

**THE TIRE SOCIETY**  
**Constitution**

Last Revision: 1993  
Revised and reformatted: 2002

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## CONSTITUTION

### ARTICLE I. Name and Character

The name of this organization is The Tire Society, Incorporated. The Tire Society is an Ohio Corporation not for profit.

### ARTICLE II. Purpose and Scope

The object of this Society shall be to increase and disseminate knowledge of the science and technology of tires. The object of the Society shall be promoted through one or more of the following activities: (a) professional meetings, (b) publication of scientific and technical material that will increase and disseminate knowledge of tires, and (c) other appropriate means.

### ARTICLE III. Membership

Any person interested in the purposes of the Society may become a member upon receipt of annual dues.

### ARTICLE IV. Officers and Executive Committee

#### Section 1, Officers

The officers shall consist of a President, a Vice President, a Secretary and a Treasurer.

#### Section 2, Governance

The governing body of the Society shall be its board of directors, who shall be called the Executive Committee and who shall be members of the society and shall serve without pay. The Executive Committee shall constitute the Trustees of the Society. One member, who must be a resident of the state of Ohio, shall be the legal representative of the Corporation to the State as Statutory Agent.

#### Section 3, Executive Committee

The Executive Committee shall consist of the officers of the Society, the most recent living Past President of the Society, and at least three Members at Large, elected by the Society. In addition, the Editor of Tire Science & Technology shall be a member of the Executive Committee.

The Executive Committee shall meet at least annually to transact the business of the Society and as Trustees, preferably at the Annual Meeting, hereinafter provided for in Article VI. Meetings of the Executive Committee can be called by any member of the Executive Committee.

Executive Committee shall have the power to expend the funds of the Society, or to invest them, but shall not incur indebtedness beyond the assets of the Society. It shall transact all business of the Society not otherwise provided for specifically in the Constitution and Bylaws of the Society.

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### **Section 4, Term of Office**

The term of office for the Officers and Members-at-Large shall be two years or until their successors are elected. The terms shall start at the end of the Annual Meeting held subsequent to the date of their election, and shall terminate at the end of the Annual Meeting in the year of expiration of their terms of office.

If for any reason the Annual Meeting is postponed beyond the end of the election calendar year in which it would normally be scheduled, the incoming officers and members of the Executive Committee will take office at noon on December 31 of said election year.

### **Section 5, Conflict of interest**

No officer or member of the Executive Committee of the Society shall at any time during their tenure engage in any activity adversarial in nature toward any organization represented by individual membership in the Society. Such activity shall be construed as detrimental to the unity and good of the Society and shall require their resignation from their office upon majority assent of the Executive Committee.

## **ARTICLE V, Nomination and Election of Officers**

### **Section 1, Nominating Committee Appointment**

At a suitable time prior to an election, a Nominating Committee consisting of three members of the Society shall be appointed by the President with concurrence of the Executive Committee. One of the three members of this Committee shall be designated to act as chairman. If for any reason the President cannot take this action, the Executive Committee shall appoint the members and Chairman of the Nominating Committee.

### **Section 2, Nominating Committee Duties**

The Chairman of the Nominating Committee shall report to the Secretary of the Society one nominee but no more than two nominees for each of the officers named in Section 1 of ARTICLE IV of this Constitution and at least three nominees for Member-at-Large on the Executive Committee, as required by Section 3 of ARTICLE IV of this Constitution. Each nominee reported shall have been a member since June 30 of the year preceding the election. The Executive Committee shall pass on the report of the Nominating Committee.

At least one hundred forty-five (145) days prior to the date of the Annual Meeting following which the newly elected slate is to take office, the Secretary shall inform the members of the Society of the list of nominees reported to him by the Nominating Committee and approved by the Executive Committee. For a period of forty-five (45) days following the date of such notification, additional nominees may be named by petition forwarded to the Secretary and signed by at least fifteen (15) members in good standing of the Society. Upon receipt of such petition, and after acceptance of such nomination by the nominee, the Secretary shall add such names to the ballot prepared by him. The complete list of nominees comprising the ballot shall be arranged in alphabetical order, where more than one nomination for each office has been made.

### **Section 3, Balloting Process**

At least ninety (90) days prior to the Annual Meeting at which an election is to be held, the Secretary shall forward to each member of the Society a complete ballot, prepared as provided in Section 2 of this Article. The ballot shall, in addition, contain a notice that the voter may vote for any qualified persons other than the listed nominees, and spaces shall be provided for recording such votes.

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Ballots shall be returned to the Secretary, and to be valid must be postmarked not later than thirty (30) days prior to the Annual Meeting at which the election is to be held. Any ballot marked so as to indicate a vote for more than one nominee for any one office shall be void in its entirety.

### **Section 4, Certification of Election**

The Secretary shall transmit the ballots unopened to an Election Committee appointed by the President with concurrence of the Executive Committee. This committee shall meet at a time and place directed by the President and open and count all ballots cast by members in good standing. The candidates who receive the largest numbers of votes cast for the several offices shall be declared elected.

The results of the election as determined by the Election Committee shall be announced by the President at the Annual Meeting. If the Annual Meeting is postponed or abandoned, the President shall direct the Secretary to report the election results to the members of the Society by mail prior to December 15.

If there be a tie vote, the president shall order a ballot to be taken at the Annual Meeting to decide which of the candidates who received the same number of votes shall be chosen. If for any reason the Annual Meeting is not to be held that year, the President shall immediately order another ballot by mail, allowing thirty days for return of the ballots.

## **ARTICLE VI - Meetings**

### **Section 1, Annual Meeting**

An Annual Meeting of the Society shall be held for the purpose of conducting technical sessions or symposia and to transact business. The Executive Committee shall announce the time and place at least six months prior to the meeting.

### **Section 2, Other Meetings**

Additional meetings may be held as shall be determined by majority vote of the Executive Committee.

### **Section 3, Postponement of Annual Meeting**

Notwithstanding Section 1 of this Article, the Executive Committee may determine the existence of extraordinary conditions requiring postponement or abandonment of the Annual Meeting in any single year. If the Committee determines a postponement, it shall fix the time and place for the next meeting as soon as possible.

## **ARTICLE VII. Editor**

### **Section 1, Appointment**

The President shall appoint an Editor with concurrence of the Executive Committee. The Editor shall serve at the mutual agreement of the President and Editor. The Executive Committee may remove the Editor "for cause."

### **Section 2, Duties**

The Editor shall supervise the publications of the Society, as described in Bylaw Article VI. The Editor shall have a vote within the Executive Committee.

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### **ARTICLE VIII. Advisory Board**

#### **Section 1, Appointment**

The Executive Committee shall appoint Advisory Board Members. The Advisory Board Members serve without compensation at the mutual agreement of the Executive Committee and each member.

The Members of the Advisory Board should be selected from Technical or Executive Management positions in the Tire Industry, or from Academia.

The Executive Committee should strive for a balance between industry and academia, and between various companies and universities. The Executive Committee may remove any member "for cause."

#### **Section 2, Duties**

The Advisory Board shall meet regularly, no less than once per year, to discuss the condition of the Society, the continuing mission of the Society, and strategic plans of the Society. The Advisory Board shall report to the Executive Committee. The Advisory Board should make specific recommendations for consideration by the Executive Committee. Minority reports from the Board may also be submitted for consideration by the Executive Committee. The Executive Committee must formally respond to each recommendation from the Board. Although the Advisory Board has no vote, the Advisory Board members may attend the Executive Committee meetings to participate in the discussions of their own recommendations.

### **ARTICLE IX. Reports**

The Secretary shall report to the membership at the Annual Meeting on the activities of the Society. The Treasurer shall report to the membership at the Annual Meeting on the financial condition of the Society. Abstracts of these reports shall be available to the membership.

### **ARTICLE X. Divisions**

#### **Section 1, Formation**

The Executive Committee may, upon petition by members of the Society, form a Division within the Society charged with the advancement and diffusion of the knowledge of a specific subject area or subject areas in or relative to tires. The Executive Committee shall review and approve or disapprove the Bylaws and the definitions of areas of interest proposed for the Divisions. Bylaws of a Division must conform to those of the Society.

#### **Section 2, Officers**

The officers of each Division shall be a Chairman, a Vice-Chairman, and a Secretary-Treasurer, who shall be elected or shall assume their posts in such manner as the Bylaws of the Division shall provide. There shall be a Council of each Division consisting of the officers and such other members as may be elected by the Division. Said Secretary-Treasurer shall keep the Executive Committee informed of the activities and needs of the Division.

#### **Section 3, Meetings**

The times and places of the meetings of a Division shall be chosen in consultation with the Executive Committee.

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**Section 4, Dissolution**

Any Division may be dissolved “for cause” at the discretion of the Executive Committee.

**ARTICLE XI. Sections**

**Section 1, Formation**

Members residing in any region may, with the approval of the Executive Committee, form a local Section for the more active furtherance of the object of the Society as stated in ARTICLE II. The Executive Committee shall have power to review and to approve or disapprove the Bylaws proposed for the Sections.

**Section 2, Officers**

The officers of each Section shall be a Chairman, a Vice-Chairman, and a Secretary-Treasurer, who shall be elected or shall assume their posts in such manner as the Bylaws of the Section shall provide.

**Section 3, Meetings**

The times and places of the meetings of a Section shall be chosen in consultation with the Executive Committee.

**Section 4, Dissolution**

Any local Section may be dissolved “for cause” at the discretion of the Executive Committee.

**ARTICLE XII. Amendments to the Constitution**

Proposed amendments to this constitution must be submitted in writing for approval by the Executive Committee and upon approval shall be submitted by the Secretary for approval by the membership in a letter ballot. They shall be deemed ratified when 2/3 of those votes received within 60 days are affirmative. Alternatively, after Executive Committee approval, the amendments may be presented at the business session of the Annual Meeting of the Society and shall be deemed ratified if approved by 2/3 of the members present at the session. Amendments so approved shall take effect upon certification of approval by the Secretary to the Executive Committee.

**ARTICLE XIII, Dissolution of the Society**

Dissolution of the Society may be accomplished by a 2/3 vote of those voting in a letter ballot submitted to the membership after the Executive Committee has voted to submit the question of dissolution to the membership of the Society. Letter ballots shall be sent to the membership by the Secretary within thirty days after the Executive Committee so decides. Ballots shall be returned to the Secretary, and to be valid must be received by him within 90 days after the decision of the Executive Committee. Dissolution shall become effective immediately upon certification of approval by the Secretary to the Executive Committee and to the membership.

As set forth in Ohio Articles of Incorporation Certificate 552563 dated 1 April 1980, upon the dissolution of the Society, the Board of Trustees of the Society shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding

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provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.