Revised: May 20, 2026

By-Laws of the Ductile Iron Society

Article I

Name, Location & Purpose

Section 1: Name

The name of this association shall be the "Ductile Iron Society"

Section 2: Location

The principal office of this Society shall be located at a site convenient for the Technical Director, but within the confines of the United States of America and approved by the Board of Directors.

Section 3: Purpose

The purpose of the Society shall be to represent its members in all matters of common interest in the fields of metallurgy, foundry production, process research, technical advice, technology transfer and quality control. In achieving its purpose, the Society shall, among other things:

(a) Believe that members of the society must constantly strive to produce castings that are more desirable than the competitive products of other metal working industries.

(b) Cooperate with members, consumers, and standard making bodies in the development of definite and concise ductile iron casting grades and specifications based on the merits of ductile iron.

(c) Cooperate with members and consumers in the improvement of the quality of ductile iron castings.

(d) Promote improvement of the ductile iron process and quality through research and educational devices and activities.

(e) Urge its membership to continuously strive to improve founding techniques toward the production of components having high dimensional fidelity, regardless of section and of high internal and external integrity.

Article II

Membership

Section 1: Members:

The members of the Society shall consist of companies or other entities that satisfactorily fulfill the conditions set forth in these by-laws and who have applied for membership. Dues for all classes of membership shall be established by the Board of Directors and reviewed as necessary.

Section 2: Classes of Membership:

(a) **Foundry Member**: Any foundry operating in North America which is engaged in the production of ductile iron castings, compacted graphite iron castings, or both shall be eligible to apply for membership in the Society. The production of these materials by all Divisions and/or Subsidiaries of the member company is to be included in the calculation of dues. A division of a larger organization can join individually.

(b) **Off-Shore Members:** The membership is to include foundries and associate firms. Off-shore members are anyone outside of North America. A maximum of ½ North American members will be allowed. They will not receive any voting privileges.

(c) **Associate Member:** Any company or other entity which has materials, equipment or services inherent to the production or subsequent processing of ductile, or compacted graphite irons shall be eligible to apply for membership in the Society in this class. The number of Associate Members is limited to one (1) for each foundry Member (this includes Off-Shore Foundry Members). For this formula, each Foundry Member Division and/or Subsidiary which produces either or both of these materials on which dues are paid will be counted as a member in addition to the parent company.

(d) **Research Patron:** Any company or other entity which uses ductile iron castings but does not produce ductile iron. Research Patrons shall have no voting privileges. These funds shall be used for research only.

(e) Alumni Group: The purpose of the Alumni Group is to enable the Society to have the benefit of the knowledge and experience of who have been leaders in the Society activities and who meet one or more of the following qualifications:

(1) Must have been an officer or director of the DIS; or, must have been unusually active in the Society on committee work, research or education. Any individual in this latter category will not become an alumnus automatically, but must be appointed by the Board of Directors.

(2) Must be retired from his/her former company or patron, but may continue to serve the industry as a consultant member.

(3) Must have no affiliation, part-time or otherwise with any producer of ductile iron.
- Members of the Alumni Group will pay no dues.
- Members may participate on any of the society's working Committees.
- Members may participate in all Society functions at an Honarary Rate
- Members will receive all regular mailings of the Society.

(f) Sole Proprietor Member: Scenario where total company is 1-2 employees. Number of Sole Proprietor members is limited to 10% of total members. Sole Proprietor members are not voting members. Same approval process as other members. Sole Proprietors must be involved in a volunteer capacity on atleast one committee or subcommittee.

Section 3: Approval of New Members:
Any company or other entity, which is eligible for membership under these by-laws, may submit an application for membership via the society website or email, the Technical Director, with the Chairman of the Membership Services Committee, will approve or disapprove the application. In the event of a disagreement, the application shall be submitted to the Board of Directors for its action. A Under these circumstances, a majority vote of the Directors shall be required for approval.

Section 4. Representation of Members:
Every member shall select from its organization a person or persons to represent it in the Society. In all Society matters such person or persons shall be deemed to be acting by and with the authority of the member whom They or they represent, and his/her or their presence and action shall be deemed the presence and action of such member.

Section 5. Termination of Membership:
Membership in the Society may be terminated as follows:

(a) Voluntary Withdrawal - Any member may withdraw from the Society after giving written notice of its intention to withdraw to the Society at its principle office.
(b) Failure to Pay Service Charges, Dues or Assessments - The Board of Directors may terminate the membership of any member in the Society who shall have failed to pay all dues or assessments owing to or levied by the Society within three months after the same shall have become due.
(c) Failure to Produce Castings - The Board of Directors may terminate the membership of any foundry member who, for a period of at least twelve consecutive months next preceding such action, shall not have been engaged in the production of ductile iron castings.
(d) Suspension or Expulsion - A member may for cause be suspended for a period or expelled; such as for violation of the by-laws of the Society or for conduct prejudicial to the best interest of the Society. Such suspension or expulsion shall be a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges upon which the proposed suspension or expulsion is based shall have been mailed by registered mail to the member under charges at such member's last recorded address at least fifteen (15) days before final notice of the time when and place where the Board of Directors is to take action in premises. The member in question shall be given an opportunity to present a defense at the time and place mentioned in such notice, before final action may be taken by the Board of Directors.

Section 6. Interest of a Terminated Member in the Society: All rights, title and interest of a member in the Society, shall cease upon the termination of the membership of such member of the Society.

Section 7. Reinstatement: Any company or other entity whose membership in the Society has terminated or has been terminated, as provided by these by-laws, and which shall desire to again become a member of the Society, or to have its membership therein reinstated, shall again become a member or be reinstated in the same manner as if it had never been a member.

Article III

Meetings of the Society and Voting of Members

Section 1: Annual Meetings: The annual meeting of the Society shall be held at such a place as may be designated in the notice of said meeting, in each fiscal year, on a day to be designated by the President. Historically it has taken place during the Luncheon at the Spring meeting.

Section 2: Special Meetings: Special meetings of the Society may be called at any time by a majority of the Board of Directors or by the President at times and places selected by the person or persons calling such meeting. It shall be the duty of the President to call a special meeting whenever a request to do so shall be made by a majority of the members of the Society.

Section 3: Notice of Meeting: The Technical Director shall email the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, to be delivered not less than ten days before the date of the meeting, to each member entitled to vote at such meeting.

Section 4: Voting: At all meetings of the Society each member shall have one vote on each matter brought before the meeting for action of the members.

Section 5: Proxies and Quorum: Any member of the Society, at a meeting of the members thereof, may vote by proxy duly executed and filed with the Secretary. One-third of the members of the Society (at a meeting for all members) or of the members of the Society in a given Section (at a meeting of the members of that section) shall be a quorum for the transaction of business.

Section 6 Letter Ballots in lieu of regular or Special Called Meetings: Any action of the Society except for the election of directors may be taken by a signed letter or e-mail ballot. All ballots shall fully state the subject matter on which action is to be taken and shall provide for recording the members of the Society in the affirmative or negative.

Article IV

Procedure

Section 1: Procedure: Except as otherwise provided by these by-laws in all meetings of the Society, Robert's Rules of Order shall govern any question of parliamentary procedure.

Article V

Government

Section 1: Powers of the Board of Directors: The property business and affairs of the Society shall be under the direction and control of the Board of Directors which shall have all the powers granted to it by these by-laws and all other powers necessary to carry out the purposes of the Society.

Section 2: Executive Committee: There shall be an Executive Committee consisting of at least three members. Members of this committee shall be the President, Vice President, and immediate past President. Other members may be elected by the Board of Directors.

During the intervals of the meetings of the Board of Directors, the Executive Committee shall possess and exercise all the powers of the Board of Directors, as delegated by the Board of Directors, in the management and control of the business of the Society. All action taken by the Executive Committee shall be reported to the Board of Directors at its first meeting thereafter and, if the rights of third parties have not intervened, shall be subject to revision by the Board.

Section 2.5: Nominating Committee: The nominating committee shall consist of the Executive committee and one associate member, chosen by the Executive Committee. The Nominating Committee is responsible for:

(a) Reviewing annual nominations for opening Board of Director seats and selecting directors from the nominations. The Nominating Committee may also go outside of the nominations to reach out to potential board members. They will submit the nominations to the Board or Director and subsequently the general membership at the Annual Meeting.

(b) Selecting Award Recipients for:

  Lifetime Achievement Award

  Outstanding Contribution Award

  Under Five Award

Section 3: Officers and Permanent Staff: The Board of Directors shall elect every two years, one of its foundry members as President of the Society and one of its foundry members as Vice President of the Society. The Board of Directors from time to time shall also elect persons to serve on a staff, the members of which need not be members or representatives of members of the Society. The Staff may consist of an Executive Director, a Technical Director, a Secretary, a Treasurer, and such assistants and employees as the Board of Directors may from time to time determine. The Executive Director or such other person as the Board of Directors may select shall be responsible to the Board of Directors for the activities of the Staff and They may from time to time designate members of the Staff to serve directly under one or more committees of the Society.

It shall be the function of the Staff to implement the purposes of the Society as it may be called upon to do so by the President, the Board of Directors or the committees of the Society. The Staff shall also be available to members of the Society on their individual industrial problems.

Section 4: Appointment and Removal of Officers and Employees:
The Board of Directors shall elect or appoint and, in its discretion, remove, discharge or suspend the officers of the Society, members of the Staff, and all employees, accountants and attorneys, who may be employed or retained by the Society.

Article VI

Election of Directors

Section 1: Number of Directors and Qualifications: The Board of Directors shall consist of a minimum of eight (8) persons who shall be Foundry Members of or the representatives of Foundry Members in the Society. Whenever any Director shall cease to be a Foundry Member of or the representative of a Foundry Member of the Society, They shall cease to be a Director without any action on the part of the Board of Directors or the members of the Society, and a vacancy in his/her office shall immediately exist. Four (4) additional Directors may be selected from the Associate Membership in accordance with Section 7 of this article. All Directors shall be nominated by the Nominating Committee and elected to office by a majority of the members present at the annual meeting.

Section 2: Term of Office: Directors shall hold office for a term of three years after which they will not be eligible to hold this office for a period of one year. Approximately one-third of the Directors shall be replaced each year in such a way as to maintain continuity of this Board. An immediate past President shall be ex officio a member of the Board of Directors with full power to vote until They is succeeded by the next immediate past President.

Section 3: Vacancy in the Board of Directors: In case of a vacancy in the office of a Director through death, resignation, disqualification or other cause, the vacancy thereby created shall be filled by appointment of the Board of Directors. Directors elected to fill such vacancy shall serve for the balance of the term of the Director whose death, resignation, or disqualification created the vacancy, and may succeed them in office at a regular election. The vacancy mentioned above can be filled first by the employer who may nominate someone to fill the position.

Section 4: Terms and Conditions for Associate Directors: There shall be up to four (4) Directors from the Associate Membership who shall be nominated and elected in the same manner as the Directors from Foundry Members, i.e. nominated by the Nominating Committee and elected by a majority of the members present at the annual meeting.

(a) The term of an Associate Director shall be three years, after which They shall not be eligible to hold this office for a minimum of one year.

(b) An associate Director cannot become an officer of the Society.

(c) An Associate Director shall have the same voting privileges as a Foundry Director. In matters that might prejudice his position in the industry, They may abstain from voting.

Article VII

Directors Meetings

Section 1: Calling of Directors Meetings: The President may call a meeting of the Board of Directors at any time. The President shall designate the times and place for the meetings of the Board of Directors. There shall be a minimum of two meetings of the entire Board per year.

Section 2: Notice of Meetings: Notice of the time and place of every meeting of the Board of Directors shall be given to each Director at least ten days before the date of the meeting.

Section 3: Quorum: 40% of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Article VIII

Duties of Officers and Staff

Section 1: President: The President of the Society shall preside at all meetings of the Board of Directors, and subject to the Board of Directors; They shall have general direction of the business of the Society. They shall keep the board of Directors fully informed of, and shall frequently consult with it concerning the business of the Society. They shall have the power to call meetings of standing or special committees, at such times and places as They may select to consider such special business as may require attention. The office of the President shall be limited to two consecutive terms. They shall be ex officio member of any standing or special committee. They shall serve without compensation.

Section 2: Vice President: The Vice President shall perform all the duties of the President in the event of the absence of the President. In the event of the death, resignation, or removal from office of the President, the Vice President shall perform all the duties of the President until his/her successor be duly elected.

Section 3: Secretary: The Secretary shall keep all records, minutes of all meetings, and handle the correspondence of the Society. They shall collect dues for the Treasurer. They shall have charge of books, records and papers of the Society and shall perform all duties usually performed by the Secretary of a corporation, together with such other duties as the Board of Directors may direct. They shall be a member of the Staff. The Technical Director may serve as the Secretary.

Section 4: Treasurer: The Treasurer shall have care and custody of the funds and securities of the Society and shall deposit the same in the name of the Society in such bank or banks as the Board of Directors, or as a committee designated by the Board of Directors for that purpose, may select. They shall give such bond for the faithful performance of this duty as the Board of Directors may from time to time require. They shall make all disbursements for and on behalf of the Society as directed by the Board of Directors and shall keep a correct record and account of all receipts and disbursements. They shall submit a detailed statement of the financial condition of the Society at each annual meeting or whenever called upon to do so by the President or the Board of Directors. They They may be a member of the Staff of the Society. The Board of Directors may require a third party independent audit from time to time as deemed necessary.

Section 5. Executive/Technical Director: The Executive or Technical Director is responsible for the conduct of such of the affairs of the Society as may be delegated to them by the President or the Board of Directors, for the proper administration of the offices of the Society.

The Executive/Technical Director shall be a member of the Staff and, unless otherwise determined by the Board of Directors, They shall be responsible to the Board for the activities of the Staff. They may from time to time delegate members of the Staff to serve directly under one or more of the committees of the Society. They shall supervise the technical and educational activities of the Society, ordinate research projects and maintain contact with technical engineering societies and groups. The Technical Director shall overlook the Research Committee meetings and at least once a year organizes a Ductile Iron Production Seminar.

Section 7: Combining of Duties: The Board of Directors may combine the duties of the Executive Director, Technical Director, Secretary, and Treasurer in any manner that is most advantageous to the function of the Society.

Article IX

Fiscal Year

Section 1. Fiscal Year: The fiscal year of the Society shall close on the 30th of June of each year.

Article X

Service Charges and Dues

Section 1. Initiation and Annual Dues: Establishment of dues schedules is the responsibility of the Board of Directors. In 2016, the Board of Directors approved that the NA Foundry Members dues were going to be locked in the 5 previous year's average and applied as of July 1, 2016. Then the Foundry dues would be reviewed in 5 years increments going forward. This will be done by sending out the form asking the members to review their dues status/cost based on yearly sales dollars of Ductile Iron ONLY.

Article XI

Assets and Relations of Members

Section 1: Assets of the Society: In the event of the dissolution of the Society, its assets shall revert to those members who are members of the Society at the time the dissolution is authorized by the members, or if not authorized by the members, at the time the dissolution becomes effective, and after making adequate provisions for the payment of liabilities of the Society, such assets shall be distributed among such members in the same proportion as annual dues were last charged against them.

Section 2: Relations of Members: The Society shall not interfere with the management of its members, and no member shall be bound against its will by any means employed by the Society in furtherance of its purpose.

Article XII

Committees

Section 1: Special Committees: With the approval of the Board of Directors, the Executive Committee annually shall appoint the chair and members of all Special Committees and of the following committees for the fiscal year:

- (a) Marketing & Membership Services Committee
- (b) Program and Publications Committee
- (c) Research committee
- ~~(d) Ductile Iron Marketing Committee~~
- (e) College and University Relations Committee
- (f) Special Committees may be established by the President or Directors

Section 2. Committee Reports: Upon taking office, the Chair of the various committees shall submit in writing to the Board of Directors setting forth the proposed activities of their respective committees for the coming year. Copies of these reports, as amended, altered and approved by the Board of Directors shall thereupon be forwarded to the members of the Society. Agenda's & Minutes to be posted on the Web Site.

The various committees' may from time to time be called upon to make such additional reports as the President or the Board of Directors may deem necessary or desirable.

Article XIII

Traveling Expenses

Section 1: Directors, Committee Members and Officers: The Directors of the Society, committee members, and officers of the Society who are not members of the Staff shall not be compensated for their services.

Section 2. Members of the Staff and Employees: The Treasurer shall authorize the payment of proper traveling and incidental expenses of members of the Staff and employees of the Society as authorized by the Board of Directors.

Article XIV

Amendments

Section 1: These by-laws or any part thereof may be altered, amended or repealed by a two-thirds vote of the members present at any general meeting of the Society or by letter ballot of two-thirds vote of the entire membership, provided, however, that the proposed amendment shall first have been submitted in writing to and have received approval of the Board of Directors.