

INTERMOUNTAIN SOCIETY OF INVENTORS AND DESIGNERS

CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I

Aims and Purposes

This is a non-profit organization. Its purposes are as follows:

Assist its members in their creative pursuits; foster creativity for the benefit of all people; work to improve the economy of the Intermountain area by building from within; stimulate free enterprise; promote ideals which will help preserve America as a land of opportunity.

To provide fellowship for inventors and designers in the Intermountain area so they may have ready association with others with similar interests and talents.

Provide its members with information that will help protect them from opportunists who are on every hand to exploit the efforts and ideas of inventors and designers.

ARTICLE II

Code of Ethics

"Honesty, justice, and courtesy form a moral philosophy which, associated with mutual consideration among men, constitute the foundation of ethics."

Each member must adopt this philosophy, "not in passive observance, but as a set of dynamic principles guiding his conduct" in his associations in the Society.

"The Keystone of professional conduct is integrity."

The above, as well as the following seven rules are the Code of Ethics of the Society.

1. Each member is under a moral obligation to keep in confidence original ideas, concepts, etc. revealed to him (or her) by other members of the Society.
2. No member should discuss information, as in item #1, with a third party, without the consent of the member of the Society who revealed the information.

3. Each member should avoid all conduct or practice which may bring discredit or do injury to the dignity and honor of the Society and/or its members. In fact, each member should endeavor to protect the Society collectively and individually from misrepresentation and misunderstanding.
4. Each member should honestly try to insure that credit be given where credit is due on any undertaking of the Society or of any of its members.
5. A member should exercise due restraint in criticizing another members work in public.
6. All members should cooperate in extending the effectiveness of the Society by freely interchanging general information and experience with other members of the Society.
7. Each member should consider it a duty to maintain an interest in the welfare of the public and be ready to apply his special knowledge for the benefit of mankind.

ARTICLE III

Organization

The Board of Officers of this organization will consist of a president, a vice president, a secretary, a treasurer, and a five-member advisory council. All officers will serve for only one year unless elected again to the same, or another office. If the president is not reelected after completion of a year's term, he or she will automatically become, at his option, a member of the Advisory Council for one additional year.

If the Board prefers, the offices of Secretary and Treasurer may be held by one person; in which case six officers are required on the advisory council. If a scheduled election is not held, the officers affected will continue in office until one is held.

An election must be held each year.

ARTICLE IV

Board of Officers

Only an officer authorized by the Board of Officers may act as a representative of the Society.

The Board of Officers will select its own times and places for its meetings. All officers must be notified at least a week before of the date, time, and place of the meeting.

A quorum necessary for conducting business shall be five or more members of the Board.

The vote of a majority of the total membership of the Board in any properly called meeting shall be the action of the Board.

A vacancy in the Board shall be filled by a three-fourths vote of the remaining members of the Board. This must be done before any other consequential business is transacted. The term of office of the new officer shall expire at the next regular meeting of the members, at which time the vacancy shall be filled by action of the members.

ARTICLE V

Membership and Dues

Membership dues of the Society will be set each year by the Board of Officers. Until this article is amended the yearly dues must fall in the range of \$3.00 per year to \$7.00 per year. Seven out of nine officers must agree on the amount of the next year's membership dues. At the first regular meeting of the Society after the following year's dues have been set (i.e. the first meeting held after the month of September of that year) the amount must be approved by a majority of the total members present.

There is also an initiation fee for new members of \$5.00. Both the yearly dues and the initiation fee will be half price for students.

Any candidate for membership will be allowed to visit one initial meeting free of charge. Subsequently a charge of \$2.00 (students, \$1.00) will be assessed any non-member attending any of the lectures, seminars, demonstrations, etc. Spouses of members will be admitted to meetings free of charge - without voting rights.

All who attend the meetings of the Society must identify themselves as members, prospective members, manufacturer's representative, etc. No interested party with motives consistent with the aims and purposes of the Society will be barred from attendance. Guests will be given identifying badges which they must wear conspicuously while at the meeting.

Prospective members must fill out an application blank and be passed on by the Board of Officers before their membership is valid.

ARTICLE VI

Security

The Intermountain Society of Inventors and Designers has for its purpose the giving of realistic, effective help to its members. This help, however, is of a general nature, with instructions and advice which is not directed at any particular inventor or designer or at any particular idea or product. With this attitude clearly defined, it remains the responsibility of each member to protect his or her own interests whether within or without the Society, and each member, in joining the Society agrees that, without reservation or exception, he does not and will not hold the Society or any of its officers responsible in any way for the security of his ideas, inventions, designs, devices, or property whatsoever.

ARTICLE VII

Termination of Membership

Membership in the Society may be terminated in any of the following ways:

- 1 - Resignation
- 2 - Non-payment of dues
- 3 - Disciplinary action

ARTICLE VIII

Individual Help

At the present time the Society will not participate in or sponsor any development or manufacturing groups. The Society will give advice in the various phases of inventing and designing but the inventor or designer must develop his own product and do his own marketing. However, it is anticipated and hoped by the founders that the associations engendered by the Society will give rise to combinations of people and talents. These combinations will depend on what ever mutual interests and benefits develop.

It is a future plan that as an appendage or arm to the Intermountain Society of Inventors and Designers, there will be established an agency which will offer help to inventors and designers on an individual basis. Patents, research and development, manufacturing, financing, promotion, marketing and all related phases of industrial endeavor will be discussed on a royalty or outright sale basis, with full protection afforded the inventor or designer. It must be understood, however, that these are not functions of the Society itself and no unprotected device or invention should be discussed or described in the presence of any members of the Society except with the protection this agency could give in the future.

ARTICLE IX

Political Activity

The Society shall remain non partisan to political activity. However, on proper vote of the membership the Society will speak out on pertinent issues vital to the aims and purposes of the Society. The political activity of any member will not be limited by the Society against his will.

ARTICLE X

Amendments to the Constitution and/or Bylaws

Amendments or changes to the constitution or bylaws of this organization can be made only at a regular meeting of the Society and by vote of two-thirds of the members present. If such changes are to be made, all members must be notified by mail of the time and place of the meeting at least two weeks in advance. The notice must include a statement that amendments or changes in the constitution and/or bylaws of the Society will be part of the agenda of the meeting. The notice must also give a complete copy of the proposed amendments or changes.

ARTICLE XI

The Intermountain Society of Inventors and Designers was organized in Salt Lake City, Utah during the fall of 1966. Salt Lake City, Utah will be considered its headquarters unless this constitution is otherwise amended. This Society is hereby organized to fulfill its purposes as long as its members and officers feel its benefits are worth the effort to properly maintain it.

INTERMOUNTAIN SOCIETY OF INVENTORS AND DESIGNERS

BYLAWS

ARTICLE I

Organization

Section 1 Board of Officers

The President or the Vice President shall preside at any meeting of the Board. In the absence of both of these, another authorized officer may preside. For proper authorization this officer must have a written note signed and dated by the President or the Vice President. This note must be presented to the other officers at the beginning of the meeting.

An absent officer may be represented by proxy by another officer in any meeting of the Board. Notice of proxy must be in writing and must be presented to the presiding officer before the meeting convenes.

Each officer has one vote in any meeting of the Board at which he is present or properly represented by proxy.

Section 2 Duties of Officers

President: It is the duty of the President to preside at all meetings and to spearhead the activities of the Society in order that it might fulfill its aims and purposes. He is responsible for seeing that the other officers perform their duties properly. He may delegate any or all of his authority temporarily to other officers but is still responsible for the accomplishment of his duties. He is directly responsible for all property of the Society including money, office equipment, real estate, buildings, and anything else of value which belongs to the Society, but he is subject to the will of the Board as to its disposition.

Vice President: The Vice President shall assist the President in all of his duties and, when occasion demands, assume part or all of the responsibilities of the President. In so doing, he has all the authority of the President.

Secretary: The Secretary shall record the proceeding of all meetings of the Board and the members, keep a current roster of all members, notify all members of regular and special meetings, operate the Society library, safeguard all records and books, prepare official correspondence for the Board and perform other secretarial duties as assigned by the Board or the President. He (she) may delegate any or all of his (her) duties to members of the Society temporarily with the approval of Board; but is still responsible for their accomplishment.

Treasurer: Under the direction of the President, the Treasurer shall keep an accurate account of all money received by the Society and make expenditures as directed by the Board. At each regular meeting of the members, the treasurer must post a financial statement giving a current balance and account of receipts and expenditures since the last meeting. Any check, purchase order, or other disbursement of property of the Society must be signed by the treasurer and either the President or Vice President.

Advisory Council: Meet with the other officers of the Society at Board meetings. Support the other officers in the performance of their duties and willingly share the responsibilities necessary to the success of the Society. Specific duties and assignments will be made by action of the Board - as the need arises.

All elected officers must use initiative and cooperation in working together for the growth and development of the Society during the tenure of their office.

Section 3 Obligation and Accountability of Officers

Under conditions not covered by constitution or bylaws, the Board of Officers is under obligation to members of the Society to conduct the Society's business in accordance with good business procedures. Any decisions or action on behalf of the Society shall be subject to the approval of the members, on request, at the next regular meeting of the Society.

The minutes of any meeting of the Board of Officers or meeting of the Society must be open for inspection by any member of the Society in good standing upon his request to any of the officers.

ARTICLE II

Membership and Dues

Section 1 Membership

Qualifications: Membership shall be open to all United States citizens whose aims and purposes are consistent with those of the Society. All members must abide by the constitution and bylaws of the Society as amended or be subject to disciplinary action per Article VII of the constitution.

Students shall be defined as those holding student activity cards in an accredited institution of learning.

A member in good standing shall be defined as one whose dues are paid in full and whose actions inside of and outside of the Society are consistent with its constitution and bylaws.

Section 2 Termination of Membership

Resignation: Resignations of members shall be made in writing and shall be acted upon within 30 days of receipt of said resignation.

Suspension and Termination of Membership for Nonpayment of Dues: In the event that any member shall fail to pay dues by the end of the third month from the due date, the membership of such person in the Society shall automatically be suspended. Suspension of membership results in the forfeiture of all membership rights and privileges. Such suspension shall automatically be revoked and all membership rights and privileges restored, upon payment by any such suspended member of all dues in arrears provided that they are paid within one calendar year from the due date. Any member whose dues are in arrears must be notified 30 days prior to the date of his membership termination. In the event that dues in arrears are not so paid, the membership of such member shall automatically be terminated.

Expulsion and Reinstatement: Any member may be expelled for just cause, other than nonpayment of dues. Expulsion may take place only upon the vote of a majority of the entire membership of the Board of Officers after an opportunity to be heard before the Board shall have been granted to such member. No accused or accusing member shall be entitled to vote on the question of any such expulsion. Any former member whose membership has been terminated pursuant to this article may be reinstated upon application made to the Society and upon approval of the entire Board of Officers.

It shall be the duty of each member to report violations of the constitution and bylaws of the Society to one of the officers of the Society. Violations of the constitution and/or bylaws of the Society shall be considered as a just cause for expulsion. Violation of the laws of the land shall also be considered as just cause for expulsion.

Section 3 Dues

New members must pay an initiation fee of \$5.00 (\$2.50 for students). The yearly dues will become due in October of each year. The initial year's dues will be assessed on the basis of the quarter of the dues year in which the member joins the Society. If a member joins in the months of October through December, he will pay a full year's dues - in the months of January through March, he will pay three-fourth of a year's dues - in the months of April through June, he will pay one-half of a year's dues - and in the months of July through September, he will pay one-fourth of a year's dues.

The initiation fee covers a life time membership in the Society for all who join and maintain themselves as members in good standing.

Leaves of absence for any legitimate reason will be granted by making a written or oral request to any of the officers and by the action of the Board. All leaves of absence granted must be noted in the minutes of a regular meeting or in the minutes of an officers' meeting.

On return from an authorized leave of absence the person involved will again become fully associated by making a written or oral request to any of the officers and by the action of the Board. No initiation fee will be required, but dues for the current year must be paid before attending any meetings.

ARTICLE III

Meetings and Functions of the Society

There shall be at least six meetings per year. Times and places for these meetings will be set by action of the Board.

In regular meetings of the Society, at least the following in their various ramifications will be discussed:

1. Patents, patent searches, patent law
 - (a) Instructions in writing patent copy
2. Copyrights
3. Trademarks
4. Reports of "the state of art" in various field of science and art
5. Lectures on basic principles of physics, mechanics, electronics, design, etc.
6. Guidelines and materials to use in building prototypes, working models, bread board designs etc.
7. Marketing Studies
8. Estimating costs of:
 - a. Advertising
 - b. Marketing
 - c. Packaging
 - d. Art Work
9. Manufacturing and design techniques.
 - (a) Mass production methods applicable to individual products.
10. Manufacturing and design costs.
11. Quality Control.

12. Advertising

13. Marketing

Members are encouraged to make suggestions to any of the Board of Officers, as to meeting topics, activities, etc.

In addition to meetings, other activities of the Society can include such things as: expositions, exhibits, parade floats, social functions, panels, forums, seminars, etc.

ARTICLE IV

Election Procedures

Only members in good standing shall be allowed to vote on any matter before the Society, including the election of officers. Only members in good standing may hold office in the Society.

At a regular meeting of the Society, one meeting prior to an election meeting, a nominating committee must be chosen. The committee will consist of the secretary of the Society and two other members of the Society elected by two-thirds of the members present at the meeting. The responsibilities of the nominating committee will be as follows:

1. Accept nominations verbal or written from any member of the organization, either for himself or any fellow member of the organization.
2. Contact all nominees to ascertain their willingness to serve if elected.
3. If insufficient nominations are received to conduct a fair, representative election, they should use their initiative in making the ballot as complete as necessary.
4. Conduct the election, and announce the new officers at the election meeting.
5. The votes will be counted by the Secretary and two members of the Society selected at random at the election meeting.

ARTICLE V

Founders of the Society

Several people have dedicated much of their time and efforts in organizing and founding this Society. The Society is a pioneer type of organization where the goals, aims, and purposes are unique to a type of independent, creative people.

ARTICLE VI

Financial Procedures

Any outlay of funds must be agreed upon by at least six of nine officers of the Society and all checks must be signed by the treasurer and the president or vice president. If the need arises for an immediate expenditure before the treasurer can obtain the other needed signature, it will be necessary for one of the officers to pay the expenditure from his own personal funds and then be reimbursed when the necessary signature is obtained. Each individual expenditure will not necessarily be voted on by the officers if a previous vote covers that category of expenditure. For instance it would not be necessary to vote on an expenditure to send out postcards to all members announcing a special meeting, if this type of expenditure had already been agreed to and voted on.

Any expenditure of \$200.00 or more must be voted on at a regular meeting of the Society and be passed by a two-thirds majority of the members present.

ARTICLE VII

News Releases and Advertising

All news releases concerning the activities and plans of the Society must be approved by the Board of Officers.

All final copies of advertisements to promote the interests of the Society whether paid for by the Society or offered free to the Society must be approved by the Board of Officers.

ARTICLE VIII

Letters of Endorsement by the Society

The Society may at times give letters of endorsement to individuals, or groups of individuals, or organizations. These must all be approved by the Board of Officers and by action of the Board of Officers.

As a general rule, the letters of endorsement will have an expiration date of from one to five years from the date of the letter, depending on the judgement of the Board of Officers.

For their own protection, the members of the Society should check with the Board of Officers before they place too much confidence in any claim of endorsement by the Society.