

THE TIRE SOCIETY

Bylaws

Revised: 2024

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ARTICLE I Duties of Officers and Executive Committee

Section 1, President

The President of the Society shall exercise general care and supervision over the affairs of the Society subject to the direction and approval of the Executive Committee and shall perform all acts usually incident to the office of President.

Section 2, Vice President

The Vice President shall assist the President in the performance of their duties. In the event of the absence of the President or their inability to serve, the Vice President shall act in their stead. The Vice President shall perform such other duties as are assigned by the President or by the Executive Committee.

Section 3, Secretary

The Secretary shall keep the records of the Society, including minutes of all meetings, appointments, committees, and membership files.

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They shall be responsible for the official correspondence of the Society.

They shall prepare a report of the activities of the Society in accordance with ARTICLE IX of the Constitution.

They shall be responsible for the printing, distribution, and collection of letter ballots, which may be presented to the membership for vote. In particular, they shall be charged with the issuance and receipt of the ballots for the membership vote on officers as defined in ARTICLE V of the Constitution and for the issuance and tabulation of ballots on proposed amendments to the Constitution as specified in ARTICLE XII of the Constitution and in ARTICLE VII of the Bylaws respectively.

Section 4, Treasurer

The Treasurer shall account for all monies of the Society to the membership and to the Executive Committee.

They shall be the disbursing officer of the Society and shall approve all expenditures by the Society upon authorization of the Executive Committee.

They may be required to give bond for the faithful discharge of their duties, to the extent as may be required by the Executive Committee.

They shall prepare an annual budget and present it to the members at the Annual Meeting.

They shall prepare an annual report on the state of the finances of the Society in accordance with ARTICLE IX of the Constitution.

Section 5, Committees

Officers may appoint committees to aid them in performing their functions.

This includes the appointment of a committee-of-one to perform the duties of the officer during an extended illness or out-of-town assignment. Committees shall not carry the vote of the elected officer. Members of such committees must be approved by the Executive Committee.

Section 6, Rules of Order

The Executive Committee shall be empowered to make working rules of order for the control and operation of the Society. All rules and regulations so made may terminate with the expiration of tenure of office of the officers promulgating them, unless continued by incoming officers constituting the succeeding Executive Committee.

The Executive Committee shall have the power to overrule or modify the action of any officer of the Society.

Section 7, Succession of Officers

In the event that an officer or Member-at-Large of the Society dies or resigns before the completion of their term of office, the Executive Committee shall appoint a qualified member of the Society to perform the duties of the office until the next regular or special election, subject to the provision stipulated in Section 2 of ARTICLE I of the Bylaws that the Vice President shall succeed if the office of President becomes vacant. Such an interim officer shall not carry the vote of the elected officer, until such time as they are confirmed in a regular or special election.

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ARTICLE II, Quorum

A quorum of the Society shall be the number present at a regularly scheduled business session of the Society. A quorum of the Executive Committee shall be five voting members. A quorum of all other Committees shall be a majority of said committee.

ARTICLE III, Dues and Privileges

Section 1, Members

Regular members of the Society shall be natural persons and shall pay annual dues to be determined by the Executive Committee, payable in advance. Each member shall receive the official publications of the Society.

Section 2, Membership Duration

The term of membership in the Society shall extend from the date of payment of each applicant's membership fee until the end of the month preceding the second annual conference after payment of the membership fee. Members delinquent in dues three months after the official date of renewal shall be declared suspended and their names removed from the official roster of the Society. Suspended or resigned members may be reinstated upon payment of dues for the current year.

ARTICLE IV, Nominating Committee and Election Procedure

A Nominating Committee shall be appointed biannually and shall function in accordance with the provisions of ARTICLE V of the Constitution.

ARTICLE V, Representatives

The President may appoint an official representative of the Society to attend meetings, inaugurations, or dedications.

The President or their appointed delegate shall represent the Society on committees dealing with matters of common interest to this Society and other societies.

ARTICLE VI, Publications

Section 1, Tire Science and Technology

The Society shall publish the technical journal Tire Science and Technology. In addition, a Newsletter may be circulated to the membership, which shall officially contain news of the Society and other matters of interest relating to the science and technology of tires.

Section 2, Editor

The Editor shall be responsible to the Executive Committee for carrying out the publication policy of the Society.

The Editor shall have the authority to appoint assisting, contributing, and publishing editors to be responsible for the development of different aspects of the publications of the Society.

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Section 3, Release of Submissions

All papers presented at a meeting of the Society shall be deemed as submitted to Tire Science and Technology for publication and will require a release by the Editor to be published elsewhere.

ARTICLE VII, Amendments

The Bylaws may be amended by majority vote of the members and otherwise as described in Article XII of the Constitution.

ARTICLE VIII, Antitrust Statement

The Tire Society is a non-profit professional organization of members who function as individuals and not as agents or representatives of any organization with which they may be associated, except that government employees participate in accordance with governmental regulations and employees of the Society's management partner function as employees of their organization. The goal of the Society in all its meetings and activities is to promote the education, professional growth, and betterment of those individuals associated with the tire and associated industries.

The Society does not typically have any reason to engage in matters of commerce. It is the Society's strict policy that any business shall be conducted in an open, competitive atmosphere and that competition shall not be unreasonably or unfairly restricted. Committee members shall be appointed solely on the basis of their individual qualifications to contribute to the work of the Committee.

Antitrust guidelines for meetings and operations:

Members of the Society shall abide by the following guidelines with regard to Society activities:

DO:

1. Advise all meeting attendees:
 - a. To observe these guidelines in their informal conversations as well as their formal Society activities; and
 - b. That all discussions must comply with applicable antitrust and competition laws.
2. Prepare and distribute an agenda for all meetings and abide by the agenda.
3. Ensure that meeting minutes are taken and shared with all participants.
4. Stop any conversation that appears to be leading to:
 - a. Discussion of prices or pricing policy; or
 - b. Other restraints on competition of any kind.
5. If a conversation is stopped because it appears to be leading to a prohibited topic; do ensure that this instance is recorded in the minutes.

DO NOT:

1. Engage in or discuss any subject prohibited by the antitrust laws of the participating members' countries.
2. Share any competitively sensitive information, including:
 - a. R&D plans, results, or investments;
 - b. Pricing information - pricing policies, strategies, plans or planned price changes;
 - c. Sales information - sales revenue, volumes, territories, market shares, distribution strategies, market entry or exit, customer lists, information about or sales to specific customers, terms of sales or the content of sales agreements;
 - d. Cost or cost structure information - direct, R&D, distribution, sales, or marketing costs;
 - e. Purchasing information - specific suppliers, purchase volumes, prices, strategies or the content of purchase agreements;
 - f. Current or future profit margins or profitability targets for specific products, services or types of customers, budgets, and promotional plans;

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- g. Compensation information - salary or benefits;
 - h. Production information - levels, capacity, manufacturing processes, information or agreements on restricting or increasing production;
 - i. Agreements not to compete, to fix prices, or to allocate customers, markets, territories, projects/bids, or products;
 - j. Agreements or information on boycotting a competitor, supplier, customer, or other third-party;
 - k. Agreements, votes, or information which has as its purpose or effect the exclusion of any member of the industry from participating in the association without a legitimate reason;
 - l. Any other information or plans concerning future competition, operations or strategies (including mergers and acquisitions).
3. Set a numerical limit on committee size unless participation in the committee is rotated on a regular and reasonable basis. A uniform limit may be set on the number of representatives from each company.
 4. Participate in any “off the record” discussions involving any of the prohibited topics listed above.