

RESEARCH COUNCIL ON STRUCTURAL CONNECTIONS

ARTICLES OF ASSOCIATION AND BYLAWS

November 2016

1. Establishment and Purpose of The Research Council on Structural Connections

- 1.1 The Research Council on Riveted and Bolted Structural Joint (herein after referred to as the Council) was established in January 1947 to provide a non-profit forum of individuals with special expertise and interest in the technology of and to advance the state of the art of civil engineering structural connections using threaded fasteners and rivets. The Council was established with the United Engineering Trustees of the Engineering Foundation as the fiscal agents for the Council. In 1979, the name of the Council was changed to the Research Council on Structural Connections to more accurately reflect the scope of the Council's attention to all aspects of mechanically fastened structural connections and in recognition of the diminished importance of rivets as a fastener for structural connections. The status of the Council as an independent non-profit organization was established in June 1995.
- 1.2 The Council is organized exclusively for scientific research, the development of design, application and inspections standards from the results of such research and for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- 1.3 The purpose of the Council has remained unchanged since its first establishment, namely, to stimulate and support such investigations as may be deemed necessary and valuable to determine the suitability and capacity of various types of mechanically fastened structural connections, to promote the knowledge of reliable design criteria, to promote the use of reliable economical and efficient practices in the fabrication and assembly of such structural connections, and to prepare and publish related standards, educational bulletins and other documents necessary to achieving its purpose.
- 1.4 No part of the net income of the Council shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons except that the Council shall be authorized and empowered to pay reasonable compensation to members engaged in duly authorized Council sponsored research for services rendered.
- 1.5 No part of the activities of the Council shall be the dissemination of propaganda or otherwise attempting to influence legislation and the Council shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 1.6 Notwithstanding any other provisions of these articles, the Council shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an association, the contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

2. Definitions

- 2.1 The term "Standard" means a specification, test method, definition, classification, or practice that has been approved and adopted by the Council in accordance with the procedures established in these Bylaws. A Standard may be in any form including guidelines, charts, tolerances, tables and reference photographs.
- 2.2 The term "Specification" means a precise statement of a set of requirements to be satisfied by a material, product, system, or service, indicating whenever appropriate, the procedure by which to determine whether or not the requirements are satisfied.

- 2.3 The term "Test Method" means a form of Standard that covers sampling and describes the subsequent testing procedures used in determining the properties, composition or performance of materials, products, systems of services that may be specified.
- 2.4 The term "Recommended Practice" means a form of Standard that is a procedure, guide or service which may or may not be auxiliary to a Test Method or a Specification. Examples of such include selection, preparation, application, inspection, necessary precautions for use or disposal, installation, maintenance and operation of testing apparatus.

3. Membership

- 3.1 The membership of the Council shall be composed of organizational and individual members.
- 3.1.1 Organizational members may be corporations, trade associations, technical associations or similar groups if they meet the following criteria:
- 3.1.1.1 If they meet the definitions of a Member in either section 3.5.1 (Producer), 3.5.2 (Distributor), 3.5.3 (User), or 3.5.4 (Association).

Each organizational member shall designate one official representative to exercise the rights and responsibilities of that membership. Each organizational member may have more than one representative on the Council so long as those representatives represent different classifications of interest and responsibility within that organization as described in Section 3.5. However, only one member may be the official representative of the organization. Additional members of the organization may be elected to membership as an individual member.

- 3.1.1.2 If they fulfill the obligations of members concerning return of letter ballots make financial contributions of a minimum of \$500 per year to the operation of the Council or as outlined in Section 3.7.
- 3.1.1.3 The organization can be denied membership if doing so would cause an imbalance in the applicable membership category as described in section 3.9.

Note: Organizational members must be approved by the Executive Committee.

- 3.1.2 Individual members are persons who have been accepted as members by the Executive Committee and who fulfill the obligations of members concerning return of letter ballots and payment of annual individual member research contribution.
- 3.2 Each organization and individual applying for membership shall furnish a completed application form containing information on his or her qualifications to serve and including information permitting the Executive Committee to determine the voting classification of the applicant.
- 3.3 There shall be no maximum limitation on the numbers of members of the Council.
- 3.4 Applications shall be approved by the Executive Committee.
- 3.4.1 The application of an individual shall be accepted unless (1) acceptance will create an imbalance of voting interests as described in Section 3.9 on the Council or (2) the applicant is not qualified based on their education or work experience, in the area of the Council's purpose.
- 3.4.2 In the event that granting a voting membership to an applicant would violate the restriction of balance described in Section 3.9, the applicant may become a non-voting member. When, by addition of a new member or resignation of an existing member, balance can tolerate the addition of a voting member in a particular voting classification, the voting privilege shall be extended to non-voting members in that voting classification in the order of their acceptance of non-voting membership in the Council.
- 3.4.2.1 Non-voting members have all the rights and responsibilities of members except that their vote is limited to that described in Section 7.1.1.

- 3.5 Each voting member shall be classified by the Executive Committee according to interest as a Producer, User, Distributor, Association, General Interest or Life member according to the following guidelines:
- 3.5.1 A Producer Member is an Organizational member who represents an organization that produces non-fabricated structural steel material fasteners, tools, coating systems, test devices or other similar materials or articles used in structural connections.
- 3.5.2 A Distributor Member is an Organizational member who represents an organization that distributes structural bolts, tools, coating systems, test devices or other similar materials or articles used in structural connections. A Distributor member is grouped with Producers for membership balance.
- 3.5.3 A User Member (construction firm/fabricator/erector) is an Organizational member who represents an organization that installs, purchases or uses the item described in Section 3.5.1 provided that the member could not also be classified as a Producer.
- 3.5.4 An Association Member is an Organizational member who represents a technical or non-technical association that is neither a Producer, Distributor or a User of non-fabricated structural steel material, fasteners, tools, coating systems, test devices or other similar materials or articles used in structural connections.
- 3.5.5 A General Interest member is an individual member that is neither a Producer, a Distributor, a User or an Association member as defined above in Sections 3.5.1, 3.5.2, 3.5.3 and 3.5.4.
- 3.5.6 A Life Member, is a long time member of the Council who has distinguished himself/herself by their contributions to the Council. Life members must be nominated by any five current Council members. Each nomination will be reviewed and acted upon by the Executive Committee.
- 3.5.7 A Consultant, retained under an indefinitely continuing arrangement with an organization, shall be classified the same as the classification of the organization by which the Consultant is retained. Consultants representing themselves or their employers and not engaged in the production or sale of the item described in Sections 3.5.1, 3.5.2 or 3.5.3 shall be classified as Users or General Interest, as appropriate.
- 3.5.8 Periodically the classification of all the members of the Council shall be reviewed by the Executive Committee to take into account changes in the interest of the members.
- 3.6 Persons who are liaison representatives from other organizations shall be non-voting members unless they are also approved separately as voting members as described above.
- 3.7 Annual research contributions for membership in the Council shall be determined by the Council at the Annual Meeting. The Secretary shall send each member a research contribution statement for the current fiscal year according to their classification within 90 days following the start of the fiscal year.
- 3.8 The official representative of an Organizational member who changes employment may remain a member of the Council as a non-voting Individual member pending approval of a new application for membership as a voting member.
- 3.9 At no time shall the voting membership of the Council be allowed to reach the point where producer members outnumber the sum of the user and general interest members.
- 3.10 Members shall be considered to have relinquished their membership on the Council if they do not return three consecutive Council letter ballots unless their written request to be relieved of these requirements for specific reasons is approved by the Executive Committee or if member research contributions are not paid in full by the annual meeting unless otherwise approved by the Executive Committee.
- 4. Executive Committee**
- 4.1 The management of the Council shall be vested in the Executive Committee consisting of six persons plus the Chairman, the Vice Chairman and the Secretary, all of whom must be members of the Council.

- 4.2 Each year at least one month prior to the annual meeting of the Council, two members shall be elected to the Executive Committee by letter ballot of the membership to serve for three years or until their successors are elected.
- 4.2.1 Prior to that meeting the current Chairman shall have appointed three members, who are not members of the Executive Committee, to constitute a Nominating Committee, one of who shall be designated Chairman.
- 4.3 Members of the Executive Committee are eligible for election for not more than three consecutive terms.
- 4.4 The Executive Committee shall advise and assist the Chairman and carry out such instructions as may be voted upon by the Council.
- 4.5 The Executive Committee shall have the power to fill vacancies occurring in its number by death, resignation, or otherwise. The office of the Chairman shall be filled by the Vice Chairman. In filling the office of the Vice Chairman, appointment shall be made from one of the currently elected members of the Executive Committee.
- 4.6 Four members of the Executive Committee shall constitute a quorum.
- 4.7 The Executive Committee shall keep minutes of its proceedings, which shall be promptly reported to the Council.
- 4.8 The Chairman shall preside at meetings of the Executive Committee. In the absence of the Chairman, the Vice Chairman shall preside.

5. Officers

- 5.1 At least one month prior to the Annual Meeting of the Council, in even-numbered years, there shall be a letter ballot of the membership for the purpose of electing a Chairman, Vice Chairman and Secretary.
- 5.1.1 Prior to that mailing the current Chairman shall have appointed three members, who are not members of the Executive Committee, to constitute a nominating committee. The Council Chairman shall designate one of the members of the nominating committee to be Chairman.
- 5.1.2 The names on the letter ballot for election of officers shall be those proposed by the nominating committee. Space shall be provided on the ballot for additional write-in candidates for each office.
- 5.1.3 In the event that the duly elected Chairman is unable to act, as described in Section 4.4, the Vice Chairman shall become Chairman, who shall then serve until the next annual election of the Council.
- 5.2 The term of office of each officer shall be for two years and shall begin immediately following the Annual Meeting of the even-numbered year in which he is elected until the conclusion of the Annual Meeting of the next even-numbered year or until a successor is elected.
- 5.2.1 Officers are eligible for election for not more than three consecutive terms in the same office.
- 5.2.2 No two officers or members of the Executive Committee shall represent the same organizational membership.
- 5.3 Eligibility for the office of Chairman shall be restricted to those members classified as User, Association or General Interest members.

6. Duties of Officers

- 6.1 The Chairman, or in his absence, the Vice Chairman, shall preside at all meetings of the Council and Executive Committee.
- 6.2 The Vice Chairman shall assist the Chairman and shall perform other duties, which may be delegated by the Chairman.
- 6.3 The Secretary shall report at the Annual Meeting the official actions of the Council and the Executive Committee to the members and shall perform other duties, which may be delegated by the Chairman.

7. Voting and Ballots

- 7.1 Each voting member is entitled to one vote on all actions on standards and technical matters subject to the limitations described in Sections 3.4.2 and 7.2.
 - 7.1.1 All members are entitled to vote on administrative matters such as election of officers and changes to the Bylaws.
 - 7.1.2 In the event a member is unable to attend a meeting of the Council or Project Committee of the Council, the member may designate an alternate who may attend and be empowered to vote for the absent member. If the alternate is a voting member of the Council or committee, being named as an alternate, does not preclude the member's right to exercise his/her vote. An alternate may cast no more than two votes on each issue put to ballot at a meeting. The member shall notify the Chairman who his representative will be prior to the meeting. Alternate representatives are not empowered to cast a vote on a letter ballot.
 - 7.1.3 In the event a member of the Executive Committee is unable to attend a meeting of the Executive Committee, the member may designate an alternate member of the Executive Committee, who will attend and be empowered to vote for the absent member. Being named as an alternate does not preclude the member's right to exercise his/her vote. An alternate may cast no more than two votes on each issue at the meeting. The member shall notify the Chairman who his/her representative will be prior to the meeting. Alternate representatives are not empowered to cast a vote on a letter ballot.
- 7.2 Organizational members shall have their vote cast by the official representative or, if the official representative is unable to participate in the voting process, an alternate representative designated by the Organizational member. The organizational member shall advise the Chairman and Secretary of the identity of the designated alternate voter.
- 7.3 Records of all letter ballots shall be kept whether aye, nay or abstaining and by the classification described in Section 3.5.
- 7.4 Letter ballots are required for all new provisions and substantive changes to existing provisions. New issues raised during a ballot or through public review shall be referred to the next revision cycle of the standard and shall be considered a new proposal.
 - 7.4.1 Each member of the Council shall vote one of the following positions:
 - (1) Affirmative.
 - (2) Affirmative, with comment.
 - (3) Negative, with reason(s). The reason(s) for a negative vote shall be given and shall include specific wording or actions that would resolve the objection.
 - (4) Abstain.
 - 7.4.2 The voting period for letter ballots shall end thirty-five days from the date of issue or as soon as all ballots are returned, whichever comes earlier. An extension may be granted at the Chairman's option, when warranted.

A follow-up letter requesting immediate return of the ballot shall be sent to members whose votes have not been received within ten working days before the ballot closes.

Within thirty days after the close of a letter ballot, the Secretariat shall report the results, including negative views, to the Chairman. All negative votes shall be resolved in accordance with Section 7.4.7.

7.4.3 The following actions require approval by a majority of the voting membership of the Council using the approve/negative/abstain method of voting, whether at a meeting or by letter ballot and there need not be reasons, resolution, or recirculation to the Council:

- (1) Approval to initiate work on a new standard.
- (2) Approval to initiate work on revisions to an existing standard.
- (3) Approval of minutes.

For actions taken at a meeting, approval requires that a simple majority of the quorum present and voting, excluding abstentions, must find in favor of the motion.

7.4.4 The following actions require a letter ballot with participation by at least two-thirds of the voting members of the Council, and approval by at least a majority of the voting members of the Council and at least three-quarters of those voting, excluding abstentions and unreturned ballots:

- (1) Approval of a new specification, code or standard or reaffirmation of an existing specification, code or standard.
- (2) Approval of revision or addendum to part or all of a specification, code or standard, except revisions described in 7.4.5 (2).
- (3) Issuance of a formal interpretation of a specification, code or standard.

7.4.5 The following actions may be taken by letter ballot in accordance with Section 7.4.4 or at a meeting:

- (1) Approval of a negative being found non-persuasive.
- (2) Approval of a revision that has been approved by the appropriate Committee and determined by the Council Chair and Vice Chair to be within the capability of the Committee to address at a meeting.

For actions taken at a meeting, approval requires that at least three-quarters of the quorum present and voting, excluding abstentions, must find in favor of the motion.

7.4.6 Proposals for new specifications, codes and standards or reaffirmation, revision or withdrawal of existing specification, codes or standards shall be listed in the AISC magazine *Modern Steel Construction* and other appropriate channels for public review and comment.

Written comments shall be accepted for forty-five days. To be considered, comments must include a reason and preferably, specific wording or actions that would resolve any stated objection. Within thirty days of the close of this period of public review, the Secretariat shall report the responses, including negative views, to the Chairman. All negative views shall be resolved in accordance with Section 7.4.7. Any substantive change made in response to public review shall be rebaloted by the Council in accordance with Section 7.4.2.

7.4.7 When the balloting has been closed, the Secretariat shall forward the ballot tally to the Chairman of the Council and the Chairman of the responsible Committee. Prompt consideration shall be given to the written views and objections of all participants, including those from public review. An effort to resolve all written objections shall be made, and each objector shall be advised in writing of the disposition of the objection and the reasons therefore. If in the process substantive changes are required, the revised provision shall be re-balloted and also submitted for public review.

Unresolved objections shall be considered by the responsible Committee at their next meeting in accordance with Section 7.4.5. The Committee recommendation to find an objection non-persuasive shall be confirmed by the full Council at their next meeting. The objector shall be informed in writing and has the right to submit an appeal to the Executive Committee. If an item has had prior discussion, i.e. substantially the same comment is repeated that was previously made on the same issue within the same revision cycle of a particular standard, it shall not be necessary to reconsider it unless new information has been introduced.

Objections that are not accompanied by reasons, or that are accompanied by comments not related to the proposal under consideration, shall be recorded as "negative without comments" without further notice to the voter. If comments not related to the proposal are submitted with a negative vote, the comments shall be documented and considered in the same manner as submittal of a new proposal. If clear instruction is provided on the ballot, and a negative vote unaccompanied by comments related to the proposal is received

notwithstanding, the vote may be counted as a “negative without comment” for the purposes of establishing a quorum. However, such votes (in other words, negative vote without comment or negative vote accompanied by comments not related to the proposal) shall not be factored into the numerical requirements for consensus. Comments need not be solicited from the negative voter.

Records of evidence regarding any change of an original vote shall be maintained.

7.4.8 The final result of the voting shall be reported by the Secretariat to the Council.

7.5 Members of the Council agreeing with a negative voter(s) shall have the right to submit a minority report to the Chairman for consideration at the meeting of the Council at which the negative vote is acted upon.

8. Meetings

8.1 The Council shall meet, not less than one time per calendar year, for the transaction of its business at a time and place fixed by the Executive Committee.

8.1.1 The Annual Meeting shall be held in the second quarter of every calendar year.

8.2 Special meetings of the Council may be called at any time and place at the discretion of the Executive Committee, or shall be called by the Chairman upon the written request of at least ten percent of the membership.

8.3 The call for meetings shall be issued at least thirty days prior to the date set for the meeting and shall state the business to be considered.

8.4 Fifteen members of the Council shall constitute a quorum.

8.5 The meetings of the Council shall be open to visitors when technical matters relating to the development of standards are to be discussed. Visitors will be asked by the Presiding Officer to make their presence known before the meeting is called to order.

8.6 Visitors may make presentations during meetings only by the express consent of the Executive Committee.

8.7 Visitors may comment on actions during meetings only by the express consent of the Presiding Officer.

8.8 All members of the Council shall receive calls to meetings, minutes, letter ballots and related Council materials.

8.9 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Council may adopt.

9. Council Organization

9.1 The Executive Committee shall have the power to establish and to discharge committees and other subordinate groups.

9.2 The Executive Committee shall delegate to such committees and other groups those powers necessary for the fulfillment of their assigned functions.

9.3 There shall be an Editorial Committee to oversee the coordination of any standards issued by the Council.

10. Project Development and Administration

- 10.1 Except where the rules governing a contributing organization require that body to enter into a contract directly with the University or other body conducting the research on one or more of the projects authorized by the Council, all funds received from contributors shall be deposited in the Council's account. The Council Treasurer shall identify each project by separate line item in the Council financial records, and record receipts, disbursements and current balance for each project. Necessary payments from funds on deposit with the Council and Council funds earmarked for support of research projects shall be disbursed upon instruction from the Council Chairman.
- 10.2 In order to avoid a delay in the progress of the work of any project, the Executive Committee, upon recommendation of the Project Chairman, may authorize minor changes in program. The Executive Committee may authorize, without a vote of the entire Council, an increase in the expenditure of funds to meet unforeseen contingencies, provided that such authorization shall be for a sum not to exceed fifty percent of the amount originally authorized for this project by the vote of the Council.
- 10.3 The Council will entertain suggestions from its members (and others) looking toward the prosecution of worthwhile research projects which correspond with the purpose of the Council. The adoption or termination of a research project shall be a function of the Council as a whole.
- 10.4 Research work sponsored by or under the cognizance of the Council shall be divided into projects, each one of which shall be under the direction of a Project Committee, the Chairman of which shall be elected by vote of the Executive Committee.
- 10.5 It shall be the duty of the Project Committee to study the topic to be covered by the project and to present a report to the Council, which report shall contain:
- (a) An explanation of the need for the proposed investigation,
 - (b) A resume of any similar, earlier investigations known to have been carried out, and/or a bibliography of any pertinent published information,
 - (c) A statement of what variable factor, or factors, are to be explored,
 - (d) An outline of the number of tests to be undertaken, arranged so as to indicate the extent to which these variables will be tested.
 - (e) A detailed description of the proposed specimens and the procedure to be followed in making the tests.
 - (f) An estimate of the time required to complete the project, together with an estimate of cost.
 - (g) A plan for utilization of the results of the project.
- 10.6 After this report has been approved, and authorization for the prosecution of the required experimental work has been voted by the Council, it shall be the duty of the Project Chairman, who will function as the liaison between the University or other research organization and the Council membership on technical matters pertaining to the project, from time to time and at intervals not exceeding six months to render reports on the progress made on the work to the Executive Committee.
- 10.7 The Chairman of the Project Committee may authorize minor changes in the carrying out of the project program when and if circumstances arise to make such changes expedient. Major changes which are likely to result in a reorientation of the objectives sought, or which involve methods of approach other than those set forth in the original report, shall be referred to the Executive Committee for review. The Executive Committee may, at its discretion, approve such changes, or may refer them for action by vote of the Council. The Project Chairman shall not approve changes in the project program involving an increase in the expenditure of funds except with the written approval of the Council Chairman.
- 10.8 At the completion of the project, with the advice and assistance of the members of the Project Committee, the Project Chairman shall present for discussion and approval by the Council, an abstract of the test results given in detail in the report prepared for publication by the University or other testing body, together with a discussion of the conclusions which may be drawn from this experimental data. He shall also report to the Council the amount of the total expenditure resulting from the prosecution of the project program.

11. Publications

- 11.1 Publication of research results is in the best interest of the Council and shall be encouraged.
- 11.2 The University or other testing body conducting the research shall have the right to publish the results of a research project, when the report has been reviewed by the members of the Project Committee in charge and the members of the Executive Committee, and has been approved by a majority of each of these committees.
 - 11.2.1 In cases of dispute where the researcher is not given approval, the following statements must appear: "The opinions expressed in this paper (report) are not necessarily those of the sponsor."
- 11.3 The final report of a Project Chairman, digesting the test results and discussing conclusions which can be drawn there from, with the consent of a majority of the Council membership, may be released for publication by another organization or it may be published separately by the Council.
- 11.4 All Council publications must be approved by the Executive Committee prior to publication.

12. Principles of Standards Development

- 12.1 The Executive Committee is empowered to establish procedures for the development of voluntary consensus standards in accordance with the following principles:
 - 12.1.1 Timely and adequate notice of a proposed standard undertaken to all persons known to the Council likely to be materially affected by it.
 - 12.1.2 Opportunity for all affected interests to participate in the deliberations and discussions concerned both with procedural and substantive matters affecting the proposed standard.
 - 12.1.3 Maintenance of adequate records of discussions, decisions, and technical data accumulated in standards development.
 - 12.1.4 Timely publication and distribution of minutes of meetings.
 - 12.1.5 Adequate notice of proposed actions.
 - 12.1.6 Maintenance of records of drafts of a proposed standard, proposed amendments, action on amendments, and final promulgation of the standard.
 - 12.1.7 Timely and full reports on results of balloting.
 - 12.1.8 Careful attention to minority opinions throughout the process.
 - 12.1.9 Prompt attention to any questions about the scope, background, application and interpretation of standards.
 - 12.1.10 Appeals procedures, described in Section 12.2, shall be available to all interests.
- 12.2 Appeals by interested parties shall be handled as follows:

- 12.2.1 Persons who have been or will be affected by any Council action or inaction relating to a standard shall have the right to appeal such action or inaction. The appellant shall file a written complaint with the Secretary. The complaint shall state the nature of the objection, the section(s) of the standard that are at issue, the actions or inactions at issue and the specific remedial action(s) that would satisfy the appellant's concerns. The appellant has the responsibility of demonstrating the improper actions or inactions, the adverse effects there from and the efficacy of the requested remedial action.
- 12.2.2 Complaints received by the Secretary shall be reviewed by the Executive Committee. The Committee shall recommend action on the complaint and place the item on the agenda of the next Annual Meeting of the full Council for final resolution. A summary statement of the reason for the action taken and a numerical record of the vote on the item shall be recorded in the minutes. The Secretary shall notify the appellant of the decision of the Council.

13. Standards

- 13.1 Any Standard promulgated by the Council shall not be revised more than once per each two years except by express agreement of the Executive Committee.
- 13.2 Each Standard of the Council shall be reapproved, revised or withdrawn within six years of the previous approval date.
- 13.3 Editorial changes are those that introduce no change in technical content, but correct typographical errors, modify editorial style, change non-technical information or eliminate ambiguity.
- 13.3.1 Editorial changes which correct typographical errors in substance shall be approved by the Executive Committee.
- 13.4 Effective dates of standards shall be the date of final approval by the Council.

14. Finances

- 14.1 It shall be the responsibility of the Treasurer of the Council to provide an accurate accounting of the financial condition of all projects and accounts to the Executive Committee and to the Council at each annual meeting.
- 14.2 Expenses for the Council activities will not be assumed by the Council unless expenditures are previously authorized by the Executive Committee on recommendation of the Chairman, and are within amounts specifically fixed by the Executive Committee.
- 14.3 The Council shall not pay salaries or professional fees in any form to any of the elected officers or members. This does not apply to members engaged in duly authorized Council sponsored research. The Council shall be allowed to reimburse travel costs, up to an amount determined by the Executive Committee, per person per year for expenses incurred by Executive Committee members to attend the mid year meeting of the Executive Committee.
- 14.4 A proposal for expenditure of Council funds shall be prepared by a subcommittee of the Executive Committee prior to the annual meeting of the Executive Committee and the Council.
- 14.4.1 The proposed and final budgets shall include line items for every current and future project for which the Council will be asked to supply funds in the budget year.
- 14.4.2 The Executive Committee shall review and revise the budget prior to the annual meeting, at which time the budget shall be presented to the Council for adoption.
- 14.5 The Council's fiscal year shall coincide with the tax-reporting year.

14.6 Upon the dissolution of the Council, the Council shall, after paying or making provisions for payment of all liabilities of the Council, dispose of all assets of the Council exclusively for the purposes of the Council in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Council is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated for such purposes.

15. Patent References in Standards

15.1 Recommendations pertaining to or involving the use or proposed use in a Council standard of any device, test procedure, material, product, or process that forms the subject matter of any existing or pending patented invention, shall be reviewed by legal counsel and shall be approved by the Executive Committee before the standard is published.

15.2 When it is desired to include in a standard the use of a patented invention, existing or pending, an affidavit shall be obtained from the patent holder containing the following information:

15.2.1 Name and description of patented material, product, process or apparatus.

15.2.2 If a patent has been issued, the number; if a patent is pending, a statement to that effect.

15.2.3 A reference to the existing or pending Council standard to which the patented material, product, process, or apparatus is intended to apply and one or more of the following:

15.2.3.1 A statement that the patented material, product, process, or apparatus is dedicated to the public and that it can be freely used without permission or payment or royalty or other charge; or,

15.2.3.2 Names of companies to which licenses have been granted, if any, and a statement that additional licenses will be made available in compliance with applicable laws to applicants throughout the world on reasonable nondiscriminatory terms and conditions; or,

15.2.3.3 A statement that a license will be made available without compensation to any applicant who certifies to the patent holder that such a license is sought only for the purpose of compliance with the standard and not for commercial profit.

15.2.4 The patent holder's affidavit, the recommendations of the Council's legal counsel, and the action of the Executive Committee shall be retained in the Council's files.

15.3 Disclaimer of Liability as to Patented Inventions - The Council shall not be responsible for identifying all patents under which a license is required in using a Council standard nor for conducting inquiries into the legal validity of those patents which are brought to the Council's attention. Where applicable, a Council standard shall include a note worded as follows:

"The Research Council on Structural Connections takes no position respecting the validity of any patent rights asserted in connection with any item mentioned in this standard. Users of this standard are expressly advised that determination of the validity of any such patent rights, and the right of infringement of such rights are entirely their own responsibility."

15.4 Standards requiring the use of a patented invention shall be published by the Council only upon compliance with the forgoing provisions.

16. Liaison With Other Organizations

16.1 The Council Chairman shall appoint and the Council shall maintain liaison representatives with other organizations where mutual interests exist.

17. Council Reports

17.1 Annual Reports - The Council shall prepare a written report annually which shall be submitted to all members. The following information shall be included.

17.1.1 Dates and locations of meetings held during the year.

17.1.2 Total number of members and voting interests with a breakdown of the voting interests into Producers, Distributors, Users, Association, General Interest and Life members.

17.1.3 Administrative matters, such as changes in organization, revision of the Bylaws, and formation of new committees.

17.1.4 Council projects, such as symposia, papers, or publications sponsored, as well as cooperative activities with other organizations.

17.1.5 Special mention, such as awards and death of members.

17.1.6 Personnel changes but limited to changes of Council and committee officers.

17.1.7 The names of elected officers in the even-numbered years.

17.1.8 A summary of recommendations on standard approved by the Council since the last report.

17.1.9 Activities of committees.

18. Official Statements or Responses to Government Agencies and Other Organizations

18.1 There are occasions when the Council may be called upon, or may volunteer, to respond to government agencies, regulatory bodies, or other organizations in matters of standardization. Regardless of where the decision to prepare a statement or response may have originated, all such statements and responses shall be prepared in writing by the Executive Committee and shall be transmitted over the signature of the Chairman.

18.2 Official statements or responses shall have achieved the consensus of the Executive Committee and the response should so state.

18.3 Copies of the official responses shall be furnished to all members of the Executive Committee at the same time the response is sent to the government agency, regulatory body, or organization.

19. Amendments

19.1 Amendment(s) to these Bylaws may be proposed by the Executive Committee or through written petition by any ten members of the Council.

19.2 The proposed amendment(s) together with the recommendations of the Executive Committee thereon, shall be considered at the next meeting of the Council.