

# **CHEMICAL DIVISION MEMBERSHIP RULES and OFFICERS RESPONSIBILITIES**

## **ARTICLE I – NAME AND PURPOSE**

The name of this organization is the **Chemicals Division** of the NATIONAL CHEMICAL CREDIT ASSOCIATION. The purpose of the **Chemicals Division** is to provide a forum for the credit interchange among its membership.

## **ARTICLE II – OFFICERS AND GOVERNMENT**

### **Section I – Officers**

The officers of this division shall consist of the following by rank:

1. Chairperson
2. Vice-Chairperson
3. Membership
4. Secretary

### **Section II – Duties of Officers**

The duties of the officers shall be as follows:

**Chairperson:** The Chairperson shall: preside over all meetings of the Division; appoint such regular and special committees; act as an ex-officio member of all Committees; be responsible for the general supervision of the interests and welfare of the Division including the conduct of members in accordance with the guidelines set forth in the NCCA Bylaws under Article VI, Section I.

**Vice Chairperson:** The Vice-Chairperson shall: act as Chairperson in the absence or incapacity of the Chairperson and fulfill the Secretary's responsibilities in the absence of the Secretary.

**Membership Chair:** The Membership Chair shall: assure that all first-time member attendees and prospective guests are welcomed at each quarterly conference; answer questions from new members; recommend communications with new members; assist the Servicing Secretary with member communications; and Act as Chairperson and Discussion leader in the absence or incapacity of the Chairperson, Vice-Chairperson and Secretary.

**Secretary:** The Secretary shall: keep a written record of all business transacted at all Divisional meetings; keep attendance record of all meetings; maintain a record of new membership applications; act as Chairperson and Discussion leader in the absence or incapacity of the Chairperson and Vice-Chairperson; provide copies of Meeting Minutes to the NCCA Chairperson, Servicing Secretary and Association Counsel; record all corrections on credit clearances and report discrepancies to the Servicing Secretary.

*The officers shall be responsible for managing the affairs and formulating the policies of each Division in accordance with the provisions of the NCCA Bylaws and Division Membership Rules.*

***Voting officer(s), as designated by the NCCA Bylaws, Article VII, Section II, is required to attend all Executive Board Meetings.***

### **Section III – Election of Officers**

*The election of Officers (the term of their office and the filling of vacancies of office) shall be in accordance with Article III, Section II of the NCCA Bylaws and Article VI, Section I of these Membership Rules.*

*The nominating Committee, established in Article VI of these Membership Rules, will present a slate of candidates at the next to the last regular meeting of the fiscal year. After presentation and acceptance, the Chair will ask for nominations from the floor. After the closing of the nominations, voting shall be in accordance with Article V of these Membership Rules.*

*The fiscal year shall commence on July 1 and end the following June 30, in accordance with Article IX of the NCCA Bylaws. The terms of office shall be for one year or the remainder of a term, resulting from an interim appointment.*

### **Section IV – Termination and Vacancy**

*An officer of the Division shall be deemed to have resigned and such concurrent with the time he/she is no longer employed in the member's Credit Department related to this Division.*

*In case of a permanent vacancy during the fiscal year, the remaining officers of the division shall appoint another member to serve as an officer of the division. The remaining officers may, in their discretion: (1) appoint the new officer to fill the balance of the departing officer's term or, alternatively, (2) fill the vacancy by asking each of the officers ranked below the departing officer to advance to the next higher office and appointing another member to serve the balance of the term of the Secretary.*

### **Section V – Compensation of Officers**

*No division officer shall be compensated for his or her services as such.*

## **ARTICLE III**

### **Section 1 – Conduct of Members**

*Conduct of members at meetings shall be in accordance of the NCCA Bylaws and Article VII of these Membership Rules.*

## **Section II- Number of Meetings**

*During each fiscal year no less than four (4) scheduled meetings will be held. Meetings will be scheduled for each coming fiscal year at times and locations consistent with other Divisional meeting and locations most convenient to the members.*

## **Section III – Attendance Requirements**

*All member companies shall be required to attend at least two (2) of the four scheduled meetings during any calendar year.*

*Any member company absent from more than two (2) scheduled meetings during any calendar year shall be subject to such disciplinary action including suspension from receiving **credit information reports** or **electronic access to the credit exchange database**, as the Officers of the Division may deem necessary and appropriate.*

*Credit for attendance at a regular meeting will be given only if a member is present for the account discussion portion of the meeting. Any member arriving more than 30 minutes after the announced starting time of a meeting or leaving before the conclusion of the discussion will be considered absent unless excused by the Chairperson.*

## **Section IV – Attendance Restrictions**

*Attendance during the discussion of accounts, at regularly scheduled meetings, shall be limited to: the Servicing Secretary, the NCCA Legal Counsel, Executive Board Chairperson, member company representatives who are directly responsible and engaged in Credit Management and who do not have responsibilities for Sales and Marketing functions, and representatives of the legal staffs of member companies.*

## **ARTICLE IV – MEMBERSHIP**

*Requirements for membership in the Chemicals Division are set forth in the Membership Guidelines as adopted by the Executive Board. All applications for Membership shall be submitted to the Association's Servicing Secretary.*

## **ARTICLE V – VOTING**

### **Section 1 – Election of Officers**

*A majority vote of members present at a regularly schedule meeting is necessary to elect officers.*

## **Section II – Amendments**

*For proposed amendments to these Membership Rules, a two-third affirmative vote by the members present at a regularly scheduled meeting (or by written ballot if requested by three (3) members attending such meeting) of the Divisional membership is required before presentation to the Executive Board for approval and adoption.*

## **Section III – Other Matters**

*Unless specifically provided otherwise in these Membership Rules and/or the NCCA Bylaws, subjects to be put to a vote within this Division will be presented at regularly scheduled meetings and a simple affirmative majority vote of the members present will carry, provided a quorum, as hereinafter defined, is present.*

## **Section IV – Quorum**

*A quorum is defined by the presence of two-thirds of the members of the division.*

## **ARTICLE VI – COMMITTEES**

### **Section I – Nominating Committee**

*The nominating committee shall consist of the most recent past Chairperson and present Officers. The Committee shall elect names of members to be nominated for office in the Division for the following fiscal year. The names elected shall be presented to the membership at the next to last regular meeting each year at which additional nominations may be made by any member provided the nominee's consent is immediately available.*

*The nominees shall be voted upon by the membership at the final meeting of the year.*

### **Section III – Other Committees**

*The Chairperson may appoint special committees as deemed necessary.*

## **ARTICLE VII – REPORTING OBLIGATIONS**

### **Section I – General**

*All Submitting Members shall contribute electronically by the 15<sup>th</sup> of each month via electronic exchange input all pertinent ledger experience as set forth in the "Credit Guidelines for Reporting Credit Experience" as established by the Executive Board (Credit Guidelines). Educational Members shall contribute in writing or electronically all pertinent ledger experience on names submitted for discussion at all divisional meetings as set forth in the Credit Guidelines. All relevant credit experience and financial data shall be shared provided that it has not been received in confidence. Members shall correct any inaccurate reporting of ledger experience.*

*Reporting of Experience will be in accordance with Article VI of the NCCA Bylaws and “Guidelines for Reporting Credit Experience” as adopted by the Executive Board. Discussion of accounts at meetings will be in accordance with the “Guidelines for Discussion at National Chemical Credit Association Meetings” as published by the Association.*

### **Section II – Reporting Error**

*Monitoring the credit information reports for reporting errors shall be handled by the Division Secretary who will report violations to the Division Chairperson and Servicing Secretary.*

### **Section III – Failure to Comply**

*The failure to comply with the foregoing provisions of this Article VII shall be cause for such disciplinary action, including suspension from receiving credit information reports or electronic access to the credit exchange database, as the Officers of the Division shall deem to be necessary and appropriate.*

## **ARTICLE VIII – RETENTION OF RECORDS**

### **Section I – Financial Records**

*The Association’s Treasurer shall maintain the division’s financial records.*

### **Section II – Minutes of Meetings**

*Minutes of Division meetings will be provided to the Servicing Secretary who will retain them for the current year plus the entire previous year and the Association Legal Counsel who will retain them for seven years.*

### **Section III – General Correspondence**

*Correspondence on which copies are sent to the Servicing Secretary and Association Legal Counsel will be retained by them for seven years. Other reports and correspondence of the Division Secretary, as well as of the other Officers of the Division, will be retained for one year, in addition to the current fiscal year.*

### **Section IV – Correspondence By/To Officers**

*General correspondence by and to the Chairperson and other Officers shall be retained by them and passed on to the incoming Officers for their beneficial use. Officers need retain only their own current correspondence plus two years of prior correspondence.*

## **ARTICLE IX – AMENDMENTS TO THESE MEMBERSHIP RULES**

*Any member in good standing in this Division may propose, in writing, an amendment to these Membership Rules at a regularly scheduled meeting, or by letter to the Division Officers. After discussion at a regular meeting, a notice of the proposed amendment will be mailed to every member company at least 15 days prior to date for casting a ballot. An affirmative vote of two-thirds of the Division membership is required to carry a proposed amendment. If a proposed amendment passes, it will be submitted to the Executive Board for approval in accordance with Article III, Section III of the NCCA Bylaws.*

*Revision as of 05/18/2018*