

ATTACHMENT 1

By-Laws of the Northern California Chapter of the American Foundry Society

Written and Approved January 1, 1934
Revised and Approved December 10, 1991
Revised and Approved August 31, 2016

Article I – Name and Objective

Section 1 – This organization shall be known as the Northern California Chapter of the American Foundry Society.

Section 2 – The Objective of the Chapter shall be the same as the objective of the American Foundry Society; namely, to advance through research and education, the arts and sciences relating to the manufacture and utilization of metal casting.

Article II – Territory

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

Article III – Membership and Dues

Section 1 – American Foundry Society members of all classes, residing in the prescribed territory of the Chapter, shall be eligible for membership with equal privileges.

Section 2 – Annual dues of members shall be the same as those prescribed by the By-Laws of the American Foundry Society Headquarters.

Section 3 – All membership dues shall be paid to the order of the American Foundry Society, and shall become payable when invoiced in accordance with Society regulations at the time of the annual renewal date assigned to this Chapter.

Article IV – Financing

Section 1 – The By-Laws of the American Foundry Society provides for a refund to each Chapter based on membership dues from that Chapter.

- a) Contributions, or bequests, may be received by the Chapter.
- b) Contributions to any special fund raising activity shall be voluntary. Failure to contribute shall not deprive any member of society or Chapter privileges.
- c) To provide additional income to meet Chapter activities expenses the Board of Directors shall when necessary make provisions for raising additional funds.

Section 2 – The Board of Directors shall have authority to dispense funds for any purpose necessary to the welfare of the Chapter.

- a) However, special contributions or bequests made to the Chapter specifically for educational purposes must be used solely to this end.

Article V – Officers and Directors

Section 1 – Officers of the Chapter shall consist of (most recently retired) Past President, Chair, Vice Chair, Secretary, and Treasurer.

Section 2 – The Board of Directors shall consist of the Past President, Chair, Vice Chair, Secretary, Treasurer and up to nine (9) other members of the Chapter elected per Article V, Section 3 and 4.

Section 3 – The officers shall be elected for terms of up to three (3) years.

Section 4 – Up to three (3) Directors shall be elected annually to serve terms of three (3) years each.

Section 5 – The Northern California Chapter shall provide liability insurance for all Officers and Directors in the event of any legal actions arising while conducting the duties of their office.

Article VI – Filling Vacancies of the Board of Directors

Section 1 – In case a vacancy occurs in the office of the Chair, the Vice Chair shall be elevated to the higher office.

Section 2 – To fill the office of the Secretary, Treasurer and/or Vice Chair, the Board of Directors will serve as the election committee.

Section 3 – In case a vacancy occurs in the Board of Directors, other than of Chair or Vice Chair, the Board of Directors shall elect a successor to serve the un-expired term.

Section 4 – If a Director does not attend at least one (1) Board Meeting in a calendar year, the Chair can choose to dismiss that Director from the Board.

Article VII – Duties of Officers

Section 1 – Past President: The most recently retired Chair shall serve on the Board as Past President. The duty of the Past President is to be available to work with the incoming Chair, and Board of Directors, on Chapter issues.

Section 2 – Chair: The Chair shall preside at all meetings of the Board of Directors and at all regular and special meetings of the Chapter when the proceedings are of a business nature.

Section 3 – Vice Chair: The Vice Chair shall fulfill the duties of the Chair when the latter for any reason is unable to act in his capacity as a Chapter Chair.

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

Section 5 – Treasurer: The Treasurer shall also have charge of all funds of the Chapter and shall disburse such funds only as determined by the annual budget. 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 or anyone officially authorized by the Board of Directors.

- a) The Secretary and Treasurer can be the same individual, as well as an Honorary Director as described in Article VII, Section 5.

Section 6 – Honorary Director(s): The Honorary Director(s) will have the same rights and privileges of Directors, except the right to vote. The Board will determine the term limit for Honorary Director(s).

Article VIII – Board of Directors

Section 1 – The affairs of the Chapter shall be governed by a Board of Directors. A majority of the Board shall constitute a quorum at any meeting.

Article IX – Annual Meeting and Fiscal Year

Section 1 – The Annual Business Meeting of the Chapter shall be at the call of the Board. The fiscal year of the Chapter shall be from July 1 to June 30 inclusive.

Article X – Meeting of the Board of Directors

Section 1 – The Board of Directors shall meet at the call of the Chair or call of three (3) members of the Board.

Section 2 – At least two (2) Board meetings shall be held during the year.

Article XI – Meetings of the Chapter

Section 1 – Meetings of the Chapter shall be held at a time and place as determined by the Board of Directors. Members shall receive at least seven (7) days notice of any regular meeting of the Chapter.

Article XII – Budget

Section 1 – The Treasurer, or an assigned Officer, shall prepare the Annual Budget.

Section 2 – The Board of Directors shall approve the Annual Budget of the Chapter.

Article XIII – Committees

Section 1 – Committees shall be appointed or dissolved at the discretion of the Chapter Chair, with the approval of the Board of Directors. Committee members shall be appointed from the Board of Directors or from the general membership.

Article XIV – Nomination and Election of Officers

Section 1 – The Board of Directors and Past President shall serve as the Nomination Committee for officers.

This Committee shall present to the members no less than 7 days before the election meeting nominations for the office of the Chair, Vice Chair, Secretary/Treasurer and up to three (3) Directors, in accordance with the provisions of Article V.

Section 2 – A petition requesting the addition of nominations for any or all officers other than those provided for the regular Nominating Committee may be filed with the Secretary. If such petition is made at least ten (10) days before the meeting and signed by at least fifteen (15) members of the Chapter, these additional names shall be placed in nomination.

Section 3 – If more than one (1) name is to be voted upon for any office, the balloting for such office shall be by secret ballot; ballots to be counted by the presiding Chair. Should no other candidates for offices be nominated in the manner provided in Section 2 of this Article, nominations shall be declared closed, and the Secretary shall cast the unanimous ballot of all members for the election of the candidates named in the report of the Nominating Committee.

Section 4 – The election of Officers and Directors shall be in September, or at a meeting determined by the Board. They shall assume the duties of their office immediately following this meeting.

Article XV – Dissolution

Section 1 – No part of the income or property of the Chapter shall insure to the benefit of any individual, and in the event of the dissolution of the Chapter, all assets thereof shall become the property of such not-for-profit organizations as the Board of Directors of the Chapter shall determine can best carry out the stated objects of this chapter.

Article XVI – Amendments

Section 1 – The By-Laws may be amended by a two-thirds (%) vote of the total membership of the Board.

Article XVII –

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.

Article XVIII –

Section 1 – No action or obligation of the Chapter shall be considered an action or obligation of the AFS National.