

CONSTITUTION, BY-LAWS AND STANDARD RULES OF THE NORTHWESTERN SOCIETY FOR COATINGS TECHNOLOGY

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January 2010

CONSTITUTION

Revised January 2010

ARTICLE I

Name

The name of the organization shall be the Northwestern Society for Coatings Technology, Inc., hereinafter referred to as the Society.

The Society is a Corporation under and pursuant to the provisions of the Minnesota Non-Profit Corporation Act, Minnesota Statutes Annotated, Chapter 317 and laws amendatory thereto and supplementary thereto, generally known as the Minnesota Non-Profit Corporation Act.

ARTICLE II

Objectives

The Society shall operate solely and exclusively as a non-profit organization with the following objectives:

- A. To develop or provide scientific, engineering and technical data, facts and standards, and to promote research and the application of the sciences to further the development, manufacture, and use of paints, varnishes, lacquers, related protective and decorative coatings, printing inks and other related products, and the raw materials necessary for these products.
- B. To promote educational activities and the interchange of ideas among its members and the public generally.
- C. To arrange for the collection and dissemination of information pertinent to the industries served by the Society, and for the presentation, discussion, and publication of papers and other contributions.
- D. To promote the improvement of products, the elimination of wasteful methods of manufacture, and to foster manufacturing procedures and practices that minimize pollution of the environment as a service to the industry and the public as a whole.
- E. To cooperate with other organizations, public and private, to accomplish these objectives.

ARTICLE III

Limitations on Activities

No part of the net earnings of the Society shall inure to the benefits of, or be distributable to, its members, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these articles, the Society shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under 501 (c) (6) of the Internal Revenue Code of 1954, or the corresponding provision of any United States Internal Revenue Law.

ARTICLE IV

Membership

All conditions, qualifications, requirements, privileges, and regulations as to membership in the Society shall be fixed and governed by the By-Laws of the Society.

ARTICLE V

Management

The activities and affairs of the Society shall be managed as provided by the By-Laws of the Society.

ARTICLE VI

Dissolution

In the event of partial or entire liquidation or dissolution of the Society, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Society shall, after paying or making provision for payment of all liabilities of the Society, distribute the assets of the Society to one or more organizations exempt from Federal income tax under section 501 (c) (6) or section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE VII

Incorporation

All of the assets of the Society may be transferred to a nonprofit corporation in compliance with Article VI of the Constitution of the Society by a vote of three-quarters of the Active Members at any regular or special meeting of the Society; provided, however, that said corporation shall

simultaneously assume all of the liabilities of the Society; and at least sixty days notice of such a proposal shall have been given before the meeting by direct mailing to all members of the Society. Articles of Incorporation are on file with the Secretary of State of the State of Minnesota.

ARTICLE VIII
Amendments

This Constitution may be altered, amended or repealed by a written vote of three-quarters of the Active Members present at two successive regular or special meetings of the Society provided, however, that at least twenty days notice of such a proposal shall have been given before the second such meeting by direct mailing to all of the members of the Society. The procedure for originating, processing, and considering amendments to this Constitution shall be identical in every respect as prescribed in the By-Laws for amendment to the By-Laws.

BY-LAWS

Revised, January 12, 2010

ARTICLE I

Management

A. Definition

The Northwestern Society for Coatings Technology, Inc. is a group of individuals formally organized to pursue objectives as listed in the Constitution.

B. Management of Internal Affairs

1. Subject to the Constitution and these By-Laws, the Society shall have entire control of its own internal affairs.
2. The Society shall operate in accordance with the laws of the jurisdictions within its territorial boundaries and the law of the State of Minnesota affecting corporations or non-profit corporations. Any action taken by the Federation shall not be operative if it shall cause the Society to be in violation of these laws.

C. Procedural Matters

The matters of Society boundaries and election to membership are subject to the provisions of the Standing Rules of the Society.

ARTICLE II

Membership

A. Class of Membership

1. **Active Membership:** Any individual, who is intimately interested in and associated with the protective and decorative coatings and printing ink industries, is eligible for Active Membership.
3. **Educator and Student Membership:** Any individual who is a college or high school educator, or who is a student registered in an educational institution of recognized standing in a course of study in chemistry, engineering, physics or other related sciences leading to a degree, shall be eligible for Educator and Student Membership,

but such membership shall terminate three months after the individual ceases to qualify. The rights and privileges of Educator and Student Members shall be determined by the Executive Committee. Educator and Student members are not eligible to vote or hold Society offices.

4. **Retired Membership:** Any Active or Educator Member shall be eligible for Retired Membership when he/she has severed his/her connection with his employer by nature of retirement due to age, disability or for reasons deemed suitable by the Executive Committee, and is no longer considered a permanent employee. Retired members are not eligible to vote or hold Society offices.
5. **Society Honorary Membership:** Any Active, Educator, or Retired Member who has rendered **outstanding** service to the Constituent Society shall be eligible for Society Honorary Membership.

Any Society Honorary Member who is also an active member shall have all the rights of an Active Member.

B. Termination of Membership

Except as otherwise provided by these By-Laws of the Standing Rules of the Society, membership in the Society shall terminate automatically for any individual who ceases to be eligible for the class of membership, or whose dues have not been paid in accordance with these By-Laws.

ARTICLE III Organization

A. General Policies and Administration

The establishment and execution of general policies and the administration of the Society shall be vested in the Executive Committee and the President.

B. Executive Committee

The Executive Committee shall consist of the Officers, the two most recent eligible Past-Presidents, and the Chairman of the Technical and Membership Committees.

1. The duties of the Executive Committee shall be to:

- a. Act with the President in establishing and executing the policies and administering the affairs of the Society.
- b. Fill vacancies occurring in the elective offices, except of the President
- c. Select and appoint any employee, fix the compensation for that employee and prescribe his/her duties.
- d. Authorize the expenditure of all funds in keeping with the provisions of these By-Laws, either by specific direction to the President and Treasurer, or by limited allocation of funds to be expended at the discretion of Committees duly appointed by the President.
- e. Specify the duties and functions of all Committees except as otherwise provided for in these By-Laws.
- f. Hold a minimum of four meetings each year at times and places to be designated by the President.
- g. Handle petitions for proposed changes in Society boundaries.
- h. Adopt and amend Standing Rules for the Society, subject to and consistent with the Constitution and these By-Laws.

C. Officers

The Officers of the Society shall consist of a President, Vice-President, Secretary and Treasurer. All Officers shall at all times be eligible voting members of the Society.

- 1. It shall be the duty of the President to:
 - a. Serve as Chief Executive of the Society.
 - b. Act as Chairman of the Executive Committee.
 - c. Preside at the Annual Meeting and all regular and special meetings of the Society.
- 2. The Vice President shall act instead of the President whenever necessary, or whenever the presidency is declared vacated by the Executive Committee. He/She shall serve as Chairman of the Program Committee.
- 3. It shall be the duty of the Secretary to:

- a. Record and furnish minutes of each meeting to the Society.
 - b. He/She shall be a member of the By-Laws Committee.
 - c. Perform such other duties incident to his/her office which may be directed by the President or the Executive Committee.
4. The Treasurer shall be responsible for the keeping of the accounts of the Society and shall be bonded at the Society's expense for an amount to be determined by the Executive Committee. It shall be his/her duty to receive all revenues, maintain an accounting of all funds, and make all disbursements, subject to all articles of these By-Laws. No contracts shall be entered into, nor disbursements made, without approval of the Treasurer and the President acting under authorization by the Executive Committee.

ARTICLE V

Election of Executive Committee and Officers

A. Nominations

Nominations for election to the Executive Committee shall be as follows:

1. The Nominating Committee shall prepare a slate for all elective offices and announce such slate at the April meeting of the Society.
2. Election shall require a majority vote of members present. The vote shall be by secret ballot in the event that more than one nominee is proposed for any single office. Election shall be at the May meeting.

B. Terms

1. All elected members of the Executive Committee shall be elected for one year terms.
2. The Vice President, Secretary, (and) Treasurer shall be representatives of different firms at the time of their first election.

3. The terms of all of the Executive Committee, shall begin at the September meeting.

ARTICLE VI

Committees

A. Nominating Committee

The President shall appoint a Nominating Committee consisting of two Past-Presidents, and one member at large, all of whom shall be eligible voting members. The most recent eligible Past-President is to be Chairman of said Committee.

B. Standing Committees; Other Committees

The President shall appoint the following Standing Committees: By-Laws, Educational, Technical, Membership, and Program. He/She shall also appoint any other Committees which may be required to conduct the business of the Society.

ARTICLE VII

Meetings

A. Annual Meeting

The Annual Meeting shall be held in the fourth quarter of the year, the exact time and place to be determined by the Executive Committee.

B. Regular Meetings

Regular meetings shall be held on the second Tuesday of the month.

The members of the Society shall meet during the months September through May, the exact time and place to be determined by the Executive Committee. The program of the regular meeting shall include the presentation of technical papers or other events arranged by the Program Committee and approved by the Executive Committee.

C. Special Meetings

Special meetings may be called by the President, by two Executive Committee members, or by ten eligible voting members, at a time and place determined by the Executive Committee, provided that a notice stating the purpose for the meeting shall have been mailed to all members at least ten days prior to the date of the special meeting.

D. Eligibility to Vote

Only eligible voting members shall vote on a question to be determined by the membership, but a free exchange of views and opinions by all members shall be encouraged at all times. The members present at normal advertised meetings shall constitute a quorum, and a majority of those voting shall be sufficient to carry any vote.

ARTICLE VIII
Dues

The annual dues for each of the classes of membership shall be set by the Executive Committee.

ARTICLE IX
Standing Rules

A. Definition

Standing Rules are written statements of operating procedures and/or details of the organization of the Society.

B. Adoption of Amendment

The Executive Committee shall adopt or amend Standing Rules, provided that two-thirds of all members of the Executive Committee shall vote in favor of adoption or amendment at any regular or special meeting of the Executive Committee.

ARTICLE X
Amendments

A. Organization

Proposals to amend these By-Laws may be originated by:

1. Any officer of the Society.
2. Executive Committee
3. The petition of ten or more eligible members.

B. Processing

1. All proposals to amend these By-Laws shall be submitted to the By-Laws Committee for editing, clarifying, and the combining of similar proposals from various sources. The By-Laws Committee must act on all proposals it receives, but may submit recommendations for or against adoption, with reasons for its position. The By-Laws Committee shall forward to the Secretary, within sixty days of receipt of such proposals, the enabling resolutions for the edited amendments. The Secretary shall give notice of the proposed amendments by direct mail or email to all members prior to the meeting at which the vote (only one vote needed) is to be taken. Notification via the regular meeting notice is acceptable.

C. Consideration by the Members

1. Resolutions to alter, amend, or repeal these By-Laws may be considered at any regular or special meetings of the Society. All members shall be permitted to participate in the discussion and make suggestions, but only the eligible voting members may vote on any matter related to the proposed resolutions.

A majority of the eligible voting members present shall be required to make any change in the text of the proposed amendments, provided that any such changes may not exceed or reduce the purpose or intent of the amendments as previously reported.

2. Resolutions to alter, amend, or repeal these By-Laws, having been subject to consideration by the members, and having been approved by the vote of two-thirds of the eligible voting members present at regular or special meetings of the Society, shall make effective the proposal amendment immediately, or at a time specified in the resolution.

ARTICLE XI

Parliamentary Procedure

Except as otherwise provided in these By-Laws, any question of parliamentary order arising in the course of conduct of any meeting, and the meetings of all duly constituted committees of the Society, shall be resolved pursuant to the latest, revised edition of Robert's Rules of Order.

ARTICLE XII

Section Affiliation

The Winnipeg Section shall be a duly constituted part of this Society. It shall conduct operations and meetings independently to best advance the Coatings industry.

A Liaison Representative of the Section, holding active membership, shall be appointed mutually by the President of the Section and the Society for a term of one year. The Liaison Representative shall be a full member of the Executive Committees of both the Winnipeg Section and the Northwestern Society and charged along with the Society Council Representative with coordination of activities with the two groups.

Any member of the Winnipeg Section selected to serve an assignment with the Society ~~or the Federation~~ shall be an Active Member, where such requirement is a part of the qualifications for the position.

ARTICLE XIII

Fiscal Year

The Fiscal Year of the Society shall end on August 31.

STANDING RULES

Revised January 2010

ARTICLE SR I

Boundaries

The following is the description of the territorial boundaries of the Society currently in effect:

The State of Minnesota and that part of Wisconsin bounded by Superior, Eau Claire, LaCrosse and all portions of North Dakota, South Dakota, and Iowa within 20 miles (32 km) of the Minnesota state line, together with the provinces of Manitoba, Saskatchewan and the Northwestern portion of the Province of Ontario, Canada.

ARTICLE SR II

Membership

A. Residence Requirements:

Active Membership is a privilege which may be offered to an individual who is eligible according to the provisions of Article II, Section A, of the By-Laws, and in addition resides or is employed, or performs services within the territorial boundaries of the Society.

1. When residence or employment is not within the boundaries of the Society, the applicant shall be eligible if it is possible for him/her to attend Society meetings.
2. When residence or employment is on the boundary line between this and another Constituent Society or is in over-lapping territory, application may be made to this Society.
3. When residence is in the territory of another Constituent Society, but employment or services performed are in the territory of this Society, application may be made to this Society.

B. Standard Form

A standard application for membership form is available from the Society. All applications for Active, Educator and Student, and Retired Membership, and for the transfer of Active Members from one firm to another within this Society, must be made using the standard form. Dues payment shall accompany the application.

C. Method of Election to Membership

1. An applicant for Active Membership must be must be made using the standard form. If the applicant meets the requirements for the class of membership applied for, subject to review by the executive committee, and has submitted dues, the applicant automatically becomes a member in that class.

2. An applicant for Educator and Student Membership shall be processed in the same manner as an application for Active Membership.
3. An applicant for Retired Membership shall be processed in the same manner as an application for Active Membership.

D. Society Honorary Membership

Nominations for Society Honorary Membership shall be submitted to the Membership Committee and if approved, shall be referred to the Executive Committee. If approved by the Executive Committee, the Secretary shall mail notice of the proposed vote to all members at least twenty days prior to the regular meeting at which the voting is to take place. Approval shall require a ninety per cent favorable vote of all eligible voting members present and voting by secret ballot.

E. Relocation of Active Members

To allow a member to continue in any elected office or appointed position for which an eligible voting membership is required, within the Society, it shall be construed that the eligible voting membership exists for six months after the individual has left his/her last employment, unless, for another reason he/she becomes ineligible for voting membership. Membership notices shall continue if covered by dues or paid subscription.

ARTICLE SR III

Dues

A. Active Members

The Annual Dues for Active Members shall be established annually by the Executive Committee and be paid to the Society.

B. Educator, Student and Retired Members

Dues for Educator and Student Members shall be determined by the Executive Committee.

C. Honorary Members

Society Honorary Members shall not be required to pay dues.

D. Payment of Dues

Annual dues shall be payable on the first day of September and must be received by the Treasurer by October 15th.

ARTICLE SR V
Committees

A. General Provisions

1. Wherever the By-Laws are specific to the composition, duties, or any other matter pertaining to committees, then the By-Laws shall be followed, and anything in this Standing Rule shall not apply.
2. The President appoints all committees, obtaining agreement to serve from prospective appointees during his/her year as President.
3. The President and Vice President, by right of their office, are members of all committees, and copies of all correspondence should be sent to them. Copies of important correspondence should be sent to the Treasurer and Secretary.
4. No committee will commit the Society to the expenditure of funds not previously authorized for that committee by the Executive Committee.

B. Duties of Committees

Duties of committees shall follow those of the Society By-Law, Standing Rules and effective operating needs.