

**Bylaws/Articles of  
The Twin Cities Rubber Group  
A Subdivision of the Rubber Division  
of the  
American Chemical Society**

Revised April 10th, 2024

**ARTICLE I**

**Name**

The name of this organization shall be the Twin Cities Rubber Group, Inc., hereinafter called the “Group”. The Group is a subdivision of the Rubber Division, Inc., hereinafter called the “Division”, of the American Chemical Society, (hereinafter called the “SOCIETY”), and shall operate in conformity with the by-laws of the Division and the SOCIETY. The Group is incorporated in the State of Minnesota.

**ARTICLE II**

**Vision and Mission**

**Section 1.**

**The Group Vision Statement:** The Twin Cities Rubber Group provides a forum for rubber industry professionals to gain understanding of the latest technology and material developments.

**Section 2.**

**The Group Mission is to:**

- a. provide an organization which will improve the exchange of information among chemists, engineers and other professionals interested in the areas of rubber, plastic and related chemistry and engineering.
- b. organize and conduct educational and technical symposia on special topics in the areas of rubber, plastic and related chemistry and engineering at times and places designated by the Board of Directors, hereinafter called the “Board”, of the Group.
- c. provide opportunity for individual members to develop professionally through participation in activities of the Group and the Division, in collaboration with other scientific and professional societies, groups and venues that enhance technology and knowledge.
- d. maintain award and scholarship recognition programs for those in the rubber and affiliated industries.

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

### **ARTICLE III.**

#### **Members and Affiliates**

##### **Section 1.**

The Group shall consist of members (who may also be MEMBERS or AFFILIATES of the Division). Any person engaged in, associated with, or interested in the rubber and affiliated industries is eligible.

##### **Section 2.**

Membership for a calendar year shall become effective upon application and payment to attend a technical meeting during said calendar year. Alternatively, membership may be had if an applicant pays a membership fee of \$10 to the Treasurer of the Group. Membership may be terminated if the current Member does not attend and pay for a technical meeting during the next calendar year or does not pay a membership fee during the next calendar year. Membership applications and/or renewals and payments may be made directly to the Group's Treasurer or through the Division's Rubber Group single application form and process.

##### **Section 3.**

At age 65 or greater, a Group member in good standing and who has retired from regular employment may, upon unanimous approval of the Board, be granted Emeritus membership. Said Emeritus member shall retain all privileges without liability for annual dues and be entitled to a reduced rate for technical meetings.

##### **Section 4.**

In recognition of outstanding services to the Group or rubber industry, the Board, by unanimous vote, may elect any active member to Life Membership. Such membership shall be exempt from all dues and assessments and shall be ineligible to hold the following offices: President, Vice-President, Treasurer or Secretary.

##### **Section 5.**

All members shall have the right to vote and to hold elective office in the Group. A member shall have the right to vote and to hold elective office in the Group. An affiliate shall enjoy all the privileges of a member except the right to hold elective office as the President, Area Director or Alternate Area Director for the Group

## **Section 6.**

Membership in the Group may be terminated either by formal resignation, expulsion or by delinquency of payment of dues.

## **ARTICLE IV**

### **Officers**

#### **Section 1.**

The Officers of the Group shall be the President (Chair), Vice-President (Vice-Chair), Treasurer and Secretary. Officers shall be elected by the members of the Group.

#### **Section 2.**

The Officers shall assume office at the beginning year and shall serve for the entire calendar year or until their duly elected successors are seated. The roles are progressive such that the Secretary will become the Treasurer, the Treasurer the Vice-President and the Vice-President the President upon completion of the calendar year. The President of the Group must be a Member or Affiliate of the Division. Other Officers are encouraged to become Members or Affiliates of the Division. It is the responsibility of the President to assure that the Group adheres to Division policies as stated in the Operational Manual for Subdivisions. Other duties of the President and other Officers shall be those specified elsewhere in these bylaws and/or in the Board Charter. Should a vacancy occur in any of these offices, it shall be filled as prescribed elsewhere in these bylaws.

#### **Section 3.**

The duties of the President shall be those usually performed by that officer. The President shall preside at meetings of the Group, and at the consent of the Board appoint at the first meeting of the year all committees except those specifically provided for otherwise. The President shall represent the Twin Cities Rubber Group at various professional and civic gatherings. The President shall be a member or affiliate member of the Rubber Division of the American Chemical Society.

#### **Section 4.**

The Vice-President shall assume full responsibility for the President in the President's absence.

#### **Section 5.**

The Treasurer shall be the custodian for all books, records, properties and funds of the Group and will also be responsible for the collection of dues and donations and for payment of all disbursements necessary of the Group.

**Section 6.**

The Secretary shall mail meeting notices to the membership no later than twenty days prior to any scheduled meeting. The Secretary shall also conduct all necessary correspondence for the Group and shall keep minutes of all regular meetings of the Group and all meetings of the Board.

**ARTICLE V**

**Directors**

**Section 1.**

The Group shall have an Area Director and has the option of having an Alternate Area Director who shall be members of the Board and of the Division Executive Committee and shall be elected for a period of three years. The Area Director and Alternate Area Director must be Members of the Rubber Division and Members or Associate Members of the SOCIETY. In the inability of the Area Director or Alternate Area Director to serve, the Group President may appoint a qualified interim person to serve and complete the original term. Final approval is subject to the bylaws and general elections of the Division. It is the responsibility of the President to advise the Division Executive Director when a new, or interim, Area Director or Alternate Area Director has been elected or appointed.

**Section 2:**

The Group Area Director or Alternate Area Director may at the same time serve as Area Director or Alternate Area Director of another Rubber Group, provided he or she is a member of the governing body of each Rubber Group represented and in accordance with Division bylaws.

**Section 3.**

The Group can nominate Directors to the Board in support of specific functions such as the Director of the charitable golf outing. The Directors shall be elected by members and affiliates of the Group.

**ARTICLE VI**

**Board of Directors**

**Section 1.**

The Board shall operate under a Charter and be comprised of the Officers, Directors, Area Director, Alternate Area Director, and Immediate Past President. The Board shall be responsible for determining the general policies of the Group, directing the management of the Group subject to all applicable bylaws, establishing rules and procedures by majority vote and for other duties specified elsewhere in these bylaws and/or in the Board Charter.

## **Section 2.**

The Board shall be empowered to fill by appointment any vacancy in the Board, including that of an Officer, and such appointment shall continue in effect until the next regular election. The President may be removed from office by a three-fourths majority vote of the entire Board. If for any reason the President is unable to serve, the Vice-President shall assume that position for the remainder of the respective term.

## **Section 3.**

The incumbent Board shall meet to determine the time of its regular meetings for the next calendar year. At a minimum, the Board will meet at least twice during the calendar year. The President may call special meetings of the Board by giving 30 days notice to members of the Board. A majority of members of the Board present shall constitute a quorum.

# **ARTICLE VII**

## **Elections**

### **Section 1.**

The Immediate Past President of the Group shall serve as Chair of the Nominating Committee, which shall consist of those members specified in the Committee Charter. Should the Immediate Past President be unable to serve, the next most recent Past President available shall chair this Committee.

### **Section 2.**

The Nominating Committee shall submit at one of the fall Board meetings the Group slate of nominees to the Board for approval. It shall be the duty of this committee to obtain the consent of a prospective candidate before placing his or her name on the ballot. Any member may make further nominations from the floor to the Board for all offices except that of the Chair; however only members in good standing shall be eligible for officer.

### **Section 3.**

No later than 60 days after Board approval of the slate, and in accordance with procedures stated in the Nominating Committee Charter, the Secretary shall distribute to all Group members and affiliates, via electronic or other means, a short biographical sketch of each candidate for whom they are eligible to vote and a ballot containing the names of the candidates for whom they are eligible to vote. Each voting member and affiliate shall indicate his or her selections by completing the electronic ballot, written or verbal ballot to the Secretary. To be valid, the completed ballots must be received by the Secretary prior to the deadline specified. The balloting process must be approved by the Board and must provide for fairness, anonymity of the voter, protection against fraud, and timely reporting and archiving of results.

#### **Section 4.**

The elected Officers, Directors, Area Director and Alternate Area Director shall take office at the start of the next calendar year of the Group and shall serve for the period of their elected terms or until their successors take office.

### **ARTICLE VIII**

#### **Affiliation with Other Technical Organizations**

The Group may also affiliate with other scientific and professional societies, groups and venues that enhance technology and knowledge, both domestically and in countries outside of the United States. Such affiliation must be approved by the Board and in compliance with the specific requirements of the bylaws of the Division and the SOCIETY.

### **ARTICLE IX**

#### **Meetings**

#### **Section 1.**

There shall be a minimum of two regular technical meetings of this group each calendar year, held at the time and place selected by the Board. Such meetings shall be held at locations and times other than those of the Division meetings, unless they are held in conjunction with the Division.

#### **Section 2.**

A majority of active members present shall constitute a quorum for any general business meeting of the Group, other than that of the Board and/or committees.

### **ARTICLE X**

#### **Finance**

#### **Section 1.**

The Finance Committee shall consist of the Treasurer as chair and other qualified members as appointed by the President of the Group. It shall be the duty of this Committee to make recommendations to the Board regarding the acquisition, handling, budgeting, and disposition of Group funds. The Committee shall:

- a. Monitor the financial aspects of all Group operations and report all findings to the Board with appropriate recommendations for action;
- b. Review annually all fees charged for Group services;
- c. Review and recommend annual dues for approval by the Board;
- d. Oversee the investment and management of all Group reserves;
- e. Develop practical procedures for control of Group assets.

## **Section 2.**

The Treasurer and all others handling or approving disbursement of Group funds shall be bonded in amounts determined by the Board.

## **Section 3.**

The Treasurer shall be responsible for the investments of the Group in accordance with policies set forth by the Board. Group assets shall be placed only in bank and investment accounts as approved by the Board and shall not be used in speculative activities. All checks issued by the Group may be signed by the Treasurer or other Officer of the Group who has a current and approved signature on file with the check-issuing bank. Contract approval authority for all operational contracts may be executed solely by the Treasurer, with a second officer signature required on contracts in accordance with policies set forth by the Board.

## **Section 4.**

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

# **ARTICLE XI**

## **Committees**

### **Section 1.**

In addition to the Nominating, Election, and Finance Committees, the Group may have both standing and ad hoc committees. Each such committee shall keep itself informed about matters within its field of assignment and, within its assigned area, shall recommend policies and methods for their implementation, and suggest appropriate action on such matters to the Board.

### **Section 2.**

Each standing committee shall operate under a Charter approved by the Board. Each Charter will contain the following as they pertain to the respective committee:

- a. Authorization;
- b. Membership;
- c. Purpose;
- d. Functions and duties;
- e. Frequency of meetings;
- f. Reporting procedure.

### **Section 3.**

The Group standing committees shall be governed by and shall perform the duties specified in their respective Charters, except where specified elsewhere in these bylaws. They shall report their activities as directed by the President of the Group and/or the Board.

### **Section 4.**

Ad hoc committees shall be appointed by the President of the Group as required to fulfill a specific purpose. Ad hoc committees shall serve until a Final Meeting Report has been submitted to the Board.

## **ARTICLE XII**

### **Awards and Scholarships**

#### **Section 1.**

In furtherance of its objectives, the Group 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 a member of the Board, with final approval by a majority vote of the Board.

#### **Section 2.**

In furtherance of its objectives, the Group may annually present one or more undergraduate and/or graduate scholarships to exceptional students interested in the areas of rubber, plastic and related chemistry and engineering disciplines. The potential recipients of these scholarships will be nominated by a member of the Board, with final approval by a majority vote of the Board. If the Group maintains a scholarship program, then they shall participate in the Division's online national scholarship listing.

## **ARTICLE XIII**

### **Student Chapters**

In furtherance of its objects, the Group may assist in forming and/or maintaining affiliation with a Student Chapter through a local university. The Student Chapter must conform to the general bylaws and guidelines set forth by the Group and the Division. If the Group forms and maintains affiliation with a Student Chapter, then they must contact the Division for recognition of the Chapter. The Group will assist the Student Chapter in working with the Division's student programs.



## **ARTICLE XIV**

### **Responsibility**

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

## **ARTICLE XV**

### **Indemnification**

Each current or former Officer, Director, Area Director, Alternate Area Director, committee member, agent, or volunteer of this Group and any person who is serving or has served in any capacity at the request of the Group shall be indemnified by the Group under the standards set by and to the full extent allowable by law. As used herein, the terms Officer, Director, Area Director, Alternate Area Director, committee member, agent, 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 otherwise.

## **ARTICLE XVI**

### **Amendment of Bylaws**

#### **Section 1.**

Amendments may be proposed by any group of at least three members by petition in writing to the Secretary, who shall refer such proposal to the Group Board. The Board shall consider for approval the proposal and report to the Group during the business session of its next regular meeting.

#### **Section 2.**

The Secretary shall present the Board approved amendments to the members by mail/email (at least two weeks prior to next Group regular meeting business session) or at a previous Group regular meeting business session. Proposed amendments may be approved at the Group regular meeting business session by an affirmative vote of two-thirds of those present, providing there is a quorum of members in attendance as defined in Article IX of this document and that the amendments do not conflict with bylaws of the Division and the SOCIETY.

## **ARTICLE XVII**

### **Dissolution of the Group**

Upon dissolution of the Group, any assets of the Group remaining thereafter shall be conveyed to such organization then existent as is dedicated to objects similar to those of the Division and the SOCIETY, so long as whichever organization is selected by the governing body of the Group 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 Group's dissolution. The dissolution or merger of the Group shall be in accordance with the Division's Sunrise, Sunset and Merger Rules as stated in the Operational Manual for Subdivisions.