

# CONSTITUTION OF THE AMERICAN FOUNDRYMEN'S SOCIETY BC CHAPTER

1. This organization shall be known as THE AMERICAN FOUNDRYMEN'S SOCIETY – BC CHAPTER, hereinafter referred to as the "Chapter"
2. The purposes of the Chapter shall be as follows:
  - a. The advancement of the sciences related to the manufacture and utilization of metal castings through research, education and dissemination of technology;
  - b. To gather information and artifacts and preserve records and artifacts connected with the metal casting industry for the preservation of examples and objects of historic interest and value.
3. The Chapter shall be carried on without purpose of gain, and any profits or other accretions to the Chapter shall be used for promoting its purposes.
4. No part of the income or property of this chapter shall in cur to the benefit of any individual, and in the event of dissolution of the Chapter, any assets of the Chapter remaining after the satisfaction of its debts and liabilities thereof shall become the property of such not for profit Canadian organization as the Board of Directors of the Chapter shall determine can best carry out the stated objects of the Chapter.
5. Clauses 3 and 4 are unalterable in accordance with the Section 22 of the Societies Act.

## BY-LAWS of THE AMERICAN FOUNDRYMEN'S SOCIETY BC CHAPTER

### Article 1. Membership

Section 1 The membership of this Chapter shall consist of the following classes of members:

- Research Patron Member
- Personal Member
- Sustaining Member
- Teaching Associate
- Service Life Member
- Retired Associate
- Company Member
- Junior Member
- Honorary Life Member

Section 2 Any individual, firm or organization may make application for a class of membership as in Section 1. Applications shall be made in writing and accompanied by payment covering on year's dues or such period as may be deemed acceptable by the Secretary of the Society, When application is approved in such manner as the

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board of Directors may determine, applicant shall be enrolled in the proper application.

- Section 3 The international Directors may make provision for special memberships and shall determine the dues and privileges of such membership,
- Section 4 Resignations shall be submitted in writing to the National Secretary, in Des Plaines, Ill, USA.
- Section 5 Any members of the Chapter may be suspended or expelled from membership for due cause by a two-thirds vote of the international Board of Directors, with simultaneous suspension of all membership privileges, provided said member is notified in writing, at least 30 days in advance of the Board Meeting at which suspension or expulsion is to be considered.

## **Article 2. DUES**

- Section 1 The schedule of dues for members shall be set by the society headquartered at Des Plaines, Illinois, USA
- Section 2 All dies shall be payable to the society, headquartered at Des Plaines, Illinois, USA, and the collection of all dues shall be the responsibility of the Society.
- Section 3 Any member removed from the rolls of the Society for non payment of dues shall automatically be removed from the membership roll of the Chapter

## **Article 3. MEMBERSHIP PRIVILEGES**

- Section 1 Each Research Patron, Sustaining and Company Member may designate an individual who shall exercise the membership privileges of such membership and shall be entitled to one vote
- Section 2 All members, with the exception of Junior Members, shall have the right to hold office in the Chapter and to vote on all questions submitted to the membership by letter or other vote.
- Section 3 All members shall be entitled to participate in and benefit from the research and educational activities of the Chapter and receive official publication. Members shall also receive such other publications and services as may be designated for distribution and is such manner as may be determinate by the international Board of Directors.

## **Article 4. FINANCING**

- Section 1 In addition to the dues refund as provided for in the bylaws of the Society the Board of Directors of the Chapter may and shall, when

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it is deemed necessary, may make provisions for raising additional funds. They may also receive contributions or bequests and shall have entire control of all funds raised or received.

Section 2 The board of Directors of the Chapter shall have authority also to raise and disperse 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 of Chapter privileges.

## **Article 5. OFFICERS AND DIRECTORS**

Section 1 Officers of the Chapter shall consist of a Chairman, Vice-Chairman, Secretary/Treasurer, each elected annually from and by the membership for a term of one year. The officers of the Secretary and Treasurer may be combined at the discretion of the Board of Directors.

Section 2 The board of Directors of the Chapter shall consist of the Chairman, Vice-Chairman, Secretary/Treasurer, immediate Past Chairman, and nine members of the Chapter elected annually from and by the membership for terms of three each.

Section 3 The immediate Past Chairman shall serve as a member of the Board of Directors for one year, on conclusion of his terms of office as Chairman.

Section 4 All elected Officers and Directors shall serve without remuneration.

## **Article 6. FILLING VACANCIES**

Section 1 In the event of a vacancy occurring in the Office of Chairman between Annual Business meetings, the Vice-Chairman shall become Chairman.

Section 2 In the event a vacancy occurs on the Board of Directors, or in any office other than that of Chairman, the Board of Directors shall elect a successor to serve such unexpired term if necessary.

## **Article 7. 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 office of the Chapter. He shall be a member ex-official 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.

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- Section 2 The Vice-Chairman shall fulfill the duties of Chairman when the latter, for any reason, is unable to act in his elected capacity. He will perform the duties of Program Chairman and arrange for speakers and programs at technical sessions, and prepare the notices for all regular meetings and circulate to the membership by mail.
- Section 3 The secretary/Treasurer shall prepare and retain custody of minutes or proceedings of the Annual General Meeting, Special Meetings and Director's meetings of the Chapter. He shall file or cause to be filed with the Registrar of Companies the following:
- i. Notice of every change of registered address of the Chapter within fourteen (14) days after the change is made;
  - ii. Every special resolution in duplicate and every notice return or resolution as foresaid shall be authenticated by the Chapter before filing with the Registrar of Companies.  
He/She shall be responsible for keeping books of accounts.  
He/She shall deposit all monies to the credit of the Chapter in a chartered bank, credit union or trust company. He shall keep, or cause to be kept, true accounts with respect to the following
    - a. *All sums of money received and extended by the Chapter and the matters in respect of which such receipts or expenditures take place;*
    - b. *The Assets and Liabilities of the Chapter: He/She shall present at the Annual General Meeting a statement in the form of a Balance Sheet containing general particulars of the liabilities and assets of the Chapter and a statement of income and expenditures incorporating the report of the auditor.*
    - c. *At the expiration of his term of office, he/she shall transfer to the 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 amount fixed by the Board of Directors, premiums on such binds to be paid by the Chapter*
- Section 4 The Directors shall serve on committees as appointed by the Chairman as follows:
- i. EDUCATION: Promote and organize educational and technical advancement courses for members of the Chapter.
  - ii. APPRENTICESHIP: Promote the advancement of apprentices, and organize and conduct apprenticeship contest.
  - iii. MEMBERSHIP: Promote membership in the Chapter and obtain new members. Ensure the Chapter mailing list is updated.

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- iv. PUBLICITY & PUBLIC RELATIONS: Act as liaison between Chapter and industry, outside industries and individuals, technical institutions etc. and promote the chapter, the Society and industry in general. Arrange for news items and pictures of various events.
- v. ENTERTAINMENT: Arrange and organize the annual Ladies Night and any other events as required,
- vi. SPORTS: Arrange for and organize any sporting events carried out by the Chapter.
- vii. MUSEUM & ARCHIVES: To gather information and artifacts and preserve records and artifacts connected with the metal casting industry for the preservation of example and objects of historic interest and value.
- viii. Any other committee as appointed by the Chairman.

## **Article 8. BOARD OF DIRECTORS OF THE BC CHAPTER & PROCEEDINGS**

- Section 1 The control of the Chapter shall be vested in the Chapter Board of Directors, who approve all expenditures and manage the affairs of the Chapter as may best promote the interest of the membership in accordance with the fundamental objects of the Society and Chapter.
- Section 2 The financial books of the Chapter shall be audited annually as the close of each fiscal year, in such manner as may be prescribed by the Chapter Board of Directors. The fiscal year of the Chapter shall begin May 1 and end April 30.
- Section 3 A resolution in writing signed by all of the Directors personally shall be valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted.
- Section 4 Questions arising at any meeting of the Directors shall be decided by a majority of votes. The chairman of the chapter will only vote when a deciding vote is required.
- Section 5 The Chairman, or in his absence, the Vice-Chairman, shall preside as Chairman of any meeting of the Chapter and at any meeting of the Directors.
- Section 6 The Directors may delegate any of their powers to committees consisting of such member or members of the Chapter as they think fit and appoint the Chairman thereof: Any committee so formed shall conform to any regulations that may be imposed on them by Directors. The chairman of each committee so appointed

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shall be required to attend Directors meetings upon request and to report plans which must be approved by the Directors.

## **Article 9. REMOVAL OF DIRECTORS**

- Section 1 Member of the Chapter Board of Directors shall cease to hold office on ceasing to be members of the Society.
- Section 2 If in the opinion of the Chapter Board of Directors a Director is not acting in the best interest of the Chapter it may give notice to the Director concerned of a hearing to determine whether such a director should be removed. Should the majority of the Board be of the opinion of the Director shall be removed, then the Director shall be advised in writing.
- Section 3 The Director concerned shall have the right to appeal to the general membership, requesting this appeal in writing to the secretary, after which a vote of the general membership shall be taken at a meeting of the Chapter.

## **Article 10. CHAPTER MEETINGS**

- Section 1 The Annual Meetings of the Chapter shall be held during the month of May with thirty (30) days written notice given each member.
- Section 2 Technical Sessions of the Chapter shall be held once a month from September through April at a time and place designated by the Chapter Board of Directors. Members shall receive at least ten (10) days notice, in writing, of any regular meeting of the Chapter.
- Section 3 Chapter Board of Director Meetings shall be called by the Chairman at least once per month during the period covering September through May at time and Place designated by the Chairman with written notice to each Director not less than seven (7) days before the meetings, or by telephone not less than five (5) days prior to the meetings. A majority of the Board shall constitute a quorum for the Transaction of business.

## **Article 11. BUDGETS**

- Section 1 The Chapter Board of Directors shall approve as prepared by the Secretary/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 12. NOMINATIONS AND ELECTIONS**

- Section 1 A Nominating committee consisting of the immediate Past Chairman who will act as Chairman of the committee, and two (2)

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other Past Chairman shall be formed, and shall nominate a slate of candidates for the elected offices prior to the Annual General Meeting.

- Section 2 The Nominating Committee shall advise the Chapter membership of the selections of officers at least thirty (30) days prior to the Annual General Meeting.
- Section 3 Additional nominations for any or all may be made in writings, in the form of a petition, signed by at least fifteen (15) members in good standing. Such additional nominations must be submitted to the Chairman of the Nominating Committee not less than fifteen (15) days prior to the Annual General Meeting.
- Section 4 Should no additional nominations be received as prescribed, 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 their offices immediately following the adjournment of the Annual Business Meeting and shall serve until their successors are chosen and qualified.

## **Article 13. BANKING, FINANCIAL YEAR, BOOKS OF ACCOUNT AND AUDITORS**

- Section 1 Accounts shall be kept in the name of the Chapter at a bank, credit union, or trust company selected by the Chapter Board of Directors.
- Section 2 The Chapter Board of Directors may also authorize from time to time such person or persons as they think necessary to transact the Chapter's banking with the said bank, credit union or trust company and to sign and execute on behalf of the Chapter all documents, securities, agreements, promises and pledges
- Section 3 All cheques shall be signed by two signing officers shall be the Chairman or the Vice Chairman together with the Secretary /Treasurer.
- Section 4 The financial year of the Chapter shall be from June 1 to May 31.
- Section 5 The books of account, records and minutes of the Chapter shall be kept by the Secretary/Treasurer and shall be open for inspection by the member during such time as the Chapter Board of Directors shall designate.
- Section 6 At the Annual General meeting, the Chapter Board of Directors will appoint Auditors whose duties shall be regulated in accordance

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with the "Societies Act" or any statutory modifications thereof for the time being in force.

## **Article 14. SEAL**

Section 1 The Secretary of the Chapter shall have the custody of the corporate seal of the Chapter which shall not be affixed to any instrument except by authority of a resolution of the Chapter Board of Directors and in the presence of either the Chairman or Vice Chairman and the Secretary, or such persons as the executive may by resolution authorize.

## **Article 15. AMENDMENTS**

Section 1 These bylaws may be amended only by at least a 75% 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.

Section 2 Proposed amendments to the bylaws must be received by the Secretary at least four (4) weeks prior to the date of the Annual General Meeting or Special General Meeting. Notice of a proposed amendment to the bylaws shall be duly entered in the minutes and a copy of the approved amendments thereof be sent to every member of the Chapter in good standing.

Section 3 Any resolution proposing an amendment to the Bylaws shall be called a special resolution. A special resolution is to be passed by a majority of at least 75% of the members present at a meeting.

## **Article 16. Financial and Liability**

Section 1 The Chapter shall receive from the Society a percentage of the membership dues charged by the Society as covered in the AFS bylaws in effect at the time.

Section 2 For the purpose of carrying out objectives of the Chapter the Chapters Board of Directors may purchase, take on lease, or in exchange hire or otherwise acquire, hold real or personal property, or any interest therein, that the Chapter may think necessary or convenient and may mortgage, let, improve, and develop the same and erect and maintain any necessary buildings or structures therein.

Section 3 Any and all negotiations, purchased loans, mortgages or property or action of the Chapter as described or inferred in Article 16, Section 2 shall be the sole responsibility of the officers and

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membership of the British Columbia Chapter. They shall assume complete liability for all debts and actions that may surround any ownership debts of financial obligations. The International Officers of Society in Des Plaines do not assume any responsibility or liability of the BC Chapter for any actions they may take as described in Article 16, Section 2.

Section 4 Such funds as are obtained by the Chapter shall be disbursed at the Chapter Board of Directors Discretion.

Section 5 The Membership shall not be financially liable for any debts or fines incurred by an individual member or group affiliate members of the Chapter

## **Article 17. General**

Section 1 These bylaws, amendments thereto and official actions of the Chapter shall not conflict with any provisions governing Chapters in the bylaws of the American Foundrymen's Society.

Section 2 No action or obligation of the Chapter shall be considered an action or obligation of the American Foundrymen's Society.

*Any matters not outlined in these bylaws but covered in the Societies Act stands as in the act.*