



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

**BYLAW I
Name**

This organization shall be known as the RUBBER DIVISION, AMERICAN CHEMICAL SOCIETY, INC. (hereinafter referred to as the “Division”) of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the “SOCIETY”). The Division is organized for and operated by its members on a nonprofit basis.

**BYLAW II
Vision, Mission, and Objects**

Section 1. The Division Vision Statement: enhancing science, technology and business across the evolving elastomeric community.

Section 2. The Division Mission Statement: to promote and advance the evolution of the global elastomeric profession and its relevance to society.

Section 3. The Objects of the Division

The objects of the Division shall be those of the SOCIETY as stated in the Charter and Constitution of the SOCIETY, and shall also be the same as the purposes stated in the Articles of Incorporation of the Division. In particular, the objects shall be

- 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:

***Effective March 23, 2017.** Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY. (C&B: bylaws@acs.org; www.acs.org/bulletin5).

- (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.

Section 4. Nothing in these bylaws shall be inconsistent with the Charter, Constitution, and Bylaws of the SOCIETY.

Section 5. The Division is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

BYLAW III Members and Affiliates

Section 1. Membership in the Division is open to all MEMBERS and STUDENT MEMBERS (hereinafter collectively referred to as “members”) of the SOCIETY. Any member of the SOCIETY may join the Division by enrolling with the Division and paying the established annual dues as mentioned elsewhere in these bylaws.

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 Society 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. A Society Affiliate may become a Society Affiliate of the Division provided that Division dues established for Society Affiliates are paid. Society Affiliates may not (1) hold an elective

position, (2) vote on Articles of Incorporation and bylaws of the Division, (3) vote for the Councilor(s) or Alternate Councilor(s) of the Division, or (4) serve as a voting member of its Executive Committee or equivalent policy-making body, (5) but they may be appointed as committee chairs. Further, and only if permitted by the SOCIETY's Bylaws, Society Affiliates may vote for an elective position of the Division but not for the Councilor(s) or Alternate Councilor(s).

Section 4. The Division may have Division Affiliates as authorized in the Constitution and Bylaws of the SOCIETY. A Division Affiliate shall retain affiliate status only so long as payment is made of Division Affiliate dues of not less than two dollars (\$2.00) per annum. A Division Affiliate shall have all the privileges of membership in the Division, as provided in the SOCIETY's Bylaws and these bylaws, except for (1) holding an elective position in the Division, (2) voting on Articles of Incorporation and bylaws, or (3) voting for Councilor(s) or Alternate Councilor(s). A Division Affiliate (1) may vote for an elective position but not for the Councilor(s) or Alternate Councilor(s). Further, and only if permitted by the SOCIETY's Bylaws, a Division Affiliate (1) may be appointed as a committee chair, and (2) may not serve as a voting member of the Executive Committee.

Section 5. A person who is at least sixty years of age who has been a Division member or affiliate for the preceding fifteen years and who has retired from regular employment may, upon notification to the Division, be given emeritus status of the Division. Said member or affiliate with emeritus status of the Division shall have all privileges of a member or affiliate, respectively. Dues for said members and affiliates with emeritus status of the Division shall be set at \$2.00 per year, which may be waived by the Steering Committee. The Steering Committee may exempt said members and affiliates with emeritus status of the Division from paying Division meeting registration fees.

Section 6. For Division Affiliates, the Executive Committee may confer an honorary life affiliation for exceptional reasons. The Division's Honorary Life Affiliate, a special category of Division Affiliate, shall have the privileges 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 7. Members and affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY and these bylaws.

Section 8. STUDENT MEMBERS shall be entitled to all privileges of membership except that of holding an elective position of the SOCIETY. STUDENT MEMBERS may not serve as Councilor(s), Alternate Councilor(s), or the Temporary Substitute Councilor, but they may be appointed as committee chairs and they may hold an elective position of the Division as noted elsewhere in these bylaws.

Section 9. Any member or affiliate may resign from membership in the Division by submitting a resignation in writing to the Secretary of the Division; any dues previously paid shall not be reimbursed.

BYLAW IV

Officers, Executive Committee, Steering Committee, Trustees, and Councilor(s)

Section 1. The officers of the Division shall be members of the SOCIETY and the Division and shall consist of the Chair, Chair-Elect, Secretary, Treasurer, Assistant Treasurer, and Executive Director (a full-time staff member and principal administrative officer of the Division). The Executive Director

shall be elected by the Division's Steering Committee and shall serve until such time as the Steering Committee deems replacement is necessary. All other officers shall be elected as specified elsewhere in these bylaws.

Section 2. The Executive Committee shall be the governing body of the Division and as such shall have full power to conduct, manage, and direct the business and affairs of the Division in accordance with the Constitution and Bylaws of the SOCIETY and these bylaws. The Executive Committee shall consist of the officers of the Division, the Subdivision Directors, the Councilor(s) of the Division, the Director of Bylaws and Procedures, the Directors' Representative, the Alternate Councilor(s), the Directors' Representative-Elect and one Member-at-Large, all as voting members. All voting Committee members must be MEMBERS of the Division and the SOCIETY. The Member-at-Large shall be appointed from the MEMBERS of the Division. The Executive Committee may also include designated chairs of the standing committees as non-voting members. No member of the Committee shall have more than one vote.

- a. The Steering Committee shall operate under a charter approved by the Executive Committee and consist of the officers of the Division, the Councilor(s) of the Division, the Director of Bylaws and Procedures, the Directors' Representative, the Directors' Representative-Elect, the Alternate Councilors and the Member-at-Large, all as voting members, and the Executive Director as a non-voting member. 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.
- b. The Director of Bylaws and Procedures shall be appointed from the MEMBERS of the Division for a three-year term by the Executive Committee and shall have those duties as specified by the Executive Committee.

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 Division. Regular meetings of the Trustees shall be held at the semiannual meetings of the Division. Additional meetings may be held as needed.

Section 4. Elected officers of the Division other than the Executive Director shall serve for a term of one year beginning on January 1 or until their successors are elected. The Executive Director shall be elected by the Division's Steering Committee as mentioned elsewhere in these bylaws, and shall serve until such time as the Steering Committee deems that replacement is necessary. At the end of the Chair-Elect's term of office, the Chair-Elect shall succeed to the office of Chair. The Treasurer shall succeed to the office of Chair-Elect, the Assistant Treasurer shall succeed to the office of Treasurer and the Secretary shall succeed to the office of Assistant Treasurer. The Member-at-Large shall serve for a term of three years beginning January 1. With the exception of the Chair, Chair-Elect, Treasurer, Assistant Treasurer, and Secretary, the incumbent of any position is eligible for reelection.

Section 5. The duties of the members of the Executive Committee shall be such as usually pertain to their offices, together with those required by these bylaws and by the Constitution and Bylaws of the SOCIETY, and such other duties as may be assigned to them from time to time by the Executive Committee.

- a. The duties of the Chair shall be to preside at meetings of the Executive Committee, to carry into effect the decisions and recommendations of that Committee, to preside at meetings of the Division to conduct governance business, to appoint, with the approval of the Executive Committee, all committee chairs and committee members except as stated elsewhere in these bylaws, and to carry out the duties required by the Constitution and Bylaws of the SOCIETY.
- b. The duties of the Chair-Elect shall be to assist the Chair with the direction and management of the Division. In the absence of the Chair, the duties of the office shall devolve upon the Chair-Elect.
- c. The duties of the Secretary shall be to keep a record of the minutes of the meetings of the Division and of the Executive Committee, to maintain a list of members and affiliates, to send to members and affiliates such notices as the business of the Division may require, to submit a report to the Division at its annual meeting, and to carry out the duties required by the Constitution and Bylaws of the SOCIETY and elsewhere in these bylaws. The Secretary shall preside over meetings in the absence of both the Chair and Chair-Elect.
- d. The Treasurer shall have charge of the funds of the Division, keep an accurate record of all receipts and disbursements, receive dues, and make those disbursements approved by the Executive Committee. The Treasurer shall render an account of all transactions and of the financial condition of the Division to the Executive Committee at times set by the Committee, and shall submit such reports as are required by the Constitution and Bylaws of the SOCIETY.
- e. The duties of the Member-at-Large shall include bringing before the Executive Committee such items of concern to members of the Division that have been brought to their attention, as well as any duties assigned by the Executive Committee.

Section 6. Vacancies

- a. In the event of a vacancy in the office of Chair, the Chair-Elect shall assume the duties of Chair for the remainder of the term. In such case, the Chair-Elect moving into the position of Chair shall also hold that position during the normal term as Chair as part of the leadership transition.
- b. In the event of a vacancy in the office of Treasurer, it shall be filled by the Assistant Treasurer for the remainder of the term. In the event of a vacancy in the office of Assistant Treasurer, it shall be filled by the office of Secretary for the remainder of the term. In the event of a vacancy in the office of Secretary, it shall be filled for the remainder of the term by the person who received the second-largest number of votes in the last election for said office.
- c. All other vacancies, except for Councilor(s) and Alternate Councilor(s), shall be filled by majority vote of the Executive Committee through interim appointment for the period up to the next annual election. At that time, the procedures for election as outlined in the bylaws of the Division shall be followed.
- d. An interim appointee to the vacated office of Chair-Elect shall not automatically succeed to the office of Chair. At the next election, both a Chair and a Chair-Elect shall be elected.

Section 7. Councilor(s), Alternate Councilor(s), and Temporary Substitute Councilor

- a. The Division shall have Councilor(s) and Alternate Councilor(s) as provided in the Constitution and Bylaws of the SOCIETY. The Division's Councilor(s) and Alternate Councilor(s) shall carry out those duties assigned to them by the Constitution and Bylaws of the SOCIETY. In particular, the Councilor(s) (or Alternate Councilor(s) or Temporary Substitute Councilor if so designated to serve in place of the Councilor for a particular meeting), shall attend meetings of the Council of the SOCIETY and represent the Division at such meetings.
- b. Councilor(s) and Alternate Councilor(s) shall be elected by ballot from among the MEMBERS for three-year terms beginning January 1. Reelection is permissible. Councilor(s) shall be elected in separate years, whenever possible, to provide for a rotation of terms in accordance with the Constitution of the SOCIETY. A partial term of one or two years shall be used whenever necessary to establish or to restore rotation of three-year terms provided that the Councilor and/or Alternate Councilor agree to the partial term before the election.
- c. In the event that a Councilor is unable to attend a specified meeting of the Council of the SOCIETY, the Chair of the Division shall appoint one of the Alternate Councilor(s) to serve as Councilor at the specified meeting. Such appointment of an Alternate Councilor shall be for only one meeting.
- d. If every Councilor and Alternate Councilor of the Division will be absent from a Council meeting, thus leaving the Division without representation at such meeting, the Executive Committee may designate one MEMBER of the Division as a Temporary Substitute Councilor in accordance with the Bylaws of the SOCIETY.
- e. The Executive Committee shall designate one or more Councilor(s) to be disqualified under the SOCIETY's Bylaw provisions for reallocation of Councilor(s) among the Divisions.
- f. Any vacancy in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term at the time of the next annual election. The vacancy may be filled until the next annual election by appointment by the Executive Committee.

BYLAW V

Directors

Section 1. The Division shall have one Director from each of its Rubber Group Subdivisions and one Director from each of its Affiliated Technical Organizations. Each Director shall be a member of the governing body of the respective Subdivision or Affiliated Technical Organization and must be a member of the SOCIETY and the Division. Each Director shall be elected for a three-year term from the eligible members of the respective Rubber Group Subdivision or Affiliated Technical 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 and the Division, 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. If the Director or Alternate Director is unable to serve or if the positions are unfilled for any reason, then the Division Chair, on the recommendation of the respective

Subdivision Chair, may appoint an Interim Director who shall be a member of the SOCIETY and the Division and who shall serve in this position up until the next regular Division election.

Section 3. The Directors shall select one Director amongst themselves 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 voting member of the Steering and Executive Committees for one year. The Directors' Representative-Elect shall then succeed to the office of Directors' Representative and shall 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 another Director amongst themselves, 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, Directors' Representative and Directors' Representative-Elect shall be those specified elsewhere in these bylaws and in a charter that's approved by the Executive Committee. As required elsewhere in these bylaws, the Directors' Representative and the Directors' Representative-Elect shall be members of the SOCIETY and the Division.

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

BYLAW VI Manner of Election

Section 1. The election of officers shall be conducted either by a ballot distributed to the members of the Division and to Division Affiliates in accordance with the Bylaws of the SOCIETY and elsewhere in these bylaws, and to Society Affiliates as permitted below, or at a regular meeting of the Division provided there is a quorum present as described elsewhere in these bylaws. Further, and only if permitted by the SOCIETY's Bylaws and elsewhere in these bylaws, Society Affiliates may vote either by ballot or at a regular meeting of the Division for an elective position of the Division other than for the Executive Director and for Councilor(s) and Alternate Councilor(s), in the same manner as described above. Councilor(s) and Alternate Councilor(s) shall be elected by a ballot distributed to all members of the Division; affiliates may not vote for Councilor(s) and Alternate Councilor(s).

Section 2. At the spring meeting of the Division each year, the Nominating Committee shall report to the membership its nominations for each office to be filled, which must be approved by the Executive Committee and the general membership at a meeting to conduct governance business. The slate of nominees shall be in accordance with the following and with a charter for the Nominating Committee that is approved by the Executive Committee:

- a. One or two eligible members of the SOCIETY, who are members of the Division, for Secretary;
- b. From each Rubber Group Subdivision and Affiliated Technical Organization 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.

Prior to June 30, any member or affiliate of the Division may, in writing or from the floor at a meeting to conduct governance business, nominate additional candidates for office, provided that they are members of the Division, and MEMBERS for Councilor(s) and Alternate Councilor(s), as required elsewhere in these bylaws, if the nomination is seconded by another member or affiliate. Nominations so made shall be equally valid as those from the Nominating Committee. All candidates nominated shall have indicated willingness to serve if elected.

Section 3. When a ballot is used, the candidates for each office and for Councilor(s)/Alternate Councilor(s) shall be listed in an order to be selected by lot on ballot to be distributed by July 1, only to eligible voters as noted above except that affiliates may not vote for Councilor(s)/Alternate Councilor(s). The ballot shall provide for a write-in candidate for each position to be filled. A paper ballot shall be provided to any eligible voter who requests it.

Section 4. The ballots shall be tabulated and validated not later than August 31. The candidate for each position receiving the largest number of votes shall be declared elected. In case of a tie vote for any position, the Executive Committee, by ballot, shall elect from among the candidates who share the tie vote; the candidate receiving the largest number of votes shall be declared elected.

Section 5. The results shall be announced by the Division Secretary at the fall meeting of the Division, and also published in the Division's national meeting newsletter and/or on the Division's website soon thereafter. The results shall be certified to the Executive Director of the SOCIETY not later than December 1.

Section 6. In accordance with the SOCIETY's Bylaws, balloting procedures should ensure fair balloting that is open to all eligible members, protection against fraudulent balloting, and the timely reporting and archiving of balloting results.

BYLAW VII

Recall of Elected Officials

Section 1. The elected officials of the Division (officers and elected Executive Committee members except not Councilor(s) and Alternate Councilor(s)) are subject to recall for neglect of duties or conduct injurious to the SOCIETY or the Division. Recall procedures are not applicable to Councilor(s) and Alternate Councilor(s). However, only if permitted by the SOCIETY's Bylaws, Councilor(s) and Alternate Councilor(s) may be removed from office for neglect of their duties, misconduct, conduct that tends to injure the SOCIETY or the unit they represent, conduct that tends to adversely affect the reputation of the SOCIETY, or conduct that is contrary to or destructive of the SOCIETY's objects, according to procedures promulgated by the Council Policy Committee and approved by the Council.

Section 2. The recall of an official shall be initiated when a signed petition, indicating in writing the specific charges and reasonable substantiating evidence, is submitted to the Chair from at least five members of the Division. In the event the Chair is the official in question, the Chair-Elect shall receive the petition and shall assume the duties of the Chair with respect to this issue until the issue is resolved.

Section 3. The Chair shall, without delay, determine that the petitioners are aware of the gravity of their actions and the procedures to be followed. The Chair shall seek an alternate resolution to the problem and a withdrawal of the petition at this time. In the absence of a resolution to the problem, the Chair shall notify the members of the Executive Committee and call a special meeting within thirty days.

- a. The Executive Committee shall promptly continue the recall process or dismiss the petition as ill-founded or find an alternate resolution to the problem. The Chair shall promptly inform the petitioners and the official of the decision of the Executive Committee. If no contact with the official can be made after a reasonable effort, the Executive Committee may remove the official in question with a two-thirds (2/3) vote of the remaining members.
- b. If the proceedings continue:
 - (1) The Chair shall assign the duties of the official to another qualified member or MEMBER of the Division, as required elsewhere in these bylaws, until the issue is resolved.
 - (2) The official shall be offered an opportunity to answer the allegations in the petition before the Executive Committee. A certified letter shall be sent to the last known address on the official SOCIETY membership roll. Upon notification, the official shall have thirty days to make a written response to the allegations.
 - (3) The Executive Committee shall decide whether or not to proceed after studying the official's response. The Chair shall inform the official and the petitioners of the decision of the Executive Committee. If the Executive Committee decides that the proceedings shall continue, the official shall choose one of the following options:
 - (a) The official may resign.
 - (b) The official may request a recall vote. Division members shall be informed, through brief written statements prepared by the Executive Committee and the official, of the issues involved with the recall vote. Both statements shall be distributed to the members with the ballot. A paper ballot shall be provided to any member who requests it. At least two-thirds (2/3) of votes cast shall be required for the official to be removed from office. The membership shall be informed of the results of the recall vote.
 - (c) The official may request a hearing and a recall vote by the remaining members of the Executive Committee. At least two-thirds (2/3) vote of the remaining members of the Executive Committee shall be required to recall the official.
 - (d) The official may choose not to respond and thus forfeit the position.

Section 4. The vacancy provisions of these bylaws shall be used to fill a vacancy caused by a recall process. The Executive Director of the SOCIETY shall be informed of the recall and the filling of the vacancy.

BYLAW VIII Committees

Section 1. The Executive Committee shall establish committees as necessary for the proper operation of the Division. The Division may have both standing and ad hoc committees. Each 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. All committee members shall be members and/or affiliates of the SOCIETY and the Division.

Section 2. The Division shall have the following standing committees: Steering, Nominating, Science & Technology Awards, and Finance & Budget Committees. The Division's standing committees shall be governed by and shall perform the duties specified in their respective charters that are developed and approved by the Executive Committee, 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 3. 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 4. Ad hoc committees shall be appointed by the Chair of the Division as needed. 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 IX Meetings

Section 1. The Division shall hold at least one technical session annually; however, this requirement may be modified by the Executive Committee in accordance with the Bylaws of the SOCIETY.

Section 2. Regular semiannual meetings of the Division, including one annual meeting to conduct governance business, 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 3. The Division is responsible for financing each meeting of the Division. Money collected by the Division's 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 4. The Division may hold special meetings to conduct governance business upon the written request of a majority of the Executive Committee or upon the written request of 50 members of the Division. To be valid, such request shall be received by the Secretary at least ten days before the date requested for the meeting and shall state the exact nature of the business to be transacted. No other business shall transpire at such meetings.

Section 5. Meetings of the Executive Committee and meetings of the Division to conduct governance business, with the approval of the Executive Committee, may be held by means of electronic communications technology that permits those in attendance to read or hear the proceedings substantially concurrently with their occurrence, to vote on matters submitted, to pose questions, and to make comments.

Section 6. 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. The Executive Committee shall meet upon due notice either at the call of the Chair or upon request of a majority of its members. A quorum for an Executive Committee meeting shall consist of a majority of the voting members of the Committee. In the absence of a quorum, called meetings of the Executive Committee shall adjourn to a specific date.

Section 7. Due notice of the Division's meetings, not including committee meetings, shall be sent to each member and affiliate of the Division. Fifty members shall constitute a quorum for the transaction of governance business at a meeting of the Division. No governance business shall be conducted in the absence of a quorum.

Section 8. The fee for registration at any special meeting shall be decided by the Executive Committee in accordance with the Constitution of the SOCIETY.

Section 9. 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 documents.

BYLAW X **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 XI **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 a charter for the Executive Committee that is mentioned elsewhere in these bylaws.

BYLAW XII
Indemnification

Each current 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 XIII
Finances

Section 1. The Finance & Budget Committee shall consist of the Treasurer as Chair, Assistant Treasurer as Secretary, and other qualified members as specified by this committee's charter, which is mentioned elsewhere in these bylaws. It shall be the duty of this committee to make recommendations to the Executive Committee regarding the acquisition, handling, budgeting of Division funds and developing Division financial policies. It shall be a further responsibility of the Finance & Budget 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 Division's Executive Director for review by the Steering Committee and approval by the Executive Committee;
- c. Reviewing annually all fees charged for Division's services;
- d. Assisting the Treasurer and Assistant Treasurer in the performance of their duties;
- e. Supervising the investment and management of all Division reserves, as approved by the Executive Committee;
- f. Developing procedures for control of Division assets, for approval by the Executive Committee;
- g. Arranging for an annual external audit of the Division's previous year finances. The audit report shall be submitted to the Executive Committee prior to the fall meeting of the Division.

Section 2. The Treasurer, Assistant Treasurer, Executive Director and all others handling or disbursing Division funds as approved by the Executive Committee 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 charter as 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 charter as approved by the Executive Committee. 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 charter as approved by the Executive Committee.

Section 4.

- a. Members of the Division shall pay annual dues in an amount set by the Executive Committee. The Executive Committee shall have the option to waive or discount dues for STUDENT MEMBERS and for others as provided in the SOCIETY's Bylaws for waived or discounted dues. A member of the Division who is in arrears in payment of dues for one year shall be removed from the rolls.
- b. Society Affiliates shall pay annual dues in an amount set by the Executive Committee.
- c. The annual dues of Division Affiliates shall be determined by the Executive Committee in accordance with the Constitution and Bylaws of the SOCIETY, and as mentioned elsewhere in these bylaws.

Section 5. The Division may raise or collect funds to be expended for Division purposes, and may have the entire management and control of such funds insofar as such management and control shall not conflict with any provision of these bylaws or with the Constitution or Bylaws of the SOCIETY.

Section 6. The Division may receive donations or bequests made to it, and may expend or invest the same on behalf of the Division. Such expenditures or investments shall be made by the Treasurer of the Division upon authorization by the Executive Committee.

BYLAW XIV Presentation of Papers

Section 1. The Steering Committee shall be responsible for the selection of papers to be presented at meetings of the Division. It may delegate this authority to a Division member or to a committee created for this purpose.

Section 2. The rules for papers presented before meetings of the SOCIETY as outlined in the Bylaws and Regulations of the SOCIETY shall govern this Division.

BYLAW XV 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. While Student Chapters are not subject to the Division's bylaws, a Subdivision may be affiliated with one or more Student Chapters of the SOCIETY. The formation, dissolution or merger of Subdivisions shall be at the discretion of the Executive Committee of the Division.

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 SOCIETY, or to the 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. Members and affiliates of the Division may join the Subdivision by request to the Secretary of the Subdivision.

Section 5. When a new Subdivision is officially established, the Executive Committee is empowered to appoint 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 elections.

BYLAW XVI

Affiliation with Other Technical Organizations

Section 1. The Division may 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, provided that such affiliation does not contravene the Charter, Constitution, Bylaws, or Regulations of the SOCIETY. Such affiliation must be approved by the Executive Committee of the Division, by confirmation by the Council Committee on Constitution and Bylaws, and in compliance with the specific requirements of the Bylaws of the SOCIETY.

Section 2. The affiliation with the technical organization shall become effective upon authorization by the Executive Committee of the Division, by the Council Committee on Divisional Activities, and by confirmation by the Council Committee on Constitution and Bylaws.

Section 3. The Division may invite each affiliated technical organization to elect a Director to serve on the Executive Committee of the Division, provided that each Director is a member of the SOCIETY and the Division as specified elsewhere in these bylaws, and according to provisions elsewhere in these bylaws.

Section 4. The Executive Committee may terminate the affiliation with any technical organization by notifying, in writing, the governing body of the technical organization. The technical organization may terminate the affiliation upon written notice to the Division's Executive Committee. Affiliations shall terminate after five years unless reauthorized by the Executive Committee. The term of each subsequent reauthorization shall not exceed five years.

BYLAW XVII

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 & Technology Awards Committee as specified in the committee's charter, which is mentioned elsewhere in these bylaws, 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 & Technology Awards Committee will select no more than three deserving candidates from which the Executive Committee will choose the medalist. Acceptance by the person 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 contributions on which the award is based. The Executive Committee may modify or waive any or all of the provisions mentioned above.

Section 3. Additional Science and Technology Awards

The following awards may be presented by the 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 & Technology Awards Committee shall screen candidates for these awards as specified in the committee's charter, which is mentioned elsewhere in these bylaws, and may present a single candidate for each award to the Executive Committee for approval. The committee's charter will contain detailed procedures by which the winners are nominated and selected, and the awards are presented. Each award approved by the Executive Committee shall be presented at the annual Science and Technology Awards banquet.

BYLAW XVIII

Amendments

Section 1. Proposed amendments to the bylaws may be initiated by the Executive Committee or by a petition signed by at least 25 Division members by petition in writing to the Division's 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. If the proposed amendment is approved by the Executive Committee, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review.

Section 2. The Executive Committee will then incorporate all the required changes and either accept or reject any recommended changes that are suggested by the Committee on Constitution and Bylaws.

Section 3. If a proposed amendment is not approved by the Executive Committee and if the petition is signed by at least 25 members of the Division, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review before being distributed to the members of the Division.

Section 4. The revised bylaws shall then be reported to the Division during the business session of its next regular meeting. Proposed amendments will be read and/or distributed and at least a two-thirds (2/3) favorable vote of the Division's members present, provided there is a quorum, shall be required for adoption. Alternatively, or failing the presence of a quorum, the vote may be taken by a ballot distributed to all members of the Division. At least two-thirds (2/3) of the valid ballots returned must be affirmative for adoption.

Section 5. The Secretary shall distribute the outcome of the vote regarding the amendment(s) to the Division members and within one month shall meet all requirements for submitting the results to the Committee on Constitution and Bylaws.

Section 6. Amendments to these bylaws, after adoption by the Division, shall become effective upon approval by the Committee on Constitution and Bylaws, acting for the Council of the SOCIETY, unless a later date is specified.

BYLAW XIX

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.