Bylaws

PLASTICSINDUSTRY.ORG
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Article I – Mission and Purpose

Section 1. Mission
We believe in working to make our members and the industry more globally competitive. We believe in advancing sustainability and being a good steward of resources. We believe in promoting plastics manufacturing.

Section 2. Purpose
PLASTICS shall provide leadership for the responsible advancement of the entire plastics industry and has the following objectives:

- Be the voice for the plastics industry in the United States;
- Provide and stimulate authoritative, organized research, education, and information within the industry, and with other industries, government bodies, and interested organizations;
- Support communication and organization of groups within the industry to initiate and pursue programs of common technical, marketing, or management interest; and
- Maintain liaison and cooperate with other plastics and allied trade and professional associations in the United States and in other countries.

Article II – Membership

Section 1. Classes of Membership
A. Full Membership
Any corporation, partnership, or sole proprietorship shall be eligible for Full Membership in PLASTICS provided that it:

- Processes purchases or uses plastics as a raw material or in finished form as part of any product that is sold or marketed in the United States to commercial or retail markets; or
- Manufactures plastics materials, additives, or processing equipment (including components for such equipment, tools and molds) for the plastics industry in the United States; or
- Is a division of a corporation that may be eligible for Full Membership, provided special circumstances indicate that admission would be equitable and such action is taken in accordance with specific guidelines established by the Board of Directors to govern cases of this type.

B. Associate Membership
Any corporation, partnership or sole proprietorship that is not eligible for Full Membership in PLASTICS shall be entitled to participate as an Associate Member, provided that it:

- Serves the plastics industry as a distributor or sales agent for plastics products, materials additives, or processing equipment (including tools and molds); and
- Is a foreign-based manufacturer of plastics products, materials, additives, or processing equipment without sales in the United States; and
- Provides industrial services (such as transportation, contract packaging, warehousing, etc.) to plastics industry companies.

C. Service Provider Membership
Any publishing, educational, research, or consulting organization that devotes a significant part of its efforts to the plastics industry, or renders professional services to the industry (including e.g., banks, utilities, insurance companies, and economic development agencies) shall be eligible for Service Provider Membership in PLASTICS.
D. Honorary Membership
The Board of Directors of PLASTICS shall be empowered to elect to Honorary Membership in
PLASTICS any individual whose contributions to the plastics industry are deemed to be so unique,
and of such a high order, as to warrant special recognition by the bestowal of this honor.

Section 2. Rights and Benefits of Membership
A. Voting
Full Members shall be the only class of Members entitled to vote on Association matters. Only
representatives of Full Members shall be eligible for election as Officers, Board Directors, Council
members, and members of the Board of Directors’ Tactical Committees as defined in Article VII.
Service Provider Members may not vote on Board, Industry Segment Council or PLASTICS matters,
but may vote on Division, Committee, Task Group or Region, provided that this is consistent with the
policies, procedures or operating guidelines of the group.

Honorary Members do not have voting rights.

B. Designation of Voting and Alternate Representatives
Each Full Member shall designate in writing, or transmit electronically to PLASTICS’ Membership
Department, the name of a representative who shall be entitled to vote for the Member at
PLASTICS meetings. An Alternate Representative shall also be named for each Full Member. Only
bona fide employees of Full Members may be designated as Voting or Alternate Representatives.

C. Leadership Positions
Representatives of Full Members, Associate Members, and Service Provider Members are entitled
to participate and hold office on a Division, Committee, Task Group, or Region provided that this
is consistent with the policies, procedures or operating guidelines of the group. Service Provider
Members may not serve as an elected member of PLASTICS’ Executive Board or any Industry
Segment Council. Honorary Members may not be members of PLASTICS governance or operating
units, such as committees or councils unless otherwise noted in these bylaws.

D. Benefits
Full and Associate Members in good standing are entitled to receive the full range of membership
benefits, including access to meetings, all member discounts on conferences, programs and
services, and discounts on NPE space. Service Provider Members are entitled to all member
discounts for meetings and services with the exception of NPE space discounts; Service Provider
Members are entitled to NPE booth space at the prevailing pavilion rate in lieu of the full member
discount. Honorary Members are entitled to all member discounts for services and meetings
(excluding NPE discounts).

Section 3. Applications
Applications for all classes of membership shall be filed with PLASTICS’ Membership Department
on a written or electronically-transmitted application form provided by PLASTICS. Applicants will
be notified of approval of their membership status and their membership will become effective as of
the date of notification.

Section 4. Resignations
Any Member in good standing may withdraw from PLASTICS after fulfilling all obligations to it, by
giving written notice of such intention to PLASTICS’ Membership Department at least thirty (30)
days before the effective date of such withdrawal. Any Member so withdrawing shall, by the act of
such withdrawal, cease to have any further interests in the funds, assets, and activities of PLASTICS
and shall not be entitled to any refunds of any type or in any amount.
Section 5. Suspension and Reinstatement
Any Member in default in the payment of dues and other amounts for a period of ninety (90) days after such dues become payable will be suspended from membership, in the absence of a good cause found to exist by PLASTICS. Any Member so suspended shall, until reinstatement, forfeit all rights and privileges of membership in PLASTICS; provided, however, that such suspension shall not relieve a Member from the requirement of fulfilling all obligations to PLASTICS theretofore incurred. A suspended Member shall be reinstated to good standing upon payment in full of all dues and other amounts owing and payable at the time of suspension.

Article III – Fees, Dues, and Other Charges

Section 1. Dues
The annual dues and a payment schedule for each class of membership of PLASTICS shall be fixed and determined by the Board of Directors. The Board of Directors may also establish such additional schedules of charges for other services or activities as it deems appropriate and proper.

Section 2. Special Project Funds
The Board of Directors shall be empowered, upon presentation of a written or electronically-transmitted request by the voting members of any Council, Tactical Committee, or Region (Articles V, X, XI, XII), to approve the institution of a separate fund to defray expenses in furtherance of one-time or continuing projects of such group that are deemed proper by the Board of Directors.

No such special project funds in excess of five thousand dollars ($5,000) shall be approved or established unless there shall have been presented to the Board of Directors written or electronically-transmitted evidence that no less than 75 percent of the voting members of the Council, Division, Tactical Committee, or Region favor the project, and are committed to pay their proportionate share of the monies to be raised.

The shares of the membership so committed shall total no less than 90 percent of the fund to be collected. If a project is more than twenty-five thousand dollars ($25,000), it must be approved by the Finance, Administration, and Membership (FAM) Committee as a prerequisite to approval of the special project by the Board of Directors.

Section 3. Registration Fees and Location of Meetings
In those instances where groups of PLASTICS schedule meetings or other functions where it is necessary to charge registration fees to cover the expense of such functions, the amount charged shall be established by those assigned the responsibility of arranging these activities. At such meetings or other functions, non-PLASTICS members are required to pay an additional or supplemental fee. All such meetings will be held in the United States or its territories, except as approved by the Chief Executive Officer/President.

Article IV – Annual Business Meeting Section

Section 1. Annual Business Meeting
The Annual Business Meeting of PLASTICS shall be held once each year, typically in the last quarter of the fiscal year, and shall be open to all PLASTICS members.

Section 2. Quorum
The presence in person or by proxy (either written or electronically transmitted) of one-third of the voting representatives of the Full Members of PLASTICS, entitled to vote, or if one-third is thirty (30) or more, the presence in person or by proxy (either written or electronically transmitted) of thirty such Members, shall constitute a quorum for the
transaction of business at PLASTICS’ Annual Business Meeting. Full Members are defined in Article II, Section 1.

Section 3. Voting
Each Voting Representative of a Full Member present, in person or by proxy, shall be entitled to one vote. Decisions will be based on a majority vote.

Section 4. Annual Business Meeting Location
PLASTICS’ Annual Business Meeting will be held within the United States or its territories, unless otherwise authorized by the Board of Directors.

Article V – Industry Segment Councils

Section 1. Authority and Duties
There shall be established four Industry Segment Councils in accordance with these bylaws: the Equipment Council; the Material Suppliers Council; the Processors Council; and the Brand Owner/OEM Council. The Councils shall have the following duties and authority:

- To actively consider and discuss the affairs and issues generally affecting their respective industry segments;
- To recommend to the Board of Directors (Defined in Article VII) such courses of action as will further the objectives and purposes of PLASTICS, and to assist in the successful accomplishment of PLASTICS’ goals;
- To elect the Directors of PLASTICS’ Board of Directors in accordance with these bylaws. In this regard, after seeking suggestions from the members of the industry segment, each Council shall elect eight Full Members to the Board of Directors for two-year terms that are staggered so that the Board of Directors has four members elected to a new term from each Council each year. Ballots for this election may be mailed or electronically transmitted. If any Officer(s) of the Board of Directors and any Director(s) of the Board of Directors are employed by the same Full Member, they will have only one vote between them for Board of Directors decisions.
- To create, organize and coordinate such Council Divisions, Committees, and Task Groups as are required by each Council to address issues specific to their interests, and to appoint members to these Committees. Council Divisions, formerly known as business units, have been aligned with their respective Councils. Councils assist and coordinate with their respective Divisions on policy and budget matters, as well as seek to leverage common interests and needs across Divisions, Committees, and Task Groups. The Councils serve as a vehicle for their created or aligned Divisions, Committees, and Task Groups to access PLASTICS resources.
- To develop a proposed budget for Council activities. The Council budget shall include the budgets for any Council Committees. The Treasurer of each Council will present the proposed budgets to the FAM Committee for its review and transmission to the Board of Directors for final approval. PLASTICS Councils maintain authority and autonomy to spend legacy fund balances (with FAM approval for any expenditure in excess of $25,000) and have the option to create a voluntary self-assessment of their members and build their own treasury. Councils may also seek additional support from PLASTICS’ general funds beyond the budgeted amount as outlined in Section 9 of this Article.

Section 2. Composition of Councils
Each Full Member of PLASTICS shall make a declaration of one of the Industry Segment Councils in which its plastics industry business predominates in net sales over each of the other segments. If, after making its initial declaration, a Member Company wishes to change its Industry Segment affiliation, the Member Company shall submit a request to PLASTICS’ Chief Executive Officer/President, who shall present a recommendation to the Board of Directors for the Board’s approval.
Members have input into PLASTICS policy-making through participation in Council meetings and activities. Members are encouraged to communicate business issues and priorities through their respective Councils. Bona fide employees of Full Members are eligible to be elected to serve on the Council of the Industry Segment so declared by the Member. Each Council’s membership should be reasonably representative of its given segment.

Each Council should consist of approximately thirty Full Member representatives, who will be the voting members of the Council. There is, however, no limit on the number of Full Members that can participate on their appropriate industry Council.

Section 3. Election and Terms of Council Members
Each year the Chair of each Council shall appoint a Nominating Committee of at least four Council members. After seeking suggestions from the members of the industry segment, the Nominating Committee shall prepare a slate of candidates for election to the Council.

The Council Chair will present the names of nominees to administrative staff, as directed by PLASTICS’ Chief Executive Officer/President, to prepare the ballot. Election shall be by mailed or electronically transmitted ballot, to each Full Member of a given Industry Segment at least thirty (30) days prior to the Fall Board of Directors meeting, or the Annual Business Meeting, whichever is closest to the end of the fiscal year. The ballot shall contain the slate of candidates selected by the Council's Nominating Committee.

- At the direction of the Council Chair, the Nominating Committee of each Council may also propose individuals to be elected to an Industry Segment Council, outside of the regular election cycle. Such elected Council members are subject to the same term limits as other elected Council members.
- Council members shall be elected to a two-year term, said terms being staggered so that one-half of a Council is elected each year. Council members shall assume their duties at the beginning of the next succeeding fiscal year of PLASTICS.
- If there is more than one individual employee from the same Full Member on the Council, that Full Member may have only one vote on the Council.

Section 4. Election and Terms of Council Executive Committees
Each Council may elect an ‘executive committee,’ including, at a minimum, a Chair, Vice Chair, Program Chair, and Treasurer from among its voting members. The purpose of the Council executive committees will be to oversee council activities. The Chair, or in the Chair’s absence, the Vice Chair, will be responsible for calling and presiding at Council meetings. The Chair, Vice Chair, and Treasurer of each Council shall serve a two-year term and shall not serve in the same office for more than two consecutive two-year terms.

Section 5. Authority of Councils to Fill Vacancies on Councils and Board of Directors
If a vacancy occurs on a Council or the PLASTICS Board of Directors, the Industry Segment Council that elected the departing member may, at its discretion, elect a replacement to fill the unexpired term of the departing member. At the direction of the Council Chair, and after seeking suggestions from the members of the industry segment, the Nominating Committee of the respective Council shall propose individuals to fill vacancies on the Council or Board of Directors. A ballot with such names will be mailed or electronically transmitted to current members of the Council for approval. Fulfilling an unexpired term does not count against any term limits contained in these bylaws.
A position on a Council or the Board of Directors is not automatically transferred to another individual at the same member company or another member company on the same Council. Board of Directors and Council positions are not, and shall not be, reserved for specific companies.

Membership on the Councils and Board of Directors is neither vested in the individual nor in the Member’s company. If an individual member of a Council or the Board of Directors ceases to be an employee of his or her current employer (Full Member), the individual is automatically deemed to have resigned his or her position(s) on the Council or Board of Directors. They may be re-elected, at the discretion of the Council, to the position representing their new employer, provided that the new employer is a Full Member of PLASTICS.

Section 6. Council Meetings
Each Council shall meet a minimum of twice a year in conjunction with meetings of the PLASTICS Board of Directors. On such occasions, all Industry Segment Councils, and the Board of Directors’ Tactical Committees (as defined in Article VII) shall assemble in session, and, when so assembled, shall act as PLASTICS’ National Board.

• The National Board shall receive reports from all the Councils and the Board of Directors’ Tactical Committees. The Councils shall otherwise meet separately to conduct Council business.
• Councils may meet at such other times and places as decided by the Chair of each Council, or at the request of not less than one-third of its members. Any meetings so called may not substitute for meetings held with the other two Councils at National Board meetings.
• Council meetings shall be open to all PLASTICS members in good standing from their corresponding industry segment and, as appropriate, invited guests.
• Membership on the Councils carries with it the presumption that the individual elected by the membership has an interest in the activities of PLASTICS and will fulfill the fiduciary responsibility to the association. A Member’s selection as a member of the Council carries with it the presumption that the designated company representative will regularly attend meetings. On failure to attend any two successive meetings in person, the Council’s Executive Committee may deem the position on the Council vacant and the elected individual will not be considered a member of the Council. In the event of such vacancy, the provisions of Article V, Section 5 apply.

Section 7. Council Quorums
The presence in person of at least one-third of the voting members of each Council shall constitute a quorum for the transaction of business. Each Council shall act by a majority vote of those members either present in person, or participating in a teleconference of the meeting. Proxy votes are permissible.

Section 8. Establishment of Council Divisions, Committees, and Task Groups
Industry Segment Councils may create, organize and coordinate such Divisions, Committees, and Task Groups as developed by each Council to address issues specific to their segment’s interests, and appoint members to these Divisions, Committees, and Task Groups, provided that the Council Division, Committee, and Task Group activities are consistent with PLASTICS’ overall objectives, financial policies, and general procedures.

A. Criteria for Establishment
Establishment and continuation of a Division, Committee, or Task Group shall be subject to the approval of PLASTICS’ Board of Directors, and shall be based on a satisfactory showing that the Division, Committee, or Task Group meets reasonable organizational criteria, such as documentation that clearly defines basic provisions for membership, organizational structure, and annual financial and operating plans.
B. **Membership and Officers**

Division, Committee, and Task Groups shall have defined membership criteria. Members of PLASTICS may join as many Divisions, Committees, and Task Groups as they desire, so long as their eligibility for membership in each Division, Committee, and Task Group is established according to the Division, Committee, and Task Group's approved membership criteria.

- Each Division, Committee, and Task Group shall have a Chair and Vice Chair, duly elected from among the representatives of members of that Division, Committee, or Task Group. Either the Chair, or alternatively, an individual selected by the Division, Committee, or Task Group, may serve as the Division, Committee, or Task Group's representative to the respective Industry Segment Council. The Chair and Vice Chair of each Division, Committee, and Task Group shall serve a two-year term and may not serve more than two consecutive two-year terms, provided however, that Council Divisions may adopt a different approach with regard to Chair and Vice Chair term limits based on extenuating circumstances or the best interests of that Division.

A. **Funding**

Divisions, Committees, and Task Groups operate within their respective budgets and operating plans.

In addition to funding from the general PLASTICS budget, funding for costs and expenses for which a Division, Committee, or Task Group is responsible may be derived from: dues or assessments raised by the Division, Committee, or Task Group from among its members, and/or revenue from programs and projects.

B. **Administration**

The Chief Executive Officer/President of PLASTICS shall assign a staff member to each Division, Committee, or Task Group to serve as the Division, Committee, or Task Group's administrator. The primary function of the staff member so assigned shall be to act as a key representative of PLASTICS, keep Division, Committee, or Task Group members apprised of PLASTICS activities in general, and afford the Division, Committee, or Task Group full support for its activities in conjunction with the Industry Segment Council leadership.

Section 9. **Unanticipated and Emergency Funding**

For emergencies or unanticipated financial needs, Councils, Divisions, Committees, and Task Groups seeking additional support from PLASTICS’ general funds beyond the amount budgeted, shall work with the Treasurer of the Division, Committee, or Task Group's Industry Segment Council to obtain approval by the Council. If approved by the Council leadership, the Treasurer of the Council will carry the recommendation to the FAM Committee of the Board of Directors for final action by the Board of Directors. If approved by the PLASTICS Board of Directors, the Council, Division, Committee, or Task Group will be allocated the requested funds. In the implementation of this provision, the Chief Executive Officer/President of PLASTICS, in consultation with the Council leadership, the FAM Committee, and PLASTICS' Officers, may authorize the disbursement of funds in a timely fashion to meet unanticipated or emergency needs. Any approval or review required by this provision may be done in person, in writing or electronically, such as by telephone, electronic mail, or other electronic communications system.

**Article VI - Officers**

**Section 1. Elected Officers**

Elected Officers of PLASTICS must be bona fide executives directly employed by a Full Member of PLASTICS. Elected Officers shall be a Chair, Vice Chair, Treasurer, Secretary, and two Officers-at-Large who shall be elected by the Full Members of PLASTICS.
The position of Immediate Past Chair shall be fulfilled by the most recent Past Chair able to serve. The Immediate Past Chair shall also be considered as an Officer of the Board of Directors and may vote on matters before the Board of Directors. The Officers shall constitute the Executive Committee of the Board of Directors.

The Chair, Vice Chair, Treasurer, Secretary, and Officers-at-Large shall be elected by a majority vote of those voting representatives of Full Members casting mail, or electronically transmitted, ballots. The Officers shall assume their duties at the beginning of the next succeeding fiscal year of PLASTICS.

Section 2. Officer Term Limits
Each Officer so elected shall hold office for a term of one year, or until his or her successor shall have been duly elected and shall have assumed the duties of the office. The Chair, Vice Chair, Treasurer, Secretary, and Officers-at-Large shall not serve in the same office for more than two consecutive one-year terms.

Section 3. Filling an Officer Vacancy
In the event a vacancy occurs in any Officer position other than Chair, the Nominating Committee shall select a replacement candidate and the candidate shall be presented to the Board of Directors that may elect the candidate to fulfill the unexpired remain term of the departing Officer. Fulfilling an unexpired term does not count against the term limits established by these bylaws.

In the event that PLASTICS’ current Chair cannot fulfill the responsibilities of the position, the Nominating Committee shall select a replacement candidate and the same shall be presented to all Full Members, who will vote on the candidate. The ballot for this election may be mailed or electronically-transmitted, and may be accepted, via mail or electronically. Fulfilling an unexpired term does not count against the term limits established by these bylaws.

The Board of Directors may consider extending the term limit of any Officer position, in light of special circumstances. In this eventuality, the decision to suspend the Officer term limits set forth in these bylaws will be made by a majority vote of the Board of Directors.

Section 4. Appointed Officers
The Board of Directors may appoint such other officers, as it may deem desirable, assigning to them such duties and responsibilities that would not conflict with the duties and authority of the elected Officers. The terms of office for those appointed officers shall be determined by the Board of Directors.

Section 5. Duties of Elected Officers
A. Chair
The elected Chair shall preside at the Annual Business Meeting, all meetings of the National Board, and the Board of Directors. The Chair shall provide policy guidance to the Chief Executive Officer/President regarding operating and administrative matters, and may represent PLASTICS before the general public, governmental agencies, legislative bodies, business groups, and other appropriate organizations.

B. Vice Chair
The elected Vice Chair, in the absence of the Chair, shall perform the duties of that office.

C. Treasurer
The elected Treasurer shall ensure that sound accounting principles and practices are followed by PLASTICS.
The Treasurer shall report on the financial condition of PLASTICS at its National Board meetings, the Annual Business Meeting, and at meetings of the Board of Directors, as appropriate. The Treasurer shall serve as the Chair of the Board of Directors’ FAM Committee.

D. Secretary
The elected Secretary shall ensure that proper care is given to PLASTICS’ books and papers.

Section 6. Nominee Slate
The ballots for Officers shall contain the list of nominees prepared by the Nominating Committee. Additional candidates may be nominated upon receipt of a written petition of fifty (50) or more Full Members of PLASTICS.

Section 7. Voting Procedure
The election of Officers shall be by written ballot mailed or electronically transmitted to all Full Member voting representatives at least thirty (30) days before the deadline for returning votes. Voting representatives of Full Members shall cast their votes by returning or electronically transmitting their ballots to the office of PLASTICS’ Chief Executive Officer/President, so that the ballots will arrive on or before the deadline for voting as stated in the ballot, which will typically be five days prior to the date set for either the Board of Directors meeting, or Annual Business Meeting, whichever is closest to the end of the year. Results of the elections will be announced at said meeting.

Article VII – Board of Directors

Section 1. Authority and Duties
The Board of Directors shall be responsible for the general management of the property, funds, and business of PLASTICS. It shall:

• Be the policy-making and supervisory body of PLASTICS. It shall establish the strategic vision for PLASTICS, and direct the policies governing its property and operations, be responsible for the expenditure of its funds, and exercise all the powers of PLASTICS, except as otherwise specified;
• Assign PLASTICS programs and activities to the Public Policy Committee, the FAM Committee, the Trade Show Committee, the Communications and Marketing Advisory Committee, and any other Committees established by the Board of Directors (further defined in Section 6). Each committee shall have assigned to it the various activities and programs of PLASTICS that are consistent with PLASTICS’ Mission Statement as determined by the Board of Directors. Each group shall be authorized to direct the expenditures of PLASTICS’ funds within the group’s approved budget and finances as it deems appropriate for a particular project, or to approve the initiation of a separate fund to defray expenses in furtherance of a one-time or continuing project;
• Receive a detailed operating budget from the FAM Committee for approval, and shall establish dues rates as it sees fit for any and all categories of membership to secure necessary funding to carry out PLASTICS’ programs and activities;
• Receive for consideration and action at its meetings all reports, resolutions, communications, and other matters presented by the Industry Segment Councils, Public Policy Committee, Officers of PLASTICS, and other Members;
• Approve the formation or termination of all Committees and special purpose groups;
• Act upon all matters affecting membership status; and
• Appoint and direct the activities of PLASTICS’ Chief Executive Officer/President.
Section 2. Composition and Election
The Board of Directors shall be composed of the elected Officers of PLASTICS, the Immediate Past Chair, any appointed Officers, and thirty two (32) Directors. The 32 Directors are comprised of eight Directors being elected by each Industry Segment Council. The Chief Executive Officer/President shall also be a member of the Board of Directors, but shall not have a vote in the group's deliberations.

In the event that they are not elected to serve as members of the Board of Directors, the Chairs, Vice Chairs, and Treasurers of the Industry Segment Councils and the Chairs of the Tactical Committees shall attend Board of Directors meetings and be non-voting members thereof.

The Councils should coordinate their selections so that no more than one representative of a Full Member will be a member of the Board of Directors, with the exception of Officers. If an Officer and a Director are both from the same Full Member, that Full Member shall have only one vote on the Board of Directors.

Section 3. Board of Directors Director Tenure
Board of Directors members shall serve a two-year term and may, if re-elected by their Industry Segment Council, succeed themselves for up to two additional two-year terms. Members of the Board of Directors shall be the CEO or of senior management of the plastics operation of a Full Member capable of making decisions and commitments for the Corporation. They may be, but are not required to be, members of an Industry Segment Council.

Section 4. Board of Directors Meetings
The Board of Directors shall hold a minimum of two regular meetings each year. Special meetings of the Board of Directors may be called by the Chair, or by the request of not less than one-third of the voting members. Membership on the Board of Directors carries with it the presumption that the individual elected by the Council has an interest in the activities of PLASTICS and will fulfill the fiduciary responsibility to the association. A Member’s selection as a member of the Board carries with it the presumption that the designated company representative will regularly attend Board meetings. On failure to attend any two successive meetings in person, the Board of Directors may deem the position on the Board vacant and the elected individual will not be considered a member of the Board. In the event of such vacancy, the provisions of Article V, Section 5 apply.

Section 5. Board of Directors Meeting Quorums
The presence in person, via teleconference, or by proxy, of at least one-third of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors shall act by a majority of those voting members present at the meeting in person, via teleconference, or by proxy.

When, in the opinion of the Board of Directors Chair and the Chief Executive Officer/President, it is necessary to obtain the Board of Directors’ approval of any action that needs to be decided before the next regularly-scheduled Board of Directors meeting, the issue may be placed before the Board of Directors for a vote, either by mail or by an electronically-transmitted ballot. In such cases, the Board of Directors may act only upon the favorable vote of a majority of the voting members of the Board of Directors provided that said majority votes are submitted within the time permitted for responding.
Section 6. Tactical Committees
The Board of Directors may authorize the formation of Tactical Committees within PLASTICS. Tactical Committees include Trade Shows, Public Policy, and Communications and Marketing Advisory Committee. The Tactical Committees exist to provide a Association-wide focal point for issues or areas of broad concern that extend substantially beyond the interests of a single Industry Segment.

The composition of the Tactical Committee should consist of equal representation from the respective Industry Segment Councils. Tactical Committees operate under the day-to-day management of PLASTICS’ Chief Executive Officer and President together with the designated PLASTICS staff. General oversight and control remains with the Board of Directors.

• Trade Shows and Conferences Committee
  The Trade Shows and Conferences Committee shall be responsible for directing the trade show activities of PLASTICS. It will coordinate its efforts with the Officers; the FAM; and the Board of Directors. PLASTICS’ NPE trade show is governed by separate bylaws with general oversight and control by the PLASTICS Board of Directors.

• Public Policy Committee
  • Duties and Responsibilities
    ◊ The Public Policy Committee shall have assigned to it the various activities and programs of PLASTICS as determined by the Board of Directors, and shall be responsible for the development and implementation of such program activities necessary to implement the strategic objectives of PLASTICS under the guidance provided by the Board of Directors.
    ◊ The duties of the Public Policy Committee may include, but are not limited to, the development of a budget and recommendations for staffing and funding the activities and programs under its jurisdiction. It shall prepare detailed performance objectives and submit them to the Board of Directors for consideration and approval in the adoptions of PLASTICS’ overall budget.

  • Composition and Tenure
    ◊ Each Industry Segment Council may nominate as many as seven individuals from PLASTICS Full Members to serve on PLASTICS’ Public Policy Committee. The membership of this Committee will be comprised of bona fide employees from PLASTICS Full Members.
    ◊ Members of the Public Policy Committee will be elected to serve a two-year term and may succeed themselves for so long as they continue to be elected by their respective Industry Segment Council. Only one individual employed by a single Full Member shall be the official representative to the Public Policy Committee.

  • Elections of Chair and Vice Chair; Quorum Requirements
    Members of the Public Policy Committee shall elect a Chair and Vice Chair from among its voting members, subject to approval by the Board of Directors. The Chair and Vice Chair shall serve a two-year term and may succeed themselves, if re-elected, to serve one additional consecutive two-year term, subject to approval by the Board of Directors. The presence in person, via teleconference, or by proxy, of at least one-third of the voting members of the Public Policy Committee shall constitute a quorum for the transaction of business. The Public Policy Committee shall act by a majority of those voting members present at the meeting in person, via teleconference, or by proxy.

    Proxies, whether written or electronically-transmitted, will be accepted.
• **Other Tactical Committees**
  Other Tactical Committees include the Food, Drug, and Cosmetic Packaging Materials Committee (FDCPMC) and the Occupational Health and Environmental Issues Committee (OHEIC). These Tactical Committees are governed by separate bylaws or operating guidelines with general oversight and control by the PLASTICS Board of Directors.

**Section 7. Permanent Committees of the Board of Directors**

The FAM and Nominating Committees, are permanent committees and shall be directly responsible to the Board of Directors. The powers, duties, composition, and organizational requirements for such committees shall be as follows:

**A. Finance, Administration, and Membership Committee**

- **Authority and Duties**
  The FAM Committee shall be responsible for reviewing the annual operating budget and periodic financial reports of PLASTICS, and shall present its recommendations to the Board of Directors for discussion and approval.

- The FAM Committee shall recommend policies concerning management of the financial resources, systems for internal financial control, establishment of membership dues, allocation of funds, and the general dues structure, including those revisions to the structure deemed necessary to provide the required revenue.

- The FAM Committee shall study, coordinate, and review the membership programs of PLASTICS’ Councils and Committees to provide guidance and assistance.

**B. Composition and Tenure**

The FAM Committee shall be composed of PLASTICS’ Treasurer, the Treasurers of the Industry Segment Councils and at least four members of the Board of Directors appointed by the Chair subject to the approval of the Board of Directors. Members of the FAM Committee shall serve a one-year term, and may be reappointed by the Chair.

**C. Nominating Committee**

- **Authority and Duties**
  - The Nominating Committee shall be responsible for preparing a single slate of candidates for the offices of Chair, Vice Chair, Secretary, Treasurer, and Officers-at-Large. The Nominating Committee shall obtain acceptance from those to be nominated before the submission of its slate of nominees. It will submit the full slate to PLASTICS’ Secretary for balloting.

- **Composition and Tenure**
  - The Nominating Committee shall be composed of six current Directors of the Board of Directors of PLASTICS. Members of the Nominating Committee shall be appointed by the Chair, subject to the approval of the Board of Directors, and shall reasonably represent all industry segments in accordance with the guidelines established by the Board of Directors. Members of the Nominating Committee shall serve a one-year term, and may be reappointed by the Chair for no more than one additional term.

- **Nominating Committee Chair**
  - The Chair of the Nominating Committee shall be PLASTICS’ Immediate
Section 8. Board of Directors Permanent Committee Quorum and Voting
The presence in person of at least three members, shall constitute a quorum, except as otherwise
designated in the policies, procedures or operating guidelines of the Committees. Such Committees
shall act by a majority vote of those members present.

Section 9. Board of Directors Permanent Committee Meetings and Notices
All permanent committees shall meet during all National Board meetings and as often as required
to accomplish their tasks. Additional meetings may be called by the Chair of the Committee, who
will coordinate with PLASTICS staff regarding notification of meetings.

Section 10. Board of Directors Permanent Committee Administration
PLASTICS’ Chief Executive Officer/President shall provide or arrange administrative support for
Committees that may include, when needed, the employment of outside consultants.

Section 11. Other Board Committees
The Board of Directors may, at its discretion, form other committees of the Board deemed
necessary to deal with specific tasks or projects, or to provide needed advisory services.

Members and chairs of such committees shall be appointed by the Board of Directors Chair, subject
to the approval of the Board of Directors. The terms of office for members and officers of such
committees shall expire upon completion of the specific task or project.

Article VIII - Regions

Section 1. Organization
Geographic regions may be established, designated, and function in accordance with the terms of
this Article. Regional activities and resources will be closely coordinated with pertinent activities of
the Board of Directors.

Regional budgets and expenses shall, in general, be coordinated by PLASTICS’ Chief Executive
Officer/President into the overall PLASTICS budget, and shall be submitted to PLASTICS’ Board
of Directors for approval. This provision shall not prevent the leadership of a Region from raising
its own funds, by assessment or otherwise, for special projects not available to be funded by
PLASTICS’ general funds. Said projects must support PLASTICS’ mission.

Section 2. Criteria for Establishment
At the discretion of PLASTICS’ Chief Executive Officer/President, Regions may be formed by
Full Members, Associate Members, and Service Provider Members interested in promoting and
enhancing their common business interests, and in promoting PLASTICS’ growth in a specific
geographic region. Regions may assist with membership development, retention, and grassroots
activities directed towards the realization of PLASTICS’ mission.

Regions may adopt operating rules include provisions governing regional membership,
organizational structure, and officers. Any operating rules shall be subject to approval by PLASTICS’
Board of Directors.

Section 3. Officers
Each Region may have a Chair, duly elected from among the representatives of Full Members
pursuant to the Region’s operating rules.
Regional Chairs may serve no more than two consecutive full terms, as defined in the Region’s
operating rules, in this capacity. Each Region may have such other officers for such terms as is
deemed desirable in accordance with the Region’s operating rules.
Section 4. Administration
The establishment and continuation of Regions or regional offices shall be subject to the approval of PLASTICS’ Board of Directors, and staffed under the direction of PLASTICS’ Chief Executive Officer/President. Region staff report directly to an individual on PLASTICS’ staff as directed by PLASTICS’ Chief Executive Officer/President. PLASTICS’ headquarters staff shall provide guidance and assistance to Regions.

Section 5. Regional Advisory Committee
Regardless of whether PLASTICS’ Chief Executive Officer/President establishes regional offices, PLASTICS’ Chief Executive Officer/President may convene a Regional Advisory Committee to provide counsel on regional matters and membership. If PLASTICS’ Chief Executive Officer/President has established a regional office, the member company representative to the Regional Advisory Committee is typically drawn from the leadership of the Region.

Article IX – PLASTICS’ Staff

Section 1. Appointment of PLASTICS’ Chief Executive Officer/President
PLASTICS’ Board of Directors shall appoint the Chief Executive Officer/President.

The Chief Executive Officer/President shall be directly responsible to the Board of Directors, shall serve as the chief administrative officer, and direct the operations of PLASTICS. The Chief Executive Officer/President shall:

• Have full authority and responsibility for the employment, retention, and supervision of all Association staff, and all other individuals and organizations retained to assist with PLASTICS’ activities;
• Develop and recommend policies to the Board of Directors;
• Develop, recommend, and implement programs for members, membership development, operations, and organizations in accordance with the approved policies of PLASTICS’ Board of Directors;
• Solicit the participation of key members in PLASTICS’ activities;
• Prepare and recommend PLASTICS’ annual operating budget to the Board of Directors and its FAM Committee; and administer and maintain control over the approved budget within the limits prescribed by the Board of Directors;
• Prepare meeting notices and agendas for the Board of Directors and all its committees; the National Board, and
• Represent PLASTICS before the general public, governmental agencies, legislative bodies, business groups, and other appropriate organizations.

Section 2. Staff
PLASTICS shall employ such full-time and part-time staff members, specialists, consultants, or other outside services, as may be required to carry out its functions and obligations. The members of PLASTICS’ staff, including all persons or concerns retained to service the needs of the Councils and Committees, shall be under the immediate supervision and direction of PLASTICS’ Chief Executive Officer/President, who shall have full authority and responsibility for staff organization and management.

The basic role of PLASTICS’ staff shall be to assist and support the efforts of Members in carrying out PLASTICS’ objectives. In addition, the staff shall perform such general administrative functions as are assigned by PLASTICS’ Chief Executive Officer/President. The staff shall include such administrators and specialists as may be deemed necessary to provide services required by the various Councils and Committees. Those staff administrators shall be required to make use of any specialists available on PLASTICS’ staff for such
services that are within their particular expertise.

Section 3. Legal Counsel

PLASTICS, through its Chief Executive Officer/President, shall retain a general counsel whose office shall have such responsibilities as may be assigned by the Chief Executive Officer/President.

The general counsel’s office shall provide general advice relative to PLASTICS’ legal requirements, and shall have the responsibility, as required, to review agendas, minutes, and other documents deemed to be of legal significance required by, or produced for PLASTICS. No entity of PLASTICS may retain legal counsel independently for special projects without the approval of PLASTICS’ Chief Executive Officer/President and the Board of Directors.

Article X – Seals, Trademarks, Other Indicia

PLASTICS shall have the sole right to adopt and control completely the use of its logo, and such other seals, trademarks, or other indicia as it may deem suitable and appropriate.

PLASTICS’ Board of Directors may approve the use of PLASTICS’ name and logo by any Full Member to identify itself as a member of PLASTICS; provided however, that PLASTICS’ name and logo may be used by Members only to indicate their membership in PLASTICS in correspondence, electronically transmitted communications, advertising material, publications, or similar activities, where the use is exclusively and directly related to the conduct of the Member’s business.

Except as authorized by PLASTICS’ Board of Directors, PLASTICS’ name and logo may not be used by any Member for product identification purposes in standardization or certification programs, or for similar applications.

Article XI – Amendments of Bylaws

These bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the Full Members present at any duly called and organized meeting of all Full Members of PLASTICS, or by a majority vote of those responding to a mail or electronically transmitted ballot, providing a notice of the substance or proposed changes is mailed or electronically transmitted to all such Full Members at least thirty (30) days prior to the time fixed for the meeting at which a vote would be taken, or the time fixed for a return of mail or electronically transmitted ballots, as the case may be.

In those cases where bylaw changes are made the subject of a mail or electronically transmitted vote, those eligible to cast ballots shall mail or electronically transmit the same to specified staff at PLASTICS’ headquarters office. After the deadline date, the ballots will be counted promptly, and a report of the results will be communicated to PLASTICS’ membership.

Article XII – Limitation of Liabilities

Section 1. No Joint Liability

No Member, officer, agent, or employee of PLASTICS shall be liable for any act or failure to act on the part of any other Member, officer, agent, or employee of PLASTICS. No Member company, officer, agent, or PLASTICS employee shall be liable for his or her acts or failure to act under these bylaws, except for any act or omission to act arising out of his or her willful malfeasance.

Section 2. No Partnership Created

Nothing herein shall constitute Member companies of PLASTICS as partners for any purpose.
Section 3. Insurance
PLASTICS shall maintain adequate insurance, at its expense, to protect itself, its Members, and any person against liability, cost, or expense for liabilities, in the normal course of PLASTICS’ operations or as otherwise provided by the Board.

Article XIII – Dissolution

Upon recommendation of the Board of Directors, PLASTICS may be dissolved and its Certificate of Incorporation surrendered if approved by 80 percent of Full Members provided that any proposed dissolution has been a matter of formal discussion at preceding meetings of the Board of Directors and that notice of the proposed dissolution was given with the notices of the Board of Directors meeting.

PLASTICS shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to PLASTICS Members. On the dissolution of PLASTICS, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.