



## FPS Bylaws

### Article 1—Offices

**Section 1.** The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the State of Illinois as the Executive Board may from time to time determine.

**Section 2.** The address of the registered office is 55 Yorkshire Woods, Oak Brook, Illinois, 60521, and the address of the Society headquarters is 251 S.L. White Blvd., LaGrange, GA 30241.

**Section 3.** These Bylaws incorporate by reference the Constitution in its entirety, and as it may be altered or amended in the future.

### Article 2—Membership

**Section 1.** The membership of the Society shall consist of the following categories: Voting member, Bronze member, Silver member, Gold member, and Student member.

**Section 2.** A Voting member shall be entitled to vote on any matter that shall come before the Society. Voting members include individuals who pay dues in accordance with [Article 3, Section 1, of the Bylaws](#), and individuals designated under Bronze, Silver, and Gold memberships.

**Section 3.** A Bronze, Silver, or Gold member shall be an individual or organization who endorses the policies and activities of the Society and financially assists the Society through membership contributions as set forth in [Article 3, Section 2 of the Bylaws](#). A Bronze member may designate two individuals within its organization who shall have all rights and privileges of a Voting member. A Silver member may designate four individuals within its organization who shall have all rights and privileges of a Voting Member. A Gold member may designate six individuals within its organization who shall have all rights and privileges of a Voting member.

**Section 4.** A Student member shall be a full-time undergraduate or graduate student in a recognized college, university, or scientific school.

**Section 5.** The Board of Directors, hereinafter referred to as the Executive Board, by affirmative vote of two-thirds of the members of the Board may suspend or expel a member or remove from office any elected or appointed official for improper conduct. No person shall be expelled or removed from office except at a regular or special meeting of the Executive Board and then only after being given notice and the opportunity to be heard in his own defense at that meeting.

**Section 6.** The termination of the membership of any member who is in default in the payment of membership dues or contributions shall be provided for in [Article 3, Sections 1 through 3 of the Bylaws](#).

### **Article 3—Finances**

**Section 1.** Annual dues for Voting membership shall be \$150.00 in the United States, Canada, and Mexico; \$160.00 in all other countries. Dues shall be payable annually on January 1. Voting members in arrears 30 days following this renewal date will be dropped from the rolls of the Society. Thirty days advance notice of termination will be given.

Annual dues for Voting members entering retirement may be reduced to \$55.00 upon written request of the individual; however, all rights and privileges of Voting membership shall be retained.

For each new Voting member solicited through the efforts of a Section or any of its members, \$40.00 of the new member's first year's dues shall be returned to the Section to which the new member belongs.

**Section 2.** Annual contributions for Bronze, Silver, and Gold memberships are based on the following amounts:

- Bronze membership – \$400
- Silver membership – \$800
- Gold membership – \$1,200

Contributions shall be payable annually on the anniversary date of membership. Members in arrears 30 days following their anniversary will be dropped from the rolls of the Society. Thirty days advance notice of termination will be given.

**Section 3.** Annual dues for Student membership shall be \$25.00. Dues shall be payable annually on January 1. Student members in arrears 30 days following this renewal date will be dropped from the rolls of the Society. Thirty days advance notice of termination will be given.

**Section 4.** The fiscal year of the Society shall begin January 1 and shall terminate on December 31.

## **Article 4—Officer Duties**

**Section 1.** The President shall be the principal elected officer of the Society. He or she shall preside at all meetings of the Society and of the Executive Board and work closely with the Executive Vice President (EVP) to develop and institute the Society's programs during the year of his or her presidency. The primary duties of the President are to direct the EVP as representative of the Board; develop the agendas for the Board meetings in collaboration with the EVP; chair the Executive Board meetings; vote, in the case of a tie, on matters voted upon by the Executive Board; monitor and evaluate the pace, direction, and organizational strength of the Society and play a lead role in strategic planning and developing and articulating near-term recommendations for change; ensure that the Board functions effectively and fulfills all its duties; play a lead role in public communication of the Society, with the assistance of the EVP and as the representative of the Board; chair the Strategic Planning Committee; assist the EVP in identifying potential board members willing to run for office; assist the EVP in recruiting non-Executive Board talent for whatever volunteer assignments may be needed; play a lead role in policy and program oversight and development not otherwise provided for in this Constitution and Bylaws, and form and chair early in his or her tenure an EVP Performance Review Committee in accordance with EVP performance review guidelines.

The President is encouraged to attend as many Section and Chapter meetings and other FPS sanctioned activities as possible. The President's travel expenses for non-Board meetings are eligible for reimbursement if necessary, although approval for such reimbursement must be obtained from the full Board prior to any travel.

**Section 2.** The President-elect shall serve as chairman of the Budget and Finance Committee and as chairman of the Gottschalk Award Committee and shall perform such other duties as shall be prescribed from time to time by the Executive Board.

**Section 3.** The Vice President shall serve as the Technical Program Chair for the Society's annual meeting and as presiding chairman of the Division Coordinators' Advisory Committee and shall perform such other duties as shall be prescribed from time to time by the Executive Board.

**Section 4.** In the absence of the President or in the event of his inability or refusal to act, the Executive Board may authorize the President-elect, Vice President, or a Board member, in the order given, to perform the duties of the President, and when so acting, he shall have all the power of and be subject to all the restrictions upon the President.

**Section 5.** The Secretary shall keep the minutes of the meetings of the members and the Executive Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by laws; be custodian of the corporate records and of the seal of the Society and see that the seal of the Society is affixed to all documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office

address of each member as furnished by such members; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Executive Board.

**Section 6.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society, receive and give receipts for money due and payable to the Society from any source whatsoever, and deposit all such monies in the name of the Society in such banks, trust companies, or other depositories as shall be selected by the Executive Board. The Treasurer may delegate such functions as may be necessary for the conduct of day-to-day affairs of the Society to any full-time employee of the Society. The Treasurer shall give bond for the faithful discharge of his duties in such sum, and with such surety or sureties as the Executive Board shall determine. The cost of such bond will be at the expense of the Society. He shall also perform such duties as from time to time may be assigned to him by the President or by the Executive Board.

**Section 7.** The Executive Vice President shall be the chief officer of the Society, shall be primarily responsible for carrying out the policies adopted by the Executive Board, shall be responsible for studying the problems of, and potential opportunities for, the Society, and for planning its operations and making specific recommendations to the Executive Board.

#### **Article 5—Executive Board**

**Section 1.** Executive Board members shall not receive any salaries for their services, but by action of the Executive Board, may from time to time be reimbursed for expenses incurred in the performance of their duties.

**Section 2.** All resolutions to be presented for a vote of the members at any regular or special meeting of the members shall be first passed upon by the Executive Board or by its duly authorized officer or committee.

**Section 3.** The Executive Board may accept on behalf of the Society any contributions, gifts, bequests, or devices for the general purposes or for any special purpose of the Society.

#### **Article 6—Nominations & Elections**

**Section 1.** If for any reason the election of officers cannot be held as provided in the Constitution, such elections shall be held as near the end of the fiscal year as convenient. Officer vacancies may be filled or new offices created and filled at any meeting of the Executive Board. All Executive Officer appointees shall hold that office until the next regularly scheduled election. Appointees are eligible to run for the office they held on an appointment basis, however the nominating committee may put forth other candidates.

**Section 2.** The President-elect, Vice President, and members of the International Nominating Committee shall not be eligible for election or appointment to the same office for a period of 3 years after the expiration of their respective terms.

**Section 3.** A Regional Nominating Committee shall be appointed by the Regional Board member representing each region for which a board member is to be elected. This shall be completed within 6 months of the conclusion of the International Convention. Before appointing the Nominating Committee, the Regional Board member shall request recommendations from the Section leadership within the Region.

Each Regional Nominating Committee shall consist of at least 3 Voting members from the Region. The Regional Nominating Committee shall select someone from among themselves to serve as chair. In Regions that contain more than one Section, an attempt shall be made to rotate the nominations of candidates for Regional Board between the Sections.

**Section 4.** To be valid, all ballots must be submitted following the specific instructions distributed with the ballot and be received by the Secretary of the Society by the time the polls close.

## **Article 7—Regions**

**Section 1.** The Geographic Regions of the Society shall be, as defined by the Executive Board, as follows:

- *Eastern Canadian and Northeastern United States*
  - *Canadian provinces: MB, ON, QC, NL, PE, NS, NB.*
  - *States: ME, NH, VT, MA, RI, CT, NJ, PA, NY.*
- *Midwest*
  - *States: ND, SD, NE, KS, MN, IA, MO, WI, IL, MI, OH, IN, KY*
- *West*
  - *Canadian Provinces: BC, AB, SK*
  - *States: AK, HI, WA, OR, CA, NV, ID, UT, AZ, MT, WY, CO, NM*
- *Mid-South*
  - *States: TX, OK, AR, LA, MS, TN*
- *Southeast*
  - *States: AL, FL, GA, SC, NC, VA, WV, MD, DE, DC*
- *Europe*

**Section 2.** Each of the Regions designated in Section 1 of Article 7 shall be represented by one Regional Board member residing in the Region and elected as designated in the Constitution. Only Voting members residing in a designated Region may vote for Regional Board member representing that Region.

**Section 3.** Regional Board members who move out of the Region they represent may continue to represent that Region for the balance of their term with the consent of the members of that Region and the Executive Board.

If the Regional Board member declines to continue to represent the Region or the membership desires new representation, then the regional membership shall nominate, and the Executive Board ratify, the appointment of a new Regional Board member to serve out the remaining term. The appointee shall remain eligible to run for election in the next election cycle. Should a Regional Board member be unable to fulfill their elected term for whatever reason, then the regional membership shall nominate, and the Executive board ratify, the appointment of a new Regional Board member to serve out the remaining term. The appointee shall remain eligible to run for election in the next election cycle.

Regional Board members are not term limited and may, with the consent of the regional membership and approval by the Executive Board, serve consecutive terms.

**Section 4.** Regions may be added, deleted, or modified by the Executive Board. Requests for changes may be made by the Regional and Sectional leadership.

#### **Article 8—Sections**

**Section 1.** Sections of the Society may be authorized by the Executive Board upon written petition of fifty (50) or more Voting members residing in a geographic area. Authorization will be contingent upon approval by the Executive Board of the proposed boundaries of the Section and the Section Bylaws, and upon receipt of a list of qualified Section officers.

**Section 2.** The Executive Board may change the boundaries of any authorized Section if it deems such change to be in the best interest of the membership of those Sections affected by the change.

**Section 3.** All Section members shall be Voting or Student members of the Society.

**Section 4.** The Executive Board may, upon majority vote of its members, rescind the authorization of a Section. A Section whose authorization has been revoked by the Executive Board shall have the right to appeal its case to the Society at any regular or special meeting of the Society membership.

**Section 5.** Optional dues for Section memberships may be collected at a rate not to exceed \$5.00 (U.S.) per year. Such dues shall be collected in conjunction with Society dues and dispensed to the active Section Treasurer. An active Section shall have a Chair, Vice Chair, Secretary, Treasurer or Secretary/ Treasurer, shall have at least 50 active regular Voting members, and hold a minimum of one meeting per year. Any dues collected for a Section no longer active shall be refunded to Voting members.

**Section 6.** Section Officer elections shall be held in conjunction with election of Society Executive Officers and Board members.

**Section 7.** A Section is part of the Society and not a separate legal entity. Therefore, (a) the Society's tax identification number shall be used on each financial-institution account that holds Section funds and (b), promptly after the end of each fiscal year of the Society, the Section Treasurer shall provide to the Society Treasurer all of the Section's financial information so that the Society can properly include that information on the Society's annual financial statements and annual IRS return (Form 990). If a Section is dissolved (such as by Executive Board rescission of the Section's authorization or by majority vote of the then-remaining active regular Voting members of the Section), then the assets of the Section (other than Section dues that are refunded to the Section's Voting members as provided in Section 5) shall be delivered to the Society Treasurer. No organization may have a name that is the same as or confusingly similar to a Section name (even should a Section dissolve) without the written permission of the Society.

## **Article 9—Chapters**

**Section 1.** Twenty or more Voting members of a Section residing in an area within the Section boundaries may petition the Executive Board to form a Chapter in that area. Every member of the Society residing in, or frequently in the geographic area of, a Chapter, may be a member of the Chapter and may vote at meetings thereof. Authorization of any Chapter shall be contingent upon receipt of Chapter Bylaws and list of qualified officers by the Secretary of the Society.

**Section 2.** All Chapter members shall be Voting or Student members of the Society.

**Section 3.** A Chapter authorized by the Executive Board may be dissolved by it. A Chapter whose authorization has been revoked by the Executive Board shall have the right to appeal its case to the Society at any regular or special meeting of the Society membership.

**Section 4.** Optional dues for Chapter memberships may be collected at a rate not to exceed \$5.00 (U.S.) per year. Such dues shall be collected in conjunction with Society dues and dispensed to the active Chapter Treasurer. An active Chapter shall have a Chair, Vice Chair, Secretary, Treasurer or Secretary/Treasurer, shall have at least 20 active regular Voting members, and hold a minimum of one meeting per year. Any dues collected for a Chapter no longer active shall be refunded to Voting members.

**Section 5.** Chapter Officer elections shall be held in conjunction with election of Society Executive Officers and Board members.

**Section 6.** Five or more Student members of a Section residing in an area within the Section boundaries may petition the Section Officers to form a Student Chapter in that area. The Section Officers, if voting affirmatively, shall then give their written approval and so advise the

Executive Board through the Secretary. Five or more Student members residing in an area outside of any Section may petition the Executive Board to form a Student Chapter. The Executive Board shall, if voting affirmatively, send its written approval through the Secretary. Authorization of any Student Chapter shall be contingent upon receipt of Chapter Bylaws and list of qualified officers by the Secretary of the Society.

**Section 7.** All Student Chapter members shall be Student members of the Society.

**Section 8.** Each Student Chapter shall have as an advisor, a faculty member who is a Voting member of the Society.

**Section 9.** A Student Chapter may be dissolved after petition to the Section Officers by a majority of the Chapter members or otherwise by a vote of the Section Officers. In the case of proposed dissolution of a Student Chapter, the Section Officers shall notify the most recently elected Student officers or the most recently active Student members of the Student Chapter, and the faculty advisor, of the action. Representatives of the Student Chapter shall then have the opportunity to present rebuttal to the act of dissolution to the Section Officers. A Student Chapter authorized by the Executive Board may be dissolved by it.

**Section 10.** A Chapter is part of the Society and not a separate legal entity. Therefore, (a) the Society's tax identification number shall be used on each financial-institution account that holds Chapter funds and (b), promptly after the end of each fiscal year of the Chapter, the Chapter Treasurer shall provide to the Society Treasurer all of the Chapter's financial information so that the Society can properly include that information on the Society's annual financial statements and annual IRS return (Form 990). If a Chapter is dissolved (such as by Executive Board rescission of the Chapter's authorization or by majority vote of the then-remaining active regular Voting members of the Chapter), then the assets of the Chapter (other than Chapter dues that are refunded to the Chapter's Voting members as provided in Section 4) shall be delivered to the Society Treasurer. No organization may have a name that is the same as or confusingly similar to a Chapter name (even should a Chapter dissolve) without the written permission of the Society.

#### **Article 10—Subject Matter Divisions and Technical Interest Groups**

**Section 1.** Subject Matter Divisions are centered around broad technical topics and are administered by a Division Coordinator. Divisions may be formed or terminated only by the approval of the Executive Board acting upon input from the Division Coordinators and the Technical Interest Group Chair.

**Section 2.** Each Division shall have a Division Coordinator who is a member in good standing. Division Coordinators are appointed for a 3-year term by the Annual Meeting Technical Program Chair (Vice President) with the approval of the Executive Board. Responsibilities of Division Coordinators shall be defined in written guidelines approved by the Executive Board.



**Section 3.** Technical Interest Groups are defined as the primary technical exchange level within the Society. Technical Interest Groups are centered around specific subject matters within the objectives of the Society and are identified by a descriptive name under the appropriate Division. The number of Technical Interest Groups within a Division shall not be limited. A Technical Interest Group may be proposed to the Division Coordinator by completing the following requirements: 1) a minimum of 15 letters of request for Group formation from current FPRS members, 2) a written scope, and 3) approval by the Division Coordinator and the FPRS Executive Committee. Technical Interest Groups may be terminated by request of the current Technical Interest Group officers and concurrence within the Technical Interest Group membership.

**Section 4.** Any Society member is eligible for membership in up to six Technical Interest Groups. Members may change Technical Interest Group membership annually upon renewal of their Society membership.

**Section 5.** Each Technical Interest Group shall have a Chair, and optimally a Vice Chair, Secretary, or other officer(s) as desired by the participants. Technical Interest Group Chair shall be appointed for a 3-year term by the participants in each Technical Interest Group. Responsibilities of Technical Interest Group Chair shall be defined in written guidelines approved by the Executive Board.

#### **Article 11—Administrative Committees**

**Section 1.** Administrative Committees may be authorized and dissolved by the Executive Board. Each committee provides recommendations to the Executive Board on policies and procedures related to their approved scopes and objectives.

**Section 2.** Appointment procedures, scopes, objectives, and responsibilities for the Administrative Committees shall be defined in written guidelines approved by the Executive Board.

**Section 3.** The duly elected officers of the Sections shall constitute a Section Officers' Advisory Committee.

**Section 4.** The duly appointed Coordinators of the subject matter Divisions shall constitute a Division Coordinators' Advisory Committee.

**Section 5.** The duly elected or appointed officers of the Technical Interest Groups shall constitute a Technical Interest Group Officers' Advisory Committee.

**Section 6.** The Section Officers', Division Coordinators', and Technical Interest Group Officers' Advisory Committees shall each meet separately with the Executive Board at the time of the annual meeting of the Society. The functions of these committees and of these meetings shall

be to maintain close liaison between the Sections, Divisions, or Technical Committees, respectively, and the Executive Board.

### **Article 12—Amendments**

**Section 1.** These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted by a majority vote of the Executive Board present at any regular meeting or at any special meeting at which a quorum is present, provided that at least 10 days written notice is given of intention to alter, amend, repeal, or to adopt new Bylaws at such meeting and provided that the proposed change constitutes a part of such written notice. Adoption of the alteration, amendment, or new Bylaws shall be effective immediately upon approval by the Executive Board. Members of the Society must be notified by the Secretary of any changes in the Bylaws within 60 days of approval of the change by the Executive Board.

**Section 2.** At the discretion of the Executive Board, a vote on amendments to the Bylaws may be taken by letter, electronic or equivalent method of ballot of the Society members, provided that the proposed amendments have been approved by a majority of the members of the Executive Board in attendance at a regular or special meeting and provided further that final votes will not be counted until 30 days have elapsed from the time of mailing the ballots.

### **Article 13—Rules of Order**

**Section 1.** The latest edition of Roberts Rules of Order shall be followed at all meetings of the Society on points of procedure that are not specifically covered by these Bylaws.

***Revised June 24, 2019***