

Bylaws of the
Western Plastics Pioneers, Inc.

A California, Non-Stock, Non-Profit 501(c)(3) Corporation

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ARTICLE I – NAME, NATURE, OBJECTIVES

Section 1. Name and Nature

The official name of this organization is Western Plastics Pioneers, Inc., hereinafter referred to as the WPP. The WPP is a non-stock, non-profit organization of individuals who are persons of accomplishment and/or have an interest in the plastics industry in the western region of North America (including the respective areas of the United States, Canada and Mexico), and who wish to foster the bonds of friendship, service and fraternalism with people of like mind and interest, and to accomplish such other purposes as are deemed provident.

Section 2. Objectives

The objectives of the WPP shall be (i) to recognize achievements in the fields of plastics and/or polymer science, engineering, technology, education, sales/marketing, or management, (ii) to support industry-wide educational programs, (iii) to promote the study and improvement of plastics and/or science, engineering, and technology in the Plastics Industry, and (iv) to ensure the collection, management and preservation of the history of the plastics industry, including machinery, equipment, publications, records, memorabilia and mementos. These objectives shall be achieved by, in part but not limited to,

- a. Conducting at least one meeting annually to enable members to decide which programs should be initiated and/or supported, and what achievements should be recognized;
- b. Contributing funds from its treasury to educational programs deemed worthy of support by its Members, including scholarships, grants, and other educational programs;
- c. Administering a scholarship program for deserving students enrolled in programs leading to careers in plastics and/or polymer science, engineering, technology, education, sales/marketing, or management in the plastics industry; and
- d. Establishment of a Western Plastics Pioneers Hall of Fame to recognize, celebrate and enshrine the names and contributions of deserving members. (See Article VII.4.f)

Section 3. WPP Representation

The WPP shall be represented only by the duly-elected President or the properly designated representatives thereof, in all matters public or private. Individual members may present their views as individuals, but not in any way claim to represent the WPP.

ARTICLE II – OFFICES

The WPP may have offices at such place or places as the board of directors may determine, or as the business of the WPP may require.

ARTICLE III – MEMBERS

Section 1. Number

Membership in the WPP shall not be limited in number so long as members, other than Honorary Members, meet the membership qualifications. The WPP invites and encourages qualified people of all genders, ethnicities, and cultural backgrounds to apply for membership.

Section 2. Classification of Membership

The rights and privileges of each classification of members are as follows:

- a. Member in Good Standing
A member in good standing is a member of any classification (Regular, Honorary, or Distinguished Service) whose dues, if required, are current and whose conduct has not violated and/or does not violate any of the pertinent sections of these bylaws. If a question arises as to a member's status under this Section, it shall be decided by a vote of the board of directors acting at a properly constituted meeting.
- b. Regular Member
One who is elected to membership according to these bylaws and the rules and procedures as prescribed by the Membership Committee. Regular Members in good standing shall have the right to vote, to hold elective or appointed offices, and to participate in all affairs of the WPP. To maintain membership in the WPP, a Regular Member must be a member in good standing and attend meetings

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of members, in accordance with Sections 8, 9 and 11, below.

c. Honorary Member

An Honorary Member is one who, by virtue of outstanding achievement or professional eminence in the plastics industry, is deemed worthy of this status by the board of directors. A candidate for Honorary Member may be recommended by a member in good standing of WPP. To be elected an Honorary Member, that candidate must be approved by a majority of the members of the board of directors at a vote held during any meeting of the board at which a quorum is present. Additionally, an invitation to join WPP as an Honorary Member shall be extended by the membership committee to an appropriate executive at each of the organizations listed below. These specific memberships will be granted upon acceptance. Election by the board of directors is not required.

1. Plastics Industry Association (PLASTICS)
2. Society of Plastics Engineers (SPE)
3. Plastics Pioneers Association (PPA)
4. And such other organizations as directed by the board of directors.

Honorary Members shall not have the right to vote, nor to hold elective or appointed office. Honorary Members shall not be required to pay an Initiation Fee or Annual Dues and may have their status revoked at any time by act of the board of directors. An Honorary Member may apply for Regular Membership and if he/she does so, must meet the qualifications of this Article III, Section 3, and follow the procedure outlined in this Article III, Section 4, and pay the fees and dues as outlined in this Article III, Section 10.

d. Emeritus Members --

A member in good standing who, by virtue of sustained outstanding service to, and accomplishment in, the plastics industry, is deemed worthy of this status by the board of directors. A candidate for Emeritus Member must be nominated by an active member in good standing; and must be supported by two sponsors who are active members in good standing. To be elected an Emeritus Member, the candidate must be approved by a majority of the members of the board of directors at a vote held during any meeting of the board at which a quorum is present. Emeritus Members shall not have the right to vote, nor to hold elective or appointed office. As an honor bestowed by the WPP on an Emeritus Member, all dues and fees are waived for the member.

Section 3. Qualifications for Regular Membership

An applicant for regular membership in the WPP must meet the following requirements:

- a. Years Employed in the Plastics Industry and/or Associated Academia
Have been employed in the plastics industry and/or associated academia for a minimum of fifteen years and is in agreement with the aims and objectives of the WPP.
- b. Credentials
Have made a worthwhile contribution to the betterment of the plastics industry (e.g. achievement in the fields of plastics and/or polymer science, engineering, technology, education, sales/marketing, or management of these areas; or have served with distinction in the plastics industry or related associations, etc.).

Section 4. Application for Regular Membership

An applicant for membership in the WPP must:

- a. Application
Submit a completed application on the proper form to the membership chair or president. The applicant must sign the application to signify his/her understanding of the requirements for election and continued membership. Such form is available from the membership chair or online at the WPP website. (westernplasticspioneers.org)

Section 5. Reinstatement/Reclassification

- a. Reinstatement
Persons having resigned or having been dropped from membership for any reason, including but not limited to non-payment of dues, may petition for reinstatement as a Regular Member by submitting their request, with substantiating reasons, to the Membership Chair.

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- b. Reclassification
Honorary Members, who meet the qualifications for regular membership described above, may petition for reclassification to Regular Member status by submitting their request to the membership chair, submitting payment of dues for the current year.

Section 6. Voting Rights and Privileges of Members

- a. Voting Rights
All Regular Members and Distinguished Service Members who are in good standing have the right and privilege to vote at any regular membership meeting.
- b. Holding Office
All Regular Members and Distinguished Service Members who are in good standing have the right and privilege to hold elected office on the WPP board of directors, in accordance with Article V and Article VI.

Section 7. Transferability of Rights and Privileges of Members

The rights and privileges of a member are not transferable by any mechanism (gift, sale, etc.).

Section 8. Election of Members

- a. Proposal
Candidates for Regular Member, Honorary Member, and Distinguished Service Member, if any, shall be proposed by the Membership Chair to the board of directors for their review and vote.
- b. Election
Election to the appropriate member grade shall be by a majority vote of the board of directors voting at a properly called meeting at which quorum is present.
- c. Fees and Due
Initiation fees and annual dues shall be invoiced in accordance with Section 10 below.
- d. Acceptance
An applicant officially becomes a member upon election and payment of initiation fee and dues.

Section 9. Attendance

All members are strongly encouraged attend all meetings of the WPP, to support the objectives of fellowship and camaraderie among members and guests, to be informed about the activities of WPP in promoting the support of students wanting to enter the plastics industry, to learn about upcoming WPP events, and to be informed of the WPP's activities in support of charitable and historical interests.

Section 10. Initiation Fees, Annual Dues

- a. The amounts of initiation fees, if any, and annual dues shall be fixed by the board of directors. The board of directors, upon request and in unusual circumstances, may vote to waive fees and dues for any member.
- b. All new members shall be invoiced for the initiation fee, if any, and applicable dues immediately following their election.
- c. New members elected from March through August shall also be invoiced for full annual dues for the current year. New members elected from September through February to December shall be invoiced for half the annual dues for the current year.
- d. All members shall be sent an annual dues invoice in the month of January. Members elected after the dues mailing shall receive both current year and coming year invoices. Invoices shall be directed to the member's primary address that appears in the current WPP membership roster. In the case of new members, the mailing address listed on their membership application shall be used. Any preferred address a member may have furnished in writing to the secretary for such purpose shall be used.
- e. Initiation fees and annual dues are payable within thirty (30) days of date of invoice.

Section 11. Resignation

Any member in good standing may resign from the WPP by submitting a written resignation to the membership chair or the board of directors. No member shall be entitled to the return of any fees or dues when severing such membership. Reinstatement may be effected in accordance with Section 5, above.

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Section 12. Suspension and Dropping

A Member may be dropped from membership as follows:

a. Non-payment of Fees and Dues

Any member in arrears sixty (60) days after the thirty (30) day period for payment of fees and/or dues in accordance with Section 6, above, shall be considered to be under suspension, and shall not be entitled to attend meetings of members or enjoy any of the privileges of membership in the WPP until the amounts outstanding have been paid and the member is returned to good standing. (See Section 2 (a)). If fees and/or dues remain outstanding beyond the period described, the membership chair may recommend to the board of directors that said member be dropped from membership. Approval shall be by a majority vote at a meeting of the board at which a quorum is present.

b. Detrimental Conduct

Any member whose conduct is deemed detrimental, injurious, or unbecoming to the WPP shall be subject to being dropped from membership, whether or not proposed by the membership chair. Such action shall be within the sole jurisdiction of the board of directors, by a majority vote at a meeting of the Board at which a quorum is present. However, the Board shall not exercise this power until the accused member shall have been offered the opportunity to appear before the board of directors.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Electronic Meetings

It is permitted that meetings of members, board of directors and committees may be conducted electronically, subject to the following: The essence of rules of order is that they are in place to respect and protect the rights of all members of the group, including those of the majority, the minority, all attendees, all those absent and the rights of the group as a whole. These criteria must apply to all meetings, both in-person and electronic. As general guidance for electronic meetings, the following will apply:

a. Equipment

All eligible attendees who wish to participate must have access to necessary and appropriate equipment (both hardware and software) for the meeting.

b. Simultaneous Contact

All participants must be able to simultaneously hear and/or see in order to participate in the meeting. Participants must be able to actively participate in any debate and voting which may occur.

c. Conduct Rules

- i. Participants on audio-only meetings should announce themselves when beginning each episode of speaking, to insure all are aware of who is speaking.
- ii. If the software has a “raise my hand” function, that should be used to notify the chair of a desire to speak.
- iii. To the extent possible, participants should reduce or eliminate any distracting sounds or views, and “mute” their audio if possible.

d. Voting

- i. Other than votes taken with Unanimous Consent, votes in an audio-only meeting should be taken by the chair of the meeting polling the participants, i.e. asking each eligible voter how he/she votes on a particular issue.
- ii. Abstentions in an audio-only meeting must be stated, except that, if a vote is being polled, and the outcome becomes definite (e.g. if more than majority is reached) then no further polling is required and the chair may state the result without calling for abstentions.
- iii. Votes requiring secret ballots must be conducted either by some other method than an audio meeting or with secrecy waived. If any member wishes secrecy to be maintained, then the vote must be taken some other way.

Section 2. Regular Meetings of Members

There shall be at least one, but may be any number of, regular meetings of members each year, one of which shall be designated the Annual Meeting. Attendance at regular meetings shall be limited to members in good standing, those members’ spouses/significant others, and invited guests. Attendance by any other person must first be approved by the president or board of directors. Notice of any such meeting shall be given to all members not later than two months preceding the meeting.

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Section 3. Special Meetings

Special meetings of members may be called by the President, any three (3) members of the Board, or twenty-five (25) Regular and/or Distinguished Service Members who petition the President to hold such a meeting, which he/she shall promptly schedule to be held at a mutually acceptable time and place.

Section 4. Quorum at Meeting of Members

Ten percent (10%) of the total membership or twenty (20) members in good standing, whichever is less, shall constitute a quorum at any regular or special meeting of members.

ARTICLE V – BOARD OF DIRECTORS

The affairs, business, and property of the WPP shall be managed by or under the direction of a board of directors. Each director shall be entitled to one (1) vote on matters before the Board, and shall hold office until their successors begin their terms of office. A director must be a regular member or a distinguished service member in good standing of the WPP.

Section 1. Number and Composition

The board of directors shall be comprised of a minimum of seven members. There is no upper limit to the number of directors. The board is to include the following:

- a. Directors
At a minimum, five directors shall be elected by the membership at large. In addition, one director shall be the immediate past president if he/she wishes to serve and one director may be appointed by the incoming President and confirmed by the board of directors. If the past president chooses not to serve, the president may appoint an additional director, to be confirmed by the incoming board. (See also Article V, Section 2(g)) If, due to loss of a board member, the number of directors as described in this paragraph goes below seven, an election shall be promptly held in accordance with this Article V to fill the vacant seat. At no point should the number of directors go below seven except while candidates are being elected/appointed to be directors.
- b. Officers
The officers of the WPP are those directors occupying the offices of President, President-elect, Secretary, and Treasurer. Officers shall be chosen from the incumbent or newly-elected directors. (See also VI.2(f))
- c. Directors at Large
Any director not an officer shall be a Director At Large, holding both voice and vote on the board of directors. If asked to do so, any member of the board of directors may serve as chair or member of any committee, or committees, of the WPP.
- d. Eligibility
A director must be a regular member in good standing, or a distinguished service member in good standing, of the WPP.

Section 2. Election and Term

A member of the board of directors shall serve a term of two (2) years or until his/her successor is elected and qualified. At a meeting of the board of directors occurring between February 1 and April 30 of the odd-numbered years, (e.g. 2021, 2023, 2025) the board of directors shall make arrangements for the membership at large to elect a new board of directors, from a list provided by the nominating committee, or from floor nominations, to succeed the current directors in accordance with this Article V, Section 2. This election shall be conducted in the period February 1 through May 1 of the odd-numbered years.

- a. Succession
At the discretion of the board of directors, and if so named by the nominating committee, any member of the board of directors may succeed him/herself on the board for no more than two full contiguous terms. Any member of the board of directors who serves one-half or more of his/her term is considered to have served the full term; any member who serves less than one-half is considered, for the purposes of these bylaws, not to have served.
- b. Provision of Nominations to the President
The selections of the nominating committee shall be sent to the president not less than two months before the period in which the election will take place so that the names and biographies of those

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eligible for office may be sent by the president to the board of directors not less than thirty days before the beginning of the election period.

c. Conduct of Election

If a slate of candidates is not presented, directors shall be elected by secret ballot, except that, with the consent of all the candidates running for office, and with the consent of a majority of the board of directors, the election may be conducted electronically, with the understanding that the right to secrecy as to how a voter has voted will be waived.

d. Election Inspectors Committee

The president may appoint an election inspectors committee to count written ballots, which shall consist of three members of the board of directors. The president shall name the chair of the election inspectors committee. No member of this committee may be a candidate for the board.

e. Floor Nominations

Additional nominations may be made from the floor, providing that prior consent from the nominee has been obtained and the nominee meets the requirements to be a member of the board.

f. Number Required to Elect

A simple majority of the votes cast shall determine election. If no candidate attains a majority, the election shall be conducted again. If no candidate attains a majority, then the candidate with the fewest votes shall be dropped from the ballot and the election conducted again, with the candidate attaining a majority of votes cast to be the winner. If no candidate attains a majority, the candidate with the fewest votes shall be dropped from the ballot and the election repeated, with the candidate attaining a majority of votes cast to be the winner. If, at this point, no candidate attains a majority, the winner shall be determined by random lot, e.g. drawing of names, drawing of straws, or other random method.

g. Appointed Member

Immediately following the election of directors, the president may select an eligible member in good standing and, upon approval by the board of directors, he/she shall serve as a voting member of the board of directors for a two-year term. A director so appointed may succeed him/herself on the board of directors in accordance with the provisions of this article. See also Article V, Section 1.a.

h. Assumption of Duties

All elected and appointed directors shall assume their duties immediately after the adjournment of the meeting at which their election or appointment is declared.

i. Filling Vacancies

Vacancies on the board of directors occurring by death, resignation, or for any other reason, shall be filled by appointment by the president. A director so appointed shall serve the unexpired term of his/her predecessor in office and, at the discretion of the board, may succeed him/herself on the board of directors in accordance with the provisions of this article.

Section 3. Board Meetings

Meetings of the board of directors may be held at any date, time, and place as may be determined by the board. Except as otherwise provided by law, any WPP-related business may be transacted at any such meeting. Only members of the board of directors and board invitees are allowed to attend board of directors meetings. All invitees must be approved by the president or a majority of the board.

a. Special Meetings

Special meetings of the board of directors may be called by the president or any three members of the board.

b. Notice of Special Meeting

Notice of the date, time, and place of each special meeting of the board of directors shall be given to each director prior to such meeting. For the purpose of this section, notice shall be deemed to be duly given to a director if given to him/her orally (including by telephone) or if notice is delivered to such director in person, or mailed, or electronically transmitted (email or text message), or otherwise delivered to his/her last known physical or electronic address. Notice shall be deemed to have been waived by any director who shall attend and participate in such meeting. For the purpose of this section, "prior" means a time frame sufficient for the Director to react, typically one week.

c. Quorum

At any meeting of the board of directors, a simple majority of the entire board of directors shall constitute a quorum, but less than a quorum may adjourn the meeting. Except as provided by law or in these bylaws, any action taken by a majority of the directors present at a meeting of the Board at which a quorum is present shall be the act of the board of directors.

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d. Special Ballot

In extraordinary situations, *e.g.* approval of a revised Budget for the WPP, the president, or any other officer may solicit votes from members of the board of directors by any means described in (b.) and (d) above, and any action taken by a majority of the directors so solicited shall be the act of the board of directors, assuming that at least a quorum was polled as to their votes. Any action thus taken must be ratified at the next properly called meeting of the Board, and the ratification, or not, must be recorded in the minutes of that meeting.

Section 4. Removal from Office

a. Removal by Members

Any member of the board of directors may be removed as a director, with cause, by vote of a majority of members entitled to a vote, at any regular meeting of members or at a special meeting called for that purpose. Vacancies shall be filled in accordance with Article V, Section 2.i. Removal from the board of directors does not constitute removal from the WPP.

b. Removal by board of directors

Any director may be removed, with cause, by a majority vote of the remaining board of directors. Vacancies shall be filled in accordance with Article V, Section 2.i. Removal from the board of directors does not constitute removal from the WPP.

ARTICLE VI – OFFICERS

Section 1. Election and Term

During the period April 1 through May 31 of the odd-numbered years, (*e.g.* 2021, 2023, 2025), the newly comprised board of directors shall meet and, at a minimum, elect the following officers in this order: President, President-elect, Secretary, and Treasurer. For legal purposes, the officers of the WPP are the President, the President-elect, the Secretary and the Treasurer. The incoming officers shall be elected from the previously constituted board of directors, with the exception of the immediate past president. Each officer shall hold office for two years or until his/her successor is elected and qualified. Incoming officers may include officers succeeding themselves as provided for in Article VI, Section 3, below.

a. Number Required to Elect

A simple majority of the votes cast shall determine election to office. If no candidate attains a majority, the election shall be conducted again. If again no candidate attains a majority, then the candidate with the fewest votes shall be dropped from the ballot and the election conducted again, with the candidate attaining a majority of votes cast to be the winner. If no candidate attains a majority, the candidate with the fewest votes shall be dropped from the ballot and the election repeated, with the candidate attaining a majority of votes cast to be the winner. If, at this point, no candidate attains a majority, the winner shall be determined by random lot, *e.g.* drawing of names, drawing of straws, or other random method.

b. Assumption of Duties

All elected officers shall assume their duties immediately after the adjournment of the general meeting held at the same time as their election.

Section 2. Duties and Responsibilities

Duties and responsibilities of the officers of the WPP shall be as follows:

a. President

The president (i) shall be the chief executive officer of the WPP; (ii) shall be responsible for the management of the affairs of the WPP; (iii) shall have the powers, duties, and responsibilities usually incident to the office of president; (iv) shall, at an appropriate time, establish and name a nominating committee, which he/she may chair, and (v) shall have such other powers and responsibilities, and perform such other duties as may be assigned to him/her by the board of directors. The president shall preside at all meetings of members, and of the board of directors, at which he/she is present. The president is an *ex officio* member of all committees of the WPP.

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b. President-Elect

At the request of the president, or in his/her absence or inability to act as president, or if the office of the president should become vacant, the president-elect shall, unless otherwise determined by the board of directors, perform all the duties and may exercise all the powers of the president. The president-elect (i) shall have the powers and perform the duties usually incident to the office of president-elect; (ii) shall serve as vice chair of the Education Committee; and (iii) shall have such other powers and perform such other duties as may be assigned to him/her by the president and/or the board of directors.

c. Secretary

The secretary (i) shall act as secretary for all meetings of members and of the board of directors, at which he/she is present, and shall cause proper records of same to be made; (ii) shall have supervision over the giving and serving of notices of the WPP; (iii) shall have the powers and perform the duties usually incident to the office of secretary; and (iv) shall have such other powers and perform such other duties as may be assigned to him/her by the president and/or the board of directors.

d. Treasurer (See also Article IX)

The treasurer (i) shall have general supervision over the care and custody of the funds, securities, and all other valuable effects of the WPP, and shall deposit the same or cause the same to be deposited in the name of the WPP as may be ordered by the board of directors; (ii) shall have supervision over and cause to be kept accounts of all receipts, disbursements, and other business transactions of the WPP; (iii) shall render or cause to be rendered financial statements of the WPP whenever required by the board of directors or these bylaws; (iv) shall be responsible for development and submission of any and all tax returns and other, similar documents; (v) shall have the powers and perform the duties usually incident to the office of treasurer; and (vi) shall have such other powers and perform such other duties as may be assigned to him/her by the president and/or the board of directors.

Section 3. Reelection

Officers of the WPP may succeed themselves, subject to the balance of this Section 3. Officers of the WPP shall not be eligible for reelection to the same office within two years after the expiration of the term for which they were elected, with the exceptions of the secretary and the treasurer, who may succeed themselves to those offices. Any officer who has served more than one-half or more of his/her term is considered to have served the full term; any officer who has served less than one-half is considered, for the purposes of these bylaws, not to have served.

Section 4. Removal from Office

Any officer may be removed from office, with or without cause, by vote of a majority of the remaining members of the board of directors at any regular meeting of the board, or at a special meeting called for that purpose. Removal from office does not constitute removal from the board of directors nor removal from the WPP.

Section 5. Filling Officer Vacancies

Except in the case of a vacancy in the office of president, vacancies among the officers occurring by death, resignation, or otherwise, shall be filled by appointment of the president with confirmation by the board of directors from among remaining members of the board of directors. A vacancy in the office of president shall be filled in accordance with Article VI, Section 2.b. Any officer so appointed shall serve the unexpired term of his/her predecessor in office. Any officer who serves more than one-half or more of a term is considered to have served the full term; any officer who serves less than one-half is considered, for the purposes of these bylaws, not to have served.

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Section 6. Delegation of Duties

The board of directors may delegate the duties and powers of any officer, committee chair, agent, or employee of the WPP to any other officer, committee chair, agent or employee for a specified time during the absence of any such person, or for any other reason that the board of directors may deem sufficient.

ARTICLE VII – COMMITTEES

Section 1. Committees, General

- a. Presidential Appointment
The president and/or the board of directors have the right to appoint committees as deemed necessary and appropriate.
- b. Standing Committees
Standing committees are those committees which are mandatory and lasting, typically named in the bylaws, and which must be populated by the president.
- c. Ad Hoc (Special, Select) Committees/Task Forces
Ad hoc committees are formed “for the purpose”, generally to accomplish a specific task and are usually named by the president. An *ad hoc* committee dissolves with the end of the task or with the end of the term of the president who established the committee. If it is desired that the committee continue, it is the responsibility of the incoming president to reappoint the committee. An *ad hoc* committee, within their scope, has the same powers as any other committee of the WPP, unless limited by these bylaws or an act of the board of directors.
- d. Committee Chairs
Unless otherwise stipulated in these bylaws, the chair of each committee is appointed by the president. Unless specifically authorized by the board of directors or in these bylaws, a chair of a committee must be a member in good standing and eligible to participate in all activities of the WPP.
- e. Committee Membership
Unless otherwise stipulated in these bylaws, the members of each committee are appointed by either, or both, the committee chair and the president. Unless specifically authorized by the board of directors or in these bylaws, a member of a committee must be a member in good standing and eligible to participate in all activities of the WPP.
- f. Subcommittees
A committee, for purposes of its own choosing, may form one or more subcommittees. Typically, although not required, the chair of the subcommittee is named by the committee chair, who also establishes the purpose of the subcommittee. The president of the WPP may also direct the formation of a subcommittee to assist the committee in its work. Subcommittees are always *ad hoc*. Members of a subcommittee are typically named by the committee chair. All rules of order which apply to committees also apply to subcommittees unless otherwise stipulated in these bylaws.
- g. Quorum
At any meeting of a committee, a simple majority of the entire committee shall constitute a quorum, but less than a quorum may adjourn the meeting. Except as provided by law or in these bylaws, any action taken by a majority of the committee present at a meeting of the committee at which a quorum is present shall be the act of the committee.
- h. Actions
All actions by committees (and, by inference, actions by subcommittees) shall be subject to control, revision, and alteration by the board of directors.

Section 2. Committee Meetings

Meetings of committees may be held during each regular meeting of members, or at any other date, time, and place as may be determined by the committee chair or as directed by the president. Except as otherwise provided by law or these bylaws, any appropriate business may be transacted at any such meeting.

- a. Notice of Meetings
Notice of the date, time, and place of each committee meeting shall be given to each committee member at least two weeks prior to such meeting. For the purpose of this section, notice shall be deemed to be duly given to a committee member if given to him/her orally (including electronically) or if notice is delivered to such committee member in person, or electronically, or mailed, faxed, or otherwise delivered to his/her last known physical or electronic address. Notice shall be deemed to have been waived by any committee member who attends such a meeting.

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- b. Special Meetings
Special meetings of committees may be called by the chair or the president of the WPP. The chair or the president shall call a special meeting upon written request of a majority of the board of directors, stating the purpose of such special meeting. Special meetings shall be held on such date, time, and place as may be specified by the individual calling the meeting.
- c. Meeting by Electronic Media
Members of committees may participate in any meeting of a committee by means of telephone, internet or similar electronic communication, and such participation shall constitute presence at such meeting.
- d. Records of Committee Meetings
A member of the committee shall record the actions, if any, by the members so attending, in the proceedings of such meeting and such a record shall be forwarded to the secretary for archiving.
- e. Special Ballots
In extraordinary situations, the chair may solicit votes from members of a committee by any means described in (b) and (c) above, and any action taken by a majority of the committee members shall be an act of the committee, so long as a quorum is present.

Section 3. Standing Committees, General

- a. Number
There may be any number of standing committees as deemed necessary by the board of directors for the proper operation of the WPP. These standing committees shall be named in these bylaws. If necessary, bylaw changes shall be proposed to add or eliminate standing committees. Lacking acceptance of the proposed standing committee bylaw change, such a committee may continue as *ad hoc*.
- b. Rules of Procedure
Standing committees may adopt their own rules of procedure, subject to such rules of procedure as may be established by the board of directors for committees.
- c. Records
Each standing committee shall keep a record of its proceedings and report same to the board of directors when requested. Records of committee proceedings shall be provided to the WPP secretary for archiving.
- d. Appointments and Terms
At the first meeting of the newly elected board of directors, and immediately following the election of the new officers, the incoming president shall appoint a chair for each standing committee. The new chairs shall serve for terms of two years each, until his/her successor is named, subject to approval of the new board of directors. If the president so desires and the board approves, committee chairs may succeed themselves.
- e. Committee Size
Each standing committee shall consist of at least three members entitled to participate in the affairs of the WPP, selected by and including the committee chair, and subject to approval by the board of directors.

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Section 4. Standing Committees by Name

Standing committees shall include, but not be limited to, the following, and shall have duties and responsibilities as follows:

a. Bylaws, Policies and Practices Committee

This committee shall review and make recommendations to the board of directors concerning all proposed amendments to these Bylaws and rules or manuals of procedure and/or practices of the WPP.

b. Membership Committee

This committee shall devise and execute uniform policies and procedures concerning the appraisal of qualifications of applicants for membership in the WPP; recommendation for action to the board of directors of candidates for new Regular Members, Honorary Members and Distinguished Service Members; evaluation of the facts of each situation and, as appropriate, recommend action to the board of directors relative to reclassification, suspension, or dropping of members. Recommendations approved by the board of directors shall become effective on the date of such approval, and the membership committee shall advise those members affected of the actions taken.

c. Nominating Committee

This committee shall select, and submit to the board of directors, a slate of members entitled to participate in the affairs of the WPP to be placed in nomination for positions on the board of directors. The immediate past president shall chair this committee. The nominating committee is not responsible for nomination of officers.

d. Education Committee

This committee shall devise and execute ways and means to promote and encourage education leading to careers in the Plastics Industry. The committee shall solicit applications for scholarship awards, review applications and select recipients of scholarship awards, solicit contributions to the WPP Education Fund, and recommend to the board of directors other considerations, grants and/or awards. The vice president of the WPP shall serve as vice chair of the committee.

e. Social Events Committee

This committee shall be responsible to suggest and to oversee, as appropriate and under the aegis of the board of directors, events for the members of WPP. Responsibility and oversight for such events may include establishing dates, suggesting or selecting venues, suggesting or selecting menus, creating and executing publicity, creating and distributing invitations, etc., or delegating these authorities. Typically such events will be executed by subcommittees. Events may include, for example but not limited to:

- i. Annual Luncheon
- ii. Other activities as appropriate and desired.

f. Hall of Fame Committee

This committee shall be responsible to find, select, vet and suggest to the board of directors one or two appropriate candidates for the honor of induction into the WPP Hall of Fame. The board of directors shall ratify, or not, any proposed candidate(s). It should be noted that it is not necessary that a recipient of the award be selected in a given year. The committee shall evaluate candidates in accordance with its own policies and procedures, and at least the following criteria:

- i. Someone who has made an outstanding contribution to the plastics industry over an extended period. This contribution may be in the areas of, for example but not limited to, manufacturing, mold/die making, plastics materials, plastic/polymer processing equipment, polymer science, the management of these areas, and/or
- ii. Provided a major technical contribution to the plastics industry over his/her career, and/or
- iii. Developed an innovation with an identifiable impact on the plastics/polymers industry, and/or
- iv. Any combination of the foregoing.

ARTICLE VIII – STAFF OF THE WPP

The WPP may employ such full-time and part-time staff members, specialists, consultants, or other outside services as may be deemed necessary to carry out its functions and obligations. A member of this staff shall be under the immediate supervision and direction of the president, who shall have full authority and responsibility for staff organization and management. The basic role of any staff so employed shall be to assist and support the efforts of

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the president or other officer(s) in carrying out the WPP's purposes. In addition, the staff shall perform such general administrative functions as are assigned by the president or the board of directors.

ARTICLE IX – BUDGET AND AUTHORIZED EXPENDITURES

The treasurer shall prepare and submit to the board of directors a proposed budget for each coming fiscal year. This budget shall be presented at the first board meeting of the calendar year, and shall cover the period of the coming fiscal year. The budget shall set forth (i) an estimate of funds to become available including estimated income and available reserves, and (ii) estimated expenditures and commitments for the coming year. The budget, upon adoption by the board of directors, shall be in effect for the coming fiscal year. All expenditures and commitments during each fiscal year shall be made only as authorized by the board of directors, unless otherwise provided for in the duly- approved and adopted budget for such year. If budgeted income is substantially less than anticipated, a revised spending plan shall be developed by the board of directors.

ARTICLE X – FISCAL AND FIDUCIARY PROVISIONS

Section 1. Fiscal Year

The WPP shall operate using a fiscal year from March 1st thru the end of the immediately succeeding February.

Section 2. Indebtedness

Other than for current expenses and obligations, no indebtedness shall be incurred in the name of the WPP unless authorized by the board of directors.

Section 3. Reports

The president and treasurer shall present, or cause to be presented, at the annual meeting of members of the WPP, reports accepted by a majority of the board of directors showing the financial condition of the WPP and/or an abstract thereof, and the minutes of the preceding annual or other meeting of members. The WPP shall file reports as required by governmental entities. The treasurer shall also prepare, or cause to be prepared, a balance sheet and a statement of receipts and disbursements showing the financial condition of the WPP as of the close of the previous fiscal year. The treasurer is responsible to ensure that the balance sheet and financial statement is retained for at least the minimum time required by law.

Section 4. Execution of Papers

Except as the board of directors may authorize otherwise, all deeds, leases, contracts, bonds, notes, checks, drafts, and other obligations accepted and endorsed by the WPP shall be signed by an officer of the WPP or a signatory designated by the president or the board of directors.

Section 5. Personal Liability

Individual directors, officers, and members of committees shall not be personally held liable for any debt, liability, or obligation of the WPP. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the WPP may look only to the funds and property of the WPP for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the WPP. The WPP shall maintain Directors and Officers Insurance in an amount decided upon by the board of directors and shall pay the premiums for same. (See also Article XI).

Section 6. Corporate Securities

All corporate securities owned by the WPP shall be registered in the name of the WPP and held in properly certified and registered financial institutions.

Two members of the board of directors of the WPP shall be approved as signatories on these accounts, authorized to execute decisions made by the board of directors regarding monetary and security transactions from these institutions.

Any decisions regarding securities so registered may be executed in the name of the WPP by any one of the above-named signatories. Such signature shall be conclusive evidence of authority to make such assignment and

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to sell, transfer and/or deliver the security or securities so assigned and may be relied upon by any person accepting such assignment in good faith.

Section 7. Books and Records

The WPP shall maintain accurate and complete books and records of account, and shall also keep minutes of the proceedings of meetings of its members, board of directors, officers, and committees at such place or places as may be designated by resolution of the board of directors. The WPP shall also maintain an accurate and complete list of its members, with their addresses, at said place or places.

Section 8. Audits

The board of directors, if they so choose, may appoint a certified and registered public accountant or accountants to conduct an audit of the WPP's accounts and records, and to report on the financial position of the WPP.

Section 9. Compensation of Directors, Committee Members, Agents, or Employees

The officers and directors shall not receive any payment (salary or wages) for their services. The board of directors may, at its discretion, fix the amounts, if any, that shall be payable to members of the board of directors, members of committees, or agents or employees of the WPP, for their expenses in attending any meetings of the board of directors or of any committee, and for other services rendered to the WPP. Any expenses incurred by a member on behalf of WPP may be paid by WPP after approval by the board of directors or their designee.

Section 10. Dissolution

Upon the dissolution of the WPP, after all the financial obligations have been satisfied, the board of directors shall first distribute the remaining assets to any not-for-profit organization or organizations which has similar objectives as those set forth in Article I, Sections 1 and 2 of these bylaws. If no appropriate organizations as defined in the preceding sentence have been identified, then the assets may be distributed to any 501(c) (3) organization selected by a majority of the board of directors acting in a meeting properly called for this purpose.

ARTICLE XI – INDEMNIFICATION

Reference is made to the General Corporation Law of the State of California. Particular reference is made to the class of persons (hereinafter called "Indemnitees") who may be indemnified by a California Corporation pursuant to the provisions of said Section, namely any person (or the heirs, executors, or administrators of such person) who was or is party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or investigative, by reason of the fact that such person is or was a director, officer, committee member, agent, or employee of such Corporation, or was serving at the request of such Corporation, as a director, officer, committee member, agent, or employee of another Corporation, partnership, joint venture, trust, or other enterprise. The Corporation shall (and is hereby obligated to) indemnify the indemnitees, and each of them, in each and every situation where the Corporation is obligated to make such indemnification pursuant to the aforesaid statutory provisions. The Corporation shall indemnify the indemnitees, and each of them, in each and every situation where, under the aforesaid statutory provisions, the Corporation is not obligated, but is nevertheless permitted or empowered to make such indemnification, it being understood, that, before making such indemnification with respect to any situation covered under this sentence, the Corporation (i) shall make or cause to be made, by any methods referred to in subsection (d) of such Section 145, a determination as to whether each Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and in the case of criminal action or proceeding, had no reasonable cause to believe that such Indemnitee's conduct was unlawful; and (ii) no such indemnification shall be made unless it is determined that such Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, in the case of any criminal action or proceeding, the Corporation had no reasonable cause to believe that such Indemnitee's conduct was unlawful.

ARTICLE XII – CORPORATE SEAL

The board of directors may adopt and use at will an appropriate corporate seal. The seal of the WPP shall be circular in form, with the name of the WPP in the circumference, and the words "Corporate Seal" with its year of original

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incorporation in the center. Any officer, director, or attorney-in-fact may affix the corporate seal to any document pertaining to the WPP, but failure to affix a seal shall not affect the validity of any instrument executed by WPP.

ARTICLE XIII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of these bylaws, the Certificate of Incorporation, or any laws of the State of California a waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIV – CONSENTS

Section 1. Members

Unless otherwise restricted by the Certificate of Incorporation or by law, any action required to be taken, or which may be taken, at any annual meeting or other regular meeting of members, may be taken without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the voting members having no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of such action shall be given to those voting members who have not consented in writing. Communication via electronic mail shall suffice for the purposes of this section.

Section 2. Board of Directors/Committees

Unless otherwise restricted by the certificate of incorporation or by law, any action required to be taken, or which may be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting, without prior notice, and without a vote, if a majority of members of the board, or committee as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee. Communication via electronic mail shall suffice for the purposes of this section

ARTICLE XV – PARLIAMENTARY AUTHORITY, PROXY VOTING & NOTIFICATION

Section 1. Robert's Rules of Order

The rules contained in the most recent revision of "Robert's Rules of Order" (RONR) shall govern meetings of the membership, the board of directors and committees of the WPP in all cases in which they are applicable, and in which they are consistent with these bylaws and the applicable federal, state and local laws.

Section 2. Proxy Voting

Proxy voting is not permitted at meetings of members, meetings of the board of directors or meetings of committees.

Section 3. Notification

a. New Members

Each newly-elected member shall be provided a copy of the most recent version of these bylaws. This copy may be electronic.

b. Bylaw changes

When a bylaw change has been enacted by the board of directors, each member shall receive notification of the change and a copy of the changed bylaw. This notification may be electronic.

ARTICLE XVI – AMENDMENTS

Section 1. Proposals by Bylaws Committee

The bylaws committee shall propose to the board of directors any alterations to these bylaws deemed necessary including, but not limited to, a complete revision of same. An affirmative vote of a majority of the board of directors, at any meeting where there is a quorum present, shall cause these changes to be immediately adopted, unless otherwise specified by law, these bylaws, or the amendment itself. (See also Article XV, Section 3.)

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Section 2. Proposals by Members

Members or groups of members entitled to participate in all affairs of the WPP may present proposed amendment(s) to these bylaws to the board of directors, in writing, no later than two months preceding a board meeting. The board is obligated to consider such amendments, and shall vote to accept, reject, or change such amendment(s), and shall present a report on their actions to the members of the WPP either (i) at a properly called meeting of members or (ii) via written or electronic communication to all members.

LIST OF REVISIONS

Effective Date of Revision
April 20, 2021

Scope of Revision
Complete revision