

American Foundry Society

TENNESSEE CHAPTER BYLAWS

ARTICLE I NAME AND OBJECT

Section 1. This organization shall be known as the Tennessee Chapter of the American Foundry Society.

Section 2. The object of this organization shall be to exclusively advance the arts and sciences relating to the manufacture and utilization of metal castings.

ARTICLE II TERRITORY

Section 1. The approved territory of this chapter shall be as registered at the National Office of the Society.

ARTICLE III MEMBERSHIP AND DUES

Section 1. American Foundry Society members of all classes who reside or are employed in the prescribed territory of this Chapter shall be eligible for membership therein, with privileges as prescribed in the Bylaws of the Society.

Section 2. Annual dues for membership shall be as provided in the Bylaws and regulations of the American Foundry Society.

Section 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 MEMBERSHIP PRIVILEGES

Section 1. Each Corporate Member shall designate one individual who shall exercise the membership privileges of such membership and shall be entitled to one vote.

Section 2. Corporate Members, Individual Members, and Honorary Life Members shall have the right to hold office and to vote on all questions submitted to membership for letter or other ballot.

Section 3. Members of all classes shall be eligible to membership in a Chapter of the Society without payment of additional dues.

Section 4. All members shall be entitled to receive the monthly publication *Modern Casting*, and such other publications as may be designated for distribution by the Board of Directors.

ARTICLE V FINANCING

Section 1. In addition to the membership dues refund as provided by the bylaws of the Society, the Board of Directors 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 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 Society or Chapter privileges.

Section 2. No part of the income or property of this Chapter shall inure to 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 shall determine can best carry out the stated objective of the Chapter.

ARTICLE VI OFFICERS AND DIRECTORS

Section 1. Officers of the Chapter shall consist of a Chairman, 1st vice Chairman, 2nd vice Chairman, Secretary, and Treasurer.

Section 2. The Board of Directors shall consist of the Officers of the Chapter and other members of the Chapter elected annually from and by the membership for terms of three years each.

Section 3. The officers shall be elected for terms of one year.

Section 4. At each subsequent annual election the outgoing Chairman will automatically become a Director for one year and in the absence of any unusual circumstance the 1st Vice Chairman will be nominated for the Chairmanship. In the absences or resignation and/or other unexpected vacancies, Directors will be elected as follows:

2 for 3 years • 1 for 1 year

Section 5. If any member of the Board of Directors is absent from two consecutive Board of Director regular meetings he will be considered to have resigned and will be replaced according to Article VII of the Bylaws. Any desire for reinstatement must be submitted to the Board in writing prior to the next regular Board meeting. Such a request will be acted upon by the Board at that time as the majority of the Board sees fit.

ARTICLE VII FILLING VACANCIES OCCURRING IN MEMBERSHIP OF BOARD OF DIRECTORS

Section 1. In the event a vacancy occurs in the office of the Chairman between annual business meetings, the 1st Vice Chairman shall become Chairman.

Section 2. In the event a vacancy occurs on the Board of Directors, other than that of the Office of Chairman, the board of Directors shall elect a successor to serve the unexpired term.

ARTICLE VIII 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 business nature.

He shall submit, on the recommendation of the Board of Directors, appointments of standing and special committees and their chairman. The Chapter Chairman shall be member ex officio of all such committees.

He shall submit, at the Annual Business Meeting, a report reviewing activities of the Chapter and recommending future activities.

Section 2. 1st Vice Chairman: The 1st Vice Chairman shall fulfill the duties of the Chairman when the latter for any reason is unable to act in his capacity as Chapter Chairman. The 1st Vice Chairman will assume responsibilities of the sales, publishing, and distribution of the annual yearbook as well as the duties of the program chairman.

Section 3. 2nd Vice Chairman: The 2nd Vice Chairman is to be responsible for the annual outing and any special arrangements and duties requested by the Chairman or Board of Directors.

Section 4. Secretary: The Secretary shall be the custodian of the permanent records of the Chapter, prepare the minutes of all the Board Meetings and all regular and special meetings of the Chapter, maintain a permanent list of members, and, in writing, notify the members of all Chapter meetings.

Section 5. Treasurer: The Treasurer shall have charge of all funds of the Chapter and shall disburse such funds only as determined by the Board of Directors. He shall keep accounts in a book belonging to the chapter, which at all times shall be open to inspection by the Board of Directors.

At the Annual Business Meeting he shall submit to the membership a report of the current receipts and disbursements for the year. He shall prepare for a year end fiscal audit and forward a copy of this audit to the office of the American Foundry Society.

ARTICLE IX 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.

ARTICLE X ANNUAL MEETING AND FISCAL YEAR

Section 1. The annual Business meeting of the Chapter shall be the last regular meeting preceding July 1st. The fiscal year of the Chapter shall be from July 1st to June 30th, inclusive.

**ARTICLE XI
MEETINGS OF BOARD OF
DIRECTORS**

Section 1. The Board of directors shall meet at the call of the Chairman or at the call of three members of the Board.

Section 2. Five regular Board meetings shall be held during the year not more than 90 days apart, to be called at the discretion of the Chapter Chairman, ideally on dates other than regular Chapter meetings.

**ARTICLE XII
MEETINGS OF THE CHAPTER**

Section 1. Meetings of the chapter shall be held at a time and place as determined by the Board of Directors. Members shall receive at least seven days notice in writing of any regular meeting of the Chapter.

**ARTICLE XIII
COMMITTEES**

Section 1. Standing Committees shall be appointed annually and shall include the following: Membership, Program, Education, Finance, Entertainment and Reception.

Section 2. Such other committees as the Board of Directors consider necessary shall be appointed either as Standing or Special committees.

**ARTICLE XIV
NOMINATION AND ELECTION**

Section 1. A nominating committee of five (5) chapter members appointed by the Board of Directors at least 60 days prior to the Annual Business meeting, shall be Chaired by the Past Chairman and will be composed of two additional Past Chairmen and two members at large who are not members of the current Board of Directors. This committee shall present to the members at the regular meeting immediately preceding the Annual Business meeting, nominations for the offices of Chairman, First Vice Chairman, Second Vice Chairman, Secretary and Treasurer to serve for one year, and for election of Directors in accordance with the provisions of Article VI.

Section 2. A petition requesting the addition of other nominations for any or all offices other than those provided for by the regular Nominating Committee may be filed with the Secretary. If such a petition is made at least ten days before the Annual Business Meeting and signed by at least five members of the Chapter,

these additional names shall be placed in nomination.

Section 3. If more than one name is to be voted upon for any office, the balloting for such office shall be by secret ballot. Should no other candidates for office be nominated in the manner provided for Section 2 of this article, nominations shall be declared closed, and the secretary shall, at the Annual Business Meeting, cast the unanimous ballot of all members for the election of the candidates named in the report of the Nominating Committee.

Section 4. The election of officers and directors shall be at the Annual Business Meeting of the Chapter. They shall assume the duties of their offices immediately following the adjournment of the Annual Business Meeting and serve until their successors are chosen and qualified.

Section 5. Newly elected officers and directors will assume their responsibilities at the first Board Meeting following the Annual Business Meeting.

**ARTICLE XVI
AMENDMENTS**

Section 1. These By-Laws may be amended only by a three-quarter majority vote by the Board of Directors of the Chapter

Section 2. These Bylaws, amendments thereto, and official actions of the Chapter shall not conflict with any provisions governing Chapters in the Bylaws of the American Foundry Society. Any contingency not specifically covered by these Bylaws shall be handled in accordance with the provisions of the Bylaws of American Foundry Society.

Section 3. These Bylaws will be reviewed each year by the Board of Directors preferably at the first meeting of the new Board.

**ARTICLE XVII
LAST AMENDED DATE**

Section 1. The Bylaws were amended by a majority vote at a meeting conforming to the conditions set forth in Article XVI Section 1 - May 3, 1999.

**ARTICLE XVIII
LAST AMENDED DATE**

Section 1. The Bylaws were amended by a majority vote at a meeting conforming to the conditions set forth in Article XVII Section 1 - November 5, 2001.