

PROPOSAL: Paper Tech Foundation Bylaw Change

Background

Pursuant to Article III, Section 2.D of its bylaws, the power to adopt the bylaws of entities related to Western Michigan University is reserved to the Board of Trustees. The Western Michigan University Paper Technology Foundation was established in 1958 by the pulp and paper industry to recruit capable young men and women who wish to pursue careers in the industry; to form a partnership with Western Michigan University that provides the necessary resources to educate and train those young people; and to establish a scholarship program to assist students financially during their college years.

The bylaws were last revised by Board of Trustees action in November 2023. On September 17, 2024, the PTF Board of Trustees approved revisions to its bylaws. The dues increase is changed in Article 4 is to offset inflationary costs. The change to Article 6 is to align with current practice in retaining trustees for member companies so long as the company remains a member and allows the member company the right to change appointees as needed.

The modifications to the bylaws include the following:

- **Article 4 Membership, Section 2A-6,** Dues shall increase up to 5% on July 1 of each year as assessed by the Governance Committee to offset inflationary costs and to fulfill the charter of the Foundation.
- **Article 6 Board of Trustees, Section 1:** Member companies will appoint a trustee to serve on the board of directors. The appointed trustee shall serve on the board as long as the company remains a member. The company has the right to change appointees as needed.

On April 15, 2025, the PTF Board of Trustees approved additional revisions to its bylaws. These changes centered on membership details, composition of the Board of Trustees, corporate officer and Committee structure. The modifications to the bylaws include the following:

- **Article IV-A: Corporate Membership**
 - The Governance Committee may grant privileges as appropriate where a company donates, but does not provide the standard membership fee.
 - On an exception basis, the Governance Committee may consider gifts in kind and endowment gifts in lieu of the standard membership fee.

- **Article IV-B: Individual Members**
 - Individual Members who have established a named scholarship endowment are exempt from the required \$1,000 annual fee for voting rights.
 - Annual dues for individual members may be adjusted by the Governance Committee, subject to approval by the PTF Board of Trustees.
- **Article VI: Board of Trustees (BOT)**
 - Clarified that the 46 member limit applies to Corporate Members (no limit to Individual Members).
 - Ex-Officio members with the right to vote:
 - Added Chemical & Paper Engineering (CHP) Department Chair and PTF Officers.
 - Removed Managing Director and the Pilot Plant Manager. The Pilot Plant will be represented by the VP of Business & Finance or designee.
- **Article VII: Elected and Appointed Officers**
 - Elected Officers:
 - There should be a minimum of 2 Vice Presidents serving on the Governance Committee.
 - Removed the position of Secretary, which will be fulfilled by the ranking member of the PTF Staff.
 - Clarified that the Treasurer is appointed by the Office of Business and Finance and is not an elected officer.
 - Removed the Managing Director position.
 - PTF Staff to be appointed by the Executive Committee and the College of Engineering and Applied Science with approval from the PTF BOT.
- **Article VIII: Standing Committees and Financial Statements**
 - The Executive Committee shall consist of the PTF President, President-Elect, Vice-Presidents, CHP Dept Chair and the VP of Business and Finance.
 - The Governance Committee shall consist of the Executive Committee plus the ranking member of the PTF staff.
 - The Education and Research (ERC), Recruitment & Scholarship (RSC) and Alumni Engagement Committee (AEC) shall consist of a Chair, Vice-Chair and a minimum of 3 Trustees or Individual Members.

Recommended Action

The PTF Board of Trustees recommends the Board of Trustees approve revisions to the Paper Technology Foundation bylaws as provided in the attached document.