

**PIEDMONT CHAPTER
BY-LAWS
THE AMERICAN FOUNDRY SOCIETY**

Revised June 21, 2001

**ARTICLE I
NAME AND OBJECTS**

- Section 1. This organization shall be known as the Piedmont Chapter of the American Foundry Society.
- Section 2. The objects of the Chapter shall be those of the American Foundry Society, namely, exclusively to advance through research and education 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 Central Office of the Society.

**ARTICLE III
MEMBERSHIP AND DUES**

- Section 1. American Foundry Society members of all classes residing in the approved territory of this Chapter, or those residing in other areas, shall be eligible for membership therein, with privileges as prescribed in the by-laws of the Society.
- Section 2. Annual dues for membership 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**

- Section 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 and shall, when it is deemed necessary, make provision for raising additional funds. They may also receive contributions or bequests, and shall have complete control of all funds thus raised or received.
- Section 2. The Board of Directors of the Chapter shall have authority also 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 Society or Chapter privileges.

**ARTICLE V
OFFICERS AND DIRECTORS**

- Section 1. Officers of the Chapter shall consist of a Chairman, a Vice-Chairman, a 2nd Vice Seminar Chairman, a Secretary, a Treasurer, each elected annually from and by the membership for a term of one year.
- Section 2. The Board of Directors of the Chapter shall consist of the Officers of the Chapter, the immediate Past Chairman, and nine other members, three of whom are elected each year for a three-year term.

**ARTICLE VI
FILLING VACANCIES**

- Section 1. In the event a vacancy occurs in any of the offices between Annual Business Meetings, the Board shall elect an interim officer.
- Section 2. In the event a vacancy occurs on the Board of Directors, the Chairman shall appoint a successor to fill the unexpired term.
- Section 3. The position of Officer or Director may be declared vacant for nonperformance of duties by two-thirds of the Board of Directors voting in regular session. The position shall be refilled as prescribed in Section 1 and 2 of this Article.
- Section 4. Any Officer, Director or Committee Chairman who is absent from two regular or special meetings of the Board of Directors within the Chapter year and who is not represented by a Piedmont Chapter Member in good standing shall be considered disinterested in his duties. Upon determining the above, Section 3 of this Article shall be followed for removal of any individual from office.

**ARTICLE VII
DUTIES OF OFFICERS**

- Section 1. The Chairman 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. He shall be a member ex-officio of all Standing and Special Committees, except the Nominating Committee. He shall submit, at the Annual Business Meeting, a report reviewing activities of the Chapter and recommending future activities, together with a report prepared by the Treasurer showing receipts and disbursements for the year.
- Section 2. The Vice-Chairman shall fulfill the duties of the Chairman when the latter, for any reason, is unable to act in his elected capacity, except when the office of the Chairman is declared vacant by the Board of Directors.
- Section 3. The 2nd Vice Chairman shall act as the Seminar Chairman and shall conduct a seminar each year as directed by the Board of Directors. It shall be his responsibility to present a completed plan to the Chapter at the meeting preceding the event, and to present a complete report, including finances, to the Board of Directors within 30 days after the event.

Section 4. The Secretary shall be the custodian of the permanent records of the Chapter and shall keep a correct journal of its proceedings. He shall take charge of all records, papers and documents belonging to the Chapter, shall prepare the minutes of all Board meetings and all regular and special meetings of the Chapter, shall maintain a correct list of Chapter members, and shall, in writing, notify members of all Chapter meetings. At the expiration of his term in office, he shall transfer to his successor all records, papers and other property of the Chapter in his possession.

Section 5. 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 the accounts in books belonging to the Chapter, which at all times shall be open to inspection by the Board of Directors. He shall deposit all Chapter funds in the name of the Chapter, in a Bank or Trust company approved by the Board of Directors. He shall be empowered to invest and re-invest surplus Chapter funds only as directed by the Board. He shall supply the Chairman of the Chapter with a report of receipts and disbursements whenever required, and at the end of the year for presentation at the Annual Business Meeting.

At the close of the fiscal year June 30, the Treasurer shall have the financial records audited by an independent tax accounting firm or qualified auditor. This audit shall be completed no later than August 15th. Upon closure of the books an Operating Statement and Balance Sheet must be forwarded to the National office no later than July 15th. IRS form 990 must be submitted along with a copy of the Chapter Officers and Directors, no later than November 15th (5 ½ months after close of books) to the proper IRS office. (Internal Revenue Service – Ogden, UT 84201-0027)

At the expiration of his term of office, he shall transfer to his successor all funds, records, papers, and other property of the chapter in his possession. All Chapter Officers empowered to disburse Chapter funds shall give surety bond in the amounts fixed by the Board of Directors, premiums on such bonds to be paid by The Chapter.

ARTICLE VIII BOARD OF DIRECTORS

Section 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 objectives of the Society.

Section 2. The financial books of the Chapter shall be audited annually at the close of each fiscal 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**

- Section 1. The Board of Directors shall meet at the call of the Chairman or any three members of the Board, at a time and place designated by written notification at least nine days in advance of the meeting. A quorum shall consist of three Officers and six Directors. Chapter business may not be conducted without a quorum. Proxies may be obtained to complete a quorum.
- Section 2. A meeting of the Board of Directors shall be held within 90 days of the close of the fiscal year for the review and approval of the annual audit of the chapter finances, and to approve the recommended budgets for the new fiscal year.
- Section 3. In order to accomplish section 2 of this article, the Board of Directors shall hold a planning meeting after the annual business meeting and prior to the close of the fiscal year (June 30). The purpose of this meeting shall be to formulate recommended budgets for the coming year, to be officially approved only after the yearly audit has been approved as stated in section 2.

**ARTICLE X
MEETINGS OF THE CHAPTER**

- Section 1. Regular meetings of the Chapter shall be held at least five times from September to June inclusive, at various places within the Chapter area and at a time approved by the Board of Directors. Members shall receive at least nine days notice, in writing, of any regular or special meeting of the Chapter.
- Section 2. The Annual Business Meeting of the Chapter shall be the last regular meeting preceding June 30.

**ARTICLE XI
BUDGETS**

- Section 1. The Board of Directors shall approve, as prepared by the Treasurer at the Board's direction, an annual budget of estimated expenses, which shall not exceed 90 percent of the anticipated income of the Chapter.

**ARTICLE XII
COMMITTEES**

- Section 1. Standing and Special Committees, or their Chairmen, shall be appointed annually by the Chapter Chairman. Such committees shall include: Membership, Education, and Publicity.
- Section 2. The Chairman may designate another member of the Chapter to temporarily function in the place of any member of any Standing or Special Committee who is absent, ill, or otherwise unable to serve.

**ARTICLE XIII
NOMINATIONS AND ELECTIONS**

- Section 1.** At the first or September meeting of the Board of Directors, a Nomination Committee shall be formed consisting of three immediate past Chapter Chairmen who are members in good standing and two members of the Chapter elected by the Board. This committee shall present at the fourth or March meeting of the Chapter candidates for the offices of Chairman, Vice-Chairman, 2nd Vice Chairman, Secretary, Treasurer, and three Directors for terms of office as provided for in Article V.
- Section 2.** After presentation of the Nominating Committee's report, further nominations may be made from the floor.
- Section 3.** If additional nominations are received for any office, then the elections shall be by secret ballot at the Annual Business Meeting. Ballots then shall be distributed and counted by an election committee of three members present, appointed by the presiding Chairman.
- Section 4.** Should no additional nominations be received, nominations shall be declared closed and the Secretary shall, at the Annual Business Meeting, cast the unanimous ballot of the membership for election of those candidates named by the Nominating Committee.
- Section 5.** Newly elected Officers and Directors shall assume the duties of the offices immediately following adjournment of the Annual Business Meeting and shall serve until their successors are chosen and qualified.

**ARTICLE XIV
EXECUTIVE COMMITTEE**

- Section 1.** The Executive Committee shall consist of all past Chairmen of the Piedmont Chapter who are members in good standing.
- Section 2.** The Executive Committee shall act primarily as a steering group of direction, official action, and general technical education. The Committee shall perpetuate the desirable traditions of the Chapter. Suggestions for action for the Chapter Officers and Directors shall be in the form of resolutions, and forwarded to the Chapter Secretary.
- Section 3.** The Chairman of the Executive Committee will be senior member in service present at a Committee meeting.
- Section 4.** Meetings will be held at the regularly scheduled Chapter meetings if three (3) or more members are present and so desire.
- Section 5.** A quorum will be three (3) members and a majority vote will be required to transact business.

**ARTICLE XV
AMENDMENTS**

Section 1. These by-laws may be amended only by a majority vote of the membership present at a regular or special meeting, provided notice of vote on such amendment shall have been given to the membership at a previous regular or special meeting, and the full text of the proposed amendment included in the printed notice thereof.

**ARTICLE XVI
AMERICAN FOUNDRY SOCIETY NATIONAL AGREEMENT**

Section 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.

Section. 2 No action or obligation of the Chapter shall be considered an action or obligation of the American Foundry Society, until approved or accepted by the Society's Board of Directors.

PIEDMONT CHAPTER AREA

The territory of the Piedmont Chapter shall include (1) all of the States of South Carolina and North Carolina; (2) all of the State of Virginia except those northern counties of Frederick, Warren, Clarke, Loudoun, and Fairfax; (3) the following counties in the states of West Virginia: Minto, Logan, Lincoln, Putnam, Kanawha, Boone, Wyoming, McDowell, Raleigh, Mercer, Summers, Monroe, Greenbrier, Pocahontas, Nicholas, Clay, Webster and Fayette; (4) the State of Georgia excepting the counties of Polk, Haralson, Carroll, Heard, Troup, Harris, Muscogee, Chattahoochee and Stewart.