

Plastics Pioneers Association Bylaws

Table of Contents

Article I – Nature, Objectives	4
<i>Section 1. Nature</i>	4
<i>Section 2. Objectives</i>	4
<i>Section 3. Association Representation</i>	4
Article II – Offices	4
Article III – Members	4
<i>Section 1. Number</i>	4
<i>Section 2. Classification of Membership</i>	4
a. Member in Good Standing	4
b. Regular Member	4
c. Honorary Member	4
d. Distinguished Service Member	5
<i>Section 3. Qualifications for Regular Membership</i>	5
a. Years Employed in the Plastics Industry and/or Associated Academia	5
b. Credentials	5
<i>Section 4. Application for Regular Membership</i>	5
a. Application	5
b. Sponsors	5
<i>Section 5. Reinstatement/Reclassification</i>	5
a. Reinstatement	5
b. Reclassification	5
<i>Section 6. Transferability of Rights and Privileges of Members</i>	6
<i>Section 7. Election of Members</i>	6
<i>Section 8. Attendance</i>	6
a. Regular Members	6
b. Applications Pending	6
<i>Section 9. Initiation Fees, Annual Dues</i>	6
<i>Section 10. Resignation</i>	6
<i>Section 11. Suspension and Dropping for Cause</i>	6
a. Non-payment of Fees and Dues	6
b. Detrimental Conduct	6
Article IV – Meetings Of Members	7
<i>Section 1. Regular Meetings of Members</i>	7
<i>Section 2. Special Meetings</i>	7
<i>Section 3. Quorum at Meeting of Members</i>	7
<i>Section 4. Rules of Order</i>	7
Article V – Board of Governors	7
<i>Section 1. Number and Composition</i>	7
a. Governors	7
b. Officers	7
c. Committee Chairs	7
d. Eligibility	7
<i>Section 2. Election and Term</i>	7

a. Succession	7
b. Provision of Nominations to the President	7
c. Order of Election	8
d. Election Inspectors Committee	8
e. Floor Nominations	8
f. Number Required to Elect	8
g. Appointed Member	8
h. Assumption of Duties	8
i. Filling Vacancies	8
<i>Section 3. Meetings</i>	8
a. Special Meetings	8
b. Notice of Special Meeting	8
c. Quorum	8
d. Meeting by Electronic Media	8
e. Special Ballot	8
<i>Section 4. Removal from Office</i>	9
a. Removal by Members	9
b. Removal by Board of Governors	9
Article VI – Officers	9
<i>Section 1. Election and Term</i>	9
a. Election Inspectors Committee	9
b. Number Required to Elect	9
c. Assumption of Duties	9
<i>Section 2. Duties and Responsibilities</i>	9
a. President	9
b. Vice President	9
c. Secretary	9
d. Treasurer	9
e. Immediate Past President	10
f. Managing Director	10
g. Other Officers	10
<i>Section 3. Reelection</i>	10
<i>Section 4. Removal from Office</i>	10
<i>Section 5. Filling Officer Vacancies</i>	10
<i>Section 6. Delegation of Duties</i>	10
<i>Section 7. Bond</i>	10
<i>Section 8. Responsibility</i>	10
Article VII – Committees	11
<i>Section 1. Committees, General</i>	11
a. Standing Committees	11
b. Ad Hoc (Special, Select) Committees/Task Forces	11
c. Committee Chairs	11
d. Committee Membership	11
e. Subcommittees	11
f. Quorum	11
g. Actions	11
<i>Section 2. Committee Meetings</i>	11
a. Notice of Meetings	11

b. Special Meetings	11
c. Meeting by Electronic Media	11
d. Special Ballots	12
<i>Section 3. Standing Committees, General</i>	12
a. Number	12
b. Rules of Procedure	12
c. Records	12
d. Appointments and Terms	12
e. Committee Size	12
<i>Section 4. Standing Committees by Name</i>	12
a. Bylaws and Policies Committee	12
b. Membership Committee	12
c. Nominating Committee	12
d. Education Committee	12
e. Plastics Pioneers Education Fund Investment Committee (PPEF)	12
f. Communications Committee	13
g. Plastics History and Artifacts Committee	13
h. Events Committee	13
i. Pioneer Action League (PALS)	13
Article VIII – Staff of the Association	13
Article IX – Budget and Authorized Expenditures	13
Article X – Fiscal and Fiduciary Provisions	13
<i>Section 1. Fiscal Year</i>	13
<i>Section 2. Indebtedness</i>	13
<i>Section 3. Reports</i>	13
<i>Section 4. Execution of Papers</i>	14
<i>Section 5. Personal Liability</i>	14
<i>Section 6. Corporate Securities</i>	14
<i>Section 7. Books and Records</i>	14
<i>Section 8. Audits</i>	14
<i>Section 9. Compensation of Governors, Committee Members, Agents, or Employees</i>	14
Article XI – Indemnification of Governors, Officers, Committees, Employees, and Agents	14
Article XII – Corporate Seal	15
Article XIII – Waiver of Notice	15
Article XIV – Consents	15
<i>Section 1. Members</i>	15
<i>Section 2. Board of Governors/Committees</i>	15
Article XV - Amendments	15
<i>Section 1. Proposal by Bylaws and Policies Committee</i>	15
<i>Section 2. Proposal by Members</i>	15
LIST OF REVISIONS	16

**Bylaws of the
PLASTICS PIONEERS ASSOCIATION**
A Delaware Non-Stock, Non-Profit 501(c)(3) Corporation
(Revised May 2023)

ARTICLE I – NATURE, OBJECTIVES

Section 1. Nature

The PLASTICS PIONEERS ASSOCIATION, hereinafter referred to as the Association, is a non-stock, non-profit organization of individuals who are persons of accomplishment in the Plastics Industry, and who wish to foster the bonds of friendship and fraternalism among them, and to accomplish such other purposes as are deemed provident.

Section 2. Objectives

The objectives of the Association shall be (i) to recognize achievements in the fields of plastics and/or polymer science, engineering, technology, education, sales/marketing, or management, (ii) to support industry-wide educational programs, (iii) to promote the study and improvement of plastics and/or science, engineering, and technology in the Plastics Industry, and (iv) to ensure the collection and preservation of the history of the plastics industry. These objectives shall be achieved by:

- a. Conducting at least one meeting annually to enable Members to decide on which programs should be initiated and/or supported, and what achievements should be recognized.
- b. Contributing funds from its treasury to educational programs deemed worthy of support by its Members.
- c. Administering a scholarship program for deserving students enrolled in programs leading to careers in plastics and/or polymer science, engineering, technology, education, sales/marketing, or management in the Plastics Industry.

Section 3. Association Representation

The Association shall be represented only by the duly-elected President and/or the Managing Director, or the properly designated representatives thereof, in all matters public or private. Individual members may present their views as individuals, but not in any way claim to represent the Association.

ARTICLE II – OFFICES

The Association shall have offices at such place or places within or without the state of Delaware as the Board of Governors may determine, or as the business of the Association may require.

ARTICLE III – MEMBERS

Section 1. Number

Membership in the Association shall be limited to two hundred fifty (250) individuals. Honorary Members shall not be included in this count.

Section 2. Classification of Membership

There shall be three classes of Members: Regular Member, Honorary Member, and Distinguished Service Member. The qualifications, rights, and privileges of each class are as follows:

a. Member in Good Standing

A member in good standing is a member of any classification (Regular, Honorary, or Distinguished Service) whose dues are current and whose conduct has not violated and/or does not violate any of the pertinent sections of these bylaws. If a question arises as to a member's status under this Section, it shall be decided by a vote of the Board of Governors acting at a properly constituted meeting.

b. Regular Member

One who is elected to membership according to these Bylaws and the rules and procedures as prescribed by the Membership Committee. Regular Members shall have the right to vote, to hold elective or appointed offices, and to participate in all affairs of the Association. To maintain membership in the Association, Regular Members must be a member in good standing and attend meetings of Members, in accordance with Sections 8, 9 and 11, below. (See also item III.2.a)

c. Honorary Member

One who, by virtue of outstanding achievement or professional eminence in the Plastics Industry, or by sustained active membership, present or past, in PPA, is deemed worthy of this status by the Board of Governors. A candidate for Honorary Member may be recommended by a member in good standing of PPA. To be elected an Honorary Member, that candidate must be approved by a majority of the

members of the Board of Governors at a vote held during any meeting of the Board at which a quorum is present.

Additionally, an invitation to join PPA as an Honorary Member shall be extended by the Membership Committee to an appropriate executive at each of the organizations listed below. These specific memberships will be granted upon acceptance. Election by the Board of Governors is not required.

1. Plastics Industry Association (PLASTICS)
2. Society of Plastics Engineers (SPE)
3. Science History Institute
4. Syracuse University Libraries
5. SPE Foundation
6. And such other organizations as directed by the Board of Governors.

Honorary Members shall not have the right to vote, nor to hold elective or appointed office. Honorary Members shall not be required to pay an Initiation Fee or Annual Dues and may have their status revoked at any time by act of the Board of Governors.

d. Distinguished Service Member

One who, by virtue of sustained outstanding service to the Association, is deemed worthy of this status by the Board of Governors. A candidate for Distinguished Service Member must be an active member in good standing at the time of election (exceptions at the discretion of the PPA President); must have been an active member for at least 12 consecutive years; must have served as chair or co-chair of at least one committee; must be nominated by an active member in good standing; and must be supported by two sponsors who are active members in good standing. To be elected a Distinguished Service Member, that candidate must be approved by a majority of the members of the Board of Governors at a vote held during any meeting of the Board at which a quorum is present. Distinguished Service Members shall have the right to vote, to hold elective or appointed offices, and to participate in all affairs of the Association. To maintain membership in the Association, Distinguished Service Members must be a member in good standing and attend meetings of Members, in accordance with Sections 8, 9 and 11, below.

Section 3. Qualifications for Regular Membership

An applicant for membership in the Association must meet the following requirements:

a. Years Employed in the Plastics Industry and/or Associated Academia

Have been employed in the plastics industry and/or associated academia for a minimum of twenty (20) years.

b. Credentials

Have made some worthwhile contribution to the betterment of the plastics industry (e.g. achievement in the fields of plastics and/or polymer science, engineering, technology, education, sales/marketing, or management; or have served with distinction in the plastics industry or related associations, etc.).

Section 4. Application for Regular Membership

An applicant for membership in the Association must:

a. Application

Submit a completed application on the proper form to the Membership Committee. The applicant must sign the application to signify his/her understanding of the requirements for election and continued membership. Such form is available from the Association office or online at the Plastics Pioneers website.

b. Sponsors

Be sponsored for membership by at least two (2) Regular or Distinguished Service Members in good standing. These sponsors shall send their letters of recommendation to the Membership Committee.

Section 5. Reinstatement/Reclassification

a. Reinstatement

Persons having resigned or having been dropped from membership for non-payment of dues may petition for reinstatement as a Regular Member by submitting their request, with substantiating reasons, to the Membership Committee. (See also Sections 9 and 11, below.)

b. Reclassification

Honorary Members, who meet the qualifications for membership described above, may petition for reclassification to Regular Member status by submitting their request, with substantiating reasons, to the Membership Committee in like manner, submitting payment of dues for the current year.

Section 6. Transferability of Rights and Privileges of Members

The rights and privileges of a Member are not transferable to any person.

Section 7. Election of Members

Candidates for Regular Member, Honorary Member, and Distinguished Service Member, if any, shall be proposed by the Membership Committee to the Board of Governors for their review and vote. Election to the appropriate member grade shall be by a majority vote of the Board of Governors. Initiation Fees and Annual Dues shall be invoiced in accordance with Section 9 below. An applicant officially becomes a member upon election and payment of Initiation Fee and Dues.

Section 8. Attendance

a. Regular Members

A newly elected Regular Member must attend either the Annual Meeting or any regular meeting of Members called by the Board of Governors during the first year after their election to membership to be formally introduced to the membership assembled and to receive their Membership Certificates and lapel pins. For the purposes of this provision, the first year after election shall be the full calendar year following such election.

b. Applications Pending

Any person whose Application for Membership is under consideration by the Membership Committee, but not yet voted upon, may not attend any meeting of Members.

Section 9. Initiation Fees, Annual Dues

- a. The amounts of Initiation Fees and Annual Dues shall be fixed by the Board of Governors.
- b. All new members shall be invoiced for the Initiation Fee immediately following their election.
- c. New members elected from January to June shall also be invoiced for full Annual Dues for the current year. New members elected from July to December shall be invoiced for half the Annual Dues for the current year.
- d. All members shall be sent an Annual Dues Invoice in the month of September. Members elected after the dues mailing shall receive both current year and coming year invoices. Invoices shall be directed to the Member's email address that appears in the current PPA Membership Roster. In the case of new Members, the email address listed on their Membership Application shall be used.
- e. Initiation Fees and Annual Dues are payable within thirty (30) days of date of invoice.

Section 10. Resignation

Any Member in good standing may resign from the Association by submitting a written resignation to the Membership Committee or the Board of Governors. No Member shall be entitled to the return of any fees or dues when severing such membership. Reinstatement may be effected in accordance with Section 5, above, provided there are openings in the membership (see Article III, Section 1).

Section 11. Suspension and Dropping for Cause

A Member may be dropped from membership, or have his/her membership suspended, as follows:

a. Non-payment of Fees and Dues

Any Member in arrears sixty (60) days after the thirty (30) day period for payment of fees and/or dues in accordance with Section 9, above, shall be considered to be under suspension, and shall not be entitled to attend meetings of Members or enjoy any of the privileges of membership in the Association until the amounts outstanding have been paid and the member is returned to good standing. (See Section 2 (a)). If fees and/or dues remain outstanding beyond the period described, the Membership Committee may recommend to the Board of Governors that said Member be dropped from membership. Approval shall be by a majority vote at a meeting of the Board at which a quorum is present.

b. Detrimental Conduct

Any Member whose conduct shall be deemed detrimental, injurious, or unbecoming to the Association shall be subject to being dropped from membership, whether or not proposed by the Membership Committee. Such action shall be within the sole jurisdiction of the Board of Governors, by a majority vote at a meeting of the Board at which a quorum is present. However, the Board shall not exercise this power until the accused Member shall have had the opportunity to appear before the Board of Governors.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Regular Meetings of Members

There shall be any number of regular meetings of Members each year called by the Board of Governors, one of which shall be designated the Annual Meeting. Attendance at regular meetings is limited to Members, Members' spouses, and invited guests. Attendance by any other person must first be approved by the President. Notice of any such meeting shall be given to all Members no later than two months preceding the meeting.

Section 2. Special Meetings

Special meetings of Members may be called by the President, any three (3) members of the Board, or twenty-five (25) regular members who petition the President to hold such a meeting, which he/she shall schedule at a mutually acceptable time and place.

Section 3. Quorum at Meeting of Members

Ten percent (10%) of the total membership or twenty (20) members in good standing, whichever is less, shall constitute a quorum at any Regular or Special Meeting of Members.

Section 4. Rules of Order

The rules contained in the latest edition of "Robert's Rules of Order" shall govern meetings of the Association in all cases in which they are applicable, and in which they are consistent with the applicable Federal, State and Local Laws, and this document.

ARTICLE V – BOARD OF GOVERNORS

The affairs, business, and property of the Association shall be managed by or under the direction of a Board of Governors, each of whom shall be entitled to one (1) vote on matters before the Board, and who shall hold office until their successors begin their terms of office. A Governor must be a Regular Member or a Distinguished Member of the Association.

Section 1. Number and Composition

The Board of Governors shall be comprised of nineteen to twenty (19-20) members to include the following:

a. Governors

Seven Governors, six (6) elected by the Board of Governors and one (1) appointed by the incoming President. (See also Section 2(g))

b. Officers

The officers of the Association are those persons occupying the offices of President, Vice President, Secretary, Treasurer, Immediate Past President, and Managing Director, if one has been appointed by the President. (See also VI.2(f))

c. Committee Chairs

Chairs of the following Standing Committees: Bylaws & Policies, Communication, Education, Membership, Plastics History & Artifacts (PHAC), Plastics Pioneers Education Fund Investment (PPEF), and Events.

d. Eligibility

A Governor must be a Regular Member or a Distinguished Service Member of the Association.

Section 2. Election and Term

Members of the Board not otherwise serving as Officers of the Association or Committee Chairs mentioned in Article V Section 1c above shall serve a term of four (4) years. At each Annual Meeting of Members in the odd-numbered years, the Board of Governors shall elect three (3) Governors from a list provided by the Nominating Committee to succeed the three (3) Governors whose terms expire that year.

a. Succession

At the discretion of the Board of Governors, and if so named by the Nominating Committee, any member of the Board of Governors may succeed him/herself on the Board for no more than two (2) full contiguous terms.

b. Provision of Nominations to the President

The selections of the Nominating Committee shall be sent to the President not less than two (2) months before the meeting at which the election will take place so that the names and biographies of those eligible for office may be sent by the President to the Board of Governors not less than thirty (30) days before its election meeting.

c. Order of Election

If a slate of candidates is not presented, Governors shall be elected by secret ballot.

d. Election Inspectors Committee

The President shall appoint an Election Inspectors Committee to count ballots, which shall consist of three (3) members of the Board of Governors. The President shall name the Chair of the Election Inspectors Committee.

e. Floor Nominations

Additional nominations may be made by a member of the Board of Governors from the floor, providing that prior consent from the nominees has been obtained and they meet the requirements of the office being elected.

f. Number Required to Elect

A simple majority of the votes cast at a meeting of the Board at which a quorum is present shall determine election.

g. Appointed Member

Immediately following the election of Governors, the incoming President shall select an eligible member and, upon approval by the Board of Governors, he/she shall serve as a voting member of the Board of Governors for a two-year term.

h. Assumption of Duties

All elected and appointed Governors shall assume their duties immediately after the adjournment of the Annual Meeting following their election or appointment.

i. Filling Vacancies

Vacancies on the Board of Governors occurring by death, resignation, or otherwise, shall be filled by appointment of the President. A Governor so appointed shall serve the unexpired term of his/her predecessor in office and, at the discretion of the Board, may succeed him/herself on the Board of Governors for one additional term.

Section 3. Meetings

Meetings of the Board of Governors shall be held during each regular meeting of Members, and at any other date, time, or place as may be determined by the Board. Except as otherwise provided by law, any Association-related business may be transacted at any such meeting. Only members of the Board of Governors and Board invitees are allowed to attend Board of Governors meetings. All invitees must be approved by the President.

a. Special Meetings

Special meetings of the Board of Governors may be called by the President or any three members of the Board.

b. Notice of Special Meeting

Notice of the date, time, and place of each Special Meeting of the Board of Governors shall be given to each Governor prior to such meeting. For the purpose of this section, notice shall be deemed to be duly given to a Governor if given to him/her orally (including by telephone) or if notice be delivered to such Governor in person, or mailed, faxed, or otherwise delivered to his/her last known address. Notice shall be deemed to have been waived by any Governor who shall attend and participate in such meeting.

c. Quorum

At any meeting of the Board of Governors, a simple majority shall constitute a quorum, but less than a quorum may adjourn the meeting. Except as provided by law or in these Bylaws, any action taken by a majority of the Governors present at a meeting of the Board at which a quorum is present shall be the act of the Board of Governors.

d. Meeting by Electronic Media

Members of the Board of Governors may participate in any meeting of the Board by means of telephone or similar communication, and such participation shall constitute presence at such meeting. In such cases, the member of the Board of Governors making such call shall record the vote, if any, by the members so called, in the proceedings of such meeting.

e. Special Ballot

In extraordinary situations, such as approval of a revised Budget for the Association, the President, or any other Officer may solicit votes from members of the Board of Governors by any means described in (b) and (d) above, and any action taken by a majority of the Governors shall be the act of the Board of Governors.

Section 4. Removal from Office

a. Removal by Members

Any member of the Board of Governors may be removed as a Governor, with cause, by vote of a majority of Members entitled to a vote at any regular meeting of Members or Special Meeting called for that purpose. Vacancies shall be filled in accordance with Article V.2.i.

b. Removal by Board of Governors

Any Governor may be removed, with cause, by a majority vote of the remaining Board of Governors. Vacancies shall be filled in accordance with Article V.2.i.

ARTICLE VI – OFFICERS

Section 1. Election and Term

During the Annual Meeting of Members in the odd-numbered years, the newly comprised Board of Governors shall elect the following officers in this order: President, Vice President, Secretary, Treasurer and such other officers as they deem necessary, from a list presented by the current President and such floor nominations as may be made. The incoming Officers shall be elected from those members in good standing who are (1) currently members of the Board of Governors, or (2) have been, within the previous 10 years, a member of the Board of Governors, with the exception of the Immediate Past President and the Treasurer, or (3) from the Chairs of the following Standing Committees: Bylaws and Policies, Communication, Education, Membership, Plastics History and Artifacts (PHAC), Plastics Pioneers Education Fund Investment (PPEF) and Events. The Treasurer may be elected from the general membership. Each Officer shall hold office for two (2) years. Incoming Officers may include Officers succeeding themselves as provided for in Section 3, below.

a. Election Inspectors Committee

Should a contested election occur, the President shall appoint an Election Inspectors Committee to count ballots, which shall consist of three (3) members of the Board of Governors. The President shall name the Chair of the Election Inspectors Committee.

b. Number Required to Elect

A simple majority of the votes cast shall determine election to office.

c. Assumption of Duties

All elected Officers shall assume their duties immediately after the adjournment of the General Meeting held at the same time as their election.

Section 2. Duties and Responsibilities

Duties and responsibilities of the Officers of the Association shall be as follows:

a. President

The President (i) shall be the chief executive officer of the Association; (ii) shall be responsible for the management of the affairs of the Association; (iii) shall have the powers, duties, and responsibilities usually incident to the office of President; and (iv) shall have such other powers and responsibilities, and perform such other duties as may be assigned to him/her by the Board of Governors. The President shall preside at all meetings of Members, and of the Board of Governors, at which he/she is present. The President is an ex officio member of all Committees of the Association.

b. Vice President

At the request of the President, or in his/her absence or inability to act as President, or if the office of the President should become vacant, the Vice President shall, unless otherwise determined by the Board of Governors, perform all the duties and may exercise all the powers of the President. The Vice President (i) shall have the powers and perform the duties usually incident to the office of Vice President; (ii) shall serve as Vice Chair of the Education Committee; and (iii) shall have such other powers and perform such other duties as may be assigned to him/her by the President and/or the Board of Governors.

c. Secretary

The Secretary (i) shall act as secretary for all meetings of Members and of the Board of Governors, at which he/she is present, and shall cause proper records of same to be made; (ii) shall have supervision over the giving and serving of notices of the Association; (iii) shall have the powers and perform the duties usually incident to the office of Secretary; and (iv) shall have such other powers and perform such other duties as may be assigned to him/her by the President and/or the Board of Governors.

d. Treasurer

The Treasurer (i) shall have general supervision over the care and custody of the funds, securities, and all other valuable effects of the Association, and shall deposit the same or cause the same to be deposited in the name of the Association as may be ordered by the Board of Governors; (ii) shall have supervision over and cause to be kept accounts of all receipts, disbursements, and other business

transactions of the Association; (iii) shall render or cause to be rendered financial statements of the Association whenever required by the Board of Governors or these Bylaws; (iv) shall have the powers and perform the duties usually incident to the office of Treasurer; and (v) shall have such other powers and perform such other duties as may be assigned to him/her by the President and/or the Board of Governors. The Treasurer shall serve as an ex-officio member of the Plastics Pioneers Education Fund Investment Committee.

e. Immediate Past President

The Immediate Past President (i) shall chair the Nominating Committee; and (ii) shall have such other duties and responsibilities as may be assigned to him/her by the President and/or the Board of Governors. Previous Past Presidents also may meet from time to time with the Board of Governors in an advisory capacity, but shall have no vote on matters before the Board.

f. Managing Director

A Managing Director may be named by the President and confirmed by a majority vote of the Board of Governors at a properly called meeting at which a quorum is present, and shall serve until retiring, or removed by vote of the Board of Governors. He/she shall administer all the business activities assigned to him/her by the President and/or the Board of Governors.

g. Other Officers

Officers other than those described above may be named by the Board of Governors and shall exercise such powers and perform such duties as may be assigned to them by the President or the Board.

Section 3. Reelection

Officers of the Association shall not be eligible for reelection to the same office within two (2) years after the expiration of the term for which they were elected, with the exceptions of the Secretary and the Treasurer, who may succeed themselves to those offices.

Section 4. Removal from Office

Any Officer may be removed from office, with or without cause, by vote of a majority of the remaining members of the Board of Governors at any regular meeting of the Board, or at a Special Meeting called for that purpose.

Section 5. Filling Officer Vacancies

Except in the case of a vacancy in the office of President, vacancies among the Officers of the Association occurring by death, resignation, or otherwise, shall be filled by appointment of the President from among remaining members of the Board of Governors. A vacancy in the office of President shall be filled in accordance with Article VI.2.b. Any Officer so appointed shall serve the unexpired term of his/her predecessor in office.

Section 6. Delegation of Duties

The Board of Governors may delegate the duties and powers of any Officer, Committee chair, agent, or employee of the Association to any other Officer, Committee chair, agent or employee for a specified time during the absence of any such person, or for any other reason that the Board of Governors may deem sufficient.

Section 7. Bond

The Board of Governors shall have the power, to the extent permitted by law, to require any Officer, agent, or employee of the Association to give bond for the faithful discharge of his/her duties in such form and with such surety or sureties as the Board of Governors may deem advisable.

Section 8. Responsibility

No action of any Officer, Governor, Committee, Member or group of Members, shall be binding on the Association unless such action has been approved by resolution of the Board of Governors.

Section 1. Committees, General

a. Standing Committees

Standing committees are those committees which are mandatory and lasting, typically named in the Bylaws, and which must be populated by the president.

b. Ad Hoc (Special, Select) Committees/Task Forces

Ad Hoc committees are formed “for the purpose”, generally to accomplish a specific task and are usually named by the president. An ad hoc committee dissolves with the end of the task or with the end of the term of the president who established the committee. If it is desired that the committee continue, it is the responsibility of the incoming president to reappoint the committee. An ad hoc committee, within their scope, has the same powers as any other committee of the Association, unless limited by these bylaws or an act of the Board of Governors.

c. Committee Chairs

Unless otherwise stipulated in these bylaws, the Chair of each committee is appointed by the president. Unless specifically authorized by the Board of Governors or in these bylaws, a chair of a committee must be a member in good standing and eligible to participate in all activities of the Association.

d. Committee Membership

Unless otherwise stipulated in these bylaws, the members of each committee are appointed by either, or both, the committee chair and the president. Unless specifically authorized by the Board of Governors or in these bylaws, a member of a committee must be a member in good standing and eligible to participate in all activities of the Association.

e. Subcommittees

A committee, for purposes of its own choosing, may form a subcommittee. Typically, although not required, the chair of the subcommittee is named by the committee chair, who also establishes the purpose of the subcommittee. The President of the Association may also direct the formation of a subcommittee to assist the committee in its work. Subcommittees are always ad hoc. Members of a subcommittee are typically named by the committee chair. All rules of order which apply to committees also apply to subcommittees unless otherwise stipulated in these bylaws.

f. Quorum

At any meeting of a Committee, a simple majority of the entire Committee shall constitute a quorum, but less than a quorum may adjourn the meeting. Except as provided by law or in these Bylaws, any action taken by a majority of the Committee present at a meeting of the Committee at which a quorum is present shall be the act of the Committee.

g. Actions

All actions by committees shall be subject to control, revision, and alteration by the Board of Governors.

Section 2. Committee Meetings

Meetings of Committees may be held during each regular meeting of Members, or at any other date, time, or place as may be determined by the Committee Chair. Except as otherwise provided by law or these bylaws, any appropriate business may be transacted at any such meeting.

a. Notice of Meetings

Notice of the date, time, and place of each Committee Meeting shall be given to each Committee Member at least two (2) weeks prior to such meeting. For the purpose of this section, notice shall be deemed to be duly given to a Committee member if given to him/her orally (including electronically) or if notice be delivered to such Committee Member in person, or electronically or mailed, faxed, or otherwise delivered to his/her last known address. Notice shall be deemed to have been waived by any Committee Member who attends such a meeting.

b. Special Meetings

Special meetings of Committees may be called by the Chair or the President of the Association. The Chair or the President shall call a Special Meeting upon written request of a majority of the Board of Governors stating the purpose of such Special Meeting. Special Meetings shall be held on such date, time, and place as may be specified by the individual calling the meeting.

c. Meeting by Electronic Media

Members of Committees may participate in any meeting of a Committee by means of telephone or similar electronic communication, and such participation shall constitute presence at such meeting. In such cases, a member of the Committee shall record the vote, if any, by the members so called, in the proceedings of such meeting.

d. Special Ballots

In extraordinary situations, the Chair may solicit votes from members of a Committee by any means described in (b) and (c) above, and any action taken by a majority of the Committee Members shall be an act of the Committee, so long as a quorum is present and a majority votes in the affirmative.

Section 3. Standing Committees, General

a. Number

There may be any number of Standing Committees as deemed necessary by the Board of Governors for the proper operation of the Association. These Standing Committees shall be named in these bylaws. If necessary, bylaw changes shall be proposed to add desired standing committees. Lacking acceptance of the proposed standing committee bylaw change, such a committee may continue as ad hoc.

b. Rules of Procedure

Standing Committees may adopt their own rules of procedure, subject to such rules of procedure as may be established by the Board of Governors for committees.

c. Records

Each Standing Committee shall keep a record of its proceedings and report same to the Board of Governors when requested. Records of committee proceedings shall be provided to the Association office for archiving.

d. Appointments and Terms

At the first meeting of the Board of Governors during the Annual Meeting of Members in the odd-numbered years, the incoming President shall appoint Chairs of each Standing Committee for terms of two (2) years each, subject to approval of the Board of Governors. If the President so desires and the Board approves, Committee Chairs may succeed themselves.

e. Committee Size

Each Standing Committee shall consist of at least three (3) Members entitled to participate in the affairs of the Association, selected by and including the Committee Chair, and subject to approval by the Board of Governors.

Section 4. Standing Committees by Name

Standing Committees shall include, but not be limited to, the following, and shall have duties and responsibilities as follows:

a. Bylaws and Policies Committee

This committee shall review and make recommendations to the Board of Governors concerning all proposed amendments to these Bylaws, and rules or manuals of procedure of the Association.

b. Membership Committee

This committee shall devise and execute uniform policies and procedures concerning appraisal of qualifications of applicants for membership in the Association, proposal to the Board of Governors of candidates for new Regular Members, Honorary Members and Distinguished Service Members, evaluation of the facts of each situation and, as appropriate, propose to the Board of Governors reclassification, suspension, or dropping of Members. Proposals approved by the Board of Governors shall become effective on the date of such approval, and the Membership Committee shall advise those Members affected of the actions taken.

c. Nominating Committee

This committee shall select, and submit to the Board of Governors, a slate of no less than three (3) Members entitled to participate in affairs of the Association to be placed in nomination for positions on the Board of Governors. The Immediate Past President shall chair this committee.

d. Education Committee

This committee shall devise and execute ways and means to promote and encourage education leading to careers in the Plastics Industry. They shall solicit applications for scholarship awards, review applications and select recipients of scholarship awards, solicit contributions to the Plastics Pioneers Education Fund, and recommend to the Board of Governors other considerations, grants and/or awards. The Vice President of the Association shall serve as Vice Chair of the committee.

e. Plastics Pioneers Education Fund Investment Committee (PPEF)

It is the responsibility of this committee to devise and maintain a wise and timely plan to invest the monies in the Plastics Pioneers Education Fund to realize a profitable return to be used for scholarships and other educational programs and/or projects. In addition, this committee shall advise the Board of Governors of these transactions as directed by the President. This Committee shall be comprised of at least three (3) but no more than five Members who are knowledgeable of financial markets. (See also Article X, Section 6)

f. Communications Committee

This committee shall have responsibility for the preparation, publication, and promulgation of all communications relevant to the association's members, to recipients of the association's educational support activities and to the plastics industry as a whole. Communication shall include, but not be limited to, promotional publications, press releases, the production of the association's newsletter and the development and maintenance of the association's website. The Committee shall be comprised of at least three (3) but no more than six (6) members. Ideally, committee members should have experience in their specific area of responsibility.

g. Plastics History and Artifacts Committee

It is the responsibility of this committee to oversee the collection, preservation and accessibility of plastics industry artifacts, documents, and personal recollections of members of the industry, in order to honor the past and support the future of the industry. This committee may have a separate bank account containing funds, the use of which are restricted to the purposes of this specific committee.

h. Events Committee

The Events Committee shall review potential locations for the Annual and Fall meetings of PPA, submit request for proposals to sites in the selected locations, review proposals received, and select the final site for the meetings. The services of a professional meeting planner may be used for this process. The President shall assign at least three, but no more than six, members to this committee. One of the assigned members shall be the Treasurer.

ARTICLE VIII – STAFF OF THE ASSOCIATION

The Association may employ such full-time and part-time staff members, specialists, consultants, or other outside services as may be deemed necessary to carry out its functions and obligations. A member of this staff shall be under the immediate supervision and direction of the President, who shall have full authority and responsibility for staff organization and management. The basic role of the Staff shall be to assist and support the efforts of the President or other Officer(s) in carrying out the Association's purposes. In addition, the Staff shall perform such general administrative functions as are assigned by the President or the Board of Governors.

ARTICLE IX – BUDGET AND AUTHORIZED EXPENDITURES

The Treasurer, or the Managing Director if so directed, shall prepare and submit to the Board of Governors a proposed Budget for each coming fiscal year. The Budget shall set forth (i) an estimate of funds to become available including estimated income and available reserves, and (ii) estimated expenditures and commitments for the coming year. The Budget, upon adoption by the Board of Governors, shall be in effect for the coming fiscal year. All expenditures and commitments during each fiscal year shall be made only as authorized by the Board of Governors, unless otherwise provided for in the Budget duly approved and adopted for such year. If budgeted income is substantially less than anticipated, a revised spending plan shall be developed by the Board of Governors.

ARTICLE X – FISCAL AND FIDUCIARY PROVISIONS

Section 1. Fiscal Year

The Association shall operate using a fiscal year, from January 1st to the immediately succeeding December 31st.

Section 2. Indebtedness

Other than for current expenses and obligations, no indebtedness shall be incurred in the name of the Association unless authorized by the Board of Governors.

Section 3. Reports

The President and Treasurer shall present, or cause to be presented, at the Annual Meeting of Members of the Association, reports accepted by a majority of the Board of Governors showing the financial condition of the Association and/or an abstract thereof, and the minutes of the preceding Annual or other meeting of Members. The Association shall file reports as required by governmental entities. The Treasurer shall also prepare, or cause to be prepared, a balance sheet and a statement of receipts and disbursements showing the financial condition of the Association as of the close of the previous fiscal year. The balance sheet and financial statement shall be filed at the principal office of the Association and kept for at least the minimum required by law.

Section 4. Execution of Papers

Except as the Board of Governors may authorize otherwise, all deeds, leases, contracts, bonds, notes, checks, drafts, and other obligations accepted and endorsed by the Association shall be signed by an Officer of the Association or a signatory designated by the President or the Board of Governors.

Section 5. Personal Liability

Individual Governors, Officers, and members of Committees shall not be personally held liable for any debt, liability, or obligation of the Association. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association. The Association shall maintain Directors and Officers Insurance in an amount decided upon by the Board of Governors and shall pay the premiums for same.

Section 6. Corporate Securities

All corporate securities owned by the Association shall be registered in the name of the Association and held in properly certified and registered financial institutions.

Two members of the Plastics Pioneers Education Fund Investment Committee (PPEF) and one Officer of the Association shall be approved as signatories on these accounts, authorized to execute decisions made by the PPEF, the Education Committee or the Board of Governors regarding monetary and security transactions from these institutions.

Any decisions regarding securities so registered may be executed in the name of the Association by any one of the above-named signatories. Such signature shall be conclusive evidence of authority to make such assignment and to sell, transfer and deliver the security or securities so assigned and may be relied upon by any person accepting such assignment in good faith.

Section 7. Books and Records

The Association shall maintain accurate and complete books and records of account, and shall also keep minutes of the proceedings of meetings of its Members, Board of Governors, Officers, and Committees at such place or places as may be designated by resolution of the Board of Governors. The Association shall also maintain an accurate and complete list of its Members, with their addresses, at said place or places.

Section 8. Audits

The Board of Governors, if they so choose, may appoint a certified and registered public accountant or accountants to conduct an audit of the *Association's* accounts and records, and to report on the statement of financial position of the *Association*.

Section 9. Compensation of Governors, Committee Members, Agents, or Employees

The Board of Governors may, at its discretion, fix the amounts, if any, that shall be payable to members of the Board of Governors, members of Committees, or agents or employees of the Association, for their expenses in attending any meetings of the Board of Governors or of any Committee, and for other services rendered to the Association.

ARTICLE XI – INDEMNIFICATION OF GOVERNORS, OFFICERS, COMMITTEES, EMPLOYEES, AND AGENTS

Reference is made to Section 145 (and any other relevant provisions) of the General Corporation Law of the State of Delaware. Particular reference is made to the class of persons (hereinafter called “Indemnitees”) who may be indemnified by a Delaware Corporation pursuant to the provisions of said Section 145, namely any person (or the heirs, executors, or administrators of such person) who was or is party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or investigative, by reason of the fact that such person is or was a governor, officer, committee member, agent, or employee of such Corporation, or was serving at the request of such Corporation, as a governor, officer, committee member, agent, or employee of another Corporation, partnership, joint venture, trust, or other enterprise. The Corporation shall (and is hereby obligated to) indemnify the Indemnitees, and each of them, in each and every situation where the Corporation is obligated to make such indemnification pursuant to the aforesaid statutory provisions. The Corporation shall indemnify the Indemnitees, and each of them, in each and every situation where, under the aforesaid statutory provisions, the Corporation is not obligated, but is nevertheless permitted or empowered to make such indemnification, it being understood, that, before making such indemnification with respect to any situation covered under this sentence, the Corporation (i) shall make or cause to be made, by any methods referred to in subsection (d) of such Section 145, a determination as to whether each Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and in the case of criminal action or proceeding, had no reasonable cause to believe that such Indemnitee’s conduct was unlawful; and (ii) no such indemnification shall be made unless it is determined that such Indemnitee acted in good faith and in a

manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, in the case of any criminal action or proceeding, the Corporation had no reasonable cause to believe that such Indemnitee's conduct was unlawful.

ARTICLE XII – CORPORATE SEAL

The seal of the Association shall be circular in form, with the name of the Association in the circumference, and the words “Corporate Seal – Delaware” with its year of incorporation (1944) in the center. Any Officer, Governor, or attorney-in-fact may affix the corporate seal to any document pertaining to the Association.

ARTICLE XIII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of these Bylaws, the Certificate of Incorporation, or any laws of the State of Delaware, a waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIV – CONSENTS

Section 1. Members

Unless otherwise restricted by the Certificate of Incorporation or by law, any action required to be taken, or which may be taken, at any Annual Meeting or other regular meeting of Members, may be taken without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the voting Members having no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. Prompt notice of the taking of such action shall be given to those voting Members who have not consented in writing.

Section 2. Board of Governors/Committees

Unless otherwise restricted by the Certificate of Incorporation or by law, any action required to be taken, or which may be taken at any meeting of the Board of Governors, or of any Committee thereof, may be taken without a meeting, without prior notice, and without a vote, if a majority of members of the Board, or Committee as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or Committee.

ARTICLE XV - AMENDMENTS

Section 1. Proposal by Bylaws and Policies Committee

The Bylaws and Policies Committee shall propose to the Board of Governors any alterations to these Bylaws deemed necessary including, but not limited to, a complete revision of same. An affirmative vote of a majority of the Board of Governors, at any meeting where there is a quorum present, shall cause these changes to be adopted.

Section 2. Proposal by Members

Members or groups of Members entitled to participate in all affairs of the Association may present proposed amendment(s) to these Bylaws to the Board of Governors, in writing, no later than two (2) months preceding an Annual Meeting. The Board is obligated to consider such amendments, and shall vote to accept, reject, or change such amendment(s), and shall present a report on their actions to the Members of the Association at the Annual Meeting of Members.

LIST OF REVISIONS

Revised 10/14/2011	Article I – Section 3
Article 1 – Section 2	Article XV – Section 1
Article IV – Section 2	Revised 02/13/2013
Article VI – Section 1	Article VII – Section 2, Section 3
Article VII – Section 6	
Revised 10/19/2012	Revised 02/22/2014

Article VII – Section 2

Revised 02/19/2015

Articles I-VI complete revision

Revised 10/16/2015

Complete revision of document

Revised 10/26/2017

Article VII – Section 4(j)

Revised 04/19/2018

Article III – Section 3(c)

Revised 04/11/2019

Article VI – Section 1

Article VI – Section 2(d)

Revised 07/24/2019

Article VII – Section 1(b)

Article VII – Section 4(e)

Deleted – Article VII – Sections 4(f), (g), (h)

Inserted new Article VII – Section 4(f)

Revised 09/26/2019

Article III – Sections 7, 8, 9, 10

Revised 04/16/2020

Article III – Section 2(c)

Revised 06/17/2020

Article V – Section 2(j)

Article VI – Section 1(d)

Revised 04/07/2021

Article III – Section 9(d)

Article VII – Section 4(a)

Revised 09/30/2021

Article III – Section 2(c)

Revised 12/14/2022

Article IV – Section 4

Article V – Section 1

Article VI – Section 1

Revised 05/11/2023

Article V – Section 2(j)

Article VI – Section 1(d)

Article VII – Section 4(h)

Revised 04/18/24

Article III – Section 2. c.

Article VI – Section 1.

Article VII – Section 4. i.