

Phone 242-1410



# LEONHARDT *Plating Company*

---

NICKEL ☆ COPPER ☆ CHROMIUM ☆ CADMIUM  
***POLISHING • BUFFING • LACQUERING***

DANIEL LEONHARDT

5753 ESTE AVE.  
CINCINNATI, OHIO 45232



# **CONSTITUTION**

**and**

# **BY-LAWS**

*Revised to January 1953*

---

**AMERICAN ELECTROPLATERS' SOCIETY, INC.**

**445 Broad Street, Newark 2, New Jersey**

1952

---



## TABLE OF CONTENTS

### CONSTITUTION

#### Part I. THE SOCIETY

	<i>Page</i>	<i>Column</i>
Preamble. Name, object, and divisions. . . . .	2	1
Article I. Functions. . . . .	2	1
Article II. Membership. . . . .	2	2
Article III. Duties of Members. . . . .	4	1
Article IV. Officers. . . . .	4	1
Article V. Finances. . . . .	4	2
Article VI. Meetings. . . . .	5	1
Article VII. Charters. . . . .	5	1
Article VIII. Official Publications. . . . .	5	2

#### Part II. BRANCHES

Article I. . . . .	6	1
--------------------	---	---

#### Part III. REVISION

Article I. . . . .	6	2
--------------------	---	---

### BY-LAWS

#### Part I. THE SOCIETY

Article I. Election of Officers. . . . .	6	1
Article II. Duties of Officers. . . . .	7	1
Article III. Committees. . . . .	8	2
Article IV. Funds. . . . .	10	1
Article V. Dues. . . . .	10	2
Article VI. Meetings and Conventions. . . . .	11	1

#### Part II. BRANCHES

Article I. Authority. . . . .	11	2
Article II. Meetings. . . . .	12	1
Article III. Duties of Branches. . . . .	12	1
Article IV. Organization. . . . .	12	2
Article V. Duties of Officers. . . . .	12	2
Article VI. Duties of Members. . . . .	13	2
Article VII. Representation. . . . .	14	1
Article VIII. Dues. . . . .	14	2

#### Part III. REVISION

Revision. . . . .	14	2
-------------------	----	---

### APPENDIX

Annual Meeting, Order of Business. . . . .	15	1
Paper Awards. . . . .	15	1

# CONSTITUTION

## of the

### AMERICAN ELECTROPLATERS' SOCIETY

#### PREAMBLE

##### NAME, OBJECT, AND DIVISIONS

This society shall be known as American Electroplaters' Society, Incorporated, hereinafter called the Society. It shall be incorporated under the laws of the State of New Jersey.

The object of the Society shall be the improvement and dissemination of the knowledge of the arts and sciences of electroplating and of finishing of metals and of allied arts, the development of a cooperative spirit of friendship, and mutual assistance among its members.

The Society shall consist of members duly elected to membership under the Constitution and By-Laws. There shall be branch or local societies, hereinafter called Branches, duly organized under the Constitution and By-Laws as integral parts of the Society. The Branches shall consist of members of the Society who have become members of the Branches of their choice through the procedures established by the said Branches under the provisions of this Constitution.

There shall be a governing body called the Supreme Society, consisting of Delegates duly elected by the several Branches.

There shall be an Executive Board, duly elected by the Supreme Society in accordance with the Constitution and By-Laws.

#### PART I. THE SOCIETY

##### ARTICLE I. FUNCTIONS

*Section 1. Organization:* The Supreme

Society shall consist of three Active Members in good standing from each Branch in good standing, hereinafter called Delegates, whose credentials have been duly accepted in Annual Meeting. An elected Officer of the Society shall automatically be one of the three Delegates from his Branch. A quorum for the transaction of the business of the Supreme Society shall be two-thirds of the Delegates, present in person or by proxy.

The Executive Board shall consist of the President, the Past President, the First Vice-President, the Second Vice-President, and the Third Vice-President. A quorum for the transaction of the business of the Executive Board shall be four of the above-named Officers.

*Section 2. Authority:* The Supreme Society shall be the governing body of the Society, and all Branches shall be subject to the laws by it enacted. Its decisions shall be final.

The Executive Board shall be the administrative body of the Supreme Society. It shall conduct the ordinary business of the Society under the provisions of the Constitution and By-Laws and the rulings of the Supreme Society. Its decisions shall be subject to review by the Supreme Society.

##### ARTICLE II. MEMBERSHIP

*Section 1. Members:* Any person interested in the object of the Society may become a member.

*Section 2. Classes of Membership:* The Society shall consist of Active Members, Student Members, Sustaining Members,

## CONSTITUTION AND BY-LAWS

and Honorary Members.

*Section 3. Active Members:* Any person interested in the object of the Society may be elected an Active Member.

*Section 4. Student Members:* Any person not over twenty-five years of age, regularly enrolled in full-time courses at any accredited university or other institution of learning and interested in the object of the Society may be elected a Student Member.

*Section 5. Honorary Members:* Honorary Membership may be conferred by majority vote of the Supreme Society in Annual Meeting upon any person whose knowledge and outstanding service have enhanced the welfare of the Society. A Branch desirous of having any person elected Honorary Member shall nominate that person, with appropriate information in support of his eligibility, to the Executive Board. If a majority of the Executive Board approve the nomination, it shall be presented for vote to the Supreme Society at the next Annual Meeting.

*Section 6. Sustaining Members:* Any firm or person interested in the electroplating and metal-finishing industry or in the object of the Society may be elected a Sustaining Member by majority vote of the Executive Board.

An Active Member may also be a Sustaining Member.

*Section 7. Privileges:* Student Members and Sustaining Members shall have all rights of membership except those of voting and holding office. Members not belonging to Branches shall have all rights of membership except holding office or election as Delegates.

*Section 8. Branch Membership:* Application for membership in a Branch shall be made by the candidate for admission to the Branch Secretary on the official form accompanied by the application fee. The Branch Secretary shall submit the application to the Board of Managers or other established body of the Branch, which shall investigate the references of the candidate and approve or disapprove

the application by majority vote. An approved application shall at the next regular meeting of the Branch be submitted to the Branch for action. The Branch Secretary shall immediately notify the Executive Secretary of the election of any new member.

*Section 9. Membership-at-Large:* A candidate for membership not desiring membership in any Branch may become a Member-at-Large. However, Membership-at-Large shall be held to 25 per cent of the entire membership of the Society and when the Membership-at-Large shall equal 25 per cent of the total membership of the Society, Membership-at-Large shall be closed until increase in total membership warrants reopening. Application for Membership-at-Large in the Society shall be made to the Executive Secretary on the official form accompanied by the application fee. The Executive Secretary shall submit the application to the Executive Board, which shall investigate the references of the candidate and shall within thirty days of receipt of application admit or reject the candidate by majority vote.

*Section 10. Obligation:* Each applicant for membership shall receive a copy of the Constitution and By-Laws and shall read and accept same. He shall not be permitted to plead ignorance in extenuation of any violation of their provisions.

*Section 11. Transfer:* A member in good standing may transfer from one Branch to another Branch, from Membership-at-Large to membership in a Branch, or from membership in a Branch to Membership-at-Large, with the consent of the governing bodies involved and through such procedure of transfer as may be established by the Executive Board of the Society.

*Section 12. Resignation:* A member shall be permitted to resign from the Society only when his dues shall have been paid in full to date of resignation.

*Section 13. Expulsion:* A member having made false or misleading statements



in applying for membership or having acted in violation of the Constitution may be expelled from the Society by the Branch, or in the case of a Member-at-Large by the Executive Board, and all monies received from him shall be forfeited by him. However, before acting upon any measure of expulsion, the Branch or the Executive Board, as the case may be, shall provide the alleged offender with full and due opportunity to defend himself in open hearing against the charges brought against him.

*Section 14. Reinstatement:* Any former member of the Society who may wish to be reinstated shall be considered a new candidate for membership.

### ARTICLE III. DUTIES OF MEMBERS

*Section 1. Voting:* Delegates may vote in person or by proxy at the Annual Meeting of the Supreme Society. The Branch delegation of which a presiding officer is a member may replace him with an Alternate on the floor of a meeting. The presiding officer at a meeting of the Supreme Society may cast a deciding vote in case of tie.

*Section 2. Proxies:* A Delegate or Delegates may exercise the proxy of any Delegate elected by the Branch, and the Delegates of any Branch may represent not more than one other Branch by proxies duly presented to the Credentials Committee and accepted by the Supreme Society.

### ARTICLE IV. OFFICERS

*Section 1. Roster:* The Officers of the Society shall be Past President, President, First Vice-President, Second Vice-President, Third Vice-President, Executive Secretary, and Residing Legal Officer. A member residing in New Jersey shall be Residing Legal Officer of the Society in the State of New Jersey. The Executive Secretary and Residing Legal Officer shall be appointed by the Executive Board,

and each shall serve until his successor shall have been appointed and takes office. All other Officers of the Society shall be elected.

*Section 2. Qualifications:* Each Officer of the Society shall be an Active Member of the Society in good standing. Each elected Officer shall further be a Delegate. The President of the Society shall before election have served at least one term on the Executive Board.

*Section 3. Term:* The term of an elected Officer shall be for one year or until his successor shall have been elected or appointed and installed. No person shall hold the same elective office more than two terms in succession.

*Section 4. Vacancy:* In the event of a vacancy in the office of President, the Vice-President highest in rank shall succeed.

*Section 5. Past President:* The retiring President shall become the Past President of the Society.

### ARTICLE V. FINANCES

*Section 1. Application Fees:* The minimum application fee shall be five dollars. Application fee shall be submitted with each application for membership and paid to the Branch, or in case of application for Membership-at-Large to the Supreme Society.

*Section 2. Annual Dues:* (a) The minimum annual dues of Active Members shall be eight dollars plus one dollar which shall be used to support research. (b) The minimum annual dues of Student Members shall be five dollars. (c) The minimum annual dues of Sustaining Members shall be one hundred dollars and shall be paid to the Executive Secretary. (d) The dues of Members-at-Large shall be paid to the Executive Secretary.

*Section 3. Per Capita Tax:* From the annual dues of each Active, and Sustaining Member there shall be paid to the Supreme Society a Per Capita Tax of five dollars and seventy cents (\$5.70), part of which shall be used to pay the annual subscription to the official journal

## CONSTITUTION AND BY-LAWS

of the Society at one-half of the regular subscription price and one dollar of which shall be paid into the Research Fund.

*Section 4. Fiscal Year:* The fiscal year of the Society shall commence on the first day of April. All financial reports shall be made from and all transactions closed to conform with the end of the fiscal year on the thirty-first day of March.

### ARTICLE VI. MEETINGS

*Section 1. Annual Meeting:* The Annual Meeting for the transaction of business of the Supreme Society shall take place during the Annual Convention. The Annual Meeting and Convention shall be held between June 1 and September 30 unless otherwise agreed between the Executive Board and the Branch designated to entertain the Convention, hereinafter called the Host Branch. In national emergency the Executive Board may suspend the Annual Meeting and conduct the affairs of the Society and Supreme Society by letter ballot.

*Section 2. Special Meetings:* A Special Meeting shall be called by the President upon the written application of a majority of the Branches. The purpose of such Special Meeting shall be stated in writing in the application and the Executive Secretary shall send a copy of the said statement to each Delegate. No business not included in the said statement shall be transacted at any Special Meeting.

### ARTICLE VII. CHARTERS

*Section 1. Granting and Voiding:* The Executive Board may grant Temporary or Permanent Charters to Branches duly organized under the Constitution and By-Laws. The Executive Board may at its discretion revoke any Temporary Charter. The Supreme Society may on the recommendation of the Executive Board or upon presentation of evidence revoke for cause the Permanent Charter of a Branch.

*Section 2. Temporary Charters:* A Temporary Charter may be granted to any

group, provided that:

It shall have a membership of not less than ten persons eligible for Active Membership in the Society. Any of these persons may be members of an existing Branch.

Each applicant not already a member of the Society shall make application for Active Membership to the Executive Secretary as provided in this Constitution, and applicants already members shall submit evidence of good standing. The requisite number shall be acceptable to the Executive Board.

The applicants shall petition in writing for a Charter, and each applicant shall over his signature pledge loyal support to the Society and obedience to its Constitution and By-Laws.

*Section 3. Duration of Temporary Charter:* A Temporary Charter shall be in force until a Permanent Charter is granted or until it is revoked by the Executive Board. The Executive Board shall revoke any Temporary Charter if application for a Permanent Charter be not made within one year of issue of the Temporary Charter.

*Section 4. Permanent Charter:* The Executive Board shall grant a Permanent Charter upon written application to any Branch that has operated for three<sup>2</sup> or more months under a Temporary Charter.

*Section 5. Branch Franchise:* Charters shall not be granted to more than one Branch in any city.

### ARTICLE VIII. OFFICIAL PUBLICATIONS

*Section 1. Official Journal:* The Society shall publish periodically an official journal which shall contain articles pertaining to the object of the Society, changes in membership, news of the organization and its members and of the industry in general, and other matters of value to the membership. Each member of the Society in good standing shall receive a copy of the official journal for one-half the regular subscription price, paid to the Society out of his annual dues.



## CONSTITUTION AND BY-LAWS

Non-members shall be offered subscription at the regular price.

*Section 2. Proceedings:* Each member in good standing shall receive a copy of the technical proceedings of the Annual Convention.

*Section 3. Minutes of Annual Meetings:* One copy of the minutes of the Annual Meeting shall be sent to each Branch Secretary and to each elected Officer of the Society.

*Section 4. Release of Papers:* Papers presented before a Branch shall be the property of the authors. With the consent of the authors, a Branch may offer such papers for publication in the official journal of the Society.

### PART II. BRANCHES

#### ARTICLE I

*Section 1. Names:* A Branch shall be known as———Branch of the American Electroplaters' Society, the blank in this name being the name of the city or locality of the Branch.

*Section 2. Organization:* Branches shall elect their own officers and may operate under any rules or laws of their own choosing not inconsistent with the Constitution and By-Laws of the Society. Any special laws or rules of a Branch shall be filed with the Executive Secretary.

*Section 3. Finances:* A Branch may receive donations or bequests and may expend or invest the same at its own dis-

cretion. A Branch may levy assessments and otherwise raise or collect funds for its own purposes and shall have the entire use and management of such funds.

### PART III. REVISION OF CONSTITUTION

#### ARTICLE I

*Section 1. Authority:* This Constitution or any part thereof may be repealed, altered, annulled, or otherwise amended by a two-thirds vote of all Delegates, either at an Annual Meeting or by letter ballot, after regular procedure of initiative and notice as provided in Sections 2 and 3 of this Article.

*Section 2. Initiative:* Due notice shall be given and a vote shall be taken on any revision submitted by four or more Branches or approved by the Executive Board.

*Section 3. Notice:* On receipt of a revision duly submitted, the Executive Board shall immediately cause such revision to be reviewed by the authority constituted for that purpose, properly worded and classified, and published in the official journal of the Society at the first opportunity and in any case not later than three months from receipt of the said revision. Vote of the Delegates on the revision shall be taken within three months of its publication in the official journal.

## BY-LAWS

### PART I. THE SOCIETY

#### ARTICLE I. ELECTION OF OFFICERS

*Section 1. Time and Method:* The Officers of the Society shall be elected during the Annual Meeting by roll call of the

Delegates after nomination and second from the floor. A Delegate nominating any candidate for office in the absence from the floor of the said candidate shall vouch for the willingness of the said candidate to serve if elected.

*Section 2. Majority Vote:* A candidate



## CONSTITUTION AND BY-LAWS

receiving a majority of votes cast shall be declared elected. In case of no majority on a first roll call, the candidate receiving the fewest votes shall be dropped from consideration and another vote taken; and this procedure shall be repeated until a majority vote shall have been cast for one candidate.

*Section 3. Installation:* Installation of Officers shall take place immediately after their election.

### ARTICLE II. DUTIES OF OFFICERS

*Section 1. Reports:* Each Officer of the Society shall make a report of his activities to the Annual Convention.

*Section 2. President:* It shall be the duty of the President to preside over all meetings of the Society, to preserve order, to put all proper motions before the meeting if duly seconded, to decide all questions of order subject to appeal to the meeting, and to cast the deciding vote in case of tie. He shall be Chairman of the Executive Board. In honor of his office he shall be a member of all committees. He shall call all Special and Interim Meetings of the Society and all meetings of the Executive Board. He shall appoint all committees not otherwise provided for. When an Officer resigns or dies the President shall, with the approval of the Executive Board, appoint a qualified member of the Society to fill the vacancy for the unexpired term.

*Section 3. First Vice-President:* The First Vice-President shall perform the duties of President in case of death, resignation, or absence of the President. He shall be Chairman of the Educational Committee and shall perform such other duties as may be assigned him by the President or the Executive Board.

*Section 4. Second Vice-President:* The Second Vice-President shall perform the duties of President in the absence of the President and First Vice-President. He shall be Chairman of the Membership Committee and shall perform such other duties as may be assigned him by the President or the Executive Board.

*Section 5. Third Vice-President:* The Third Vice-President shall perform the duties of President in the absence of the President and First and Second Vice-Presidents and such other duties as may be assigned him by the President or the Executive Board.

*Section 6. Executive Board:* The Executive Board shall meet at the call of the President at intervals of not more than four months. It shall conduct promptly and diligently the ordinary business of the Society. It shall review nominations for Honorary Membership and be responsible for the election of Sustaining Members and the election and expulsion of Members-at-Large. It shall grant all charters and may revoke Temporary Charters. It shall prepare the Budget and faithfully oversee the finances of the Society, and shall be responsible for audit of the accounts of the Society by a public accountant for report to the Annual Meeting and at any other times it may deem necessary. It shall oversee disbursement of all special funds. It shall appoint the Executive Secretary and the Residing Legal Officer and shall have authority over their duties. With the Host Branch, it shall select the date for the Annual Meeting and Convention, and it shall approve plans for these before their execution. It shall receive and transmit proposals for amendment of the Constitution and By-Laws. It shall approve any call for a Special or Interim Meeting of the Supreme Society and shall designate the place and time of such meeting. It shall furnish to the Branches the Society Emblem and necessary standard forms on such terms as may be determined by the Supreme Society. It shall carry out such other business as may be referred to it by the President or the Society. In national emergency, it may at its discretion suspend the Annual Meeting and conduct the business of the Supreme Society by letter ballot.

*Section 7. Executive Secretary:* The Executive Secretary shall be the business

officer of the Executive Board and shall be responsible to the Board. He shall conduct the correspondence of the Society with the Branches promptly and diligently and shall maintain an accurate record of the membership of the Society with a view to efficient promotion of the object of the Society. He shall keep accurate record of the proceedings of the Supreme Society and of the Executive Board. He shall promptly inform the Branches, by whatever means he deems best, of the important proceedings of the Executive Board. He shall receive all funds of the Society, shall deposit said funds as directed by the Executive Board, and shall pay promptly with the approval of the President all bills presented to him for payment from the General and Special Funds and shall make disbursements from the Research Fund with the approval of the Research Committee. He shall receive and give receipt for all funds paid to the Society by the Branches. He shall keep such books of account as the Executive Board shall direct. He shall be Chairman of the Employment Committee. He shall preserve for ready access all papers and documents pertaining to his office. He shall be Managing Editor of the official journal; as such he shall appoint the members of the editorial staff, see to the editing and publication of such matter as the Society shall direct and to the copyright of appropriate publications of the Society, and preserve for ready access all valuable papers submitted by members and Branches. He may arrange exchange of publications with other appropriate journals and institutions. He may release papers presented at the Annual Meeting for publication outside the Society with proper credit and may at his discretion release papers not published by the Society. He shall have charge of advertising in the official journal. He shall distribute the official journal to the members of the Society. His salary shall be fixed by the Executive Board, subject to approval by the Supreme Society. He shall furnish the

bonds required by the Executive Board. He shall be a member *ex-officio* of the Convention Committee and shall arrange for audit of the accounts of all Conventions. He shall be responsible for all matters pertaining to the publication of the Annual Convention program. He shall be Secretary of the Research Committee.

*Section 8. Residing Legal Officer:* The Residing Legal Officer shall establish the legal residence of the Society as required by the Laws of the State of New Jersey. He shall carry out such duties pertaining to his office as may be assigned him by the Executive Board.

### ARTICLE III. COMMITTEES

*Section 1. Appointment:* As soon as feasible after his election the President shall appoint all necessary committees not otherwise provided for. Unless otherwise specified, all members of these committees shall be Active Members of the Society.

*Section 2. Credentials Committee:* The Credentials Committee shall meet in preparation for the Annual Meeting at the call of the President to consider all credentials and proxies of Delegates and shall promptly present its findings for action by the Annual Meeting.

*Section 3. Law Committee:* The Law Committee shall receive all proposed amendments to the Constitution and shall see to it that said amendments are properly worded and classified for immediate publication in the official journal. It may at its discretion consult with the proponents of said amendments for clarification of language and meaning, and in no case shall it so modify an amendment as to alter the intent of said proponents.

*Section 4. Budget Committee:* The Executive Board shall be the Budget Committee. It shall submit to the Annual Meeting of the Society a budget of estimated receipts and expenditures for the current fiscal year. This budget shall



## CONSTITUTION AND BY-LAWS

provide for the ordinary business of the Society but not for the Research Committee or the official journal, which shall operate as enterprises independent of its provisions. After this or an amended budget has been approved by the Supreme Society, expenditures shall not be increased by more than 20 per cent in any category without the approval by letter ballot of a majority of the Supreme Society.

*Section 5. Research Committee:* The Research Committee shall consist of nine members of the Society and the Executive Secretary. A representative of any technical organization designated by the Executive Board may be invited to participate in an advisory capacity in the work of the Committee. Of the nine members of the Society, three shall be appointed each year by the Executive Board, and the term of each such member shall be three years or until his successor has been appointed and installed. No member shall be appointed to the Committee for more than two consecutive terms. Upon its annual organization, the Committee shall select its Chairman and designate a Sub-Committee on Disbursements. The Executive Secretary shall be Secretary of the Committee.

The Research Committee shall be authorized to solicit funds for research from any source. Such funds and such other monies as are herein so allocated shall be held in the Research Fund by the Executive Secretary and disbursed by him with the approval of the Committee.

The Research Committee shall cooperate with the Executive Board on its general plans for the ensuing year, including those for such cooperation with other societies and institutions as it deems expedient. Upon approval of a plan by the Executive Board, it may carry out the said plan, employing personnel and publishing and distributing results in cooperation with the Executive Secretary.

The Chairman shall call a meeting of the Committee during the Annual Con-

vention and at least one other time during the fiscal year at a place convenient to the membership of the Committee. Reports of the work of the Research Committee shall be made to the Annual Meeting of the Society and as far as feasible to Branch and Regional meetings.

*Section 6. Membership Committee:* The Second Vice-President of the Society shall be Chairman of the Membership Committee, which shall consist of a member of each Branch. The Committee shall take appropriate measures to retain and increase the membership of the Branches. An award shall be presented annually to that Branch in each contest group making the largest per cent of gain in membership. Such award shall be purchased by the Society and shall remain the property of the Branch.

*Section 7. Educational Committee:* The First Vice-President of the Society shall be Chairman of the Educational Committee, which shall consist of the Librarian or other member of each Branch. This Committee shall assist Branches to improve their educational sessions by securing speakers and programs and cooperating in the organization of classes.

*Section 8. Committee on Paper Awards:* A Committee on Paper Awards shall be appointed and shall operate under the rules for the Committee appended to these By-Laws. The said rules may be amended and modified from time to time, as circumstances require, by the Committee with the approval of the Executive Board. No member of the Committee shall be eligible for award.

*Section 9. Employment Committee:* The Employment Committee shall consist of the Secretaries of all Branches. The Executive Secretary shall be Chairman. The Committee shall assist employers to secure qualified members of the Society for positions in the industry and shall assist unemployed members to secure employment.

*Section 10. Public Relations Committee:*

Under the supervision of the Executive Board, the Public Relations Committee shall secure for the Society all possible publicity tending to promote the object of the Society.

*Section 11. Editorial Board:* The Editorial Board shall consist of ten members and the Executive Secretary, who in his capacity of Managing Editor of the official journal shall be Chairman. One member shall be appointed by the Host Branch of each Annual Convention and shall hold office for the year terminating at that Convention. Of the nine remaining members, three shall be appointed each year by the Executive Board on nomination by the Editorial Board, and the term of each such member shall be three years or until his successor has been appointed and installed. No member shall be appointed for consecutive three-year terms.

The Editorial Board shall be responsible for the Educational Sessions at Annual Conventions and shall assist the Managing Editor of the official journal in the determination of policy and the procurement of material.

#### ARTICLE IV. FUNDS

*Section 1. General Fund:* All income of the Society other than hereinafter specified shall be held in the General Fund.

*Section 2. Special Funds:* All monies collected for special purposes shall be held by the Executive Secretary in separate accounts. Such monies shall not be expended except for the specified purposes unless by majority vote of the Supreme Society.

*Section 3. Research Fund:* All income received from Sustaining Memberships, after deduction of Per Capita Tax, and all other monies specifically designated for research shall be held by the Executive Secretary in the Research Fund and shall be expended only under direction of the Research Committee.

#### ARTICLE V. DUES

*Section 1. Collection:* Dues shall be paid in advance for the fiscal year and are payable on the first of April. Dues are payable annually in one installment, except that a member elected during the fiscal year shall pay only for the complete quarters remaining of that year.

Members of Branches shall pay dues to the Branches. The Executive Secretary shall be responsible for collection of dues from Members-at-Large and Sustaining Members.

*Section 2. Suspensions:* A member for whom Per Capita Tax has not been paid on September 1 for the fiscal year beginning April 1 of the same calendar year shall be considered suspended until said tax shall be paid and shall not receive the official journal or other publications of the Society during suspension.

*Section 3. Per Capita Tax:* A Per Capita Tax of five dollars and seventy cents (\$5.70) per annum for each member in good standing shall be paid by each Branch out of the members' dues. The tax shall be paid annually, not later than the first day of September; except that for each new member of a branch there shall be paid upon his election a tax proportionate to the number of complete quarters remaining of the fiscal year. If a Branch tax remain unpaid after thirty days from due date, Executive Secretary shall demand payment in writing, and if the tax remain unpaid after the thirty days following such demand, the Branch shall be considered not in good standing and its members shall not receive any benefits or publications of the Society until the said tax is paid. A Branch whose tax for any fiscal year shall remain unpaid thirty days after the beginning of the following fiscal year may by action of the Executive Board be suspended, and persistent failure to pay shall be grounds for revoking a Branch Charter by the Supreme Society.

*Section 4. Special Per Capita Tax:*



## CONSTITUTION AND BY-LAWS

The Supreme Society may by two-thirds vote of all delegates assess a Special Per Capita Tax upon the Society; but the total of such Special Per Capita Taxes shall not in any fiscal year exceed 10 per cent of the established minimum dues.

### ARTICLE VI. MEETINGS AND CONVENTIONS

*Section 1. Place:* The Annual Convention shall be held at a place selected by the Delegates at a previous Annual Meeting. Invitations from Branches shall be announced at the Annual Meeting. When two or more Branches present invitations, selection shall be by roll call vote. In the event of no invitation, or if for valid reason the place must be changed, the Executive Board shall select a suitable place with the consent and cooperation of a Branch or Branches.

*Section 2. Order of Business:* The Regular Order of Business of the Annual Meeting shall be that published in the Appendix to these By-Laws and shall not be suspended except by two-thirds vote of the Delegates present and voting.

*Section 3. Alternates:* The proxy of any Delegate may be exercised on the floor of a meeting by any duly accredited Delegate of his Branch.

*Section 4. Privilege of the Floor:* The President or presiding officer, by unanimous consent, may grant the floor of an Annual Meeting to any person.

*Section 5. Parliamentary Authority:* Robert's RULES OF ORDER shall be the parliamentary authority of the Society in all matters not especially covered in the Constitution and By-Laws or in special enactments of the Society.

*Section 6. Convention Committee:* The Convention Committee shall consist of members of the Host Branch and the Executive Secretary. It shall conduct the business of the Convention. At least four months before the Convention it shall submit to the Executive Board for approval a plan for the Convention, in-

cluding any proposed exhibits. The Registration Fee of the Convention shall be determined by the Host Branch with the approval of the Executive Board.

*Section 7. Finance:* The Executive Secretary shall arrange for audit of all accounts and approve all financial arrangements. The Society shall be financially responsible for any deficit. All monies collected in connection with the Convention, by any means whatsoever, shall be available to defray the expenses of the Convention and associated enterprises. Any profit accruing after payment of all expenses shall be divided 50 per cent, but not more than one thousand dollars (\$1,000), to the Host Branch and the remainder to the Society. Final audit shall be mandatory within ninety days after the Convention, and all sums due the Society shall be paid within that time.

*Section 8. Exhibits:* Exhibits of manufacturers' products may be held at the discretion and under the direction of the Executive Board.

*Section 9. Interim Meetings:* When it shall appear to be for the good of the Society the President shall, with the consent of the Executive Board, call an Interim meeting of the Supreme Society for the purpose of hearing reports and proposals, of considering all matters referred to it by the Annual Meeting, and of making recommendations to the Annual Meeting and the Executive Board concerning these and other matters which may come before it.

Any such Interim Meeting shall be held at a time and place selected by the Executive Board.

## PART II. BRANCHES

### ARTICLE I. AUTHORITY

A Branch shall operate in accordance with its Charter and with this Constitution and By-Laws. Within the provisions of the said Charter, Constitution, and

By-Laws, a Branch shall conduct its own business as it sees fit under such By-Laws as it may establish. Provisions of the By-Laws of the Society relating wholly to the internal affairs of the Branches shall be advisory and not binding.

Each Branch shall file with the Executive Secretary copies of its By-Laws and of any amendments thereto.

## ARTICLE II. MEETINGS

*Section 1. Time and Place:* The Branch shall hold regular meetings on stated days at a time and place approved by a majority of the members.

*Section 2. Object:* The Regular Meetings shall provide for the presentation and discussion of papers on electroplating or allied subjects and for the transaction of any business that may be brought before the meeting in furtherance of the object of the Society.

*Section 3. Special and Regional Meetings:* A Branch may hold special meetings and join in regional meetings under the provisions of its own rules.

## ARTICLE III. DUTIES OF BRANCHES

*Section 1. Membership Applications:* The Branch shall keep a record of the names of all applicants for membership. It shall establish a Board of Managers or other board which shall review the record of each applicant and approve or disapprove his election.

*Section 2. Branch Supplies:* The Branch shall use standard forms of application blank, membership card, certificate, Constitution of the Society, and such other matter as may be designated by the Executive Board.

*Section 3. Reports:* Within seven days of each meeting the Branch shall forward to the Executive Secretary a report of the meeting and copies of all appropriate papers offered for publication by the Society.

*Section 4. Fiscal Year:* The fiscal year

of the Branch shall commence on the first day of April. All financial reports shall be made from and all transactions closed to conform with the end of the fiscal year on the thirty-first day of March.

## ARTICLE IV. ORGANIZATION

*Section 1. Officers:* The Officers of a Branch shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer (or Secretary-Treasurer), Librarian, and the three or more members of the Board of Managers.

*Section 2. Qualifications:* Any member of a Branch who is in good standing may be elected an officer.

*Section 3. Election and Term:* Officers shall be elected by such procedure as the Branch may establish and shall hold office for one year, or until their successors have been elected and installed.

## ARTICLE V. DUTIES OF OFFICERS

*Section 1. President:* The Branch President shall preside at all meetings, preserve order, put all proper motions before the meeting if duly seconded, and decide all questions of order subject to appeal to the meeting. He may cast the deciding vote in case of tie. He shall in honor of his office be a member of all committees. He shall appoint all committees not otherwise provided for. In the absence of any officer he shall appoint a member to act in his place. He shall call all necessary meetings of the Board of Managers.

*Section 2. First Vice-President:* The First Vice-President shall perform the duties of the President in the event of absence, death, or resignation of the President. He shall have charge of promoting the growth of the membership of the Branch and shall perform such other duties as may be properly assigned him.

*Section 3. Second Vice-President:* The



## CONSTITUTION AND BY-LAWS

Second Vice-President shall perform the duties of the First Vice-President in the event of absence, death, or resignation of the First Vice-President. He shall perform such other duties as may be properly assigned him.

*Section 4. Secretary:* The Secretary shall keep accurate record of all meetings of the Branch and within seven days of each meeting shall forward to the Executive Secretary a record of the meeting and copies of all appropriate papers offered for publication by the Society. He shall receive, record, and transmit for review to the Board of Managers the applications of prospective members. He shall by April 15 file with the Executive Secretary a correct list of Branch members in good standing on March 31 and shall notify the Executive Secretary monthly of any changes and additions. He shall be a member of the Employment Committee of the Society. He shall conduct the correspondence of the Branch. He shall maintain a supply of standard forms of the Society and shall furnish to each elected member a copy of the Constitution and By-Laws. He shall keep itemized account of the receipts and expenditures of his office and perform such other duties as may be properly assigned him. He may be paid such compensation as the Branch shall approve.

*Section 5. Treasurer:* The Treasurer shall receive all funds of the Branch and deposit them as directed by the Branch. He shall pay all bills properly presented for payment under the laws of the Branch and shall sign all checks. He shall give receipt for all monies received and shall keep books of account correctly posted and ready for audit. If unable to attend any meeting of the Branch, he shall arrange for a competent deputy. He shall be bonded in a sum not less than the total of funds in his charge. He may be paid such compensation as the Branch shall approve.

Before the first day of September the Treasurer shall remit to the Executive

Secretary of the Society the Per Capita Tax of \$5.70 due for each member of the Branch; and he shall subsequently remit upon the election of a new member a Per Capita Tax proportionate to the number of quarters remaining of the fiscal year. He shall remit to the Executive Secretary the proceeds of any duly levied Special Per Capita Tax.

*Section 6. Librarian:* The Librarian shall provide for suitable topics of discussion, speakers, and papers for the meetings of the Branch. He shall have charge of the Question Box and of all magazines, books, and similar property of the Branch. He shall ordinarily be a member of the Educational Committee of the Society.

*Section 7. Board of Managers:* The Board of Managers shall conduct the ordinary business of the Branch, referring appropriate items to the Branch. It shall supervise the property and expenditures of the Branch and shall be a standing committee for consideration of any matters referred to it. It shall examine the records of all applicants for membership and recommend to the Branch the election or rejection, as the case may be, of each.

*Section 8. Property:* An officer holding property of the Branch shall surrender the said property upon installation of his successor or demand of the Board of Managers.

*Section 9. Reports:* Every officer shall at the end of his term of office or upon his resignation submit a written report of his official transactions.

*Section 10. Resignations and Vacancies:* An officer intending to resign shall so notify the Branch President in writing at least one month before the effective date of his resignation. A vacancy in any office shall be filled by the Branch at the first regular meeting after occurrence of said vacancy.

## ARTICLE VI. DUTIES OF MEMBERS

*Section 1. Voting:* Every member

shall vote when required to do so by the presiding officer of a Branch meeting.

*Section 2. Misuse of Membership:* No member, be he Branch member or Member-at-Large, shall use, or sanction the use of, the name or insignia of the Society or his membership in the Society or Branch in the advertising of any product or service. Violation of this provision shall be grounds for expulsion from the Society.

#### ARTICLE VII. REPRESENTATION

*Section 1. Delegates:* Each Branch shall be entitled to three Delegates in the Supreme Society, who shall be members in good standing of the Branch and shall be elected by the Branch at least one month before the Annual Meeting. Alternates may also be elected, who may exercise the proxies of Delegates in the absence of the Delegates. Any Branch member holding national office shall automatically be one of the three Delegates of his Branch. The President and Secretary of the Branch shall certify credentials of Delegates and Alternates and shall forward copies of the said credentials to the Executive Secretary in such time as to reach him not later than the fifteenth day of May.

Delegates shall be considered members of the Supreme Society when their credentials have been accepted by the Credentials Committee and the Annual Meeting and shall continue such until their successors shall be elected and accredited.

A Branch may be represented at the Annual Meeting by proxies exercised by Delegates of another Branch; provided that no Branch shall exercise the proxies of more than one other Branch. The said proxies shall be in force only during the Annual Meeting for which they are issued, after due presentation to the Credentials Committee and acceptance by the Delegates.

*Section 2. Instruction:* A Branch may instruct its Delegates in regard to their votes on the agenda of the Society and the election of Officers, and the Delegates shall vote as instructed for such period as the Branch may direct.

#### ARTICLE VIII. DUES

*Section 1. Amount:* The minimum annual dues of Active Members shall be \$9.00 and of Student Members shall be \$5.00 and shall be due and payable on the first day of April for the fiscal year ensuing. New members shall on election pay dues for the complete quarters remaining of the fiscal year during which they are elected.

*Section 2. Suspension:* Members whose dues are not paid on the first day of September for the fiscal year beginning the first day of April shall be considered suspended until the said dues are paid and during suspension shall not be entitled to the publications or other benefits of the Society.

*Section 3. Expulsion:* Members whose dues for the previous fiscal year are not paid at the end of any fiscal year may be expelled on recommendation of the Board of Managers and majority vote of the Branch. Such members may be again received into membership only upon due application accompanied by Application Fee and further payment of arrears acceptable to the Board of Managers.

*Section 4. Transfer:* No member shall transfer from one Branch to another unless he is in good financial standing.

#### PART III. REVISION

These By-Laws or any part thereof may be repealed, altered, annulled, suspended, or amended by two-thirds vote of all Delegates, either at an Annual Meeting or by letter ballot.



## APPENDIX

### ANNUAL MEETING

#### ORDER OF BUSINESS

Opening of Convention: Chairman, Convention Program Committee  
Address: President, Host Branch  
Addresses: Guest Speakers and Others  
Final Address of Opening: President of the Society  
Turning-Over of Convention to President of the Society: Convention Chairman  
Call to Order  
Seating of Delegates in Reserved Sections  
Roll Call of Officers  
Roll Call of Delegates  
Introduction of Distinguished Guests  
Memorial to Deceased Members  
Report of Credentials Committee, Action on Report and Appeals Therefrom  
Report of the President  
Reports of Vice-Presidents  
Report of Executive Secretary  
Report of Chairman, Research Committee  
Report of Secretary-Treasurer, Research Fund

Reports of Standing and Special Committees  
Appointment of Election Committee  
Appointment of Standing Committees  
Presentation and Reading of Proposed Revisions of Constitution and By-Laws

#### FINAL BUSINESS SESSION

Roll Call of Officers  
Roll Call of Delegates  
Report of Audit of Books  
Report of Paper Awards Committee  
Report of Law Committee  
Action on Proposed Revisions of Constitution and By-Laws  
Report of Budget Committee  
Action on Budget  
New Business  
Report of Resolutions Committee  
Nomination and Election of Officers  
Selection of Place of Convention  
Adjournment

### PAPER AWARDS

1. *Committee on Paper Awards:* The Committee on Paper Awards shall consist of not less than three nor more than five members and shall be separate and distinct from the Committee on Exhibit Awards. No two members of the committee shall be members of any one Branch. The Chairman of the Committee shall be appointed by the President within 60 days from the adjournment of the Convention. The other members of the committee shall be appointed by the President from a panel submitted by the Chairman. This panel shall contain the names of twice the number of members to be appointed.

2. *Awards:* The following paper awards may be made:

(a) THE CARL E. HEUSSNER AWARD, consisting of the A. E. S. Gold Medal, \$50.00, and an award certificate, for the best paper printed in Society publications during the fiscal year.

(b) THE A. E. S. SILVER MEDAL with an award of \$25.00 for the second best paper printed in Society publications during the fiscal year.

(c) A CERTIFICATE OF HONORABLE MENTION with an award of \$15.00 for the third best paper printed in Society publications during the fiscal year.

(d) THE MECHANICAL FINISHING

AWARD of the American Electroplaters' Society, sponsored by the Lea Manufacturing Company and consisting of \$50.00 and a certificate, for the best paper on the subject of mechanical finishing appearing in Society publications during the fiscal year.

(e) THE CHROMIUM PLATING AWARD of the American Electroplaters' Society, sponsored by the Nutmeg Chrome Corporation and consisting of \$50.00 and a certificate, for the best paper on the subject of chromium plating appearing in Society publications during the fiscal year.

(f) THE PRECIOUS METAL PLATING AWARD of the American Electroplaters' Society, sponsored by Technic, Inc., and consisting of \$50.00 and a certificate for the best paper on the plating of gold, rhodium, platinum, palladium and silver appearing in Society publications during the fiscal year.

### 3. General Consideration for Awards:

(a) The author of any paper which merits one or more of the Society's paper awards may be any person, not necessarily a member of the Society.

(b) If in the judgment of the Paper Awards Committee those papers whose subject matter makes them eligible for any of the special awards, (d), (e), or (f) above, have insufficient merit to deserve the award, the Committee shall announce that no award of (d), (e), or (f) is made for that year. The decisions of the Committee on Paper Awards shall be final.

(c) In judging a paper for an award, the Committee shall completely disregard the author's affiliation, except that no award shall be given for A. E. S. Research Reports and no member of the Paper Awards Committee shall be eligible for award.

(d) Papers presented before a Branch during one fiscal year but printed in a Society publication during a following fiscal year, shall be classified in the year in which publication occurs. A paper appearing serially in two or more issues shall be judged in that fiscal year in which the final part is published.

(e) Papers which have received prior presentation before other societies or prior publication outside the publications of the A. E. S. shall be considered ineligible for competition. This shall include rewrites of such papers unless the rewrite shall contain new material, in which case the new material shall be eligible for consideration.

4. *Specific Considerations for Award:* In judging eligible papers, the Committee shall use a point system, and, for each award made, the paper receiving the highest number of points shall receive the award. The following considerations and maximum number of points shall apply:

(a) Immediate value to the electroplating industry.....30  
This shall be measured by such considerations as:

- (1) Its money-saving worth in pointing out economies in existing process
- (2) Improvement on existing process
- (3) Simplification of control of process or of measurement of quality of product
- (4) Novel theoretical considerations leading to a more complete understanding of process
- (5) New process for an existing product
- (6) New product

(b) Scientific value.....30  
This classification is intended to reward papers that appear to have enduring future value, although they might be of small immediate practical value. A paper may receive a high rating under both (a) and (b).

(c) Originality of subject matter or value as a review paper.....30

A paper which is purely a review paper shall be rated as such on the basis of whether the review is of sufficient scope and is so presented as to be of considerable value to a large number of members.

(d) Clarity of presentation.....10

The principal emphasis shall be on presentation of subject matter in a clear understandable manner. Extensive plots, photomicrographs, etc., do not necessarily

## CONSTITUTION AND BY-LAWS

add to clarity of presentation. The length of the paper shall be considered immaterial.

5. *Announcement of Awards:* The announcement of paper awards shall be made by the Chairman of the Paper Awards Committee at the final business session of the Annual Convention following the close of the fiscal year. Presentation of the awards shall be made during the Annual Dinner, or Banquet, at the

Convention, and winners of awards shall be requested in advance to be present.

6. *Report of the Paper Awards Committee:* As soon as possible after the close of the fiscal year, the Chairman shall report to the President of the Society the winners of awards during the fiscal year past. The President shall then instruct the Executive Secretary to prepare the various awards for presentation.



# INDEX

	<i>Page</i>	<i>Column</i>	<i>Section</i>
Active Members.....	3	1	3
Alternates.....	11	1	3
Annual Dues.....	4	2	2
Annual Meeting.....	5	1	1
	15	..	..
Board of Managers.....	13	2	7
Branches.....	6	1	..
Branch Authority.....	11	2	..
Branch Membership.....	3	1	8
Branch Report.....	12	1	3
Branch Supplies.....	12	1	2
Budget Committee.....	8	2	4
Charters.....	5	1	..
Classes of Membership.....	2	2	2
Collection of Dues.....	10	2	1
Committees.....	8	2	..
Committee Appointments.....	8	2	1
Committee on Paper Awards.....	9	2	8
Convention Committee.....	11	1	6
Convention Finance.....	11	2	7
Delegates.....	14	1	1
Divisions.....	2	1	..
Dues, Amount of.....	14	2	1
Dues, Collection of.....	10	2	1
Duration of Temporary Charter.....	5	2	3
Duties of Members.....	4	1	..
Duties of Officers.....	7	1	..
Educational Committee.....	9	2	7
Election of Officers of Branch.....	12	2	3
Election of Officers of Society.....	6	1	..
Executive Board.....	7	2	6
Executive Secretary.....	7	2	7
Exhibits.....	11	2	8
Employment Committee.....	9	2	9
Expulsion.....	3	2	13
	14	2	3
Finances.....	4	2	..
Finances of Branch.....	6	1	3
First Vice-President of Branch.....	12	2	2
First Vice-President of Society.....	7	1	3
Fiscal Year of Branch.....	12	1	4
Fiscal Year of Society.....	5	1	4
Functions.....	2	1	..
General Fund.....	10	1	1
Granting of Charters.....	5	1	1
Honorary Members.....	3	1	5
Installation of Officers.....	7	1	3
Instruction of Delegates.....	14	2	2



	<i>Page</i>	<i>Column</i>	<i>Section</i>
Interim Meeting . . . . .	11	2	9
Law Committee . . . . .	8	2	3
Librarian of Branch . . . . .	13	2	6
Majority Vote . . . . .	6	2	2
Meetings . . . . .	5	1	..
Members, Duties of . . . . .	4	1	..
Membership . . . . .	2	2	..
Membership Applications . . . . .	12	1	1
Membership Committee . . . . .	9	2	6
Membership-at-Large . . . . .	3	2	9
Minutes of Annual Meeting . . . . .	6	1	3
Misuse of Membership . . . . .	14	1	2
Name of Branch . . . . .	6	1	1
Name of Society . . . . .	2	1	..
Object of Meetings . . . . .	12	1	2
Object of Society . . . . .	2	1	..
Obligations of Membership . . . . .	3	2	10
Officers of Branch . . . . .	12	2	1
Officers of Society . . . . .	4	1	..
Officers of Society, Election of . . . . .	6	1	1-3
Officers of Society, Duties of . . . . .	7	1	1-8
Order of Business . . . . .	11	1	2
Organization of Branches . . . . .	6	1	2
Organization of Supreme Society . . . . .	2	1	1
Paper Awards . . . . .	15	1	..
Parliamentary Authority . . . . .	11	1	5
Past President of Society . . . . .	4	2	5
Per Capita Tax . . . . .	4	2	3
	10	2	3
Permanent Charter . . . . .	5	2	4
Place of Meetings and Conventions . . . . .	11	1	1
	12	1	1
President of Branch . . . . .	12	2	1
President of Society . . . . .	7	1	2
Privilege of the Floor . . . . .	11	1	4
Privileges of Members . . . . .	3	1	7
Property of Branch . . . . .	13	2	8
Proceedings . . . . .	6	1	2
Proxies . . . . .	4	1	2
Public Relations Committee . . . . .	9	2	10
Qualifications of Branch Officers . . . . .	12	2	2
Qualifications of Society Officers . . . . .	4	2	2
Regional Meetings . . . . .	12	1	3
Release of Papers . . . . .	6	1	4
Reports of Branches . . . . .	12	1	3
Reports of Branch Officers . . . . .	13	2	9
Reports of Officers of Society . . . . .	7	1	1
Research Committee . . . . .	9	1	5
Research Fund . . . . .	10	1	3

	<i>Page</i>	<i>Column</i>	<i>Section</i>
Resignation from Society . . . . .	3	2	12
Resignation of Branch Officers . . . . .	13	2	10
Residing Legal Officer . . . . .	8	2	8
Revision of By-Laws . . . . .	14	2	..
Revision of Constitution . . . . .	6	2	..
Roster of Officers . . . . .	4	1	1
Second Vice-President of Branch . . . . .	12	2	3
Second Vice-President of Society . . . . .	7	1	4
Secretary of Branch . . . . .	13	1	4
Special Funds . . . . .	10	1	2
Special Meetings . . . . .	5	1	2
Special and Regional Meetings . . . . .	12	1	3
Special Per Capita Tax . . . . .	10	2	4
Student Members . . . . .	3	1	4
Supplies . . . . .	12	1	2
Suspensions . . . . .	10	2	2
	14	2	2
Temporary Charters, Duration of . . . . .	5	2	3
Term of Branch Officers . . . . .	12	2	3
Term of Officers of Society . . . . .	4	2	3
Time of Meeting, Supreme Society . . . . .	5	1	1
Time of Meetings, Branch . . . . .	12	1	1
Transfer . . . . .	3	2	11
	14	2	4
Treasurer of Branch . . . . .	13	1	5
Vacancy in Branch Office . . . . .	13	2	10
Vacancy in Office of Society . . . . .	4	2	4
Voiding of Charters . . . . .	5	1	1
Voting of Delegates . . . . .	4	1	1
Voting of Members . . . . .	13	2	1

American Electroplaters' Society, Inc.  
445 Broad Street, Newark 2, N. J.



# CONSTITUTION

and

## BY-LAWS

*September, 1941*  
*Revised to ~~June, 1948~~*

---

AMERICAN ELECTROPLATERS' SOCIETY, INC.

Box 168, Jenkintown, Pa.

1951

---



# CONSTITUTION

## PREAMBLE

### NAME, OBJECT, AND DIVISIONS

This society shall be known as American Electroplaters' Society, Incorporated, hereinafter called the Society. It shall be incorporated under the laws of the State of New Jersey.

The object of the Society shall be the improvement and dissemination of the knowledge of the arts and sciences of electroplating and of finishing of metals and of allied arts, the development of a cooperative spirit of friendship and mutual assistance among its members.

The Society shall consist of members duly elected to membership under the Constitution and By-Laws. There shall be branch or local societies, hereinafter called Branches, duly organized under the Constitution and By-Laws as integral parts of the Society. The Branches shall consist of members of the Society who have become members of the Branches of their choice through the procedures established by the said Branches under the provisions of this Constitution.

There shall be a governing body called the Supreme Society, consisting of delegates duly elected by the several Branches.

There shall be an Executive Board, duly elected by the Supreme Society in accordance with the Constitution and By-Laws.

## PART I. THE SOCIETY

### ARTICLE I. FUNCTIONS

*Section 1. Organization:* The Supreme Society shall consist of three Active Members in good standing from each Branch in good standing, hereinafter called Delegates, whose credentials have been duly accepted in Annual Meeting. An elected officer of the Society shall automatically be one of the three Delegates from his Branch. A quorum for the transaction of the business of the Supreme Society shall be two-thirds of

the Delegates, present in person or by proxy.

The Executive Board shall consist of the President, the Past President, the First Vice-President, the Second Vice-President, and the Third Vice-President. A quorum for the transaction of the business of the Executive Board shall be four of the above-named officers.

*Section 2. Authority:* The Supreme Society shall be the governing body of the Society, and all Branches shall be subject to the laws by it enacted. Its decisions shall be final.

The Executive Board shall be the administrative body of the Supreme Society. It shall conduct the ordinary business of the Society under the provisions of the Constitution and By-Laws and the rulings of the Supreme Society. Its decisions shall be subject to review by the Supreme Society.

### ARTICLE II. MEMBERSHIP

*Section 1. Members:* Any person interested in the object of the Society may become a member.

*Section 2. Classes of Membership:* The Society shall consist of Active Members, Student Members, Sustaining Members, and Honorary Members.

*Section 3. Active Members:* Any person interested in the object of the Society may be elected an Active Member.

*Section 4. Student Members:* Any person not over twenty-five years of age, regularly enrolled in full-time courses at any accredited university or other institution of learning and interested in the object of the Society may be elected a Student Member.

*Section 5. Honorary Members:* Honorary Membership may be conferred by majority vote of the Supreme Society in Annual Meeting upon any person whose knowledge and outstanding service have enhanced the welfare of the Society. A Branch desirous of having any person elected Honorary Member shall nominate

that person, with appropriate information in support of his eligibility, to the Executive Board. If a majority of the Executive Board approve the nomination, it shall be presented for vote to the Supreme Society at the next Annual Meeting.

*Section 6. Sustaining Members:* Any firm or person interested in the electroplating and metal-finishing industry or in the object of the Society may be elected a Sustaining Member by majority vote of the Executive Board.

An Active Member may also be a Sustaining Member.

*Section 7. Privileges:* Student Members and Sustaining Members shall have all rights of membership except those of voting and holding office. Members not belonging to Branches shall have all rights of membership except holding office or election as Delegates.

*Section 8. Branch Membership:* Application for membership in a Branch shall be made by the candidate for admission to the Branch Secretary on the official form accompanied by the application fee. The Branch Secretary shall submit the application to the Board of Managers or other established body of the Branch, which shall investigate the references of the candidate and approve or disapprove the application by majority vote. An approved application shall at the next regular meeting of the Branch be submitted to the Branch for action. The Branch Secretary shall immediately notify the Executive Secretary of the election of any new member.

*Section 9. Membership-at-Large:* A candidate for membership not desiring membership in any Branch may become a Member-at-Large. However, Membership-at-Large shall be held to 25 per cent of the entire membership of the Society and when the Membership-at-Large shall equal 25 per cent of the total membership of the Society, Membership-at-Large shall be closed until increase in total membership warrants reopening. Application for Membership-at-Large in the Society shall be made to the Executive Secretary on the official form accompanied by the

application fee. The Executive Secretary shall submit the application to the Executive Board, which shall investigate the references of the candidate and shall within thirty days of receipt of application admit or reject the candidate by majority vote.

*Section 10. Obligation:* Each applicant for membership shall receive a copy of the Constitution and By-Laws and shall read and accept same. He shall not be permitted to plead ignorance in extenuation of any violation of their provisions.

*Section 11. Transfer:* A member in good standing may transfer from one Branch to another Branch, from Membership-at-Large to membership in a Branch, or from membership in a Branch to Membership-at-Large with the consent of the governing bodies involved and through such procedure of transfer as may be established by the Executive Board of the Society.

*Section 12. Resignation:* A member shall be permitted to resign from the Society only when his dues shall have been paid in full to date of resignation.

*Section 13. Expulsion:* A member having made false or misleading statements in applying for membership or having acted in violation of the Constitution may be expelled from the Society by the Branch, or in the case of a Member-at-Large by the Executive Board, and all monies received from him shall be forfeited by him. However, before acting upon any measure of expulsion, the Branch or the Executive Board, as the case may be, shall provide the alleged offender with full and due opportunity to defend himself in open hearing against the charges brought against him.

*Section 14. Reinstatement:* Any former member of the Society who may wish to be reinstated shall be considered a new candidate for membership.

### ARTICLE III. DUTIES OF MEMBERS

*Section 1. Voting:* Delegates may vote in person or by proxy at the Annual Meeting of the Supreme Society. The



Branch delegation of which a presiding officer is a member may replace him with an Alternate on the floor of a meeting. The presiding officer at a meeting of the Supreme Society may cast a deciding vote in case of tie.

*Section 2. Proxies:* A Delegate or Delegates may exercise the proxy of any Delegate elected by the Branch, and the Delegates of any Branch may represent not more than one other Branch by proxies duly presented to the Credentials Committee and accepted by the Supreme Society.

#### ARTICLE IV. OFFICERS

*Section 1. Roster:* The Officers of the Society shall be Past President, President, First Vice-President, Second Vice-President, Third Vice-President, Executive Secretary, and Residing Legal Officer. A member residing in New Jersey shall be Residing Legal Officer of the Society in the State of New Jersey. The Executive Secretary and Residing Legal Officer shall be appointed by the Executive Board, and each shall serve until his successor shall have been appointed and takes office. All other Officers of the Society shall be elected.

*Section 2. Qualifications:* Each Officer of the Society shall be an Active Member of the Society in good standing. Each elected Officer shall further be a Delegate. The President of the Society shall before election have served at least one term on the Executive Board.

*Section 3. Term:* The term of an elected Officer shall be for one year or until his successor shall have been elected or appointed and installed. No person shall hold the same elective office more than two terms in succession.

*Section 4. Vacancy:* In the event of a vacancy in the office of President, the Vice-President highest in rank shall succeed.

*Section 5. Past President:* The retiring President shall become the Past President of the Society.

#### ARTICLE V. FINANCES

*Section 1. Application Fees:* The minimum application fee shall be five dollars.

Application fee shall be submitted with each application for membership and paid to the Branch, or in case of application for Membership-at-Large to the Supreme Society.

*Section 2. Annual Dues:* (a) The minimum annual dues of Active Members shall be eight dollars. (b) The minimum annual dues of Student Members shall be five dollars. (c) The minimum annual dues of Sustaining Members shall be one hundred dollars and shall be paid to the Executive Secretary. (d) The dues of Members-at-Large shall be paid to the Executive Secretary.

*Section 3. Per Capita Tax:* From the annual dues of each Active, ~~Student~~, and Sustaining Member there shall be paid to the Supreme Society a Per Capita Tax of four dollars and seventy cents (\$4.70), part of which shall be used to pay the annual subscription to the official journal of the Society at one-half of the regular subscription price.

*Section 4. Fiscal Year:* The fiscal year of the Society shall commence on the first day of April. All financial reports shall be made from and all transactions closed to conform with the end of the fiscal year on the thirty-first day of March.

#### ARTICLE VI. MEETINGS

*Section 1. Annual Meeting:* The Annual Meeting for the transaction of business of the Supreme Society shall take place during the Annual Convention. The Annual Meeting and Convention shall be held between June 1 and September 30 unless otherwise agreed between the Executive Board and the Branch designated to entertain the Convention, hereinafter called the Host Branch. In national emergency the Executive Board may suspend the Annual Meeting and conduct the affairs of the Society and Supreme Society by letter ballot.

*Section 2. Special Meetings:* A Special Meeting shall be called by the President upon the written application of a majority of the Branches. The purpose of such Special Meeting shall be stated in writing in the application and the Execu-



tive Secretary shall send a copy of the said statement to each Delegate. No business not included in the said statement shall be transacted at any Special Meeting.

#### ARTICLE VII. CHARTERS

*Section 1. Granting and Voiding:* The Executive Board may grant Temporary or Permanent Charters to Branches duly organized under the Constitution and By-Laws. The Executive Board may at its discretion revoke any Temporary Charter. The Supreme Society may on the recommendation of the Executive Board or upon presentation of evidence revoke for cause the Permanent Charter of a Branch.

*Section 2. Temporary Charters:* A Temporary Charter may be granted to any group, provided that:

It shall have a membership of not less than ten persons eligible for Active Membership in the Society. Any of these persons may be members of an existing Branch.

Each applicant not already a member of the Society shall make application for Active Membership to the Executive Secretary as provided in this Constitution, and applicants already members shall submit evidence of good standing. The requisite number shall be acceptable to the Executive Board.

The applicants shall petition in writing for a Charter, and each applicant shall over his signature pledge loyal support to the Society and obedience to its Constitution and By-Laws.

*Section 3. Duration of Temporary Charter:* A Temporary Charter shall be in force until a Permanent Charter is granted or until it is revoked by the Executive Board. The Executive Board shall revoke any Temporary Charter if application for a Permanent Charter be not made within one year of issue of the Temporary Charter.

*Section 4. Permanent Charter:* The Executive Board shall grant a Permanent Charter upon written application to any Branch that has operated for three or more months under a Temporary Charter.

*Section 5. Branch Franchise:* Charters shall not be granted to more than one Branch in any city.

#### ARTICLE VIII. OFFICIAL PUBLICATIONS

*Section 1. Official Journal:* The Society shall publish periodically an official journal which shall contain articles pertaining to the object of the Society, changes in membership, news of the organization and its members and of the industry in general, and other matters of value to the membership. Each member of the Society in good standing shall receive a copy of the official journal for one-half the regular subscription price, paid to the Society out of his annual dues. Non-members shall be offered subscription at the regular price.

*Section 2. Proceedings:* Each member in good standing shall receive a copy of the technical proceedings of the Annual Convention.

*Section 3. Minutes of Annual Meetings:* One copy of the minutes of the Annual Meeting shall be sent to each Branch Secretary and to each elected Officer of the Society.

*Section 4. Release of Papers:* Papers presented before a Branch shall be the property of the authors. With the consent of the authors, a Branch may offer such papers for publication in the official journal of the Society.

#### PART II. BRANCHES

##### ARTICLE I

*Section 1. Names:* A Branch shall be known as ——— Branch of the American Electroplaters' Society, the blank in this name being the name of the city or locality of the Branch.

*Section 2. Organization:* Branches shall elect their own officers and may operate under any rules or laws of their own choosing not inconsistent with the Constitution and By-Laws of the Society. Any special laws or rules of a Branch shall be filed with the Executive Secretary.

*Section 3. Finances:* A Branch may receive donations or bequests and may expend or invest the same at its own discretion. A Branch may levy assessments

and otherwise raise or collect funds for its own purposes and shall have the entire use and management of such funds.

## PART III. REVISION OF CONSTITUTION

### ARTICLE I

*Section 1. Authority:* This Constitution or any part thereof may be repealed, altered, annulled, or otherwise amended by a two-thirds vote of all Delegates, either at an Annual Meeting or by letter ballot, after regular procedure of initiative and notice as provided in Sections 2 and 3 of this Article.

*Section 2. Initiative:* Due notice shall

be given and a vote shall be taken on any revision submitted by four or more Branches or approved by the Executive Board.

*Section 3. Notice:* On receipt of a revision duly submitted, the Executive Board shall immediately cause such revision to be reviewed by the authority constituted for that purpose, properly worded and classified, and published in the official journal of the Society at the first opportunity and in any case not later than three months from receipt of the said revision. Vote of the Delegates on the revision shall be taken within three months of its publication in the official journal.

## BY-LAWS

### PART I. THE SOCIETY

#### ARTICLE I. ELECTION OF OFFICERS

*Section 1. Time and Method:* The Officers of the Society shall be elected during the Annual Meeting by roll call of the Delegates after nomination and second from the floor. A Delegate nominating any candidate for office in the absence from the floor of the said candidate shall vouch for the willingness of the said candidate to serve if elected.

*Section 2. Majority Vote:* A candidate receiving a majority of votes cast shall be declared elected. In case of no majority on a first roll call, the candidate receiving the fewest votes shall be dropped from consideration and another vote taken; and this procedure shall be repeated until a majority vote shall have been cast for one candidate.

*Section 3. Installation:* Installation of Officers shall take place immediately after their election.

#### ARTICLE II. DUTIES OF OFFICERS

*Section 1. Reports:* Each Officer of the Society shall make a report of his activities to the Annual Convention.

*Section 2. President:* It shall be the duty of the President to preside over all meetings of the Society, to preserve order, to put all proper motions before the meeting if duly seconded, to decide all questions of order subject to appeal to the meeting, and to cast the deciding vote in case of tie. He shall be Chairman of the Executive Board. In honor of his office he shall be a member of all committees. He shall call all Special Meetings of the Society and all meetings of the Executive Board. He shall appoint all committees not otherwise provided for. When an Officer resigns or dies the President shall, with the approval of the Executive Board, appoint a qualified member of the Society to fill the vacancy for the unexpired term.

*Section 3. First Vice-President:* The First Vice-President shall perform the duties of President in case of death, resignation, or absence of the President. He shall be Chairman of the Educational Committee and shall perform such other duties as many be assigned him by the President or the Executive Board.

*Section 4. Second Vice-President:* The Second Vice-President shall perform the



duties of President in the absence of the President and First Vice-President. He shall be Chairman of the Membership Committee and shall perform such other duties as may be assigned him by the President or the Executive Board.

*Section 5. Third Vice-President:* The Third Vice-President shall perform the duties of President in the absence of the President and First and Second Vice-Presidents and such other duties as may be assigned him by the President or the Executive Board.

*Section 6. Executive Board:* The Executive Board shall meet at the call of the President at intervals of not more than four months. It shall conduct promptly and diligently the ordinary business of the Society. It shall review nominations for Honorary Membership and be responsible for the election of Sustaining Members and the election and expulsion of Members-at-Large. It shall grant all charters and may revoke Temporary Charters. It shall prepare the Budget and faithfully oversee the finances of the Society, and shall be responsible for audit of the accounts of the Society by a public accountant for report to the Annual Meeting and at any other times it may deem necessary. It shall oversee disbursement of all special funds. It shall appoint the Executive Secretary and the Residing Legal Officer and shall have authority over their duties. With the Host Branch, it shall select the date for the Annual Meeting and Convention, and it shall approve plans for these before their execution. It shall receive and transmit proposals for amendment of the Constitution and By-Laws. It shall approve any call for a Special Meeting of the Supreme Society. It shall furnish to the Branches the Society Emblem and necessary standard forms on such terms as may be determined by the Supreme Society. It shall carry out such other business as may be referred to it by the President or the Society. In national emergency, it may at its discretion suspend the Annual Meeting and conduct

the business of the Supreme Society by letter ballot.

*Section 7. Executive Secretary:* The Executive Secretary shall be the business officer of the Executive Board and shall be responsible to the board. He shall conduct the correspondence of the Society with the Branches promptly and diligently and shall maintain an accurate

Insert p. 6

## BY-LAWS

### PART I. THE SOCIETY

#### ARTICLE II. DUTIES OF OFFICERS

##### *Section 7. Executive Secretary*

Amended June 30, 1949 by inserting after the third sentence the following:

"He shall promptly inform the branches, by whatever means he deems best, of the important proceedings of the Executive Board."

ceive and give receipt for all funds paid to the Society by the Branches. He shall keep such books of account as the Executive Board shall direct. He shall be Chairman of the Employment Committee. He shall preserve for ready access all papers and documents pertaining to his office. He shall be Managing Editor of the official journal; as such he shall appoint the members of the editorial board and editorial staff, see to the editing and publication of such matter as the Society shall direct and to the copyright of appropriate publications of the Society, and preserve for ready access all valuable papers submitted by members and Branches. He may arrange exchange of publications with other appropriate journals and institutions. He may release papers presented at the Annual Meeting for publication outside the Society with proper credit and may at his discretion release papers not published by the Society. He shall have charge of advertising in the official journal. He shall distribute the official journal to the members of the Society. His salary shall be fixed by the Executive Board, subject to approval by the Supreme Society. He



shall furnish the bonds required by the Executive Board. He shall be a member *ex-officio* of the Convention Committee and shall arrange for audit of the accounts of all Conventions. He shall be responsible for all matters pertaining to the publication of the Annual Convention program. He shall be Secretary of the Research Committee.

*Section 8. Residing Legal Officer:* The Residing Legal Officer shall establish the legal residence of the Society as required by the Laws of the State of New Jersey. He shall carry out such duties pertaining to his office as may be assigned him by the Executive Board.

### ARTICLE III. COMMITTEES

*Section 1. Appointment:* As soon as feasible after his election the President shall appoint all necessary committees not otherwise provided for. Unless otherwise specified, all members of these committees shall be Active Members of the Society.

*Section 2. Credentials Committee:* The Credentials Committee shall meet in preparation for the Annual Meeting at the call of the President to consider all credentials and proxies of Delegates and shall promptly present its findings for action by the Annual Meeting.

*Section 3. Law Committee:* The Law Committee shall receive all proposed amendments to the Constitution and shall see to it that said amendments are properly worded and classified for immediate publication in the official journal. It may at its discretion consult with the proponents of said amendments for clarification of language and meaning, and in no case shall it so modify an amendment as to alter the intent of said proponents.

*Section 4. Budget Committee:* The Executive Board shall be the Budget Committee. It shall submit to the Annual Meeting of the Society a budget of estimated receipts and expenditures for the current fiscal year. This budget shall provide for the ordinary business of the Society but not for the Research Committee or the official journal, which shall

operate as enterprises independent of its provisions. After this or an amended budget has been approved by the Supreme Society, expenditures shall not be increased by more than 20 per cent in any category without the approval by letter ballot of a majority of the Supreme Society.

*Section 5. Research Committee:* The Research Committee shall consist of nine members of the Society and the Executive Secretary. A representative of any technical organization designated by the Executive Board may be invited to participate in an advisory capacity in the work of the Committee. Of the nine members of the Society, three shall be appointed each year by the Executive Board, and the term of each such member shall be three years or until his successor has been appointed and installed. No member shall be appointed to the Committee for more than two consecutive terms. Upon its annual organization, the Committee shall select its Chairman and designate a Sub-Committee on Disbursements. The Executive Secretary shall be Secretary of the Committee.

The Research Committee shall be authorized to solicit funds for research from any source. Such funds and such other monies as are herein so allocated shall be held in the Research Fund by the Executive Secretary and disbursed by him with the approval of the Committee.

The Research Committee shall cooperate with the Executive Board on its general plans for the ensuing year, including those for such cooperation with other societies and institutions as it deems expedient. Upon approval of a plan by the Executive Board, it may carry out the said plan, employing personnel and publishing and distributing results in cooperation with the Executive Secretary.

The Chairman shall call a meeting of the Committee during the Annual Convention and at least one other time during the fiscal year at a place convenient to the membership of the Committee. Reports of the work of the Research Committee shall be made to the Annual

*Editorial Board Section set up the  
Section 5 which covers Research Committee*

Meeting of the Society and as far as feasible to Branch and Regional meetings.

*Section 6. Membership Committee:* The Second Vice-President of the Society shall be Chairman of the Membership Committee, which shall consist of a member of each Branch. The Committee shall take appropriate measures to retain and increase the membership of the Branches. An award shall be presented annually to that Branch in each contest group making the largest per cent of gain in membership. Such award shall be purchased by the Society and shall remain the property of the Branch.

*Section 7. Educational Committee:* The First Vice-President of the Society shall be Chairman of the Educational Committee, which shall consist of the Librarian or other member of each Branch. This Committee shall assist Branches to improve their educational sessions by securing speakers and programs and cooperating in the organization of classes.

The Executive Secretary in his capacity of Managing Editor of the official journal shall appoint an Editorial Board, of which he shall be Chairman. This Board shall procure technical and scientific articles and abstracts for the official journal and papers for the technical and scientific sessions at the Annual Convention.

*Section 8. Committee on Paper Awards:* A Committee on Paper Awards shall be appointed and shall operate under the rules for the Committee appended to these By-Laws. The said rules may be amended and modified from time to time, as circumstances require, by the Committee with the approval of the Executive Board. No member of the Committee shall be eligible for award.

*Section 9. Employment Committee:* The Employment Committee shall consist of the Secretaries of all Branches. The Executive Secretary shall be Chairman. The Committee shall assist employers to secure qualified members of the Society for positions in the industry and shall assist unemployed members to secure employment.

*Section 10. Public Relations Committee:*

Under the supervision of the Executive Board, the Public Relations Committee shall secure for the Society all possible publicity tending to promote the object of the Society.

#### ARTICLE IV. FUNDS

*Section 1. General Fund:* All income of the Society other than hereinafter specified shall be held in the General Fund.

*Section 2. Special Funds:* All monies collected for special purposes shall be held by the Executive Secretary in separate accounts. Such monies shall not be expended except for the specified purposes unless by majority vote of the Supreme Society.

*Section 3. Research Fund:* All income received from Sustaining Memberships, after deduction of Per Capita Tax, and all other monies specifically designated for research shall be held by the Executive

Insert p. 8

#### BY-LAWS

##### PART I. THE SOCIETY

##### ARTICLE V. DUES

Amended June 30, 1949 as follows:

*Section 1. Collections:* Strike out the second sentence and substitute the following:

"Dues are payable annually in one installment, except that a member elected during the fiscal year shall pay only for the complete quarters remaining of that year."

to the Branches. The Executive Secretary shall be responsible for collection of dues from Members-at-Large and Sustaining Members.

*Section 2. Suspensions:* A member for whom Per Capita Tax has not been paid on September 1 for the fiscal year beginning April 1 of the same calendar year shall be considered suspended until said tax shall be paid and shall not receive the official journal or other publications of the Society during suspension.

*Section 3. Per Capital Tax:* A Per Capita Tax of \$4.70 per annum for each member in good standing shall be paid



*Harmonious in form with Section 5.*

**Section 3. Per Capita Tax:** Strike out the second sentence and substitute the following:

"The tax shall be paid annually, not later than the first day of September; except that for each new member of a branch there shall be paid upon his election a tax proportionate to the number of complete quarters remaining of the fiscal year."

remain unpaid after the thirty days following such demand, the Branch shall be considered not in good standing and its members shall not receive any benefits or publications of the Society until the said tax is paid. A Branch whose tax for any fiscal year shall remain unpaid thirty days after the beginning of the following fiscal year may by action of the Executive Board be suspended, and persistent failure to pay shall be grounds for revoking a Branch Charter by the Supreme Society.

**Section 4. Special Per Capita Tax:** The Supreme Society may by two-thirds vote of all delegates assess a Special Per Capita Tax upon the Society; but the total of such Special Per Capita Taxes shall not in any fiscal year exceed 10 per cent of the established minimum dues.

## ARTICLE VI. MEETINGS AND CONVENTIONS

**Section 1. Place:** The Annual Convention shall be held at a place selected by the Delegates at a previous Annual Meeting. Invitations from Branches shall be announced at the Annual Meeting. When two or more Branches present invitations, selection shall be by roll call vote. In the event of no invitation, or if for valid reason the place must be changed, the Executive Board shall select a suitable place with the consent and cooperation of a Branch or Branches.

**Section 2. Order of Business:** The Regular Order of Business of the Annual Meeting shall be that published in the Appendix to these By-Laws and shall not be suspended except by two-thirds vote of the Delegates present and voting.

**Section 3. Alternates:** The proxy of

any Delegate may be exercised on the floor of a meeting by any duly accredited Delegate of his Branch.

**Section 4. Privilege of the Floor:** The President or presiding officer, by unanimous consent, may grant the floor of an Annual Meeting to any person.

**Section 5. Parliamentary Authority:** Robert's RULES OF ORDER shall be the parliamentary authority of the Society in all matters not especially covered in the Constitution and By-Laws or in special enactments of the Society.

**Section 6. Convention Committee:** The Convention Committee shall consist of members of the Host Branch and the Executive Secretary. It shall conduct the business of the Convention. At least four months before the Convention it shall submit to the Executive Board for approval a plan for the Convention, including any proposed exhibits. The Registration Fee of the Convention shall be determined by the Host Branch with the approval of the Executive Board.

**Section 7. Finance:** The Executive Secretary shall arrange for audit of all accounts and approve all financial arrangements. The Society shall be financially responsible for any deficit. All monies collected in connection with the Convention, by any means whatsoever, shall be available to defray the expenses of the Convention and associated enterprises. Any profit accruing after payment of all expenses shall be divided 50 per cent, but not more than one thousand dollars (\$1,000) to the Host Branch and the remainder to the Society. Final audit shall be mandatory within ninety days after the Convention, and all sums due the Society shall be paid within that time.

**Section 8. Exhibits:** Exhibits of manufacturers' products may be held at the discretion and under the direction of the Executive Board.

## PART II. BRANCHES

### ARTICLE I. AUTHORITY

A Branch shall operate in accordance with its Charter and with this Constitution and By-Laws. Within the provisions

of the said Charter, Constitution, and By-Laws, a Branch shall conduct its own business as it sees fit under such By-Laws as it may establish. Provisions of the By-Laws of the Society relating wholly to the internal affairs of the Branches shall be advisory and not binding.

Each Branch shall file with the Executive Secretary copies of its By-Laws and of any amendments thereto.

## ARTICLE II. MEETINGS

*Section 1. Time and Place:* The Branch shall hold regular meetings on stated days at a time and place approved by a majority of the members.

*Section 2. Object:* The Regular Meetings shall provide for the presentation and discussion of papers on electroplating or allied subjects and for the transaction of any business that may be brought before the meeting in furtherance of the object of the Society.

*Section 3. Special and Regional Meetings:* A Branch may hold special meetings and join in regional meetings under the provisions of its own rules.

## ARTICLE III. DUTIES OF BRANCHES

*Section 1. Membership Applications:* The Branch shall keep a record of the names of all applicants for membership. It shall establish a Board of Managers or other board which shall review the record of each applicant and approve or disapprove his election.

*Section 2. Branch Supplies:* The Branch shall use standard forms of application blank, membership card, certificate, Constitution of the Society, and such other matter as may be designated by the Executive Board.

*Section 3. Reports:* Within seven days of each meeting the Branch shall forward to the Executive Secretary a report of the meeting and copies of all appropriate papers offered for publication by the Society.

*Section 4. Fiscal Year:* The fiscal year of the Branch shall commence on the first day of April. All financial reports shall be made from and all transactions

closed to conform with the end of the fiscal year on the thirty-first day of March.

## ARTICLE IV. ORGANIZATION

*Section 1. Officers:* The Officers of a Branch shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer (or Secretary-Treasurer), Librarian, and the three or more members of the Board of Managers.

*Section 2. Qualifications:* Any member of a Branch who is in good standing may be elected an officer.

*Section 3. Election and Term:* Officers shall be elected by such procedure as the Branch may establish and shall hold office for one year, or until their successors have been elected and installed.

## ARTICLE V. DUTIES OF OFFICERS

*Section 1. President:* The Branch President shall preside at all meetings, preserve order, put all proper motions before the meeting if duly seconded, and decide all questions of order subject to appeal to the meeting. He may cast the deciding vote in case of tie. He shall in honor of his office be a member of all committees. He shall appoint all committees not otherwise provided for. In the absence of any officer he shall appoint a member to act in his place. He shall call all necessary meetings of the Board of Managers.

*Section 2. First Vice-President:* The First Vice-President shall perform the duties of the President in the event of absence, death, or resignation of the President. He shall have charge of promoting the growth of the membership of the Branch and shall perform such other duties as may be properly assigned him.

*Section 3. Second Vice-President:* The Second Vice-President shall perform the duties of the First Vice-President in the event of absence, death, or resignation of the First Vice-President. He shall perform such other duties as may be properly assigned him.

*Section 4. Secretary:* The Secretary shall keep accurate record of all meetings



of the Branch and within seven days of each meeting shall forward to the Executive Secretary a record of the meeting and copies of all appropriate papers offered for publication by the Society. He shall receive, record, and transmit for review to the Board of Managers the applications of prospective members. He shall by April 15 file with the Executive Secretary a correct list of Branch members in good standing on March 31 and shall notify the Executive Secretary monthly of any changes and additions. He shall be a member of the Employment Committee of the Society. He shall conduct the correspondence of the Branch. He shall maintain a supply of standard forms of the Society and shall furnish to each elected member a copy of the Constitution and By-Laws. He shall keep itemized account of the receipts and expenditures of his office and perform such other duties as may be properly assigned him. He may be paid such compensation as the Branch shall approve.

*Section 5. Treasurer:* The Treasurer shall receive all funds of the Branch and deposit them as directed by the Branch. He shall pay all bills properly presented for payment under the laws of the Branch and shall sign all checks. He shall give receipt for all monies received and shall keep books of account correctly posted and ready for audit. If unable to attend any meeting of the Branch, he shall arrange for a competent deputy. He shall be bonded in a sum not less than the total of funds in his charge. He may be paid such compensation as the Branch shall approve.

Before the first day of September the Treasurer shall remit to the Executive Secretary of the Society the Per Capita Tax of \$4.70 due for each member of the Branch; and he shall subsequently remit upon the election of a new member a Per Capita Tax proportionate to the number of quarters remaining of the fiscal year. He shall remit to the Executive Secretary the proceeds of any duly levied Special Per Capita Tax.

*Section 6. Librarian:* The Librarian

shall provide for suitable topics of discussion, speakers, and papers for the meetings of the Branch. He shall have charge of the Question Box and of all magazines, books, and similar property of the Branch. He shall ordinarily be a member of the Educational Committee of the Society.

*Section 7. Board of Managers:* The Board of Managers shall conduct the ordinary business of the Branch, referring appropriate items to the Branch. It shall supervise the property and expenditures of the Branch and shall be a standing committee for consideration of any matters referred to it. It shall examine the records of all applicants for membership and recommend to the Branch the election or rejection, as the case may be, of each.

*Section 8. Property:* An officer holding property of the Branch shall surrender the said property upon installation of his successor or demand of the Board of Managers.

*Section 9. Reports:* Every officer shall at the end of his term of office or upon his resignation submit a written report of his official transactions.

*Section 10. Resignations and Vacancies:* An officer intending to resign shall so notify the Branch President in writing at least one month before the effective date of his resignation. A vacancy in any office shall be filled by the Branch at the first regular meeting after occurrence of said vacancy.

#### ARTICLE VI. DUTIES OF MEMBERS

*Section 1. Voting:* Every member shall vote when required to do so by the presiding officer of a Branch meeting.

*Section 2. Misuse of Membership:* No member, be he Branch member or Member at-Large, shall use, or sanction the use of, the name or insignia of the Society or his membership in the Society or Branch in the advertising of any product or service. Violation of this provision shall be grounds for expulsion from the Society.

#### ARTICLE VII. REPRESENTATION

*Section 1. Delegates:* Each Branch shall

be entitled to three Delegates in the Supreme Society, who shall be members in good standing of the Branch and shall be elected by the Branch at least one month before the Annual Meeting. Alternates may also be elected, who may exercise the proxies of Delegates in the absence of the Delegates. Any Branch member holding national office shall automatically be one of the three Delegates of his Branch. The President and Secretary of the Branch shall certify credentials of Delegates and Alternates and shall forward copies of the said credentials to the Executive Secretary in such time as to reach him not later than the fifteenth day of May.

Delegates shall be considered members of the Supreme Society when their credentials have been accepted by the Credentials Committee and the Annual Meeting and shall continue such until their successors shall be elected and accredited.

A Branch may be represented at the Annual Meeting by proxies exercised by Delegates of another Branch; provided that no Branch shall exercise the proxies of more than one other Branch. The said proxies shall be in force only during the Annual Meeting for which they are issued, after due presentation to the Credentials Committee and acceptance by the Delegates.

*Section 2. Instruction:* A Branch may instruct its Delegates in regard to their votes on the agenda of the Society and the election of Officers, and the Delegates shall vote as instructed for such period as the Branch may direct.

#### ARTICLE VIII. DUES

*Section 1. Amount:* The minimum

Insert p. 12

#### BY-LAWS

#### PART II. BRANCHES

#### ARTICLE VIII. DUES

##### *Section 1. Amount*

Amended June 30, 1949 as follows:

Strike out the last sentence and substitute the following:

"New members shall on election pay dues for the complete quarters remaining of the fiscal year during which they are elected."

suspended until the next meeting. A member during suspension shall not be entitled to the publications or other benefits of the Society.

*Section 3. Expulsion:* Members whose dues for the previous fiscal year are not paid at the end of any fiscal year may be expelled on recommendation of the Board of Managers and majority vote of the Branch. Such members may be again received into membership only upon due application accompanied by Application Fee and further payment of arrears acceptable to the Board of Managers.

*Section 4. Transfer:* No member shall transfer from one Branch to another unless he is in good financial standing.

##### *Section 4. Transfer*

Amended June 30, 1949 by striking out the last sentence.

the fiscal year, including the quarter during which the transfer is effected.

#### PART III. REVISION

These By-Laws or any part thereof may be repealed, altered, annulled, suspended, or amended by two-thirds vote of all Delegates, either at an Annual Meeting or by letter ballot.



## APPENDIX

### ANNUAL MEETING

#### ORDER OF BUSINESS

Opening of Convention: Chairman, Convention Program Committee  
Address: President, Host Branch  
Addresses: Guest Speakers and Others  
Final Address of Opening: President of the Society  
Turning-Over of Convention to President of the Society: Convention Chairman  
Call to Order  
Seating of Delegates in Reserved Sections  
Roll Call of Officers  
Roll Call of Delegates  
Introduction of Distinguished Guests  
Memorial to Deceased Members  
Report of Credentials Committee, Action on Report and Appeals Therefrom  
Report of the President  
Reports of Vice-Presidents  
Report of Executive Secretary  
Report of Chairman, Research Committee

Report of Secretary-Treasurer, Research Fund  
Reports of Standing and Special Committees  
Appointment of Election Committee  
Appointment of Standing Committees  
Presentation and Reading of Proposed Revisions of Constitution and By-Laws

#### FINAL BUSINESS SESSION

Roll Call of Officers  
Roll Call of Delegates  
Report of Audit of Books  
Report of Paper Awards Committee  
Report of Law Committee  
Action on Proposed Revisions of Constitution and By-Laws  
Report of Budget Committee  
Action on Budget  
New Business  
Report of Resolutions Committee  
Nomination and Election of Officers  
Selection of Place of Convention  
Adjournment

### PAPER AWARDS

1. *Committee on Paper Awards:* The Committee on Paper Awards shall consist of not less than three nor more than five members and shall be separate and distinct from the Committee on Exhibit Awards. No two members of the committee shall be members of any one Branch. The Chairman of the Committee shall be appointed by the President within 60 days from the adjournment of the Convention. The other members of the committee shall be appointed by the President from a panel submitted by the Chairman. This panel shall contain the names of twice the number of members to be appointed.

2. *Awards:* The following paper awards may be made:

(a) THE A. E. S. GOLD MEDAL with an award of \$50.00 for the best paper printed in Society publications during the fiscal year.

(b) THE A. E. S. SILVER MEDAL with an award of \$25.00 for the second best paper printed in Society publications during the fiscal year.

(c) A CERTIFICATE OF HONORABLE MENTION with an award of \$15.00 for the third best paper printed in Society publications during the fiscal year.

(d) THE MECHANICAL FINISHING AWARD of the American Electroplaters' Society, sponsored by the Lea Manufacturing Company and consisting of \$50.00 and a certificate, for the best paper on the subject of mechanical finishing appearing in Society publications during the fiscal year.

(e) THE CHROMIUM PLATING AWARD of the American Electroplaters' Society, sponsored by the Nutmeg Chrome Corporation and consisting of \$50.00 and a certificate, for the best paper on the subject of chromium plating appearing in So-



ciety publications during the fiscal year.

(f) THE GOLD AND GOLD ALLOY PLATING AWARD of the American Electroplaters' Society, sponsored by Technic, Incorporated and consisting of \$50.00 and a certificate, for the best paper on the plating of gold or its alloys appearing in Society publications during the fiscal year.

### 3. General Consideration for Awards:

(a) The author of any paper which merits one or more of the Society's paper awards may be any person, not necessarily a member of the Society.

(b) If in the judgment of the Paper Awards Committee those papers whose subject matter makes them eligible for any of the special awards, (d), (e), or (f) above, have insufficient merit to deserve the award, the Committee shall announce that no award of (d), (e), or (f) is made for that year. The decisions of the Committee on Paper Awards shall be final.

(c) In judging a paper for an award, the Committee shall completely disregard the author's affiliation, except that no award shall be given for A. E. S. Research Reports and no member of the Paper Awards Committee shall be eligible for award.

(d) Papers presented before a Branch during one fiscal year but printed in a Society publication during a following fiscal year, shall be classified in the year in which publication occurs. A paper appearing serially in two or more issues shall be judged in that fiscal year in which the final part is published.

(e) Papers which have received prior presentation before other societies or prior publication outside the publications of the A. E. S. shall be considered ineligible for competition. This shall include rewrites of such papers unless the rewrite shall contain new material, in which case the new material shall be eligible for consideration.

4. *Specific Considerations for Award:* In judging eligible papers, the Committee shall use a point system, and, for each award made, the paper receiving the highest number of points shall receive the award. The following considerations and maximum number of points shall apply:

(a) Immediate value to the electroplating

industry.....30

This shall be measured by such considerations as:

- (1) Its money-saving worth in pointing out economies in existing process
- (2) Improvement on existing process
- (3) Simplification of control of process or of measurement of quality of product
- (4) Novel theoretical considerations leading to a more complete understanding of process
- (5) New process for an existing product
- (6) New product

(b) Scientific value.....30

This classification is intended to reward papers that appear to have enduring future value, although they might be of small immediate practical value. A paper may receive a high rating under both (a) and (b).

(c) Originality of subject matter or value as a review paper.....30

A paper which is purely a review paper shall be rated as such on the basis of whether the review is of sufficient scope and is so presented as to be of considerable value to a large number of members.

(d) Clarity of presentation.....10

The principal emphasis shall be on presentation of subject matter in a clear understandable manner. Extensive plots, photomicrographs, etc., do not necessarily add to clarity of presentation. The length of the paper shall be considered immaterial.

5. *Announcement of Awards:* The announcement of paper awards shall be made the Chairman of the Paper Awards Committee at the final business session of the Annual Convention following the close of the fiscal year. Presentation of the awards shall be made during the Annual Dinner, or Banquet, at the Convention, and winners of awards shall be requested in advance to be present.

6. *Report of the Paper Awards Committee:* As soon as possible after the close of the fiscal year, the Chairman shall report to the President of the Society the winners of awards during the fiscal year past. The President shall then instruct the Executive Secretary to prepare the various awards for presentation at the Annual Dinner, or Banquet.



## EXHIBIT AWARDS

1. *Committee on Exhibit Awards:* The Committee on Exhibit Awards shall consist of five members and shall be separate and distinct from the Committee on Paper Awards. The Chairman of this Committee shall be a Vice-President of the Society. The member of the local Branch who is in charge of receiving exhibits shall be a member of the Committee. The Chairman shall submit a panel of six names to the President, who shall appoint the other three members of the Committee from this panel; except that the Chairman and the members of the local Branch in charge of receiving exhibits may be members of the same Branch, no two members of the Committee shall be members of any one Branch.

2. *Awards:* The following exhibit awards may be made:

(a) **BRANCH CERTIFICATES** designated first, second and third prize to the three Branches which have had the best Branch exhibits at the Convention at which the awards are given.

(b) **INDIVIDUAL CERTIFICATES** designated first, second and third prize to the person, be he a member of the Society or not, who has had the best individual exhibit at the Convention at which the awards are given.

3. *General Considerations for Awards:* The purposes of the exhibits are to reflect the status of the plating art and to supply practical information about methods of plating. For these reasons, when the technique employed in preparing an exhibit is completely obscure, the exhibit shall be ineligible for award. However, when processes or solutions have been identi-

fied, if only by known trade designation, the exhibit shall be eligible. Border line cases shall be left for decision to the discretion of the Committee.

4. *Specific Considerations for Award:* In judging eligible exhibits, the Committee shall use a point system, and, for each award made, the exhibit receiving the highest number of points shall receive the award. The following considerations and maximum number of points shall apply:

(a) Disclosure of new or improved processes or sequence of operations which make for decreased cost or improvement in product, and as such are of value to industry..... 30

(b) Special skill or originality required in the preparation of any or all items of the exhibit..... 20

(c) Quality of finish as indicated by freedom from defects, such as pits, poor polishing, poor coverage in plated or buffed articles..... 10

(d) Overall practical value of the finishes employed on the individual items making up the exhibit..... 20

(e) Effort used in preparation, scope of processes covered, and number of Branch members contributing. Proportion of Branch membership contributing shall be considered in case of a stalemate... 10

(f) General make-up of the exhibit as a whole considering appearance, attractiveness, and artistic motive..... 10

5. *Announcement of Awards:* Public announcement of exhibit awards shall be made during the Annual Dinner or Banquet at the Annual Convention, and winners of awards shall be requested in advance to be present.



AKG

Desk Copy



# **CONSTITUTION**

**and**

# **BY-LAWS**

*Revised to June, 1948*

---

**AMERICAN ELECTROPLATERS' SOCIETY, INC.**

**Box 168, Jenkintown, Pa.**

1950



# CONSTITUTION

## PREAMBLE

### NAME, OBJECT, AND DIVISIONS

This society shall be known as American Electroplaters' Society, Incorporated, hereinafter called the Society. It shall be incorporated under the laws of the State of New Jersey.

The object of the Society shall be the improvement and dissemination of the knowledge of the arts and sciences of electroplating and of finishing of metals and of allied arts, the development of a cooperative spirit of friendship and mutual assistance among its members.

The Society shall consist of members duly elected to membership under the Constitution and By-Laws. There shall be branch or local societies, hereinafter called Branches, duly organized under the Constitution and By-Laws as integral parts of the Society. The Branches shall consist of members of the Society who have become members of the Branches of their choice through the procedures established by the said Branches under the provisions of this Constitution.

There shall be a governing body called the Supreme Society, consisting of delegates duly elected by the several Branches.

There shall be an Executive Board, duly elected by the Supreme Society in accordance with the Constitution and By-Laws.

## PART I. THE SOCIETY

### ARTICLE I. FUNCTIONS

*Section 1. Organization:* The Supreme Society shall consist of three Active Members in good standing from each Branch in good standing, hereinafter called Delegates, whose credentials have been duly accepted in Annual Meeting. An elected officer of the Society shall automatically be one of the three Delegates from his Branch. A quorum for the transaction of the business of the Supreme Society shall be two-thirds of

the Delegates, present in person or by proxy.

The Executive Board shall consist of the President, the Past President, the First Vice-President, the Second Vice-President, and the Third Vice-President. A quorum for the transaction of the business of the Executive Board shall be four of the above-named officers.

*Section 2. Authority:* The Supreme Society shall be the governing body of the Society, and all Branches shall be subject to the laws by it enacted. Its decisions shall be final.

The Executive Board shall be the administrative body of the Supreme Society. It shall conduct the ordinary business of the Society under the provisions of the Constitution and By-Laws and the rulings of the Supreme Society. Its decisions shall be subject to review by the Supreme Society.

### ARTICLE II. MEMBERSHIP

*Section 1. Members:* Any person interested in the object of the Society may become a member.

*Section 2. Classes of Membership:* The Society shall consist of Active Members, Student Members, Sustaining Members, and Honorary Members.

*Section 3. Active Members:* Any person interested in the object of the Society may be elected an Active Member.

*Section 4. Student Members:* Any person not over twenty-five years of age, regularly enrolled in full-time courses at any accredited university or other institution of learning and interested in the object of the Society may be elected a Student Member.

*Section 5. Honorary Members:* Honorary Membership may be conferred by majority vote of the Supreme Society in Annual Meeting upon any person whose knowledge and outstanding service have enhanced the welfare of the Society. A Branch desirous of having any person elected Honorary Member shall nominate

that person, with appropriate information in support of his eligibility, to the Executive Board. If a majority of the Executive Board approve the nomination, it shall be presented for vote to the Supreme Society at the next Annual Meeting.

*Section 6. Sustaining Members:* Any firm or person interested in the electroplating and metal-finishing industry or in the object of the Society may be elected a Sustaining Member by majority vote of the Executive Board.

An Active Member may also be a Sustaining Member.

*Section 7. Privileges:* Student Members and Sustaining Members shall have all rights of membership except those of voting and holding office. Members not belonging to Branches shall have all rights of membership except holding office or election as Delegates.

*Section 8. Branch Membership:* Application for membership in a Branch shall be made by the candidate for admission to the Branch Secretary on the official form accompanied by the application fee. The Branch Secretary shall submit the application to the Board of Managers or other established body of the Branch, which shall investigate the references of the candidate and approve or disapprove the application by majority vote. An approved application shall at the next regular meeting of the Branch be submitted to the Branch for action. The Branch Secretary shall immediately notify the Executive Secretary of the election of any new member.

*Section 9. Membership-at-Large:* A candidate for membership not desiring membership in any Branch may become a Member-at-Large. However, Membership-at-Large shall be held to 25 per cent of the entire membership of the Society and when the Membership-at-Large shall equal 25 per cent of the total membership of the Society, Membership-at-Large shall be closed until increase in total membership warrants reopening. Application for Membership-at-Large in the Society shall be made to the Executive Secretary on the official form accompanied by the

application fee. The Executive Secretary shall submit the application to the Executive Board, which shall investigate the references of the candidate and shall within thirty days of receipt of application admit or reject the candidate by majority vote.

*Section 10. Obligation:* Each applicant for membership shall receive a copy of the Constitution and By-Laws and shall read and accept same. He shall not be permitted to plead ignorance in extenuation of any violation of their provisions.

*Section 11. Transfer:* A member in good standing may transfer from one Branch to another Branch, from Membership-at-Large to membership in a Branch, or from membership in a Branch to Membership-at-Large with the consent of the governing bodies involved and through such procedure of transfer as may be established by the Executive Board of the Society.

*Section 12. Resignation:* A member shall be permitted to resign from the Society only when his dues shall have been paid in full to date of resignation.

*Section 13. Expulsion:* A member having made false or misleading statements in applying for membership or having acted in violation of the Constitution may be expelled from the Society by the Branch, or in the case of a Member-at-Large by the Executive Board, and all monies received from him shall be forfeited by him. However, before acting upon any measure of expulsion, the Branch or the Executive Board, as the case may be, shall provide the alleged offender with full and due opportunity to defend himself in open hearing against the charges brought against him.

*Section 14. Reinstatement:* Any former member of the Society who may wish to be reinstated shall be considered a new candidate for membership.

### ARTICLE III. DUTIES OF MEMBERS

*Section 1. Voting:* Delegates may vote in person or by proxy at the Annual Meeting of the Supreme Society. The



Branch delegation of which a presiding officer is a member may replace him with an Alternate on the floor of a meeting. The presiding officer at a meeting of the Supreme Society may cast a deciding vote in case of tie.

*Section 2. Proxies:* A Delegate or Delegates may exercise the proxy of any Delegate elected by the Branch, and the Delegates of any Branch may represent not more than one other Branch by proxies duly presented to the Credentials Committee and accepted by the Supreme Society.

#### ARTICLE IV. OFFICERS

*Section 1. Roster:* The Officers of the Society shall be Past President, President, First Vice-President, Second Vice-President, Third Vice-President, Executive Secretary, and Residing Legal Officer. A member residing in New Jersey shall be Residing Legal Officer of the Society in the State of New Jersey. The Executive Secretary and Residing Legal Officer shall be appointed by the Executive Board, and each shall serve until his successor shall have been appointed and takes office. All other Officers of the Society shall be elected.

*Section 2. Qualifications:* Each Officer of the Society shall be an Active Member of the Society in good standing. Each elected Officer shall further be a Delegate. The President of the Society shall before election have served at least one term on the Executive Board.

*Section 3. Term:* The term of an elected Officer shall be for one year or until his successor shall have been elected or appointed and installed. No person shall hold the same elective office more than two terms in succession.

*Section 4. Vacancy:* In the event of a vacancy in the office of President, the Vice-President highest in rank shall succeed.

*Section 5. Past President:* The retiring President shall become the Past President of the Society.

#### ARTICLE V. FINANCES

*Section 1. Application Fees:* The minimum application fee shall be five dollars.

Application fee shall be submitted with each application for membership and paid to the Branch, or in case of application for Membership-at-Large to the Supreme Society.

*Section 2. Annual Dues:* (a) The minimum annual dues of Active Members shall be eight dollars. (b) The minimum annual dues of Student Members shall be five dollars. (c) The minimum annual dues of Sustaining Members shall be one hundred dollars and shall be paid to the Executive Secretary. (d) The dues of Members-at-Large shall be paid to the Executive Secretary.

*Section 3. Per Capita Tax:* From the annual dues of each Active, ~~Student~~, and Sustaining Member there shall be paid to the Supreme Society a Per Capita Tax of four dollars and seventy cents (\$4.70), part of which shall be used to pay the annual subscription to the official journal of the Society at one-half of the regular subscription price.

*Section 4. Fiscal Year:* The fiscal year of the Society shall commence on the first day of April. All financial reports shall be made from and all transactions closed to conform with the end of the fiscal year on the thirty-first day of March.

#### ARTICLE VI. MEETINGS

*Section 1. Annual Meeting:* The Annual Meeting for the transaction of business of the Supreme Society shall take place during the Annual Convention. The Annual Meeting and Convention shall be held between June 1 and September 30 unless otherwise agreed between the Executive Board and the Branch designated to entertain the Convention, hereinafter called the Host Branch. In national emergency the Executive Board may suspend the Annual Meeting and conduct the affairs of the Society and Supreme Society by letter ballot.

*Section 2. Special Meetings:* A Special Meeting shall be called by the President upon the written application of a majority of the Branches. The purpose of such Special Meeting shall be stated in writing in the application and the Execu-

tive Secretary shall send a copy of the said statement to each Delegate. No business not included in the said statement shall be transacted at any Special Meeting.

## ARTICLE VII. CHARTERS

*Section 1. Granting and Voiding:* The Executive Board may grant Temporary or Permanent Charters to Branches duly organized under the Constitution and By-Laws. The Executive Board may at its discretion revoke any Temporary Charter. The Supreme Society may on the recommendation of the Executive Board or upon presentation of evidence revoke for cause the Permanent Charter of a Branch.

*Section 2. Temporary Charters:* A Temporary Charter may be granted to any group, provided that:

It shall have a membership of not less than ten persons eligible for Active Membership in the Society. Any of these persons may be members of an existing Branch.

Each applicant not already a member of the Society shall make application for Active Membership to the Executive Secretary as provided in this Constitution, and applicants already members shall submit evidence of good standing. The requisite number shall be acceptable to the Executive Board.

The applicants shall petition in writing for a Charter, and each applicant shall over his signature pledge loyal support to the Society and obedience to its Constitution and By-Laws.

*Section 3. Duration of Temporary Charter:* A Temporary Charter shall be in force until a Permanent Charter is granted or until it is revoked by the Executive Board. The Executive Board shall revoke any Temporary Charter if application for a Permanent Charter be not made within one year of issue of the Temporary Charter.

*Section 4. Permanent Charter:* The Executive Board shall grant a Permanent Charter upon written application to any Branch that has operated for three or more months under a Temporary Charter.

*Section 5. Branch Franchise:* Charters shall not be granted to more than one Branch in any city.

## ARTICLE VIII. OFFICIAL PUBLICATIONS

*Section 1. Official Journal:* The Society shall publish periodically an official journal which shall contain articles pertaining to the object of the Society, changes in membership, news of the organization and its members and of the industry in general, and other matters of value to the membership. Each member of the Society in good standing shall receive a copy of the official journal for one-half the regular subscription price, paid to the Society out of his annual dues. Non-members shall be offered subscription at the regular price.

*Section 2. Proceedings:* Each member in good standing shall receive a copy of the technical proceedings of the Annual Convention.

*Section 3. Minutes of Annual Meetings:* One copy of the minutes of the Annual Meeting shall be sent to each Branch Secretary and to each elected Officer of the Society.

*Section 4. Release of Papers:* Papers presented before a Branch shall be the property of the authors. With the consent of the authors, a Branch may offer such papers for publication in the official journal of the Society.

## PART II. BRANCHES

### ARTICLE I

*Section 1. Names:* A Branch shall be known as ——— Branch of the American Electroplaters' Society, the blank in this name being the name of the city or locality of the Branch.

*Section 2. Organization:* Branches shall elect their own officers and may operate under any rules or laws of their own choosing not inconsistent with the Constitution and By-Laws of the Society. Any special laws or rules of a Branch shall be filed with the Executive Secretary.

*Section 3. Finances:* A Branch may receive donations or bequests and may expend or invest the same at its own discretion. A Branch may levy assessments



and otherwise raise or collect funds for its own purposes and shall have the entire use and management of such funds.

## PART III. REVISION OF CONSTITUTION

### ARTICLE I

*Section 1. Authority:* This Constitution or any part thereof may be repealed, altered, annulled, or otherwise amended by a two-thirds vote of all Delegates, either at an Annual Meeting or by letter ballot, after regular procedure of initiative and notice as provided in Sections 2 and 3 of this Article.

*Section 2. Initiative:* Due notice shall

be given and a vote shall be taken on any revision submitted by four or more Branches or approved by the Executive Board.

*Section 3. Notice:* On receipt of a revision duly submitted, the Executive Board shall immediately cause such revision to be reviewed by the authority constituted for that purpose, properly worded and classified, and published in the official journal of the Society at the first opportunity and in any case not later than three months from receipt of the said revision. Vote of the Delegates on the revision shall be taken within three months of its publication in the official journal.

## BY-LAWS

### PART I. THE SOCIETY

#### ARTICLE I. ELECTION OF OFFICERS

*Section 1. Time and Method:* The Officers of the Society shall be elected during the Annual Meeting by roll call of the Delegates after nomination and second from the floor. A Delegate nominating any candidate for office in the absence from the floor of the said candidate shall vouch for the willingness of the said candidate to serve if elected.

*Section 2. Majority Vote:* A candidate receiving a majority of votes cast shall be declared elected. In case of no majority on a first roll call, the candidate receiving the fewest votes shall be dropped from consideration and another vote taken; and this procedure shall be repeated until a majority vote shall have been cast for one candidate.

*Section 3. Installation:* Installation of Officers shall take place immediately after their election.

#### ARTICLE II. DUTIES OF OFFICERS

*Section 1. Reports:* Each Officer of the Society shall make a report of his activities to the Annual Convention.

*Section 2. President:* It shall be the duty of the President to preside over all meetings of the Society, to preserve order, to put all proper motions before the meeting if duly seconded, to decide all questions of order subject to appeal to the meeting, and to cast the deciding vote in case of tie. He shall be Chairman of the Executive Board. In honor of his office he shall be a member of all committees. He shall call all Special Meetings of the Society and all meetings of the Executive Board. He shall appoint all committees not otherwise provided for. When an Officer resigns or dies the President shall, with the approval of the Executive Board, appoint a qualified member of the Society to fill the vacancy for the unexpired term.

*Section 3. First Vice-President:* The First Vice-President shall perform the duties of President in case of death, resignation, or absence of the President. He shall be Chairman of the Educational Committee and shall perform such other duties as may be assigned him by the President or the Executive Board.

*Section 4. Second Vice-President:* The Second Vice-President shall perform the

duties of President in the absence of the President and First Vice-President. He shall be Chairman of the Membership Committee and shall perform such other duties as may be assigned him by the President or the Executive Board.

*Section 5. Third Vice-President:* The Third Vice-President shall perform the duties of President in the absence of the President and First and Second Vice-Presidents and such other duties as may be assigned him by the President or the Executive Board.

*Section 6. Executive Board:* The Executive Board shall meet at the call of the President at intervals of not more than four months. It shall conduct promptly and diligently the ordinary business of the Society. It shall review nominations for Honorary Membership and be responsible for the election of Sustaining Members and the election and expulsion of Members-at-Large. It shall grant all charters and may revoke Temporary Charters. It shall prepare the Budget and faithfully oversee the finances of the Society, and shall be responsible for audit of the accounts of the Society by a public accountant for report to the Annual Meeting and at any other times it may deem necessary. It shall oversee disbursement of all special funds. It shall appoint the Executive Secretary and the Residing Legal Officer and shall have authority over their duties. With the Host Branch, it shall select the date for the Annual Meeting and Convention, and it shall approve plans for these before their execution. It shall receive and transmit proposals for amendment of the Constitution and By-Laws. It shall approve any call for a Special Meeting of the Supreme Society. It shall furnish to the Branches the Society Emblem and necessary standard forms on such terms as may be determined by the Supreme Society. It shall carry out such other business as may be referred to it by the President or the Society. In national emergency, it may at its discretion suspend the Annual Meeting and conduct

the business of the Supreme Society by letter ballot.

*Section 7. Executive Secretary:* The Executive Secretary shall be the business officer of the Executive Board and shall be responsible to the board. He shall conduct the correspondence of the So-

Insert p. 6

## BY-LAWS

### PART I. THE SOCIETY

#### ARTICLE II. DUTIES OF OFFICERS

##### *Section 7. Executive Secretary*

Amended June 30, 1949 by inserting after the third sentence the following:

"He shall promptly inform the branches, by whatever means he deems best, of the important proceedings of the Executive Board."

~~the research fund with the approval of~~  
the Research Committee. He shall receive and give receipt for all funds paid to the Society by the Branches. He shall keep such books of account as the Executive Board shall direct. He shall be Chairman of the Employment Committee. He shall preserve for ready access all papers and documents pertaining to his office. He shall be Managing Editor of the official journal; as such he shall appoint the members of the editorial board and editorial staff, see to the editing and publication of such matter as the Society shall direct and to the copyright of appropriate publications of the Society, and preserve for ready access all valuable papers submitted by members and Branches. He may arrange exchange of publications with other appropriate journals and institutions. He may release papers presented at the Annual Meeting for publication outside the Society with proper credit and may at his discretion release papers not published by the Society. He shall have charge of advertising in the official journal. He shall distribute the official journal to the members of the Society. His salary shall be fixed by the Executive Board, subject to approval by the Supreme Society. He



shall furnish the bonds required by the Executive Board. He shall be a member *ex-officio* of the Convention Committee and shall arrange for audit of the accounts of all Conventions. He shall be responsible for all matters pertaining to the publication of the Annual Convention program. He shall be Secretary of the Research Committee.

*Section 8. Residing Legal Officer:* The Residing Legal Officer shall establish the legal residence of the Society as required by the Laws of the State of New Jersey. He shall carry out such duties pertaining to his office as may be assigned him by the Executive Board.

### ARTICLE III. COMMITTEES

*Section 1. Appointment:* As soon as feasible after his election the President shall appoint all necessary committees not otherwise provided for. Unless otherwise specified, all members of these committees shall be Active Members of the Society.

*Section 2. Credentials Committee:* The Credentials Committee shall meet in preparation for the Annual Meeting at the call of the President to consider all credentials and proxies of Delegates and shall promptly present its findings for action by the Annual Meeting.

*Section 3. Law Committee:* The Law Committee shall receive all proposed amendments to the Constitution and shall see to it that said amendments are properly worded and classified for immediate publication in the official journal. It may at its discretion consult with the proponents of said amendments for clarification of language and meaning, and in no case shall it so modify an amendment as to alter the intent of said proponents.

*Section 4. Budget Committee:* The Executive Board shall be the Budget Committee. It shall submit to the Annual Meeting of the Society a budget of estimated receipts and expenditures for the current fiscal year. This budget shall provide for the ordinary business of the Society but not for the Research Committee or the official journal, which shall

operate as enterprises independent of its provisions. After this or an amended budget has been approved by the Supreme Society, expenditures shall not be increased by more than 20 per cent in any category without the approval by letter ballot of a majority of the Supreme Society.

*Section 5. Research Committee:* The Research Committee shall consist of nine members of the Society and the Executive Secretary. A representative of any technical organization designated by the Executive Board may be invited to participate in an advisory capacity in the work of the Committee. Of the nine members of the Society, three shall be appointed each year by the Executive Board, and the term of each such member shall be three years or until his successor has been appointed and installed. No member shall be appointed to the Committee for more than two consecutive terms. Upon its annual organization, the Committee shall select its Chairman and designate a Sub-Committee on Disbursements. The Executive Secretary shall be Secretary of the Committee.

The Research Committee shall be authorized to solicit funds for research from any source. Such funds and such other monies as are herein so allocated shall be held in the Research Fund by the Executive Secretary and disbursed by him with the approval of the Committee.

The Research Committee shall cooperate with the Executive Board on its general plans for the ensuing year, including those for such cooperation with other societies and institutions as it deems expedient. Upon approval of a plan by the Executive Board, it may carry out the said plan, employing personnel and publishing and distributing results in cooperation with the Executive Secretary.

The Chairman shall call a meeting of the Committee during the Annual Convention and at least one other time during the fiscal year at a place convenient to the membership of the Committee. Reports of the work of the Research Committee shall be made to the Annual

Meeting of the Society and as far as feasible to Branch and Regional meetings.

*Section 6. Membership Committee:* The Second Vice-President of the Society shall be Chairman of the Membership Committee, which shall consist of a member of each Branch. The Committee shall take appropriate measures to retain and increase the membership of the Branches. An award shall be presented annually to that Branch in each contest group making the largest per cent of gain in membership. Such award shall be purchased by the Society and shall remain the property of the Branch.

*Section 7. Educational Committee:* The First Vice-President of the Society shall be Chairman of the Educational Committee, which shall consist of the Librarian or other member of each Branch. This Committee shall assist Branches to improve their educational sessions by securing speakers and programs and cooperating in the organization of classes.

The Executive Secretary in his capacity of Managing Editor of the official journal shall appoint an Editorial Board, of which he shall be Chairman. This Board shall procure technical and scientific articles and abstracts for the official journal and papers for the technical and scientific sessions at the Annual Convention.

*Section 8. Committee on Paper Awards:* A Committee on Paper Awards shall be appointed and shall operate under the rules for the Committee appended to these By-Laws. The said rules may be amended and modified from time to time, as circumstances require, by the Committee with the approval of the Executive Board. No member of the Committee shall be eligible for award.

*Section 9. Employment Committee:* The Employment Committee shall consist of the Secretaries of all Branches. The Executive Secretary shall be Chairman. The Committee shall assist employers to secure qualified members of the Society for positions in the industry and shall assist unemployed members to secure employment.

*Section 10. Public Relations Committee:*

Under the supervision of the Executive Board, the Public Relations Committee shall secure for the Society all possible publicity tending to promote the object of the Society.

#### ARTICLE IV. FUNDS

*Section 1. General Fund:* All income of the Society other than hereinafter specified shall be held in the General Fund.

*Section 2. Special Funds:* All monies collected for special purposes shall be held by the Executive Secretary in separate accounts. Such monies shall not be expended except for the specified purposes unless by majority vote of the Supreme Society.

*Section 3. Research Fund:* All income received from Sustaining Memberships, after deduction of Per Capita Tax, and all other monies specifically designated for research shall be held by the Executive Secretary in the Research Fund and shall

Insert p. 8

#### BY-LAWS

##### PART I. THE SOCIETY

#### ARTICLE V. DUES

Amended June 30, 1949 as follows:

*Section 1. Collections:* Strike out the second sentence and substitute the following:

"Dues are payable annually in one installment, except that a member elected during the fiscal year shall pay only for the complete quarters remaining of that year."

dues from members who are Sustaining Members.

*Section 2. Suspensions:* A member for whom Per Capita Tax has not been paid on September 1 for the fiscal year beginning April 1 of the same calendar year shall be considered suspended until said tax shall be paid and shall not receive the official journal or other publications of the Society during suspension.

*Section 3. Per Capita Tax:* A Per Capita Tax of \$4.70 per annum for each member in good standing shall be paid



*Section 3. Per Capita Tax:* Strike out the second sentence and substitute the following:

"The tax shall be paid annually, not later than the first day of September; except that for each new member of a branch there shall be paid upon his election a tax proportionate to the number of complete quarters remaining of the fiscal year."

date, the Executive Secretary shall demand payment in writing, and if the tax remain unpaid after the thirty days following such demand, the Branch shall be considered not in good standing and its members shall not receive any benefits or publications of the Society until the said tax is paid. A Branch whose tax for any fiscal year shall remain unpaid thirty days after the beginning of the following fiscal year may by action of the Executive Board be suspended, and persistent failure to pay shall be grounds for revoking a Branch Charter by the Supreme Society.

*Section 4. Special Per Capita Tax:* The Supreme Society may by two-thirds vote of all delegates assess a Special Per Capita Tax upon the Society; but the total of such Special Per Capita Taxes shall not in any fiscal year exceed 10 per cent of the established minimum dues.

#### ARTICLE VI. MEETINGS AND CONVENTIONS

*Section 1. Place:* The Annual Convention shall be held at a place selected by the Delegates at a previous Annual Meeting. Invitations from Branches shall be announced at the Annual Meeting. When two or more Branches present invitations, selection shall be by roll call vote. In the event of no invitation, or if for valid reason the place must be changed, the Executive Board shall select a suitable place with the consent and cooperation of a Branch or Branches.

*Section 2. Order of Business:* The Regular Order of Business of the Annual Meeting shall be that published in the Appendix to these By-Laws and shall not be suspended except by two-thirds vote of the Delegates present and voting.

*Section 3. Alternates:* The proxy of

any Delegate may be exercised on the floor of a meeting by any duly accredited Delegate of his Branch.

*Section 4. Privilege of the Floor:* The President or presiding officer, by unanimous consent, may grant the floor of an Annual Meeting to any person.

*Section 5. Parliamentary Authority:* Robert's RULES OF ORDER shall be the parliamentary authority of the Society in all matters not especially covered in the Constitution and By-Laws or in special enactments of the Society.

*Section 6. Convention Committee:* The Convention Committee shall consist of members of the Host Branch and the Executive Secretary. It shall conduct the business of the Convention. At least four months before the Convention it shall submit to the Executive Board for approval a plan for the Convention, including any proposed exhibits. The Registration Fee of the Convention shall be determined by the Host Branch with the approval of the Executive Board.

*Section 7. Finance:* The Executive Secretary shall arrange for audit of all accounts and approve all financial arrangements. The Society shall be financially responsible for any deficit. All monies collected in connection with the Convention, by any means whatsoever, shall be available to defray the expenses of the Convention and associated enterprises. Any profit accruing after payment of all expenses shall be divided 50 per cent, but not more than one thousand dollars (\$1,000) to the Host Branch and the remainder to the Society. Final audit shall be mandatory within ninety days after the Convention, and all sums due the Society shall be paid within that time.

*Section 8. Exhibits:* Exhibits of manufacturers' products may be held at the discretion and under the direction of the Executive Board.

#### PART II. BRANCHES

##### ARTICLE I. AUTHORITY

A Branch shall operate in accordance with its Charter and with this Constitution and By-Laws. Within the provisions

of the said Charter, Constitution, and By-Laws, a Branch shall conduct its own business as it sees fit under such By-Laws as it may establish. Provisions of the By-Laws of the Society relating wholly to the internal affairs of the Branches shall be advisory and not binding.

Each Branch shall file with the Executive Secretary copies of its By-Laws and of any amendments thereto.

## ARTICLE II. MEETINGS

*Section 1. Time and Place:* The Branch shall hold regular meetings on stated days at a time and place approved by a majority of the members.

*Section 2. Object:* The Regular Meetings shall provide for the presentation and discussion of papers on electroplating or allied subjects and for the transaction of any business that may be brought before the meeting in furtherance of the object of the Society.

*Section 3. Special and Regional Meetings:* A Branch may hold special meetings and join in regional meetings under the provisions of its own rules.

## ARTICLE III. DUTIES OF BRANCHES

*Section 1. Membership Applications:* The Branch shall keep a record of the names of all applicants for membership. It shall establish a Board of Managers or other board which shall review the record of each applicant and approve or disapprove his election.

*Section 2. Branch Supplies:* The Branch shall use standard forms of application blank, membership card, certificate, Constitution of the Society, and such other matter as may be designated by the Executive Board.

*Section 3. Reports:* Within seven days of each meeting the Branch shall forward to the Executive Secretary a report of the meeting and copies of all appropriate papers offered for publication by the Society.

*Section 4. Fiscal Year:* The fiscal year of the Branch shall commence on the first day of April. All financial reports shall be made from and all transactions

closed to conform with the end of the fiscal year on the thirty-first day of March.

## ARTICLE IV. ORGANIZATION

*Section 1. Officers:* The Officers of a Branch shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer (or Secretary-Treasurer), Librarian, and the three or more members of the Board of Managers.

*Section 2. Qualifications:* Any member of a Branch who is in good standing may be elected an officer.

*Section 3. Election and Term:* Officers shall be elected by such procedure as the Branch may establish and shall hold office for one year, or until their successors have been elected and installed.

## ARTICLE V. DUTIES OF OFFICERS

*Section 1. President:* The Branch President shall preside at all meetings, preserve order, put all proper motions before the meeting if duly seconded, and decide all questions of order subject to appeal to the meeting. He may cast the deciding vote in case of tie. He shall in honor of his office be a member of all committees. He shall appoint all committees not otherwise provided for. In the absence of any officer he shall appoint a member to act in his place. He shall call all necessary meetings of the Board of Managers.

*Section 2. First Vice-President:* The First Vice-President shall perform the duties of the President in the event of absence, death, or resignation of the President. He shall have charge of promoting the growth of the membership of the Branch and shall perform such other duties as may be properly assigned him.

*Section 3. Second Vice-President:* The Second Vice-President shall perform the duties of the First Vice-President in the event of absence, death, or resignation of the First Vice-President. He shall perform such other duties as may be properly assigned him.

*Section 4. Secretary:* The Secretary shall keep accurate record of all meetings



of the Branch and within seven days of each meeting shall forward to the Executive Secretary a record of the meeting and copies of all appropriate papers offered for publication by the Society. He shall receive, record, and transmit for review to the Board of Managers the applications of prospective members. He shall by April 15 file with the Executive Secretary a correct list of Branch members in good standing on March 31 and shall notify the Executive Secretary monthly of any changes and additions. He shall be a member of the Employment Committee of the Society. He shall conduct the correspondence of the Branch. He shall maintain a supply of standard forms of the Society and shall furnish to each elected member a copy of the Constitution and By-Laws. He shall keep itemized account of the receipts and expenditures of his office and perform such other duties as may be properly assigned him. He may be paid such compensation as the Branch shall approve.

*Section 5. Treasurer:* The Treasurer shall receive all funds of the Branch and deposit them as directed by the Branch. He shall pay all bills properly presented for payment under the laws of the Branch and shall sign all checks. He shall give receipt for all monies received and shall keep books of account correctly posted and ready for audit. If unable to attend any meeting of the Branch, he shall arrange for a competent deputy. He shall be bonded in a sum not less than the total of funds in his charge. He may be paid such compensation as the Branch shall approve.

Before the first day of September the Treasurer shall remit to the Executive Secretary of the Society the Per Capita Tax of \$4.70 due for each member of the Branch; and he shall subsequently remit upon the election of a new member a Per Capita Tax proportionate to the number of quarters remaining of the fiscal year. He shall remit to the Executive Secretary the proceeds of any duly levied Special Per Capita Tax.

*Section 6. Librarian:* The Librarian

shall provide for suitable topics of discussion, speakers, and papers for the meetings of the Branch. He shall have charge of the Question Box and of all magazines, books, and similar property of the Branch. He shall ordinarily be a member of the Educational Committee of the Society.

*Section 7. Board of Managers:* The Board of Managers shall conduct the ordinary business of the Branch, referring appropriate items to the Branch. It shall supervise the property and expenditures of the Branch and shall be a standing committee for consideration of any matters referred to it. It shall examine the records of all applicants for membership and recommend to the Branch the election or rejection, as the case may be, of each.

*Section 8. Property:* An officer holding property of the Branch shall surrender the said property upon installation of his successor or demand of the Board of Managers.

*Section 9. Reports:* Every officer shall at the end of his term of office or upon his resignation submit a written report of his official transactions.

*Section 10. Resignations and Vacancies:* An officer intending to resign shall so notify the Branch President in writing at least one month before the effective date of his resignation. A vacancy in any office shall be filled by the Branch at the first regular meeting after occurrence of said vacancy.

## ARTICLE VI. DUTIES OF MEMBERS

*Section 1. Voting:* Every member shall vote when required to do so by the presiding officer of a Branch meeting.

*Section 2. Misuse of Membership:* No member, be he Branch member or Member at-Large, shall use, or sanction the use of, the name or insignia of the Society or his membership in the Society or Branch in the advertising of any product or service. Violation of this provision shall be grounds for expulsion from the Society.

## ARTICLE VII. REPRESENTATION

*Section 1. Delegates:* Each Branch shall

BY-LAWS

PART II. BRANCHES

ARTICLE VIII. DUES

*Section 1. Amount*

Amended June 30, 1949 as follows:

Strike out the last sentence and substitute the following:

"New members shall on election pay dues for the complete quarters remaining of the fiscal year during which they are elected."

suspended until the said dues are paid and during suspension shall not be entitled to the publications or other benefits of the Society.

*Section 3. Expulsion:* Members whose dues for the previous fiscal year are not paid at the end of any fiscal year may be expelled on recommendation of the Board of Managers and majority vote of the Branch. Such members may be again received into membership only upon due application accompanied by Application Fee and further payment of arrears acceptable to the Board of Managers.

*Section 4. Transfer:* No member shall transfer from one Branch to another unless he is in good financial standing. ~~The~~

*Section 4. Transfer*

Amended June 30, 1949 by striking out the last sentence.

the fiscal year, including the quarter during which the transfer is effected.

PART III. REVISION

These By-Laws or any part thereof may be repealed, altered, annulled, suspended, or amended by two-thirds vote of all Delegates, either at an Annual Meeting or by letter ballot.

be entitled to three Delegates in the Supreme Society, who shall be members in good standing of the Branch and shall be elected by the Branch at least one month before the Annual Meeting. Alternates may also be elected, who may exercise the proxies of Delegates in the absence of the Delegates. Any Branch member holding national office shall automatically be one of the three Delegates of his Branch. The President and Secretary of the Branch shall certify credentials of Delegates and Alternates and shall forward copies of the said credentials to the Executive Secretary in such time as to reach him not later than the fifteenth day of May.

Delegates shall be considered members of the Supreme Society when their credentials have been accepted by the Credentials Committee and the Annual Meeting and shall continue such until their successors shall be elected and accredited.

A Branch may be represented at the Annual Meeting by proxies exercised by Delegates of another Branch; provided that no Branch shall exercise the proxies of more than one other Branch. The said proxies shall be in force only during the Annual Meeting for which they are issued, after due presentation to the Credentials Committee and acceptance by the Delegates.

*Section 2. Instruction:* A Branch may instruct its Delegates in regard to their votes on the agenda of the Society and the election of Officers, and the Delegates shall vote as instructed for such period as the Branch may direct.

ARTICLE VIII. DUES

*Section 1. Amount:* The minimum



## APPENDIX

### ANNUAL MEETING

#### ORDER OF BUSINESS

Opening of Convention: Chairman, Convention Program Committee  
Address: President, Host Branch  
Addresses: Guest Speakers and Others  
Final Address of Opening: President of the Society  
Turning-Over of Convention to President of the Society: Convention Chairman  
Call to Order  
Seating of Delegates in Reserved Sections  
Roll Call of Officers  
Roll Call of Delegates  
Introduction of Distinguished Guests  
Memorial to Deceased Members  
Report of Credentials Committee, Action on Report and Appeals Therefrom  
Report of the President  
Reports of Vice-Presidents  
Report of Executive Secretary  
Report of Chairman, Research Committee

Report of Secretary-Treasurer, Research Fund  
Reports of Standing and Special Committees  
Appointment of Election Committee  
Appointment of Standing Committees  
Presentation and Reading of Proposed Revisions of Constitution and By-Laws

#### FINAL BUSINESS SESSION

Roll Call of Officers  
Roll Call of Delegates  
Report of Audit of Books  
Report of Paper Awards Committee  
Report of Law Committee  
Action on Proposed Revisions of Constitution and By-Laws  
Report of Budget Committee  
Action on Budget  
New Business  
Report of Resolutions Committee  
Nomination and Election of Officers  
Selection of Place of Convention  
Adjournment

### PAPER AWARDS

1. *Committee on Paper Awards:* The Committee on Paper Awards shall consist of not less than three nor more than five members and shall be separate and distinct from the Committee on Exhibit Awards. No two members of the committee shall be members of any one Branch. The Chairman of the Committee shall be appointed by the President within 60 days from the adjournment of the Convention. The other members of the committee shall be appointed by the President from a panel submitted by the Chairman. This panel shall contain the names of twice the number of members to be appointed.

2. *Awards:* The following paper awards may be made:

(a) THE A. E. S. GOLD MEDAL with an award of \$50.00 for the best paper printed in Society publications during the fiscal year.

(b) THE A. E. S. SILVER MEDAL with an award of \$25.00 for the second best paper printed in Society publications during the fiscal year.

(c) A CERTIFICATE OF HONORABLE MENTION with an award of \$15.00 for the third best paper printed in Society publications during the fiscal year.

(d) THE MECHANICAL FINISHING AWARD of the American Electroplaters' Society, sponsored by the Lea Manufacturing Company and consisting of \$50.00 and a certificate, for the best paper on the subject of mechanical finishing appearing in Society publications during the fiscal year.

(e) THE CHROMIUM PLATING AWARD of the American Electroplaters' Society, sponsored by the Nutmeg Chrome Corporation and consisting of \$50.00 and a certificate, for the best paper on the subject of chromium plating appearing in So-



ciety publications during the fiscal year.

(f) THE GOLD AND GOLD ALLOY PLATING AWARD of the American Electroplaters' Society, sponsored by Technic, Incorporated and consisting of \$50.00 and a certificate, for the best paper on the plating of gold or its alloys appearing in Society publications during the fiscal year.

### 3. General Consideration for Awards:

(a) The author of any paper which merits one or more of the Society's paper awards may be any person, not necessarily a member of the Society.

(b) If in the judgment of the Paper Awards Committee those papers whose subject matter makes them eligible for any of the special awards, (d), (e), or (f) above, have insufficient merit to deserve the award, the Committee shall announce that no award of (d), (e), or (f) is made for that year. The decisions of the Committee on Paper Awards shall be final.

(c) In judging a paper for an award, the Committee shall completely disregard the author's affiliation, except that no award shall be given for A. E. S. Research Reports and no member of the Paper Awards Committee shall be eligible for award.

(d) Papers presented before a Branch during one fiscal year but printed in a Society publication during a following fiscal year, shall be classified in the year in which publication occurs. A paper appearing serially in two or more issues shall be judged in that fiscal year in which the final part is published.

(e) Papers which have received prior presentation before other societies or prior publication outside the publications of the A. E. S. shall be considered ineligible for competition. This shall include rewrites of such papers unless the rewrite shall contain new material, in which case the new material shall be eligible for consideration.

### 4. Specific Considerations for Award:

In judging eligible papers, the Committee shall use a point system, and, for each award made, the paper receiving the highest number of points shall receive the award. The following considerations and maximum number of points shall apply:

(a) Immediate value to the electroplating

industry.....30

This shall be measured by such considerations as:

(1) Its money-saving worth in pointing out economies in existing process

(2) Improvement on existing process

(3) Simplification of control of process or of measurement of quality of product

(4) Novel theoretical considerations leading to a more complete understanding of process

(5) New process for an existing product

(6) New product

(b) Scientific value.....30

This classification is intended to reward papers that appear to have enduring future value, although they might be of small immediate practical value. A paper may receive a high rating under both (a) and (b).

(c) Originality of subject matter or value as a review paper.....30

A paper which is purely a review paper shall be rated as such on the basis of whether the review is of sufficient scope and is so presented as to be of considerable value to a large number of members.

(d) Clarity of presentation.....10

The principal emphasis shall be on presentation of subject matter in a clear understandable manner. Extensive plots, photomicrographs, etc., do not necessarily add to clarity of presentation. The length of the paper shall be considered immaterial.

5. *Announcement of Awards:* The announcement of paper awards shall be made the Chairman of the Paper Awards Committee at the final business session of the Annual Convention following the close of the fiscal year. Presentation of the awards shall be made during the Annual Dinner, or Banquet, at the Convention, and winners of awards shall be requested in advance to be present.

6. *Report of the Paper Awards Committee:* As soon as possible after the close of the fiscal year, the Chairman shall report to the President of the Society the winners of awards during the fiscal year past. The President shall then instruct the Executive Secretary to prepare the various awards for presentation at the Annual Dinner, or Banquet.



## EXHIBIT AWARDS

1. *Committee on Exhibit Awards:* The Committee on Exhibit Awards shall consist of five members and shall be separate and distinct from the Committee on Paper Awards. The Chairman of this Committee shall be a Vice-President of the Society. The member of the local Branch who is in charge of receiving exhibits shall be a member of the Committee. The Chairman shall submit a panel of six names to the President, who shall appoint the other three members of the Committee from this panel; except that the Chairman and the members of the local Branch in charge of receiving exhibits may be members of the same Branch, no two members of the Committee shall be members of any one Branch.

2. *Awards:* The following exhibit awards may be made:

(a) **BRANCH CERTIFICATES** designated first, second and third prize to the three Branches which have had the best Branch exhibits at the Convention at which the awards are given.

(b) **INDIVIDUAL CERTIFICATES** designated first, second and third prize to the person, be he a member of the Society or not, who has had the best individual exhibit at the Convention at which the awards are given.

3. *General Considerations for Awards:* The purposes of the exhibits are to reflect the status of the plating art and to supply practical information about methods of plating. For these reasons, when the technique employed in preparing an exhibit is completely obscure, the exhibit shall be ineligible for award. However, when processes or solutions have been identi-

fied, if only by known trade designation, the exhibit shall be eligible. Border line cases shall be left for decision to the discretion of the Committee.

4. *Specific Considerations for Award:* In judging eligible exhibits, the Committee shall use a point system, and, for each award made, the exhibit receiving the highest number of points shall receive the award. The following considerations and maximum number of points shall apply:

(a) Disclosure of new or improved processes or sequence of operations which make for decreased cost or improvement in product, and as such are of value to industry..... 30

(b) Special skill or originality required in the preparation of any or all items of the exhibit..... 20

(c) Quality of finish as indicated by freedom from defects, such as pits, poor polishing, poor coverage in plated or buffed articles..... 10

(d) Overall practical value of the finishes employed on the individual items making up the exhibit..... 20

(e) Effort used in preparation, scope of processes covered, and number of Branch members contributing. Proportion of Branch membership contributing shall be considered in case of a stalemate... 10

(f) General make-up of the exhibit as a whole considering appearance, attractiveness, and artistic motive..... 10

5. *Announcement of Awards:* Public announcement of exhibit awards shall be made during the Annual Dinner or Banquet at the Annual Convention, and winners of awards shall be requested in advance to be present.



# **Constitution And Bylaws**



---

## **American Electroplaters and Surface Finishers Society**

Revised and approved June, 1989



---

---

# Constitution and Bylaws

---

---

## American Electroplaters and Surface Finishers Society

Revised June 1989

### ARTICLE I NAME, OBJECT AND ORGANIZATION

**Section 1. Name.** This Society shall be named the American Electroplaters and Surface Finishers Society, Incorporated, hereinafter called the Society. It shall be incorporated as a non-profit corporation under the laws of the State of New Jersey.

**Section 2. Object.** The object of the Society shall be to advance the science and technology and to disseminate the knowledge of surface finishing, and to develop a cooperative spirit of friendship and mutual assistance among its members.

In furtherance of its object, the Society shall be empowered to initiate and sustain research; hold meetings for the presentation and discussion of technical papers; develop, publish, and distribute technical treatises; and pursue other related activities.

**Section 3. Members, Branches and Regionals.** The Society shall consist of members and local sub-organizations of the Society, hereinafter known as Branches and Regionals, organized and chartered under the Constitution and Bylaws as integral parts of the Society. Branches may participate in other group activities.

**Section 4. Council of Delegates.** There shall be a Council of Delegates, consisting of Delegates designated by the Branches.

**Section 5. Board of Directors.** There shall be a Board of Directors, consisting of Officers and Directors, elected by and answerable to the Council of Delegates.

**Section 6. Executive Committee.** There shall be an Executive Committee consisting of the Immediate Past President, President, First Vice President, Second Vice President, Treasurer, Secretary and Executive Director.

### ARTICLE II MEMBERSHIP

**Section 1. Membership.** Any person interested in the object of the Society may become a member. The classes of membership are Regular, Student, Honorary and Retired.

**Section 2. Regular Member.** Any person interested in the object of the Society may be elected a Regular Member by a Branch or may request assignment to a selected Branch by the manager of Membership Services. If no preference is made, the manager of Membership Services shall assign the applicant to the nearest geographic Branch.

**Section 3. Student Member.** Any person not over 25 years of age, regularly enrolled in courses in an accredited institution of learning, and interested in the object of the Society may be elected a Student Member by a Branch or be assigned to a Branch by the manager of Membership Services.

**Section 4. Honorary Member.** Any person whose knowledge and outstanding service have enhanced the welfare of the Society may be elected an Honorary Member by the Board of Directors.

**Section 5. Retired Member.** Any member who has 15 years of continuous membership in the Society and who is 65 years of age and retired may request Retired Member classification.

**Section 6. Privileges.** All members shall be privileged to attend Branch, Regional and Society open meetings. Only members in good standing shall be eligible to vote and to hold an elected office or an appointed position at the Branch, Regional and National levels. All members shall receive the official journal of the Society. With respect to the affairs of the Branch with which a member is affiliated, the right to vote shall extend to such matters and be exercised in such manner as prescribed in the bylaws of the Branch.

With respect to matters within the jurisdiction of the Council of Delegates, the voting power shall reside in the Branches represented by Delegates, Alternate Delegates or by proxy at meetings of the Council of Delegates, as provided by Article III, Section 4.

**Section 7. Duties.** It shall be the duty of all members to further the object of the Society in the ways available to them.

**Section 8. Transfer.** A member may transfer from one Branch to another with written notification to Society Headquarters.

**Section 9. Suspension or Termination of Membership.** Any member who fails to pay the membership fee may be suspended. Failure to apply for reinstatement will result in termination. A member may be terminated for action in violation of the Constitution and Bylaws or for the unsanctioned use of the name or insignia of the Society.

### ARTICLE III BRANCHES

**Section 1. Charters.** The Board of Directors shall, at its discretion, issue and revoke Branch charters. A temporary charter may be issued to a prospective Branch and shall be in force until it is revoked or a permanent charter is granted. A permanent charter may be granted to any Branch that has operated under a temporary charter after the bylaws of the Branch have been approved by the Board of Directors. A charter may be revoked for cause. A desire to disband, expressed by a majority of the members of a Branch, may be considered cause for revocation. Upon revocation, the net assets of the Branch, after all debts and obligations have been satisfied, shall be transferred to the Society or to the Regional to which the Branch was affiliated. Branch bylaws shall provide for this contingency. The Board of Directors shall have authority to appoint temporary officers, to call for an audit of the books of account and to supervise new elections to reorganize a defunct Branch.

**Section 2. Location and Name.** The Branch shall be located in a specific area. The Branch shall be known as the \_\_\_\_\_ Branch of the American Electroplaters and Surface Finishers Society, the blank in this name being a name chosen by the Branch and approved by the Board of Directors.



**Section 3. Government.** Branches shall elect their own officers and operate under bylaws of their own choosing, provided such bylaws are not in conflict with the Constitution and Bylaws of the Society and have been approved by the Board of Directors. Branches may receive donations or bequests and may expend or invest the same at their discretion. Branches may levy assessments and otherwise raise and collect funds for their own purposes, provided that no stock shall be issued and no Branch income of any sort shall inure to the benefit of any individual or group of individuals. Branches shall be responsible for their financial affairs and reporting procedures.

**Section 4. Representation.** Each Branch shall choose not more than three of its members to serve as Delegates to the Council of Delegates. It may also choose Alternate Delegates. Each Branch represented at a meeting of the Council of Delegates shall be entitled to three votes, which may be voted regardless of the number of its accredited Delegates or Alternate Delegates present.

## ARTICLE IV REGIONALS

**Section 1. Charters.** The Board of Directors shall, at its discretion, issue and revoke Regional charters. A temporary charter may be issued to a prospective Regional and shall be in force until it is revoked or a permanent charter is granted. A permanent charter may be granted to any Regional that has operated under a temporary charter after the bylaws of the Regional have been approved by the Board of Directors. A charter may be revoked for cause. A desire to disband, as expressed by the Branches constituting the Regional, may be cause for revocation. Upon revocation, the net assets of the Regional, after all debts and obligations have been satisfied, shall be transferred to the Society or equally to the Branches constituting the Regional. Regional bylaws shall provide for this contingency. The Board of Directors shall have authority to appoint temporary officers, to call for an audit of the books of account and to supervise the reorganization of a defunct Regional.

**Section 2. Location and Name.** The Regional shall be composed of two or more Branches in the same geographical region. The Regional shall be known as the \_\_\_\_\_ Regional of the American Electroplaters and Surface Finishers Society, the blank in this name being a name chosen by the Regional and approved by the Board of Directors.

**Section 3. Government.** Regionals shall elect their own officers and operate under bylaws of their own choosing, provided such bylaws are not in conflict with the Constitution and Bylaws of the Society and have been approved by the Board of Directors. Regionals may levy assessments and otherwise raise and collect funds for their own purposes, provided that no stock shall be issued and no Regional income of any sort shall inure to the benefit of any individual or group of individuals other than its member Branches. Regionals shall be responsible for their financial affairs and reporting procedures.

## ARTICLE V COUNCIL OF DELEGATES

**Section 1. Composition.** The Council of Delegates shall consist of the duly designated and accredited Delegates of those Branches having Temporary or Permanent Charters. The President of the Society shall be the presiding officer.

**Section 2. Duties.** It shall be the duty of the Council of Delegates to hear reports, to elect Society Officers, to elect

Directors, to elect the members of the Nominating Committee, to act upon proposed amendments to the Constitution and to fill any offices it has declared vacant. In addition, it shall counsel the Board of Directors as it sees fit. It shall hear any member or group of members of the Society who shall make a timely written request to the President to be so heard. The Council of Delegates shall serve as the body of members eligible to vote on amendments to the Articles of Incorporation. It shall also select the site of SUR/FIN® Annual Technical Conference.

**Section 3. Vacancies.** The Council of Delegates, by a two-thirds vote of those Delegates present at a regular or special meeting of the Council, may for substantial cause declare any elective office vacant provided that the holder of the elective office declared vacant has first been given the opportunity to present a defense. The Council of Delegates shall be empowered to fill the office which has then become vacant.

**Section 4. Meetings.** The Council of Delegates shall meet annually during the SUR/FIN® Technical Conference of the Society and in any duly called Special Meeting. A quorum shall be representation by a majority of the Branches, in person or by proxy. A Branch may exercise the voting privilege of only one other Branch upon written notification by the Branch represented to the Executive Director prior to the meeting of the Council. If a proxy is in any way limited, the limitation must be clearly stated and made a matter of record. Proxy arrangements may be changed or established during the course of a meeting with the unanimous consent of the Council. In a national emergency declared by the President of the United States, the essential business of the Council of Delegates may be conducted by letter ballot. On any letter ballot, returns from a majority of the Delegates shall be necessary for validity.

**Section 5. Special Meetings.** A Special Meeting of the Council of Delegates shall be called by the President upon the written application of a majority of the Branches or upon direction by the Board of Directors. The Executive Director shall send each Delegate a copy of the Special Meeting notice at least thirty days prior to the meeting. The business of the Special Meeting shall be restricted to that contained in the meeting notice.

**Section 6. Parliamentary Authority.** The rules contained in Robert's Rules of Order shall govern the meetings of the Council of Delegates in all matters not covered by the Constitution and Bylaws or by special enactments of the Council.

## ARTICLE VI BOARD OF DIRECTORS

**Section 1. Authority.** The Society shall be governed by a Board of Directors. The Board of Directors shall operate under its own policies. The President of the Society shall be the presiding officer.

**Section 2. Composition.** The Board of Directors shall consist of the Officers of the Society and twelve Directors elected by the Council of Delegates and the immediate Past President. A quorum shall be ten members of the Board. The Executive Director and Secretary shall participate in its deliberations without a vote. No two Directors shall be from the same Branch.

**Section 3. Director's Term of Office.** The term of office shall be three years. One-third of the Directors shall be elected each year. A Director shall serve no more than two successive terms. In the event that a Director is elected to fill a partial term, the Director shall serve no more than seven successive years.

**Section 4. Reports.** The policy enactments of the Board of Directors shall be promptly reported to the members of the Society.



**Section 5. The Open Door.** Any member or group of members may express views or make recommendations to the Board of Directors either in writing or in person at a meeting of the Board provided that the President shall have received prior notice.

**Section 6. Meetings.** The Board of Directors shall meet regularly at least three times each year at such times and places as may be fixed by the Board. Special meetings of the Board of Directors may be called by the President. Special meetings shall be called by the President when ten members of the Board of Directors have made a written request to do so. The special meeting shall be held on the date specified in such request or in the call by the President. The business of the special meeting shall be restricted to that contained in the request or in the call. Subject to ratification at the next regular meeting of the Board of Directors, business of the Board of Directors may be conducted by letter ballot.

## ARTICLE VII OFFICERS

**Section 1. Roster.** The Officers of the Society shall be (a) President, First Vice President, Second Vice President and Treasurer, (b) the immediate Past President and (c) the Secretary.

**Section 2. Term of Office.** The term of office shall be one year or until a successor shall have been elected and installed.

No elected Officer shall hold the same office for more than two terms in succession except the Treasurer, who may hold office for a maximum of six consecutive years. The Secretary shall be appointed by the Board of Directors each year and may serve an indefinite number of consecutive terms.

## ARTICLE VIII ELECTIONS

**Section 1. Nominating Committee.** At the Annual Meeting a Nominating Committee shall be constituted for the ensuing year consisting of eleven members of the Society including the outgoing President, or the most recent Past President, as Chairman. The other ten members shall be elected by the Council of Delegates by written ballot.

Nominations for the elected members of the Nominating Committee may be made in writing by any Branch or from the floor of the Annual Meeting. Nominations, with the written consent of the nominee, submitted to the President on or before April 1, shall be published in the official journal before the Annual Meeting. No two members from the same Branch shall be nominated for nor shall serve on the Nominating Committee. No member with less than five years' membership in the Society shall serve on the Nominating Committee. No member may serve more than two consecutive terms on the Nominating Committee. Members of the Nominating Committee shall not be eligible for nomination for national office or directorship.

Candidates for the Nominating Committee shall be elected by secret ballot at the Annual Meeting. The ten candidates receiving the greatest number of votes shall be declared elected for a one-year period. In the event of a tie, there shall be another ballot involving only the candidates involved in the tie. If a tie vote still exists, the issue shall be decided by the President. In the event that there are less than ten nominees for the open positions, the Board of Directors shall fill the remaining openings by appointment.

In the event of death, incapacitation or resignation of a member or members of the Nominating Committee, the Commit-

tee shall meet without the missing members and submit its recommendations.

**Section 2. Responsibilities.** The Nominating Committee shall prepare a slate of candidates for the offices of President, First Vice President, Second Vice President and Treasurer, and for each Director opening. A candidate will be considered only if the Nominating Committee has the employer's written agreement to support the candidate and the written consent of the candidate. The Nominating Committee shall make its report available for publication in the official journal no later than the February issue and shall present the slate to the Council of Delegates at the following Annual Meeting, including such further nominations as may be made.

In the event of death or unavailability of a nominee, the Nominating Committee may amend its original report at any time prior to presentation of its slate to the Council of Delegates. Such amendment shall be limited to deletion of the name of the affected party and replacement on a one-for-one basis, if a replacement is desired.

**Section 3. Further Nomination for National Officers or Directorship.** Additional individual nominations may be made in writing by any Branch or may be made on the floor at the Annual Meeting. A Nomination made in writing to the President on or before April 1, with the employer's written agreement to support the nominee and the written consent of the nominee to serve if elected, shall be published in the official journal before the Annual Meeting. A Nomination from the floor shall be supported with the written statements required of other nominees.

**Section 4. Election of Officers and Directors.** Officers and Directors shall be elected by secret ballot at the Annual Meeting. When there is more than one candidate for President, First Vice President, Second Vice President or Treasurer, the candidate receiving a majority of the votes cast for that office shall be declared elected. If no candidate receives a majority for an office, the one receiving the fewest votes shall be dropped from consideration and the secret balloting shall be continued until one candidate receives a majority of the votes cast. If after a total of three ballots, a tie vote still exists, the issue shall be decided by the President. When there are more candidates than openings for Director positions, the candidates receiving the greatest number of votes shall be declared elected for three-year terms. The candidates receiving the next highest number shall be declared elected to complete the unexpired term of a vacated office of Director, should that be necessary. In the event of an uncontested election, the Secretary shall cast one ballot for the nominee(s).

Officers and Directors shall be installed immediately upon election.

**Section 5. Vacancies.** If the Office of President should become vacant between meetings of the Council of Delegates, the Board of Directors shall so declare and the First Vice President shall succeed to that office and shall assume its duties. Any such vacancy in the office of the Vice Presidents and Treasurer may be filled by the Board of Directors. If a Director should be elected an Officer of the Society before the end of a term as Director, this office shall be declared vacant and it shall be filled by the Council of Delegates.

## ARTICLE IX INDEMNIFICATION

Members of the Society serving in an elective or appointed capacity shall be indemnified against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been a member serving in an elective or appointed capacity. Employees of the Society shall also be



indemnified in the same manner. No employee or member shall be indemnified where the employee or member is adjudged in the action or in the suit to be liable for negligence or misconduct in the performance of duty.

This indemnification shall not exclude any other rights to which a person may be entitled under any Bylaws, agreement or other contractual arrangements.

## ARTICLE X DISSOLUTION

**Section 1. Disbandment.** If the Society is no longer able to fulfill the object as outlined in Article I, Section 2 of this Constitution, the Council of Delegates by a vote of three-fourths of the authorized Delegates may disband the Society and, if made necessary by governing statutes, a subsequent ratification by the membership.

**Section 2. Trustee.** Upon disbandment, the Board of Directors shall select a trustee who shall serve until all Society business is concluded according to the statutes of the state in which the Society is incorporated.

**Section 3. Remaining Funds.** Any funds remaining after all debts and obligations have been satisfied shall be dispersed within one year by the trustee to organizations classified under

Section 501(c)(3) of the Internal Revenue Code of 1954 and with the stated object similar to that of the American Electroplaters and Surface Finishers Society.

## ARTICLE XI AMENDMENT

**Section 1. Authority.** This constitution may be amended at an Annual Meeting of the Council of Delegates by a two-thirds vote of the Delegates of those Branches that are represented either in person or by proxy, after due procedure of initiative and notice.

**Section 2. Initiative.** An amendment to the Constitution may be proposed either by a minimum of ten Branches or by the Board of Directors.

**Section 3. Notice.** Upon receipt of a proposal for a Constitutional amendment as duly submitted, the President shall immediately have the proposal reviewed by the authority constituted for that purpose. The amendment shall then be properly worded, correctly referenced and published in the official journal of the Society at the first opportunity. After the publication of the proposed amendment, along with a statement of its intended purpose, for two consecutive months, it shall be voted upon by the Council of Delegates at its next regular meeting. After the amendment has been approved by the Council of Delegates, it shall be made available to all members.

---

---

# BYLAWS

---

---

## ARTICLE I DUTIES

**Section 1. Reports.** The President and the Treasurer shall each make a report to the Council of Delegates at the Annual Meeting.

**Section 2. President.** The President shall be the Executive Officer for the Society. The President shall preside over all meetings of the Council of Delegates, Board of Directors and Executive Committee. The President shall arrange the preparation of all agenda for these meetings. The President shall see to the execution of the enactments of the Council of Delegates and of the Board of Directors. With the Approval of the Board of Directors, the President shall appoint all committees not elsewhere provided for. The President shall be an ex officio member of all committees, sections and appointive boards.

**Section 3. First Vice President.** The First Vice President shall perform the duties customary to this office and shall perform such other duties as the President shall assign, with the approval of the Board of Directors. Should the President be unable to carry out the duties of office, the First Vice President shall assume them.

**Section 4. Second Vice President.** The Second Vice President shall perform such duties as the President shall assign, with the approval of the Board of Directors. Should the First Vice President be unable to carry out the duties of office, the Second Vice President shall assume them.

**Section 5. Past President.** The Past President shall perform such duties as the President shall assign, with the approval of the Board of Directors.

**Section 6. Secretary.** The Secretary shall be custodian of all documents, records and correspondence of the Society, shall sign all documents and records of the Society and shall sign all contracts and other Society papers authorized by the Board of Directors to be executed in behalf of the Society. The Secretary shall have custody of the Corporate Seal of the Society and shall affix such seal. The Secretary shall perform such other duties as may be assigned by the Board of Directors.

**Section 7. Treasurer.** The Treasurer should be familiar with the operation and handling of the finances of a company similar to the monetary size of the Society. The Treasurer shall have served on the Finance Committee prior to being nominated. The Treasurer shall be expected to serve the maximum terms of office.

The Treasurer shall advise the Board of Directors on matters of financial policy. The Treasurer shall be Chairman of the Finance Committee and shall see to the prompt and diligent execution of its duties. The Treasurer shall be responsible to the Board of Directors on matters affecting the finances of the Society.

**Section 8. Executive Director.** The Executive Director shall be appointed by the Board of Directors and shall serve at the discretion of the Board of Directors and shall receive compensation as fixed by the Board of Directors. The Executive Director shall be the administrative officer of the Society. The Executive Director shall be responsible for and shall be in charge of the Society's Headquarters and its staff and for the publication of the Society's official journal and possible special publications. The Executive Director shall be authorized to make expenditures and disbursements of the funds of the Society as authorized by the Board of Directors within the



approved annual operating budget. The Executive Director shall keep accounts of the financial affairs of the Society, and shall render statements of the financial affairs of the Society at each regular meeting of the Board of Directors. The Executive Director may also be appointed Secretary and, as such, shall also perform the duties of that office. The Executive Director shall perform other duties as provided for in the Constitution and these Bylaws and as may be assigned by the Board of Directors.

**Section 9. The Board of Directors.** The Board of Directors shall meet at least three times a year at the call of the President. It shall conduct promptly and diligently business necessary to the government of the Society and it shall perform other duties as required by the Constitution and these Bylaws. It may initiate proposals to amend the Constitution and/or Bylaws of the Society and shall transmit and process all properly initiated proposals. It shall be responsible for conferring Honorary Memberships on those qualified in accordance with the regulations in the Appendix. It shall have the authority to change the provisions of any Award according to the terms of the gift.

**Section 10. Executive Committee.** The Executive Committee shall meet at least three times per year at the call of the President. It shall have control, in consultation with the Executive Director, of the normal business operations of the Society. It shall make recommendations to the Board of Directors on matters of policy. It shall recommend the employment and compensation of the Executive Director to the Board of Directors. Annually, it shall review the performance of the Executive Director and report this along with its compensation recommendations to the Board of Directors for their approval.

## ARTICLE II COMMITTEES, SECTIONS AND BOARDS

**Section 1. Composition.** All committees, unless otherwise stated, shall consist of a chairman and such members that their number is a multiple of three. In no case shall this number be less than three nor greater than fifteen. The quorum for a committee shall be a Chairman and one-third of the committee members, but in no case shall this be less than three members.

All sections and boards shall consist of a chairman and an uneven number of members not less than three nor more than fifteen. A quorum shall be a majority of the section or board.

**Section 2. Appointment.** The President, with the approval of the Board of Directors, shall make all appointments, unless otherwise provided herein, of the Chairmen and of the necessary members to the boards, sections and committees.

**Section 3. Term of Appointment.** All chairmen and members of the boards, sections and committees shall take office upon appointment at the Annual Meeting. The term of chairman of the boards, sections and committees listed in this article shall be one year. The chairman shall serve no more than three successive terms and no more than a total of seven consecutive years as chairman and member. The term of the members of the boards, sections and committees listed in this article shall be three years. One-third of the committee shall be appointed each year. One-third of the members of the boards and the sections who are not section or committee chairmen shall be appointed each year. The members shall serve no more than two successive terms. Chairmen and members may, in addition to the regular term(s), be appointed by the President then in office to fill partial terms caused by vacancies occurring before the Annual Meeting. In such cases members shall serve no more than seven consecutive years.

**Section 4. Discharge.** In the event that a member of a committee, section or board is unable to serve or does not serve for cause, the chairman of that committee, section or board may request that the President discharge the member. The request shall be channeled through the section and board chairmen responsible for that committee or section.

Missing two consecutive meetings of the committee, section or board without an absence approved by the Chairman shall constitute a cause for discharging a member. Upon discharging the member, the President may appoint a new member to fill the unexpired term.

**Section 5. Credentials Committee.** The Credentials Committee shall accept or reject the credentials of Delegates, subject to review by the Council of Delegates, in an Annual or Special Meeting. In preparation for each Annual or Special Meeting of the Council of Delegates, it shall consider all credentials and proxies and present its findings for action at the meeting.

**Section 6. Law Committee.** The Law Committee shall receive all proposed amendments to the Constitution and Bylaws and shall see to it that these proposals are prepared for due consideration.

The Law Committee may, at its discretion, consult with proponents of these proposals for clarification of language and meaning but in no case shall it modify a proposal so as to alter intent.

It shall examine any Branch bylaws and amendments referred to it for inconsistencies with the Constitution and Bylaws of the Society, and shall certify those found to be free of inconsistencies.

It shall examine any Regional bylaws and amendments referred to it for inconsistencies with the Constitution and Bylaws of the Society, and shall certify those found to be free of inconsistencies.

It shall examine the bylaws, rules and regulations affecting the boards, sections and committees of the Society for inconsistencies with the Constitution and Bylaws of the Society and the bylaws of the board, section or committee, and shall certify those found to be free of inconsistencies.

It shall review the Constitution and Bylaws of the Society at least once every five years. At that time it shall incorporate all approved amendments, recommend corrections for inconsistencies within other sections of the Constitution and Bylaws caused by these amendments and have the correct version published in the official journal for the proper approval of the necessary corrections in the Constitution by the Council of Delegates and in the Bylaws by the Board of Directors.

**Section 7. Finance Committee.** The Chairman of the Finance Committee shall be the Treasurer. The Executive Director shall be a non-voting member. The Finance Committee shall submit to the Board of Directors a Budget of estimated receipts and expenditures for the coming fiscal year. If this or an amended Budget has been approved by the Board of Directors, the expenditures shall not be increased by more than ten percent in any category except by majority vote of the Board of Directors. The Finance Committee shall recommend action on dues to the Board of Directors.

**Section 8. Advance Planning Committee.**

The Advance Planning Committee shall consider the various activities that should involve the Society, the growth of the Society, the structure of the Society and how these can be implemented. Each year the committee shall prepare five- and ten-year plans incorporating these findings and submit these plans to the Board of Directors before their winter meeting.



**Section 9. Research Board.** The Research Board shall consist of a Chairman and other Society members. The secretary and treasurer functions and other assistance for the Research Board shall be provided by the Executive Director of the Society.

The Research Board shall arrange for and encourage the development of information in harmony with the object of the Society and to disseminate this knowledge.

The Research Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Research Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 10. Member Services Board.** The Member Services Board shall consist of a Chairman, the Chairmen of each of the Board's Committees and such other Society members as are necessary. The secretary function and other assistance for the Member Services Board shall be provided by the Executive Director of the Society.

The Member Services Board shall report to the Board of Directors and shall be responsible for taking appropriate measures to retain and to increase the number of members in the Society, to organize new Branches, to assist public relations activities of the Branches and Regionals, to assist and guide Branches and Regionals in other ways available to the Board in improving their performance and stature, to increase the number of Research Sponsors and to maintain necessary liaison with other boards.

The Member Services Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Member Services Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 11. Technical Education Board.** The Technical Education Board shall consist of a Chairman, the Chairmen of each of the Board's Sections and such other Society members as are necessary. The secretary function and the other assistance for the Technical Education Board shall be provided by the Executive Director of the Society.

The Technical Education Board shall have overall responsibility for educational policy. It shall arrange for educational sessions at the Annual SUR/FIN® Technical Conference, arrange for symposia on subjects of interest to the Society members and the industry, develop materials for and sponsor training courses, develop materials for educational classes sponsored by Branches or Regionals, develop and maintain the Illustrated Lecture series and develop and maintain the Certification Program of the Society. It shall provide for suitable recognition for those completing the training and certification requirements. The Technical Education Board shall maintain liaison with the Member Services Board to aid dissemination of educational materials to those activities, and with the Technical Activities Board to gain assistance with the technical programs at Annual SUR/FIN® Technical Conferences, symposia and other educational programs. It shall also maintain liaison with the Publications Board to assist in the processing of publishable papers presented at the Annual SUR/FIN® Technical Conferences, symposia, and other educational programs.

The Technical Education Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Technical Education Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 12. Technical Activities Board.** The Technical Activities Board shall consist of a Chairman, the Chairmen of each of the Board's Sections and such other Society members as are necessary. The secretary function and the other assistance for the Technical Activities Board shall be provided by the Executive Director of the Society.

The Technical Activities Board shall foster, promote and otherwise assist in activities related to the needs of specialized disciplines within the surface finishing industry. It shall develop programs of interest to the persons in these disciplines. It shall maintain liaison with the Technical Education Board to assist in technical programs at the Annual SUR/FIN® Technical Conferences, symposia, and other educational programs.

The Technical Activities Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Technical Activities Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 13. Publications Board.** The Publications Board shall consist of a Chairman and other Society members. In addition, the Executive Director shall be a permanent non-voting member of the Publications Board. The Editor and Technical Editor of the official journal shall be ex officio non-voting members of the Publications Board. The secretary function and other assistance for the Publications Board shall be provided by the Executive Director of the Society.

The Publications Board shall be responsible for setting policy for the entire content of the official journal. It shall oversee the procurement and processing of technical papers and other articles of interest in furthering the aims of the Society. The Publications Board shall maintain liaison with the other boards of the Society to anticipate the various materials which are to be published in the official journal of the Society. It shall maintain liaison with the Finance Committee for communication of matters pertaining to the financial aspects of publishing the official journal.

The Publications Board shall meet at least semiannually. Annually, in concert with the Finance Committee, it shall prepare a plan of action and a budget for its operation and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Publications Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 14. SUR/FIN® Technical Conference Board.** The SUR/FIN® Technical Conference Board shall consist of a Chairman, the Chairmen of each of the Board's sections and such other Society members as are necessary. In addition, the Executive Director shall be a permanent non-voting member of the SUR/FIN® Technical Conference Board. The secretary and treasurer functions and other assistance for the SUR/FIN® Technical Conference Board shall be provided by the Executive Director of the Society.

The SUR/FIN® Technical Conference Board shall report to the Board of Directors and shall be responsible to the Board of Directors for the overall operation of the Annual SUR/FIN® Technical Conferences and Exhibitions. It shall coordinate the



mechanics of the educational sessions with the Technical Education Board. It shall maintain a SUR/FIN® Technical Conference and Exhibit Manual. It shall recommend future Annual SUR/FIN® Technical Conference sites ten years in advance to the Board of Directors.

The SUR/FIN® Technical Conference Board shall meet at least three times annually. Annually, it shall prepare a plan of action for the SUR/FIN® Technical Conference Board and an estimate of the plan's cost and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The SUR/FIN® Technical Conference Board shall operate under its own bylaws as approved by the Board of Directors.

## ARTICLE III FUNDS

**Section 1. General Fund.** All income of the Society, unless otherwise designated in this article, shall be held in the General Fund.

**Section 2. Research Fund.** Monies contributed to the Society specifically for research shall be placed in the Research Fund. Subscriptions for the official journal to these contributors and costs for administering the Fund shall be taken from this Fund. The remainder of the Fund shall be used exclusively for research.

**Section 3. Special Funds.** Monies collected for special purposes other than research may, at the discretion of the Board of Directors, be held in separate accounts. Such monies shall be disbursed only by authority of the Board of Directors.

## ARTICLE IV FINANCES

**Section 1. New Members.** A five-dollar minimum application fee shall be submitted with each application for Regular or Student Membership. If such application for membership is rejected, the application fee and other monies received from the unsuccessful applicant shall be returned.

**Section 2. Membership Fees.** The annual fee for membership in the Society shall be determined by the Board of Directors. Membership fees shall be payable for members on the anniversary date of their membership except for those who became members prior to 1-1-82, where their membership fees shall be due the first day of the Society's fiscal year. All membership fees are payable to Headquarters in equivalent U.S. currency. All monies due to the Branch will be remitted by Headquarters at least quarterly.

Any member who fails to pay the membership fee two months past the expiration date will be suspended as a member of the Society.

**Section 3. Research Sponsors.** Any person or organization interested in the object of the Society and making a contribution to the Research Fund shall, upon acceptance by the Executive Director, be known as a Research Sponsor.

The Member Services Board shall recommend and forward to the Board of Directors for approval the various classification of Sponsors and the appropriate allocation of the contributions. The Executive Director shall execute the policy as approved by the Board of Directors.

The contributions to the Research Fund shall be payable to Headquarters on the anniversary date of the sponsorship.

**Section 4. Fiscal Year.** The fiscal year of the Society shall commence on the first day of April. All financial reports shall be made from and all transactions closed to conform with the end of the fiscal year on the thirty-first day of March. The fiscal year of the Branches and Regionals shall be that of the Society.

## ARTICLE V ANNUAL MEETING AND SUR/FIN® TECHNICAL CONFERENCE

**Section 1. Place.** The Annual Meetings shall coincide with the Annual SUR/FIN® Technical Conferences. An Annual SUR/FIN® Technical Conference site shall be recommended by the SUR/FIN® Technical Conference Board to the Board of Directors. The Board of Directors shall then submit their recommendations to the Council of Delegates for their approval.

**Section 2. Time.** The dates of the Annual SUR/FIN® Technical Conferences shall be recommended by the SUR/FIN® Technical Conference Board to the Board of Directors for their approval.

**Section 3. Exhibition.** An industrial exhibition shall be held concurrently with the Annual SUR/FIN® Technical Conference unless the Board of Directors votes not to do so.

**Section 4. Responsibility.** The SUR/FIN® Technical Conference Board shall be responsible to the Board of Directors for the operation and budget of the Annual SUR/FIN® Technical Conferences. An Annual SUR/FIN® Technical Conference's operation committees, except those for the educational sessions, may include a combination of the SUR/FIN® Technical Conference Board's sections and committees and other Society members with assistance provided by the Executive Director of the Society.

The Society shall become financially responsible when the Board of Directors approves the SUR/FIN® Technical Conference Board's plans and budgets for that Annual SUR/FIN® Technical Conference. Then the Secretary of the Society shall sign the necessary documents fixing this responsibility for that Annual SUR/FIN® Technical Conference and concurrent Exhibition, if an Exhibition is scheduled. The Secretary may delegate part of this authority within the limits imposed by the SUR/FIN® Technical Conference Board's approved plans.

**Section 5. Funds.** When there is more than one local Branch involved with the operation committees of an Annual SUR/FIN® Technical Conference, they shall be considered, for the purposes in this section, to be one Branch.

Branches approved for the Annual SUR/FIN® Technical Conferences through 1990, which were selected prior to the establishment of the SUR/FIN® Technical Conference Board, shall be compensated in the amount of \$1500.

## ARTICLE VI PUBLICATIONS

**Official Journal.** The official journal of the Society shall be published monthly. It shall contain technical papers pertaining to the object of the Society and news of the Society, its members and the industry in general. Each member of the Society in good standing shall receive a copy. The yearly subscription rate for Society members shall be allocated from their membership fees.



Monies from the General Fund shall be used to pay the subscription to the official journal for each National Honorary Member.

## ARTICLE VII BRANCHES

**Section 1. Authority.** A Branch shall operate in accordance with its Charter and bylaws and with the Society's Constitution and Bylaws. There are two requirements to enable a Branch to retain its Charter: (1) Upon receiving a Temporary or Permanent Charter, there shall be a meeting for the purpose of electing officers. (2) Each Branch should hold at least four technical meetings during every twelve-month period. The Branch should forward to Society Headquarters a report of the meeting with a copy of any available paper which might be of value to the Society.

**Section 2. Merger.** Two or more Branches may agree to a merger when it would improve the service to the individual members of each of the Branches, and where the Branches are situated in a common geographical area. The procedure for merger shall be consistent with the bylaws of each of the merging Branches and with the Society's Constitution and Bylaws requirements for forming a new Branch. The merging Branches shall transfer their assets to the combined Branch.

**Section 3. Standard Forms.** The Society shall furnish standard forms for use by the Branches.

## ARTICLE VIII REGIONALS

**Section 1. Formation.** When in their judgment a number of Branches feel that they can further the object of the Society by group action, they may, of their own volition, form such a group.

**Section 2. Authority.** A Regional shall operate in accordance with its Charter and bylaws as approved by the Board of Directors and with the Society's Constitution and Bylaws.

**Section 3. Membership.** By the mutual consent of a Regional and a Branch, a Branch may join a Regional. At its option, a Branch may disassociate from the Regional.

## ARTICLE IX AMENDMENT

**Section 1. Authority.** The Bylaws of the Society may be amended only by an affirmative vote of twelve members of the Board of Directors present at a regularly scheduled meeting of the Board of Directors or at a meeting called specifically for the purpose of amendment.

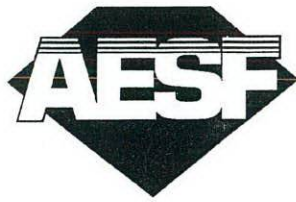
**Section 2. Initiative.** An amendment to the Bylaws may be proposed either by a minimum of ten Branches or by the Board of Directors.

**Section 3. Notice.** After the proposal to amend has been reviewed by the authority constituted for that purpose, the notice of the proposal to amend shall be given to the Board of Directors for their approval. After it has been published, along with a statement of its intended purpose, in the official journal of the Society for two consecutive months, it shall be voted upon by the Board of Directors at their next meeting. When the amendment has been confirmed by the Board of Directors, it shall be made available to all members.





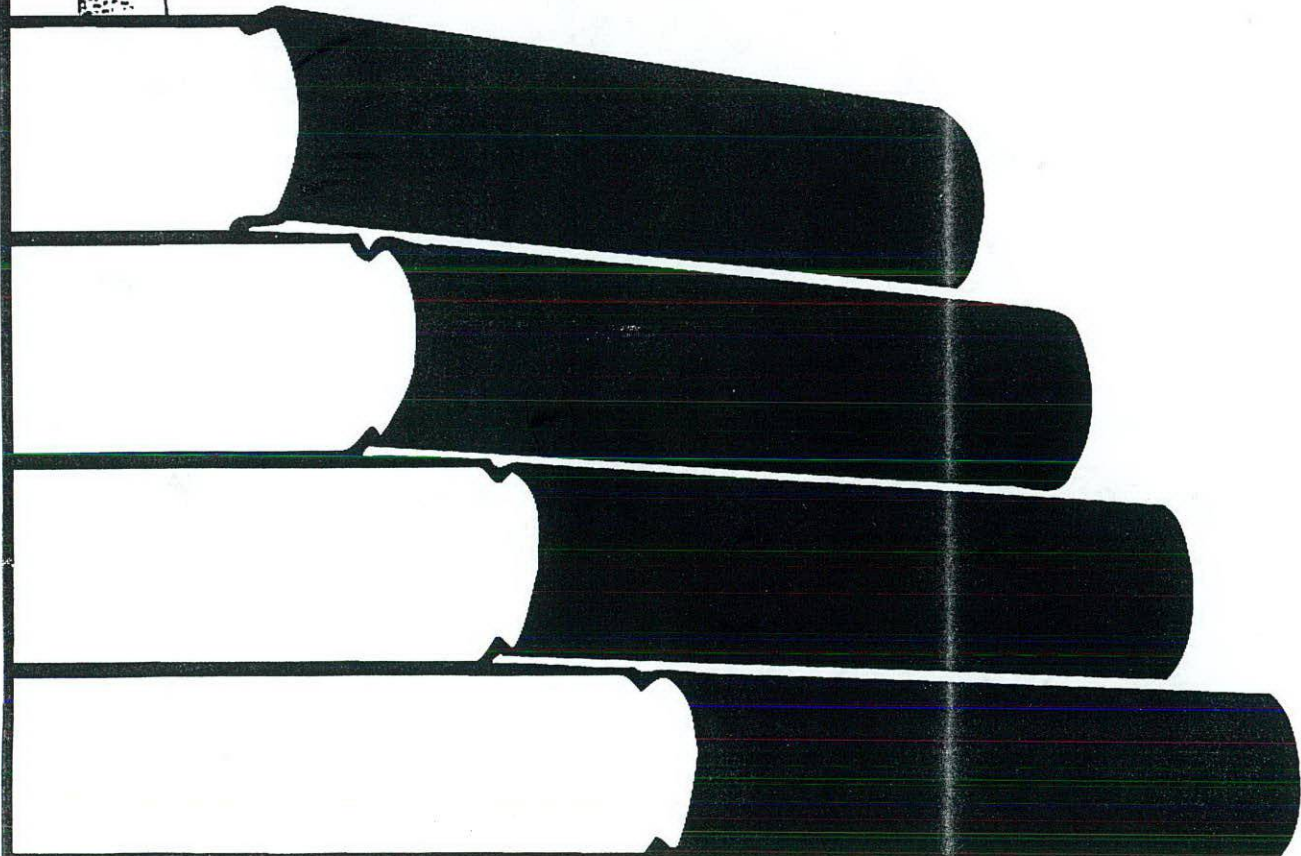
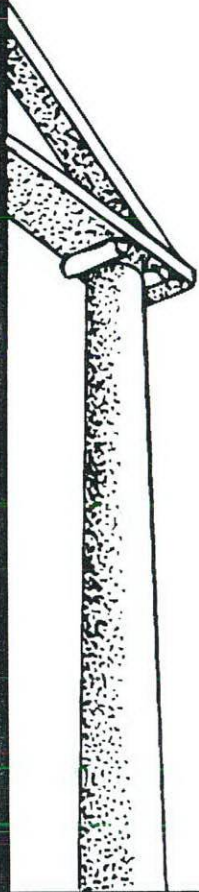
**American Electroplaters and Surface Finishers Society, Inc**  
**Central Florida Research Park**  
**12644 Research Parkway**  
**Orlando, Florida 32826-3298**  
**Telephone (407) 281-6441**  
**Telex 510-601-6246 • Fax (407) 281-6446**



# BYLAWS

*Amended June 2001*

American Electroplaters and Surface Finishers Society





# TABLE OF CONTENTS

## AESF BYLAWS

Article 1	Name .....	3
Article II	Objectives .....	3
Article III	Membership .....	3
Article IV	Branches .....	3
Article V	Regionals .....	4
Article VI	Officers .....	4
Article VII	Duties of Officers and the Executive Director .....	4
Article VIII	Nominations and Elections .....	5
Article IX	Council of Delegates .....	6
Article X	Annual SUR/FIN® Technical Conference .....	6
Article XI	Board of Directors .....	6
Article XII	Executive Committee .....	7
Article XIII	Committees, Sections and Boards .....	7
Article XIV	Funds .....	9
Article XV	Finances .....	9
Article XVI	Indemnification .....	10
Article XVII	Publications .....	10
Article XVIII	Dissolution .....	10
Article XIX	Parliamentary Authority .....	10
Article XX	Amendment .....	10



# BYLAWS

## ARTICLE I. NAME

This Society shall be named the American Electro-platers and Surface Finishers Society, Incorporated, hereinafter referred to in these Bylaws as the Society.

## ARTICLE II. OBJECTIVES

The objectives of the Society shall be of a non-profit nature, all within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall include the following:

To advance the science and technology of surface finishing and to disseminate knowledge thereof, and to develop a cooperative spirit of friendship and mutual assistance among its members.

In furtherance of its objectives, the Society shall conduct all such activities and do all such acts as may be reasonably related to its objectives.

## ARTICLE III. MEMBERSHIP

**Section 1. Membership.** Any person interested in the object of the Society may become a member. The classes of membership are Regular, Student, Honorary and Retired.

**Section 2. Regular Member.** Any person interested in the objectives of the Society may apply for regular membership by completing the official application form and forwarding it to the Society's Headquarters with the appropriate fees. The applicant may request assignment to a specific Branch. Absent such request, the manager of the Society's Membership Services shall assign the applicant to the nearest geographic Branch.

**Section 3. Student Member.** Any person not over 25 years of age, regularly enrolled in courses in an accredited institution of learning, and interested in the objectives of the Society may apply for student membership by completing the official application form and forwarding it with the appropriate fees to the Society's Headquarters. The applicant may request assignment to a specific Branch. Absent such request, the manager of the Society's Membership Services shall assign the applicant to the nearest geographic Branch.

**Section 4. Honorary Member.** Any person whose knowledge and outstanding service have enhanced the welfare of the Society may be elected an Honorary Member by the Board of Directors.

**Section 5. Retired Member.** Any member who has 20 years of membership in the Society, and who is 62 years of age and retired, may request Retired Member Classification.

**Section 6. Other Memberships.** The Board of Directors may establish and terminate additional classes of membership, determine the designations and characteristics of such classes, and the qualifications, rights and limitations of the members of such classes.

**Section 7. Privileges.** All members shall be privileged to attend Branch, Regional and Society open meetings. Only members in good standing shall be eligible to vote and to hold an elected office or an appointed position at the Branch, Regional and National levels. All members shall receive the official journal of the Society. With respect to the affairs of the Branch with which a member is affiliated, the right to vote shall extend to such matters and be exercised in such manner as prescribed in the bylaws of the Branch.

**Section 8. Duties.** It shall be the duty of all members to further the objectives of the Society in the ways available to them.

**Section 9. Transfer.** A member may transfer from one Branch to another with written notification to Society Headquarters.

**Section 10. Application Fee.** A five-dollar minimum application fee shall be submitted with each application for Regular or Student Membership. If such application for membership is rejected, the application fee and other monies received from the unsuccessful applicant shall be returned.

**Section 11. Annual Membership Fee.** The annual fee for membership in the Society shall be determined by the Board of Directors. Membership fees shall be payable for members on the anniversary date of their membership, except for those who became members prior to January 1, 1982, where their membership fees shall be due the first day of the Society's fiscal year. All membership fees are payable to Headquarters in equivalent U.S. currency. All monies due to the Branch will be remitted by Headquarters at least quarterly.

**Section 12. Good Standing.** A member in good standing is one whose current fees have been paid and who is not under suspension or other disciplinary action.

**Section 13. Suspension.** A member who fails to pay the membership fee for two months beyond the expiration date may be suspended as a member of the Society.

**Section 14. Termination.** A suspended member who fails to apply for reinstatement or who engages in other action in violation of the Bylaws, or in the unsanctioned use of the name or the insignia of the Society, or who acts in a manner deemed to be inimical to the best interests of the Society, may be terminated.

**Section 15. Reinstatement.** A former member who resigned in good standing, or who forfeited membership for nonpayment of dues who applies for reinstatement, shall be readmitted to membership upon application and payment of the current membership fee and a reinstatement fee. A former member whose membership is terminated for reasons other than resignation or nonpayment of dues may be reinstated at the discretion of the Board of Directors upon payment of the current membership fee and a reinstatement fee.

## ARTICLE IV. BRANCHES

**Section 1. Charters.** The Society's Board of Directors may, at its discretion, issue and revoke Branch charters. A temporary charter may be issued to a prospective Branch and shall be in force until it is revoked or a permanent charter is granted. A permanent charter may be granted to any Branch that has operated under a temporary charter after the bylaws of the Branch have been approved by the Board of Directors. To qualify for a permanent charter, a Branch must have at least 15 members. A charter may be revoked for cause. A desire to disband, expressed by a majority of the members of a Branch, may be considered cause for revocation. Upon revocation, the net assets of the Branch, after all debts and obligations have been satisfied, shall be transferred to the Society or to the Regional to which the Branch was affiliated.

Consistent with applicable statutory law, no part of the net assets of the Branch shall inure to the material or pecuniary benefit of any member of the Branch or to any organization that does not qualify for tax exemption within the meaning of Section 501(c)(3) of the Internal Revenue Code or any successor provision thereto. The Society's Board of Directors shall have authority to appoint temporary officers, to call for an audit of the books of account and to supervise new elections to reorganize a defunct Branch.



There are two requirements to enable a Branch to retain its Charter: (a) Upon receiving a Temporary or Permanent Charter, there shall be a meeting for the purpose of electing officers. (b) Each Branch should hold at least four technical meetings during every twelve-month period. The Branch should forward to Society Headquarters a report of the meetings with a copy of any available paper which might be of value to the Society.

**Section 2. Location and Name.** The Branch shall be located in a specific area. The Branch shall be known as the \_\_\_\_\_ Branch of the American Electroplaters and Surface Finishers Society, the blank in this name being a name chosen by the Branch and approved by the Society's Board of Directors.

**Section 3. Governance.** Branches shall elect their own officers and operate under bylaws of their own choosing, provided such bylaws are not in conflict with the bylaws of the Society and have been approved by the Society's Board of Directors. Branches may receive donations or bequests and may expend or invest the same at their discretion. Branches may levy assessments and otherwise raise and collect funds for their own purposes, provided that no stock shall be issued and no Branch income of any sort shall inure to the benefit of any individual or group of individuals. Branches shall be responsible for their financial affairs and reporting procedures.

**Section 4. Representation.** Each Branch shall be entitled to choose up to three of its members to serve as Delegates to the Society's Council of Delegates. It may also choose Alternate Delegates. Each Branch represented at a meeting of the Council of Delegates shall be entitled to three votes, which may be voted regardless of the number of its accredited Delegates or Alternate Delegates present.

**Section 5. Merger.** Two or more Branches may agree to a merger when it would improve the service to the individual members of each of the Branches, and where the Branches are situated in a common geographical area. The procedure for merger shall be consistent with the bylaws of each of the merging Branches and with the Society's Bylaws requirements for forming a new Branch. The merging Branches shall transfer their assets to the combined Branch.

## ARTICLE V. REGIONALS

**Section 1. Formation.** When in their judgment a number of Branches feel that they can further the objectives of the Society by regional action, they may, of their own volition, take steps to form a regional group. A regional group may not be formalized unless at least two Branches in geographical proximity are willing to join in such a grouping.

**Section 2. Charters.** The Society's Board of Directors may, at its discretion, issue and revoke Regional charters. A temporary charter may be issued to a prospective Regional and shall be in force until it is revoked or a permanent charter is granted. A permanent charter may be granted to any Regional that has operated under a temporary charter after the bylaws of the Regional have been approved by the Board of Directors. A charter may be revoked for cause. A desire to disband, as expressed by the Branches constituting the Regional, may be cause for revocation. Upon revocation, the net assets of the Regional, after all debts and obligations have been satisfied, shall be transferred to the Society or equally to the Branches constituting the Regional.

Consistent with applicable statutory law, no part of the net assets of the Regional shall inure to the material or pecuniary benefit of any member of the Regional or to any organization that does not qualify for tax exemption within the meaning of

Section 501(c)(3) of the Internal Revenue Code or any successor provision thereto. The Society's Board of Directors shall have authority to appoint temporary officers, to call for an audit of the books of account and to supervise the reorganization of a defunct Regional.

**Section 3. Location and Name.** The Regional shall be composed of two or more Branches in the same geographical region. The Regional shall be known as the \_\_\_\_\_ Regional of the American Electroplaters and Surface Finishers Society, the blank in this name being a name chosen by the Regional and approved by the Society's Board of Directors.

**Section 4. Membership.** By mutual consent of a Regional and a Branch, a Branch may join a Regional. At its option, a Branch may disassociate from the Regional.

**Section 5. Government.** Regionals shall elect their own officers and operate under bylaws of their own choosing, provided such bylaws are not in conflict with the Bylaws of the Society and have been approved by the Society's Board. Regionals may levy assessments and otherwise raise and collect funds for their own purposes, provided that no stock shall be issued and no Regional income of any sort shall inure to the benefit of any individual or group of individuals other than its member Branches. Regionals shall be responsible for their financial affairs and reporting procedures.

## ARTICLE VI. OFFICERS

**Section 1. Elected Officers.** The elected officers of the Society shall be a President, First Vice President, Second Vice President, Treasurer and the Immediate Past President (by virtue of having completed the most recent term of office as President).

**Section 2. Qualifications.** To be eligible for the offices of President, First Vice President, Second Vice President or Treasurer, a person shall:

(a) have been a member of the Society for at least five years, and

(b) have served on the Society's Board of Directors, or

(c) have served as a chair of a national board or a national committee for three years, or

(d) have served as president of a branch and have also served on a national committee for at least three years.

**Section 3. Appointed Officer.** The Secretary shall be an appointed officer of the Society.

**Section 4. Term of Office.** Except for the Treasurer, whose term shall be for three years, the term of office shall be one year or until a successor shall have been elected and installed. No elected officer shall hold the same office for more than two terms in succession. The Secretary shall be appointed by the Board of Directors each year and may serve an indefinite number of consecutive terms. The term of office shall commence upon installation or appointment.

**Section 5. Vacancies.** If the office of the President should become vacant between meetings of the Council of Delegates, the Board of Directors shall so declare, and the First Vice President shall succeed to that office, and shall assume the duties. Any such vacancy in the office of the Vice Presidents and Treasurer may be filled by the Board of Directors.

## ARTICLE VII.

### DUTIES OF OFFICERS AND THE EXECUTIVE DIRECTOR

**Section 1. President.** The President shall be the Executive Officer for the Society; shall preside over all meetings of the Council of Delegates, Board of Directors and Executive Committee; shall arrange the preparation of all agenda for these meetings; shall see to the execution of the enactments



of the Council of Delegates and of the Board of Directors; shall arrange for meetings of the Board at least three times a year; with the approval of the Board of Directors shall appoint all committees not elsewhere provided for; shall make a report on the state of the Society to the Council of Delegates at the Annual Meeting; shall be an ex-officio member of all committees, except the Nominating Committee, and of all sections and appointive boards.

**Section 2. First Vice President.** The First Vice President shall perform the duties customary to this office and shall perform such other duties as the President shall assign, with the approval of the Board of Directors. Should the President be unable to carry out the duties of office, the First Vice President shall assume them.

**Section 3. Second Vice President.** The Second Vice President shall perform such duties as the President shall assign, with the approval of the Board of Directors. Should the First Vice President be unable to carry out the duties of office, the Second Vice President shall assume them.

**Section 4. Secretary.** The Secretary shall be appointed by the Board of Directors and shall be custodian of all documents, records and correspondence of the Society; shall sign all Society papers authorized by the Board of Directors to be executed in behalf of the Society; shall attend all meetings of the Board of Directors, the Executive Committee and the Council of Delegates in a nonvoting, advisory capacity; shall have custody of the Corporate Seal of the Society and shall affix such seal; and shall perform such other duties as may be assigned by the Board of Directors.

**Section 5. Treasurer.** The Treasurer should be familiar with the operation and handling of the finances of a company similar to the monetary size of the Society; shall have served on the Finance Committee prior to being nominated; shall be expected to serve the maximum terms of office; shall advise the Board of Directors on matters of financial policy; shall be Chairman of the Finance Committee and see to the prompt and diligent execution of its duties; shall be responsible to the Board of Directors on matters affecting the finances of the Society; shall make a financial report to the Council of Delegates at the Annual Meeting.

**Section 6. Immediate Past President.** The Immediate Past President shall perform such duties as the President shall assign, with the approval of the Board of Directors.

**Section 7. Executive Director.** The Executive Director shall be appointed by the Board of Directors and shall serve at the discretion of the Board of Directors, and receive compensation as fixed by the Board; shall be the administrative officer of the Society; shall be responsible for, and be in charge of, the Society's Headquarters and its staff and for the publication of the Society's official journal, and possible special publications; shall be authorized to make expenditures and disbursements of the funds of the Society as authorized by the Board of Directors within the approved annual operating budget; shall keep accounts of the financial affairs of the Society, and render statements of the financial affairs of the Society at each regular meeting of the Board of Directors; shall attend all meetings of the Board of Directors, the Executive Committee and the Council of Delegates in a nonvoting, advisory capacity; the Executive Director may also be appointed Secretary and, as such, shall also perform the duties of that office. The Executive Director shall perform other duties as provided for in these Bylaws and as may be assigned by the Board of Directors.

## **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

**Section 1. Establishment of Nominating Committee.** The Society's Nominating Committee shall be constituted for the ensuing year at the Annual Meeting of the Council of Delegates. The Committee shall consist of eleven (11) members of the Society, including the outgoing President, if able to serve, or the most recent Past President, as Chairman, and ten (10) members elected by the Council of Delegates.

**Section 2. Eligibility to Serve on Committee.** Nominations for the elected members of the Nominating Committee may be made in writing by any Branch or from the floor of the Annual Meeting. Nominations, with the written consent of the nominee, submitted to the President on or before April 1, shall be published in the official journal before the Annual Meeting. No two members from the same Branch or company shall be nominated for, nor shall serve on, the Nominating Committee. No member with less than five years' membership in the Society shall serve on the Nominating Committee. No member may serve more than two consecutive terms on the Nominating Committee. Members of the Nominating Committee shall not be eligible for nomination for national office or directorship.

**Section 3. Election of Nominating Committee.** Candidates for the Nominating Committee shall be elected by secret ballot at the Annual meeting. The ten candidates receiving the greatest number of votes shall be declared elected for a one-year term. In the event of a tie, there shall be another ballot involving only the candidates in the tie. If a tie vote still exists, the issue shall be decided by the President. In the event of an uncontested election, the Secretary shall cast one ballot for the nominees. In the event that there are less than ten nominees for the open positions, the Board of Directors shall fill the remaining openings by appointment. In the event of death, incapacitation or resignation of a member or members of the Nominating Committee, the Committee shall meet without the missing members and submit its recommendations.

**Section 4. Responsibilities and Procedures of the Nominating Committee.** The Nominating Committee shall meet in time to permit publication of its report in the official journal no later than the March issue. It shall prepare a slate of candidates for the offices of President, First Vice President, Second Vice President and Treasurer, and for each Director opening. It shall consider the qualifications of all candidates proposed by the Branch or by the members of the Nominating Committee and shall submit at least one name for each position to be filled. Only members of the Nominating Committee may participate in its deliberations, except as it may decide to utilize the service of a parliamentarian or other consultant. A candidate will be considered only if the Nominating Committee has the employer's written agreement to support the candidate and the written consent of the candidate. The Nominating Committee shall present its slate to the Council of Delegates at the Annual Meeting, along with such further nominations as may have been made.

In the event of death or unavailability of a nominee, the Nominating Committee may amend its original report at any time prior to presentation of its slate to the Council of Delegates. Such amendment shall be limited to deletion of the name of the affected party and replacement on a one-for-one basis, if a replacement is desired.

**Section 5. Further Nomination for National Officers or Directorship.** Additional individual nominations may be made in writing by any Branch or may be made on the floor at the Annual Meeting. A nomination made in writing to the



President on or before April 1, with the employer's written agreement to support the nominee, and the written consent of the nominee to serve if elected, shall be published in the official journal before the Annual Meeting. A nomination from the floor shall be supported with the written statement required of other nominees.

**Section 6. Election of Officers and Directors.** Officers and Directors shall be elected by a secret ballot at the Annual Meeting. When there is more than one candidate for President, First Vice President, Second Vice President or Treasurer, the candidate receiving a majority of the votes cast for that office shall be declared elected. If no candidate receives a majority for an office, the one receiving the fewest votes shall be dropped from consideration and the secret balloting shall be continued until one candidate receives a majority of the votes cast. If, after a total of three ballots, no candidate has been elected, the issue shall be decided by the President. When there are more candidates than openings for Director positions, the candidates receiving the greatest number of votes shall be declared elected for three-year terms. The candidates receiving the next-highest number shall be declared elected to complete the unexpired term of a vacant office of Director, should that be necessary. In the event of an uncontested election, the Secretary shall cast one ballot for the nominee(s).

#### **ARTICLE IX. COUNCIL OF DELEGATES**

**Section 1. Composition.** The Council of Delegates shall consist of the duly designated and accredited Delegates of those Branches having Temporary or Permanent Charters. The President of the Society shall be the presiding officer.

**Section 2. Duties.** It shall be the duty of the Council of Delegates to hear reports, to elect Society Officers, to elect Directors, to elect the members of the Nominating Committee, to act upon proposed amendments to the Bylaws and to fill any offices it has declared vacant. In addition, it shall counsel the Board of Directors as it sees fit. It shall hear any member or group of members of the Society who shall make a timely, written request to the President to be so heard. The Council of Delegates shall serve as the body of members eligible to vote on amendments to the Articles of Incorporation. It shall also select the sites of the SUR/FIN® Annual Technical Conference.

**Section 3. Authority to Declare Office Vacant.** The Council of Delegates, by a two-thirds vote of those Delegates present in person, or by proxy at a regular or special meeting of the Council, may for substantial cause declare any elective office vacant, provided that the holder of the elective office declared vacant has first been given the opportunity to present a defense. The Council of Delegates shall be empowered to fill the office which has then become vacant.

**Section 4. Annual Meeting.** The Council of Delegates shall meet annually during the SUR/FIN® Technical Conference of the Society.

**Section 5. Special Meetings.** A Special Meeting of the Council of Delegates shall be called by the President upon the written application of a majority of the Branches, or upon direction by the Board of Directors. The Executive Director shall send each Delegate a copy of the Special Meeting notice at least thirty days prior to the meeting. The business of the Special Meeting shall be restricted to that contained in the meeting notice.

**Section 6. Quorum at Council Meetings.** The quorum at annual and special meetings of the Council shall be representation by one-third (1/3) of the Branches in person, or by proxy.

**Section 7. Proxy Regulations.** An individual Branch may exercise the voting privileges of only one other Branch at annual and special meetings of the Council. Other regulations governing the use of proxies shall be made by the Board of Directors within the constraints of the applicable statutory law.

**Section 8. Postponement or Cancellation of Council Meetings.** In national emergencies, the essential business of the Council of Delegates may be conducted by mail referendum on the initiative of the Board of Directors.

#### **ARTICLE X. ANNUAL SUR/FIN® TECHNICAL CONFERENCE**

**Section 1. Place.** The Annual Meetings shall coincide with the Annual SUR/FIN® Technical Conferences. An Annual SUR/FIN® Technical Conference site shall be recommended by the Technical Conference Board to the Board of Directors for its approval.

**Section 2. Time.** The dates of the Annual SUR/FIN® Technical Conferences shall be recommended by the Technical Conference Board to the Board of Directors for its approval.

**Section 3. Exhibition.** An industrial exhibition shall be held concurrently with the Annual SUR/FIN® Technical Conference, unless the Board of Directors votes not to do so.

**Section 4. Responsibility.** The Technical Conference Board shall be responsible to the Board of Directors for the operation and budget of the Annual SUR/FIN® Technical Conferences. An Annual SUR/FIN® Technical Conference's operation committees, except those for the educational sessions, may include a combination of the Technical Conference Board's sections and committees and other Society members, with assistance provided by the Executive Director of the Society.

The Society shall become financially responsible when the Board of Directors approves the Technical Conference Board's plans and budgets for that Annual SUR/FIN® Technical Conference. Then the Executive Director of the Society shall sign the necessary documents fixing this responsibility for that Annual SUR/FIN® Technical Conference and concurrent Exhibition, if an Exhibition is scheduled. The Executive Director may delegate part of this authority within the limits imposed by the Technical Conference Board's approved plans.

#### **ARTICLE XI. BOARD OF DIRECTORS**

**Section 1. Composition.** The Board of Directors shall consist of the elected officers of the Society, including the Immediate Past President, and twelve Directors elected by the Council of Delegates. No two Directors shall be from the same Branch. The Secretary and the Executive Director shall attend Board Meetings, unless excused, in a nonvoting, advisory capacity.

**Section 2. Qualifications.** To be eligible for a director position on the Board, a person shall:

- (a) have been a member of the Society for at least five years, and
- (b) have served as a branch officer for at least three years, or
- (c) have served on a national committee for three years, or
- (d) have served on a regional committee for three years.

**Section 3. Authority of the Board.** The Board shall have full power and authority over the affairs of the Society, except as limited by provisions of these Bylaws. It shall conduct promptly and diligently business necessary to the government of the Society, adopt the annual budgets, establish the



membership fees, and perform such other duties as required by these Bylaws. It may initiate proposals to amend the Bylaws of the Society and shall transmit all properly initiated Bylaw proposals to the Law Committee for review. It shall be responsible for conferring Honorary Membership upon a qualified Society member through a secret ballot, provided that there is at least a seventy-five percent affirmative vote, and that the Society member is not then a member of the Board of Directors nor an employee of the Society. The Board shall promptly report its policy enactments to the members of the Society.

**Section 4. Director's Term of Office.** The term of office shall be three years and shall commence upon installation or appointment. One-third of the Directors shall be elected each year. A Director shall serve no more than two successive terms. In the event that a Director is elected to fill a partial term, the Director shall serve no more than seven successive years.

**Section 5. Vacancies.** A Director vacancy on the Board of Directors may be filled by the Board of Directors, the appointee to serve until the next Annual Meeting, at which the Council of Delegates shall elect a Director to serve the unexpired portion, if any, of the term.

**Section 6. Resignations.** A member of the Board may resign at any time by sending written notice to the Board or the President. The resignation shall be effective when approved by the Board. A member who fails to attend two consecutive regular meetings of the Board without reasonable explanation, as determined by the Board, shall be deemed to have resigned and shall be so advised in writing by the President.

**Section 7. Regular Meetings.** The Board shall meet regularly at least three times each year at such times and places as may be fixed by the Board, or by the President at the request of the Board.

**Section 8. Special Meetings.** Special meetings of the Board may be called at the discretion of the President, and shall be called by the President when nine Board members have made a written request to do so. The special meeting shall be held on the date specified in the request, or in the call by the President. The business of the special meeting shall be limited to that contained in the request, or in the call.

**Section 9. Meetings by Telephone Conference Calls.** The Board may meet by conference telephone or similar communications equipment, whereby all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The quorum requirement and the vote necessary to approve an action shall be the same as at regular meetings. At least twenty-four hours' notice shall be given for a telephone conference call meeting.

**Section 10. Waiver of Notice.** In the event of error in the required notice of a meeting, or failure to send said notice to all members of the Board, if every member is present at the meeting and no one protests the lack of proper notice, members shall be deemed to have waived notice by the fact of their attendance and participation. Members of the Board may also waive notice by signing a written waiver of notice before, during or after the meeting. When used, the fact of such waiver(s), and the form thereof, shall be made part of the minutes of the meeting.

**Section 11. Conducting Business by Mail.** In emergencies, the Board may conduct business by mail. Action so taken shall be ratified and made part of the minutes of the next meeting.

**Section 12. Proxy Voting.** Proxy voting is not permitted in meetings of the Board of Directors.

**Section 13. Quorum.** The quorum shall consist of nine members of the Board.

**Section 14. Open Meetings.** Regular and special meetings of the Board shall be open to all members of the Society provided, however, that non-Board members may not participate in any deliberations or discussion unless expressly authorized to do so by the President or majority vote of the Board.

**Section 15. The Open Door.** Any member or group of members may express views or make recommendations to the Board of Directors either in writing or in person at a meeting of the Board, provided that the President shall have received prior notice.

**Section 16. Conflict of Interest.** No member of the Board shall vote on a question in which the Board member has a direct personal or pecuniary interest not common to other members of the Board.

**Section 17. Compensation.** Members of the Board shall not receive compensation for services rendered to the Society, except that they may be reimbursed for out-of-pocket expenses incurred in the performance of their duties, and for teaching courses, the amounts approved by the Board.

## ARTICLE XII. EXECUTIVE COMMITTEE

**Section 1. Composition.** The Executive Committee shall consist of the elected officers of the Society: The President, First Vice President, Second Vice President, Treasurer and the Immediate Past President. The Executive Director and the Secretary, unless excused, shall attend all meetings of the Executive Committee in a nonvoting, advisory capacity.

**Section 2. Duties.** The Executive Committee shall have control, in consultation with the Executive Director, of the normal business operations of the Society. It shall make recommendations to the Board of Directors on matters of policy. It shall recommend the employment and compensation of the Executive Director to the Board of Directors. Annually, it shall review the performance of the Executive Director and report this, along with its compensation recommendations, to the Board of Directors for their approval. It shall conduct business that may be referred to it by the Board and shall periodically report on its actions to the Board.

**Section 3. Meetings.** The Executive Committee shall meet at least three times per year at the call of the President. At least five days' prior notice shall be given each member, except for a meeting the President may call during a session of the Board of Directors. Meetings may also be conducted by telephone conference call. Business may be conducted by facsimile, telecopier or similar communications device when necessary. Participation by such means shall constitute presence in person at a meeting. Action taken by telephone, FAX or mail shall be verified and made part of the minutes of the next meeting of the Executive Committee.

**Section 4. Quorum.** The quorum shall consist of a majority (3) of the elected officers, regardless of the type of meeting conducted.

## ARTICLE XIII. COMMITTEES, SECTIONS AND BOARDS

**Section 1. Composition.** All committees, unless otherwise stated, shall consist of a chairman and such members that their number is a multiple of three. In no case shall this number be less than three nor greater than fifteen. The quorum for a committee shall be a Chairman and one-third of



the committee members, but in no case shall this be less than three members. All sections and boards shall consist of a chairman and an uneven number of members not less than three nor more than fifteen. A quorum shall be a majority of the section or board.

**Section 2. Appointment.** The President, with the approval of the Board of Directors, shall make all appointments, unless otherwise provided herein, of the Chairmen and of the necessary members to the boards, sections and committees.

**Section 3. Term of Appointment.** All chairmen and members of the boards, sections and committees shall take office upon appointment at the Annual Meeting. The term of chairmen of the boards, sections and committees listed in this article shall be one year. The chairman shall serve no more than three successive terms and no more than a total of seven consecutive years as chairman and member. The term of the members of the boards, sections and committees listed in this article shall be three years. One-third of the committee shall be appointed each year. One-third of the members of the boards and the sections who are not section or committee chairmen shall be appointed each year. The members shall serve no more than two successive terms. Chairmen and members may, in addition to the regular term(s), be appointed by the President then in office to fill partial terms caused by vacancies occurring before the Annual Meeting. In such cases members shall serve no more than seven consecutive years except that when necessary to serve the best interests of the Society, the President may, with the approval of the Board of Directors, temporarily extend the term of a board, section or committee member beyond the seven year maximum.

**Section 4. Discharge.** In the event that a member of a committee, section or board is unable to serve or does not serve for cause, the chairman of that committee, section or board may request that the President discharge the member. The request shall be channeled through the section and board chairmen responsible for that committee or section. Missing two consecutive meetings of the committee, section or board without an absence approved by the Chairman shall constitute a cause for discharging a member. Upon discharging the member, the President may appoint a new member to fill the unexpired term.

**Section 5. Credentials Committee.** The Credentials Committee shall accept or reject the credentials of Delegates, subject to review by the Council of Delegates, in an Annual or Special Meeting. In preparation for each Annual or Special Meeting of the Council of Delegates, it shall consider all credentials and proxies and present its findings for action at the meeting.

**Section 6. Law Committee.** The Law Committee shall receive all proposed amendments to the Bylaws and shall see to it that these proposals are prepared for due consideration. The Law Committee may, at its discretion, consult with proponents of these proposals for clarification of language and meaning, but in no case shall it modify a proposal so as to alter intent. It shall examine any Branch bylaws and amendments referred to it for inconsistencies with the Bylaws of the Society, and shall certify those found to be free of inconsistencies. It shall examine any Regional bylaws and amendments referred to it for inconsistencies with the Bylaws of the Society, and shall certify those found to be free of inconsistencies. It shall examine the bylaws, rules and regulations affecting the boards, sections and committees of the Society for inconsistencies with the Bylaws of the Society and the bylaws of the board, section or committee, and shall certify those found to be free of inconsistencies. It shall review the Bylaws of the Society at least once every five

years. At that time it shall incorporate all approved amendments, recommend corrections for inconsistencies within other sections of the Bylaws caused by these amendments, and have the correct version published in the official journal for the proper approval of the necessary corrections by the Council of Delegates.

**Section 7. Finance Committee.** The Chairman of the Finance Committee shall be the Treasurer. The Executive Director shall be a nonvoting member. The Finance Committee shall submit to the Board of Directors a Budget of estimated receipts and expenditures for the coming fiscal year. If this or an amended Budget has been approved by the Board of Directors, the expenditures shall not be increased by more than ten percent in any category, beyond the amounts previously approved by the Board, except by majority vote of the Board of Directors. The Finance Committee shall recommend action on dues to the Board of Directors.

**Section 8. Advance Planning Committee.** The Advance Planning Committee shall consider the various activities that should involve the Society, the growth of the Society, the structure of the Society, and how these can be implemented. Each year the committee shall prepare three- and five-year plans incorporating these findings and submit these plans to the Board of Directors before their winter meeting.

**Section 9. Other Free-Standing Committees.** The President may create ad hoc committees for specific tasks that shall exist for specific time periods not to exceed the term of that President. The Board of Directors may create other committees that shall report directly to it.

**Section 10. Research Board.** The Research Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any) and such other Society members as may be necessary. The secretary and treasurer functions and other assistance for the Research Board shall be provided by the Executive Director of the Society. The Research Board shall arrange for and encourage the development of information in harmony with the object of the Society and to disseminate this knowledge. The Research Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Research Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 11. Member Services Board.** The Member Services Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any) and such other Society members as may be necessary. The secretary function and other assistance for the Member Services Board shall be provided by the Executive Director of the Society. The Member Services Board shall report to the Board of Directors and shall be responsible for taking appropriate measures to retain and to increase the number of members in the Society, to organize new Branches, to assist public relations activities of the Branches and Regionals, to assist and guide Branches and Regionals in other ways available to the Board in improving their performance and stature, to devise ways to increase the number in each category of those supporting research, and to maintain necessary liaison with other boards. The Member Services Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Member Services Board shall operate under its own bylaws as approved by the Board of Directors.



**Section 12. Government Issues Board.** The Government Issues Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), and such other Society members as may be necessary. The secretary function and other assistance for the Government Issues Board shall be provided by the Executive Director of the Society. The Board shall provide directions, technical assistance and responses to government related issues. The Board shall develop technical programs for branches and regionals to educate government regulatory agencies, representatives and the general public. The Board shall provide opportunities for the membership and industry to enhance their skills and knowledge on a variety of government issues and agencies. The Government Issues Board also has the responsibility to communicate with the Technical Conference Board to review papers for SUR/FIN®, AESF Week, and other technical meetings. Annually, it shall prepare a plan of action and an estimate of cost and submit them to the Board of Directors for approval. The Government Issues Board shall operate under its own bylaws, as approved by the Board of Directors.

**Section 13. Technical Activities Board.** The Technical Activities Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), and such other Society members as may be necessary. The secretary function and other assistance for the Technical Activities Board shall be provided by the Executive Director of the Society. The Technical Activities Board shall foster, promote and otherwise assist in activities related to the needs of specialized disciplines within the surface finishing industry. It shall develop programs of interest to the persons in these disciplines. It shall maintain liaison with the Technical Education Board to assist in technical programs at the Annual SUR/FIN® Technical Conferences, symposia, and other educational programs. The Technical Activities Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Technical Activities Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 14. Publications Board.** The Publications Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), and such other Society members as may be necessary. In addition, the Executive Director shall be a permanent, nonvoting member of the Publications Board. The Editor and Technical Editor of the official journal shall be ex-officio, nonvoting members of the Publications Board. The secretary function and other assistance for the Publications Board shall be provided by the Executive Director of the Society. The Publications Board shall be responsible for setting policy for the entire content of the official journal. It shall oversee the procurement and processing of technical papers and other articles of interest in furthering the aims of the Society. The Publications Board shall maintain liaison with the other boards of the Society to anticipate the various materials which are to be published in the official journal of the Society. It shall maintain liaison with the Finance Committee for communication of matters pertaining to the financial aspects of publishing the official journal. The Publications Board shall meet at least semi-annually. Annually, in concert with the Finance Committee, it shall prepare a plan of action and a budget for its operation and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Publications Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 15. Technical Conference Board.** The Technical Conference Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), and such other Society members as may be necessary. In addition, the Executive Director shall be a permanent, nonvoting member of the Technical Conference Board. The secretary and treasurer functions, and other assistance for the Technical Conference Board shall be provided by the Executive Director of the Society. The Technical Conference Board shall report to the Board of Directors and shall be responsible to the Board of Directors for the overall operation of the Annual SUR/FIN® Technical Conferences and Exhibitions. It shall maintain a SUR/FIN® Technical Conference and Exhibit Manual. It shall recommend future Annual SUR/FIN® Technical Conference sites, ten years in advance, to the Board of Directors. The Technical Conference Board shall meet at least three times annually. Annually, it shall prepare a plan of action for the Technical Conference Board and an estimate of the plan's cost and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Technical Conference Board shall operate under its own bylaws, as approved by the Board of Directors.

**Section 16. Awards Board.** The Awards Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), the Chairman of the Publications Board and such other Society members as may be necessary. The secretary function, and other assistance for the Awards Board, shall be provided by the Executive Director of the Society. The Awards Board shall formulate rules and procedures for the selection of the Society's awards, excepting the presentation awards, and such other awards that are specific to an entity. It shall be responsible for selecting the recipients for the awards assigned to it, and for monitoring the award recipients given by other appointed boards, excepting the paper and presentation awards, and such other awards that are specific to an entity. The Awards Board shall meet at least semiannually. Annually, it shall prepare a plan of action, and an estimate of the cost, and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Awards Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 17. Other Boards.** The Board of Directors may create such other Boards as it may deem necessary to carry on the work of the Society.

#### **ARTICLE XIV. FUNDS**

**Section 1. General Fund.** All income of the Society, unless otherwise designated in this article, shall be held in the General Fund.

**Section 2. Research Fund.** Monies contributed to the Society specifically for research shall be placed in the Research Fund.

**Section 3. Special Funds.** Monies collected for special purposes other than research may, at the discretion of the Board of Directors, be held in separate accounts. Such monies shall be disbursed only by authority of the Board of Directors.

#### **ARTICLE XV. FINANCES**

**Section 1. Supporters of Research.** Any person or organization interested in the object of the Society and making a contribution to the Research Fund shall, upon acceptance by the Executive Director, be known as a Supporter of Research.



The Member Services Board shall recommend and forward to the Board of Directors for approval the various classifications of Supporters of Research and the appropriate allocation of the contributions. The Executive Director shall execute the policy as approved by the Board of Directors.

The contributions to the Research Fund shall be payable to Headquarters on the anniversary date of the contribution.

**Section 2. Fiscal Year.** The fiscal year of the Society shall commence on the first day of April. All financial reports shall be made from, and all transactions closed to conform with, the end of the fiscal year on the thirty-first day of March. The fiscal year of the Branches and Regionals shall be that of the Society.

**Section 3. Auditing and Bonding.** The financial record of the Society shall be audited annually and such other times as the Board of Directors may determine. The audit shall be conducted by a certified public accountant approved by the Board of Directors. Copies of the audit report shall be sent to the Board of Directors members and be made available for inspection by any member of the Society.

Officers and agents of the Board of Directors who are responsible for the receipt, custody, disbursement, investment or safekeeping of funds and securities shall be required to give bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The cost of such bonding shall be paid by the Society.

## ARTICLE XVI. INDEMNIFICATION

Members of the Society serving in an elective or appointed capacity shall be deemed corporate agents and shall be indemnified against their expenses and liabilities actually and necessarily incurred in connection with their defense in any action, suit or proceeding in which they are involved because of their status as an elected or appointed official of the Society, other than a proceeding by or in the right of the Society, if:

1. The member acted in good faith and in a manner which the member reasonably believed to be in or not opposed to the best interest of the Society, and

2. With respect to any criminal proceeding, the member had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment or settlement conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the member did not meet the applicable standards of conduct set forth herein.

"Corporate agent" means any person who is or was a trustee, officer, employee or agent of the Society or of any constituent corporation absorbed by the Society in a consolidation or merger, and any person who is or was a trustee, officer, employee or agent of any other enterprise, serving as such at the request of the Society, or of the constituent corporation, or the legal representative of the trustee, officer, employee or agent.

The Society is authorized and empowered to ratify the actions of any member acting on behalf of the Society as the actions of a corporate agent if the member acted in good faith and in a manner which the member reasonably believed to be in, or not opposed to, the best interests of the Society.

## ARTICLE XVII. PUBLICATIONS

**Official Journal.** The official journal of the Society shall be published monthly. It shall contain technical papers pertaining to the objectives of the Society and news of the Society, its members, and the industry in general. Each

member of the Society in good standing shall receive a copy. The yearly subscription rate for Society members shall be allocated from their membership fees.

Monies from the General Fund shall be used to pay the subscription to the official journal for each National Honorary Member.

## ARTICLE XVIII. DISSOLUTION

**Section 1. Disbandment.** If the Society is no longer able to fulfill the objectives as outlined in Article II of these Bylaws, the Council of Delegates, by a vote of three-fourths of the authorized Delegates, may disband the Society and, if made necessary by governing statutes, a subsequent ratification by the membership.

**Section 2. Trustee.** Upon disbandment, the Board of Directors shall select a trustee who shall serve until all Society business is concluded, according to the statutes of the state in which the Society is incorporated.

**Section 3. Remaining Funds.** Any funds remaining after all debts and obligations have been satisfied shall be disbursed within one year by the trustee to organizations classified under Section 501(c)(3) of the Internal Revenue Code of 1986, and with the stated object similar to that of the Society.

## ARTICLE XIX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the proceedings of the Society in all cases to which they are applicable and in which they are not inconsistent with the Society's Bylaws and any special rules of order the Society may adopt.

## ARTICLE XX. AMENDMENT

**Section 1. Authority.** The Bylaws of the Society may be amended at an Annual Meeting of the Council of Delegates by a two-thirds vote of the Delegates of those Branches that are present in person or by proxy, after the following procedure of initiative and notice.

**Section 2. Initiative.** The amendment must have been proposed either by five Branches, the Law Committee or the Board of Directors.

**Section 3. Notice.** The amendment must have been referred to the Law Committee, if it did not originate therein, no later than February 1 to be reviewed, properly worded and referenced in the Bylaws; and the amendment shall have been published by the Board of Directors, with a statement of its intended purpose and the Board's recommendation with respect thereto, at least once in the official journal of the Society.

**Section 4. Reporting Amendment Approval.** Whenever amendments are approved, they shall be so reported in the next issue of the Society's official journal.

**The American Electroplaters and Surface Finishers Society, Inc.**

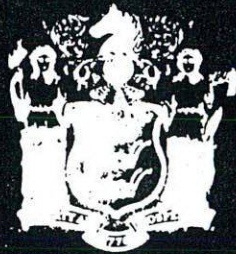
12644 Research Parkway, Orlando, FL 32826-3298

Phone: 407/281-6441 FAX: 407/281-6446

Website: <http://www.aesf.org> E-Mail: [aesf@aesf.org](mailto:aesf@aesf.org)



# State of New Jersey

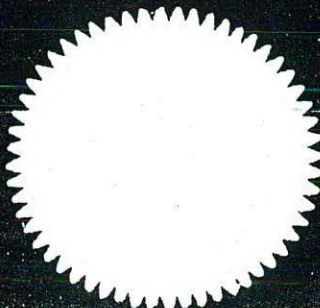


## Department of State

*I, Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of* Annual Report of Directors and Officers of THE AMERICAN ELECTROPLATERS' SOCIETY,

\_\_\_\_\_ and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the Eighteenth day of July, A.D. 1938, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal at Trenton, this Twenty-eighth day of February, A.D. 1946.



*John B. Thompson*  
Secretary of State



## ANNUAL REPORT

### The American Electroplaters Society

The association above named, organized under the laws of the state of New Jersey, does hereby make the following report in compliance with the provisions of Chapter 181, Laws 1898, and the various acts amendatory thereof and supplemental thereto:

**FIRST:** The name of the association is THE AMERICAN ELECTROPLATERS SOCIETY.

**SECOND:** The location of the registered office is 208 N. 3rd. St. Newark, New Jersey, and Horace M. Smith is the agent upon whom process against the association may be served.

**THIRD:** This association was not organized for pecuniary profit of its members and is not authorized to issue capital stock.

**FOURTH:** The name of all the trustees and the time when the term of each expires are as follows:

#### TRUSTEES:

President, W. M. Phillips, General Motors Corp., Detroit, Mich.  
1st. V. Pres. R. M. Goodsell, 725 Lathrop Ave., Racine, Wis.  
2nd. V. Pres. Fred Fulforth, P.O. Box 98, Roslyn, Penna.  
3rd. V. Pres. Joseph L. Downes, 174 Lincoln St., Middletown, Conn.  
Executive Sec. W. J. R. Kennedy, 90 Maynard St., Springfield, Mass.  
Past President, A. B. Wilson, 2088 Collingwood Ave., Detroit, Michigan.  
The term of office of above mentioned trustees expires in June 1939.

IN WITNESS WHEREOF, said association has caused this certificate to be signed by its President and Secretary, and its corporate seal to be affixed the Tenth day of July, 1938.

PRESIDENT W. M. Phillips

EXECUTIVE SECRETARY W. J. R. Kennedy

(SEAL)

Enforced:  
"Filed Jul. 18, 1938  
Thomas A. Mathis,  
Secretary of State".



# FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

## INSTRUCTIONS

The name change of a foreign corporation qualified to do business in Florida is provided by Section 607.337 (Florida Statutes, 1983). The fees are established by Section 607.361 (1) (c) (Florida Statutes, 1983). To file the name change amendment, please follow these instructions:

1. Complete the form below.
2. Submit a certified copy of the name change amendment -- certified by the proper state official who has custody of corporate records in your state. This copy must be legible for microfilming.

MAKE CHECK FOR FILING FEES IN THE AMOUNT OF \$25.00 PAYABLE TO: DEPARTMENT OF STATE.

<p>1. Name of corporation as it appears on original application or last amended application:</p> <p>AMERICAN ELECTROPLATERS SOCIETY</p>	<p>2. Incorporated under laws of:</p> <p>STATE OF NEW JERSEY</p>
<p>3. If the amendment changes the name of the corporation, has the change been effected under the laws of its jurisdiction of incorporation?</p> <p>(please check) Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>4. Name of corporation after amendment, adding suffix "corporation," "company," or "incorporated" if not contained in new name of the corporation:</p> <p>AMERICAN ELECTROPLATERS AND SURFACE FINISHERS SOCIETY, INC.</p>
<p>5. If the amendment changes, limits or enlarges the business purposes of the corporation, is the corporation authorized to do such business under the laws of its jurisdiction of incorporation?</p> <p>(please check) Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> NA</p>	<p>6. Proposed business purposes within Florida:</p> <p>To operate as a non-profit, scientific, 501 (c) (3), individual member society</p>
<p>7. Signature of President or Vice-President.</p> <p><i>Charles R Fotheringham</i></p>	<p>8. Signature of Secretary or Assistant Secretary.</p> <p><i>John Schumaker</i></p>
<p>9. Notarization:</p> <p>State of FLORIDA</p> <p>County of ORANGE</p> <p>The foregoing instrument was acknowledged before me this <u>23rd</u> day of <u>FEBRUARY</u>, 19 <u>87</u>, by (name of officer) <u>CHARLES R FOTHERINGHAM</u>, (title of officer) <u>PRESIDENT</u> of (name of corporation) <u>AMERICAN ELECTROPLATERS &amp; SURFACE FINISHERS SOCIETY, INC</u> a (<del>AK</del>) (state <del>NY</del>) <u>NEW JERSEY</u> corporation, on behalf of the corporation.</p> <p>(Seal)</p> <p><i>Buddy L. Hoff</i> (Notary Public)</p> <p>NOTARY PUBLIC, STATE OF FLORIDA MY COMMISSION EXPIRES: JAN. 31, 1991, BONDED THRU NOTARY PUBLIC UNDERWRITERS:</p>	



# State of Florida



## Department of State

I certify that the attached is a true and correct copy of Articles of Amendment, filed on March 3, 1987, to the Articles of Incorporation for AMERICAN ELECTROPLATERS' SOCIETY, INC., changing its name to AMERICAN ELECTROPLATERS AND SURFACE FINISHERS SOCIETY, INC., a New Jersey corporation, as shown by the records of this office.

The document number of this corporation is 837500.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
3rd day of March, 1987.



CR2E022 (10-85)

George Firestone  
Secretary of State



District of Columbia)  
Washington ) ss.

BE IT REMEMBERED, That on this 3rd day of July, 1930, Nineteen Hundred and Thirty before me the subscriber, an Attorney and Counsellor at Law personally appeared George Gehling who being by me duly sworn on his oath, says that he is the secretary of AMERICAN ELECTRO PLATERS' SOCIETY, the society named in the foregoing Instrument; that he well knows the seal of said society; that the seal affixed to said Instrument is the seal of said society; that the said seal was so affixed and the said Instrument signed and delivered by Horace H. Smith who was at the date thereof the President of said society, in the presence of this deponent, and said President, at the same time acknowledged that he signed, sealed and delivered the same as his voluntary act and deed, and as the voluntary act and deed of said society, and that deponent, at the same time, subscribed his name to said Instrument as an attesting witness to the execution thereof.

Sworn and subscribed before me )  
at Washington, D. C. ) J. W. Tomlinson  
the date aforesaid. )

I hereby certify that J. Wm. Tomlinson, Esq., whose genuine signature appears hereon, is a member of the Bar of the Supreme Court of the District of Columbia.

(Seal)

Frank E. Cunningham, Clerk,  
Supreme Court of the District of Columbia  
By Alf. G. Bukman,  
Asst. Clerk.

Received in the Clerk's Office of the County of Essex on the 4th day of September A.D. 1930 and Recorded in Book C-1 of --- for said County, Page--

John H. Scott,  
Clerk.

Per JC.

ENDORSED:

"FILED and RECORDED  
OCT 22 1930  
JOSEPH F.S.FITZPATRICK  
SECRETARY OF STATE."



V. The governing body of this Society shall be an Executive Board which shall be constituted by the president, the retiring president, two vice-presidents, the secretary-treasurer, and the editor, who shall, by virtue of their offices, be members of the Executive Board.

VI. The officers of the corporation selected for the first year of the existence of the corporation to serve as officers and members of the Executive Board are:

<u>Name</u>	<u>OFFICE</u>	<u>ADDRESS</u>
George Gehling,	President	5001 Tulip Street, Philadelphia, Pa.
R. J. O'Connor,	First Vice-President	41 Bancroft Avenue, Bridgeport, Conn.
Raymond Lopez	Second " "	72 Wilbur Street, Rochester, N. Y.
H. A. Gilbertson	Secretary-Treasurer	434 S. Wabash Avenue Chicago, Ill.
Wm. J. R. Kennedy	Editor	90 Maynard Street, Springfield, Mass.
Horace H. Smith	Past President and N. J. Officer	208 N. Third Street Newark, N. J.

IN WITNESS WHEREOF, the said American Electro Platers' Society hath caused these Presents to be signed by its President, attested by its secretary, and caused its corporate seal to be hereunto affixed, this 3rd day of July, One Thousand Nine Hundred and Thirty.

AMERICAN ELECTRO PLATERS' SOCIETY

By Horace H. Smith  
President

(Corp. Seal)

ATTEST:  
Geo. Gehling  
Secretary



CERTIFICATE OF INCORPORATION  
OF  
AMERICAN ELECTRO PLATERS' SOCIETY

THIS IS TO CERTIFY that at a special meeting of the members of the American Electro Platers' Society held at Washington, in the District of Columbia, in pursuance of a recommendation by the Executive Board of the Society, and in answer to a call issued by the Executive Board, two-thirds of all the members of the Society present at the meeting approved the following propositions:

I. It was resolved by two-thirds of the members of the Society present that the Society should be incorporated under the provisions of an Act of the Legislature of New Jersey entitled "An Act to incorporate associations not for pecuniary profit", approved April twenty-first, eighteen hundred and ninety-eight, and the several supplements thereto and acts amendatory thereof.

II. The name of the corporation is AMERICAN ELECTRO PLATERS' SOCIETY.

III. The purposes for which this corporation is formed are the study and improvement of the art of electro plating in all its branches, and the dissemination of knowledge of its principles and practice.

IV. The location of the principal office of the corporation is at No. 24 Branford Place, (Room #502), in the City of Newark, County of Essex, and State of New Jersey, and the name of the agent therein and in charge thereof, upon whom process upon the corporation may be served is HENRY YOUNG, JR.



CERTIFICATE OF INCORPORATION

OF

AMERICAN ELECTRO PLATERS' SOCIETY

THIS IS TO CERTIFY that at a special meeting of the members of the American Electro Platers' Society held at Washington, in the District of Columbia, in pursuance of a recommendation by the Executive Board of the Society, and in answer to a call issued by the Executive Board, two-thirds of all the members of the Society present at the meeting approved the following propositions:

I. It was resolved by two-thirds of the members of the Society present that the Society should be incorporated under the provisions of an Act of the Legislature of New Jersey entitled "An Act to incorporate associations not for pecuniary profit", approved April twenty-first, eighteen hundred and ninety-eight, and the several supplements thereto and acts amendatory thereof.

II. The name of the corporation is AMERICAN ELECTRO PLATERS' SOCIETY.

III. The purposes for which this corporation is formed are the study and improvement of the art of electro plating in all its branches, and the dissemination of knowledge of its principles and practice.

IV. The location of the principal office of the corporation is at No. 24 Branford Place, (Room #502), in the City of Newark, County of Essex, and State of New Jersey, and the name of the agent therein and in charge thereof, upon whom process upon the corporation may be served is HENRY YOUNG, JR.



V. The governing body of this Society shall be an Executive Board which shall be constituted by the president, the retiring president, two vice-presidents, the secretary-treasurer, and the editor, who shall, by virtue of their offices, be members of the Executive Board.

VI. The officers of the corporation selected for the first year of the existence of the corporation to serve as officers and members of the Executive Board are:

<u>Name</u>	<u>OFFICE</u>	<u>ADDRESS</u>
George Gehling,	President	5001 Tulip Street, Philadelphia, Pa.
R. J. O'Connor,	First Vice-President	41 Bancroft Avenue, Bridgeport, Conn.
Raymond Lopez	Second " "	72 Wilbur Street, Rochester, N. Y.
H. A. Gilbertson	Secretary-Treasurer	434 S. Wabash Avenue Chicago, Ill.
Wm. J. R. Kennedy	Editor	90 Maynard Street, Springfield, Mass.
Horace H. Smith	Past President and N. J. Officer	208 N. Third Street Newark, N. J.

IN WITNESS WHEREOF, the said American Electro Platers' Society hath caused these Presents to be signed by its President, attested by its secretary, and caused its corporate seal to be hereunto affixed, this 3rd day of July, One Thousand Nine Hundred and Thirty.

AMERICAN ELECTRO PLATERS' SOCIETY

By Horace H. Smith  
President

(Corp. Seal)

ATTEST:  
Geo. Gehling  
Secretary



District of Columbia )  
Washington ) ss.

BE IT REMEMBERED, That on this 3rd day of July, 1930, Nineteen Hundred and Thirty before me the subscriber, an Attorney and Counsellor at Law personally appeared George Gehling who being by me duly sworn on his oath, says that he is the secretary of AMERICAN ELECTRO PLATERS' SOCIETY, the society named in the foregoing Instrument; that he well knows the seal of said society; that the seal affixed to said Instrument is the seal of said society; that the said seal was so affixed and the said Instrument signed and delivered by Horace H. Smith who was at the date thereof the President of said society, in the presence of this deponent, and said President, at the same time acknowledged that he signed, sealed and delivered the same as his voluntary act and deed, and as the voluntary act and deed of said society, and that deponent, at the same time, subscribed his name to said Instrument as an attesting witness to the execution thereof.

Sworn and subscribed before me )  
at Washington, D. C. ) J. W. Tomlinson  
the date aforesaid. )

I hereby certify that J. Wm. Tomlinson, Esq., whose genuine signature appears hereon, is a member of the Bar of the Supreme Court of the District of Columbia.

(Seal)

Frank E. Cunningham, Clerk,  
Supreme Court of the District of Columbia  
By Alf. G. Bukman,  
Asst. Clerk.

Received in the Clerk's Office of the County of Essex on the 4th day of September A.D. 1930 and Recorded in Book C-1 of --- for said County, Page--

Per JC.

John H. Scott,  
Clerk.

ENDORSED:

"FILED and RECORDED  
OCT 22 1930  
JOSEPH F.S.FITZPATRICK  
SECRETARY OF STATE."



# State of Florida



## Department of State

I certify that the attached is a true and correct copy of Articles of Amendment, filed on March 3, 1987, to the Articles of Incorporation for AMERICAN ELECTROPLATERS' SOCIETY, INC., changing its name to AMERICAN ELECTROPLATERS AND SURFACE FINISHERS SOCIETY, INC., a New Jersey corporation, as shown by the records of this office.

The document number of this corporation is 837500.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
3rd day of March, 1987.



CR2E022 (10-85)

A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone  
Secretary of State



# FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

## INSTRUCTIONS

The name change of a foreign corporation qualified to do business in Florida is provided by Section 607.337 (Florida Statutes, 1983). The fees are established by Section 607.361 (1) (c) (Florida Statutes, 1983). To file the name change amendment, please follow these instructions:

1. Complete the form below.
2. Submit a certified copy of the name change amendment -- certified by the proper state official who has custody of corporate records in your state. This copy must be legible for microfilming.

MAKE CHECK FOR FILING FEES IN THE AMOUNT OF \$25.00 PAYABLE TO: DEPARTMENT OF STATE.

<p>1. Name of corporation as it appears on original application or last amended application:</p> <p>AMERICAN ELECTROPLATERS SOCIETY</p>	<p>2. Incorporated under laws of:</p> <p>STATE OF NEW JERSEY</p>
<p>3. If the amendment changes the name of the corporation, has the change been effected under the laws of its jurisdiction of incorporation?</p> <p>(please check) Yes <input checked="" type="checkbox"/> No <input type="checkbox"/></p>	<p>4. Name of corporation after amendment, adding suffix "corporation," "company," or "incorporated" if not contained in new name of the corporation:</p> <p>AMERICAN ELECTROPLATERS AND SURFACE FINISHERS SOCIETY, INC.</p>
<p>5. If the amendment changes, limits or enlarges the business purposes of the corporation, is the corporation authorized to do such business under the laws of its jurisdiction of incorporation?</p> <p>(please check) Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> NA</p>	<p>6. Proposed business purposes within Florida:</p> <p>To operate as a non-profit, scientific, 501 (c) (3), individual member society</p>
<p>7. Signature of President or Vice-President.</p> <p><i>Charles R. Fotheringham</i></p>	<p>8. Signature of Secretary or Assistant Secretary.</p> <p><i>John L. Schumaker</i></p>
<p>9. Notarization:</p> <p>State of FLORIDA</p> <p>County of ORANGE</p> <p>The foregoing instrument was acknowledged before me this <u>23rd</u> day of <u>FEBRUARY</u>, 19 <u>87</u>, by (name of officer) <u>CHARLES R FOTHERINGHAM</u>, (title of officer) <u>PRESIDENT</u> of (name of corporation) <u>AMERICAN ELECTROPLATERS &amp; SURFACE FINISHERS SOCIETY, INC</u> a (<del>an</del>) (state <del>XXXXXX</del>) <u>NEW JERSEY</u> corporation, on behalf of the corporation.</p> <p>(Seal)</p> <p><i>Betty L. Hoff</i> (Notary Public)</p> <p>NOTARY PUBLIC, STATE OF FLORIDA MY COMMISSION EXPIRES: JAN. 31, 1991, BONDED THRU NOTARY PUBLIC UNDERWRITERS:</p>	

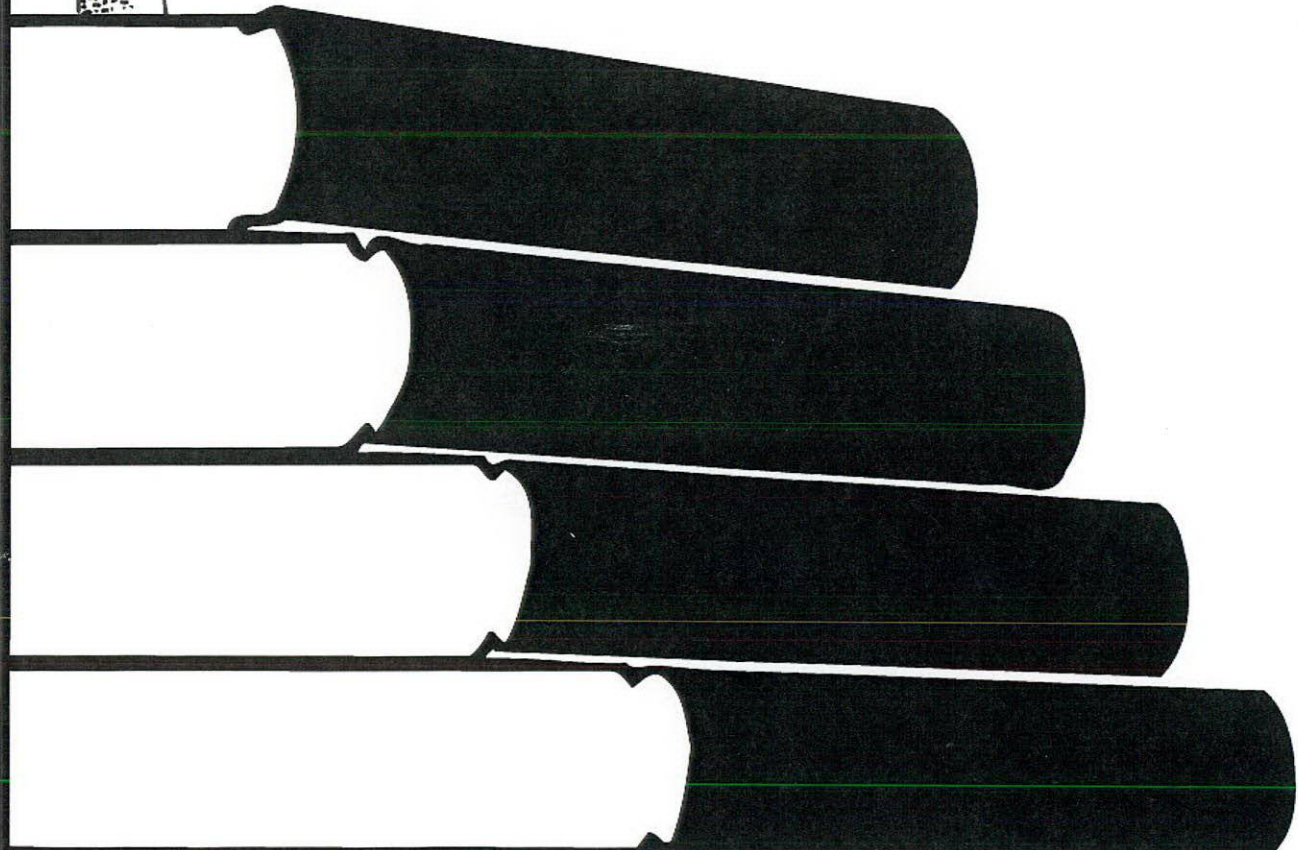
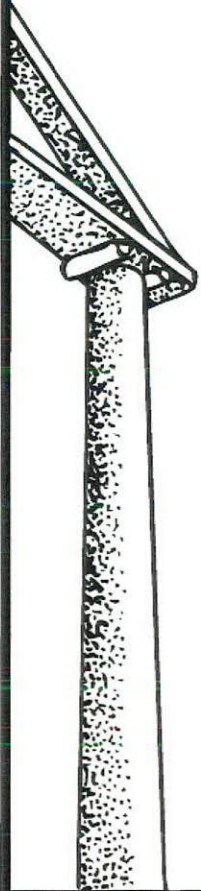




# BYLAWS

*Amended June 2001*

American Electroplaters and Surface Finishers Society





# TABLE OF CONTENTS

## AESF BYLAWS

Article 1	Name .....	3
Article II	Objectives .....	3
Article III	Membership .....	3
Article IV	Branches .....	3
Article V	Regionals .....	4
Article VI	Officers .....	4
Article VII	Duties of Officers and the Executive Director .....	4
Article VIII	Nominations and Elections .....	5
Article IX	Council of Delegates .....	6
Article X	Annual SUR/FIN® Technical Conference .....	6
Article XI	Board of Directors .....	6
Article XII	Executive Committee .....	7
Article XIII	Committees, Sections and Boards .....	7
Article XIV	Funds .....	9
Article XV	Finances .....	9
Article XVI	Indemnification .....	10
Article XVII	Publications .....	10
Article XVIII	Dissolution .....	10
Article XIX	Parliamentary Authority .....	10
Article XX	Amendment .....	10



# BYLAWS

## ARTICLE I. NAME

This Society shall be named the American Electro-platers and Surface Finishers Society, Incorporated, hereinafter referred to in these Bylaws as the Society.

## ARTICLE II. OBJECTIVES

The objectives of the Society shall be of a non-profit nature, all within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall include the following:

To advance the science and technology of surface finishing and to disseminate knowledge thereof, and to develop a cooperative spirit of friendship and mutual assistance among its members.

In furtherance of its objectives, the Society shall conduct all such activities and do all such acts as may be reasonably related to its objectives.

## ARTICLE III. MEMBERSHIP

**Section 1. Membership.** Any person interested in the object of the Society may become a member. The classes of membership are Regular, Student, Honorary and Retired.

**Section 2. Regular Member.** Any person interested in the objectives of the Society may apply for regular membership by completing the official application form and forwarding it to the Society's Headquarters with the appropriate fees. The applicant may request assignment to a specific Branch. Absent such request, the manager of the Society's Membership Services shall assign the applicant to the nearest geographic Branch.

**Section 3. Student Member.** Any person not over 25 years of age, regularly enrolled in courses in an accredited institution of learning, and interested in the objectives of the Society may apply for student membership by completing the official application form and forwarding it with the appropriate fees to the Society's Headquarters. The applicant may request assignment to a specific Branch. Absent such request, the manager of the Society's Membership Services shall assign the applicant to the nearest geographic Branch.

**Section 4. Honorary Member.** Any person whose knowledge and outstanding service have enhanced the welfare of the Society may be elected an Honorary Member by the Board of Directors.

**Section 5. Retired Member.** Any member who has 20 years of membership in the Society, and who is 62 years of age and retired, may request Retired Member Classification.

**Section 6. Other Memberships.** The Board of Directors may establish and terminate additional classes of membership, determine the designations and characteristics of such classes, and the qualifications, rights and limitations of the members of such classes.

**Section 7. Privileges.** All members shall be privileged to attend Branch, Regional and Society open meetings. Only members in good standing shall be eligible to vote and to hold an elected office or an appointed position at the Branch, Regional and National levels. All members shall receive the official journal of the Society. With respect to the affairs of the Branch with which a member is affiliated, the right to vote shall extend to such matters and be exercised in such manner as prescribed in the bylaws of the Branch.

**Section 8. Duties.** It shall be the duty of all members to further the objectives of the Society in the ways available to them.

**Section 9. Transfer.** A member may transfer from one Branch to another with written notification to Society Headquarters.

**Section 10. Application Fee.** A five-dollar minimum application fee shall be submitted with each application for Regular or Student Membership. If such application for membership is rejected, the application fee and other monies received from the unsuccessful applicant shall be returned.

**Section 11. Annual Membership Fee.** The annual fee for membership in the Society shall be determined by the Board of Directors. Membership fees shall be payable for members on the anniversary date of their membership, except for those who became members prior to January 1, 1982, where their membership fees shall be due the first day of the Society's fiscal year. All membership fees are payable to Headquarters in equivalent U.S. currency. All monies due to the Branch will be remitted by Headquarters at least quarterly.

**Section 12. Good Standing.** A member in good standing is one whose current fees have been paid and who is not under suspension or other disciplinary action.

**Section 13. Suspension.** A member who fails to pay the membership fee for two months beyond the expiration date may be suspended as a member of the Society.

**Section 14. Termination.** A suspended member who fails to apply for reinstatement or who engages in other action in violation of the Bylaws, or in the unsanctioned use of the name or the insignia of the Society, or who acts in a manner deemed to be inimical to the best interests of the Society, may be terminated.

**Section 15. Reinstatement.** A former member who resigned in good standing, or who forfeited membership for nonpayment of dues who applies for reinstatement, shall be readmitted to membership upon application and payment of the current membership fee and a reinstatement fee. A former member whose membership is terminated for reasons other than resignation or nonpayment of dues may be reinstated at the discretion of the Board of Directors upon payment of the current membership fee and a reinstatement fee.

## ARTICLE IV. BRANCHES

**Section 1. Charters.** The Society's Board of Directors may, at its discretion, issue and revoke Branch charters. A temporary charter may be issued to a prospective Branch and shall be in force until it is revoked or a permanent charter is granted. A permanent charter may be granted to any Branch that has operated under a temporary charter after the bylaws of the Branch have been approved by the Board of Directors. To qualify for a permanent charter, a Branch must have at least 15 members. A charter may be revoked for cause. A desire to disband, expressed by a majority of the members of a Branch, may be considered cause for revocation. Upon revocation, the net assets of the Branch, after all debts and obligations have been satisfied, shall be transferred to the Society or to the Regional to which the Branch was affiliated.

Consistent with applicable statutory law, no part of the net assets of the Branch shall inure to the material or pecuniary benefit of any member of the Branch or to any organization that does not qualify for tax exemption within the meaning of Section 501(c)(3) of the Internal Revenue Code or any successor provision thereto. The Society's Board of Directors shall have authority to appoint temporary officers, to call for an audit of the books of account and to supervise new elections to reorganize a defunct Branch.



There are two requirements to enable a Branch to retain its Charter: (a) Upon receiving a Temporary or Permanent Charter, there shall be a meeting for the purpose of electing officers. (b) Each Branch should hold at least four technical meetings during every twelve-month period. The Branch should forward to Society Headquarters a report of the meetings with a copy of any available paper which might be of value to the Society.

**Section 2. Location and Name.** The Branch shall be located in a specific area. The Branch shall be known as the \_\_\_\_\_ Branch of the American Electroplaters and Surface Finishers Society, the blank in this name being a name chosen by the Branch and approved by the Society's Board of Directors.

**Section 3. Governance.** Branches shall elect their own officers and operate under bylaws of their own choosing, provided such bylaws are not in conflict with the bylaws of the Society and have been approved by the Society's Board of Directors. Branches may receive donations or bequests and may expend or invest the same at their discretion. Branches may levy assessments and otherwise raise and collect funds for their own purposes, provided that no stock shall be issued and no Branch income of any sort shall inure to the benefit of any individual or group of individuals. Branches shall be responsible for their financial affairs and reporting procedures.

**Section 4. Representation.** Each Branch shall be entitled to choose up to three of its members to serve as Delegates to the Society's Council of Delegates. It may also choose Alternate Delegates. Each Branch represented at a meeting of the Council of Delegates shall be entitled to three votes, which may be voted regardless of the number of its accredited Delegates or Alternate Delegates present.

**Section 5. Merger.** Two or more Branches may agree to a merger when it would improve the service to the individual members of each of the Branches, and where the Branches are situated in a common geographical area. The procedure for merger shall be consistent with the bylaws of each of the merging Branches and with the Society's Bylaws requirements for forming a new Branch. The merging Branches shall transfer their assets to the combined Branch.

## ARTICLE V. REGIONALS

**Section 1. Formation.** When in their judgment a number of Branches feel that they can further the objectives of the Society by regional action, they may, of their own volition, take steps to form a regional group. A regional group may not be formalized unless at least two Branches in geographical proximity are willing to join in such a grouping.

**Section 2. Charters.** The Society's Board of Directors may, at its discretion, issue and revoke Regional charters. A temporary charter may be issued to a prospective Regional and shall be in force until it is revoked or a permanent charter is granted. A permanent charter may be granted to any Regional that has operated under a temporary charter after the bylaws of the Regional have been approved by the Board of Directors. A charter may be revoked for cause. A desire to disband, as expressed by the Branches constituting the Regional, may be cause for revocation. Upon revocation, the net assets of the Regional, after all debts and obligations have been satisfied, shall be transferred to the Society or equally to the Branches constituting the Regional.

Consistent with applicable statutory law, no part of the net assets of the Regional shall inure to the material or pecuniary benefit of any member of the Regional or to any organization that does not qualify for tax exemption within the meaning of

Section 501(c)(3) of the Internal Revenue Code or any successor provision thereto. The Society's Board of Directors shall have authority to appoint temporary officers, to call for an audit of the books of account and to supervise the reorganization of a defunct Regional.

**Section 3. Location and Name.** The Regional shall be composed of two or more Branches in the same geographical region. The Regional shall be known as the \_\_\_\_\_ Regional of the American Electroplaters and Surface Finishers Society, the blank in this name being a name chosen by the Regional and approved by the Society's Board of Directors.

**Section 4. Membership.** By mutual consent of a Regional and a Branch, a Branch may join a Regional. At its option, a Branch may disassociate from the Regional.

**Section 5. Government.** Regionals shall elect their own officers and operate under bylaws of their own choosing, provided such bylaws are not in conflict with the Bylaws of the Society and have been approved by the Society's Board. Regionals may levy assessments and otherwise raise and collect funds for their own purposes, provided that no stock shall be issued and no Regional income of any sort shall inure to the benefit of any individual or group of individuals other than its member Branches. Regionals shall be responsible for their financial affairs and reporting procedures.

## ARTICLE VI. OFFICERS

**Section 1. Elected Officers.** The elected officers of the Society shall be a President, First Vice President, Second Vice President, Treasurer and the Immediate Past President (by virtue of having completed the most recent term of office as President).

**Section 2. Qualifications.** To be eligible for the offices of President, First Vice President, Second Vice President or Treasurer, a person shall:

(a) have been a member of the Society for at least five years, and

(b) have served on the Society's Board of Directors, or

(c) have served as a chair of a national board or a national committee for three years, or

(d) have served as president of a branch and have also served on a national committee for at least three years.

**Section 3. Appointed Officer.** The Secretary shall be an appointed officer of the Society.

**Section 4. Term of Office.** Except for the Treasurer, whose term shall be for three years, the term of office shall be one year or until a successor shall have been elected and installed. No elected officer shall hold the same office for more than two terms in succession. The Secretary shall be appointed by the Board of Directors each year and may serve an indefinite number of consecutive terms. The term of office shall commence upon installation or appointment.

**Section 5. Vacancies.** If the office of the President should become vacant between meetings of the Council of Delegates, the Board of Directors shall so declare, and the First Vice President shall succeed to that office, and shall assume the duties. Any such vacancy in the office of the Vice Presidents and Treasurer may be filled by the Board of Directors.

## ARTICLE VII.

### DUTIES OF OFFICERS AND THE EXECUTIVE DIRECTOR

**Section 1. President.** The President shall be the Executive Officer for the Society; shall preside over all meetings of the Council of Delegates, Board of Directors and Executive Committee; shall arrange the preparation of all agenda for these meetings; shall see to the execution of the enactments



of the Council of Delegates and of the Board of Directors; shall arrange for meetings of the Board at least three times a year; with the approval of the Board of Directors shall appoint all committees not elsewhere provided for; shall make a report on the state of the Society to the Council of Delegates at the Annual Meeting; shall be an ex-officio member of all committees, except the Nominating Committee, and of all sections and appointive boards.

**Section 2. First Vice President.** The First Vice President shall perform the duties customary to this office and shall perform such other duties as the President shall assign, with the approval of the Board of Directors. Should the President be unable to carry out the duties of office, the First Vice President shall assume them.

**Section 3. Second Vice President.** The Second Vice President shall perform such duties as the President shall assign, with the approval of the Board of Directors. Should the First Vice President be unable to carry out the duties of office, the Second Vice President shall assume them.

**Section 4. Secretary.** The Secretary shall be appointed by the Board of Directors and shall be custodian of all documents, records and correspondence of the Society; shall sign all Society papers authorized by the Board of Directors to be executed in behalf of the Society; shall attend all meetings of the Board of Directors, the Executive Committee and the Council of Delegates in a nonvoting, advisory capacity; shall have custody of the Corporate Seal of the Society and shall affix such seal; and shall perform such other duties as may be assigned by the Board of Directors.

**Section 5. Treasurer.** The Treasurer should be familiar with the operation and handling of the finances of a company similar to the monetary size of the Society; shall have served on the Finance Committee prior to being nominated; shall be expected to serve the maximum terms of office; shall advise the Board of Directors on matters of financial policy; shall be Chairman of the Finance Committee and see to the prompt and diligent execution of its duties; shall be responsible to the Board of Directors on matters affecting the finances of the Society; shall make a financial report to the Council of Delegates at the Annual Meeting.

**Section 6. Immediate Past President.** The Immediate Past President shall perform such duties as the President shall assign, with the approval of the Board of Directors.

**Section 7. Executive Director.** The Executive Director shall be appointed by the Board of Directors and shall serve at the discretion of the Board of Directors, and receive compensation as fixed by the Board; shall be the administrative officer of the Society; shall be responsible for, and be in charge of, the Society's Headquarters and its staff and for the publication of the Society's official journal, and possible special publications; shall be authorized to make expenditures and disbursements of the funds of the Society as authorized by the Board of Directors within the approved annual operating budget; shall keep accounts of the financial affairs of the Society, and render statements of the financial affairs of the Society at each regular meeting of the Board of Directors; shall attend all meetings of the Board of Directors, the Executive Committee and the Council of Delegates in a nonvoting, advisory capacity; the Executive Director may also be appointed Secretary and, as such, shall also perform the duties of that office. The Executive Director shall perform other duties as provided for in these Bylaws and as may be assigned by the Board of Directors.

## ARTICLE VIII.

### NOMINATIONS AND ELECTIONS

#### Section 1. Establishment of Nominating Committee.

The Society's Nominating Committee shall be constituted for the ensuing year at the Annual Meeting of the Council of Delegates. The Committee shall consist of eleven (11) members of the Society, including the outgoing President, if able to serve, or the most recent Past President, as Chairman, and ten (10) members elected by the Council of Delegates.

**Section 2. Eligibility to Serve on Committee.** Nominations for the elected members of the Nominating Committee may be made in writing by any Branch or from the floor of the Annual Meeting. Nominations, with the written consent of the nominee, submitted to the President on or before April 1, shall be published in the official journal before the Annual Meeting. No two members from the same Branch or company shall be nominated for, nor shall serve on, the Nominating Committee. No member with less than five years' membership in the Society shall serve on the Nominating Committee. No member may serve more than two consecutive terms on the Nominating Committee. Members of the Nominating Committee shall not be eligible for nomination for national office or directorship.

**Section 3. Election of Nominating Committee.** Candidates for the Nominating Committee shall be elected by secret ballot at the Annual meeting. The ten candidates receiving the greatest number of votes shall be declared elected for a one-year term. In the event of a tie, there shall be another ballot involving only the candidates in the tie. If a tie vote still exists, the issue shall be decided by the President. In the event of an uncontested election, the Secretary shall cast one ballot for the nominees. In the event that there are less than ten nominees for the open positions, the Board of Directors shall fill the remaining openings by appointment. In the event of death, incapacitation or resignation of a member or members of the Nominating Committee, the Committee shall meet without the missing members and submit its recommendations.

**Section 4. Responsibilities and Procedures of the Nominating Committee.** The Nominating Committee shall meet in time to permit publication of its report in the official journal no later than the March issue. It shall prepare a slate of candidates for the offices of President, First Vice President, Second Vice President and Treasurer, and for each Director opening. It shall consider the qualifications of all candidates proposed by the Branch or by the members of the Nominating Committee and shall submit at least one name for each position to be filled. Only members of the Nominating Committee may participate in its deliberations, except as it may decide to utilize the service of a parliamentarian or other consultant. A candidate will be considered only if the Nominating Committee has the employer's written agreement to support the candidate and the written consent of the candidate. The Nominating Committee shall present its slate to the Council of Delegates at the Annual Meeting, along with such further nominations as may have been made.

In the event of death or unavailability of a nominee, the Nominating Committee may amend its original report at any time prior to presentation of its slate to the Council of Delegates. Such amendment shall be limited to deletion of the name of the affected party and replacement on a one-for-one basis, if a replacement is desired.

**Section 5. Further Nomination for National Officers or Directorship.** Additional individual nominations may be made in writing by any Branch or may be made on the floor at the Annual Meeting. A nomination made in writing to the



President on or before April 1, with the employer's written agreement to support the nominee, and the written consent of the nominee to serve if elected, shall be published in the official journal before the Annual Meeting. A nomination from the floor shall be supported with the written statement required of other nominees.

**Section 6. Election of Officers and Directors.** Officers and Directors shall be elected by a secret ballot at the Annual Meeting. When there is more than one candidate for President, First Vice President, Second Vice President or Treasurer, the candidate receiving a majority of the votes cast for that office shall be declared elected. If no candidate receives a majority for an office, the one receiving the fewest votes shall be dropped from consideration and the secret balloting shall be continued until one candidate receives a majority of the votes cast. If, after a total of three ballots, no candidate has been elected, the issue shall be decided by the President. When there are more candidates than openings for Director positions, the candidates receiving the greatest number of votes shall be declared elected for three-year terms. The candidates receiving the next-highest number shall be declared elected to complete the unexpired term of a vacant office of Director, should that be necessary. In the event of an uncontested election, the Secretary shall cast one ballot for the nominee(s).

#### **ARTICLE IX. COUNCIL OF DELEGATES**

**Section 1. Composition.** The Council of Delegates shall consist of the duly designated and accredited Delegates of those Branches having Temporary or Permanent Charters. The President of the Society shall be the presiding officer.

**Section 2. Duties.** It shall be the duty of the Council of Delegates to hear reports, to elect Society Officers, to elect Directors, to elect the members of the Nominating Committee, to act upon proposed amendments to the Bylaws and to fill any offices it has declared vacant. In addition, it shall counsel the Board of Directors as it sees fit. It shall hear any member or group of members of the Society who shall make a timely, written request to the President to be so heard. The Council of Delegates shall serve as the body of members eligible to vote on amendments to the Articles of Incorporation. It shall also select the sites of the SUR/FIN® Annual Technical Conference.

**Section 3. Authority to Declare Office Vacant.** The Council of Delegates, by a two-thirds vote of those Delegates present in person, or by proxy at a regular or special meeting of the Council, may for substantial cause declare any elective office vacant, provided that the holder of the elective office declared vacant has first been given the opportunity to present a defense. The Council of Delegates shall be empowered to fill the office which has then become vacant.

**Section 4. Annual Meeting.** The Council of Delegates shall meet annually during the SUR/FIN® Technical Conference of the Society.

**Section 5. Special Meetings.** A Special Meeting of the Council of Delegates shall be called by the President upon the written application of a majority of the Branches, or upon direction by the Board of Directors. The Executive Director shall send each Delegate a copy of the Special Meeting notice at least thirty days prior to the meeting. The business of the Special Meeting shall be restricted to that contained in the meeting notice.

**Section 6. Quorum at Council Meetings.** The quorum at annual and special meetings of the Council shall be representation by one-third (1/3) of the Branches in person, or by proxy.

**Section 7. Proxy Regulations.** An individual Branch may exercise the voting privileges of only one other Branch at annual and special meetings of the Council. Other regulations governing the use of proxies shall be made by the Board of Directors within the constraints of the applicable statutory law.

**Section 8. Postponement or Cancellation of Council Meetings.** In national emergencies, the essential business of the Council of Delegates may be conducted by mail referendum on the initiative of the Board of Directors.

#### **ARTICLE X. ANNUAL SUR/FIN® TECHNICAL CONFERENCE**

**Section 1. Place.** The Annual Meetings shall coincide with the Annual SUR/FIN® Technical Conferences. An Annual SUR/FIN® Technical Conference site shall be recommended by the Technical Conference Board to the Board of Directors for its approval.

**Section 2. Time.** The dates of the Annual SUR/FIN® Technical Conferences shall be recommended by the Technical Conference Board to the Board of Directors for its approval.

**Section 3. Exhibition.** An industrial exhibition shall be held concurrently with the Annual SUR/FIN® Technical Conference, unless the Board of Directors votes not to do so.

**Section 4. Responsibility.** The Technical Conference Board shall be responsible to the Board of Directors for the operation and budget of the Annual SUR/FIN® Technical Conferences. An Annual SUR/FIN® Technical Conference's operation committees, except those for the educational sessions, may include a combination of the Technical Conference Board's sections and committees and other Society members, with assistance provided by the Executive Director of the Society.

The Society shall become financially responsible when the Board of Directors approves the Technical Conference Board's plans and budgets for that Annual SUR/FIN® Technical Conference. Then the Executive Director of the Society shall sign the necessary documents fixing this responsibility for that Annual SUR/FIN® Technical Conference and concurrent Exhibition, if an Exhibition is scheduled. The Executive Director may delegate part of this authority within the limits imposed by the Technical Conference Board's approved plans.

#### **ARTICLE XI. BOARD OF DIRECTORS**

**Section 1. Composition.** The Board of Directors shall consist of the elected officers of the Society, including the Immediate Past President, and twelve Directors elected by the Council of Delegates. No two Directors shall be from the same Branch. The Secretary and the Executive Director shall attend Board Meetings, unless excused, in a nonvoting, advisory capacity.

**Section 2. Qualifications.** To be eligible for a director position on the Board, a person shall:

- (a) have been a member of the Society for at least five years, and
- (b) have served as a branch officer for at least three years, or
- (c) have served on a national committee for three years, or
- (d) have served on a regional committee for three years.

**Section 3. Authority of the Board.** The Board shall have full power and authority over the affairs of the Society, except as limited by provisions of these Bylaws. It shall conduct promptly and diligently business necessary to the government of the Society, adopt the annual budgets, establish the



membership fees, and perform such other duties as required by these Bylaws. It may initiate proposals to amend the Bylaws of the Society and shall transmit all properly initiated Bylaw proposals to the Law Committee for review. It shall be responsible for conferring Honorary Membership upon a qualified Society member through a secret ballot, provided that there is at least a seventy-five percent affirmative vote, and that the Society member is not then a member of the Board of Directors nor an employee of the Society. The Board shall promptly report its policy enactments to the members of the Society.

**Section 4. Director's Term of Office.** The term of office shall be three years and shall commence upon installation or appointment. One-third of the Directors shall be elected each year. A Director shall serve no more than two successive terms. In the event that a Director is elected to fill a partial term, the Director shall serve no more than seven successive years.

**Section 5. Vacancies.** A Director vacancy on the Board of Directors may be filled by the Board of Directors, the appointee to serve until the next Annual Meeting, at which the Council of Delegates shall elect a Director to serve the unexpired portion, if any, of the term.

**Section 6. Resignations.** A member of the Board may resign at any time by sending written notice to the Board or the President. The resignation shall be effective when approved by the Board. A member who fails to attend two consecutive regular meetings of the Board without reasonable explanation, as determined by the Board, shall be deemed to have resigned and shall be so advised in writing by the President.

**Section 7. Regular Meetings.** The Board shall meet regularly at least three times each year at such times and places as may be fixed by the Board, or by the President at the request of the Board.

**Section 8. Special Meetings.** Special meetings of the Board may be called at the discretion of the President, and shall be called by the President when nine Board members have made a written request to do so. The special meeting shall be held on the date specified in the request, or in the call by the President. The business of the special meeting shall be limited to that contained in the request, or in the call.

**Section 9. Meetings by Telephone Conference Calls.** The Board may meet by conference telephone or similar communications equipment, whereby all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The quorum requirement and the vote necessary to approve an action shall be the same as at regular meetings. At least twenty-four hours' notice shall be given for a telephone conference call meeting.

**Section 10. Waiver of Notice.** In the event of error in the required notice of a meeting, or failure to send said notice to all members of the Board, if every member is present at the meeting and no one protests the lack of proper notice, members shall be deemed to have waived notice by the fact of their attendance and participation. Members of the Board may also waive notice by signing a written waiver of notice before, during or after the meeting. When used, the fact of such waiver(s), and the form thereof, shall be made part of the minutes of the meeting.

**Section 11. Conducting Business by Mail.** In emergencies, the Board may conduct business by mail. Action so taken shall be ratified and made part of the minutes of the next meeting.

**Section 12. Proxy Voting.** Proxy voting is not permitted in meetings of the Board of Directors.

**Section 13. Quorum.** The quorum shall consist of nine members of the Board.

**Section 14. Open Meetings.** Regular and special meetings of the Board shall be open to all members of the Society provided, however, that non-Board members may not participate in any deliberations or discussion unless expressly authorized to do so by the President or majority vote of the Board.

**Section 15. The Open Door.** Any member or group of members may express views or make recommendations to the Board of Directors either in writing or in person at a meeting of the Board, provided that the President shall have received prior notice.

**Section 16. Conflict of Interest.** No member of the Board shall vote on a question in which the Board member has a direct personal or pecuniary interest not common to other members of the Board.

**Section 17. Compensation.** Members of the Board shall not receive compensation for services rendered to the Society, except that they may be reimbursed for out-of-pocket expenses incurred in the performance of their duties, and for teaching courses, the amounts approved by the Board.

## **ARTICLE XII. EXECUTIVE COMMITTEE**

**Section 1. Composition.** The Executive Committee shall consist of the elected officers of the Society: The President, First Vice President, Second Vice President, Treasurer and the Immediate Past President. The Executive Director and the Secretary, unless excused, shall attend all meetings of the Executive Committee in a nonvoting, advisory capacity.

**Section 2. Duties.** The Executive Committee shall have control, in consultation with the Executive Director, of the normal business operations of the Society. It shall make recommendations to the Board of Directors on matters of policy. It shall recommend the employment and compensation of the Executive Director to the Board of Directors. Annually, it shall review the performance of the Executive Director and report this, along with its compensation recommendations, to the Board of Directors for their approval. It shall conduct business that may be referred to it by the Board and shall periodically report on its actions to the Board.

**Section 3. Meetings.** The Executive Committee shall meet at least three times per year at the call of the President. At least five days' prior notice shall be given each member, except for a meeting the President may call during a session of the Board of Directors. Meetings may also be conducted by telephone conference call. Business may be conducted by facsimile, telecopier or similar communications device when necessary. Participation by such means shall constitute presence in person at a meeting. Action taken by telephone, FAX or mail shall be verified and made part of the minutes of the next meeting of the Executive Committee.

**Section 4. Quorum.** The quorum shall consist of a majority (3) of the elected officers, regardless of the type of meeting conducted.

## **ARTICLE XIII. COMMITTEES, SECTIONS AND BOARDS**

**Section 1. Composition.** All committees, unless otherwise stated, shall consist of a chairman and such members that their number is a multiple of three. In no case shall this number be less than three nor greater than fifteen. The quorum for a committee shall be a Chairman and one-third of



the committee members, but in no case shall this be less than three members. All sections and boards shall consist of a chairman and an uneven number of members not less than three nor more than fifteen. A quorum shall be a majority of the section or board.

**Section 2. Appointment.** The President, with the approval of the Board of Directors, shall make all appointments, unless otherwise provided herein, of the Chairmen and of the necessary members to the boards, sections and committees.

**Section 3. Term of Appointment.** All chairmen and members of the boards, sections and committees shall take office upon appointment at the Annual Meeting. The term of chairmen of the boards, sections and committees listed in this article shall be one year. The chairman shall serve no more than three successive terms and no more than a total of seven consecutive years as chairman and member. The term of the members of the boards, sections and committees listed in this article shall be three years. One-third of the committee shall be appointed each year. One-third of the members of the boards and the sections who are not section or committee chairmen shall be appointed each year. The members shall serve no more than two successive terms. Chairmen and members may, in addition to the regular term(s), be appointed by the President then in office to fill partial terms caused by vacancies occurring before the Annual Meeting. In such cases members shall serve no more than seven consecutive years except that when necessary to serve the best interests of the Society, the President may, with the approval of the Board of Directors, temporarily extend the term of a board, section or committee member beyond the seven year maximum.

**Section 4. Discharge.** In the event that a member of a committee, section or board is unable to serve or does not serve for cause, the chairman of that committee, section or board may request that the President discharge the member. The request shall be channeled through the section and board chairmen responsible for that committee or section. Missing two consecutive meetings of the committee, section or board without an absence approved by the Chairman shall constitute a cause for discharging a member. Upon discharging the member, the President may appoint a new member to fill the unexpired term.

**Section 5. Credentials Committee.** The Credentials Committee shall accept or reject the credentials of Delegates, subject to review by the Council of Delegates, in an Annual or Special Meeting. In preparation for each Annual or Special Meeting of the Council of Delegates, it shall consider all credentials and proxies and present its findings for action at the meeting.

**Section 6. Law Committee.** The Law Committee shall receive all proposed amendments to the Bylaws and shall see to it that these proposals are prepared for due consideration. The Law Committee may, at its discretion, consult with proponents of these proposals for clarification of language and meaning, but in no case shall it modify a proposal so as to alter intent. It shall examine any Branch bylaws and amendments referred to it for inconsistencies with the Bylaws of the Society, and shall certify those found to be free of inconsistencies. It shall examine any Regional bylaws and amendments referred to it for inconsistencies with the Bylaws of the Society, and shall certify those found to be free of inconsistencies. It shall examine the bylaws, rules and regulations affecting the boards, sections and committees of the Society for inconsistencies with the Bylaws of the Society and the bylaws of the board, section or committee, and shall certify those found to be free of inconsistencies. It shall review the Bylaws of the Society at least once every five

years. At that time it shall incorporate all approved amendments, recommend corrections for inconsistencies within other sections of the Bylaws caused by these amendments, and have the correct version published in the official journal for the proper approval of the necessary corrections by the Council of Delegates.

**Section 7. Finance Committee.** The Chairman of the Finance Committee shall be the Treasurer. The Executive Director shall be a nonvoting member. The Finance Committee shall submit to the Board of Directors a Budget of estimated receipts and expenditures for the coming fiscal year. If this or an amended Budget has been approved by the Board of Directors, the expenditures shall not be increased by more than ten percent in any category, beyond the amounts previously approved by the Board, except by majority vote of the Board of Directors. The Finance Committee shall recommend action on dues to the Board of Directors.

**Section 8. Advance Planning Committee.** The Advance Planning Committee shall consider the various activities that should involve the Society, the growth of the Society, the structure of the Society, and how these can be implemented. Each year the committee shall prepare three- and five-year plans incorporating these findings and submit these plans to the Board of Directors before their winter meeting.

**Section 9. Other Free-Standing Committees.** The President may create ad hoc committees for specific tasks that shall exist for specific time periods not to exceed the term of that President. The Board of Directors may create other committees that shall report directly to it.

**Section 10. Research Board.** The Research Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any) and such other Society members as may be necessary. The secretary and treasurer functions and other assistance for the Research Board shall be provided by the Executive Director of the Society. The Research Board shall arrange for and encourage the development of information in harmony with the object of the Society and to disseminate this knowledge. The Research Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Research Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 11. Member Services Board.** The Member Services Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any) and such other Society members as may be necessary. The secretary function and other assistance for the Member Services Board shall be provided by the Executive Director of the Society. The Member Services Board shall report to the Board of Directors and shall be responsible for taking appropriate measures to retain and to increase the number of members in the Society, to organize new Branches, to assist public relations activities of the Branches and Regionals, to assist and guide Branches and Regionals in other ways available to the Board in improving their performance and stature, to devise ways to increase the number in each category of those supporting research, and to maintain necessary liaison with other boards. The Member Services Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Member Services Board shall operate under its own bylaws as approved by the Board of Directors.



**Section 12. Government Issues Board.** The Government Issues Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), and such other Society members as may be necessary. The secretary function and other assistance for the Government Issues Board shall be provided by the Executive Director of the Society. The Board shall provide directions, technical assistance and responses to government related issues. The Board shall develop technical programs for branches and regionals to educate government regulatory agencies, representatives and the general public. The Board shall provide opportunities for the membership and industry to enhance their skills and knowledge on a variety of government issues and agencies. The Government Issues Board also has the responsibility to communicate with the Technical Conference Board to review papers for SUR/FIN®, AESF Week, and other technical meetings. Annually, it shall prepare a plan of action and an estimate of cost and submit them to the Board of Directors for approval. The Government Issues Board shall operate under its own bylaws, as approved by the Board of Directors.

**Section 13. Technical Activities Board.** The Technical Activities Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), and such other Society members as may be necessary. The secretary function and other assistance for the Technical Activities Board shall be provided by the Executive Director of the Society. The Technical Activities Board shall foster, promote and otherwise assist in activities related to the needs of specialized disciplines within the surface finishing industry. It shall develop programs of interest to the persons in these disciplines. It shall maintain liaison with the Technical Education Board to assist in technical programs at the Annual SUR/FIN® Technical Conferences, symposia, and other educational programs. The Technical Activities Board shall meet at least semiannually. Annually, it shall prepare a plan of action and an estimate of the cost and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Technical Activities Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 14. Publications Board.** The Publications Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), and such other Society members as may be necessary. In addition, the Executive Director shall be a permanent, nonvoting member of the Publications Board. The Editor and Technical Editor of the official journal shall be ex-officio, nonvoting members of the Publications Board. The secretary function and other assistance for the Publications Board shall be provided by the Executive Director of the Society. The Publications Board shall be responsible for setting policy for the entire content of the official journal. It shall oversee the procurement and processing of technical papers and other articles of interest in furthering the aims of the Society. The Publications Board shall maintain liaison with the other boards of the Society to anticipate the various materials which are to be published in the official journal of the Society. It shall maintain liaison with the Finance Committee for communication of matters pertaining to the financial aspects of publishing the official journal. The Publications Board shall meet at least semi-annually. Annually, in concert with the Finance Committee, it shall prepare a plan of action and a budget for its operation and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Publications Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 15. Technical Conference Board.** The Technical Conference Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), and such other Society members as may be necessary. In addition, the Executive Director shall be a permanent, nonvoting member of the Technical Conference Board. The secretary and treasurer functions, and other assistance for the Technical Conference Board shall be provided by the Executive Director of the Society. The Technical Conference Board shall report to the Board of Directors and shall be responsible to the Board of Directors for the overall operation of the Annual SUR/FIN® Technical Conferences and Exhibitions. It shall maintain a SUR/FIN® Technical Conference and Exhibit Manual. It shall recommend future Annual SUR/FIN® Technical Conference sites, ten years in advance, to the Board of Directors. The Technical Conference Board shall meet at least three times annually. Annually, it shall prepare a plan of action for the Technical Conference Board and an estimate of the plan's cost and submit them to the Board of Directors for approval. Upon such approval, it shall be empowered to carry the plan to its fulfillment. The Technical Conference Board shall operate under its own bylaws, as approved by the Board of Directors.

**Section 16. Awards Board.** The Awards Board shall consist of a Chairman, the Chairman of each of the Board's Committees (if any), the Chairman of the Publications Board and such other Society members as may be necessary. The secretary function, and other assistance for the Awards Board, shall be provided by the Executive Director of the Society. The Awards Board shall formulate rules and procedures for the selection of the Society's awards, excepting the presentation awards, and such other awards that are specific to an entity. It shall be responsible for selecting the recipients for the awards assigned to it, and for monitoring the award recipients given by other appointed boards, excepting the paper and presentation awards, and such other awards that are specific to an entity. The Awards Board shall meet at least semiannually. Annually, it shall prepare a plan of action, and an estimate of the cost, and submit them to the Board of Directors for approval. Upon receiving such approval, it shall be empowered to carry the plan to its fulfillment. The Awards Board shall operate under its own bylaws as approved by the Board of Directors.

**Section 17. Other Boards.** The Board of Directors may create such other Boards as it may deem necessary to carry on the work of the Society.

## **ARTICLE XIV. FUNDS**

**Section 1. General Fund.** All income of the Society, unless otherwise designated in this article, shall be held in the General Fund.

**Section 2. Research Fund.** Monies contributed to the Society specifically for research shall be placed in the Research Fund.

**Section 3. Special Funds.** Monies collected for special purposes other than research may, at the discretion of the Board of Directors, be held in separate accounts. Such monies shall be disbursed only by authority of the Board of Directors.

## **ARTICLE XV. FINANCES**

**Section 1. Supporters of Research.** Any person or organization interested in the object of the Society and making a contribution to the Research Fund shall, upon acceptance by the Executive Director, be known as a Supporter of Research.



The Member Services Board shall recommend and forward to the Board of Directors for approval the various classifications of Supporters of Research and the appropriate allocation of the contributions. The Executive Director shall execute the policy as approved by the Board of Directors.

The contributions to the Research Fund shall be payable to Headquarters on the anniversary date of the contribution.

**Section 2. Fiscal Year.** The fiscal year of the Society shall commence on the first day of April. All financial reports shall be made from, and all transactions closed to conform with, the end of the fiscal year on the thirty-first day of March. The fiscal year of the Branches and Regionals shall be that of the Society.

**Section 3. Auditing and Bonding.** The financial record of the Society shall be audited annually and such other times as the Board of Directors may determine. The audit shall be conducted by a certified public accountant approved by the Board of Directors. Copies of the audit report shall be sent to the Board of Directors members and be made available for inspection by any member of the Society.

Officers and agents of the Board of Directors who are responsible for the receipt, custody, disbursement, investment or safekeeping of funds and securities shall be required to give bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The cost of such bonding shall be paid by the Society.

#### **ARTICLE XVI. INDEMNIFICATION**

Members of the Society serving in an elective or appointed capacity shall be deemed corporate agents and shall be indemnified against their expenses and liabilities actually and necessarily incurred in connection with their defense in any action, suit or proceeding in which they are involved because of their status as an elected or appointed official of the Society, other than a proceeding by or in the right of the Society, if:

1. The member acted in good faith and in a manner which the member reasonably believed to be in or not opposed to the best interest of the Society, and

2. With respect to any criminal proceeding, the member had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment or settlement conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the member did not meet the applicable standards of conduct set forth herein.

"Corporate agent" means any person who is or was a trustee, officer, employee or agent of the Society or of any constituent corporation absorbed by the Society in a consolidation or merger, and any person who is or was a trustee, officer, employee or agent of any other enterprise, serving as such at the request of the Society, or of the constituent corporation, or the legal representative of the trustee, officer, employee or agent.

The Society is authorized and empowered to ratify the actions of any member acting on behalf of the Society as the actions of a corporate agent if the member acted in good faith and in a manner which the member reasonably believed to be in, or not opposed to, the best interests of the Society.

#### **ARTICLE XVII. PUBLICATIONS**

**Official Journal.** The official journal of the Society shall be published monthly. It shall contain technical papers pertaining to the objectives of the Society and news of the Society, its members, and the industry in general. Each

member of the Society in good standing shall receive a copy. The yearly subscription rate for Society members shall be allocated from their membership fees.

Monies from the General Fund shall be used to pay the subscription to the official journal for each National Honorary Member.

#### **ARTICLE XVIII. DISSOLUTION**

**Section 1. Disbandment.** If the Society is no longer able to fulfill the objectives as outlined in Article II of these Bylaws, the Council of Delegates, by a vote of three-fourths of the authorized Delegates, may disband the Society and, if made necessary by governing statutes, a subsequent ratification by the membership.

**Section 2. Trustee.** Upon disbandment, the Board of Directors shall select a trustee who shall serve until all Society business is concluded, according to the statutes of the state in which the Society is incorporated.

**Section 3. Remaining Funds.** Any funds remaining after all debts and obligations have been satisfied shall be disbursed within one year by the trustee to organizations classified under Section 501(c)(3) of the Internal Revenue Code of 1986, and with the stated object similar to that of the Society.

#### **ARTICLE XIX. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the proceedings of the Society in all cases to which they are applicable and in which they are not inconsistent with the Society's Bylaws and any special rules of order the Society may adopt.

#### **ARTICLE XX. AMENDMENT**

**Section 1. Authority.** The Bylaws of the Society may be amended at an Annual Meeting of the Council of Delegates by a two-thirds vote of the Delegates of those Branches that are present in person or by proxy, after the following procedure of initiative and notice.

**Section 2. Initiative.** The amendment must have been proposed either by five Branches, the Law Committee or the Board of Directors.

**Section 3. Notice.** The amendment must have been referred to the Law Committee, if it did not originate therein, no later than February 1 to be reviewed, properly worded and referenced in the Bylaws; and the amendment shall have been published by the Board of Directors, with a statement of its intended purpose and the Board's recommendation with respect thereto, at least once in the official journal of the Society.

**Section 4. Reporting Amendment Approval.** Whenever amendments are approved, they shall be so reported in the next issue of the Society's official journal.



**The American Electroplaters and Surface Finishers Society, Inc.**

12644 Research Parkway, Orlando, FL 32826-3298

Phone: 407/281-6441 FAX: 407/281-6446

Website: <http://www.aesf.org> E-Mail: [aesf@aesf.org](mailto:aesf@aesf.org)