



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

**BYLAW I
Name**

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

**BYLAW II
Vision, Mission, and Purposes**

Section 1. The Division Vision Statement: We are the premier resource that strengthens the bonds between science and industry for a thriving elastomer community.

Section 2. The Division Mission Statement: to educate, connect and grow the evolving elastomer industry.

Section 3. The Purposes of the Division

The Purposes of the Division shall be those of the SOCIETY as stated in the ACS Governing Documents, which consist of the Charter, Constitution, Bylaws, Standing Rules, Schedule of Membership, and Regulations , and shall also be the same as the purposes stated in the Articles of Incorporation of the Division. In particular, the Purposes shall be to:

- a. make available the maximum amount of scientific, technical, and market information about raw materials, processes, and products of interest to the members. This is done through the following activities:
 - (1) serve as a medium and forum for the communication of technical information that contributes to professional growth of members, affiliates and the disciplines in which they serve;

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- (2) provide technical training and education to members, affiliates and their supporting companies and institutions;
 - (3) serve as a leading resource for rubber technology;
 - (4) provide a venue for individuals, institutions, affiliated industries and organizations to network and act upon issues and opportunities of common interest;
 - (5) maintain globally recognized award, scholarship and internship programs for those in the rubber and affiliated industries;
 - (6) collaborate with other professional societies, groups and venues that enhance technology and knowledge; and
 - (7) provide opportunity for individual members to develop personally and professionally through participation in activities of the Division and Rubber Group Subdivisions.
- b. cooperate with the parent SOCIETY and its Divisions and with other scientific and professional organizations whose interests parallel or overlap those of the Division in scientific, technological, and professional matters.

Section 4. Nothing in these bylaws shall be inconsistent with the ACS Governing Documents.

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

BYLAW III Members and Affiliates

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

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

Section 3. A Society Affiliate may become a Society Affiliate of the Division provided that Division dues established for Society Affiliates are paid. Society Affiliates may not (1) hold an elective position, (2) vote on Articles of Incorporation and bylaws of the Division, (3) vote for the Councilor(s) or Alternate Councilor(s) of the Division, or (4) serve as a voting member of its Board of Directors or equivalent policy-making body. Society Affiliates may be appointed as committee chairs and may vote for an elective position of the Division other than Councilor(s) or Alternate Councilor(s).

Section 4. The Division may have Division Affiliates as authorized in the ACS Governing Documents. A Division Affiliate shall retain affiliate status only so long as payment is made of Division Affiliate dues of not less than two dollars (\$2.00) per annum. A Division Affiliate may not (1) hold an elective position, (2) vote on Articles of Incorporation and bylaws, (3) vote for Councilor(s) or Alternate Councilor(s), or (4) serve as voting member of the Board of Directors. Except as mentioned above, a Division Affiliate (1) may vote for an elective position of the Division and (2) may be appointed as a committee chair. An Online Only Division Customer shall not have any rights either as a member or as an affiliate of the Division but shall retain such status only so long as payment is made of Online Only Division Customer dues of not less than two dollars (\$2.00) per annum.

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

Section 6. For Division Affiliates, the Board of Directors may confer an honorary life affiliation for exceptional reasons. The Division's Honorary Life Affiliate, a special category of Division Affiliate, shall have the privileges of a Division Affiliate. Dues for Honorary Life Affiliates shall be set at \$2.00 per year, which the Executive Committee may provide for the Division to pay. At the spring meeting following completion of the term of office as Chair, that Immediate Past Chair shall receive, together with a plaque and pin, an honorary life affiliation with the Division.

Section 7. Members and affiliates shall have such rights and privileges as accorded to them by the ACS Governing Documents and these bylaws.

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

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

BYLAW IV

Officers, Board of Directors, Executive Committee, Trustees and Councilor(s)

Section 1. The officers of the Division shall be MEMBERS of the SOCIETY and the Division shall consist of the Chair, Chair-Elect, Secretary, Treasurer, Assistant Treasurer, and Executive Director (a full-time staff member and principal administrative officer of the Division). The Executive Director shall be appointed by the Division's Executive Committee and shall serve until such time as the Executive Committee deems replacement is necessary.

Section 2. The Board of Directors shall be the governing body of the Division and as such shall have full power to conduct, manage, and direct the business and affairs of the Division in accordance with the ACS Governing Documents and these bylaws. The Board of Directors shall consist of the officers

of the Division, the Subdivision Directors, the Affiliated Technical Organization Director(s), the Councilor(s) and Alternate Councilor(s) of the Division, the Director of Bylaws and Procedures, the Directors' Representative, the Directors' Representative-Elect, one Member-at-Large, and one Past Chair, all are voting members except the Executive Director who is a nonvoting member. All voting members of the Board of Directors must be MEMBERS of the Division and the SOCIETY. The Member-at-Large shall be appointed from among the MEMBERS of the Division by the Board of Directors. The Board of Directors may include designated chairs of any committee as non-voting members of the Board of Directors. No member of the Board of Directors shall have more than one vote.

- a. The Executive Committee shall operate under a charter approved by the Board of Directors and shall consist of the elected officers of the Division, the Councilor(s) and Alternate Councilor(s) of the Division, the Director of Bylaws and Procedures, the Directors' Representative, the Directors' Representative-Elect, the Member-at-Large, and one Past Chair, as voting members, and the Executive Director as a non-voting member. The Executive Committee shall be responsible to and report to the Board of Directors and shall have the authority to function for the Board of Directors between regular meetings of the Division in all matters that are not specifically designated in these bylaws as the responsibility of the Board of Directors. A majority of the Executive Committee shall constitute a quorum. No member of the committee shall have more than one vote.
- b. The Director of Bylaws and Procedures shall be appointed from among the MEMBERS of the Division for a three-year term by the Board of Directors and shall have those duties as specified by the Board of Directors.

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

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

Section 5. The duties of the members of the Board of Directors except not Councilor(s) and Alternate Councilor(s), shall be such as usually pertain to their offices, together with those required by these bylaws and by the ACS Governing Documents, and such other duties as may be assigned to them from time to time by the Board of Directors.

- a. The duties of the Chair shall be to preside at meetings of the Board of Directors, to carry into effect the decisions and recommendations of the Board of Directors, to preside at meetings of the Division to conduct governance business, to appoint, with the approval of the Board of Directors, all committee chairs and committee members except as stated elsewhere in these bylaws, and to carry out the duties required by the ACS Governing Documents.

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

Section 6. Vacancies

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

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

- a. The Division shall have Councilor(s) and Alternate Councilor(s) as provided in the ACS Governing Documents. The Division's Councilor(s) and Alternate Councilor(s) shall carry out those duties assigned to them by the ACS Governing Documents. The Councilor(s) (or Alternate Councilor(s) or Temporary Substitute Councilor if so designated to serve in place of

the Councilor for a particular meeting), shall attend meetings of the Council of the SOCIETY and represent the Division at such meetings.

- b. Councilor(s) and Alternate Councilor(s) shall be elected by ballot from among the MEMBERS for three-year terms beginning January 1. Reelection is permissible. Councilor(s) shall be elected in separate years, whenever possible, to provide for a rotation of terms in accordance with the ACS Governing Documents. A partial term of one or two years shall be used whenever necessary to establish or to restore rotation of three-year terms provided that the Councilor or Alternate Councilor agree to the partial term before the election.
- c. In the event that a Councilor is unable to attend a specified meeting of the Council of the SOCIETY, the Chair of the Division shall appoint one of the Alternate Councilor(s) to serve as Councilor at the specified meeting. Such appointment of an Alternate Councilor shall be for only one meeting.
- d. If every Councilor and Alternate Councilor of the Division will be absent from a Council meeting, thus leaving the Division without representation at such meeting, the Board of Directors may designate one MEMBER of the Division as a Temporary Substitute Councilor in accordance with the ACS Governing Documents.
- e. The Board of Directors shall designate one or more Councilor(s) to be disqualified under provisions of the ACS Governing Documents for reallocation of Councilor(s) among the Divisions.
- f. Any vacancy in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term at the time of the next annual election. The vacancy may be filled by a special election; by appointment by the Board of Directors until the next annual election; or as described elsewhere in the ACS Governing Documents and in these bylaws.

BYLAW V

Directors

Section 1. The Division shall have one Director from each of its Rubber Group Subdivisions and one Director from each of its Affiliated Technical Organizations. Each Director shall be a member of the governing body of the respective Subdivision or Affiliated Technical Organization and must be a member of the SOCIETY and the Division. Each Director shall be elected for a three-year term from among the eligible members of the respective Rubber Group Subdivision or Affiliated Technical Organization. To provide maximum continuity of experience on the Board of Directors, the Directors shall be elected each year from only one-third (1/3) of the Rubber Group Subdivisions.

Section 2. Each Director shall have an Alternate Director, also a member of the SOCIETY and the Division, to serve on the Board of Directors of the Division in that Director's absence. The Alternate Director will be proposed by the Subdivision or affiliated organization and approved by the Board of Directors. If the Director is unable to serve or if the positions are unfilled for any reason, then the Alternate Director assumes the position of Director. If the Alternate Director is unable to assume the position, then the Division Chair, on the recommendation of the respective Subdivision Chair, may appoint a Director who shall be a member of the SOCIETY and the Division to serve in this position until the next regular Division election.

Section 3. The Directors shall select one Director from among themselves who has served a minimum of two years as a Director, to serve as the Directors' Representative-Elect for a one-year term. The Directors' Representative-Elect shall be a voting member of the Executive Committee and Board of Directors for one year. The Directors' Representative-Elect shall then succeed to the office of Directors' Representative and shall serve a one-year term as a voting member of the Executive Committee and Board of Directors. This one-year term as Directors' Representative shall be the year immediately following the expiration of the three-year term as Director.

Section 4. In the event the Directors' Representative-Elect is unable to serve as Directors' Representative, the Directors shall select another Director from among themselves, who has served at minimum two years to serve as Directors' Representative for the following year. The duties of the Directors, Alternate Directors, Directors' Representative and Directors' Representative-Elect shall be those specified elsewhere in these bylaws and in a charter that is approved by the Board of Directors. As required elsewhere in these bylaws, the Directors' Representative and the Directors' Representative-Elect shall be members of the SOCIETY and the Division. If the Directors' Representative-Elect is unable to serve or if the position is unfilled for any reason, then the Division Chair, may appoint a Directors' Representative-Elect who shall be a member of the SOCIETY and the Division who has served as a Director for a minimum of two-years, to serve in this position until the next regular Division election.

Section 5. A Director may at the same time serve as Director from two or more Rubber Group Subdivisions, provided he/she is a member of the SOCIETY and the Division, and of the governing body of each Rubber Group Subdivision represented. The Director shall be entitled to only one vote.

BYLAW VI

Manner of Election

Section 1. The election of officers shall be conducted either by a ballot distributed to the members of the Division and to Division Affiliates and Society Affiliates of the Division in accordance with the ACS Governing Documents and elsewhere in these bylaws, or at a regular meeting of the Division provided there is a quorum present as described elsewhere in these bylaws. Councilor(s) and Alternate Councilor(s) shall be elected by a ballot distributed to all members of the Division; affiliates may not vote for Councilor(s) and Alternate Councilor(s).

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

- a. One or two eligible MEMBERS of the SOCIETY, who are members of the Division, for Secretary that have met the minimum criteria for nominations including the following:
 - (1) minimum two years as a Division member and;
 - (2) chaired at least one committee or;
 - (3) served as a Director or Alternate Director for a minimum of one term or;
 - (4) served as a Subdivision officer.

- b. From each Rubber Group Subdivision and Affiliated Technical Organization for which an election is due, one or two eligible MEMBERS of the SOCIETY and of the Division for Director and one or two eligible members of the SOCIETY and of the Division for Alternate Director.
- c. One or two MEMBERS of the SOCIETY who are MEMBERS of the Division as nominees for each Councilor position, and one or two MEMBERS of the SOCIETY who are MEMBERS of the Division as nominees for each Alternate Councilor position.

Section 3. Prior to June 30, any member or affiliate of the Division may, in writing or from the floor at a meeting to conduct governance business, nominate additional candidates for office, provided that the candidates are MEMBERS of the Division for officers and other elected positions and MEMBERS for Councilor(s) and Alternate Councilor(s), as required elsewhere in these bylaws, if the nomination is seconded by another member or affiliate. Nominations so made shall be equally valid as those from the Governance Committee. All candidates nominated shall have indicated willingness to serve if elected.

Section 4. When a ballot is used, the candidates for each office and for Councilor(s)/Alternate Councilor(s) shall be listed in an order to be selected by lot on a ballot to be distributed by July 1, only to eligible voters as noted above except that affiliates may not vote for Councilor(s)/Alternate Councilor(s). The ballot shall provide for a write-in candidate for each position to be filled. A paper ballot shall be provided to any eligible voter who requests it.

Section 5. The ballots shall be tabulated and validated not later than August 31. The candidate for each position receiving the largest number of votes shall be declared elected. In case of a tie vote for any position, the Board of Directors, by ballot, shall elect from among the candidates who share the tie vote; the candidate receiving the largest number of votes shall be declared elected.

Section 6. The results shall be announced by the Division Chair or a designee as soon as possible after the election and also published in the Division's newsletter or on the Division's website soon thereafter. The results shall be certified to the Chief Executive Officer of the SOCIETY not later than December 1.

Section 7. In accordance with the ACS Governing Documents, balloting procedures should ensure fair balloting that is open to all eligible members, protection against fraudulent balloting, and the timely reporting and archiving of balloting results.

BYLAW VII

Recall of Elected Officials

Section 1. The elected officials of the Division (officers and elected Board of Directors members except not Councilor(s) and Alternate Councilor(s)) are subject to recall for neglect of duties or conduct injurious to the SOCIETY or the Division. Recall procedures are not applicable to Councilor(s) and Alternate Councilor(s).

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

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

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

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

BYLAW VIII

Committees

Section 1. The Board of Directors shall establish committees as necessary for the proper operation of the Division. The Division may have both standing and ad hoc committees. Each committee shall keep

itself informed about matters within its field of assignment and, within its assigned area, shall recommend policies and methods for their implementation, and suggest appropriate action on such matters to the Executive Committee. All committee members shall be members or affiliates of the SOCIETY and the Division.

Section 2. The Division shall have the following standing committees: Executive, Governance, Science and Technology Awards, and Finance & Budget. The Division's standing committees shall be governed by and shall perform the duties as approved by the Board of Directors, except where specified elsewhere in these bylaws. They shall report their activities as directed by the Chair of the Division or the Board of Directors.

Section 3. Each standing committee shall operate under a charter developed and approved by the Board of Directors. Each charter shall contain the following as they pertain to the respective committee:

- a. Authorization
- b. Membership, including method of selection of all members and selection of Chair

Section 4. Purpose

- a. Functions and duties
- b. Frequency of meetings
- c. Reporting procedure

Section 5. Ad hoc committees shall be created and/or disbanded by the Chair of the Division as needed.

BYLAW IX

Meetings

Section 1. The Division shall hold at least one technical session annually; however, this requirement may be modified by the Board of Directors in accordance with the ACS Governing Documents.

Section 2. Regular semiannual meetings of the Division, including one annual meeting to conduct governance business, shall be held at the time and place selected by the Board of Directors. Such meetings shall be held at locations and times other than those of the SOCIETY meetings unless they are held in conjunction with the SOCIETY.

Section 3. The Division is responsible for financing each meeting of the Division. Money collected by the Division's committees to defray expenses of meetings of the Division shall be regarded as the property of the Division and shall be used to defray the expenses of the meeting for which the funds were obtained. Any funds remaining after the defrayment of expenses of the meeting shall be paid into the treasury of the Division.

Section 4. The Division may hold special meetings to conduct governance business upon the written request of a majority of the Board of Directors or upon the written request of 50 members of the Division. To be valid, such request shall be received by the Secretary at least ten days before the date requested for the meeting and shall state the exact nature of the business to be transacted. No other business shall transpire at such meetings.

Section 5. Meetings of the Board of Directors and meetings of the Division to conduct governance business, with the approval of the Board of Directors, may be held by means of electronic

communications technology that permits those in attendance to read or hear the proceedings substantially concurrently with their occurrence, to vote on matters submitted, to pose questions, and to make comments.

Section 6. Meetings of the Board of Directors shall be called at least twice a year, at the time and place of the semiannual meetings of the Division and at such other times and places upon due notice either at the call of the Chair or upon request of a majority of the members of the Board of Directors. A quorum for a Board of Directors meeting shall consist of a majority of the voting members of the Board of Directors. In the absence of a quorum, called meetings of the Board of Directors shall adjourn to a specific date.

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

Section 8. The fee for registration at any special meeting shall be decided by the Board of Directors.

Section 9. The most recent edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not covered in these bylaws or in the ACS Governing Documents.

BYLAW X Statutory Agent

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

BYLAW XI Responsibility

The Division shall not be held responsible for unauthorized statements by its members, affiliates, or Online Only Division Customers, no matter how or where expressed. The Division and its members, affiliates, and Online Only Division Customers shall strictly adhere to the principles of the Division Antitrust Statement as provided in a charter for the Board of Directors that is mentioned elsewhere in these bylaws.

BYLAW XII Indemnification

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

be in addition to any other right to which any person seeking indemnification may be or become entitled by law, vote of members or disinterested Trustees of the Division, or otherwise.

BYLAW XIII **Finances**

Section 1. The Finance & Budget Committee shall consist of the Treasurer as Chair, Assistant Treasurer as Secretary, and other qualified members as specified by this committee's charter, which is mentioned elsewhere in these bylaws. It shall be the duty of this committee to make recommendations to the Board of Directors regarding the acquisition, handling, budgeting of Division funds, and developing the Division's financial policies. It shall be a further responsibility of the Finance & Budget Committee to study those operations for which the Division is financially responsible and to ensure that each operation has an approved budget regarding income and expenditures. The committee shall have the following responsibilities:

- a. Monitor the financial aspects of all Division operations and report all findings to the Board of Directors with appropriate recommendations for action;
- b. Prepare the annual Division budget in conjunction with the Division's Executive Director for review by the Executive Committee and approval by the Board of Directors;
- c. Review annually all fees charged for the Division's services;
- d. Assist the Treasurer and Assistant Treasurer in the performance of their duties;
- e. Supervise the investment and management of all Division reserves, as approved by the Board of Directors;
- f. Develop procedures for control of Division assets, for approval by the Board of Directors; and
- g. Arrange for an annual external audit of the Division's previous year finances. The audit report shall be submitted to the Board of Directors prior to the fall meeting of the Division.

Section 2. The Treasurer, Assistant Treasurer, Executive Director and all others handling or disbursing Division funds, as approved by the Board of Directors, shall be bonded in amounts determined by the Board of Directors.

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

Section 4.

- a. Members of the Division shall pay annual dues in an amount set by the Board of Directors. The Board of Directors shall have the option to waive or discount dues for STUDENT MEMBERS and for others as provided in the ACS Governing Documents for waived or

discounted dues. A member of the Division who is in arrears in payment of dues for one year shall be removed from the rolls.

- b. Society Affiliates shall pay annual dues in an amount set by the Board of Directors.
- c. The annual dues of Division Affiliates shall be determined by the Board of Directors in accordance with the ACS Governing Documents, and as mentioned elsewhere in these bylaws.

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

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

BYLAW XIV Presentation of Papers

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

Section 2. The rules for papers presented before meetings of the SOCIETY as outlined in the ACS Governing Documents shall govern this Division.

BYLAW XV Rubber Group Subdivisions

Section 1. The Division may organize within itself one or more units, known as Subdivisions, which shall be established to cover a specified portion of the general field of the Division or for the purpose of holding technical meetings in specified geographical areas at which mutual technical problems are discussed. Each such Subdivision shall operate in conformity with the bylaws of and shall be responsible to the parent Division. These Subdivisions will be identified as Rubber Group Subdivisions and will be identified by the geographical area in which they are primarily located or by the specific technical subject matter that will be covered. While Student Chapters are not subject to the Division's bylaws, a Subdivision may be affiliated with one or more Student Chapters of the SOCIETY. The formation, dissolution, or merger of Subdivisions shall be at the discretion of the Board of Directors of the Division.

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

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

the Division. The Board of Directors of the Division shall then vote to rescind the Subdivision status of this group.

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

Section 4. Membership in a Rubber Group Subdivision of itself does not entitle a person to any more privileges in the SOCIETY or in the Division than the person would enjoy without such membership. Members and affiliates of the Division may join the Subdivision by request to the Secretary of the Subdivision.

Section 5. When a new Subdivision is officially established, the Board of Directors is empowered to appoint a Subdivision member, who is also a Division and SOCIETY member, to serve on the Board of Directors as Interim Director for that Subdivision until the next general elections.

BYLAW XVI

Affiliation with Other Technical Organizations

Section 1. The Division may affiliate with other technical organizations that cover a specified portion of the general field of the Division, both domestically and in countries outside of the United States, provided that such affiliation does not contravene the ACS Governing Documents. Such affiliation must be approved by the Board of Directors of the Division, by confirmation by the SOCIETY's Committee on Constitution and Bylaws, and in compliance with the specific requirements of the ACS Governing Documents.

Section 2. The affiliation with the technical organization shall become effective upon authorization by the Board of Directors of the Division, by the SOCIETY's Committee on Divisional Activities, and by confirmation by the SOCIETY's Committee on Constitution and Bylaws.

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

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

BYLAW XVII

Science and Technology Awards

Section 1. In furtherance of its Purposes, the Division may annually present a series of awards for exceptional technical contributions to the rubber and related disciplines. The recipients of these awards

will be nominated by the Science and Technology Awards Committee as specified in the committee's charter, which is mentioned elsewhere in these bylaws, with the final selection by the Board of Directors.

Section 2. The Charles Goodyear Medal

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

Section 3. Additional Science and Technology Awards

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

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

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

BYLAW XVIII **Amendments**

Section 1. Proposed amendments to the bylaws may be initiated by the Board of Directors or by a petition in writing signed by at least 25 Division members and submitted to the Division's Secretary, who shall refer such proposal to the Director of Bylaws and Procedures. The Board of Directors shall consider the recommendations of the Director of Bylaws and Procedures. If the proposed amendment is approved by the Board of Directors, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review.

Section 2. The Board of Directors will then incorporate all the required changes and either accept or reject any recommended changes that are suggested by the SOCIETY's Committee on Constitution and Bylaws.

Section 3. If a proposed amendment is not approved by the Board of Directors and if the petition is signed by at least 25 members of the Division, if practical, it shall be submitted to the SOCIETY's

Committee on Constitution and Bylaws for review before being distributed to the members of the Division.

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

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

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

BYLAW XIX **Dissolution of the Division**

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