

**BY-LAWS
OF THE
UNIFIED INTERNATIONAL TECHNICAL CONFERENCE
ON REFRACTORIES (UNITECR)**

INTERNATIONAL EXECUTIVE BOARD

*Official By-Laws
Revised: 15 December 2010*

CHAPTER 1 General Rules

Article 1: Names

This organization, THE UNITECR INTERNATIONAL EXECUTIVE BOARD, abbreviated as IEB, is organized to govern all matters related to the Unified International Technical Conference on Refractories, abbreviated as UNITECR.

Article 2: Office

The IEBs office (Secretariat) is located in Westerville, Ohio, USA.

Article 3: Makeup of the IEB (UNITECR Directors)

The IEB is composed of delegates from the Founding Member Organizations: The American Ceramic Society (ACerS), The German Refractories Association (GRA), Latin American Association of Refractory Manufacturers (ALAFAR), and The Technical Association of Refractories, Japan (TAR-J) representing, respectively, the following areas of the world: USA/Canada, Europe, Latin America and Japan.

Article 4: Continuation

The IEB will exist for an indefinite period.

Article 5: Objectives

The responsibility of the IEB is to organize the biennial UNITECR and any other meetings with a view to maintain and develop its activities. The IEB is also to contribute to the progress and exchange of industrial knowledge and technologies concerning refractories. The host organization for each biennial meeting is responsible for all related matters, including finances and publication of its conference proceedings.

Article 6: Character

The IEB is an international non-profit organization existing to pursue the aforementioned objectives.

Article 7: Duties of the IEB

The IEB shall carry out the following duties to fulfill the objectives of Article 5.

- 1) Definition of the concept of UNITECR
- 2) Determine the future location of UNITECR meetings, at least four years in advance.
- 3) Approval of new member organizations and resignations.
- 4) All other actions necessary to fulfill the objectives.

Article 8: Language
The official language is English.

CHAPTER 2 UNITECR Members

Article 9: Types of Members
UNITECR is composed of:

1) Founding Members

National or multinational associations /societies related to refractories who demonstrated a capability to adequately host the UNITECR biennial meeting and who are signatories to the original UNITECR founding charter.

2) Principal Members

National or multinational associations /societies related to refractories and who desire to associate with UNITECR and support its policies and goals.

- If there is a Principal Member application from the country (GRA, TARJ) / Region (ACerS, ALAFAR) of a Founding Member, then that Founding Member must approve the principle of the application for it to be voted on.
- There is a restriction to one (1) principal member from each country or continent (*e.g. DIFK for Germany and PRE for Europe is allowed in addition to the founding member GRA*).
- The selection will be based on a history of contribution “to the progress and exchange of industrial knowledge and technologies concerning refractories.”
- A principal member must have their society / members submit and present a minimum of 3 technical papers at each UNITECR conference.
- If a principal member does not fulfill this obligation for three consecutive conferences than they will have lost their status; however, they can be reinstated with a formal written commitment to meet the goal in the future.
- A principal member has the possibility to host a conference under the following guidelines
 - Make an official request of the IEB to hold the conference with a date and location.
 - Allow for mentoring/assistance as required in order to ensure success of the conference.
 - Maintain the two (2) year rotation in order to ensure the best possible technical presentations.
 - Only one (1) Principal member led conference could be held every 10 years.
 - A principal member from a founding country could only propose to work with the founding member as a partner and never alone.
 - The final approval will be given by IEB vote (2/3 approval – standard of all IEB votes).

3) Distinguished Life Members

Candidates for this distinction are persons who have demonstrated particular and outstanding merit in the domain of science, technology and management of refractories, or who have performed exemplary service in support of the goals and philosophy of UNITECR, including outstanding contributions to the organizing process for UNITECR meetings.

The selection process will be governed by the following:

a) At each biennial UNITECR meeting a minimum of two and a maximum of three persons will be designated Distinguish Life Members.

b) At each biennial UNITECR meeting one person will be formally designated by each of two of the four Founding Members, with the right to designate to be rotated; in 1995 this designation right will correspond to ALAFAR (Latin America) and GRA (Germany); in 1997 it will rotate to ACerS (USA) and TARJ (Japan).

c) A third Distinguished Life Member can be designated at each biennial meeting on an "At Large" basis. The "At Large" candidates may be from geographic areas outside of the Founding Member regions or from the Founding Members regions, and they can be proposed by both Founding and Principal Members.

d) Names and biographical background of the "At Large" candidates to be submitted to a Review Committee made up of the past, present and incoming presidents of UNITECR plus at least two or no more than three Distinguished Life Members to be nominated by the current Biennial Meeting Secretariat prior to March 31 of the meeting year.

e) Names and biographical sketches of the proposed "At Large" candidates to be submitted to the current Biennial Meeting Secretariat no later than March 31 of the year in which a biennial UNITECR meeting is to be held; this data will be promptly distributed to each member of the Review Committee, and they in turn will review and make their recommendations on the most qualified candidate, using a secret ballot and a hierarchical voting method.

f) Names and biographical background data on the two candidates being designated by two Founding Members to also be submitted to the UNITECR Secretariat prior to March 31 of the biennial meeting year.

g) In all cases, the standard UNITECR Nomination/Review Form shall be used for each candidate.

h) In order that the corresponding Distinguished Life Membership Certificates be prepared in advance of their presentation at biennial meeting, the IEB will review and inform the Permanent Secretariat, no later than July 31, of the names of those nominees who have been favorably processed by the IEC and who have received final IEB approval, by forwarding the original nomination form for permanent retention. The nominating, review and approval process to be accomplished by letter/mail/fax balloting.

i) It is the intent that the Distinguished Life Members selection process be confidential with the candidates and designees to remain unaware that they are under consideration.

j) Distinguished Life Members, as guest at all UNITECR conferences shall be exempt from payment or registration fees.

k) These amended regulations can be modified by the IEC/IEB as needed/required.

Article 10: Admission

An association or society that desires to become a member of the IEB must submit an IEB application form to the president and obtain approval at the biennial IEB meeting.

Article 11: Duties of Members

Members must comply with these By-Laws and carry out the decisions of the IEB.

Article 12: Rights of Members

The members have the following rights:

- 1) Each Founding Member Organization has the right to designate a person from its membership to serve as a voting representative at the biennial meeting. The voting representative has the privilege of casting one vote on behalf of that member organization on all IEB matters.
- 2) When a tie-breaking vote is required at the biennial meeting, the host country or region for that calendar year will cast the tie-breaking vote.
- 3) Each Founding Member Organization can designate two additional non-voting persons to attend the biennial meeting besides the voting representative.
- 4) Each Founding Member Organization can recommend several persons as observers to the biennial meeting, but without the right to speak or vote.
- 5) Each Principal Member organization can designate three non-voting persons to attend the biennial meeting.
- 6) Distinguished Life Members may attend the biennial meeting as a non-voting person.

Article 13: Resignation

Any member may resign from the IEB by writing a letter to the president, clarifying the reason for their resignation, after which it will be deliberated by the International Executive Council, and approved at the biennial meeting.

Article 14: Removal

The biennial meeting, by a two-third vote of those present, may terminate the IEB membership of any member who in its judgment has violated the By-Laws or has been found guilty of misconduct detrimental to the best interests of the IEB.

CHAPTER 3 Officers

Article 15: Makeup of the International Executive Council (Officers)

The International Executive Council, abbreviated as IEC, shall consist of the following officers: president, incoming president, vice-president and immediate past president.

Article 16: Election

The aforementioned officers and three designated IEB candidates are nominated by their respective sponsoring organizations. The president and vice-president shall come from the hosting organization of the current biennial meeting, the incoming president from the organization that will organize and host the next biennial meeting and the past president from the previous term. The incoming president shall become president in the year following the current UNITECR. Upon approval and election by the IEB at the current biennial meeting, the nominees will automatically assume their biennial terms of office at the start of the following calendar year.

Article 17: Duties of the Officers

The president shall represent and govern the activities of the IEB, namely, organizing the biennial meeting that will take place at the end of his term of office, presiding at IEC/IEB meetings, preparing the agenda and other related matters. The vice-president shall assist the president and act on his behalf in the president's absence. The incoming president shall also assist the president whenever possible and be kept informed on all business and activities regarding UNITECR planning and preparation.

Article 18: Term of Office

The officers shall serve for two years, beginning January I following the biennial meeting.

Article 19: Dismissal

The IEB, by a two-thirds vote of its members, may remove any officers from office for due causes.

Article 20: Compensation

The officers shall not be compensated.

CHAPTER 4 Meetings of the IEC/IEB

Article 21: Competence

The biennial meeting is the final decision-making point of the IEB. In spite of the aforementioned provision, the IEC can rule on important matters for promoting the activities of the IEB in accordance with the By-Laws. The decisions of the IEC must be reported to and approved at the next IEB biennial meeting.

Article 22: Call for the Meeting of the IEB

The IEB shall have a meeting once every two years (biennial) at the time of the UNITECR. Special meetings shall be called whenever the IEC deems necessary, or at the request of more than one-quarter of the Founding Member Organizations, or upon a request approved by the IEC.

Article 23: Notification of Meetings

The biennial meeting or special meetings, and IEC meetings are called by the president. Notification of meetings should be made to each member at least sixty (60) days before the date proposed for the meeting.

Article 24: Chairmanship

The president shall be the chairperson at the biennial meeting or special meetings. In his absence, the vice-president will serve in his behalf.

Article 25: Quorum

At the biennial meeting or special meetings of the IEB, a quorum shall consist of no less than half of the Founding Member Organization delegates. Mail vote - see Article 36.

Article 26: Decision

At the biennial or special meetings, each Founding Member Organization shall have one vote; and delegates may vote in abstentia according to Article 27. Unless otherwise specified in these By-Laws, a majority vote of those Founding Member Organizations present and voting or designating their voting intention according to Article 27 shall govern.

Article 27: Substitute Attendance

A Founding Member Organization delegate unable to attend a IEB or IEC meeting may send a substitute to act on his behalf or may send a letter of his voting intention to the IEB or IEC.

Article 28: Minutes

The minutes of all meetings shall include at least the following items: date and location of the meeting, number of registered voting members, attendance list and type of membership, agenda, summary of decisions, and voting records. The minutes must be signed by two attending members appointed by the president and distributed to all members.

CHAPTER 5 Assets and Accounts

Article 29: Construction of Assets

The assets of the IEB may consist of donations and other income.

Article 30: Management of Assets

The president is responsible for the management of assets which the IEB has approved.

Article 31: Budget and Accounts

The host area for the biennial meeting is solely responsible for budgeting, accounting, and controlling the revenue/expense ratio outcome for their sponsored UNITECR Congress and will prepare a final report after the UNITECR as a matter of record for the IEC/IEB.

Article 32: Fiscal Year

The fiscal year of the IEB starts January 1 and ends December 31 every year.

CHAPTER 6 Secretariat

Article 33: Commissioning

The IEB commissions The American Ceramic Society as its Secretariat.

Article 34: Secretary

The American Ceramic Society will provide administrative support to the IEB as necessary.

Article 35: Duties of Secretariat

The Secretariat will be responsible for the following: receipt and acknowledgment of applications, maintenance and distribution of membership lists, preparation of minutes of all meetings, and other necessary matters.

CHAPTER 7 Change in the By-Laws and Dissolution

Article 36: Amendments

Amendments to or repeal of these By-Laws shall be approved by a three-quarters affirmative vote of the Founding Member Organizations present and voting at any biennial meeting or special meeting of the IEB, duly called, provided written notice of the proposed changes have been sent to all of the members thirty (30) days before such meetings, or by a three-quarters vote of the Founding Member Organizations voting in a mail vote completed at least thirty (30) days before such meetings.

Article 37: Dissolution

The IEB may be dissolved by a three-quarters affirmative vote of the Founding Member Organizations present and voting at any biennial meeting or special meeting of the IEB, duly called, provided written notice of the proposed dissolution has been sent to all of the members thirty (30) days before such meetings or by a three-quarters vote of the Founding Member Organizations voting in a mail vote completed at least thirty (30) days before such meetings.

Article 38: Disposal of Assets

The IEB shall use any funds only to accomplish the objectives and purposes specified in the By-Laws and no part of said funds shall be distributed to the members. On dissolution of the IEB, any assets remaining shall be distributed to an organization with similar objectives, under the condition of approval by three-quarters of the Founding Member Organizations.

CHAPTER 8 Supplementary Rules

Article 39: Adoption of New Regulations

The IEB may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authorities and responsibilities to the IEC.

Article 40: Indemnification

IEB members and such others specified from time to time by the IEC shall be indemnified by the IEB against all expenses and liabilities including council fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been an officer or any settlement thereof, whether the person is an officer at the time such expenses are incurred, except in such cases wherein the officer is judged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.