
By-Laws

of the

American Filtration & Separations
Society, Inc.

Adopted
February 1, 1993

Revised
September 24, 2008

The American Filtration & Separations Society, Inc.
7608 Emerson Avenue, S., Richfield, MN 55423

AFS SOCIETY BY-LAWS

AFS MISSION: Throughout its operations, the American Filtration and Separations Society (AFS or "Society") shall strive to:

- a. Achieve recognition as the premier society of filtration and separation technologies in the Americas and in the World.
- b. Stimulate collaboration among universities, national laboratories, government, industry, and professional societies in all aspects of filtration and separation of particles and fluids.
- c. Facilitate the exchange of information among its members and other disciplines.

AFS shall not assume a position of advocacy with respect to any issue beyond the stated purpose of the Society, nor will any part of its net earnings be inured or distributed to any of the Society's members, trustees, or officers except when specifically authorized by the Executive Committee, or as outlined under By-laws VIII, provision h.

BY-LAWS I - Membership

- a. Membership in the Society is available upon application, agreement the Society's purpose and By-Laws, and payments of dues or fees.
- b. All applications of Membership in the Society shall be accepted by the Executive Manager, subject to such rules as, from time to time, are established by the board of Directors.
- c. The Membership year shall be from January 1 to December 31 inclusive. All Memberships shall begin as of January 1, except the Membership may start on July 1 provided application is received after that date. Such late applicants shall pay a first dues of half the annual rate then in force.
- d. Membership Categories:
 1. Individuals upon payment of established dues shall become Individual Members.
 2. Students upon payment of established dues shall become Student Members.
 3. Honorary members as designated by the Board of Directors.
 4. Distributors and Manufacturers upon payment of established fees shall become Distributor and Manufacturer Representative Members (DMRM). Membership entitles them to select two employees for Individual Memberships in the Society with no additional dues requirements. Additional DMRM benefits may from time to time be established by the Board.

5. Corporations upon payment of established fees shall become Corporate Sponsors. Sponsorship entitles them to select two employees for Individual Membership in the Society with no additional dues requirements. Additional Corporate Sponsor benefits may be established by the Board.

- a. Voting Rights: Each Individual Member in good standing shall have one (1) vote. All members in good standing shall be eligible to hold elective office.
- b. Termination of Membership:
 1. By voluntary resignation of any Member which shall become effective immediately upon receipt, by the Executive Manager, of such a request in writing from the Member.
 2. By Automatic action by the Executive Manager, within thirty (30) days after notice, following non-payment of dues or fees from the current Membership year.
 3. By determination by a majority vote of the Board that the Member is no longer eligible under these By-laws.

- a. Renewal of Membership: Any Member who shall resign while in good standing may be reinstated by request in writing to the Executive Manager of the Society and by payment of the annual dues for that year in which reinstatement is requested.
- b. Termination of Privileges: All rights, powers, privileges, obligations, or duties of a Member Director, or Officer shall cease upon death, resignation, or other termination of such Member, Director, or Officer from roll of the Society.

BY-LAWS II - Procedure for Nominations and Elections

- a. The Nominations and Elections Committee shall at the appropriate time, prior to the annual meeting, present to the Executive Manager a slate of one or more candidates for each office to be elected.
- b. The Executive Manager shall also accept, prior to January 1 of each year, valid petitions for nominees for office. A valid petition for nomination shall consist of the name of the Individual Member, the signature of the nominating Individual Member, the signature of a second nominating Individual Member, and the signature of the Individual Member so nominated.
- c. On or before March 15 of each year, the Executive Manager shall mail to each Individual Member of the Society a ballot containing the names of all

- nominees for each office. The Chair shall appoint a committee of Tellers consisting of three (3) members, not more than one of whom may be an officer of the Society. The Committee shall assure the Validity of each ballot and tally the votes. The nominee receiving the greatest number of votes for each office shall be declared elected. The Committee shall report the results of the election to the Board of Directors.
- d. The Officers and those Directors elected each in accordance with the By-Laws, shall take office at the Annual Installation Meeting each year at a time designated by the Board of Directors and shall serve for one year or until their successors are duly elected and take office, except for those Directors who will serve for two years. No elected Director may serve more than four consecutive years.
 - e. Directors terms shall be from January 1 to December 31.

BY-LAWS III - Board of Directors

- a. All Officers and Members of the Board of Directors shall be Individual Members in good standing of the Society.
- b. Each Board member will have responsibility to support the local Chapter in which he or she lives and will work with Local Chapter officers to develop programs, support activities, and grow their membership. Where multiple members reside in the same Local Chapter, they shall coordinate their support efforts.
- c. Each Board member at the time of their installation shall become an active member of at least one Standing Committee of the Society for the duration of their term.
- d. The Board of Directors shall meet at least twice each calendar year at a time and place designated by the Chairman.
- e. Meetings of the Board of Directors, or any committee thereof, may be attended via electronic means such as video or telephone conference, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, so long as funds are available to provide appropriate equipment. Participation by such means shall constitute presence in person at the meeting, but must be requested and approved at least 15 business days before the scheduled meeting.
- f. Any Board member who fails to attend two consecutive meetings either in person or via electronic means will be required to forfeit his or her seat on the Board.

- g. It is the desire of the American Filtration and Separations Society Inc. to have strong local Chapters with influence in the direction, policies, and administration of the national organization. Thus, each local chapter will be represented as a member of the Board of Directors having one vote each. The designated Board Member will be determined by each Chapter, although the Chapter President will usually be assigned the responsibility. If the Chapter representative is already a voting Board member, another Chapter representative will be appointed by the Chapter.
- h. The Chapter Board Member shall serve for a one year term concurrent with the Officers and elected Board Members. If the Board Member cannot serve an entire term, the member can be replaced by the local Chapter by notification to the Chair and Executive Manager of the American Filtration and Separations Society.
- i. No member of the Board of Directors, officer of the Society, or Executive Committee member shall receive any remuneration for services performed for the Society except for reimbursement of travel expenses upon authorization by the Executive committee, or as outlined under By-laws Section VIII, provision h.
- j. Whenever, for any reason, a vacancy occurs among the Elected Directors, the remaining Directors shall, at their next scheduled meeting or by a fax vote, elect a member of the Society to fill such vacancy until the next annual election.
- k. The Executive Committee of the Board of Directors shall consist of the Chair, who shall preside over the Committee, and the Officers of the Society. The primary responsibility of the Executive Committee shall be to act "as Interim" for the Board of Directors in accordance with the provisions of the By-laws.
- l. At no time will a Board member have more than one vote on matters pertaining to the Board of Directors of the Society.

BY-LAWS IV - Power and Duties of the Officers

- a. The Chair shall be the Chief Executive Officer of the Society, shall represent the Society and shall preside at all meetings of the Society. He or she shall act as Chair of the Board of Directors and he or she shall appoint all committees not otherwise ordered by the Articles and By-laws. The Chair shall have general supervision, direction, and active management of the business affairs of the Society, shall direct the performance of all orders and resolutions as issued and adopted by the Board of Directors, and shall execute all contracts, deeds, bounds, and other instruments in writing as

- all records of the Society upon demand by the Board of Directors and shall perform all duties as are associated with the Office of the Secretary of a nonprofit organization under the laws of the State of Incorporation.
- b. The First Vice-Chair shall, in the absence, incapacity, resignation or death, of the Chair, exercise all the function of the Chair. He or she shall consult with the Board of Directors and participate, as an assistant, in the affairs of the Chair.
 - c. The Second Vice-Chair shall, in the absence, incapacity, resignation or death, of the Chair and the First Vice-Chair, exercise all the functions of the Chair. He or she shall consult with the Board of Directors and participate, as an assistant, in the affairs of the First Vice-Chair.
 - d. In the event of a vacancy in the office of First Vice-Chair, caused by death, resignation or incapacity of the First Vice-Chair, the Second Vice-Chair shall fill such vacancy.
 - e. In the event of a vacancy in the office of Second Vice-Chair, the Board of Directors may appoint a Second Vice-Chair from the existing Board to fill the vacancy until the next election.
 - f. Upon receipt of a Petition for Termination signed by at least five (5) Board Members, the Board shall initiate a vote to terminate the service of the Chair or either of the 2 Vice-chairs, and replace any or all of these officers. The petition must also specify replacement officer(s) who will fill the affected position(s) until the next annual election. The vote will be affirmative (i.e., service will be terminated and replacement officer(s) will be put into place) if 2/3 of the Board votes in favor of the Petition.
 - g. The Executive Manger of the Society shall be appointed by the Board of Directors to handle all administrative activities or instructions from the Board in accordance with the Society By-laws and Articles of Incorporation and shall work with the Board of Directors on the development of objectives, policies, and plans to meet the Society's goals.
 1. The Executive Manager shall be an independent contractor compensated at rates to be set by the Board of Directors.
 2. The Executive Manager shall keep and sign the permanent records and minutes of the Society and of the Board of Directors and shall keep the Membership Roll of the Active members and shall properly record all new members. He or she shall be responsible for, and have access to,
 - a. all records of the Society upon demand by the Board of Directors and shall perform all duties as are associated with the Office of the Secretary of a nonprofit organization under the laws of the State of Incorporation.
 - a. Additional personnel requirements, such as a Conference Planner or Journal Editor, may be established by the Board of Directors to conduct education functions of the Society in accordance with the Articles of Incorporation. Such personnel shall be compensated under contract agreement as an independent contractor.
 - b. The Treasurer shall have the custody of all the funds and property of the Society. He or she shall take steps as may reasonably be necessary to collect moneys due and payable to the Society and to ensure the timely payment of all AFS debts and obligations. When necessary and proper, the Treasurer shall endorse, on behalf of the Society, all checks, notes, or other obligation and evidence of money payable and received by the Society, or coming into his or her possession. The Treasurer shall deposit the funds of the Society in such banks as may be selected as the depositories of the Society, or properly account for them in such manner as the Board of Directors may direct.
 1. The Treasurer shall prepare the annual budget of the Society and shall return it to the Board of Directors no later then November 1 of each year for the following year.
 2. Whenever required by the Board of Directors or by the Chair, the Treasurer shall exhibit a complete and true statement of cash accounts and other property in possession, custody and control. The Treasurer shall enter regularly in the books-of-accounting belonging to the society, to be kept for such purpose, an accurate account of the Society together with all other business transactions and shall perform all duties which are associated with the office of the Treasurer of a nonprofit corporation under the laws of the Sate of Incorporation. The Treasurer shall be bonded and each year shall cause to have published the audited Annual Report of the financial status of the Society.
 - a. The Immediate Past Chair will serve as resource advisor to the Chair, as Chair of the Nominating Committee, and Chair of the Awards Committee.

BY-LAWS V - Duties of Standing Committees

- a. In general, the Board of Directors is responsible for recruiting participants and assigned members, as needed, to each of the AFS standing committees to ensure that the committees fulfill their responsibilities as outlined under these By-laws. Each standing committee shall have a set number of

members that does not change from year to year, and the AFS Chairman, 1st Vice Chair, and 2nd Vice Chair shall split representation such that no two of these offices serve on the same committee.

b. Standing AFS Committees include:

1. The Articles and By-Laws Committee shall assure that the Articles and By-Laws are consistent with the purpose and needs of the Society.
2. The Finance Committee shall recommend financial policies, annually audit the financial transactions, shall arrange for and have conducted an external audit, and shall assist the Treasurer in long-range planning.
3. The Membership Committee shall conduct programs directed toward recruiting new individual members and effectuating membership renewal. The Committee shall also recruit and support active participation by leading Companies in the field of filtration and separations. This committee shall act as the interface between the Corporate Sponsors and the Society.
4. The Educational Committee shall plan and implement educational programs of benefit to all persons concerned with filtration and separation. The Committee shall also develop and conduct programs with academic institutions in the Americas to encourage the development and furtherance of the technologies of filtration and separation, and shall encourage and assist students and faculty engaged in these technologies.
5. The Publications Committee shall maintain and update the master calendar, shall publish a newsletter containing, among other subjects, Chapter and industry information, and shall encourage the publication of both scientific and applied research papers in recognized scientific journals.
6. The Program Committee shall organize, prepare, and plan all technical and logistics phases of AFS Conferences, Special Topic Meetings, and short courses. The Committee shall present programs of scientific and applied research activities, shall encourage the participation of filtration and separations equipment and systems manufacturers, users, and researchers in such programs, and shall, in conjunction with the Educational Committee, present tutorial programs of scientific and economic interest.
7. The Nominations, Elections and Tellers Committee shall be chaired by the Immediate Past Chair of the Society. This committee shall, in so far as possible, represent the diverse interests of the Members. This committee shall solicit and collect nominations and oversee annual elections for the elected positions of the Society. The Committee shall tally votes of the AFS membership, ensure the validity of the annual election, and report the results of the election to the Board of Directors at the annual Spring Board meeting for approval by the Board of Directors.
8. The Marketing Committee shall develop and oversee programs and activities to promote the Society to the filtration and separations industries and communicate with and promote the Society's activities and programs to our membership and the industry at large. This will include the management of the AFS newsletter, website, press releases and related activities.
9. The Awards Committee shall develop and propose suitable awards for personal achievements that further the purpose of the Society. The Committee shall also represent the needs of the users to the Society by establishing an annual award for recent outstanding developments in separation technology and work with local chapters to encourage user attendance.
10. The Chapter Affairs Committee shall represent the Local Chapters at the National Board of Directors meetings and organize, coordinate, and implement with the Local Chapters programs to support their activities and growth. The Committee will annually prepare a listing of National Board of Directors members and assign them each to a Local Chapter closest to their region to reinforce the support of National AFS at the local level.
11. The Users Committee shall encourage the participation of filtration and separations end users in Society functions and advise the AFS Board of Directors in developing programs to increase the activity and membership of vendors and end users. This Committee shall also conduct an annual New Product/Engineering Merit competition and recognition program for Corporate Sponsors of the Society. This Committee shall also administer the AFS "Uncle" program for the Local Chapters to present papers, market AFS, and recruit new members for the Chapters and the Society.
12. The AFS Society Executive Manager Performance Evaluation Committee shall be appointed by the society Chair to assist in the evaluation of the performance of the Executive Manager on a regular basis. The Committee shall consist of three (3) members, one (1) being Committee Chair, all from the Board of Directors.

- a. Based on their annual performance evaluation, they shall recommend, as they find appropriate, any salary or benefit changes as well as any considerations for replacement of the Secretary.
 - b. When a vacancy in the Executive Manager's position occurs, the Committee along with the Society Chair shall evaluate potential candidates for the position and make recommendations for the Board to consider.
 - c. To assist in carrying out their responsibilities, the Committee shall maintain a job description for the position and a Performance Evaluation Guide and include them in the By-laws as an addendum. These should be reviewed with the Secretary before being submitted to the Board for approval.
13. The Long-Range Planning Committee shall be chaired by the Second Vice-Chair of the Society, and shall, (1) keep fully informed of ongoing activities of the Society, (2) extrapolate these activities into future frames, (3) identify and assess future opportunities, needs, and problems in all areas of activity, and (4) communicate these to the board with appropriate recommendations.
14. The The Scientific Committee shall provide support to AFS standing committees and provide other services as required to ensure that high standards of technical and scientific quality are met. The total membership of the Scientific Committee shall not exceed 36, with members chosen to represent all technical areas of filtration and separation, to include international members and representatives from industry, academia, and government. Members will serve 3 year terms in a role consistent with their technical expertise. Members will be chosen by the Scientific Committee and must meet the following minimum requirements in the field of filtration and separation or an allied technical field:
- a. possess advanced scientific, engineering or technical training,
 - b. serve in a technical, scientific or engineering capacity,
 - c. have at least 5 years experience,
 - d. author of some combination of at least 5 technical publications, conference presentations, patents, or industrial standards, and
 - e. be a member of at least one professional organization
- The Chair of the Scientific Committee will be appointed by the Chair of the AFS to serve a 2 year term.

BY-LAWS VI – Executive Manager

- a. The Society may employ an Executive Manager responsible for office operations, meeting arrangements, day-to-day implementation of Society policy, and those additional activities requested by the Board of Directors.
- b. The Executive Manager may not be a Member of the Society, but shall serve an ex officio Member of the Board of Directors without voting privileges.

BY-LAWS VII - Procedures for Amendment

- a. The Articles of Incorporation may be changed by a Two-thirds majority affirmative ballot vote of the Voting Members. Any Member desiring to propose a change shall present to the Executive Manager a Petition for Amendment not less than twelve (12) weeks prior to the meeting at which the change is to be proposed. The Petition for Amendment must be signed by at least ten (10) Individual Members. The Secretary shall notify, eight (8) weeks prior to the Annual Meeting, by mail, all Members of the proposed change, together with statements of the pros and cons and a copy of the proposed change. Tally of the votes shall be made and recorded at the meeting of the Board at which the proposed change is made.
- b. The By-laws of the Society may be changed from time to time by a simple majority affirmative ballot vote of the Voting Members. Participation of at least 50 percent of Members eligible to vote in the election is required to validate the Amendment Process. Any Member desiring to propose a change shall present to the Executive Manager a Petition for Amendment not less than twelve (12) weeks prior to the Board meeting at which the change is to be proposed. The Petition for Amendment must be signed by at least ten (10) Individual Members. The Board must review the proposed amendment in accordance with the Articles of Incorporation and recommend the language of the Proposal. The language must be consistent with the current AFS By-laws. The review must be completed in two (2) weeks after receiving the Proposal for Amendment. The AFS Executive Manager shall direct the approved language of the Proposal to its Authors immediately. If the Authors agree with the language, the Executive Manager shall notify, eight (8) weeks prior to the Board Meeting, all Members of the proposed change together with statements of the pros and cons and a ballot for voting on the proposed change. Tally of the votes shall be made and recorded at the meeting of the Board at which the proposed change is made.
- c. The Executive Manager shall transmit the fact of each approval to the Membership.

- d. The Society shall keep on file sets of suggested Articles and By-laws which can be used by the Chapters in whole or part.

BY-LAWS VIII - Chapters

- a. Each local Chapter shall have a President, a President-Elect, a Secretary, a Treasurer, and such other officers as the By-laws of the Chapter provide. The offices of the Secretary and Treasurer or the offices of President-Elect and Treasurer may be held by one person, but the offices of President-Elect, Secretary, and Treasurer may not be held by one person. All Officers shall be members of the Society. The President shall serve as or have the right to appoint the Chapter representative on the Board of Directors of the Society. If the Chapter President is currently a member of the Board of Directors, the Chapter will select another representative to the Board so that the Chapter representative member has one vote in matters that come before the Board.
- b. A new Chapter shall operate under Chapter By-laws prepared by the Board of Directors of the Society until such time as it desires to revise or amend them. Revisions or amendments, together with supporting documentation, shall be sent to the Board of Directors of the Society for approval. No provision of Chapter By-laws shall be valid which is inconsistent with the Articles of Incorporation, the By-laws, or the laws of the State in which the Chapter holds its meetings.
- c. Each Chapter must incorporate and shall file a current set of its By-Laws with the Executive Manager of the Society.
- d. The Board of Directors of the Society shall review and make recommendations to amend the By-laws of any Chapter if it deems such action necessary for the protection of the Society.
- e. The Board of Directors of the Society shall have the right to revoke the charter of any chapter which is inactive for a period of one year or is deemed to be operating in a manner inconsistent with the rules or purposes of the Society. After deliberation, the Board may then revoke the charter of the Chapter by majority vote of the board members present, excepting any who are Members of said Chapter.
- f. The Secretary of each Chapter shall prepare and submit to the Secretary of the Society a listing of the name, home address, and business affiliation and address of each of the elected Officers of the Chapter.

- g. Chapter Membership shall be assigned according to a map approved by the Board of Directors of the Society.
- h. To facilitate dues collection all Members will receive an annual dues statement from the National Society and each Chapter shall receive a share from the annual dues of each Member so assigned to said Chapter. The amount shall be determined according to a schedule established by the Board of Directors and shall be subject to an annual review.

BY-LAWS IX - Dues and Fees

- a. The annual dues and fees of the Membership categories provided in these By-laws shall be of such amounts and kinds as the Board of Directors shall determine and shall be due and payable on or before January 1 of each year.
- b. New Members joining after July 1 shall have their dues assessed at one half the annual dues then pertaining for the year in which they are elected.
- c. A statement of dues for the ensuing year shall be sent to each Member during November of each year along with a notice that any Member whose dues are unpaid by March 1 of the following year will cease to be a Member as of that date and lose all privileges of Membership.

BY-LAWS X - Finances

- a. All income of the society shall be collected by the Treasurer or agents as the Board of Directors may designate for that purpose.
- b. The Board of Directors is authorized and empowered to accept, retrieve, and maintain gifts, grants, donations, devices, bequests, endowments, and funds both general and special and to administer, invest, reinvest, and manage same, apply the principal or the income, for the purposes expressed in the Articles of Incorporation.

BY-LAWS XI - Anti-Trust Policy

- a. It is the policy of the American Filtration and Separation Society Inc. to engage only in such activity that does not impede or limit any Member's ability, if engaged in business, to compete with other person or business, academia, research and consultants.