic mail welcoming them to the Board
  - 7.3.3. The Division Chair or his/her delegate shall contact all candidates that were not elected by letter or other form of written correspondence, such as electronic mail and inform them they have not been selected
- 7.4. Resignation/Removal of a Director
  - 7.4.1. Resignation of a Director - Any Director may resign the position of Director upon written notification to the Secretary of the Board. Such notification should include the name of the Director, the intent to resign, and the intended effective date. Such resignation shall become effective upon the intended effective date or receipt of the resignation by the Secretary, whichever is later. In no case shall the effective date be later than the end of the Director’s current term

- 7.4.1.1. Society/Division Resignation - Resignation from the position of Director does not constitute resignation from the Society nor from the Building and Infrastructure Division
- 7.4.2. Removal of a Director
  - 7.4.2.1. Failure to Attend - A Director may be removed from office by the Board for failure to attend as described in the Bylaws (See also 7.1.4.6.)
  - 7.4.2.2. Removal for Reasons of Conduct - Any member found guilty by the Board of conduct derogatory to the Building and Infrastructure Division or to the Society may be expelled by a two-thirds vote of the Board, in accordance with policies and procedures set forth by the Board
    - 7.4.2.2.1. Removal from the position of Director does not constitute removal from the Building and Infrastructure Division or the Society

## **8. Committees and Chairs**

- 8.1. Establishment of Committees and Individual Chairs – The Board or the Chair may establish such special committee(s) and/or chairs as may be deemed necessary for the proper conduct of the Building and Infrastructure Division’s affairs. Committees and Chairs specifically named in these Bylaws shall be established as provided herein
- 8.2. Membership – Individual Chairs and members of all Committees are required to be members in good standing of the Board. Unless otherwise specified in these Bylaws, all Board Committee meetings are open to any Director or Division member in good standing. Visitors have voice only at the pleasure of the Committee Chair
- 8.3. Terms - Unless otherwise specified in this document, the term of any committee member is indefinite and voluntary
- 8.4. Longevity - Except for standing committees as defined by these Bylaws, a Board-level committee shall exist from the time of its appointment until its charter is completed. If a committee has been appointed by the Board or the Chair, the term of the committee shall continue until such time as a majority vote of the Board dissolves the committee
- 8.5. General Authority – Chairs and Committees shall be advisory only unless authority to act is specifically delegated by the Bylaws or Board action or policy. Chairs and Committees are responsible to assess the scope and depth of potential impacts (financial, operational, managerial, etc.,) on the Building and Infrastructure Division prior to submitting such recommendations for action. The Board or the Chair may remand such recommendations if such assessments have not been performed
- 8.6. Committee Expenses - Any expense of chairs and committees must be authorized by the Board or Executive Committee before being incurred
- 8.7. Standing Committees
  - 8.7.1. Executive Committee
    - 8.7.1.1. Membership - The Executive Committee of the Board shall consist of the officers as described in Article 5.1.2

(Effective October 15, 2019)

- 8.7.1.1.1. Responsibility and Authority - The Executive Committee shall have full authority to act on all business matters between meetings of the Board, subject to the Bylaws and Policies of the Building and Infrastructure Division's Scope and Goals are to be established and prepared by the Executive Committee
- 8.7.1.1.2. Expenditures – The Chair, Treasurer and ~~Secretary~~ are authorized to sign checks for Division expenses
- 8.7.1.1.3. Reimbursement - Reimbursement of expenses for Board activities shall be approved by the Executive Committee, with personal expenses excluded
  - 8.7.1.1.3.1. The Executive Committee may authorize or incur only those expenditures provided for by the Board-approved budget
- 8.7.1.1.4. Actions - Any action taken by the Executive Committee shall be in harmony with actions of the Board and shall be submitted for Board consideration upon the written request of three or more Board members
- 8.7.1.1.5. Meetings - The Executive Committee shall meet at such places and times as may be designated by the Chair. A quorum shall consist of a simple majority. No proxies may be seated. Attendance at meetings of the Executive Committee is limited to members of the committee and invited guests
- 8.7.1.1.6. Minutes - Minutes of each Executive Committee meeting shall be distributed promptly to each Board member
- 8.7.2. Bylaws Committee
  - 8.7.2.1. Membership - The By-Laws Committee shall consist of:
    - 8.7.2.1.1. Committee Chair
    - 8.7.2.1.2. Past Chair
    - 8.7.2.1.3. Secretary
  - 8.7.2.2. Terms – The term of the Chair of the Bylaws Committee is voluntary and indefinite, while the balance of the committee serves during their time in the officer progression in the above-stated positions
  - 8.7.2.3. Responsibilities and Authority
    - 8.7.2.3.1. Review the Building and Infrastructure Division By-Laws at a minimum of once per annum
    - 8.7.2.3.2. Recommendations to Board – recommend adjustments to the By-Laws as necessary
    - 8.7.2.3.3. Publish the By-Laws once per annum at a time that coincides with the BOD Summer Meeting. At that time, it is the Board's responsibility to vote on any changes in the By-Laws
- 8.8. Individual Chairs
  - 8.8.1. Newsletter Editor
    - 8.8.1.1. Eligibility – The Newsletter Editor shall be a member in good standing of the Board, the Building and Infrastructure Division, and the Society

- 8.8.1.2. Terms – The terms of office are voluntary and indefinite, as long as the individual is a member in good standing of the Board
- 8.8.1.3. Responsibility and Authority
  - 8.8.1.3.1. The major objective is to provide real world, practical, and educational information to the members of the Building and Infrastructure Division and the plastics community in general
  - 8.8.1.3.2. Obtain and edit copy for each newsletter
  - 8.8.1.3.3. Design, edit, publish, and distribute the Building and Infrastructure Division Newsletter
  - 8.8.1.3.4. Monitor quality of publications
  - 8.8.1.3.5. Report to Board of Directors at quarterly meetings
  - 8.8.1.3.6. Investigate and recommend marketing changes and newsletter format changes to stay relevant
  - 8.8.1.3.7. Assist Sponsorship Chair with obtaining Newsletter sponsorships
- 8.8.2. Membership Chair
  - 8.8.2.1. Eligibility – The Membership Chair shall be a member in good standing of the Board, the Building and Infrastructure Division, and the Society
  - 8.8.2.2. Terms – The terms of office are voluntary and indefinite, as long as the individual is a member in good standing of the Board
  - 8.8.2.3. Responsibility and Authority
    - 8.8.2.3.1. Serve as the Division's liaison to the SPE National Membership Committee
    - 8.8.2.3.2. Assist Society membership program development where possible
    - 8.8.2.3.3. Maintain an accurate list of Division membership including contact info. with current email address.
    - 8.8.2.3.4. Build Division membership by retaining current members and contacting previous members who's membership has lapsed.
    - 8.8.2.3.5. Recruit new members through promotion of membership drives
    - 8.8.2.3.6. Provide assistance to prospective members to join the Division by sending application forms, directions and other pertinent information
    - 8.8.2.3.7. Send welcome letters to all new Building and Infrastructure Division members
    - 8.8.2.3.8. Provide a list for publication in the Newsletter (this information comes from National each month)
    - 8.8.2.3.9. Provide a report to the Board on membership statistics for the Building and Infrastructure Division and the total Society, as well as other events
    - 8.8.2.3.10. Report on promotions aimed at retaining or adding members
    - 8.8.2.3.11. Provide periodic articles on membership for the Newsletter
    - 8.8.2.3.12. Serve as a personal contact who is available to any and all Building and Infrastructure Division members, as do all Directors, to provide general assistance and/or address concerns/problems



8.8.2.3.13. Submit a letter to the Board Chair listing the membership committee goals/plans for the upcoming year - due annually by June 30<sup>th</sup>

8.9. Committee Reporting Relationships

8.9.1. The Operation Committees shall report to the Past Chair:

- 8.9.1.1. Membership
- 8.9.1.2. Newsletter
- 8.9.1.3. Awards and Nominating Committee.

8.9.2. Technical Committees shall report to the Chair

- 8.9.2.1. ANTEC
- 8.9.2.2. Mini-Tech / TOPCON
- 8.9.2.3. Focus Groups
- 8.9.2.4. Education

**9. Policies, Rules, Procedures and Guidelines**

9.1 Establishment, Amendment, and Abolition of Policies - Policies may be established, amended or abolished as provided for in each policy, subject to limitations which may be placed on establishment, amendment, or abolition by this Bylaw document

9.1.1 Required Statements - All Building and Infrastructure Division published policies shall include statements indicating:

- 9.1.1.1 Responsibility - The position or group responsible for establishment, amendment, or abolition of the policy
- 9.1.1.2 Maintenance - The position or group responsible for maintenance of the policy
- 9.1.1.3 Amendment - The mechanism to be used for amending the policy; and
- 9.1.1.4 Abolition - The mechanism to be used for abolition of the policy

9.2 Policies, Rules, Procedures and Guidelines – The Board may establish, annul or amend such Policies, Rules, Procedures, and/or Guidelines as the Board may deem necessary for the proper conduct of the Building and Infrastructure Division’s affairs, provided that such Policies, Rules, Procedures, and/or Guidelines shall be in harmony with the Bylaws of the Building and Infrastructure Division. The vote and mechanism required to annul, amend or abolish such Policies, Rules, Procedures and/or Guidelines shall be the same as required for the establishment of the original Policy, Rule, Procedure and/or Guideline

9.3 Order of Precedence - The order of precedence for governance of the Building and Infrastructure Division shall be, in decreasing order of precedence: Federal, State, and Local Laws and regulations; Society Bylaws; Council action, as defined by the Society Bylaws; Building and Infrastructure Division Bylaws; Board action; Policy; Rules; Procedures; and Guidelines. If a conflict arises between statements, or actions required, under more than one of these, the statement or action from the item higher in the list shall take precedence

**10. Adoption of, and Amendments to, Bylaws**



- 10.1. The Board may adopt or amend these Bylaws as follows (All rules referring to amendments of Bylaws also apply to the adoption of Bylaws, and vice-versa, unless otherwise noted):
  - 10.1.1. Board Presentation - The proposed amendment or new Bylaw must be presented at any official meeting of the Board. If the amendment is seconded and passes by a two-thirds majority of the votes cast, the amendment shall be approved. If the proposed amendment fails for lack of a second, or if the proposed amendment fails to secure the needed majority, the amendment dies
- 10.2. Amendments to the proposed Bylaw amendment - If the original motion is significantly changed (amended) (See also 11.2.1.) after the vote required in 11.1.1, the amended motion shall then be forwarded for presentation to the Board for a final vote, taken at another Board meeting not on the same day as the approval of the change
  - 10.2.1. Determination of Significance - The determination of the significance of the change(amendment) to the original motion will be made by the Chair. In accordance with Robert's Rules of Order, if one or more Directors disagree with the Chair's decision, a motion may be made from the floor appealing that decision
- 10.3. Effective Date - Unless otherwise specified in the motion to amend, or prohibited by federal, state or local laws, the effective date of the amendment shall be thirty days after the motion to amend passes the final vote
- 10.4. Dissemination - The Board shall promptly publish the results of the voting in the Building and Infrastructure Division Newsletter

## **11. LIABILITY AND INDEMNIFICATION**

### **11.1 Actions Binding the Division**

No act of any Officer, committee, member or groups of members shall be binding on the **Division** unless it has been approved by resolution of the **B&I Division** BOD.

#### **11.1.1 Publication Disclaimer**

The following statement, or a substantive equivalent, shall appear on all publications bearing the name of the **Division**: "The **Division** shall not be responsible for statements or opinions advanced in publications, reports, papers, or in discussion at its meetings unless specifically approved by **B&I Division** BOD."

### **11.2 Indemnification**

Every volunteer, including **B&I Division** Directors and Officers, acting at the Society level on behalf of the Society, shall be indemnified by the Society to the fullest extent permitted by law against expenses and liabilities, including counsel fees reasonably incurred by or imposed upon that person in connection with legal proceedings to which that person may be made a party, or in which that person may become involved by reason of being or having been an employee or volunteer acting at the Society level on behalf of the Society, whether

or not the person is so involved at the time the expenses are incurred, except in cases based upon, arising from, or in consequence of:

- 1) the committing of any fraudulent act or omission or any willful violation of any statute or regulation by the person(s) seeking indemnification, or;
- 2) the person(s) seeking indemnification gained any profit, remuneration or advantage to which they were not legally entitled, as evidenced by a final and non-appealable judgment or adjudication, or, in a criminal proceeding, as evidenced by any plea of guilty, *nolo contendere* or no contest, or any similar plea. This right of indemnification shall be in addition to and not exclusive of all other rights to which the person indemnified may be entitled.

11.2.1 The **Building and Infrastructure Division** is required to participate in the SPE Chapter Insurance Plan or a substantially equivalent plan to cover activities at the **Division** level.

## **12. DISSOLUTION**

### **12.1 Disposition of Assets**

In the event of the dissolution of this corporation, all its assets not required for payment of liabilities shall be transferred and delivered to the Society of Plastics Engineers, Inc. At the time of dissolution, if the named beneficiary is not an exempt organization under Section 501(c)(3) or is not in existence or is unwilling or unable to accept the assets of the dissolving organization, such assets shall be distributed by the **CAD BOD** to such organization or organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes, and which will best accomplish, in the judgment of the **B&I Division BOD**, the exempt purposes for which the dissolved corporation was organized.

## **13. PUBLICATIONS AND MANNER OF PROVIDING NOTICE**

### **13.1 Official Publication and Other Publications**

The **Division** may also publish or sponsor, in any format or media including electronic media as may be appropriate, such other publications as in the judgment of the **B&I Division BOD** or its designee will best carry out the objectives of the **Division**. Publication of **Division** literature shall be as provided in the Bylaws and Policies of the **Division**. (See also Article 11.1.1)

### **13.2 Provision to Members**

Each **Building and Infrastructure Division** member in good standing shall be sent one copy of each issue of the Official Publication.

### **13.3 Official Notice**

All members of the **Division** shall be presumed to have due notice of all **Division** matters published in the Official Publication or as posted on the **Division** website.

## **ADDENDUM 1**

### **Councilor Description & Duties Set Forth by SPE Bylaws, Article 8**

#### **Article 8 COUNCILORS**

**8.1 Duties and Roles of Councilors****8.1.1 Governance Role**

The Council is the ultimate governing body of the Society. A Councilor provides voice, vote and liaison for his or her constituency in the Council's governance of the Society.

**8.1.2 Councilor Definition and Election****8.1.2.1 Councilor-At-Large**

Each officer of the Society shall assume the status of Councilor-at-Large during his or her term as a Society officer at any level. An officer who is elected to, or assumes, contiguous Society offices shall be considered as continuing in his or her role as Councilor-at-Large. The constituency of a Councilor-At-Large is the entire Society.

**8.1.2.2 Section or Division Councilor**

Each Section or Division shall elect one of its members to be a representative to the Council. This representative shall be known as a "Councilor". The election of a Section or Division Councilor shall be held at least 45 days prior to the incoming Councilor's assumption of office or April 1st, whichever is sooner. (See also Articles 6.1.4, 8.2)

**8.1.3 Eligibility**

Eligibility for election to the position of Councilor is extended to members in good standing, as defined in this document (see also Article 4). A Councilor must be a member of the constituency he or she represents, except for proxies as defined in this document (see also Article 6.2.5).

**8.1.4 Councilor Duties**

The Councilor has three primary duties: to actively represent the interests of his or her constituency to the Council and the Society as a whole; to act as liaison between the Council and his or her constituency; and to act in what he or she considers the best interests of the Society as a whole.

**8.1.4.1 Legislative Actions**

A Councilor may introduce motions at a Council meeting which he or she deems appropriate and supportive of his or her constituency and/or the Society as a whole

**8.1.4.2 Voting**

A Councilor may vote or abstain on any issue before the Council. A Councilor's action on a vote should be reflective of his or her objective opinion as to the best interests of the Society as a whole.

**8.1.4.3 Committee Service**

A Councilor may serve on appropriate committees, although committee membership is not reserved for Councilors.

**8.1.4.4 Reporting**

As part of the Councilor's liaison responsibilities, he or she should promptly prepare a report to his or her constituency concerning the events and outcomes of a Society-level meeting. If such a meeting is attended by a proxy in the Councilor's stead, it is the proxy's responsibility.

**8.1.5 Attendance**

It is the responsibility of each Councilor to attend all Council meetings. For any meeting which the elected Councilor is unable to attend, a proxy with written authority should be provided.

(See also Article 6.2.5)

**8.1.5.1 Failure to Attend**

When a Section or Division has failed to be represented for three consecutive Council meetings, by either a duly elected or appointed Councilor or that Councilor's properly appointed proxy, or when that representative has failed to perform the duties of the Councilor's office, the Council, by a two-thirds vote of those present at any regular meeting, may declare that seat vacant.

**8.1.5.2 Committee Meetings**

It is expected that all Councilors and/or proxies will attend all assigned Society committee meetings.

**8.2 Section or Division Councilor Term of Office**

Each Councilor shall be elected for a three-year term. The incoming Councilors shall assume their duties simultaneously with the newly elected Society Officers (See also Article 7.5.4) immediately following the adjournment of the last regular Council Meeting of each Council year, or immediately following the adjournment of the Annual Business Meeting of the Society, whichever occurs first.

**8.2.1 Councilor Term Limits**

A Councilor who has served two consecutive terms shall not be eligible for reelection or appointment to this office from the same Section or Division within a period of three years.

**8.2.2 Partial Terms**

Any Councilor who serves one-half a term, or more, in office shall be considered to have served the entire term. Any Councilor who serves less than one-half a term is considered, for the purposes of election eligibility to the position of Councilor, to have not served.

**8.2.3 Nomination Eligibility**

Any Councilor who has served any portion of a term is considered, for the purposes of nomination eligibility, to be eligible for nomination to Society-level office. (See also Articles 7.3.3 and 7.3.4)

**8.2.4 Vacancy Replacement**

When the Council seat of a Section or Division representative is vacated by whatever mechanism, it shall be filled by a member of the Section or Division elected by the Section or Division Board of Directors. The Section or Division shall elect a successor not later than 45 days before the first Council meeting of the succeeding Council year or April 1st of the current year, whichever comes first. Failure to do so may result in the Council seat being declared vacant

**8.3 Reporting of Election Results**

Councilor election results shall be provided by the Board of Directors of the Section or Division to the chief staff executive of the Society not later than 45 days before the first Council meeting of the succeeding year or April 1st of the year in which the Councilor was elected, whichever comes first. Failure to do so may result in the Council seat being declared vacant.

**8.4 Resignation/Removal of a Section or Division Councilor**

**8.4.1 Resignation of a Councilor**

Any Councilor may resign the position of Councilor upon written notification to the Secretary of his or her constituent group (e.g. Section or Division) or the presiding officer of his or her

(Effective October 15, 2019)

constituent group, and the chief staff executive of the Society. Such notification should include the name of the Councilor, the name of the constituent group and the intended effective date. Such resignation shall become effective upon the intended effective date or receipt of the resignation by the chief staff executive, whichever is later. In no case shall the effective date be later than the end of the Councilor's current term.

8.4.1.1 Society Resignation

Resignation from the position of Councilor does not constitute resignation from the Society.

8.4.2 Removal of a Councilor

A Councilor may be removed from office only by the constituent group involved, or, if the Councilor is no longer a member in good standing and/or is ineligible to be a Councilor, by the Council. Such action removing a Councilor from office shall require a two-thirds affirmative vote of a properly constituted meeting of the Council in accordance with policies and procedures set up by the Council.

8.4.2.1 Society Removal

Removal from the position of Councilor does not constitute removal from the Society.