



***BYLAWS OF THE
RUBBER DIVISION, AMERICAN CHEMICAL SOCIETY, INC.
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
NAME**

The RUBBER DIVISION, AMERICAN CHEMICAL SOCIETY, INC. (hereinafter referred to as the "Division"), of the AMERICAN CHEMICAL SOCIETY, (hereinafter referred to as the "SOCIETY"), is organized for and operated by its members on a nonprofit basis.

**BYLAW II
Vision, Mission and Objects**

Section 1. The Division Vision Statement

The Division is a professional organization dedicated to providing educational programs, technical resources and other vital services for the people associated with the rubber and affiliated industries.

Section 2. The Division Mission Statement

- a. Promote the professional growth of those associated with the rubber and affiliated industries;
- b. Meet the needs of companies and academic centers that support its members through educational, technical and networking activities.

Section 3. The Objects of the Division

The objects of the Division shall be those of the American Chemical Society and shall also be the same as the purposes stated in the Articles of Incorporation of the Division. The objects are accomplished by the following means:

***Effective May 19, 2010.** Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY.

- a. Making available the maximum amount of scientific, technical, and market information about raw materials, processes, and products of interest to the members. This is done through the following activities:
 - (1) Serving as a medium and forum for the communication of technical information that contributes to professional growth of members, affiliates and the disciplines in which they serve;
 - (2) Providing technical training and education to members, affiliates and their supporting companies or institutions;
 - (3) Serving as a leading resource for rubber technology;
 - (4) Providing a venue for individuals, institutions, affiliated industries and organizations to network and act upon issues and opportunities of common interest;
 - (5) Maintaining globally recognized award, scholarship and internship programs for those in the rubber and affiliated industries;
 - (6) Collaborating with other professional societies, groups and venues that enhance technology and knowledge.
- b. Providing opportunity for individual members to develop personally and professionally through participation in activities of the Division and Rubber Group Subdivisions.
- c. Cooperating with the parent SOCIETY and its divisions and with other scientific and professional organizations whose interests parallel or overlap those of the Division in scientific, technological, and professional matters.

These bylaws of the Division are subject to the Constitution and Bylaws of the SOCIETY and supersede all motions, rules, and bylaws, of any nature whatsoever, previously enacted by the Division which are in conflict herewith.

BYLAW III Members and Affiliates

Section 1. The Division shall consist of members who are either MEMBERS or STUDENT MEMBERS of the SOCIETY and affiliates who are either Society Affiliates of the Society or Division Affiliates.

Section 2. Upon application and payment of the specified dues to the Treasurer of the Division, members and Society Affiliates of the SOCIETY may become members and affiliates of the Division, respectively. Persons other than members and Society Affiliates may upon application, acceptance, and payment of such dues become Division Affiliates of the Division. Membership or affiliation is automatically terminated if the current annual dues for the current fiscal year are not paid.

Section 3. At age 60 or greater, a Division member or affiliate for the preceding fifteen years who has retired from regular employment may, upon notification to the Division, be given emeritus status.

Said member or affiliate with emeritus status shall have all privileges of a member or affiliate, respectively. Dues for said members and affiliates with emeritus status shall be set at \$2.00 per year, which the Steering Committee may direct the Division to pay. The Steering Committee may exempt said members and affiliates with emeritus status from Division meeting registration fees.

Section 4. Honorary life affiliation may be conferred by the Executive Committee for exceptional reasons. An Honorary Life Affiliate, a special category of Division affiliate, shall have the privileges and responsibilities of a Division Affiliate. Dues for Honorary Life Affiliates shall be set at \$2.00 per year, which the Steering Committee may provide for the Division to pay. At the spring meeting following completion of the term of office as Chair, that Immediate Past Chair shall receive, together with a plaque and pin, an honorary life affiliation with the Division.

Section 5. A member shall have the right to vote and to hold elective office in the Division, except that a STUDENT MEMBER of the SOCIETY may not be elected Councilor or Alternate Councilor, nor serve as a Temporary Substitute Councilor. All affiliates shall enjoy all the privileges of members except the right to hold elective office in the Division, serve on its Executive Committee, vote on Articles of Incorporation and bylaws of the Division, and vote for Councilors and Alternate Councilors of the SOCIETY. A Division affiliate may vote for elective positions, other than Councilor and Alternate Councilor.

BYLAW IV Officers

Section 1. The Officers of the Division shall be the Chair, the Chair-Elect, the Secretary, the Treasurer, the Assistant Treasurer and the Executive Director (a full-time staff member and principal administrative officer of the Division). In accordance with the Constitution and Bylaws of the SOCIETY, the Executive Director will be elected by the Division Steering Committee and shall serve until such time as the Steering Committee deems replacement is necessary. All other officers will be elected by the members and affiliates of the Division as specified elsewhere in these bylaws.

Section 2. All officers, other than the Executive Director, shall serve a term of one calendar year or until a successor qualifies. The duties of all Officers shall be inclusive of those specified in these bylaws and in the Steering Committee Charter and all those duties required by the Constitution and Bylaws of the SOCIETY. The Chair-Elect shall succeed to the office of Chair at the completion of the latter's term of office. The Secretary shall succeed to the office of Assistant Treasurer at the completion of the latter's term of office. Should a vacancy occur in any of these offices, it shall be filled as prescribed elsewhere in these bylaws.

Section 3. The officers, excluding the Executive Director, shall constitute the Trustees of the Corporation. They shall receive no monetary compensation either as Trustees or as officers of the Corporation. Regular meetings of the Trustees shall be held at the semiannual meetings of the Division. Additional meetings may be held as required.

BYLAW V Directors

Section 1. The Division shall have one Director from each of its Rubber Group Subdivisions and one Director from each organization with which the Division is affiliated. Each Director shall be a

member of the governing body of the respective Subdivision or affiliated organization and of the SOCIETY. Each Director shall be elected for a three-year term from the eligible members of the respective Rubber Group Subdivision or outside organization. To provide maximum continuity of experience in the Executive Committee, Directors shall be elected each year from only one-third (1/3) of the Rubber Group Subdivisions.

Section 2. Each Director shall have an Alternate Director, also a member of the SOCIETY, to serve on the Executive Committee of the Division in that Director's absence. The Alternate Director will be proposed by the Subdivision or affiliated organization and approved by the Executive Committee. In the inability of the Director or Alternate Director to serve or the respective Subdivision to nominate, the Division Chair, on the recommendation of the respective Subdivision Chair, may appoint a qualified Interim Director who shall serve in designated capacity ending no later than the next regular Division election.

Section 3. The Directors shall select one of their number, who is in the second year of that Director's three-year term, to serve as Directors' Representative-Elect during the third year of that Director's term. This Directors' Representative-Elect shall be a nonvoting member of the Steering Committee for one year. The Directors' Representative-Elect shall then succeed to the office of Directors' Representative and serve a one-year term as a voting member of the Steering and Executive Committees. This one-year term as Directors' Representative shall be the year immediately following the expiration of his/her three-year term as Director. In the event the Directors' Representative-Elect is unable to serve as Directors' Representative, the Directors shall select one of their number who is in the third year of that Director's three-year term to serve as Directors' Representative for the following year. The duties of the Directors, Alternate Directors and Directors' Representative shall be those specified elsewhere in these bylaws and/or in the Steering Committee Charter.

Section 4. A given person may at the same time serve as Director from two or more Rubber Group Subdivisions, provided he/she is a member of the governing body of each Rubber Group Subdivision represented and of the SOCIETY.

BYLAW VI

Executive Committee

Section 1. The Executive Committee shall comprise the Officers, the Subdivision Directors, Councilors of the Division, the Director of Bylaws and Procedures, and the Directors' Representative as voting members, and the Alternate Councilors and Directors' Representative-Elect as non-voting members. All Committee members must be members of the Division and the SOCIETY. In addition, a Director from each Technical Organization with which the Division has affiliated is eligible to serve on the Executive Committee. Said Director must be a SOCIETY member. The Executive Committee shall be responsible for determining the general policy of the Division and for all specific duties provided herein and in the Committee's Charter. No member of the Committee shall have more than one vote.

Section 2. The officers of the Executive Committee shall be the same as the Officers of the Division.

Section 3. The Director of Bylaws and Procedures shall be appointed for a three-year term by the Chair-Elect of the Division with the approval of the Executive Committee and shall have those duties specified in the Steering Committee Charter.

Section 4. The Executive Committee shall be empowered to fill by appointment any vacancy in the Committee, including that of an Officer, and such appointment shall continue in effect until the next regular election. Vacancies in the elective offices of Treasurer or Assistant Treasurer shall be filled by the Assistant Treasurer or Secretary, respectively. If the office of Secretary is vacant, it shall be filled by the person who received the second-largest number of votes in the last election for said office. If another non-elected person must be appointed to said office, then that person shall serve as interim until the next regular election. The Chair may be removed from office by a three-fourths (3/4) majority vote of the entire Executive Committee. If for any reason the Chair is unable to serve, the Chair-Elect shall assume that position for the remainder of the respective term. If the Chair-Elect fills a vacancy in the Chair position or is unable to serve as Chair-Elect, the Chair may serve up to two years in the respective position and the Chair-Elect position may remain open for up to one year.

Section 5. Meetings of the Executive Committee shall be called at least twice a year, at the time and place of the semiannual meetings of the Division and at such other times and places as the Chair may designate. A majority of the members of the Executive Committee shall constitute a quorum.

BYLAW VII Steering Committee

The Steering Committee shall operate under a Charter approved by the Executive Committee and consist of the Officers of the Division, to include the Executive Director as a non-voting member, the Councilors of the Division, the Director of Bylaws and Procedures, the Directors' Representative, the Directors' Representative-Elect as a non-voting member and the Alternate Councilors as non-voting members. The Steering Committee shall be responsible to and report to the Executive Committee and shall have the authority to function for the Executive Committee between regular meetings of the Division in all matters that are not specifically designated in these bylaws as the responsibility of the Executive Committee. A majority of the Steering Committee shall constitute a quorum. No member of the Committee shall have more than one vote.

BYLAW VIII **Elections**

Section 1. The Chair-Elect of the Division shall serve as Chair of the Nominating Committee, which shall consist of those members specified in the Committee Charter. Should the Chair-Elect be unable to serve, the Chair of the Division shall chair this Committee.

Section 2. The Nominating Committee shall submit at the business session of each spring meeting of the Division a slate of eligible nominees that has been approved by the Executive Committee, as specified in the Nominating Committee Charter and as follows:

- a. One or two eligible MEMBERS of the SOCIETY, who are members of the Division, for Secretary;
- b. From each Rubber Group Subdivision for which an election is due, one or two eligible members of the SOCIETY and of the Division for Director and one or two eligible members of the SOCIETY and of the Division for Alternate Director;

- c. One or two MEMBERS of the SOCIETY who are MEMBERS of the Division as nominees for each Councilor position, and one or two MEMBERS of the SOCIETY who are MEMBERS of the Division as nominees for each Alternate Councilor position.

Section 3. The Division shall be represented on the Council of the SOCIETY by Councilors allotted in accordance with the Bylaws of the SOCIETY, serving for three-year terms. For each Councilor there shall be an Alternate Councilor with a concurrent term. Councilors may succeed themselves, and shall be elected so as to result in staggered terms. Any vacancy in Councilor and Alternate Councilor shall be filled at the next regular election of the Division.

Section 4. Directors from technical organizations outside the United States with which the Division is affiliated must be members of the Division and the SOCIETY and shall be elected according to the established procedures of each such organization, subject to approval by the Division Executive Committee.

Section 5. Directors shall not be eligible for reelection to consecutive terms except where there is an absence of eligible nominees for Director from their Subdivision. The incumbent Director's candidacy for an additional term requires the recommendation of the Nominating Committee and the approval of the Executive Committee.

Section 6. Other than the Executive Director, all officers who have served a full term shall not be eligible for reelection to that office. The Chair-Elect automatically becomes Chair for the ensuing year, except as provided elsewhere in these bylaws in the event that the office of Chair-Elect is vacant.

Section 7. The composition of the slate will be publicly announced at the spring Division meeting in accordance with the Nominating and Steering Committees' Charters. The membership shall have the opportunity to make additional nominations by letter to the Secretary within thirty days after this announcement of the slate, provided that each additional nominee consents and is sponsored by at least 25 members or affiliates of the Division.

Section 8. No sooner than thirty days after the announcement of the slate and no later than sixty days before the fall meeting, and in accordance with procedures stated in the Nominating and Steering Committees' Charters, the Division shall distribute to all members and affiliates, via electronic or other means, a short biographical sketch of each candidate for whom they are eligible to vote and a ballot containing the names of the candidates for whom they are eligible to vote. Each voting member and affiliate shall indicate his or her selections by completing the electronic ballot or by returning a marked paper ballot to the Executive Director. To be valid, the completed ballots must be received by the Executive Director prior to the deadline specified. The balloting process must be approved by the Executive Committee. It must provide for fairness, anonymity of the voter, protection against fraud, and timely reporting and archiving of results.

Section 9. The election process, to include monitoring the electronic ballot program and returned paper ballots, shall be the responsibility of the Executive Director and Secretary of the Division. In case of a tie vote between two candidates for an office, the tie shall be resolved by the Executive Committee. The results of the election will be publicly announced at the fall Division meeting in accordance with the Nominating and Steering Committees' Charters. The elected Officers, Directors and Alternate Directors shall take office at the start of the next fiscal year of the Division and shall serve for the period of their elected terms or until their successors take office. Councilors and

Alternate Councilors shall take office on the first day of January following election and shall serve for the three-year period of their elected terms or until a successor has been chosen and qualifies.

BYLAW IX

Affiliation with Other Technical Organizations

Section 1. The Division may also affiliate with other technical organizations that cover a specified portion of the general field of the Division, both domestically and in countries outside of the United States. Such affiliation must be approved by the Executive Committee of the Division and in compliance with the specific requirements of the Bylaws of the SOCIETY.

Section 2. The Division may invite each affiliated technical organization to elect a Director to serve on the Executive Committee of the Division, according to provisions elsewhere in these bylaws.

Section 3. All such affiliations shall terminate after five years unless reauthorized by the Executive Committee. This reauthorization cannot exceed five years in length.

BYLAW X

Rubber Group Subdivisions

Section 1. The Division may organize within itself one or more units known as Subdivisions, which shall be established to cover a specified portion of the general field of the Division or for the purpose of holding technical meetings in specified geographical areas at which mutual technical problems are discussed. Each such Subdivision shall operate in conformity with the bylaws of and shall be responsible to the parent Division. These Subdivisions will be identified as Rubber Group Subdivisions and will be identified by the geographical area in which they are primarily located or by the specific technical subject matter that will be covered. A Subdivision may be affiliated with one or more Student Chapters, which shall operate in conformity with the bylaws of and shall be responsible to the respective Subdivision. The Division Executive Committee shall receive applications from any proposed Subdivision and shall decide whether or not the Division should consider it for provisional Subdivision status. The formation, dissolution or merger of Subdivisions shall be in accord with the Division's Operational Manual for Subdivisions.

Section 2. A provisional Rubber Group Subdivision must operate satisfactorily, as deemed by the Executive Committee, for a period of at least two years before being accepted as an official Subdivision. The final decision on the permanent status of a Subdivision shall be made by the Executive Committee. The Chair or President of a Rubber Group Subdivision shall be a member or affiliate of the Division.

Section 3. The Executive Committee at its discretion may rescind the Subdivision status of any Rubber Group Subdivision at any time by a simple majority vote. If a Rubber Group Subdivision wishes to dissolve, the governing body of that Subdivision should formally acknowledge this to the Secretary of the Division. The Executive Committee of the Division shall then vote to rescind the Subdivision status of this group.

Upon dissolution of the Subdivision, any assets of the Subdivision remaining thereafter shall be conveyed to such organization then existent as is dedicated to objects similar to those of the Subdivision and the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL

SOCIETY, so long as whichever organization is selected by the governing body of the Subdivision at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provision of the Code as may be in effect at the time of the Subdivision's dissolution.

Section 4. Membership in a Rubber Group Subdivision of itself does not entitle a person to any more privileges in the SOCIETY or in the Division than the person would enjoy without such membership.

Section 5. When a new Subdivision is officially established, the Steering Committee is empowered to appoint, subject to ratification by the Executive Committee at the next meeting of that Committee, a Subdivision member, who is also a Division and SOCIETY member, to serve on the Executive Committee as interim Director for that Subdivision until the next general election.

BYLAW XI

Meetings

Section 1. Regular semiannual meetings of the Division shall be held at the time and place selected by the Executive Committee. Such meetings shall be held at locations and times other than those of the SOCIETY meetings, unless they are held in conjunction with the SOCIETY.

Section 2. The Division is responsible for financing each meeting of the Division. Money collected by local committees to defray expenses of meetings of the Division shall be regarded as the property of the Division and shall be used to defray the expenses of the meeting for which the funds were obtained. Any funds remaining after the defrayment of expenses of the meeting shall be paid into the treasury of the Division.

Section 3. Fifty members shall constitute a quorum for any business meeting of the Division.

BYLAW XII

Finance

Section 1. The Finance & Budget Committee shall consist of the Treasurer as Chair, Assistant Treasurer as Secretary and other qualified members as specified by the Committee's Charter. It shall be the duty of this Committee to make recommendations to the Executive Committee regarding the acquisition, handling, budgeting, and disposition of Division funds in accordance with the guidelines of the "Financial Strategy" of the Division, which is approved by the Executive Committee. It shall be a further responsibility of this Committee to study those operations for which the Division is financially responsible and to ensure that each operation has an approved budget with regard to income and expenditures. The Committee shall have the following responsibilities:

- a. Monitoring the financial aspects of all division operations and report all findings to the Executive Committee with appropriate recommendations for action;
- b. Preparing the annual Division budget in conjunction with the Executive Director for review by the Steering Committee and approval by the Executive committee;
- c. Acting for the Executive Committee in developing and implementing Division financial policies;

- d. Reviewing annually all fees charged for division services;
- e. Assisting the Treasurer and Assistant Treasurer in the performance of their duties;
- f. Supervising the investment and management of all Division reserves;
- g. Developing practical procedures for control of Division assets;
- h. Providing for an annual external Audit of the Division's previous year finances.

Section 2. The Treasurer, Assistant Treasurer, Executive Director and all others handling or approving disbursement of Division funds shall be bonded in amounts determined by the Executive Committee.

Section 3. The Treasurer shall be responsible for the investments of the Division in accordance with policies set forth in the Steering Committee Charter and approved by the Executive Committee. Division assets shall be placed only in bank and investment accounts as approved by the Steering Committee. All checks issued by the Division may be signed by the Executive Director, with a second officer signature required on checks in accordance with policies set forth in the Steering Committee Charter. Contract approval authority for all operational contracts may be executed solely by the Executive Director, with a second and third officer signature required on contracts in accordance with policies set forth in the Steering Committee Charter.

BYLAW XIII **Committees**

Section 1. In addition to the Executive, Steering, Nominating, and Finance & Budget Committees, the Division may have both standing and ad hoc committees. Each such committee shall keep itself informed about matters within its field of assignment and, within its assigned area, shall recommend policies and methods for their implementation, and suggest appropriate action on such matters to the Steering Committee.

Section 2. Each standing committee shall operate under a Charter developed by it and approved by the Executive Committee. Each Charter shall contain the following as they pertain to the respective committee:

- a. Authorization
- b. Membership, including method of selection of all members and selection of Chair
- c. Purpose
- d. Functions and duties
- e. Frequency of meetings
- f. Reporting procedure

Section 3. The Division standing committees shall be governed by and shall perform the duties specified in their respective Charters, except where specified elsewhere in these bylaws. They shall report their activities as directed by the Chair of the Division and/or the Executive Committee.

Section 4. Ad hoc committees shall be appointed by the Chair of the Division as required. Ad hoc committees on local coordination shall be appointed as required for each semiannual meeting of the Division and shall serve until a Final Meeting Report has been submitted to the Division. This report shall be forwarded to the Executive Committee for information and further action as may be required.

BYLAW XIV Science & Technology Awards

Section 1. In furtherance of its objects, the Division may annually present a series of awards for exceptional technical contributions to the rubber and related disciplines. The recipients of these awards will be nominated by the Science and Technology Awards Committee as specified in the committee's Charter, with the final selection by the Executive Committee.

Section 2. The Charles Goodyear Medal

To commemorate the discoverer of the vulcanization of rubber, the Charles Goodyear Medal may be awarded annually to a person who has made outstanding and lasting contributions to the science and technology of rubber. The award consists of a gold medal, plaque and honorarium. The Science and Technology Award Committee will select no more than three deserving candidates from which the Executive Committee will choose the medalist. Acceptance by the person(s) elected to receive the Medal shall be understood to require (a) the personal attendance of the recipient at the annual Science and Technology Awards banquet of the Division and (b) the delivery of a lecture before the Division on the contribution(s) on which the award is based. These provisions may be specifically waived by the Executive Committee.

Section 3. Additional Science and Technology Awards

The following awards may be presented by the Rubber Division each year:

- a. The Melvin Mooney Distinguished Technology Award
- b. The George Stafford Whitby Award for Distinguished Teaching and Research
- c. The Sparks-Thomas Award
- d. The Fernley H. Banbury Award
- e. The Chemistry of Thermoplastic Elastomers Award

The Science and Technology Awards Committee shall screen candidates for these awards as specified in the Committee Charter and may present a single candidate for each award to the Executive Committee for approval. The Committee Charter will contain detailed procedures by which the winners are nominated and selected, and the awards are presented. Each award shall be presented at the annual Science and Technology Awards banquet.

BYLAW XV Parliamentary Authority

At all business meetings of the Division and all Committee meetings, the most recent edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not covered in these bylaws or in the SOCIETY's governing documents.

BYLAW XVI
Statutory Agent

The Division is required to maintain a statutory agent, who must be a resident of the county where the Division has its principal office, Summit County, Ohio. Such agent's name and address must be recorded with the Secretary of State, Columbus, Ohio. If said agent dies, resigns, or removes from Summit County, Ohio, a new agent shall be appointed by the Division Chair and a new certificate filed with the Secretary of State. If said agent moves to a new location in Summit County, Ohio, prompt notification of such move must be filed with the Secretary of State. Said notifications are to be signed by the Chair or Secretary of the Division.

BYLAW XVII
Responsibility

The Division shall not be held responsible for unauthorized statements by its members and affiliates, no matter how or where expressed. The Division and its members and affiliates shall strictly adhere to the principles of the Division Antitrust Statement as provided in the Steering Committee Charter.

BYLAW XVIII
Indemnification

Each current or former Trustee, Officer, Director, committee member, agent, employee, or volunteer of this Division and any person who is serving or has served in any capacity at the request of the Division shall be indemnified by the Division under the standards set by and to the full extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time. As used herein, the terms Trustee, officer, Director, committee member, agent, employee, or volunteer shall include their respective heirs and personal representatives. The foregoing right of indemnification shall be in addition to any other right to which any person seeking indemnification may be or become entitled by law, vote of members or disinterested Trustees of the Division, or otherwise.

BYLAW XIX
Amendment of Bylaws

Amendments may be proposed by any group of at least six members by petition in writing to the Secretary, who shall refer such proposal to the Director of Bylaws and Procedures. The Executive Committee shall consider the recommendations of the Director of Bylaws and Procedures and report to the Division during the business session of its next regular meeting. Proposed amendments will be read and a two-thirds favorable vote of the members present shall be required for adoption.

Amendments shall become effective upon approval by the Committee on Constitution and Bylaws of the SOCIETY, acting for the Council, unless a later date is specified.

BYLAW XX
Dissolution of the Division

Upon dissolution of the Division, any assets of the Division remaining thereafter shall be conveyed to such organization then existent as is dedicated to objects similar to those of the Division and the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY, so long as whichever organization is selected by the governing body of the Division at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provision of the Code as may be in effect at the time of the Division's dissolution.