

# Chapter By-Laws



## AMERICAN FOUNDRY SOCIETY -- KEYSTONE CHAPTER BY-LAWS

August 24, 2016

### ARTICLE I - Intent

SECTION 1. This organization shall be known as the Keystone Chapter of the American Foundry Society. For identification throughout these By-laws, whenever the word "Chapter" is used, it is meant to refer to the "Keystone Chapter of the American Foundry Society" Whenever "Society" is used, it is meant to refer to the "National Organization of the American Foundry Society"

SECTION 2. The objects of this Chapter shall be those of the American Foundry Society as set forth in its by-laws and Articles of Incorporation.

SECTION 3. No part of the income or property of this Chapter shall inure to the benefit of any individuals, and in the event of the dissolution of the Chapter, all assets thereof shall become the property of such not-for-profit organization as the Board of Directors of the Chapter shall determine can best carry out the stated objects of the Chapter.

### ARTICLE II - Territory

SECTION 1. The territory of the Keystone Chapter shall include (1) on the North, the Counties of Monroe, Lackawanna and Wyoming; (2) on the East, the Southern portion of New Jersey north to and including Ocean and Burlington Counties in New Jersey and also including the cities of Trenton and Phillipsburg; (3) on the South, the State of Delaware and the Pennsylvania Counties of Delaware, Chester, and Lancaster; (4) on the West, the Counties of Dauphin, Schuylkill and Luzerne. Changes in the Territory may be accomplished by agreement with the American Foundry Society.

### ARTICLE III - Membership

SECTION 1. Membership in the Keystone Chapter shall be governed by the requirements of the by-laws of the Society.

#### **ARTICLE IV - Dues and Financing**

SECTION 1. Each member of the Chapter shall pay dues as the Society prescribes for their grade of membership.

SECTION 2. All membership dues shall be paid to the order of the American Foundry Society. and shall become payable when invoiced in accordance with the Society regulations.

SECTION 3. The Chapter may make provisions for raising funds for Chapter purposes, may receive donations or bequests, and shall have entire management and control of such funds, so far as said management and control shall not conflict with any of the objects of the Society or provisions of its by-laws. The Chapter shall have entire control of all funds thus raised or received either before or after establishment of the Chapter.

#### **ARTICLE V - Officers and Directors**

SECTION 1. The officers of the Chapter shall consist of a Chairman, Vice Chairman, and Secretary/Treasurer.

SECTION 2. The Board of Directors shall consist of a.) the Officers of the Chapter (Chairman, Vice Chairman, Secretary/Treasurer), b.) six other members of the Chapter, and c.) the retiring Chairman who shall become automatically a member for one year. The Board of Directors shall, as far as possible, represent a cross-section of the membership.

SECTION 3. The Officers shall be elected for terms of one year. The Chairman and Vice Chairman may not succeed themselves for more than two consecutive years.

SECTION 4. Two members of the Board of Directors shall be elected annually for a term of three years.

SECTION 5. The Officers and Directors shall be elected in April via email ballot and shall assume their duties after being installed at the Annual Organization Meeting.

SECTION 6. Chapter representatives for special assignments in the national or regional organization shall be selected by the Board of Directors.

## **ARTICLE VI - Filling Vacancies Occurring In Membership of the Board of Directors**

SECTION 1. In case a vacancy occurs in the office of the Chairman during his term, the Vice Chairman shall assume the Chairman position.

SECTION 2. In the event a vacancy occurs on the Board of Directors, or in any office other than that of the Chairman, the Board of Directors may elect a successor to serve until the next regular elections.

SECTION 3. A member of the Board of Directors no longer able to serve the best interests of the Chapter may be replaced at the discretion of the majority of the Board.

SECTION 4. Any member of the Board of Directors having three consecutive unexcused absences from Board of Directors meetings shall on approval of a majority of Board members be dropped from Board membership.

## **ARTICLE VII - Duties of Officers**

SECTION 1. Chairman: The Chairman shall preside at all meetings of the Board of Directors and at all regular and special meetings of the Chapter when the proceedings are of a business nature.

SECTION 2. The Chairman shall, on the approval of the Board of Directors, appoint standing committee chairman and special committees and their chairman and see that these committees fulfill their functions. The Chapter Chairman shall be a member ex officio of all committees.

SECTION 3. The Chairman shall be in close contact with the Secretary/Treasurer concerning all Chapter vouchers and checks for Chapter expenditures.

SECTION 4. The Chairman shall submit, at the Annual Business Meeting, a report reviewing activities of the Chapter and recommending future activities, together with the Secretary/Treasurer's report of the receipts and disbursements of the year.

SECTION 5. The Chairman shall recommend to the Board of Directors activities which he believes should be carried out during his term of office.

SECTION 6. Vice Chairman: The Vice Chairman shall fulfill the duties of the Chairman when the latter for any reasons is unable to act in his capacity as Chairman.

SECTION 7. The Secretary/Treasurer shall record the minutes of all meetings of the Chapter and of the Board of Directors. The Secretary/Treasurer shall furnish copies of the minutes of all meetings of the Board of Directors to the members thereof, and shall advise them as to the time and place of the meetings. The Secretary/Treasurer shall issue notices of all meetings of the Chapter and of special events in which it may participate. The Secretary Treasurer shall be the custodian of all papers and permanent records of the Chapter and shall assist the Chairman in the preparation of the annual report and perform such other duties as shall be delegated to him/her by the Board of Directors. The Secretary/Treasurer shall promote the general activities of the Chapter and the industry.

SECTION 8. The Secretary/Treasurer shall receive and deposit in the name of the Chapter all funds of the Chapter in a bank approved by the Board of Directors, and make withdrawals therefrom only in the name of the Chapter. No disbursements shall be made for any purpose not provided for by the Board of Directors. The latter may ratify any expenditure beneficial to the Chapter made in case of any emergency at the direction of the Chairman. In making collections, the Secretary/Treasurer may endorse checks, drafts or money orders in the name of the Chapter. The Secretary/Treasurer shall keep complete and accurate records of all moneys of the Chapter received and disbursed, and shall secure vouchers for all payments made. The Secretary/Treasurer shall submit detailed financial reports at all regular meetings of the Board of Directors, and furnish the Chairman with copies of the same record. The Secretary/Treasurer shall be responsible for the accounting for the moneys of the Chapter and his books must be audited before each Annual Organization Meeting.

## **ARTICLE VIII - Board of Directors**

SECTION 1. The affairs of the Chapter shall be governed by a Board of Directors. A majority of the Board shall constitute a Quorum at any meeting.

SECTION 2. The Board of Directors shall determine all policies and supervise all activities of the Chapter. The Board of Directors shall approve all standing committee chairman and special committee appointed by the Chairman. The Board shall direct expenditure of all funds either explicitly or by acceptance of program activities.

## **ARTICLE IX - Committees**

SECTION 1. The Standing Committees of the Chapter shall be known as:

Auditing, Program, Entertainment, Education, Membership, By-Laws, Advisory and Scholarship

**AUDITING COMMITTEE:** An Auditing Committee Chairman shall be appointed and approved by the Board of Directors by the April of each year. It shall be chaired by an individual who is presently serving on or who has served on the Board of Directors.

**PROGRAM COMMITTEE:** The Program Committee shall arrange programs for the Chapter meetings of the following year. When possible, selection of the Chairman of the Program Committee should be an individual who is able to fill the position of Vice Chairman during the year of his/her program.

**ENTERTAINMENT COMMITTEE:** The Entertainment Committee shall plan and supervise the social activities of the Chapter.

**EDUCATION COMMITTEE:** The Education Committee shall direct the educational work of the Chapter. This Committee shall represent the Chapter in educational matters requiring the cooperation between the Chapter and any Institute of Learning. The Education Committee shall coordinate educational activities between the Chapter and the National AFS.

**MEMBERSHIP COMMITTEE:** It shall be the responsibility of the Membership Committee to obtain and retain suitable members. At Chapter meetings, it shall also be their responsibility to assist new members to get acquainted with other members of the Chapter.

**BY-LAWS COMMITTEE:** The By-Laws Committee shall prepare alterations and amendments to the By-Laws of the Chapter for submission to the Directors and the Membership.

**ADVISORY COMMITTEE:** The Advisory Committee shall be chaired by the most recently available past Chapter Chairman and be composed of past Chapter Chairmen. They shall meet prior to the Annual Organization Meeting. They shall review the previous year's Chapter activities and make recommendations to the Board of Directors on any area they feel was positive to the Chapter or should be improved upon.

**SCHOLARSHIP COMMITTEE:** The Scholarship Committee shall consist of five members, including the immediate past Chapter Chairman. The remaining four members shall be appointed by the Board of Directors. In the event the immediate past Chapter Chairman is unable to serve on the committee, the Board of Directors of the Chapter shall designate a member of the Board of Directors to serve in his place. The remaining four committee members shall be appointed to serve four year terms with one new member being appointed each year as the term of the senior committee member expires. The Scholarship Committee Chairman and Vice Chairman shall be selected from the Scholarship Committee by the Scholarship Committee.

The Scholarship Committee shall administer all scholarships established by the Board of Directors. The details of each award can be found in specific wording of each scholarship. The committee shall endeavor to maintain communication with the recipients of these awards to facilitate contacts with prospective employers in the foundry industry.

**ADVISORY COMMITTEE:** The History Committee shall prepare and maintain to date highlights of the Chapters activities.

**SCHOLARSHIP COMMITTEE:** The Scholarship Committee shall consist of five members, including the immediate past Chapter Chairman. The remaining four members shall be appointed by the Board of Directors. In the event the immediate past Chapter Chairman is unable to serve on the committee, the Board of Directors of the Chapter shall designate a member of the Board of Directors to serve in his

place. The remaining four committee members shall be appointed to serve four year terms with one new member being appointed each year as the term of the senior committee member expires. The Scholarship Committee Chairman and Vice Chairman shall be selected from the Scholarship Committee by the Scholarship Committee. The Secretary serving on the Scholarship Committee would have the responsibility of reporting to the Board of Directors on the committees activities.

The Scholarship Committee shall administer all scholarships established by the Board of Directors. The details of each award can be found in specific wording of each scholarship. The committee shall endeavor to maintain communication with the recipients of these awards to facilitate contacts with prospective employers in the foundry industry.

If no satisfactory recipients for the scholarships are found during any year, the committee may, upon approval of the Board of Directors, avoid granting any of the scholarships for one year. The number and amounts of scholarships shall be as directed by the Board of Directors.

The committee shall submit a report of its activities, plus a financial statement for all funds set aside for scholarships to the Board of Directors at the Annual Business meeting each year, and at other times as the committee deems advisable or the Board of Directors request.

SECTION 2. All Committees shall report and be responsible to the Chairman and the Board of Directors and shall perform their designated duties. Matters of policy involving the Chapter shall be left to the discretion of the Board of Directors. Committee Chairmen should select their own committee members.

Historian: The Chapter Chairman may appoint a historian who may bring noteworthy historical information to the attention of the membership. The historical records of the chapter shall be maintained by the Secretary/Treasurer in electronic format and shall be made available to all members.

Technical Liaison: The Chapter Chairman may appoint a technical liaison to the chapter. This individual shall keep the membership abreast of new techniques and materials applicable to the foundry process and industry.

## **ARTICLE X - Meetings of Board of Directors**

SECTION 1. The Board of Directors shall meet at the call of the Chairman or at the call of five members of the Board.

SECTION 2. At least three meetings shall be held during the year.

## **ARTICLE XI - Meetings of the Chapter**

SECTION 1. Regular meetings of the Chapter shall be held from the month of September to May. The date subject to selection by the Board of Directors.

SECTION 2. The officers of the Chapter may cancel any meeting because of extremely adverse weather conditions without prior Board action.

## **ARTICLE XII - Annual Business Meeting and Fiscal Year**

SECTION 1. The Annual Organization Meeting of the Chapter shall be held in June.

SECTION 2. The fiscal year of the Chapter shall begin on June 1.

## **ARTICLE XIII - Election of Officers and Members of the Board of Directors**

SECTION 1. A Nominating Committee, consisting of three members of the Chapter in good standing, shall be appointed by the Chairman with the approval of the Board of Directors in February. This committee shall report to the Board of Directors in March, nominations for the offices of Chairman, Vice Chairman, Secretary/Treasurer, to serve one year and nominations of two members of the Board of Directors to serve for three years. Upon approval of the Board of Directors the names shall be submitted to the membership. The names of other members in good standing may be added to those recommended by the Committee as nominees by petitions signed by fifteen members and filed in writing with the Secretary/Treasurer by the fifteenth day of April.

SECTION 2. Election: The elections of officers and members of the Board of Directors shall be held after the nominations have closed in April. If more than one name is to be voted upon for any office, the balloting for such office shall be by secret ballot. Ballots then shall be directed to and counted by an election committee of three members present appointed by the presiding Chapter Chairman.

SECTION 3. Should no additional nominations be received as prescribed, nominations shall be declared closed and the Secretary/Treasurer shall cast the unanimous ballot of the membership for the election of those candidates named by the Nomination Committee.

SECTION 4. Installing of Officers: The newly elected officers and members of the Board of Directors shall be installed at the Annual Organization Meeting.

#### **ARTICLE XIV - Amendments**

SECTION 1. These By-Laws may be amended at any time with a two-thirds vote Chapter Members. The Board of Directors may approve changes provided that the amendment has been submitted to Chapter Members and that no objections to the amendments were received after fifteen days of submittal.

#### **ARTICLE XV - Chapter Communication**

Section 1. The primary communication of the Officers and Directors of the Chapter shall be via electronic email. Board approval may be sought and granted via email in the absence of a meeting of the Board. Balloting may only be initiated by the Secretary/Treasurer at the request of the Chapter Chairman. A record shall be kept of all email balloting and the requirements of passage of any action shall not be diminished because of the use of email action.

Section 2. The primary communication of the Chapter shall be via email. This shall include all communication with the Chapter Membership. Any reference to balloting by Chapter Membership shall be done by email to currently established member listing from the Society.

#### **ARTICLE XVI - General Provisions**

SECTION 1. The Chapter shall not be responsible for statements of opinions advanced in papers or discussions of the Chapter or Chapter Committees or printed in Chapter publications.