

Pittsburgh Society for Coating Technology

ARTICLE I Name

The name of this society shall be “The Pittsburgh Society for Coatings Technology”, hereinafter referred to as the “Society”.

ARTICLE II Objectives

The Society shall operate solely and exclusively as a non-profit organization with the following objectives:

- A. To promote the welfare of technical coatings people by uniting them in a society for discussion and exchange of information on new and current technology, standards, raw materials and equipment fundamental to the research, development, manufacture and use of coatings, inks, and related products.
- B. To promote and take an active part in the interchange and research of ideas and the application of the sciences in the coatings field.
- C. To promote the improvement of products, the elimination of wasteful methods of manufacture, and foster manufacturing procedures and practices that minimize pollution of the environment as a service to the industry and the public as a whole.
- D. To promote educational activities and the interchange of ideas among its members and the general public.
- E. To arrange for the collection and dissemination of information pertinent to the industries served by the Society members and for the presentation, discussion and publication of papers and other contributions.
- F. To promote a spirit of cooperation in solving problems of the coatings industry.
- G. To cooperate with the American Coatings Association (ACA), and other organizations, public and private, to accomplish these objectives.
- H. To offer educational assistance through the PSCT – Hiram P. Ball Memorial Scholarship Program.

ARTICLE III Limitation on Activities

No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these Articles, the Society shall conform to the provisions of and activities permitted under 501(c)(6) of the Internal Revenue Code of 1954, or any corresponding provisions of any United States Internal Revenue Law and to the laws of the State of Pennsylvania as they apply to organizations exempt from income tax.

ARTICLE IV Membership

All conditions, qualifications, requirements, privileges, and regulations as to membership in the Society shall be fixed and governed by the Bylaws of the Society.

ARTICLE V Management

The activities and affairs of the Society shall be managed as provided in the Bylaws of the Society.

ARTICLE VI
Dissolution

In the event of partial or entire liquidation or dissolution of the Society, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Society shall, after paying or making provision for payment of all liabilities of the Society, distribute the assets of the Society to one or more organizations exempt from Federal income tax under section 501(c)(6) or section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE VII
Incorporation

All of the assets of the Society may be transferred to a nonprofit corporation in compliance with Article VI of the Constitution of the Society by a vote of two-thirds of the members at any regular or special meeting of the Society; provided, however, that said corporation shall simultaneously assume all of the liabilities of the Society; and at least ten days notice of such a proposal shall have been given before the meeting by direct mailing (postal service or electronic mail) to all members of the Society.

ARTICLE VIII
AMENDMENTS

This Constitution may be altered, amended or repealed by a two-thirds affirmative vote of the eligible voting members present at each of two successive regular or special meetings of the Society provided, however, that at least seven days notice of such a proposal shall have been given before the second such meeting by direct mailing (postal service or electronic mail) to all of the members of the Society. The procedure for originating, processing, and considering amendments to this Constitution shall be identical in every respect as prescribed in the Bylaws for amendment to the Bylaws.

BYLAWS

ARTICLE I

Relationship to the American Coating Association

A. Definition

The Pittsburgh Society for Coatings Technology as a Regional Society of the American Coatings Association, hereinafter referred to as the Association, is a group of individuals formally organized to pursue objectives consistent with those of the Association, and which has been admitted to the status of a Regional Society of the Association .

B. Management of Internal Affairs

1. The Society shall have entire control of its own internal affairs.
2. The Society shall operate in accordance with the laws of the jurisdictions within its territorial boundaries and the laws of the Commonwealth of Pennsylvania affecting corporations or non-profit organizations.

C. Mutual Interest

The Society will consult with the Association and appropriate Association Committees before final action upon matters involving the interests and policies of the Industry as a whole within the Society's jurisdictional boundaries.

D. Procedural Matters

The matter of Society boundaries is subject to the provision of the Standing Rules of the Society which will also be in conformance with the Standing Rules of the Association.

ARTICLE II

Membership

A. Classes of Membership

1. Full: Any individual who is employed in the protective or decorative coatings, printing ink, or allied industries, or by those firms that manufacture or sell raw materials, supplies, services or equipment required by those industries.
2. Educator/Student: Any individual who is a college or high school educator (Educator Member), or is a full-time student registered in any educational institution of recognized standing in a course of study in chemistry, engineering, physics or other related sciences leading to a degree (Student Member).
3. Retired: Any individual who (a) was a Full or Educator Member who severed his or her connection with the individual's employer by reason of retirement due to age, disability or other reasons deemed satisfactory by the Society; and (b) is no longer considered a permanent employee in the protective or decorative coatings, printing ink or allied industries, or by the firms that manufacture or sell raw materials, supplies, services, or equipment required by those industries.
4. Society Honorary Membership: Any person who has rendered signal service to the Pittsburgh Society shall be eligible for Society Honorary Membership. Society Honorary Members are honored with lifetime membership in the Society. Society Honorary Membership is outlined in Standing Rule II C.

B. Termination of Membership

Except as otherwise provided by these Bylaws or the Standing Rules of the Society, membership in the Society shall terminate automatically for any individual who ceases to be eligible for his class of membership, or whose dues have not been paid in accordance with these Bylaws.

ARTICLE III
Organization

A. General Policies and Administration

The establishment and execution of general policies and the administration of the Society shall be vested in the Board of Directors and the President.

B. Board of Directors

1. The Board of Directors shall consist of:
 - a. The officers: President, Vice-President, Secretary and Treasurer.
 - b. A Director-at-large.
 - c. The most recent eligible Past-President who is available to serve.
 - d. The Society Representative to the Association Society Liaison Committee.
 - e. The Board of Directors shall have no more than two members from the same company.
2. The duties of the Board shall be to:
 - a. Act with the President in establishing and executing the policies and administering the affairs of the Society.
 - b. Fill vacancies occurring in elective offices and in the Board of Directors, except the Society Representative, which shall be filled by election by a majority of the Full Members after a recommendation by the Nominating Committee.
 - c. Select and appoint any employee, fix the compensation for that employee and prescribe his duties.
 - d. Authorize the expenditure of all funds in keeping with the provisions of these Bylaws, either by specific direction to the President and Treasurer, or by limited allocation of funds to be expended at the discretion of Committees duly appointed by the President.
 - e. Specify the duties and functions of all Committees except as otherwise provided for in this Bylaws.
 - f. Hold a minimum of two meetings each year at times and places to be designated by the President.
 - g. Handle petitions for proposed changes in Society boundaries.
 - h. Adopt and amend Standing Rules for the Society, subject to and consistent with the Constitution and these Bylaws.
 - i. President, Vice-President and Representative to the Association Society Liaison Committee must maintain combined membership in the Association and Society during their term of Office.
3. Quorum
A quorum shall consist of at least half (4 members) of the Board of Directors.

C. Officers

The officers of the Society shall consist of a President, Vice-President, Secretary and Treasurer. All Officers shall be Full, Retired or Society Honorary Members.

1. It shall be the duty of the President to:
 - a. Serve as Chief Executive of the Society.
 - b. Act as Chairman of the Board of Directors.
 - c. Preside at meetings of the Society.
 - d. Appoint committee chairmen and members and serve as an ex officio member of all committees
 - e. Call special meetings as needed with ten days notice,
 - f. Maintain communications between the Society and the American Coatings Association.
 - g. Establish such special committees as may be needed.
2. It shall be the duty of the Vice-President to:
 - a. Automatically succeed the President
 - b. Serve in the stead of the President when the President is not available or whenever the Board of Directors declares the presidency vacant.
 - c. Chair the Programs Committee
 - d. Edit and publish the Society Newsletter and Meeting Announcements.
3. It shall be the duty of the Secretary to:

- a. Prepare minutes and reports of each meeting and promptly furnish copies to the Board of Directors
 - b. Perform such other duties incident to his office that may be directed by the President or the Board of Directors.
4. It shall be the duty of the Treasurer to:
- a. Keep the accounts for the Society. The Treasurer may be bonded at the Society's expense for an amount to be determined by the Board of Directors.
 - b. Receive all revenues, maintain an accounting of all funds, and make all disbursements, subject to all articles of these Bylaws.
 - c. No contracts shall be entered into, nor disbursements made without the approval of the Treasurer and the President acting under authorization by the Board of Directors.
 - d. Provide for the location, notification and other arrangements for the regular monthly dinner meetings.
5. It shall be the duty of the Past-President to:
- a. Chair the Nominations Committee
 - b. Oversee the maintenance the PSCT Website to be current with Society information and activities.

ARTICLE IV

Society Representative to the Association Society Liaison Committee

A. Election and Term

- 1. The Members shall elect a Representative to the Association Society Liaison Committee every two years.
- 2. The Society Representative shall serve no more than two consecutive terms.
- 2. The Society Representative must maintain combined membership within the American Coatings Association and Society.

B. Duties

The duties of the Society Representative shall be:

- 1. To represent the PSCT at all meetings of the Association Society Liaison Committee and perform those duties as prescribed by the Association.
- 2. To provide a written report to the Society Board of Directors describing the meetings of the Association Society Liaison Committee within one month after the meeting.
- 3. To serve on the Board of Directors of the Society.

ARTICLE V

Election of Board of Directors and Officers

A. Nominations

Nominations for election to the Board of Directors shall be as follows:

- 1. The Nominating Committee shall prepare a slate of candidates for all elective offices and announce such slate at the meeting prior to the meeting of the Society at which elections have been announced. The Nominating Committee shall also mail to all members the slate of candidates for office at least ten days before the election.
- 2. Any Member may make a nomination for office from the floor.
- 3. Members nominated for an elective office must agree to serve, if elected, before the nomination is made.

B. Elections

- 1. The Full, Retired, and Society Honorary members shall elect the Vice-President, Secretary, Treasurer, and Director-at-Large. The previously elected Vice-President will automatically assume the Office of President.
- 2. Election shall require a majority vote of the Full, Retired, and Society Honorary Members present at the meeting at which notification of elections has been announced.
- 3. In the event that more than one nominee is proposed for any single office, the vote shall be by secret ballot.
- 4. Under special conditions, voting by mail (postal service or electronic mail) may be held. Under these special conditions, the Secretary will issue ballots, voting instructions and deadlines for voting by mail.

C. Terms

1. All elected members of the Board of Directors with the exception of the Society Representative to the Society Liaison Committee shall be elected for one-year terms.
2. The Vice-President shall be elected one full year in advance of the year of holding office as President, shall become President automatically after one term as Vice-President, and shall serve one additional year as the Past President of the Board of Directors unless ineligible to serve on the Board.
3. The terms of all Officers and Directors shall commence with the beginning of the Society's fiscal year.
4. Formal installation of the Officers and Board of Directors will be the first order of business at the September Meeting.

D. Resignation

Any Director, member of a committee, or any Officer, may resign at any time by giving written notice to the Society. The resignation shall be effective upon receipt by the Society Secretary or at such subsequent time as may be specified in the notice.

E. Removal

Any Director or Officer may be removed from office by a vote of 5 members out of the seven (entire) members of the Society Board of Directors whenever in the Board's judgment the best interests of the Society will be served.

ARTICLE VI COMMITTEES

A. Nominating and Advisory Committee

The President shall appoint a Nominating and Advisory Committee. This committee will be chaired by the most recent Past President will to serve in this capacity.

B. Standing Committees: Other Committees

The President shall appoint the following Standing Committees: Bylaws, Scholarship, Membership and Program. He shall also appoint any other Committees which may be required to conduct the business of the Society.

ARTICLE VII Meetings

A. Annual Meeting

The Annual Meeting shall be the last meeting before the summer recess, the exact time and place to be determined by the Board of Directors. The program of the Annual Meeting shall include the election of Officers (unless elections have been designated to take place at an alternate meeting) and may include the presentation of technical papers, special presentations, awarding of scholarships and any business which may be presented for the consideration of, or the action by, the Society.

B. Regular Meetings

The members of the Society shall meet during the months of September to May, the exact time and place to be determined by the Board of Directors. The program of the regular meetings shall include the presentation of technical papers or other events arranged by the Program Committee and approved by the Board of Directors.

C. Special Meetings

Special meetings may be called by the President, by two Directors, or by ten members of the PSCT, at a time and place determined by the Board of Directors. A notice stating the purpose of the meeting shall be mailed (postal service or electronic mail) to all members at least seven days prior to the date of the special meeting.

D. Eligibility to Vote

All Full, Retired, and Society Honorary Members shall be eligible to vote on any question-to be determined by the membership, and a free exchange of views and opinions by all members shall be encouraged at all times. The presence of 15% of voting members, which shall include at least four (4) members of the Board of Directors, shall con-

stitute a quorum. A majority of those voting shall be sufficient to carry any vote. Under special conditions, voting by mail (postal service or electronic mail) may be held. Under these special conditions, the Secretary will issue ballots, voting instructions and deadlines for voting by mail.

F. Resolutions from the Floor

Any member may propose a resolution from the floor at the Annual Meeting or any regular meeting of the Society.

ARTICLE VIII

Dues

A. Full Members

The Annual dues for Full Members shall be suggested by the Board of Directors. Procedures for changing the dues shall follow that for amending the Bylaws.

B. Educator, Student and Retired Members

The dues, if any, of Educator, Student and Retired Members shall be determined by the Board of Directors.

C. Honorary Members

Society Honorary Members shall not be required to pay dues.

D. Payment of Dues

Society Only membership annual dues shall be payable on the first day of March and must be received by the Membership Chairman by the last day of June. Dues received from new applicants after March 31 will apply to the following fiscal year. The American Coatings Association will collect combined American Coatings Association and Society dues. The American Coatings Association will forward the Society portion of the combined dues to the Society.

ARTICLE IX

Fiscal Year

The Fiscal Year of the Society shall end on June 30.

ARTICLE X

Standing Rules

A. Definition

Standing Rules are written statements of operating procedures and/or details of the organization of the Society.

B. Adoption or Amendment

1. The Board of Directors shall adopt or amend Standing Rules, provided that (5) of the members of Board, and a two-thirds affirmative vote of the eligible voting members present at a regular or special meeting of the Society, shall vote in favor of adoption or amendment at any meeting of the Society.

ARTICLE XI

Amendments

A. Origination

Proposals to amend these Bylaws may be originated by:

1. Any Officer of the Society
2. The Board of Directors
3. The recorded vote of any Committee acting on a proposal of any of its members or a proposal of any member referred to it.
4. The petition of ten or more Society members.

B. Processing

1. All proposals to amend these Bylaws shall be submitted to the Bylaws Committee for editing, clarifying, and the combining of similar proposals from various sources. The Bylaws Committee must act on all proposals it receives, but may submit recommendations for or against adoption, with reasons for its position.
2. The Bylaws Committee shall forward to the Secretary, within 20 days of receipt of such proposals, the enabling resolutions for the edited amendments.
3. The Chairman of the Bylaws Committee will report to the Board of Directors at the next Board Meeting.
4. The Board of Directors must approve recommended changes by a 5 member majority before submitting to the general membership for approval
5. The Chairman of the Bylaws Committee or, in the event of his/her absence, the Secretary shall read the report of the Bylaws Committee at the next regular or special meeting and again at the following regular or special meeting.
6. The Secretary shall give notice of the proposed amendments by direct mail (postal service or electronic mail) to all members at least seven days prior to the meeting at which the second vote is to be taken.

C. Consideration by the Members

1. Resolution to alter, amend, or repeal these Bylaws may be considered at any two successive regular or special meetings of the Society. A majority of the Full Members present shall be required to make any changes in the text of the proposed amendments, provided that any such changes may not exceed or reduce the purpose or intent of the amendments as previously reported.
2. Resolutions to alter, amend or repeal these Bylaws, having been subject to consideration by the members, and having been approved by the vote of two-thirds of the Full Members present at two successive regular or special meetings of the Society, shall make effective the proposed amendment immediately, or at a time specified in the resolution.

ARTICLE XII
Parliamentary Procedure

Except as otherwise provided in these Bylaws, any question of parliamentary order arising in the course of conduct of any meeting, and the meetings of all duly constituted committees of the Society, shall be resolved pursuant to the latest, revised edition of Robert's Rules of Order.

STANDING RULES

ARTICLE SR I

Boundaries

The following is the description of the territorial boundaries of the Society currently in effect:

Starting at Altoona, PA, directly south to the Maryland border; thence westerly along the Pennsylvania-Maryland border, continuing directly west to the Ohio River, up the Ohio River to the Pennsylvania-Ohio line; thence northerly along this line to a point directly west of Bessemer, PA; thence easterly to New Castle and southeasterly to Altoona, PA.

ARTICLE SR II

Membership

A. Residence Requirements:

Full, Educator and Student Membership is a privilege which may be offered to an individual who is eligible according to the provisions of Article II, Section A, of the Bylaws, and in addition resides or is employed, or performs services within the territorial boundaries of the Society.

1. When residence or employment is not within the boundaries of the Society, the applicant is eligible to attend Society meetings.
2. When residence or employment is on the boundary line between this and another Regional Society of the Association or is in over-lapping territory, application may be made to this Society.
3. When residence is in the territory of another Regional Society, but employment or services performed are in the territory of this Society, application may be made to this Society.

B Method of Attaining Membership

1. Application for combined American Coatings Association and PSCT membership are to be made through the American Coatings Association. Applicants may do so on-line www.paint.org.
2. Society Only membership may be obtained by application to the Society Membership Chair.

C. Society Honorary Membership:

1. Recognized as a member of the Society or Industry who has rendered significant service to the PSCT.
2. Any PSCT member refers nominations to the Board of Directors.
3. The Board of Directors will review nominations and submit, by a vote of 5 members of the entire Board of Directors, to the membership for approval.
4. A majority vote of members at a regular or special meeting is required for approval.

D. Relocation of Full Members:

To allow a Full Member to continue in any elected office or appointed position for which Full Membership is required within the Society Full Membership exists for six months after the individual has left his last employment unless, for another reason, he becomes ineligible for Full Membership. Meeting notices shall continue if covered by dues or paid subscription.

ARTICLE SR III

Alternate Representative to Association Society Liaison Committee

A. Appointment

1. The President may appoint a Full Member as the Alternate Representative to Association Society Liaison Committee to serve on a temporary basis if the elected Society Representative is unable to attend meetings of the Association Society Liaison Committee.

ARTICLE SR IV
Awards

RECOGNITION AWARDS

- A. The Board of Directors may award, from time to time, special recognition awards. The recipient is to be a member or corporation who has rendered uniquely outstanding service to the Pittsburgh Society. The PSCT shall encourage, recognize and honor those who significantly advance its objectives.
- B. The provisions of each award shall include a statement of purpose, nature of support, rules of eligibility and procedures.
- C. The establishment of duplicate or overlapping awards shall be avoided.
- D. Awards Committee Chair shall be appointed by the PSCT President to nominate and present credentials to the Board of Director.
- E. The Board of Directors shall vote by secret ballot on nominees for each award. A vote of 5 Directors is required to approve the award.
- F. There shall be a periodic review of each award, the appropriateness of the presentation and other related matters in order to assure the quality and integrity of the PSCT Awards Program. This review shall be made by the President every third year or more frequently if necessary or otherwise requested by the PSCT Board of Directors.
- G. The PSCT Board of Directors may establish new awards upon recommendation of the PSCT President.
- H. Awards need not be made every year.

ARTICLE SR V
Committees

- A. General Provisions:
 - 1. Wherever the Bylaws are specific to the composition, duties or any other matter pertaining to committees, then the Bylaws shall be followed, and anything in this Standing Rule shall not apply.
 - 2. The President appoints all committees, obtaining agreement to serve from prospective appointees during his year as Vice-President.
 - 3. The President, by right of their office, is an ex officio member of all committees, and copies of all correspondence should be sent to him. Copies of important correspondence should be sent to the Treasurer and Secretary.
 - 4. No committee will commit the Society to the expenditure of funds not previously authorized for that committee by the Board of Directors.
- B. Duties of Committees: (Committees in bold indicate Standing Committee status. The President and/or Board of Directors may establish other discretionary committees as needed.)
 - 1. **Membership** — Obtain members. Provide, receive and review applications. Inform the Society Treasurer of the election of new members. Inform the American Coatings Association of the election. Inform the Society of new members and changes. Keep records of Society Membership in cooperation with the Treasurer: maintain them and update them.
 - 2. **Nominating and Advisory** —Prepare an Officer, Board of Directors and Society Representative slate of candidates. Is chaired by the most recent Past-President willing to serve in this capacity.
 - 4. **Program** — Prepare Meeting and special events programs. Is chaired by the current Vice-President.
 - 5. **Technical** — Conduct technical works and research. Assist in paper presentation. Cooperate with the American Coatings Association Technical Committee.
 - 6. **Constitution & Bylaws** — Review, maintain and update Bylaws. Keep membership aware of Bylaws. Check on parliamentary procedures. Interpret Bylaws and maintain adherence. Review and recommend changes to Constitution and Bylaws at least every 5 years commencing in the year 2000.
 - 7. **Special Events** — Provide for special events such as Golf outing. Keep membership aware of other meetings.
 - 8. **Educational** — Provide educational awareness within group and seek opportunities for public education.

9. Manufacturing — Keep group aware of plant processes and equipment. Help in plant education respecting safety and method.
10. Specifications — Keep aware of product or method specification and of regulations governing our industry.
11. Environment — Keep aware of environmental legislation as it relates to our industry.
12. Publicity — Obtain photographs and maintain file of membership pictures. Prepare news releases and keep technical journals aware of our activity. Prepare all announcements to membership of meetings and programs. Prepare and mail monthly newsletter.
13. Symposium — Work with program chairman in this area. Take care of mechanics and co-host symposium.
14. **Scholarship** — Recommend application criteria and candidates to the Board of Directors for Hiram P. Ball Memorial and other Scholarships offered by the Society.
15. Awards - The duties of the Awards Committee are outlined in SR IV.
16. **Audit** – Audit the financial records of the Society at least once a year. The committee shall be comprised of the Vice-President (chair), a Past-President and member from general membership not serving on the Board of Directors.

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**Pittsburgh Society for Coatings Technology
Code of Ethics**

Honor, justice and courtesy constitute the cornerstone of the professional ethics which shall guide the members of the Pittsburgh Society for Coatings Technology. Members shall unremittingly make these elements of conduct basic to the discharge of their duties in the paint industry to the end that:

- 1) Members shall recognize their responsibilities to the public by serving it with integrity, fidelity and courtesy; by providing the most useful and serviceable products; and by encouraging the dissemination only of true, fair and unexaggerated statements of facts.**

- 2) Members shall recognize their responsibilities to their employers in giving fair and just opinions to those whom they may serve and to those who may serve them; by striving to improve the quality of the products over which they may have control and the efficiency of their manufacture; by discouraging the manufacture of unprofitable items; by maintaining an inquiring attitude toward new techniques and developments; and by encouraging the introduction of improved methods and materials. They shall not seek or accept new employment based primarily on the specialized proprietary knowledge of their present employers.**

- 3) Members shall actively support and take part in the work of the local Society and the American Coatings Association, exchanging non-competitive information and seeking fundamental information which will increase the basic knowledge of the paint industry and will improve its products, equipment and manufacturing methods.**