



**BY-LAWS**

**OF**

**SOUTHERN SOCIETY FOR**

**COATINGS TECHNOLOGY**

**March 17, 2008 – Submitted to Membership for Adaption**

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**OF**  
**SOUTHERN SOCIETY FOR COATINGS TECHNOLOGY**

**ARTICLE I**

**NAME**

The name of this organization shall be SOUTHERN SOCIETY FOR COATINGS TECHNOLOGY, hereinafter referred to as “the Society.”

**ARTICLE II**

**OBJECTIVES**

The Society is a cooperative, non-profit, general welfare corporation maintained for the purpose of accomplishing the objectives set forth in its corporate charter. It was created and is operated as a non-profit organization under Section 501 © (6) of the Internal Revenue Code. It is exempt from income tax and the Charter, By-Laws, and other actions on behalf of the Society should be construed as such. The intent is of the Society is to serve the welfare and interests of the public. It is expressly provided that no income or assets of the Society shall accrue to the personal benefit of any individual member, group of members, or any other organization, except as compensation for services rendered when duly authorized. The objectives of the Society shall be:

- (1) To develop or provide practical scientific and technical data, facts, and standards fundamental to the development, manufacture and use of paints, varnishes, lacquers, related protective and decorative coatings, pigments, printing inks and other allied and related industries.
- (2) To promote investigation and interchange of ideas among its members and to promote research and application of the sciences in the development, manufacture and use of paints, varnishes, lacquers, related protective and decorative coatings, pigments, printing inks, and other allied and related industries.

- (3) To provide the cooperation with other organizations established for purposes similar to and supportive of the purposes of the Society in the general area of Paint and Coatings or related industries and consistent with the provisions of these By-Laws.
- (4) To provide service to consumers by the constant improvement of products.
- (5) To promote fellowship and cooperation among its members.

### **ARTICLE III MEMBERSHIP**

The authority to accept or reject any membership application rests solely with the Society Board of Directors, hereinafter referred to as “the BOD.” Membership in the Society is a privilege and not a right.

(1) Member –

Any individual who is employed by or retired from a manufacturer of the products of the protective or decorative coatings, printing ink, or allied industries, or by those firms that manufacture or sell raw materials, supplies, services or equipment required by those industries.

Any individual who is a college or high school educator or is a student registered in an educational institution of recognized standing in a course of study in chemistry, engineering, physics or other related sciences leading to a degree.

(2) Society Honorary Member –

Any member of the Society, who by reason of having rendered significant service to the Society, may be eligible for Honorary Membership by the BOD. Honorary Members shall not be required to pay dues.

### **ARTICLE IV ELECTION OF MEMBERS**

Election to membership in the Society shall be in accordance with the following provisions:

- (1) Applicants must be approved by the Membership Committee which is made up of the Membership Chairperson and two members of the BOD. Additionally, dismissal for purpose

of members on recommendation from local sections will be reviewed by Membership Chairperson and BOD.

- (2) All such applications should be executed using the standard Society application form signed by the applicant and referred to the Membership Chairperson. No action shall be taken by the Membership Committee unless the application is accompanied by the applicant's payment of dues.
- (3) Nominations for Society Representation on outside committees shall be approved or declined by the BOD.

## **ARTICLE V**

### **DUES**

Each Society Member shall pay annual dues for membership as approved by the BOD. Said Member will receive all benefits of belonging to the Society (i.e. SSCT newsletter, discounted rates to local golf outings, the Society Annual Convention and Table Top Exhibits).

## **ARTICLE VI**

### **VOTING**

All members present and in good standing shall vote in meetings of this Society.

## **ARTICLE VII**

### **MEMBERSHIP MEETINGS**

An annual meeting shall be held on a date and at a place to be determined by the BOD. Special meetings may be called no less than ten (10) days' notice by the President of the Society.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year shall end on June 30th.

## **ARTICLE IX**

### **ORGANIZATION**

- (1) The business of the organization shall be administered by its BOD.

- (2) The BOD shall consist of a maximum of thirty (30) members, as follows:
  - (a) Up to twenty-three (23) directors shall be elected from the Membership at the Annual Meeting by a majority vote of those present. These directors may be nominated by the Nominating Committee or by any member in good standing.
  - (b) Five (5) directors shall be the five most recent active Past Presidents of the Society who are still members in good standing.
  - (c) The presidents of sections within the Southern Society shall be on the Board of Directors.
- (3) Nine (9) members of the BOD shall constitute a quorum consisting of two officers and seven members for the transactions of business at any meeting of the BOD.
- (4) The action of the BOD occurs by majority vote of the BOD members present at a meeting where a quorum exists.
- (5) The BOD shall meet at least twice a year. The first meeting, subject to the call of the President shall be held in the fall of the year after the new Board takes over its duties on July 1<sup>st</sup>. A scheduled meeting shall be held immediately following the close of the annual meeting. Additional meetings shall be held at the discretion of the Society President.
- (6) Officers of the Society shall be elected by a majority vote of the Membership at the Annual Meeting. The officers, who will take over their official duties the following July 1<sup>st</sup>, are as follows:
  - (a) A President, who shall preside at all meetings, appoints committees and call special meetings on ten (10) days' notice to all members. The President shall Chair the BOD. The President shall oversee of all committees.
  - (b) A Vice President, who shall act as President during the latter's absence, shall have charge of the program at the Annual Meeting.
  - (c) A Treasurer, who shall collect all monies and pay all bills; also, upon approval of the BOD, may handle/delegate the collection and deposit of monies. As soon as practical after the fiscal year ends, but not later than ninety (90) days, the Treasurer shall provide a financial report of the Society. Copies of the report shall be supplied to the BOD, new Society Treasurer and each of the members of the Finance Committee. All of the Society funds and records in the custody of the Treasurer are to be turned over to the new Treasurer within ninety (90) days after the fiscal year ends.

- (d) A Secretary whose duties shall be to maintain minutes of all of the BOD/General Membership Meetings along with pertinent email correspondence passed among the BOD. Additionally, he or she will maintain attendance records of the BOD Meetings. These records shall be passed onto the next secretary. The Secretary also holds responsibility for overseeing the Society Website. He or she shall assist the President Elect in preparing for the Annual Meeting.
- (7) Vacancies shall be filled by appointment of the President with the approval of a majority of the BOD until the time of the next Annual Meeting.
- (8) All other Past-Presidents of this Society, who are still members in good standing, shall be honorary members of the BOD.
- (9) All BOD Members must attend at least two (2) of the previous three (3) board meetings. Based upon attendance records, the secretary will recommend the BOD to allow continuation or remove members from the BOD. The president will advise the person in writing if they are to be removed.

## **ARTICLE X**

### **STANDING COMMITTEES**

The President shall oversee all committees, and with the exception of the Nominating Committee shall appoint the following Standing Committees:

- (1) **NOMINATING:** This committee shall consist of all Past Presidents who are members in good standing in the Society. The most recent eligible Past President shall Chair the committee. The purpose is to nominate BOD and officers of the Society.
- (2) **MEMBERSHIP:** As defined in Article IV.
- (3) **TECHNICAL ADVISORY:** This Committee shall be composed of three (3) members; the President will appoint the chairperson. This committee will work on current projects and supervise work of these sub-committees toward preparation of technical papers.
- (4) **FINANCE:** This Committee shall consist of one (1) Past President and at least one (1) other BOD who is still an active member. It shall make investigations and recommendations to the BOD for investment and use of Society funds.
- (5) **EDUCATIONAL:** This committee shall consist of members appointed by the Society President. Duties of this committee shall include:

- a. Foster and encourage training of people in coatings technology for a continuous, adequate supply of trained technical personnel for incorporation into laboratories and plants of the industry.
  - b. Instigate, foster and carry to a successful conclusion, educational projects which will benefit the paint industry.
  - c. Assist educational institutions approved by the BOD to establish and maintain coatings technology courses of instruction.
  - d. Act as an agency for the collection and dissemination of information of local education committee projects and various courses of coatings technology.
- (6) BY-LAWS: This committee shall consist of two (2) Members, the chairperson of which shall be a Past President and shall provide assistance requested by officers or members of the Society in connection with the interpretation of the existing By-Laws. The committee shall prepare and submit to the Society's Annual or Special Meeting all proposals to amend the By-Laws and such other reports as may be desirable at the discretion of the President.
- (7) MANUFACTURING: This committee is to develop and disseminate information concerning manufacturing to members of the Society.
- (8) ENVIRONMENTAL: The function of this committee is to develop and disseminate information concerning environmental information to members of the Society.

The committees shall make recommendations to the BOD who then takes action on items approved by any such committee. In addition to these Standing Committees, the President may appoint other committees to help perform his/her duties.

## **ARTICLE XI**

### **QUORUM**

(1) Scheduled Meetings

A quorum at any scheduled meeting of the Society will be at least 5% of the dues paying members.

- (2) A quorum at a BOD Meeting shall consist of two (2) officers and seven (7) members for a total of nine (9).

**ARTICLE XII**  
**STANDING RULES**

- (1) The Society, an independent entity is defined by the objective in Article XV.
- (2) Any local group within the territorial boundaries of the Society desiring to form a Section of the Society shall present their proposal to the BOD for approval.
- (3) Membership in the Society shall be terminated when any member no longer meets the criteria for membership as outlined in Article III of the Society By-Laws.

**ARTICLE XIII**  
**AMENDMENTS**

The Society By-Laws may be amended, subject to the approval of the BOD of the Society, by a majority vote of all members in good standing present at a scheduled meeting provided the proposed amendment has been submitted for consideration in writing at least ten (10) days prior to the scheduled meeting.

**ARTICLE XIV**  
**DISSOLUTION**

In the event of the dissolution of the Society by a majority vote of all members in good standing present at any scheduled meeting, any and all Society assets remaining after payment of all debts and obligations incurred pursuant to the By-Laws, at the discretion of the BOD, shall be installed as a scholarship trust at institutions of higher learning.

**ARTICLE XV**  
**SOCIETY BOUNDARIES**

The following describes the territorial boundaries of the Society include but are not limited to the following:

“All of the following states South Carolina, Georgia, Florida, Tennessee, Arkansas, Alabama, Mississippi, and all of Louisiana east of the Mississippi River as well as that part of Louisiana west of the Mississippi River and south of the 31<sup>st</sup> parallel.”