

CHICAGO SOCIETY FOR COATINGS TECHNOLOGY

A-1. ARTICLES OF INCORPORATION

(As amended April 1998)
(As amended March 2003)
(As amended November 2006)

I. NAME

The name of the Corporation is Chicago Society for Coatings Technology (hereinafter referred to as the Society or the CSCT).

II. CERTIFICATION OF PURPOSE

Whereas, the Society shall operate solely and exclusively as a nonprofit Corporation under the laws of the State of Illinois as provided by the General Not For Profit Corporation Act of Illinois, in force January 1, 1987, and duly certified by the Secretary of State of the State of Illinois on the 14th day of February, 1991, with the following scientific and educational 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 the corresponding section of any future federal tax code, and:

- A. To develop or provide scientific, engineering and technical data, facts and standards, and to promote research and the application of the sciences to further the development, manufacture and use of paints, varnishes, lacquers, related protective and decorative coatings, printing inks and other related products, and the raw materials necessary for these products.
- B. To promote and encourage any educational research, or scientific purpose or activity and the interchange of ideas among its members and the public generally in carrying out the goals stated above, and to make available to the public on a non-discriminatory basis such scientific or technical data as aforesaid.
- C. To arrange for the collection and dissemination of information pertinent to the coatings industry served by the Society, and for the presentation, discussion and publication of papers and other contributions.
- D. To operate as a Constituent Society of the Federation of Societies for Coatings Technology (hereinafter referred to as the Federation or the FSCT) and to coordinate its activities with those of the Federation.
- E. To promote the development and improvement of coatings products, the elimination of wasteful methods of manufacture, and foster manufacturing procedures and practices that minimize pollution of the environment as a service to the coatings industry and the public as a whole.
- F. To cooperate with other organizations, public and private, to accomplish these objectives.

III. LIMITATION OF ACTIVITIES

- A. No part of the net earnings of the CSCT shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II herein.
- B. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. Notwithstanding any other provision of these articles, the Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

IV. MEMBERSHIP

The Society may have members such that all conditions, qualifications, requirements, privileges, and regulations of membership in the Society shall be fixed and governed by the By-laws of the Society.

V. MANAGEMENT

The activities and affairs of the Society shall be managed as provided in the By-laws of the Society.

VI. DISSOLUTION

Upon the dissolution of the Society, the Executive Committee of the Society shall, after paying or making provision for the payment of all the liabilities of the Society, distribute the assets of the Society to the Educational Fund of the FSCT if then existent, otherwise said assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for public purpose. Any such assets not so distributed shall be disposed of by the Circuit Court of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

VII Anti Trust Statement

In order to protect your personal and company interest while attending a CSCT function our policy of compliance with all antitrust laws are strictly followed. Penalties for violation of antitrust laws include severe fines and imprisonment, so the CSCT urges you to these guidelines while attending a CSCT function.

Do not discuss prices (including price increases and pricing methods), discounts, term of sale, and the refusal to deal with another company or profit margins with any representative of any associative company.

Do not make any announcements about your prices or those of competitors.

Do Not talk about the plans of individual companies (yours/competitors) regarding specific geographic or product markets or regarding particular customers.

For each meeting an agenda and minutes are prepared, both of which are reviewed by the CSCT Executive Board before they are read at the meeting. This helps to ensure that the anti trust laws are observed.

If you have any questions please contact a CSCT board member.

VIII. AMENDMENTS

The Articles of Incorporation of the Society may be altered, amended or repealed by a vote of three-quarters of the full members present at two successive regular or special meetings of the Society provided, however, that notice of such a proposal shall have been given to all members of the Society, by direct mailing, at least 20 days prior to the second such meeting. The procedure for originating, processing, and considering amendments to the Articles of Incorporation shall be identical in every respect as prescribed in the By-laws for amendment to the By-laws.

II. BYLAWS

BL-I Relationship to the Federation

A. Definition

The Chicago Society for Coatings Technology, Incorporated, is a group of individuals, formally organized and admitted as a “Constituent Society” of the Federation in accordance with the “By-Laws” and “Standing Rules” of the Federation.

B. Management of Internal Affairs

1. The Society shall have entire control of its own internal affairs, subject to its own “Articles of Incorporation”, “By-Laws”, and “Standing Rules”.
2. The matters of election to membership in the Society are subject to the provisions of the “Articles of Incorporation”, “Standing Rules” and the “Bylaws” of the CSCT
3. The Society shall operate in accordance with the laws of the jurisdictions within its territorial boundaries and the laws of the State of Illinois affecting corporations and nonprofit organizations. Any action taken by the Federation shall not be operative if it shall cause the Society to be in violation of these laws.

C. Mutual Interest

1. The Society shall not independently take final action upon matters involving the interests or policies of the industry as a whole. Such matters, with the recommendation of the Society, shall be referred to the Federation Board of Directors.
2. All contemplated action by the Society with regard to specifications shall be referred to the appropriate committee of the Federation.

D. Procedural Matters

1. The matters of Society boundaries are subject to the provisions of the “Standing Rules” and the “Bylaws” of the Federation and of the Society.

BL-II Membership

A. Classes of Membership:

1. Full Membership:

Any individual engaged in research, engineering, technical development, quality control or supervisory production work for the manufacture, use, or improvement of the finished products or the raw materials of the protective or decorative coatings and printing ink industry is eligible for Full Membership.

Any individual who is employed by a manufacturer of the products of the protective and decorative coatings, printing ink, or allied industries, or by those firms that manufacture or

sell raw materials, supplies or equipment required by those industries, is also eligible for Full Membership.

Any member who meets the requirements of the “Full Member”, the previous “Active Member” or previous “Associate Member” is to be considered as a “Full Member” in the Society. The term “Full Member” describes a type of membership that combines all previous “Active” and Associate’ memberships not one single and equal class with full local Society privileges, including voting and holding of Executive Office.¹ Full members can register their membership each year in one of two ways:

- a. “Full Membership” – CSCT (Local Membership only). This membership includes all local Society privileges¹, but does not include membership in FSCT, FSCT discount privileges, or a subscription to the FSCT publication, “Journal of Coatings Technology”.¹
- b. “Full Membership” – CSCT/FSCT (Local Membership plus FSCT Membership).² This membership includes all local Society privileges and membership in FSCT, all FSCT discount privileges, and a one-year subscription to the publication “Journal of Coatings Technology”.

¹. To be qualified for position of CSCT Society Liason., a “Full Member” must also hold FSCT membership.]

². There are additional fees with CSCT/FSCT membership. Fee details *are listed in Standing Rules.*]

2. Educator Membership:

Any college or high school educator employed on a full time basis shall be eligible for “Educator Membership”. But, such membership shall terminate three months after the individual ceases to qualify as “Educator member, both the dues and the rights and privileges of Educator Members shall be determined by the Executive Committee.

3. Student Membership:

Any individual who is a full time student, registered in any educational institution of recognized standing in a course of study in chemistry, engineering, physics or other physical sciences leading to a degree.

4. Retired Membership:

Any “Full Member” or “Educator Member” shall be eligible for “Retired” membership when he or she is no longer considered a permanent employee in the protective and decorative coatings, printing ink industries, or related teaching institutions.

5. Society Honorary Membership:

Any “Full”, “Educator”, or “Retired” member who has rendered significant service to the Chicago Society shall be eligible for Society Honorary Membership.

6. Federation Honorary Membership:

Eligibility for Federation Honorary Membership shall be subject to the By-laws and Standing

Rules of the Federation.

B. Termination of Membership:

Except as otherwise provided in these By-laws or the Standing Rules of the Society, membership in the Society shall terminate automatically for any individual who ceases to be eligible for his class of membership or whose dues have not been paid in accordance with these By-laws.

BL-III Organization

A. General Policies and Administration

The establishment and execution of general policies and the administration of the Society shall be vested in the Executive Committee and the President.

B. Executive Committee

The Executive Committee shall consist of the Officers, the two most recent eligible Past-Presidents, Society Liaison, and two "At Large Membership Representatives". If a CSCT member is elected as a FSCT Director, the CSCT Executive Committee may choose to appoint the FSCT Director to serve as a voting member on non FSCT issues to the CSCT Board for the full term of his or her office. This appointment shall be made by a majority vote of the Executive Committee.

1. The duties of the Executive Committee shall be to:
 - a. Act with the President in establishing and executing the policies and administering the affairs of the Society.
 - b. Fill vacancies occurring in the Executive Committee, except those of the President and of the FSCT Director
 - c. Select and appoint any employee, fix the compensation for that employee, and prescribe his duties.
 - d. Authorize the expenditure of all funds, in keeping with the provisions of these By-laws, either by specific direction to the President and Treasurer, or by limited allocation of funds to be expended at the discretion of Committees duly appointed by the President.
 - e. Specify the duties and functions of all Committees except as otherwise provided for in these By-laws.
 - f. Hold a minimum of two meetings each year at times and places to be determined by the President.
 - g. Handle petitions for proposed changes in Society boundaries.
 - h. Adopt and amend Standing Rules for the Society, subject to and consistent with the

Articles of Incorporation and these By-laws.

2. Quorum

The presence of a Simple majority of the Executive Committee members shall constitute a quorum and a Simple majority of those voting shall be sufficient to carry any vote, except as otherwise provided in these By-laws and the Articles of Incorporation.

C. Officers

The officers of the Society shall consist of a President, Vice President, Secretary, Treasurer, and Membership Chairman. All officers shall be "Full Members" of the Society

1. The duties of the **President** shall be to:
 - a. Serve as Chief Executive Officer of the Society.
 - b. Act as Chairman of the Executive Committee.
 - c. Preside at the Annual Meeting and all regular and special meetings of the Society.
2. The duties of **the Vice President** shall be to:
 - a. Act in the stead of the President whenever necessary, or whenever the Presidency is declared vacant by the Executive Committee.
 - b. Serve as Chairman of the Program Committee.
 - c. Automatically succeed to the office of President.
3. The duties of the **Secretary** shall be to:
 - a. Record the minutes of all regular and special meetings of the society and all meetings of the Executive Committee.
 - b. Furnish promptly to the Editor of the Journal of Coatings Technology for publication, reports or minutes of each meeting, copies or reports of all technical papers presented, and a resume of practical or technical discussions held.
 - c. Certify to the election of all new members and see to the forwarding of all certified membership applications to the Federation office.
 - d. Furnish the Federation with a complete list of the members of the Society who are to have Federation membership for the year.
 - e. Perform such other duties incident to his office, which may be directed by the President of the Executive Committee.

4. The duties of the **Treasurer** shall be to:
 - a. Maintain an accounting of all funds of the Society and act as custodian of the books and financial records of the Society.
 - b. Receive all revenues and make all disbursements, subject to the articles of these By-laws.
 - c. Deposit all such funds in the name of the Society in depositories selected by the Executive Committee.
 - d. Render to the Executive Committee, annually, and at other times, an accounting of all financial transactions of the Society and of the financial condition of the Society.
 - e. Annually, at the close of the fiscal year, submit all books and financial records to a duly certified public accountant who shall prepare a financial audit and file a federal tax return for exempt organizations on behalf of the Society.
 - f. The Treasurer shall be bonded, at the Society's expense, for an amount to be determined by the Executive Committee. No contracts shall be entered into, nor disbursements made, without the prior approval of the Treasurer and the President acting under the authorization of the Executive Committee.

IV. FSCT Director

A. Election and Term of the FSCT Director

The Executive Committee, if so inclined, may nominate a Full Member, to run for FSCT Director. The nominee must be a Full Member of both the FSCT and a member of the CSCT. Only Full Members in the FSCT shall elect a FSCT Director.

V. Society Liaison

1. The President of the CSCT shall appoint with the Executive Committee's approval a Society Liaison Representative. The Society Liaison Representative must be a member of the FSCT and CSCT. The Society Liaison shall represent the CSCT at all necessary council meetings and report back to the Executive Committee on issues concerning the CSCT and other Constituent Societies.

2. If the appointed Society Liaison Representative is unable to fill his or her duties or the office becomes vacant, then the Second Past President of the current executive board shall assume the duties of the Society Liaison Representative by President appointment with the approval of the Executive Committee. If the second past president is unable to assume the duties of the Society Liaison Representative, then the CSCT President with approval of the Executive committee shall appoint a new Society Liaison Representative.

BL-V Election of Officers

A. Nominations

1. The Nominating Committee shall prepare a slate for all elective offices, which shall include the Vice President, Secretary, Treasurer, Membership Chairman, an “At Large Member Representative” for the year of their election, and announce such slate at the meeting prior to the Annual Meeting of the Society.
2. Any “Full Member” may make nominations for any elective office from the floor at the Annual Meeting.

B. Elections

Elections shall require a majority vote of the “Full Members” and the vote shall be by secret ballot in the event that more than one nominee is proposed for any single office.

C. Terms of Office

1. The Vice President shall be elected to serve a term of four years, which shall be, in sequence, the first year as the Vice President, the second year as the President and the following two years as a Past President on the Executive Committee unless he shall become ineligible to serve on the Executive Committee.
2. The Secretary, Treasurer and Membership Chairman shall be elected for a term of one year only.
3. The President, Vice President, Secretary, Treasurer and Membership Chairman shall be representative of different firms at the time of their first election.
4. The two “At Large Member Representatives”, serving on the Executive Committee, shall be elected for a term of two years such that the term of Representative shall expire each year.
5. The terms of all elective offices shall begin at the meeting following the Annual Meeting in the year of their election.

BL-VI Committees

A. Nominating Committee

The President shall appoint a Nominating Committee consisting of the President and the two previous Presidents. The most recent eligible Past-President is to be Chairman of said Committee.

B. Standing Committees: Other Committees:

The President shall appoint the By-Laws, Manufacturing, Education, Technical, Membership, and Program Committees. He shall also appoint any other Committees, which may be required to conduct the business of the Society.

BL-VII Meetings

A. Annual Meeting

The Annual Meeting shall be the April meeting. The program of the Annual Meeting shall include the presentation of technical papers, the election of Officers, and any business, which may be presented for the consideration of or action by the Society.

B. Regular Meetings

The members of the Society shall meet during the months of September through May, the exact time and place to be determined by the Executive Committee. The program of the regular meetings shall include the presentation of technical papers or other events arranged by the Program Committee and approved by the Executive Committee.

C. Special Meetings

The President, by two Executive Committee Members, or by ten "Full Members", may call special meetings at a time and place determined by the Executive Committee. The purpose for the special meeting must be communicated to all members at least ten days prior to the date of the special meeting.

D. Eligibility to Vote

Only "Full Members" shall be eligible to vote in the election of Officers, Society Representative, or members of the Executive Committee. Only "Full Members" may vote on resolutions to alter, amend, or repeal these By-laws. All members shall be eligible to vote in all other matters to be determined by the membership and a free exchange of views and opinions by all members in all matters shall be encouraged at all times.

E. Quorum

The presence of 20 "Full Members" shall constitute a quorum, and a simple majority of those voting shall be sufficient to carry any vote, except as otherwise provided in these By-laws and the Articles of Incorporation.

F. Resolutions from the Floor

Any Society member may propose a resolution from the floor at the Annual Meeting.

BL-VIII Fiscal Year

The Fiscal Year of the Society shall run from June 1 to May 31st.

BL-IX Standing Rules

A. Definition

Standing Rules are written statements of operating procedures and/or details of the organization of the Society.

B. Adoption or Amendment

The Executive Committee shall adopt or amend Standing Rules, provided that two-thirds of all members of the Committee shall vote in favor of the adoption or amendment at any regular or special meeting of the Committee.

BL-X Amendments

A. Origination

Proposals to amend these By-laws may be originated by:

1. Any officer of the Society.
2. The Executive Committee.
3. The recorded vote of any Committee acting on a proposal of any of its members or a proposal of any "Full Members" referred to it.
4. The petition of ten or more "Full Members".

B. Processing

1. All proposals to amend these By-laws shall be submitted to the By-laws Committee in order to edit, clarify, combine similar proposals, and to determine the legality of said proposals.
2. The By-laws Committee must act on all legal proposals received, but may submit recommendations for or against adoption along with the reason for said recommendations.
3. The By-laws Committee shall forward to the Secretary, within sixty days of receipt of such proposals, the enabling resolutions for the edited amendments.
4. The Chairman of the By-laws Committee shall present the proposed amendments for consideration at the next two regular or special meetings, which next follow the date of the reported resolutions.
5. The Secretary shall give notice of the proposed amendments to all members, by direct mail, at least twenty days prior to the meeting at which the final vote would be taken on the proposed amendments.

C. Consideration by Members

1. Resolutions to alter, amend, or repeal these By-laws shall be considered at two successive regular or special meetings of the Society.
2. A simple majority vote of the "Full Members" present, shall be required to make any change in the text of the proposed amendments, provided that any such changes may not exceed or reduce the purpose of intent of the amendments as previously reported and determined by the By-laws committee.

D. Adoption

Resolutions to alter, amend, or repeal these By-laws, having been subject to consideration by the members, shall be approved by the vote of two-thirds of "Full Members" present at two successive regular or special meetings of the Society. The approved amendments shall become effective immediately or at a time specified in the resolution.

BL-XI Parliamentary Procedure

Except as otherwise provided in these By-laws, any question of parliamentary order arising in the course of conduct of any meeting and the meetings of all duly constituted committees of the Society shall be resolved pursuant to the latest, revised edition of Robert's Rules of Order.