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**BOARD OF DIRECTORS MEETING ♦ MINUTES ♦ Saturday, January 25, 2014**  
DoubleTree by Hilton Orlando at Sea World Hotel, Orlando, Florida – Coral A/B Room

**Board Members Present:**

David Green, President  
Richard Brow, Past President  
Kathleen Richardson, President-elect  
Ted Day, Treasurer  
Keith Bowman, Director  
Elizabeth Dickey, Director  
John Halloran, Director  
Vijay Jain, Director  
Edgar Lara-Curzio, Director  
Tatsuki Ohji, Director  
Ivar Reimanis, Director  
Lora Cooper Rothen, Director  
Mrityunjay Singh, Director

**Non-Voting Board Members Present:**

David Johnson, Parliamentarian  
Charlie Spahr, Executive Director

**Others Present:**

Geoff Brennecka  
Steven Tidrow

**Staff Present:**

Teresa Black  
Megan Bricker  
Eileen De Guire  
Sue LaBute  
Mark Mecklenborg

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**1.0 CALL TO ORDER AND OPENING STATEMENTS**

President Green called the meeting to order at 10:00 a.m. On motion by Jain, seconded by Rothen, the agenda was approved without additions.

**2.0 APPROVAL OF CONSENT AGENDA**

**2.1 Approval of Previous Board Meeting Minutes**

- October 26, 2013 Board Meeting

**2.2 Acceptance of Committee Reports**

**2.3 Approval of Student Material Advantage Chapters**

- Indian Institute of Technology (IIT) - Roorkee

On motion by Reimanis, seconded by Jain, the Board voted **unanimously** to approve the consent agenda of January 25, 2014.

**3.0 PRESIDENT'S REPORT**

**3.1 2014 Presidential Committees Reports**

*Fellows Committee*

Green provided an update on the status of the work of the Fellows committee:

- The Panel of Fellows will continue with the new selection procedure and improve as needed
- Revise the nomination instructions, specifically by providing examples of important metrics for the different professional tracks
- These metrics should serve as a guide for nominators, but not as sole and rigid evaluation criteria
- Asked the current chair (Raj Bordia) to ask his committee for suggested changes to the instructions
- Will add some examples of good nominations

### ***Society Lectures at MS&T***

Green reported that he received an email message from member Paul Becher (recent chair of the Orton Lecture Committee) relating concerns about the low attendance at the Society lectures that take place at MS&T– Rustum Roy, Orton, Sosman and Friedberg – and would like to find a way to enhance their visibility and increase attendance. One of Becher's suggestions was to move the Society lectures to the Division meetings, i.e., Sosman could move to the EMA meeting since it's a Basic Science Division lecture.

During discussion several possibilities were reviewed. Fewer ACerS members attend MS&T so it's reasonable that there are fewer attendees at the lectures. ASM and TMS are experiencing the same issue related to attendance at their lectures. It was suggested that the lectures should be scheduled at times when there are fewer competing events, which is difficult to do at MS&T. It was suggested that perhaps the lectures not be presented every year, or that they be moved to the various Division meetings, or that they be recorded and find alternate ways of bringing them to the membership. It was also suggested that the meeting app technology be used to issue reminders/prompts and that the lectures should be promoted more to possible boost attendance.

**Action Item:** Green will work with Mecklenborg and the meetings committee to try to come to a resolution using these good ideas discussed, perhaps try to change times, conduct more promotion, check into using the meeting app for promoting the lectures. Also, it was suggested that the Divisions use the app to promote Division related events; Bricker will pursue for Divisions promotions.

### ***Diversity in ACerS***

Green reviewed the initial report and recommendations from the Diversity in ACerS Presidential Committee. The committee is requesting endorsement of several strategic focus areas, including the posting of a diversity statement on ceramics.org.

Rothen referenced a posting on the Schumpeter's Notebook blog (January 21, 2014) titled "The Downside of Diversity" regarding an article authored by Roy Y.J. Chua of the Harvard Business School titled "The Costs of Ambient Cultural Disharmony: Indirect Intercultural Conflict in Social Environment Undermine Creativity" and encouraged the other Board members to review the blog and article.

Rothen moved, seconded by Lara-Curzio, that the Board approve posting the following diversity statement on ceramics.org.

Brow made a friendly amendment, seconded by Bowman, to approve posting the diversity statement on ceramics.org with the word 'expanded' removed. Rothen agreed with the amendment. The amended motion carried **unanimously**.

*The American Ceramic Society (ACerS) values and seeks diverse and inclusive participation within the field of ceramic science and engineering. ACerS strives to promote involvement and ~~expanded~~ access to leadership opportunity regardless of race, ethnicity, gender, religion, age, sexual orientation, nationality, disability, appearance, geographic location, career path or academic level.*

**Action Item:** Green will inform the Diversity in ACerS Committee that while the feedback from the Board was very positive, the Board would like one of the committee members to attend the next Board meeting to discuss their report and recommendations in person before further actions would be approved as it was felt it was a disadvantage to not have them here for discussion. Also, Green will inform the committee that there are questions related to diversity on the candidate information forms that are used by the nominating committee.

### ***Pan Am Ceramic Societies***

Green updated that a meeting is scheduled with José Varela from Brazil in Daytona Beach next week to discuss partnership opportunities. Green has been invited to give the opening lecture at the Brazilian Ceramic Society meeting in May 2014. A meeting is also scheduled with representatives from ECerS in Daytona Beach to follow up on discussions from the meeting held last year in Limoges between ACerS and ECerS officers to establish a student exchange program. The program will allow graduate students attending European universities to visit and interact with US universities. It is hoped that a reciprocal

program can be developed with possible help from the NSF. Brow is meeting with CCerS representatives in April in Shanghai at a glass expo meeting, topic of discussion is ways to increase participation in each other's meetings.

### 3.2 Strategic Planning for Emerging Opportunities Update

#### *Technical Interest Groups (TIGs)*

Richardson provided an update on the Manufacturing TIG, championed by Edmund Moore and Jeff Brundage, they requested additional support to help define the scope, working through the SPEO committee. Richardson is planning to provide a short briefing at CLS about TIGS. She requested that any new ideas for TIGs be sent to her.

## 4.0 FINANCIAL UPDATE

### 4.1 Preliminary (Unaudited) 2013 Results

Day reported that 2013 was a very good year financially, with both ACerS and CPC exceeding budget, bottom line goal was budgeted to make \$103k, actual results were \$887k.

Spahr reviewed the preliminary results and highlights:

- Society Total Revenue is \$607k ahead of last year's revenue and \$231k ahead of 2013 budget
- Combined surplus from 'other meetings', MS&T and Daytona are \$365k above 2013 budget and ahead of 2012 by \$215k
- Membership revenue is \$17k below last year's revenue and \$9k below budget
- Phase surplus outperformed budget by \$10k
- Bulletin revenues exceeded budget by \$8k
- CPC Total Revenue is \$196k ahead of last year's revenue and \$31k ahead of 2013 budget
- Magazine advertising revenue (CM and PMI) is ahead of budget by \$7k, but subscription revenue is below budget by \$18k
- Book sales continue to outperform in 2013 at \$103k over YTD budget, but DVDs are \$44k behind YTD budget
- Potters Council revenue is down \$9k YTD budget

### 4.2 Investment Portfolio Update and Major Fund Bank Balances

Spahr reported that approximately \$700k was earned on investments in 2013; overall, the society is up \$1.6 million from 2012 with 13 months of operating expenses in reserves.

### 4.3 2014 Budget Review and Approval

Day and Spahr reviewed the 2014 budget and noted the following highlights:

- Society revenue decline of (\$686k) is primarily due to the absence of UNITECR and PACRIM meetings in 2014
- Investment of \$189k for Ceramic and Glass Industry Foundation start-up activity, including the following:
  - Salary and benefits for a Development Director (half-year) - \$77k
  - Product development (DVDs and webinars) - \$78k
  - Consulting services - \$34k
- Renegotiated vendor contracts are projected to save \$100k in operating expenses
- One new Associate Editor position budgeted for Communications Department
- Accounting for the Foundation will be tracked separately, with ACerS paying for the budgeted expenditures of the Foundation in 2014
- Allocated (direct) and administrative (indirect) expenses have been realigned for more transparent reporting of operational results
- CPC overall revenue is projected to be flat compared to 2013 and overall expenses will increase by 3%
- Potters Council meeting revenue will decrease (\$67k) as only one international conference is planned

versus the two in 2013

- Art product revenue is budgeted to increase \$27k, spread between books and video
- CPC direct expenses are budgeted to decrease by \$84k, due to reallocation of sales staff salary/benefits and reductions in other programmatic expenses
- CPC overhead allocation will increase by \$166k as a result of the realignment of indirect expenses

On motion by Day, seconded by Reimanis, the Board voted **unanimously** to approve the 2014 Budget as recommended by the Finance Committee and presented in Appendix A.

## 5.0 EXECUTIVE DIRECTOR'S REPORT

### 5.1 Operations Update

Spahr provided operations updates by functional area:

#### ACerS

##### *Operations and IT:*

- Schneider Downs hired for 3-year engagement for audit and tax services, beginning with 2013 audit
- BrightKey customer service contract extended for six months, will continue to evaluate potential transition of customer service function in-house
- Developed and launched Ceramic Arts Daily (CAD) Mobile
- Updated the software that powers ceramics.org and updated security on servers

##### *Membership:*

- Paid individual members approx 2% down over 2012 (4,131 in 2013 vs. 4,205 in 2012)
- Corporate members up 8% over 2012 (118 members in 2013 vs. 108 members in 2012)
- YPN members up 34% over 2012 (170 YPN in 2013 over 112 YPN in 2012)
- Highest number of PCSA participants in 2013 (35 students / 3 international)
- YPN events will be held at EMA, ICACC, CLS & MS&T'14
- Student demo and lab kits available for sale at membership tables and experiments downloadable for free on ceramics.org (Sold 14 kits so far)
- PCSA Group and YPN to exhibit at USA Science Festival in April
- Division-targeted brochures, flyers and business cards created for all divisions for 2014 – robust LinkedIn campaigns and division promotion activities at all ACerS meetings – division websites updated
- Corporate member lunch at ICACC'14 and one to be held in November 2014 in Columbus

##### *Journals:*

- Committee Approved Policy to Accept Supplementary Materials in all three journals
- Wiley agreed to offer 15% discount to members for article processing charges for Wiley's Online Open program
- Journal Full-Text Article Downloads
  - JACERS: 2013 – 818,752; 2012 – 789,830
  - ACT: 2013 – 72,333; 2012 – 67,114
  - IJAGS: 2013 – 20,331; 2012 – 12,078

##### *Meetings and Education Products:*

- Two new meetings were signed – 9<sup>th</sup> International Conference on High Temperature Ceramic Matrix Composites (HTCMC99) in June 2016, in Toronto and Ceramics Expo, in april 2015, in cleveland.
- Sintering of Ceramics DVD – sold 30 units in 2014
- Signed agreement with Steve Freiman to produce a “Fracture of Brittle Materials” DVD in 2014
- Signed Memorandum of Understanding with Florida Institute of Technology to explore producing joint DVD products based on Larry Hench's FIT online courses targeting bioengineers, ceramic engineers, material scientists and Healthcare professionals

*Communications/Bulletin/CTT:*

- 800 vendors in ceramicSOURCE
- 2013 ad revenue ~\$12,500 ahead of plan
- 1.3 million CTT emails delivered - 13,000 subscribers
- Two associate editors hired to start in February

**Ceramic Publications Company**

*Magazines*

- National Sales Manager now also working on ACerS products and events, with a new advertising-support position filled
- Print promotions ramped up for early 2014, as well as tablet promotions as we come up on first-year renewals

*Books*

- One updated and one re-release title planned for first quarter

*Videos*

- Market testing price points and product types in Q1: Launching new compilation DVDs to broaden our market reach, and split-testing prices
- For the second year in a row, we will produce a sponsored DVD for educational market in Q1

*Potters Council*

- Two regional conferences, two sponsored conferences, and a new one-day conference (with a multi-presenter format) planned for first quarter
- Cross-promotions with magazine subscriptions launched in January

**5.2 Ceramics Expo Trade Show Update**

- First event scheduled for April 28-30, 2015 in Cleveland
- Personnel from our partner, Smarter Shows, will be in Orlando and Daytona Beach this week and will attend Board lunch to discuss, answer questions, promote
- Mark Mecklenborg is ACerS rep for the event's Advisory Committee
- Major sales push is beginning now and in Daytona Beach during the ICACC

**6.0 CERAMIC AND GLASS INDUSTRY FOUNDATION**

• **Activity Update Since October Meeting**

Spahr provided an update of the work that was completed since the October meetings. Legal documents for incorporation of CGIF as non-profit LLC are ready for execution; Foundation logo, letterhead, business cards have been designed; internal accounting codes for Foundation activity have been established; draft of 'Case for Support' completed for discussion today.

Three working groups were formed to focus on different functions and have each held one working conference call so far; additional volunteers are needed. The groups are:

1. University-Corporate Networking
2. Corporate Programming including Continuing Education
3. Fundraising and CGIF Board structure

During the budget discussion, Spahr noted that ACerS will pay the start-up expenses of the Foundation in 2014.

- **Presentation from Bill Sorensen - Foundry Educational Foundation (FEF)**  
Bill Sorensen presented a very informative outline of the how the Foundry Educational Foundation operates and how they accomplish their goals. His presentation included information on their Board structure and their role, as well as best practices, criteria for the schools, key professors, fundraising, recognition activities, scholarships and sponsorships. He summarized that the personal touch is important and that it's important to note that 83% of funds raised goes directly to programming.
- **Review of Draft Version of 'Case for Support'**  
Spahr distributed the draft version of the Case for Support. The purpose of this document is for it to be used by anyone talking about the foundation, not for mass mailings, it will be a part of a larger presentation. Suggestions were to include pictures of people, a couple versions may be needed to target different segments, want to make sure everyone sees themselves in it, tell how ceramics are helping general society, need stories with emotional impact, real world examples, as well as traditional ceramics, and glassware. Could develop single page 'case studies,' i.e. Mo-Sci, water filters, etc., replaces the need for customization. Include quotes from notable figures in ceramics such as Dr. Inamori from Japan, others in Europe, South American, US astronaut/member Bonnie Dunbar.
- **Next Steps**  
Spahr reported that salary for a new staff position was budgeted to begin mid-year 2014, but now plan to recruit earlier in the year; a high level development director to focus on fundraising is needed. Will continue to draft the Case for Support using the feedback received today, will begin to prioritize the fundraising activities and goals, as well as program development and the internship database. Send any suggestions for the Foundation to Spahr.

## 7.0 PARLIAMENTARIAN REPORT

### Foundation

On motion by Singh, seconded by Lara-Curzio, the Board voted **unanimously** to amend Constitution Article XVI. Foundations and to By-Laws Article BXVI. Foundations as described in the Parliamentarian's report in Appendix B, and revisions reflected in Appendix C.

## 8.0 EXECUTIVE SESSION

The Board moved into executive session.

## 9.0 COMMITTEE APPOINTMENTS

On motion by Green, seconded by Singh, the Board voted **unanimously** to approve Oh-Hun Kwon as chair of the Corporate Technical Achievement Award Committee for the term of January 2014 to October 2014. (Note: Rebecca Schulz was in line to be chair this year, however, as she has not renewed her membership, which makes her ineligible to serve on the committee.)

## 10.0 NOMINATING COMMITTEE REPORT

On motion by Singh, seconded by Jain, the Board voted **unanimously** to approve the slate of nominees for the positions of President-elect and Board of Directors as presented by the 2013-2014 Nominating Committee:

President-elect nominee - Society term 2015-2016:	William Lee
Director nominees - Society term 2014-2017:	Michael Alexander, Geoffrey Brennecka, Hua-Tay Lin

## 11.0 EXECUTIVE PERFORMANCE ASSESSMENT



## The American Ceramic Society 2014 Budget

For 2014, the Society is projecting a combined net operating surplus of \$175,579, with total revenues projected at \$7,069,741 and total expenses at \$6,894,161. ACerS is budgeted to deliver a net operating deficit of (\$167,853) and CPC is planned to generate a surplus of \$343,431.

### ACerS

In 000's	2014 Budget	2013 Forecast	2012
Revenues	3,580	4,267	3,922
Expenses	3,748	4,096	3,735
Surplus/(Deficit)	(168)	171	187

### CPC

In 000's	2014 Budget	2013 Forecast	2012
Revenues	3,489	3,488	3,344
Expenses	3,146	3,064	2,945
Surplus/(Deficit)	343	424	399

### TOTAL

In 000's	2014 Budget	2013 Forecast	2012
Revenues	7,070	7,755	7,266
Expenses	6,894	7,160	6,680
Surplus/(Deficit)	176	595	586

## Major Themes and Factors in 2014 Budget

### REVENUE

The \$685k decrease in total revenue is primarily due to smaller meetings in both ACerS and CPC. ACerS meeting revenue is projected to decrease by \$784k due to the absence of UNITECR and PACRIM in 2014. CPC's revenue is projected to remain relatively flat with a \$67k decrease in Potters Council meetings that will be offset by increased revenue in other line items.

### EXPENSES

The \$646k decrease in direct expenses (see page 13) is primarily due to the change in planned meetings as noted above. Allocated (direct) and administrative (indirect) expenses have been realigned for more transparent reporting of operational results. Schedule A includes a listing of the indirect expenses that are allocated to the department budgets.

Salaries have been budgeted with a 3% annual increase pool and health benefits have been budgeted with a 5% increase.

Additional expenses of \$189k have been added to the ACerS budget for the Ceramic and Glass Industry Foundation start-up activity. This includes \$77k in salary and benefits for an executive director (half-year), \$78k in new product development (DVDs and webinars), and \$34k for consulting services.

Through the renegotiation of ACerS and CPC vendor contracts, annual savings of approximately \$100k will be realized. Schedule B includes a listing of new contracts and anticipated savings associated with each.

**Staffing**

The 2014 budget reflects several planned staffing changes.

- A. *Bulletin* Associate Publisher Pat Janeway will be retiring at the end of 2013. The National Sales Director for *Ceramics Monthly* and *Pottery Making Illustrated*, Mona Thiel, will assume responsibility for *Bulletin* sales in January. A new Advertising Assistant position has been added in this budget to provide administrative support for the National Sales Director. Because of the Director's experience and the additional sales support, we anticipate the effect of this transition on revenue to be minimal.
- B. The Editor of *Pottery Making Illustrated* and Arts Book Program Manager, Bill Jones, plans to retire in mid-2014. With the reallocation of CPC staff and utilization of freelance writers and editors, we anticipate this transition will be budget neutral.
- C. A new Associate Editor position for the *Bulletin* has been added in this budget to develop new strategic communication initiatives including better utilization of social media.

**ACerS****MEMBERSHIP**

Membership Category	2014 projected	2013 projected	2012 actual
Individual, paid	3,623	3,479	3,688
Corporate	120 (377 ind)	114 (335 ind)	108 (326 ind)
Associate	50	43	63
Senior	130	126	128
<b>TOTAL PAID</b>	<b>4,180</b>	<b>3,983</b>	<b>4,205</b>
Associate Comp	443	443	341
Distinguished Life	51	51	51
Honorary	17	17	17
Emeritus	929	929	937
<b>TOTAL OTHER</b>	<b>1,440</b>	<b>1,440</b>	<b>1,346</b>
<b>TOTAL MEMBERS</b>	<b>5,620</b>	<b>5,423</b>	<b>5,551</b>

**REVENUE**

Overall revenue is projected to remain relatively flat from 2013 projections, increasing by \$5k. Projections for membership categories are reported below.

**A. Individual Members**

The number of paid individual members is expected to grow in 2014 to 3,623 with membership dues budgeted at \$399k. Recruitment efforts will focus on young professionals, international (particularly Japan, China, and Europe), and nonmembers who have participated in the Society via LinkedIn, *CTT*, and TIG.

**B. Corporate Members**

In 2014, the number of corporate members is expected to increase to 120 corporations with membership dues budgeted at \$64k. Recruitment plans include expanded communication via email, printed materials, and personal phone calls. Marketing campaigns will be targeted to such audiences as lapsed members, *Bulletin* advertisers, and companies featured in *CTT*.

**C. Other**

Student membership revenue is projected at \$14k, received from the Material Advantage program, and Division Membership revenue is budgeted at \$4k.

**EXPENSES**

ACerS membership expenses will increase by \$12k (2%) in 2014 and will include the following activities:

Increased emphasis will be placed on paid electronic marketing campaigns through LinkedIn and google ad words. In addition, analytic tools will be utilized to determine the effectiveness and return on marketing investments. There will be an increased presence at division and topical meetings, including Electrospinning and Biomaterials, and at industry networking events.

Two new outreach initiatives are planned in 2014 at the Future Leaders meeting at CLS and the National Science and Engineering Festival in Washington DC. Plans at the festival include interactive demonstrations, contests and ceramic and glass material information for school teachers and students. The booth will be staffed by PCSA students, ACerS members, and ACerS staff and will be targeted mainly to middle and high school aged children. The PCSA will be selling their demo and lab kits and is planning an educational outreach section on the ceramics.org website where teachers and students can download free experiments and ceramics and glass information.

**MEETINGS**

2014 Meetings include the following areas: (A) International Conference on Advanced Ceramics and Composites, (2) MS&T; (3) Division and Topical Meetings; and (4) Workshops & Short Courses. A total of 11 meetings will be run or supported by ACerS.

<b>Meetings</b>	<b>2014 Budget (000)</b>	<b>2013 Forecast (000)</b>	<b>2012 Actual (000)</b>
<b>ICACC</b>			
Revenue	492	481	455
Direct Expenses	321	314	302
Net Operating Surplus	171	167	153
<b>MS&amp;T</b>			
Revenue	296	209	301
Direct Expenses	128	130	144
Net Operating Surplus	168	79	157
<b>Division &amp; Topical Meetings</b>			
Revenue	624	1,586	941
Direct Expenses	537	1,201	877
Net Operating Surplus	87	385	64
<b>Workshops &amp; Short Courses</b>			
Revenue	81	Included in Topical	Included in Topical
Direct Expenses	63		
Net Operating Surplus	18		
<b>Total Meetings</b>			
<b>Revenue</b>	<b>1,493</b>	<b>2,276</b>	<b>1,697</b>
<b>Direct Expenses</b>	<b>1,049</b>	<b>1,645</b>	<b>1,323</b>
<b>Net Operating Surplus</b>	<b>444</b>	<b>631</b>	<b>374</b>

- A. International Conference on Advanced Ceramics and Composites (ICACC 2013)** – Revenues from ICACC 2014 are budgeted at \$492k, an increase of \$11k from 2013. Registration revenue is budgeted to increase \$13k, exhibit revenue \$2k and sponsorship is budgeted to decrease \$4k from 2013. The registration revenue increase is due primarily to an average rate increase of \$10 plus an increase in attendance from 1,033 to 1,050. The exhibit will include 55 booths versus 42 in 2013 at a slightly higher rate. Expenses are budgeted at \$321k, which is \$7k higher than 2013, primarily due to changes in staffing allocations. Operating surplus is budgeted to increase from \$167 in 2013 to \$171k in 2014.
- B. MS&T/Annual Meeting** –The American Ceramic Society’s share of the MS&T surplus will increase from a forecasted \$209k in Montreal to a budgeted \$296k in Pittsburgh in 2014. The 2014 surplus is projected to increase because it will be shared with four partners instead of five (METSOCs involvement was only for 2013). Overall, the ACerS operating surplus from MS&T 2014 is budgeted at \$168k compared to \$79k in 2013.
- C. Division and Topical Meetings** – In 2014 ACerS will run six topical and division meetings. ACerS ran six division and topical meetings in 2013, including two large and financially successful topical meetings: PACRIM 10 and UNITECR 2013. As in 2013, ACerS will provide meeting services to GMIC to run the 2014 Glass Problems Conference. In addition, ACerS will provide significant staff support to run the Glass and Optical Materials/German Glass Society meeting in Aachen, Germany in May 2014. A reciprocal GOMD/DGG meeting will be run in 2015 in which ACerS will have financial responsibility. Division and Topical Meetings for 2014 include:
- *Electronic Materials and Applications 2014 (EMA)*, January 22-24, 2014, Orlando, FL
  - *Material Challenges in Alternative and Renewable Energy (MCARE)*, February 16-20, 2014, Clearwater, FL.
  - *Structural Clay Division Meeting*, March 3-5, 2014, Knoxville, TN.
  - *Ceramics Leadership Summit*, April 7-9, 2014, Baltimore, MD.
  - *Cements Division Meeting*, June or July 2014, Tennessee Tech University, Cookeville, TN.
  - *2<sup>nd</sup> Innovations in Biomedical Materials: Focus on Ceramics*, July 30-August 1, 2014, Columbus, OH.
  - *3<sup>rd</sup> International Conference on Electrospinning*, August 4-7, 2014, San Francisco, CA.
  - *75<sup>th</sup> Conference on Glass Problems*, November 3-5, 2014, Columbus, OH.

These meetings will generate revenue of \$624k and an operating surplus of \$87k. This compares to revenue of \$1,586k and operating surplus of \$385k in 2013. Revenue and expense details by meeting are below. 2013 was a very successful year for meetings due to UNITECR and PACRIM, which together contributed more than \$300k of the operating surplus.

<b>Division/Topical Meetings Detail</b>	<b>2014 Budget (000)</b>	<b>2013 Actual (000)</b>	<b>2012 Actual (000)</b>
<b>EMA</b>			
Revenue	117	102	66
Direct Expenses	97	89	65
Net Operating Surplus	20	13	1
<b>MCARE</b>			
Revenue	110	-	125
Direct Expenses	99	-	101
Net Operating Surplus	11	-	24
<b>Structural Clay Division</b>			
Revenue	22	23	-
Direct Expenses	19	17	-
Net Operating Surplus	3	6	-

<b>Division/Topical Meetings Detail (con't)</b>	<b>2014 Budget (000)</b>	<b>2013 Actual (000)</b>	<b>2012 Actual (000)</b>
<b>Ceramics Leadership Summit</b>			
Revenue	78	-	-
Direct Expenses	76	-	-
Net Operating Surplus	2	-	-
<b>Cements Division</b>			
Revenue	19	17	16
Direct Expenses	18	14	15
Net Operating Surplus	1	3	1
<b>2nd Bioceramics</b>			
Revenue	118		90
Direct Expenses	77		90
Net Operating Surplus	41	-	-
<b>3<sup>rd</sup> Electrospinning</b>			
Revenue	120	-	-
Direct Expenses	103	-	-
Net Operating Surplus	17	-	-
<b>Glass Problems</b>			
Revenue	40	30	36
Direct Expenses	27	26	25
Net Operating Surplus	13	4	11

*Note: This chart does not include salaries and other allocated direct expenses for future meetings; therefore, expenses do not add up to total for Division and Topical Meetings category.*

**D. Workshops & Courses** – Workshops & Short Courses include the ACerS-NSF PI Workshop and short courses and educational DVDs, which are forecast to generate \$70k in revenue in 2013. Workshops & Courses revenue is budgeted at \$81k in 2014: (A) Workshops (\$30k), (B) 5 short courses (\$30k) and (C) DVD sales (\$21k). In addition to the Sintering DVD, which was released in June 2013, ACerS will produce at least one more education DVD in 2014. Workshops & Courses are budgeted to generate an operating surplus of \$17k compared to \$11k in 2013.

In addition, \$78k in expenses has been added for items related to the start-up of the Ceramic and Glass Industry Foundation (CGIF). \$60k is budgeted for the production and distribution of up to three short courses on DVD and/or streaming on the web. These courses are intended to become a staple of the type of content that CGIF will provide to the Industrial community once the Foundation is fully functional. An additional \$18k is set up to produce and distribute up to three online webinars, also directed to a business audience.

**TECHNICAL PRODUCTS**

Products include two primary areas: (A) Phase Equilibrium Diagrams Program and (B) Technical Books.

<b>TECHNICAL PRODUCTS</b>	<b>2014 Budget (000)</b>	<b>2013 Forecast (000)</b>	<b>2012 Actual (000)</b>
<b>Phase</b>			
Revenue	201	190	216
Direct Expenses	117	125	62
Net Operating Surplus	84	65	154
<b>Technical Books</b>			
Revenue	152	187	160
Direct Expenses	109	118	99
Net Operating Surplus	43	69	61
<b>Total Products</b>			
Revenue	353	377	376
Direct Expenses	226	243	161
Net Operating Surplus	127	134	215

- A. Phase Equilibrium Diagrams** – The Phase Equilibrium Diagram program operating surplus is budgeted to increase from \$65k in 2013 to \$84k in 2014 due to the release of Phase 4.0 in December 2013 and the release of a new version of Phase Online in April 2014. We expect to sell 101 single and multiple DVDs in 2014 compared to the 81 that were sold in 2013. Online sales to libraries are remaining strong and are budgeted to increase \$3k from \$98k in 2013 to \$101k in 2014. Costs will be reduced due to lowering the cost of hosting Phase Online when the new version is released. ACerS is now charging NIST a \$10,800 annual administrative fee to manage editorial contracts on behalf of NIST.
- B. Technical Books** – The operating surplus from technical books is budgeted at \$43k, which is a \$26k decrease from 2013. Revenue for proceedings built into the price of conferences will decrease \$35k in 2014, primarily due to the absence of UNITECR. Royalties are budgeted to increase \$2k through release of 3 new ACerS-Wiley Series books and 5 additional CTs from PACRIM10 and 1 CT from HTCMC8.

**JOURNALS**

<b>JOURNALS</b>	<b>2014 Budget (000)</b>	<b>2013 Forecast (000)</b>	<b>2012 Actual (000)</b>
Revenue	919	823	831
Direct Expenses	284	293	294
Net Operating Surplus	635	530	537

Operating surplus from journal operations is budgeted at \$635k, a \$105k increase over 2013. Most of this increase is due to the decision to recognize amortized revenue of \$100k as part of journal revenue in 2014. This was the last of 10 - \$100k annual payments that we received to enter the original 2004 ACerS-Blackwell agreement. Page charges and member print subscription revenue is budgeted to decline \$9k in 2014. Copyright revenue is budgeted to increase \$3k and editorial revenue another \$3k. Total expenses are declining from \$293k to \$284k due to lower printing costs and a small reduction in the use of a free-lance editor for manuscript assignments.

**COMMUNICATIONS, including the *Bulletin***

<b>COMMUNICATIONS</b>	<b>2014 Budget (000)</b>	<b>2013 Forecast (000)</b>	<b>2012 Actual (000)</b>
Revenue	323	303	328
Direct Expenses	455	480	471
Net Operating Surplus	(132)	(177)	(143)

**REVENUE**

Revenue from *Bulletin* display advertising for 2014 is projected to be \$214k, a \$4K decrease from 2013. Magazine display advertising revenue for the *Bulletin* in 2013 exceeded budget because of the effect of several very large meetings, in particular PACRIM10, UNITECR13, and MS&T13. The 2014 meeting schedule has fewer “big” meetings to generate ad revenue for the “show issue” of the *Bulletin*.

Other external sources of *Bulletin* revenue come from business services/consulting advertising, classified advertising, subscription revenue, and copyright royalty fees. These revenue sources are expected to perform at about the same levels as previous years. In 2014, in-kind revenue allocations have been added to reflect the costs of “house” ads and meeting program guides in the *ACerS Bulletin* (this is offset by expenses in the Membership and Meetings budgets).

**EXPENSES**

The largest expenses in the Communications Department relate to *Bulletin* production (printing and postage) and personnel (salary and travel).

**A. Production**

The contract with ACerS print vendor, Fry Printing, was renegotiated as part of the contract renewal process, resulting in a 4-7% cost reduction in printing expenses. The budget also accommodates a typical midyear increase in paper costs. In addition, two offsetting trends are expected to have a net effect of decreasing postage costs. US Postal Service costs are budgeted to rise by six percent in 2014, to reflect possible approval by the USPS Board of Governors of a six percent ‘exigent’ price increase. However, international mailing costs will decrease by 25 percent per the new terms of the renewal contract with our mailing vendor, IMEX. (IMEX bought our previous vendor, Pitney-Bowes, and passed along some of the economies of their consolidation to us.) Total mailing expenses are projected to decrease by about five percent.

**B. Personnel - Salary**

The salary budget includes adding an Associate Editor to the staff to allow an expanded reach through new initiatives and new outreach channels. Specifically, the new staff member will write *CTT* postings, utilize social media tools such as LinkedIn, Twitter, etc., find and post news headlines, and handle administrative tasks associated with *CTT* and *ceramicSOURCE*.

An additional staff member would enable the department to engage in outreach beyond the ceramic materials community, increase the value and impact of *CTT* and *Bulletin*, and support business through greater promotion of the *ceramicSOURCE*.

It would also expand those things that are working very well, such as increasing *CTT* postings to three or more per week, developing and maintaining a *CTT* LinkedIn presence, promoting ACerS articles through press releases and LinkedIn postings, and using social media at meetings.

**C. Staff Travel**

Traveling to ACerS conferences, third party workshops, ceramics manufacturers, etc. is a key part of fulfilling the mission of the Communications Department. In addition to MS&T and several events in Columbus Ohio,

the 2014 budget also provides for the Director of Communications to travel to Germany for GOMD and to visit a number of significant ceramics manufacturers and facilities in western Germany.

## **CERAMIC PUBLICATIONS COMPANY (CPC)**

The Ceramic Publications Company (CPC) is budgeted to return a combined operating surplus (net of overhead allocations) of \$343k for 2014, which is \$81k lower than the 2013 forecast. Revenue is budgeted flat to 2013 forecast, and direct expenses are budgeted to decrease \$84k, primarily due to a reduction in conference, printing, and marketing expenses. The decrease in the CPC net surplus is due an increase of \$166k in the CPC overhead allocation as a result of the realignment of indirect expenses.

### **Membership (Potters Council)**

#### **REVENUE**

Revenue is budgeted \$4k more than 2013 forecast. Potters Council renewals have remained steady for the last half of 2013, and we expect to see a 60% renewal rate through 2014. New memberships have been lagging somewhat, but new member incentive offers and benefits will be introduced that are low in cost but high in member value to increase the effectiveness of direct mail campaigns for new members.

#### **EXPENSES**

Membership expenses are budgeted \$23k higher than 2013 forecast. These increases are spread across several smaller line items such as fulfillment, direct mail costs, and board expenses for travel. More board members are budgeted to attend the in-person meeting at NCECA, though some of this expense may be saved when final board travel plans are made.

### **Meetings**

#### **REVENUE**

Revenue is budgeted down \$67k from 2013 forecast because of planning only one international conference in 2014. While these are profitable events, the staff resources required to plan and implement two in the same year are significant, and detract from the primary focus of building and servicing domestic membership. Instead of a second international conference, one regional conference will be added, for a total of four, as well as one additional sponsored event (three total), and three one-day conferences will be maintained in Columbus. There is some room for improving Meetings performance, because although revenue is currently budgeted at 85% of venue capacity, the marketing goal will be to sell the conferences to full capacity.

#### **EXPENSES**

Meetings expenses are budgeted down \$56k compared to 2013 forecast, all of which comes from Tours/Transportation, which is directly related to removing the second international conference from the schedule.

### **Products**

#### **REVENUE**

Overall revenue is budgeted \$27k more than 2013 forecast, and is spread more or less evenly between books and video. The increase in books revenue is projected to be weighted toward downloadable products, since the mobile market continues to grow, as is evidenced by the steady increase in mobile traffic on Ceramic Arts Daily (25% of all traffic year-to-date is mobile). At the same time, the increase in video is projected to be

weighted toward hard copies. The introduction of a new video-compilation format will expand the volume of new releases in 2014.

## **EXPENSES**

Products expenses are budgeted \$42k more than 2013 forecast, mitigated further by savings on Ceramic Arts Daily email marketing of just over \$18k, which began to be realized in October 2013 due to switching email vendors and taking advantage of a pricing structure with clear financial advantages.

### **Magazines and Advertising**

## **REVENUE**

Overall revenue is budgeted \$37k more than 2013 forecast. This includes modest increases in print circulation for *Ceramics Monthly* (CM) and *Pottery Making Illustrated* (PMI), with the majority of editorial revenue increases due to tablet magazines being available for the entire 2014 budget cycle (we launched in April of 2013).

On the advertising side, CM ad pages are projected to be relatively flat to current 2013 projections (better than forecast by about \$10k), and there is more potential for PMI pages to grow—by about 4%—due to its increased circulation and standing in relation to competitors in the field. Additionally, Ceramic Arts Daily is scheduled to have two online contest sponsorships, which is one more than in 2013.

## **EXPENSES**

Magazines and Advertising expenses are budgeted down \$93k compared to 2013 forecast. Salary allocations account for \$47k of this reduction, due to the National Sales Director splitting time between art publications and ACerS sales efforts. The new three-year print contract (maintaining the same vendor) reduces print bills by 4-7%. This is the largest single expense line after salaries and amounts to \$16k of savings. A possible 'exigent' postal increase of 6% has been mitigated with a significantly reduced contract rate for international mailing (a 25% reduction—again remaining with the same re-mail vendor), which keeps postage costs flat to 2013 forecast. It is possible further savings than indicated will be realized if the 'exigent' postal-rate increase does not materialize.

## **ADMINISTRATION AND IT**

The Administration and IT operating surplus/(deficit) is allocated as indirect overhead expenses to ACerS and CPC (see Schedule A). The ACerS website and other ACerS-specific expenses in Administration and IT are allocated as indirect expenses across ACerS departments.

### **REVENUE**

The \$100k from Wiley, as referenced above, has been reallocated to Journals rather than Administration. Other revenue includes fees for space and other services provided to GMIC.

### **EXPENSES**

#### **A. Consulting**

The consulting budget for 2014 is set at \$84k and includes resources for several projects.

Relating to CGIF activities there is an additional \$10k set aside for creating the 'Case for Support' and related marketing materials; \$10k for anticipated additional travel on the part of the ED and Foundation Advisory committee members for the purpose of fundraising; and \$14k for outside consulting support, e.g., administrative, legal etc., throughout the year.

The remaining budget includes \$10k for marketing studies, \$20k for the creation of a ceramic materials properties database, \$6k for training for the accounting and association management systems, and the remaining \$14k for general consulting purposes.

**SCHEDULE A**

<b>ADMINISTRATIVE OVERHEAD CATEGORIES</b>	<b>BUDGETED EXPENSE</b>
<i>Expenses allocated to ACerS and CPC</i>	
Salary and benefits for employees in the Executive Office, Finance and Operations, and Information Technology	\$829k
Facilities, including rent, operating and maintenance costs, offsite storage, and equipment	\$305k
Board and Committee Expenses and Administrative Staff Travel	\$95k
Consulting, including general, IT and Marketing	\$65k
Professional services, including accounting, audit and legal	\$46k
Depreciation	\$37k
Supplies and Other Consumables	\$19k
<b>TOTAL EXPENSE ALLOCATED TO ACerS and CPC</b>	<b>\$1,396k</b>
<i>Expenses allocated to ACerS only</i>	
ACerS Website	\$119k
Ceramic and Glass Industry Foundation (salary and consulting)	\$112k
ACerS association management system (netFORUM)	\$107k
<b>TOTAL EXPENSES ALLOCATED TO ACerS ONLY</b>	<b>\$337k</b>
<b>TOTAL ADMINISTRATIVE OVERHEAD EXPENSES</b>	<b>\$1,734k</b>
<b>Less Administrative Revenue</b>	<b>\$33k</b>
<b>TOTAL ALLOCATIONS</b>	<b>\$1,701K</b>

**SCHEDULE B**

The following list includes contracts that were renegotiated in 2013 and anticipated annual savings:

Contract	Anticipated Savings
New credit card merchant account	\$29k
Printing – <i>Bulletin, Ceramics Monthly and Pottery Making Illustrated</i>	\$24k
Email marketing	\$16k
International Mailing	\$16k
Audit and tax services	\$10k
Website monitoring system	\$5k
TOTAL	\$100k

**The American Ceramic Society  
2014 Proposed Budget  
Fully Combined**

	<b>2014 Budget</b>	<b>2013 Forecast</b>	<b>2013 Budget</b>	<b>2014 Budget vs 2013 Forecast</b>
<b>REVENUES</b>				
Membership	\$639,264	\$630,753	\$645,942	\$8,511
Meetings	1,707,156	2,558,053	2,435,457	(850,897)
Products	1,260,715	1,257,173	1,235,520	3,542
Journals	919,000	822,888	836,000	96,112
Magazines and Advertising	2,543,606	2,486,104	2,519,369	57,502
	-----			
<b>Combined Revenue</b>	<b>7,069,741</b>	<b>7,754,971</b>	<b>7,672,288</b>	<b>(685,230)</b>
<b>EXPENSES</b>				
Membership	832,633	797,170	854,200	35,463
Meetings	1,179,751	1,832,845	1,956,493	(653,093)
Products	1,072,659	968,508	1,003,078	104,152
Journals	283,966	293,038	293,946	(9,072)
Magazines and Advertising	1,823,906	1,947,412	2,000,922	(123,506)
	-----			
<b>Combined Expenses</b>	<b>5,192,915</b>	<b>5,838,973</b>	<b>6,108,639</b>	<b>(646,056)</b>
<b>DIRECT CONTRIBUTION (R-E)</b>				
Membership	(193,369)	(166,417)	(208,258)	(26,952)
Meetings	527,404	725,208	478,964	(197,804)
Products	188,056	288,665	232,442	(100,610)
Journals	635,034	529,850	542,054	105,184
Magazines and Advertising	719,700	538,692	518,447	181,008
	-----			
<b>Combined Operating Surplus/(Deficit)</b>	<b>1,876,825</b>	<b>1,915,998</b>	<b>1,563,649</b>	<b>(39,174)</b>
	=====			
Overhead Allocation	1,701,246	1,320,830	1,460,292	380,416
<b>Net Operating Surplus/(Deficit)</b>	<b>175,579</b>	<b>595,168</b>	<b>103,357</b>	<b>(419,589)</b>

**The American Ceramic Society  
2014 Proposed Budget  
(ACerS Only)**

	<b>2014 Budget</b>	<b>2013 Forecast</b>	<b>2013 Budget</b>	<b>2014 Budget vs 2013 Forecast</b>
<b>REVENUES</b>				
Membership	\$492,987	\$488,056	\$500,445	\$4,931
Meetings	1,492,000	2,275,623	2,148,500	(783,623)
Products	353,000	376,756	379,200	(23,756)
Journals	919,000	822,888	836,000	96,112
Magazines and Advertising	323,375	303,268	300,500	20,107
<b>Combined Revenue</b>	<b>3,580,362</b>	<b>4,266,591</b>	<b>4,164,645</b>	<b>(686,229)</b>
<b>EXPENSES</b>				
Membership	637,193	624,546	727,565	12,647
Meetings	1,046,808	1,643,527	1,710,697	(596,719)
Products	305,857	244,230	243,882	61,627
Journals	283,966	293,038	293,946	(9,072)
Magazines and Advertising	454,770	485,222	481,300	(30,452)
<b>Combined Expenses</b>	<b>2,728,594</b>	<b>3,290,563</b>	<b>3,457,390</b>	<b>(561,969)</b>
<b>DIRECT CONTRIBUTION (R-E)</b>				
Membership	(144,206)	(136,490)	(227,120)	(7,716)
Meetings	445,192	632,096	437,803	(186,904)
Products	47,143	132,526	135,318	(85,383)
Journals	635,034	529,850	542,054	105,184
Magazines and Advertising	(131,395)	(181,954)	(180,800)	50,559
<b>Operating Surplus/(Deficit)</b>	<b>851,768</b>	<b>976,028</b>	<b>707,255</b>	<b>(124,260)</b>
Overhead Allocation	1,019,621	805,580	945,042	214,041
<b>Net Operating Surplus/(Deficit)</b>	<b>(167,853)</b>	<b>170,448</b>	<b>(237,787)</b>	<b>(338,301)</b>

**The American Ceramic Society  
2014 Proposed Budget  
(CPC Only)**

	<b>2014 Budget</b>	<b>2013 Forecast</b>	<b>2013 Budget</b>	<b>2014 Budget vs 2013 Forecast</b>
<b>REVENUES</b>				
Membership	\$146,277	\$142,697	\$145,497	\$3,580
Meetings	215,156	282,430	286,957	(67,274)
Products	907,715	880,417	856,320	27,298
Journals				
Magazines and Advertising	2,220,231	2,182,836	2,218,869	37,395
	-----			
<b>Combined Revenue</b>	<b>3,489,379</b>	<b>3,488,380</b>	<b>3,507,643</b>	<b>999</b>
<b>EXPENSES</b>				
Membership	195,440	172,624	126,635	22,816
Meetings	132,944	189,318	245,796	(56,374)
Products	766,803	724,277	759,196	42,526
Journals				
Magazines and Advertising	1,369,136	1,462,190	1,519,622	(93,054)
	-----			
<b>Combined Expenses</b>	<b>2,464,323</b>	<b>2,548,409</b>	<b>2,651,249</b>	<b>(84,086)</b>
<b>DIRECT CONTRIBUTION (R-E)</b>				
Membership	(49,163)	(29,927)	18,862	(19,236)
Meetings	82,212	93,112	41,161	(10,900)
Products	140,912	156,140	97,124	(15,228)
Journals				
Magazines and Advertising	851,095	720,646	699,247	130,449
	-----			
<b>Operating Surplus/(Deficit)</b>	<b>1,025,056</b>	<b>939,971</b>	<b>856,394</b>	<b>85,085</b>
	=====			
Overhead Allocation	681,625	515,250	515,250	166,375
	=====			
<b>Net Operating Surplus/(Deficit)</b>	<b>343,431</b>	<b>424,721</b>	<b>341,144</b>	<b>(81,290)</b>

## CONSTITUTION ARTICLE XVI. FOUNDATIONS

1. The SOCIETY Board of Directors may authorize the establishment of Foundations of the SocietySOCIETY in the manner provided by By-Laws.
2. Foundations of the SocietySOCIETY shall be formed for specific philanthropic purposes that support the arts and sciences of ceramics.
3. Each Foundation shall have power to make such rules, and conduct such business as it may deem proper, consistent with the Charter, Constitution, By-Laws and Rules of the SocietySOCIETY.
4. Each Foundation shall be governed by a ~~board of Directors~~Board of Trustees elected ~~from among members of the Society~~ by the SOCIETY Board of Directors.
5. The Chair of the Foundation Board of ~~Directors-Trustees~~ shall serve as President of the Foundation.
6. No Foundation may obligate the SocietySOCIETY except on authority of the SOCIETY Board of Directors.
7. In the event of dissolution of a Foundation, any assets of that Foundation after settlement of its obligations shall be conveyed to the SocietySOCIETY.

## BY-LAWS ARTICLE BXVI. FOUNDATIONS

~~1. The Board of Directors may authorize the establishment of Foundations of the SOCIETY in the manner provided by By-Laws.~~

~~21. A. 1. A foundation of the SOCIETY shall be the Ceramic Foundation. The purpose of a Foundation shall be to promote the arts and sciences connected with ceramics for the use and benefit of the public. The activities and programs of the Ceramic Foundation shall be in accordance with the Constitution, By-Laws and Rules of the American Ceramic Society, and the Ceramic Foundation shall not prejudice the tax-exempt status of the SocietySOCIETY or the Ceramic Foundation under Section §501(c)3 of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States revenue law.~~

~~2B. The specific objectives of a Foundation, to be defined by ~~its~~ the SOCIETY Board of Directors, shall include, but not be limited to, the enhancement of ceramic engineering, science and technology education.~~

~~C3. The SOCIETY may elect to make a Founding Grant and subsequent Sustaining Grants to a Foundation which then become part of the assets of the Foundation. Funds in a Foundation may revert to the SOCIETY only when a Foundation ceases to exist, a Foundation becomes inactive, or if the funds are needed. The Founding Grant from the American Ceramic Society to The Ceramic Foundation shall be held as an endowment fund in perpetual trust and may be used only in case of need to preserve the survival of the American Ceramic Society and upon ~~the~~ which case they may be withdrawn from the Foundation only with the approval of the Board of Directors of the American Ceramic Society.~~

~~BD. The sole member of a Foundation shall be the American Ceramic Society.~~

~~E. The government of a Foundation shall be carried out in accordance with the By-Laws and Rules of the Foundation and Charter, Constitution, By-Laws and Rules of the SOCIETY.~~

~~FC. 1. The officers of a Foundation shall be a President and a Secretary/Treasurer. The primary responsibility of the Board of Trustees of a Foundation shall be to raise and utilize the funds of the Foundation in keeping with the purpose of the Foundation.~~

~~2. The Chair of the Board of Directors of the Ceramic Foundation shall serve as the President of the Ceramic Foundation. The Secretary/Treasurer shall be the Executive Director of the American Ceramic Society.~~

~~3. The President and Secretary/Treasurer shall hold these positions so long as they remain Chair of the Board of Directors of the Foundation and Executive Director of the Society, respectively.~~

~~2. A. A Foundation of the SOCIETY shall be the Ceramic and Glass Industry Foundation, formerly named the Ceramic Foundation. The purpose of the Ceramic and Glass Industry Foundation is to support students who are preparing to enter the ceramic and glass industries. The Ceramic and Glass Industry Foundation will also provide continuing education for those employed in the ceramic and ceramic related industries.~~

~~BD. 1. The government of the Ceramic Foundation shall be carried out in accordance with the By-Laws and Rules of the Ceramic Foundation and Charter, Constitution, By-Laws and Rules of the Society.~~

~~12. The government The Trustees of the Ceramic and Glass Industry Foundation shall be as follows.~~

~~a. The Executive Director of the SOCIETY also serving as Secretary of the Foundation. The duties of the Secretary shall be to record minutes of all meetings of the Board of Trustees and administer the staff and affairs of the Ceramic and Glass Industry Foundation.~~

~~b. The Treasurer of the SOCIETY also serving as the Treasurer of the Foundation for the term of office as SOCIETY Treasurer. The duties of the Treasurer shall be to maintain accurate books of the accounts of the Ceramic and Glass Industry Foundation.~~

~~c. A member of the SOCIETY Board of Directors selected by the President of the SOCIETY to serve for the one year term of the SOCIETY President.~~

~~d. Trustees vested in a Board of Directors consisting of five Directors nominated by the Nominating Committee of the SOCIETY and elected (in staggered five three-year terms) from among the membership of the Society by the Board of Directors of the Society SOCIETY. Directors These Trustees shall take office at the close of one Annual Meeting of the Society SOCIETY and shall serve until the close of the fifth third succeeding Annual Meeting, or until their respective successors have been elected and duly qualified. The Nominating Committee and the Board of Directors of the Society shall consider the importance of representation from the ceramic engineering education community and the ceramic industry in the election of members to the Board of Directors.~~

~~23. The Board of Directors Trustees of the Ceramic and Glass Industry Foundation shall have the power:~~

~~a. To approve the investment and divestiture of raise funds of for the Ceramic and Glass Industry Foundation.~~

~~b. To approve the investment and divestiture of funds for the purposes of the Ceramic and Glass Industry Foundation.~~

~~c. To provide for audits or reviews to be made of Ceramic and Glass Industry Foundation accounts by a certified public accountant as part of the Society SOCIETY audit or review.~~

~~bd. To appoint standing committees of the Ceramic and Glass Industry- Foundation.~~

~~e.. To recommend to the SOCIETY Nominating Committee Trustee nominees for the Board of Trustees.~~

~~c. To provide for audits or reviews to be made of Ceramic Foundation accounts by a certified public accountant as part of the Society audit or review.~~

~~34. The Chair of the Board of Directors Trustees shall be elected annually by the Board of Directors of the SOCIETY and shall serve as President of the Ceramic and Glass Industry Foundation. The Chair/President shall be responsible for the general supervision of the affairs of the Ceramic and Glass Industry Foundation, subject to the control and direction of the Board of Directors Trustees of the Ceramic and Glass Industry Foundation. The duties of the President shall be to chair the Board of Directors Trustees, to recommend to the Board of Directors Trustees committee appointments, and to preside over all meetings of the Board of Directors Trustees.~~

~~5. The Executive Director of the Society shall serve as the Secretary/Treasurer of the Ceramic Foundation. The duties of the Secretary/Treasurer shall be to record minutes of all meetings of the Board of Directors, maintain accurate books of the accounts of the Ceramic Foundation, and administer the staff and affairs of the Ceramic Foundation.~~

~~64. The assets of The Ceramic and Glass Industry Foundation shall be the Founding Grant, any Sustaining Grants from the Society SOCIETY, all subsequent grants and funding to the Foundation, and all income earned on the assets of the Ceramic and Glass Industry Foundation. The Founding Grant from the Society shall be held in perpetuity solely for the preservation of the Society. Assets acquired by the Ceramic and Glass Industry Foundation subsequent to the Founding Grant and all income on the assets~~

of the Ceramic Foundation may be expended only under the conditions, if any, explicitly dictated by the granting individual or agency and upon the approval of the Board of ~~Directors-Trustees~~ of the Ceramic and Glass Industry Foundation.

~~7. In the event of the dissolution of the Ceramic Foundation, the assets of the Ceramic Foundation shall become the property of the Society.~~

~~EC.~~ 1. The Nominating Committee of the ~~Society~~SOCIETY shall recommend candidates for vacancies to fill the expired or unexpired terms of the ~~Directors-Trustees and Chair~~ of the Ceramic and Glass Industry Foundation after considering recommendations from the Board of Trustees of the Foundation. From the candidate(s) recommended by the Nominating Committee and others nominated from the floor, the Board of Directors of the ~~Society~~SOCIETY shall elect the ~~Directors-Trustees~~ to fill these vacancies. The Nominating Committee of the SOCIETY and the Board of Directors of the SOCIETY shall consider the importance of representation from the ceramic and glass industry in the nomination and election of members to the Board of Trustees. The term of each ~~Director-Trustee~~-nominee shall be identified prior to election by the Board of Directors.

~~2. Directors- Elected Trustees~~ of the Ceramic and Glass Industry Foundation shall not be eligible for immediate reelection to the Board of ~~Directors-Trustees~~ after serving a full ~~five~~three-year term, however, former ~~Directors-Trustees~~ who have been out of this office for at least two years may subsequently be reelected, and those who have completed less than ~~five~~three-year terms may be immediately reelected. The Executive Director of the SOCIETY shall serve as the Foundation Secretary for the contract term as SOCIETY Executive Director. The SOCIETY Treasure shall serve as the Foundation Treasurer for the elected term as SOCIETY Treasurer. The SOCIETY Board of Director appointed by the SOCIETY President as a Foundation Trustee shall be eligible for reappointment for three consecutive 1 year terms after which that person may not be reappointed or elected to this position until being out of the Trustee office for at least 2 years.

~~2. The Chair of the Board of Directors shall be elected by the Board of Directors at the first meeting annually of the Board of Directors.~~ The Chair shall be eligible for immediate reelection.

~~FD.~~ 1. The Board of ~~Directors-Trustees~~ shall meet at least once annually at the Annual Meeting of the ~~Society~~SOCIETY. Additional meetings may be held with 30 days written notice, requested by the Chair or any three ~~Directors-Trustees~~.

2. Meetings by teleconference shall be considered meetings of the Board of ~~Directors-Trustees~~ and shall require 15 days notice, which may be waived by the quorum present.

3. A ~~majority of the Board of Trustees shall constitute a quorum~~quorum shall be four of the five Directors.

4. "Robert's Rules of Order, Revised" shall govern the proceedings of the Ceramic and Glass Industry Foundation in all cases when they are applicable and consistent with the Constitution, By-Laws and Rules of the ~~Society~~SOCIETY ~~and the Constitution of the Ceramic Foundation~~.

~~GE.~~ 1. There shall be no dues required for membership in the Ceramic and Glass Industry Foundation.

2. There shall be no fees or travel expenses paid to ~~Directors-Trustees~~ of the Ceramic and Glass Industry Foundation.

~~HF.~~ The Board of ~~Directors-Trustees~~ may appoint such committees and committee chairs as it may deem advisable for the advancement of the purpose of the Ceramic and Glass Industry Foundation.

~~I. These By Laws of the Ceramic Foundation may be amended upon the recommendation of a majority of three members of the Board of Directors of the Ceramic Foundation and upon the approval of a simple majority of the Board of Directors of the Society at their next regular meeting.~~

## CONSTITUTION ARTICLE XVI. FOUNDATIONS

1. The SOCIETY Board of Directors may authorize the establishment of Foundations of the SOCIETY in the manner provided by By-Laws.
2. Foundations of the SOCIETY shall be formed for specific philanthropic purposes that support the arts and sciences of ceramics.
3. Each Foundation shall have power to make such rules, and conduct such business as it may deem proper, consistent with the Charter, Constitution, By-Laws and Rules of the SOCIETY.
4. Each Foundation shall be governed by a Board of Trustees elected by the SOCIETY Board of Directors.
5. The Chair of the Foundation Board of Trustees shall serve as President of the Foundation.
6. No Foundation may obligate the SOCIETY except on authority of the SOCIETY Board of Directors.
7. In the event of dissolution of a Foundation, any assets of that Foundation after settlement of its obligations shall be conveyed to the SOCIETY.

## BY-LAWS ARTICLE BXVI. FOUNDATIONS

1. A. *The purpose of a Foundation shall be to promote the arts and sciences connected with ceramics for the use and benefit of the public. The activities and programs of a Foundation shall be in accordance with the Constitution, By-Laws and Rules of the American Ceramic Society, and a Foundation shall not prejudice the tax-exempt status of the SOCIETY or the Foundation under Section §501(c)3 of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States revenue law.*
- B. *The specific objectives of a Foundation, to be defined by the SOCIETY Board of Directors, shall include, but not be limited to, the enhancement of ceramic engineering, science and technology education.*
- C. *The SOCIETY may elect to make a Founding Grant and subsequent Sustaining Grants to a Foundation which then become part of the assets of the Foundation. Funds in a Foundation may revert to the SOCIETY only when a Foundation ceases to exist, a Foundation becomes inactive, or if the funds are needed to preserve the survival of the American Ceramic Society in which case they may be withdrawn from the Foundation only with the approval of the Board of Directors of the American Ceramic Society.*
- D. *The sole member of a Foundation shall be the American Ceramic Society.*
- E. *The government of a Foundation shall be carried out in accordance with the By-Laws and Rules of the Foundation and Charter, Constitution, By-Laws and Rules of the SOCIETY.*
- F. *The primary responsibility of the Board of Trustees of a Foundation shall be to raise and utilize the funds of the Foundation in keeping with the purpose of the Foundation.*
2. A. *A Foundation of the SOCIETY shall be the Ceramic and Glass Industry Foundation, formerly named the Ceramic Foundation. The purpose of the Ceramic and Glass Industry Foundation is to support students who are preparing to enter the ceramic and glass industries. The Ceramic and Glass Industry Foundation will also provide continuing education for those employed in the ceramic and ceramic related industries.*
- B. 1. *The Trustees of the Ceramic and Glass Industry Foundation shall be as follows.*
  - a. *The Executive Director of the SOCIETY also serving as Secretary of the Foundation, The duties of the Secretary shall be to record minutes of all meetings of the Board of Trustees and administer the staff and affairs of the Ceramic and Glass Industry Foundation.*
  - b. *The Treasurer of the SOCIETY also serving as the Treasurer of the Foundation for the term of office as SOCIETY Treasurer. The duties of the Treasurer shall be to maintain accurate books of the accounts of the Ceramic and Glass Industry Foundation.*
  - c. *A member of the SOCIETY Board of Directors selected by the President of the SOCIETY to serve for the one year term of the SOCIETY President,*



2. *There shall be no fees or travel expenses paid to Trustees of the Ceramic and Glass Industry Foundation.*
- F. *The Board of Trustees may appoint such committees and committee chairs as it may deem advisable for the advancement of the purpose of the Ceramic and Glass Industry Foundation.*

## CONSTITUTION ARTICLE XVI. FOUNDATIONS

1. The SOCIETY Board of Directors may authorize the establishment of Foundations of the SOCIETY in the manner provided by By-Laws.
2. Foundations of the SOCIETY shall be formed for specific philanthropic purposes that support the arts and sciences of ceramics.
3. Each Foundation shall have power to make such rules, and conduct such business as it may deem proper, consistent with the Charter, Constitution, By-Laws and Rules of the SOCIETY.
4. Each Foundation shall be governed by a Board of Trustees elected by the SOCIETY Board of Directors.
5. The Chair of the Foundation Board of Trustees shall serve as President of the Foundation.
6. No Foundation may obligate the SOCIETY except on authority of the SOCIETY Board of Directors.
7. In the event of dissolution of a Foundation, any assets of that Foundation after settlement of its obligations shall be conveyed to the SOCIETY.

## BY-LAWS ARTICLE BXVI. FOUNDATIONS

1. A. *The purpose of a Foundation shall be to promote the arts and sciences connected with ceramics for the use and benefit of the public. The activities and programs of a Foundation shall be in accordance with the Constitution, By-Laws and Rules of the American Ceramic Society, and a Foundation shall not prejudice the tax-exempt status of the SOCIETY or the Foundation under Section §501(c)3 of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States revenue law.*
- B. *The specific objectives of a Foundation, to be defined by the SOCIETY Board of Directors, shall include, but not be limited to, the enhancement of ceramic engineering, science and technology education.*
- C. *The SOCIETY Board of Directors may elect to make a Founding Grant and subsequent Sustaining Grants to a Foundation which then become part of the assets of the Foundation. Funds in ~~a~~-the Foundation may revert to the SOCIETY only when ~~a~~-the Foundation ceases to exist, ~~a~~-the Foundation becomes inactive, or if the funds are needed to preserve the survival of the American Ceramic Society in which case they may be withdrawn from the Foundation only with the approval of the Board of Directors of the American Ceramic Society.*
- D. *The sole member of a Foundation shall be the American Ceramic Society.*
- E. *The government of a Foundation shall be carried out in accordance with the By-Laws and Rules of the Foundation and Charter, Constitution, By-Laws and Rules of the SOCIETY.*
- F. *The primary responsibility of the Board of Trustees of a Foundation shall be to raise and utilize the funds of the Foundation in keeping with the purpose of the Foundation.*
2. A. *A Foundation of the SOCIETY shall be the Ceramic and Glass Industry Foundation, formerly named the Ceramic Foundation. The purpose of the Ceramic and Glass Industry Foundation is to support students who are preparing ~~to enter~~for careers in the-ceramics and glass-~~industries~~. The Ceramic and Glass Industry Foundation will also provide continuing education and career development for those employed in the ceramic and ~~ceramic-glass~~ related industries.*
- B. 1. *The Trustees of the Ceramic and Glass Industry Foundation shall be as follows.*
  - a. *The Executive Director of the SOCIETY also serving as Secretary of the Foundation, The duties of the Secretary shall be to record minutes of all meetings of the Board of Trustees and administer the staff and affairs of the Ceramic and Glass Industry Foundation.*
  - b. *The Treasurer of the SOCIETY also serving as the Treasurer of the Foundation for the term of office as SOCIETY Treasurer. The duties of the Treasurer shall be to maintain accurate books of the accounts of the Ceramic and Glass Industry Foundation.*

- c. A member of the SOCIETY Board of Directors selected by the President of the SOCIETY to serve for the one year term of the SOCIETY President.
  - d. ~~Trustees-Individuals~~ nominated by the ~~Board of Trustees of the Ceramic and Glass Industry Foundation Nominating Committee of the SOCIETY~~ and elected in staggered three-year terms by the Board of Directors of the SOCIETY. These Trustees shall take office at the close of one Annual Meeting of the SOCIETY and shall serve until the close of the third succeeding Annual Meeting, or until their respective successors have been elected and duly qualified.
2. The Board of Trustees of the Ceramic and Glass Industry Foundation shall have the power:
    - a. To raise funds for the Ceramic and Glass Industry Foundation.
    - b. To approve the investment and divestiture of funds for the purposes of the Ceramic and Glass Industry Foundation.
    - c. To provide for audits or reviews to be made of Ceramic and Glass Industry Foundation accounts by a certified public accountant as part of the SOCIETY audit or review.
    - d. To appoint standing committees of the Ceramic and Glass Industry Foundation.
    - e.. To ~~recommend to provide~~ the SOCIETY ~~Nominating Committee~~~~Board of Directors the~~ Trustee nominees for the ~~Foundation~~ Board of Trustees.
  3. The Chair of the Board of Trustees shall be elected annually by the Board of Directors of the SOCIETY and shall serve as President of the Ceramic and Glass Industry Foundation. The Chair/President shall be responsible for the general supervision of the affairs of the Ceramic and Glass Industry Foundation, subject to the control and direction of the Board of Trustees of the Ceramic and Glass Industry Foundation. The duties of the President shall be to chair the Board of Trustees, to recommend to the Board of Trustees committee appointments, and to preside over all meetings of the Board of Trustees.
  4. The assets of The Ceramic and Glass Industry Foundation shall be the Founding Grant, any Sustaining Grants from the SOCIETY, all subsequent grants and funding to the Foundation, and all income earned on the assets of the Ceramic and Glass Industry Foundation. Assets acquired by the Ceramic and Glass Industry Foundation and all income on the assets of the Ceramic ~~and Glass Industry~~ Foundation may be expended only under the conditions, if any, explicitly dictated by the granting individual or agency and upon the approval of the Board of Trustees of the Ceramic and Glass Industry Foundation.
- C. 1. The ~~Nominating Committee of the SOCIETY~~~~Board of Trustees of the Ceramic and Glass Industry Foundation~~ shall recommend ~~to the SOCIETY Board of Directors~~ candidates for vacancies to fill the expired or unexpired terms of the Trustees and Chair of the Ceramic and Glass Industry ~~Foundation after considering recommendations from the Board of Trustees of the Foundation~~. From the candidate(s) recommended by the ~~Nominating Committee~~~~Board of Trustees of the Ceramic and Glass Industry Foundation~~ and others nominated from the floor, the Board of Directors of the SOCIETY shall elect the Trustees to fill these vacancies. The ~~Nominating Committee of the SOCIETY~~~~Board of Trustees of the Ceramic and Glass Industry Foundation~~ and the Board of Directors of the SOCIETY shall consider the importance of representation from the ceramic and glass industry in the nomination and election of members to the Board of Trustees. The term of each Trustee-nominee shall be identified prior to election by the Board of Directors.
  2. Elected Trustees of the Ceramic and Glass Industry Foundation shall not be eligible for immediate reelection to the Board of Trustees after serving a full three-year term, however, former Trustees who have been out of this office for at least two years may subsequently be reelected, and those who have completed less than three-year terms may be immediately reelected. The Executive Director of the SOCIETY shall serve as the Foundation Secretary for the contract term as SOCIETY Executive Director. The SOCIETY Treasurer shall serve as the Foundation Treasurer for the elected term as SOCIETY Treasurer. The SOCIETY Board of Director appointed by the SOCIETY President as a Foundation Trustee shall be eligible for reappointment for three consecutive ~~one~~<sup>1</sup> year terms after which that person may not be reappointed or elected to this position until being out of the Trustee office for at least ~~two~~<sup>2</sup> years. The Chair shall be eligible for immediate reelection.
- D. 1. The Board of Trustees shall meet at least once annually at the Annual Meeting of the SOCIETY. Additional meetings may be held with 30 days written notice, requested by the Chair or any three Trustees.
  2. Meetings by teleconference shall be considered meetings of the Board of Trustees and shall require 15 days notice, which may be waived by the quorum present.
  3. A majority of the Board of Trustees shall constitute a quorum.

4. *"Robert's Rules of Order, Revised" shall govern the proceedings of the Ceramic and Glass Industry Foundation in all cases when they are applicable and consistent with the Constitution, By-Laws and Rules of the SOCIETY.*
- E.
  1. *There shall be no dues required for membership in the Ceramic and Glass Industry Foundation.*
  2. *There shall be no fees or travel expenses paid to Trustees of the Ceramic and Glass Industry Foundation.*
- F. *The Board of Trustees may appoint such committees and committee chairs as it may deem advisable for the advancement of the purpose of the Ceramic and Glass Industry Foundation.*