



**Society of Chemical Manufacturers and Affiliates,
Incorporated**

B Y L A W S

Amended

December 7, 2015



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ARTICLE I

Name

This organization shall be named the Society of Chemical Manufacturers and Affiliates, Incorporated (“SOCMA”).

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ARTICLE II

Objects

Section 1

Purpose:

SOCMA has been organized to foster the manufacture in the United States, Canada and other countries designated by the Board of Governors, of all kinds of chemicals, including in particular, custom, batch and specialty chemicals, to provide commercial and professional opportunities for chemical batch processors, to provide services for the industry by dissemination of technical and scientific and general information, to promote the highest scientific and business standards in relation to the chemical manufacturing industry, to advocate the development of rational laws and regulations with respect to the chemical batch processing and custom fine chemicals industry, to communicate the industry’s views on issues to the several branches and various agencies of the Government of the United States, to assist in developing and maintaining a sound United States tariff and foreign trade policy, and generally to take such collective action as may be proper for the establishment and perpetuation of a strong and independent chemical industry in the United States, Canada and other countries designated by the Board of Governors.

Section 2

Activities:

SOCMA will organize publications, conferences, industry groups, trade shows, symposia, studies, awards and the like to advance these purposes. SOCMA will communicate with governmental entities to ensure that legislation and regulation that affects custom and batch chemical processors is based on sound science and on an understanding of risks and costs. SOCMA will also develop and implement appropriate programs to educate the public about its members, to ensure the continuing vitality of the custom, batch and specialty chemicals

industry within the United States, Canada and other countries designated by the Board, as well as internationally where appropriate, and to implement programs that may include but would not be limited to elements of Responsible Care[®], designed to enhance operating performance of member companies.

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ARTICLE III

Membership in SOCMA

Section 1

Membership:

- (a) Membership in SOCMA is by election. No member shall have any claim on any assets of SOCMA. Prospective members must apply for membership in one of the following categories:
- (i.) *Manufacturer Members:* Any corporation, firm, or individual engaged in the manufacture of custom, batch and specialty chemicals in the United States of America, Mexico, and Canada (“the NAFTA countries”) is eligible for Manufacturer membership in SOCMA.
 - (ii.) *International Members:* Any corporation, firm or individual engaged in the manufacture of custom, batch and specialty chemicals outside of (but not in) NAFTA countries, or whose parent or any subsidiary manufactures custom, batch and specialty chemicals outside of (but not in) NAFTA countries, but which has sales of custom, batch and specialty chemicals in NAFTA countries, is eligible for International membership in SOCMA.
 - (iii.) *Distributor Members:* Any corporation, firm, or individual that does not manufacture custom, batch and specialty chemicals, and whose parent or subsidiary does not manufacture custom, batch and specialty chemicals, but who has sales of custom, batch and specialty chemicals in NAFTA countries, is eligible for Distributor membership in SOCMA.
 - (iv.) *Affiliate Members:* Any corporation, firm or individual who provides services or products to the custom, batch and specialty chemical

industry in NAFTA countries, and who has an interest in the development of the custom, batch and specialty chemical industry in NAFTA countries, shall be eligible for Affiliate membership in SOCMA.

- (v.) *Honorary Members:* Any individual prominently identified with the professional, financial, or industrial development of the custom, batch and specialty chemical industry in the NAFTA countries or anywhere in the world can be elected to Honorary membership in SOCMA. The name of any proposed Honorary member shall be submitted to the Board of Governors for approval by a majority of the Board of Governors. Upon election, the Honorary member shall not be subject to dues or assessments.
- (b) No International, Distributor, Affiliate or Honorary members shall be entitled to serve on the Board or hold office or to vote at any meeting of SOCMA's members.
- (c) Manufacturer, International, Distributor, and Affiliate members shall be elected as follows: Applications for membership shall be submitted to the Board of Governors for approval. Candidates who have completed applications shall be elected to membership by the Board of Governors if they meet the criteria for the membership category for which they have applied and for Manufacturer and International membership, if candidates agree to participate in or otherwise support, as determined by the Board of Governors from time to time, SOCMA's Performance Improvement Program described in Section 16 of Article IV, below.

Section 2

Participation and Voting:

- (a) All members may participate in the affairs of SOCMA in the manner and to the extent specified by these Bylaws. However, only Manufacturer members have the right to vote and to elect the Officers and the Board of Governors of SOCMA.
- (b) In any election for Officers and the Board of Governors of SOCMA, and in any meeting of SOCMA's membership and Committees held for any purpose in which a representative of a Manufacturer member shall be present, a Manufacturer member shall have only one vote in any election held or upon any question submitted.
- (c) Any Manufacturer member may be represented at any meeting of SOCMA's membership and Committees in which such member shall be entitled to participate,

by any person who is regularly employed by such member or who is retained as a technical consultant by such member, or by proxy duly submitted under these Bylaws to the Secretary of SOCMA by another Manufacturer member of SOCMA. In the event of representation by a retained technical consultant, the Official Representative of such member shall submit a proxy to the Secretary of SOCMA, which proxy shall be renewed at least every two years or at such time as the identity of the retained technical consultant changes.

- (d) To assure communication between SOCMA and its members, each member shall designate an individual in its employ to serve as the Official Representative of such member and shall furnish to the President or the Secretary the name and contact information of such individual.
- (e) *Obligation of Membership*: It shall be an obligation of Manufacturer and International members to implement or otherwise support, as determined by the Board of Governors from time to time, SOCMA's Performance Improvement Program as that program is defined by the SOCMA Board of Governors in accordance with Section 16 of Article IV, below.
- (f) *Termination of Membership*: Membership may be terminated for good cause shown, including failure to meet the obligation of membership specified in Subsection 2(e) above. Such action may be taken at any duly called meeting of SOCMA's Board of Governors in accord with Section 11 of Article IV, below.
- (g) *Withdrawal from Membership*: Any member may withdraw from SOCMA at any time by presenting to the Chair of the Board of Governors a resignation in writing accompanied by a remittance in full of all dues and assessments to date.

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ARTICLE IV

Board of Governors

Section 1

Composition:

There shall be a Board of Governors consisting of the Chair of the Board of Governors, two Vice Chairs, a Secretary, a Treasurer (collectively the "Elected Officers"), up to eighteen elected

members (such number to be determined by the Board of Governors from time to time by action of at least a majority of the entire Board), and the immediate Past Chair as specified in Section 4 of this Article, below. Eligibility to serve as a member of the Board of Governors is conditioned upon an individual remaining a representative of a Manufacturer Member.

Section 2

Duties:

The duties of the Board of Governors shall be to manage, control, and direct the affairs and property of SOCMA and generally to establish policies and programs and direct SOCMA's activities in harmony with the provisions of these Bylaws, the Certificate of Incorporation, and the New York Not-For-Profit Corporation Law, and to take such actions as are necessary and appropriate to carry out the purposes of SOCMA.

Section 3

Election:

The Elected Officers shall be elected in the manner set forth in Article V, Section 1 and shall serve on the Board of Governors for the term of office set forth in that Section. The elected members shall be chosen by ballot at an Annual Meeting of SOCMA and shall hold office for the term specified in this Section and until their successors have been elected or appointed. The elected members shall be divided into three classes of up to six each (such number to be determined by the Board of Governors from time to time by action of at least a majority of the entire Board) to serve a term of three years, the term of not more than one class expiring in any one year. No elected member who shall have served for three successive years as an elected member of the Board of Governors under this section may be reelected as an elected member until one year has elapsed after his retirement from the Board of Governors; provided that if an elected member is elected as an Elected Officer, such person shall serve on the Board of Governors for so long as he is an Elected Officer or the immediate Past Chair. Terms of office for Elected Officers and elected members of the Board of Governors begin on January 1 following the election. In the event of a vacancy among the elected members, the vacancy may be filled by a majority vote of the remaining Governors. The length of time a Governor serves to fill a vacancy on the Board of Governors shall not count towards the "no more than three successive years" requirement set out above.

Section 4

Past-Chair:

The immediate Past Chair of SOCMA shall continue as a member of the Board of Governors until succeeded as immediate Past Chair. In the event of the resignation of the immediate Past Chair, the Board of Governors may appoint his or her predecessor to the Board of Governors to continue to serve until the next Annual Meeting of SOCMA.

Section 5

Committees of the Board:

- (a) *Executive Committee:* There shall be an Executive Committee of the Board of Governors, comprised of the five Elected Officers, the immediate Past Chair, and from one to three other Governors appointed by the Chair after consultation with the Nominating Committee and the Board of Governors. Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board of Governors shall grant it for the management of SOCMA. The Executive Committee shall keep regular minutes of its proceedings and shall provide reports on its conclusions, recommendations, and actions to the Board of Governors on a regular basis.

- (b) *Ad Hoc Committees:* The Board of Governors or the Chair may create Ad Hoc Committees to serve the Board of Governors by considering, evaluating, and recommending action on specific issues arising from the conduct of the Board of Governors' obligations and responsibilities over the governance of SOCMA. Such Committees could be enabled, for example, to search for, and to recommend the terms and conditions for the employment or termination of, selected employees, including, in particular, the President of SOCMA, or to address a particular issue or issues and to make recommendations for appropriate action.

Section 6

Representatives of Manufacturer Members:

There shall be only one representative of any Manufacturer member on the Board of Governors, except that this limitation shall not apply to the immediate Past Chair serving as a member of the Board of Governors as provided in Section 4 of this Article, above. Any member controlled by any other member by stock ownership or otherwise shall be regarded for this purpose as identical with the controlling member.

Section 7

Authorization for Employment:

The Board of Governors shall employ or authorize the employment of such employees as are necessary to carry out the purposes of SOCMA, and shall authorize the fixing of the compensation of the President at SOCMA and other employees, which compensation may be altered from time to time.

Section 8

Action on Applications for Membership:

The Board of Governors shall receive and act upon all applications for membership as provided in Article III of these Bylaws.

Section 9

Determination of Dues and Assessments:

To pay necessary expenses and to carry out any work in harmony with the objects of SOCMA, the Board of Governors shall have power to make assessments in addition to the annual dues. The share of each such assessment to be paid by each Manufacturer, International, and Distributor member, and any other dues-paying members, shall be determined by the Board of Governors with due regard to the benefits to be derived from the work and to the resources of the members affected by the work. In addition, the Board of Governors shall have the power to authorize the establishment of industry working groups whose purposes serve and promote the objects of SOCMA and may provide for and establish assessments for participation in such groups by both members and nonmembers of SOCMA.

Section 10

Authorization for Expenditures:

The Board of Governors shall authorize the expenditure of funds of SOCMA for such purposes as it deems necessary or appropriate to carry out the provisions of these Bylaws.

Section 11

Disqualification or Termination:

The Board of Governors may disqualify from participation in any of the proceedings or activities of SOCMA, or, in its discretion, may terminate the membership of, any member for good cause shown, which shall include being in arrears in payment of dues or assessments or in default of obligations arising under the Performance Improvement Program addressed in Section 16 of

this Article, below. Such action may be taken at any duly called meeting of the Board of Governors by a vote of two thirds of the members present, provided that written notice containing a statement of good cause shall have been given to the member liable to disqualification or termination at least thirty days prior to the meeting, and that such member shall have been given an opportunity to reply.

Section 12

Meetings:

There shall be regular meetings of the Board of Governors at such time and such place as may be fixed by the Board of Governors. Special meetings may be held at any time upon call of the Chair of the Board of Governors or upon written request of seven members of the Board of Governors, setting forth an agenda.

Section 13

Minutes:

The Secretary of the Board of Governors shall keep or cause to be kept minutes of all meetings of the Board of Governors and other proceedings, which shall be submitted to the Governors for acceptance at the next regularly scheduled meeting of the Board of Governors and, after acceptance, filed among the records of SOCMA.

Section 14

Quorum and Voting:

The presence of a majority of the Governors then in office including at least two Elected Officers shall constitute a quorum for conduct of business. Members of the Board of Governors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at the meeting. Except for the actions addressed in Section 11 of this Article, all actions taken by the Board of Governors shall be by a majority vote of the Elected Officers and other Governors present at a meeting where the quorum requirement is met. Governors may not designate another Governor or any other person to act for them by proxy.

Section 15

Voting by Mail:

Any matter on which the Board of Governors is permitted or requested to vote at any meeting may be voted on by mail without a meeting, with the same force and effect as if such vote were cast at a meeting duly called and held. On all such mail votes, a unanimous vote or resolution of the Board of Governors shall be required to take action.

Section 16

Performance Improvement Program:

- (a) Within the United States. For applicability to manufacturers within the United States, the Board of Governors shall have the power to adopt as part of SOCMA's Performance Improvement Program, the practices for enhancing site security, establishing environmental, health and safety management systems, tracking and reporting on environmental, health and safety performance, use of third party certification as appropriate, and verifying implementation of the Performance Improvement Program.

- (b) Outside of the United States. For applicability to manufacturers outside the United States, the Board of Governors shall have power to adopt as part of SOCMA's Performance Improvement Program, as appropriate, elements of a suitable internationally recognized or comparable "like kind" performance improvement program which is consistent with the commitments made under the Performance Improvement Program established under Section 16(a). As determined by the Board of Governors, on a phased basis beginning in 2004, each manufacturer outside the United States may be required to implement elements of such a performance improvement program. Each manufacturer shall also provide to SOCMA, on an annual basis, documentation that demonstrates satisfaction of any required elements of a performance improvement program. The Board of Governors shall have the power to specify the phasing and scope of implementation and the nature and type of documentation that shall be submitted to satisfy the requirement of the preceding sentence.

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ARTICLE V

Officers

Section 1

Officers:

The Officers shall be a Chair of the Board of Governors, two Vice Chairs, a Treasurer, a President and a Secretary. All the Officers, except the President, shall be elected at the Annual Meeting, to hold office for a term of one year in such office and until their successors have been elected or appointed. Elected Officers are eligible to serve an additional one year term in such office, if elected to such additional term. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 2

Chair and Vice-Chair:

The Chair of the Board of Governors shall exercise general supervision over the officers of SOCMA, subject to approval of the Board of Governors. He or she shall preside at all meetings of SOCMA's members, shall be a member of and shall preside at meetings of the Board of Governors, shall be a member of and shall preside at meetings of the Executive Committee, and shall be an ex officio member of all Committees except the Nominating Committee. In the absence or inability of the Chair of the Board of Governors to act, a Vice Chair shall act in his place.

Section 3

Treasurer:

The Treasurer shall be responsible for keeping full and accurate accounts of receipts and disbursements in books belonging to SOCMA; shall deposit or cause to be deposited all funds received in the name and to the credit of SOCMA in such depositories as may be approved by the Board of Governors; and shall provide a full report of the financial condition of SOCMA at the Annual Meeting and otherwise from time to time as the Chair of the Board of Governors may require.

Section 4

President:

The President, who shall report to the Chair, shall be appointed by the Board of Governors, based upon a recommendation by the Executive Committee and any ad hoc committee which may have been appointed by the Board of Governors to conduct a search for suitable candidates. He or she, or his or her delegate, shall conduct correspondence and carry into execution all orders, votes, and resolutions not otherwise committed, have charge of the office of SOCMA, and shall perform such other duties as may be designated by the Board of Governors or the Chair.

Section 5**Secretary:**

The Secretary shall record, or cause to be recorded, votes and minutes of all proceedings, have charge of all books and records, except those in the hands of the Treasurer, and shall perform such other duties as may be designated by the Chair of the Board of Governors.

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ARTICLE VI

Vacancies

Section 1

In the event of the death, resignation or permanent disability of the Chair of the Board of Governors, his or her replacement shall be selected from the Vice Chairs by a majority vote of the Board of Governors and shall serve until the next annual election and until his or her successor has been elected.

Section 2

Vacancies in Elected Offices, other than the office of the Chair of the Board of Governors may be filled by the Board of Governors, and the person so appointed to fill any vacancy shall serve until the next annual election and until his or her successor has been elected. Vacancies in the elected members of the Board of Governors shall be filled in the manner set forth in Article IV, Section 3.

Section 3

If any officer of SOCMA or member of the Board of Governors shall be absent from three consecutive meetings of the Board of Governors, his or her place may be deemed to have been vacated.

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ARTICLE VII

Committees

Section 1

Committees:

The Board of Governors or the Chair may establish Committees consisting of Governors or other representatives of Manufacturer, International, Distributor and Affiliate members of

SOCMA. Committees shall be composed such that a majority of the members of each Committee shall either be Governors or representatives of Manufacturer members of SOCMA. These Committees shall have such authority as the Board of Governors may, under these Bylaws or other applicable law, grant or direct. Each Committee shall have a Committee Chair who shall be appointed by the Board of Governors and who shall serve for no more than two consecutive two-year terms, unless the Board of Governors extends the term of a Committee Chair after review. Each Committee Chair or designee thereof shall be invited to a meeting of the Board of Governors, on a periodic basis, but at least once a year, to provide a report consisting at a minimum of the respective committee's activities, objectives, accomplishments, and future plans, and other matters as may be specified by the Board of Governors from time to time.

Section 2

Nominating Committee:

There shall be a standing committee on nominations. The members shall be appointed by the Chair of the Board of Governors from the Manufacturer members and shall be approved by the Board of Governors. It shall be the duty of the Nominating Committee to present on or before the last regular meeting of the Board of Governors prior to the Annual Meeting a slate of candidates for the officers, excluding the President, and for the members of the Board of Governors up for election. The Nominating Committee shall also submit a slate of candidates for vacancies on the Board of Governors for the unexpired term for which a vacancy exists.

Section 3

Twenty-five percent (25%) of the Manufacturer members may also present a slate of candidates for officers, excluding the President, and for members of the Board of Governors.

Section 4

Names of candidates for officers and members of the Board of Governors proposed by twenty-five percent of the Manufacturer members, as provided in Section 4 of this Article, shall be submitted in writing to the President no later than fifteen days prior to the Annual Meeting, and such names shall be sent by him or her in writing to the entire membership no later than ten days before the Annual Meeting.

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ARTICLE VIII

Meetings

Section 1

The Annual Meeting of SOCMA's members shall be held at such place and at such time as may be fixed by the Board of Governors. Notice of time of each Annual Meeting shall be mailed to each member at least thirty (30) days in advance thereof. Special meetings may be called by the Chair of the Board of Governors or by the Board of Governors. Also, upon written request of twenty-five percent (25%) of the Manufacturer members, the Chair of the Board of Governors shall call a special meeting for such purpose and within such time as shall be set forth in the written request. Notice of all special meetings shall be sent to each member at least fifteen (15) days prior to the date for assembling. Such notice shall also state the object of the meeting and the subjects to be considered.

Notwithstanding anything in these Bylaws to the contrary, any notices or communications required or permitted, for all purposes, may be delivered, in addition to mail, by facsimile or electronic transmission (including e-mail).

Section 2

At all meetings of SOCMA's members, twenty-five percent (25%) of the Manufacturer members shall constitute a quorum.

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ARTICLE IX

Dues and Assessments

Section 1

The annual dues of Manufacturer, International, Distributor, and Affiliate members shall be established by the Board of Governors.

Section 2

Manufacturer, International, Distributor, and Affiliate members, as well as nonmember participants in industry working groups shall be subject to such assessments as the Board of Governors may from time to time decide in accord with Section 9 of Article IV of these Bylaws.

Section 3

Dues and assessments shall be paid to the Treasurer on the date provided by the Board of Governors. All payments shall be made in U.S. dollars. If any member shall fail or refuse to pay annual dues or assessments, for a period of sixty days after the same are due and payable, the member may be disqualified from participation in any proceedings of SOCMA, or the member's membership may be terminated, by action of the Board of Governors at any regular or special meeting in accord with Section 11 of Article IV of these Bylaws.

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ARTICLE X

Fiscal Year

Section 1

The Fiscal Year of SOCMA shall be the calendar year.

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ARTICLE XI

Amendments

Section 1

Amendments to these Bylaws may be proposed in writing by the Board of Governors or by one-fourth of the Manufacturer members of SOCMA and shall be submitted at a regular or special meeting of SOCMA's members held not less than thirty days after the notice of such meeting, provided that a copy of any proposed amendments shall be mailed to each member of SOCMA along with the notice of the meeting. The notice requirement may be waived upon written consent of all members at a meeting at which a quorum is present. Any proposed amendment

shall be adopted by a vote of two-thirds of the Manufacturer members of SOCMA present at such meeting.

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