

American Foundry Society  
Northeastern Wisconsin Chapter

**Chapter Bylaws**

**ARTICLE I: Name and Object**

- 1) This organization shall be known as the Northeastern Wisconsin Chapter of the American Foundry Society.
- 2) The objects of the Chapter shall be those of the American Foundry Society, namely, to advance through research and education the arts and sciences relating to the manufacture and utilization of metal castings.

**ARTICLE II: Territory**

- 1) The approved territory of this Chapter shall be as registered at the Central Office of the Society.

**ARTICLE III: Membership and Dues**

- 1) American Foundry Society members of all classes residing and/or doing business in the prescribed territory of this Chapter shall be eligible for membership with equal privileges as prescribed in the by-laws of the Society.
- 2) Annual dues for membership shall be as provided in the by-laws and regulations of the American Foundry Society.
- 3) All membership dues shall be paid to the order of the American Foundry Society, and shall become payable when invoiced in accordance with Society regulations.

**ARTICLE IV: Financing**

- 1) In addition to the dues refund as provided for in the by-laws of the Society, the Board of Directors of the Chapter may, when it is deemed necessary, make provisions for raising additional funds. They may also receive contributions or bequests, and shall have entire control of all funds raised or received.
- 2) The Board of Directors of the Chapter shall have authority to raise and dispense funds for special purposes. It shall be understood, however, that contributions to any special funds shall be voluntary and that failure to contribute shall not deprive any member of the Society or Chapter privileges.
- 3) No part of the income or property of this Chapter shall insure the benefit of any individual and in the event of 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 object of the Chapter.

#### **ARTICLE V: Officers and Directors**

- 1) Officers of the Chapter shall consist of the Chairperson, Vice-Chairperson, Secretary and Treasurer. The offices of Secretary and Treasurer may serve alternating two year terms. These offices will then take alternate turns becoming Vice-Chairperson and serve that term for one year. The offices of Secretary and Treasurer may be combined at the discretion of the Board of Directors.
- 2) The Board of Directors of the Chapter shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, immediate past Chairperson, and up to nine (9) other members of the Chapter elected annually from and by the membership for terms of three years each. The board shall consist of a minimum of 9 total members, including the Officer positions.
- 3) Directors and officers are expected to attend regularly scheduled board meetings unless excused by the Chapter Chairperson. Should any member of the board be unable to attend a board meeting, he/she shall provide advance notice to the Chairperson or another Officer of the Chapter. If attendance is equal to or less than one half of the chapter board meetings during the year, the Director or Officer may be asked to resign and/or excused from the board and a replacement will be appointed.
- 4) The immediate past Chairperson shall serve as a member of the Board of Directors for one year, on conclusion of their term of office as Chairperson.

#### **ARTICLE VI: Filling Vacancies**

- 1) In the event a vacancy occurs in the office of Chairperson between Annual Business Meetings, the Vice-Chairperson shall become Chairperson.
- 2) In the event a vacancy occurs on the Board of Directors, or in any office rather than that of Chairperson, the Board of Directors may elect a successor to serve such unexpired term. This vacancy does not need to be filled immediately as long as the minimum of 9 board members is met.

#### **ARTICLE VII: Duties of Officers**

- 1) The Chairperson shall preside at all meetings of the Board of Directors and at all regular and special meetings of the Chapter, and shall be the executive officer of the Chapter. They may be a member of all Standing and Special Committees. They shall submit, at the Annual Business Meeting, a report reviewing activities of the Chapter for the past year and discuss any future plans.

- 2) The Vice-Chairperson shall fulfill the duties of the Chairperson when the latter, for any reason, is unable to act in their elected capacity. The Vice-Chairperson may also act as the Program Chair for the Chapter.
- 3) The Secretary shall be the custodian of the permanent records of the Chapter and shall keep a correct journal of its proceedings. They shall take charge of all records, papers and documents belonging to the Chapter. The Secretary will prepare the minutes of all Board and/or committee meetings. These minutes will be distributed to the board members in a timely fashion. The Secretary may act as a membership chair and will work with the society to track membership activity. At the expiration of their term of office, they shall transfer to their successor all records, papers and other property of the Chapter in their possession.
- 4) The Treasurer shall have charge of all funds of the Chapter and shall disburse such funds only as determined by the Board of Directors. They shall keep records of the accounts in spreadsheets belonging to the Chapter, which will be reviewed on a monthly basis by the Board of Directors. They shall deposit all Chapter funds in the name of the Chapter, in a bank or trust company approved by the Board of Directors. They shall be empowered to invest and reinvest surplus Chapter funds only as directed by the Board. A current financial report shall be reviewed with the chapter at the annual business meeting in May. At the expiration of their term of office, they shall transfer to their successor all funds, records, papers and other property of the Chapter in their possession. All Chapter officers empowered to disburse Chapter funds shall give surety bond in amounts fixed by the Board of Director, premiums on such bonds to be paid by the Chapter.

#### **ARTICLE VIII: Board of Directors**

- 1) The control of the Chapter shall be vested in the Board of Directors, who shall approve all expenditures and manage the affairs of the Chapter as may best promote the interests of the membership in accordance with the fundamental objects of the Society.
- 2) The financial books of the Chapter shall be audited annually at the close of each year, in such manner as may be prescribed by the Board of Directors. The fiscal year of the Chapter shall begin July 1 and end June 30.

#### **ARTICLE IX: Meetings of the Board of Directors**

- 1) The Board of Directors shall meet at the call of the Chairperson or any three members of the Board, at a time and place designated by the Chairperson. A majority of the Board shall constitute a quorum.
- 2) An Annual Meeting of the Board of Directors shall be held within 90 days following the close of the fiscal year for approval of the annual audit or Chapter finances, and to approve budgets for the new fiscal year.

#### **ARTICLE X: Meeting of the Chapter**

- 1) Regular meetings of the Chapter may be held each month from September to May, at the discretion of the Board of Directors, at a time and place designated by the Board of Directors.
- 2) The Annual Business Meeting of the Chapter shall be done at the May meeting.

#### **ARTICLE XII: Committees**

- 1) Committees may be formed for special circumstances as deemed necessary by the Board of Directors.

#### **ARTICLE XIII: Nominations and Elections**

- 1) The Board of Directors shall provide to the general membership at the May meeting a list of all upcoming Board positions and candidates to fill these positions. The list of candidates will be voted on by the general membership. In the event there are two or more candidates for a given position a ballot election shall be held at the May meeting. The results of this election would be counted by the Secretary of the Chapter along with the Chairperson. The results would be reported to the general membership for approval.
- 2) Newly elected Officers and Directors shall assume the duties of their offices immediately following adjournment of the Annual Business Meeting and shall serve until their successors are chosen and qualified.

#### **ARTICLE XIV: Amendments**

- 1) These by-laws may be amended only by a majority vote of the membership present at a regular or special meeting. The proposed changes would have had to be previously sent out to the general membership for review at least one week prior to the meeting date.

#### **ARTICLE XV: Conflicts of Interest**

- 1) These by-laws, amendments thereto and official actions of the Chapter shall not conflict with any provisions governing Chapters in the by-laws of the American Foundry Society.
- 2) No action of obligation of the Chapter shall be considered an action or obligation of the American Foundry Society.

**ARTICLE XVI: Special Awards**

- 1) The Board of Directors, if they see fit, can award a Chapter member with a special award. These awards can be either for an Outstanding Member or a Service Citation award.
- 2) Any Chapter member can nominate a candidate for either of these awards, which will be reviewed by the Board of Directors.
- 3) These awards will be presented to the individual at any meeting chosen by the Board of Directors.