

**CONSTITUTION AND BY-LAWS OF THE
NEW ENGLAND RUBBER AND PLASTICS GROUP, INC.,
A SUBDIVISION OF THE RUBBER DIVISION OF THE AMERICAN
CHEMICAL SOCIETY, INC.**

Revised: March 18th, 2016

Approved: April 5, 2016

Article I

Name, Affiliation, Incorporation, Antecedents

Section 1 - Name

The name of this organization shall be The New England Rubber and Plastics Group, Inc., (NERPG) hereinafter called the “Group”.

Section 2 – Affiliation

The Group is a subdivision of the Rubber Division, American Chemical Society hereinafter called “Division and ACS” and shall operate in conformity with the by-laws of the Division and ACS.

Section 3 – Incorporation

The Group is incorporated in the State of Massachusetts.

Section 4 - Antecedents

The Group is formed from the merger of the Boston Rubber Group, the Rhode Island Rubber and Plastics Group and the Connecticut Rubber Group, according to the procedures of the Division and ACS.

Article II

Vision, Mission Statement, Objectives and Antitrust Statement

Section 1 – The Group Vision Statement

To provide an organization which will improve the exchange of information among

chemists, engineers and other professionals interested in the areas of rubber and plastic chemistry and engineering.

Section 2 – The Group Mission Statement

To encourage growth and interest, to sponsor, organize and provide educational and social events that promote professional growth and networking opportunities for those in the rubber and plastic industries.

Section 3 – The Objectives of the Group

The objectives of the Group is to provide opportunities for individual members to develop personally and professionally through participation in activities of the Group, while collaborating with the Division and ACS and with other scientific and professional organizations whose interests parallel or overlap those of the Group in scientific, technological, educational and professional matters.

Section 4 - Antitrust Statement

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

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

Article III

Membership and Affiliates

Section 1

Any person engaged in, associated with, or interested in the rubber and plastics industry is eligible. Membership is effective upon receipt of dues and an application form for the corresponding year or subsequent year if membership is actively current.

Section 2

Life membership shall be granted to the following:

- a. Any past chairperson, which includes past chair people of the Boston Rubber Group, Rhode Island Rubber and Plastics Group and/or Connecticut Rubber Group.
- b. Any person retired, age 65, with five consecutive years of membership, which is inclusive of membership to the Boston Rubber Group, Rhode Island Rubber and Plastics Group and/or Connecticut Rubber Group.
- c. At the discretion of the Board;
 1. Honorary membership may be conferred at the discretion of the board.
 2. Student membership may be conferred, at the discretion of the board, to a student attending an accredited college or university.

Section 3

Membership in the group may be terminated by formal resignation, delinquency in payment of dues, or failure to comply with ethical business standards.

Article IV

Dues and Finances

Section 1

The annual dues shall be determined by the Board of Directors.

Section 2

The funds of the Group shall be kept in a checking or savings account. Funds in excess of normal operating expenses and funds designated for the payment of future scholarships may be placed in an investment account at the discretion of the Finance Committee.

Section 3

The Group shall operate on a fiscal year beginning January 1 and ending December 31.

Article V

Officers and Directors

Section 1

The Board of Directors shall consist of Officers and Directors of the Group, hereinafter called the Board. It will direct the management of the Group subject to the by-laws, and will establish rules and procedures by majority vote. All Board meetings shall be in conformity with the parliamentary rules as indicated in Roberts Rules of Order. If events preclude proper succession, the Board can extend terms of office by majority vote until an orderly succession is achieved.

Section 2

The Officers of the Group shall consist of Chairperson, Vice Chairperson, immediate Past-Chairperson, Historian, Secretary and Treasurer. The terms of office are for the fiscal year (with exception of the Treasurer, see Section V.6), or until elected successors are seated. The Chairperson and Vice Chairperson shall be members of the Division and the Chairperson shall be a member of the ACS.

Section 3

The Directors of the Group shall consist of Board Directors (4), Director of Education, Area Director, Alternate Area Director and a Student Representative.

Section 4

The Chairperson shall prepare and send an agenda for Board meetings to the Board members in advance. The Chairperson shall preside over all meetings of the Group. The Chairperson shall represent the Group at various professional and civic gatherings. The Chairperson shall chair the Finance and Audit Committee. The Chairperson will attend the Division and ACS shows as outlined in the Division by-laws.

Section 5

The Vice Chairperson shall assume the duties of the Chairperson if the latter is absent. The Vice Chairperson shall chair the Technical Program Committee and is a member of the Social Committee. The Vice Chairperson shall succeed the Chairperson in the following fiscal year.

Section 6

The Treasurer shall be in charge of all funds, and make payments of properly submitted bills. The Treasurer shall maintain checking, savings and investment accounts. Preparation of financial statements must be completed prior to a meeting of the Board. The Treasurer shall collect fees and dues. The treasurer shall be elected by the Board and serve for a 3 year term, without limit as to re-election.

Section 7

The Secretary prepares and distributes minutes of each board meeting to members of the Board. The Secretary shall coordinate meeting notices, dues notices, and other communications to the membership and trade publications as needed. The Secretary shall update and maintain the membership contact list. The Secretary shall provide updated by-laws to members of the Board. The Secretary shall chair the Membership Committee.

Section 8

There shall be at least four Directors who will serve two year terms without limit as to re-election. During the first year of their term, one Director shall serve as assistant to the Vice Chair and the other as assistant to Secretary. The two Second Year Directors shall organize the Group's social events which include but are not limited to the golf outing and holiday party. The Directors can be assigned additional duties at the discretion of the Chairperson. It is the intention but not required that upon completing their two year term at least one of the outgoing Directors shall proceed to the Secretary position.

Section 9

The Area Director and Alternate Area Director to the Rubber Division shall be nominated to 3 year terms by the Board. Both Directors must be members of the Rubber Division and American Chemical Society. The Area Director shall serve as an advisor to the Board. The Area Director is to report to the Group matters of interest of the Rubber Division. The Area Director shall provide the Rubber Division the Group's Board and meeting dates. The Area Director shall invite the Chair Elect of the Rubber Division to a Group meeting. The Alternate Area Director shall assume the duties of the Area Director in absence of the latter.

Section 10

The Past Chairperson shall serve as an advisor to the Board. The Past Chairperson shall be responsible for solicitations for the Group. The Past Chairperson shall chair the Nominating Committee.

Section 11

The Historian shall serve as an advisor to the Board. The Historian shall be responsible for the Rubber Division Banner, and the Group's articles of incorporation. The Historian shall maintain a system of records to serve as the Group's recorded history for future generations. The Historian shall be elected by the Board and serve for a 3 year term, without limit as to re-election.

Section 12

The Director of Education shall serve as an advisor to the Board. The Director of Education shall be responsible for managing the Group's scholarships. The Director of Education shall serve as liaison to the Group's student charter. The Director of Education shall be elected by the Board and serve for a 3 year term, without limit as to re-election.

Section 13

The Student Representative shall serve as the liaison between the board and the Student Chapter.

Article VI

Committees

Section 1

The Committees shall consist of **Finance, Auditing, Technical Program, Membership, Social Events and Nominating Committees**. The Chair of each committee is identified prior to the first meeting of the fiscal year. Committee chairpersons shall submit a report to the Board, and documented Committee expenses to the Treasurer for payment. The Group's Chairperson may appoint other ad hoc committees as necessary to carry out the business of the Group.

Section 2

The **Finance Committee** shall be Chaired by the Treasurer, and include three other board members. This committee shall review and provide guidance regarding the Groups financial responsibilities and spending to increase effectiveness of all financial activities. As a standing committee, they will meet at their discretion and provide a report to The Board of Directors at the next scheduled Board Meeting.

Section 3

The **Auditing Committee** shall consist of three Members in good standing with the Treasurer and Vice chair acting as liaisons. This Committee shall conduct an examination of the financial records and provide a report by the spring technical meeting.

Section 4

The **Technical Program Committee** shall be chaired by the Vice Chairperson, and membership includes Secretary, and (2) additional Board members. This committee shall select speakers for the Group's technical programs, which include but are not limited to the spring and fall meeting. This committee is responsible for site, date, time and menu selection for the technical program. This committee is responsible for the mailing preparation. This committee is responsible for selecting gifts for the speakers.

Section 5

The **Membership Committee** shall be chaired by the Secretary, and membership includes (2) additional Board members. This committee shall maintain and update the membership list, which includes but is not limited to active member files, dues notices and delinquency notices.

Section 6

The **Social Events Committee** shall be chaired by the Board Directors, and Vice-Chairman, plus additional (1-2) Board member(s). Social events including the golf outing, holiday party, and other events, may be proposed by the membership and approved by the Board. This committee is responsible for site, date, time and menu selection for the social event. This committee is responsible for the mailing preparation. This committee is responsible for selecting gifts for the membership when applicable.

Section 7

The **Nominating Committee** shall be chaired by the Past Chairperson, and includes (2) additional Board members. This committee will propose election ballots and vacancy replacements, subject to Board approval.

Section 8

The **Scholarship Committee** shall be chaired by a Past Chairperson, Director of Education, (1) Director and the Secretary of the board. The Scholarship Committee is responsible for providing the Secretary the necessary information to solicit qualified

candidate applications for each available scholarship. In addition, the Scholarship Committee will also review and judge all submitted applications per the specific scholarship requirements and then recommend a slate of winners to the Board of Directors to be ratified prior to awarding.

Article VII

Elections

Section 1

The annual election will comprise of candidates for Director Positions. Any Board vacancies will be filled as outline above in Article V.2. Every 3rd year, an Area Director and Alternate Area Director will be elected. Elections may be held by mail or electronically. The ballot shall include brief biographies of candidates, and shall be prepared in conformance with Rubber Division requirements. Elections shall be decided by simple majority.

Article VIII

Quorum

Section 1

Attendance of at least 25 members in good standing, and at any meeting called for the purpose of conducting business of the Group shall constitute a quorum.

Section 2

At any Board meeting, a majority of the Board shall constitute a quorum.

Article IX

Indemnification

Section 1

Each current or former officer, director, committee member, agent, employee or volunteer of the Group and any person who is serving or has served in any capacity at the request of the Group, shall be indemnified by the New England Rubber and Plastics Group, Inc., under standards set forth by and to the full extent allowable applicable by law.

Article X

Amendments

Section 1

These by-laws may be amended at any regular meeting of the Group by an affirmative vote of not less than two-thirds of the members present, provided there is a quorum in attendance as defined in Article VIII of these by-laws and the change has been submitted to the membership at a previous regular meeting or by letter from the Secretary 2 weeks prior to the meeting.

Article XI

Dissolution

Section 1

Periodic audit of the financial records will be arranged by the Board of Directors.

In the event, the group is determined to no longer be useful to the rubber and plastics industry; it may be dissolved at any time. Dissolution may be accomplished by a two-thirds majority vote of the members. This vote is to be handled by US mail or electronically, with a ballot being sent to all current members eligible to vote. A count of the ballots returned within 30 days will determine the results.

Section 2

If the group is dissolved, all assets not required for the payment of just debts and taxes shall be transferred to the Rubber Division of the American Chemical Society to be used for the purpose of education of people in the industry.

