



FPS Constitution

Article I—Name

Section 1. The name of the association shall be the Forest Products Society, hereinafter called the Society.

Section 2. The Society shall be organized as a nonprofit corporation under the laws of the State of Illinois. The Society shall have those general powers set forth in the statutes for the State of Illinois in Chapter 32 – Corporations Statute 163a3.

Section 3. The Society shall be governed by its Articles of Incorporation, its Constitution, and its Bylaws.

Article II—Purpose and Objectives

Section 1. The purpose of the Society shall be to encourage and facilitate the development and application of technical knowledge that will enable humanity to derive maximum benefit from renewable cellulosic materials and forest products. The purpose of the Society may include any purpose not specifically prohibited by Illinois Statute Chapter 32 – Corporations Statute 163a3.

Section 2. The Vision of the Society shall be:

To be the international leader for advancing the sustainable use of renewable cellulosic resources through science and technology.

Section 3. The Mission of the Society shall be:

Contribute to global stewardship by encouraging the social, economic, and environmentally sustainable use of wood and other renewable cellulosic materials.

Section 4. The objective of the Society shall be to implement the Mission and provide value to members and partners by:

- a. Leading the international exchange of scientific discoveries, innovation and technical knowledge,
- b. Facilitating innovative and intelligent, contemporary use of renewable materials within architectural, engineering, manufacturing, construction, and bioenergy communities,

- c. Educating and shaping public opinion and policy about renewable materials through science-based knowledge, and
- d. Providing services to build the scientific knowledge base, ultimately resulting in technological advancements for end-users.

Article III—Composition of the Society

Section 1. The Society shall be an international association with regional and local subsidiaries as defined in the Bylaws. The Society shall be governed by a Board of Directors, hereinafter called the Executive Board, which shall have such duties as are specifically set forth in this Constitution and the Bylaws of the Society.

Article IV—Membership

Section 1. Membership in the Society shall be open to any person who is interested in supporting the objectives of the Society.

Section 2. No person shall be denied membership for reasons of age, sex, race, creed, color, or national origin.

Section 3. The Bylaws of the Society shall determine the categories of membership and the privileges of each category.

Section 4. All individuals designated as Voting members shall be entitled to vote on any question before the Society, and on such regional and local matters to which they are entitled as covered in the Bylaws.

Section 5. Every member of the Society is automatically entitled to membership in any authorized regional or local subsidiary as defined in the Bylaws.

Article V—Finances

Section 1. Rates and schedules for membership dues and contributions shall be established by the Executive Board in accordance with the Bylaws.

Section 2. A portion of member dues as provided in the Bylaws may be returned to the regional and local subsidiaries to help defray administrative expenses.

Section 3. The fiscal year of the Society shall be determined by the Executive Board in accordance with the Bylaws.

Article VI—Officers

Section 1. The officers of the Society shall be the President, President-elect, Vice President, Secretary, and Treasurer. The duties of these officers shall be as defined in the Bylaws.

Section 2. The President shall serve for a 1-year term having succeeded to that office from the office of President-elect.

Section 3. The President-elect shall be elected by the Voting membership and shall, after serving a 1-year term, become President. In the absence of the President, the President-elect shall perform the duties of the President.

Section 4. The Vice President shall be elected by the membership for a 1-year term.

Section 5. The Secretary and Treasurer shall be appointed by the Executive Board in accordance with the Bylaws. The offices of Secretary and Treasurer may be held by the same person.

Section 6. In the event of a vacancy in the office of President, the unexpired term of this office shall be filled by the President-elect.

Section 7. In the event of a vacancy in the office of President-elect, the unexpired term of this office shall be filled by the Vice President.

Section 8. In the event of a vacancy in the office of Vice President, the unexpired term of this office shall be filled by appointment of the President, with the approval of the Executive Board, in accordance with Article VIII, Section 13.

Section 9. The Executive Board may elect or appoint such other officers as it shall deem desirable, but such appointments shall be subject to annual review and reappointment.

Article VII—Executive Board

Section 1. The general management of the affairs and property of the Society shall be vested in the Executive Board which shall consist of the President, President-elect, Vice President, immediate Past President, and not less than 6 nor more than 12 Regional Board members, who shall be elected as hereinafter provided. The Executive Board shall have full power to control and regulate all matters not otherwise provided for in this Constitution and the Bylaws.

Section 2. The Executive Board shall meet at the time of the annual meeting of members. Special meetings of the Executive Board, either within or without the State of Illinois, may be called by or at the request of the President or a majority of the Board members. Notice of any special meeting of the Executive Board, unless waived by all Board members in writing, shall be given at least 10 days prior to the meeting by written notice delivered personally or sent by mail, electronic or equivalent communication to each Board member at his address as shown on the records of the Society. A majority of the Executive Board shall constitute a quorum for

the transaction of business at any meeting of the Board. The act of the majority of the Executive Board members present at a meeting at which a quorum is present shall be the act of the Executive Board, except when otherwise provided by law or by the Constitution and the Bylaws.

Section 3. The President, as presiding chairman of the Executive Board, shall have no vote during meetings of the Executive Board except that in case of a tie vote of the members present the President may cast the deciding vote.

Section 4. The Executive Board, by resolution adopted by a majority of the Board, may designate at the annual meeting an Executive Committee, which shall consist of the President and two or more other Board members. This committee, to the extent provided in said resolution, shall have and exercise the authority of the Executive Board in the management of the Society, but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Executive Board or any individual of any responsibility imposed upon him by law or the Constitution and Bylaws. All actions of the Executive Committee shall be reported in writing to the full Board within 30 days.

Section 5. In the event of an emergency, the President may act upon matters of policy by mail, electronic or other commonly acceptable communication with members of the Executive Board. Questions must be submitted so that a Board member may vote as affirmative, negative, or not voting. Receipt of either affirmative votes from a majority or negative votes from a majority shall be necessary before action can be taken. A report of each such vote, by member, shall be transmitted to each member of the Executive Board within 30 days.

Section 6. Any officer or agent elected or appointed by the Executive Board may be removed by the Executive Board whenever in its judgment the best interest of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Article VIII—Nominations and Elections

Section 1. The International Nominating Committee is to be composed of the two immediate Past Presidents not serving on the Executive Board and four Voting members who are not officers or Board members and who are elected by the members of the Society as hereinafter provided. The President is to designate one member to serve as chairman.

Section 2. The International Nominating Committee shall nominate at least one eligible member for the office of President-elect; at least one eligible member for the office of Vice President; and at least eight eligible members for the succeeding International Nominating Committee.

Section 3. In any given year, no less than two nor more than four Regional Board members shall be elected at the annual election, to serve a 3-year term. A Regional Nominating Committee shall be appointed by the President as defined in the Bylaws.

Section 4. Each Regional Nominating Committee shall nominate at least one eligible member from its Region for the office of Regional Board Member.

Section 5. All nominating committees shall obtain written or verbal consent to serve from each nominee before submitting his name to the Secretary. The list of the nominees shall be sent to the Secretary not later than 90 days preceding the next annual meeting, and any vacancies in the list shall be filled by nominees selected by the Executive Board. All nominations shall be announced to the membership at large.

Section 6. Voting shall not be restricted to the names submitted by the nominating committees. Any 50 Voting members may file with the Secretary not later than 90 days preceding the next annual meeting, the name of an eligible candidate for any elective office, for which they are entitled to vote. If written or verbal consent is obtained from the nominee, the name of such candidate shall be placed on the ballot. Furthermore, any Voting member may vote for any eligible member of his own choice for any elective office by inserting the member's name on the ballot.

Section 7. All Voting members of the Society shall be entitled to cast one vote for President-elect, Vice President, and International Nominating Committee members. Voting shall be in accordance with Illinois Statutes Chapter 32 – Corporations Statute 163a3. The Voting membership residing in each region shall elect its Regional Board member. The ballots shall clearly indicate the nominees for whom the members in the respective Regions are entitled to vote. The ballot must contain the names of all nominees for each office, arranged alphabetically and followed by a line on which the voter may write the name of an eligible nominee of his own choice. The ballot will be distributed no later than 60 days prior to the annual meeting of the Society by an Executive Board approved method that ensures a fair and secret vote and that every member entitled to vote receives a ballot.

Section 8. Voting members shall mark their ballots to include a vote for each office to be filled. Ballots marked for more than the number of vacancies for any office to be filled will invalidate the vote for that office. To be valid, the ballots must be submitted following the specific instructions distributed with the ballot and be received by the Secretary of the Society before the polls close.

Section 9. The polls shall be closed at noon of the 25th day preceding each annual meeting, and votes shall be counted within 5 days after close of the polls by five members of any category appointed as tellers by the President.

Section 10. The persons who receive the highest number of votes for the offices of President-elect, Vice President, and Regional Board member, and the four persons receiving the highest

number of votes for position on the International Nominating Committee, shall be declared elected provided no one person may be elected to more than one office or position. In the event of a tie between candidates for the same office or position, announcement of the fact shall be made to the assembly at the next annual meeting, and the Voting members present at the annual meeting shall cast the deciding vote. The presiding officer shall announce to the meeting the names of the individuals so elected.

Section 11. The newly elected officers shall take office at the close of the annual meeting.

Section 12. Any individual nominated for or holding an elective or appointive office shall be a Voting member of the Society.

Section 13. Any vacancies in elective or appointive offices of the Society, except as hereinafter provided, shall be filled by appointment of the President, with the approval of the Executive Board, except as provided in Sections 6 and 7 of Article VI. Appointees to elective offices shall serve only until the office can be filled at the next annual election.

Article IX—Meetings

Section 1. The Society shall hold an annual meeting of the membership for the purpose of installing elected officers and Regional Board members and for the transaction of other such business as may come before the meeting. The place and date of the annual meeting shall be selected by the Executive Board. Members shall be given written or printed notice stating the place, day, and hour of the meeting not less than 30 days before the date of the meeting.

Section 2. Special meetings of the members may be called by the Executive Board or by not less than 10 percent of the Voting membership. Members shall be notified of such meeting and the purpose for which it is called not less than 30 days prior to the meeting. The date and place of the special meeting of the membership shall be designated by the Executive Board.

Section 3. Fifty voting members present at any annual or special meeting of the Society shall constitute a quorum.

Article X—Regional and Local Subsidiaries

Section 1. Regional and local subsidiaries of the Society may be authorized by the Executive Board as provided in the Bylaws. The Executive Board may, upon a majority vote of its members, rescind the authorization of a regional or local subsidiary. A subsidiary 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 2. Each regional or local subsidiary shall, subject to the approval of the Executive Board, adopt Bylaws provided that no part of these Bylaws shall conflict with the Articles of Incorporation, Constitution, or Bylaws of the Society.

Article XI—Subject Matter Divisions and Technical Interest Groups

Section 1. Subject Matter Divisions and Technical Interest Groups within each Division may be authorized by the Executive Board as provided in the Bylaws.

Section 2. The Executive Board shall have the right at any time to revoke the authorization of any Division or Technical Interest Group and to terminate its existence. A Division or 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.

Article XII—Administrative Committees

Administrative Committees may be authorized by the Executive Board as provided in the Bylaws.

Article XIII—Property

Section 1. All interest in the property of the Society in the possession of persons resigning or otherwise ceasing to be members shall remain vested in the Society.

Section 2. Upon the dissolution of any regional or local subsidiary and the discharge of its debts and the settlement of its affairs, all funds and property of such regional or local subsidiary remaining thereafter shall be conveyed to the Society for distribution in a manner to be determined by the Executive Board.

Section 3. In the event of dissolution of any Division or Technical Committee and the discharge of its debts and the settlement of its affairs, all funds and properties of such Divisions or Technical Committees remaining thereafter shall be conveyed to the Society for the general purposes of the Society.

Section 4. A sale or disposition of all or substantially all of the property and assets of the Society shall be governed by Illinois Statutes Chapter 32 – Corporations Statutes 163a3 and 163a43. In the event of dissolution of the Society and the discharge of its debts and the settlement of its affairs, all funds and properties of the Society remaining thereafter shall be conveyed to nonprofit, tax-exempt, scientific organization(s) with objects and purposes similar to those of the Society, such organization(s) to be designated by the Executive Board at the time of dissolution.

Article XIV—Amendments

Section 1. Any proposal to amend this Constitution shall be made in writing by 200 or more Voting members or by majority vote of the Executive Board.

Section 2. Any proposal to amend this Constitution shall be presented to the next regular or special meeting of the Society. Notice of such amendment shall be included in the notice as more fully set forth in Article IX of this Constitution. Following the meeting, the proposed amendment shall be submitted by the ballot method defined in Article VIII, Section 7, to the Voting members of the Society for ratification.

Section 3. To be valid, the ballot must be submitted following the specific instructions distributed with the ballot and be received by the Secretary of the Society before the polls close.

Section 4. The polls shall be closed at 12:00 noon, central time zone, on the 60th day following the distribution of the ballot and the votes shall be tallied within five days after close of the polls by five members appointed as tellers by the President. Approval by 60 percent of the votes cast shall constitute ratification.

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