



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 208 South LaSalle St., Ste. 814, Chicago, IL 60604, and the address of the Society headquarters is 108 Russwood Lane, Ruston, LA 71270.

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: Individual Member, Student Member, Developing Country Member, Retired Member, Bronze Level Organizational Member, Silver Level Organizational Member, and Gold Level Organizational Member.

Section 2. A Voting member shall be entitled to vote on any matter that shall come before the Society. Voting members include Individual Members (including those designated under Organizational Memberships), Student Members, Developing Country Members, and Retired Members.

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 1 of the Bylaws. A Bronze member may designate two individuals within its organization who shall have all rights and privileges of an Individual Member. A Silver member may designate four individuals within its organization who shall have all rights and privileges of an Individual Member. A Gold member may designate six individuals within its organization who shall have all rights and privileges of an Individual 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 of the Bylaws.

Article 3—Finances

Section 1. Membership dues for each membership category shall be set by the Executive Board and listed on the Society website. Dues shall be payable annually on the anniversary date of membership. Members in arrears will be dropped from the rolls of the Society. Thirty days advance notice of termination will be given.

Section 2. 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 ten 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 members of the Society.

Section 4. Officers of a Section shall include a Chair and Vice Chair. Other officer positions are permitted as described in the Bylaws of the Section. Sections with a financial component included in their Bylaws shall have a Treasurer.

Section 5. Sections shall maintain a minimum of 10 members and hold a minimum of one meeting per year.

Section 6. Section Officer elections shall be held as described in their Section Bylaws.

Section 7. Optional dues for Section memberships may be collected at a rate not to exceed \$20 USD per year. Such dues shall be collected by the Section Treasurer.

Section 8. 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 9. A Section is part of the Society and not a separate legal entity. Therefore, for Sections with finances (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 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—Student Chapters

Section 1. Student Chapters of the Society may be authorized by the Executive Board upon written petition of three or more Student members residing at the same college, university, or

scientific school. Authorization will be contingent upon approval by the Executive Board and receipt of a list of Student Chapter officers.

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

Section 3. A Student Chapter shall have as an advisor who is a Voting member of the Society.

Section 4. A Student Chapter shall follow the regulations for Student Organizations at their college, university, or scientific school. Therefore, generally Student Chapter finances will not be a part of the Society nor use the Society tax identification number unless approved by the Executive Board.

Section 5. The Executive Board may, upon majority vote of its members, rescind the authorization of a Student Chapter. A Student 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.

Article 10—Technical Interest Groups

Section 1. Technical Interest Groups of the Society may be authorized by the Executive Board upon written petition of ten or more Voting members with shared mutual interests based on a subject matter. Authorization will be contingent upon approval by the Executive Board of the proposed subject matter of the Technical Interest Group and the Technical Interest Group Bylaws, and upon receipt of a list of qualified Technical Interest Group officers.

Section 2. The Executive Board may change the subject matter of any authorized Technical Interest Group if it deems such change to be in the best interest of the membership of those Technical Interest Groups affected by the change.

Section 3. All Technical Interest Group members shall be Voting members of the Society.

Section 4. Officers of a Technical Interest Group shall include a Chair and Vice Chair. Other officer positions are permitted as described in the Bylaws of the Technical Interest Group. Technical Interest Groups with a financial component included in their Bylaws shall have a Treasurer.

Section 5. Technical Interest Groups shall maintain a minimum of 10 members and hold a minimum of one meeting per year.

Section 6. Technical Interest Group Officer elections shall be held as described in the Technical Interest Group Bylaws.

Section 7. The Executive Board may, upon majority vote of its members, rescind the authorization of a Technical Interest Group. A Technical Interest Group 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 8. A Technical Interest Group is part of the Society and not a separate legal entity. Therefore, for a Technical Interest Group with finances (a) the Society's tax identification number shall be used on each financial-institution account that holds Technical Interest Group funds and (b), promptly after the end of each fiscal year of the Society, the Technical Interest Group Treasurer shall provide to the Society Treasurer all of the Technical Interest Group'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 Technical Interest Group is dissolved (such as by Executive Board rescission of the Technical Interest Group's authorization or by majority vote of the then-remaining active regular Voting members of the Technical Interest Group), then the assets of the Technical Interest Group shall be delivered to the Society Treasurer. No organization may have a name that is the same as or confusingly similar to a Technical Interest Group name (even should a Technical Interest Group dissolve) without the written permission of the Society.

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 March 17, 2025