



BY-LAWS

OF

SOUTHERN SOCIETY FOR

COATINGS TECHNOLOGY

APPROVED

May 3, 2021

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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 501C (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 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 Membership Committee who is appointed by the President. Membership in the Society is a privilege and not a right.

(1) Member may either be:

- (a) 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.
- (b) 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.

ARTICLE IV
MEMBER SECTIONS

Member sections shall consist of members of the Society in good standing that establish a local section within the boundaries of the Society. Member sections shall:

- (a) Establish their structure in terms of governance as approved by the Board of Directors and appoint officers: Chairperson, Vice Chairperson, Secretary & Treasurer or Secretary/Treasurer. Each Section must maintain at least two (2) officers at all times in order to be a recognized section of the Society.
- (b) Establish independent calendar of events as not to conflict with that of the Society or other sections.
- (c) Establish by-laws consistent with those of the Society -or- Adhere and fall under SSCT by-laws.
- (d) Work in conjunction with the Society to promote and support local and regional events and programs.

- (e) Shall operate as a division of the SSCT fiscally responsible to the SSCT BOD and must adhere to all IRS Tax Rulings and Regulations.
- (f) The Chairperson of each section will represent that section as a Director on the BOD of the Society.
- (g) Each Section must provide the Society President & Secretary with all meeting minutes, attendance records and financial records within 30 days of each Section meeting or scheduled event.
- (h) All documentation must be submitted to the Executive Secretary by the end of each fiscal year (no later than July 15).
- (i) If the section should become inactive, all remaining funds will be transferred to the Society to be held in reserve until such time as the Section is active. After five years of inactivity, all retained funds are to be forfeited and retained by the society.

ARTICLE V

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. If the Membership Committee is not familiar with the applicant, the Membership Chairperson will research the applicant to validate that the applicant falls under the Membership Guidelines included under Article III Membership. If the Membership Chairperson cannot validate the applicant, the Membership Chairperson will seek assistance from the BOD to determine the validity of the applicant.
- (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 Chairperson unless the application is accompanied by the applicant's payment of dues.

ARTICLE VI

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 Meeting and Table Top Exhibits).

ARTICLE VII

VOTING

All members present and in good standing shall vote in meetings of this Society. When the annual meeting is not held during the membership year, the Society may elect to use on-line, e-mail, section meetings or special meetings to vote on issues and elections.

ARTICLE VIII

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 with no less than ten (10) days' notice by the President of the Society.

ARTICLE IX

FISCAL YEAR

The fiscal year shall be from July 1 to June 30.

ARTICLE X

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 Chairperson of any Member Section described in Article IV within the Southern Society shall be on the Board of Directors.
 - (d) The Executive Secretary shall be on the BOD
 - (e) The President, Vice President, Treasurer and Secretary shall be on the BOD
- (3) Nine (9) members of the BOD shall constitute a quorum consisting of two officers and seven other 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 has taken over its duties on July 1st. 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 Members and shall be elected by a majority vote of the BOD at the Annual Meeting. The officers, who will take over their official duties the following July 1st, are as follows:
 - (a) A President, who shall preside at all meetings, appoints committees and calls special meetings on ten (10) days' notice to all members. The President shall Chair the BOD. The President shall oversee 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 and 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. He or she shall assist the President Elect in preparing for the Annual Meeting.
- (7) The "Executive Board" shall consist of the current President, Vice President, Treasurer, Secretary, immediate Past President and Executive Secretary.
- (8) An Executive Secretary who is a paid/volunteer of the Society whose duties are defined by the Officers. The Executive Secretary shall have all of the privileges of a member in good standing and shall have all of the privileges as a director at all BOD meetings, provided, however, the Executive Secretary shall not vote on any issue of the BOD or Membership that pertains to his or her compensation or that would otherwise constitute a conflict under the Conflict of Interest Policy of the Society.
- (9) 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.

(10) 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 he or she is to be removed.

ARTICLE XI

STANDING COMMITTEES

The President appoints and 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:** This committee shall be composed of a minimum of two (2) members; who will approve applicants for Membership.
- (3) **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.
- (4) **EDUCATIONAL:** This committee shall consist of at least two (2) members with duties that 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.
- (5) **BY-LAWS:** This committee shall consist of at least 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.

- (6) **WEBSITE:** This committee of at least two (2) members is responsible for the design, upkeep and maintenance of the ssct.org website. The committee chairperson will work closely with the Executive Secretary and the Member Sections to keep all relevant information up to date on the website.

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 XII

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) other members for a total of nine (9).

ARTICLE XIII

STANDING RULES

- (1) The Society, an independent entity, is defined by the objective in Article II.
- (2) 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 XIV

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 XV

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 transferred as a scholarship trust at institutions of higher learning.

ARTICLE XVI
SOCIETY BOUNDARIES

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

All Southeastern U.S. states

ARTICLE XVII
PERSONAL CONDUCT

All members in good standing, section members and participants at SSCT and SSCT Section events are expected to abide by the “Conflict of Interest Policy” and “Anti-Trust Policy” attached as exhibit (A) and exhibit (B).