

THE PREPARATION AND AMENDMENT OF LOCAL SECTION BYLAWS*

INTRODUCTION

In order to assist Local Sections and to avoid complications and delays in the amendment of bylaws, this document has been prepared by the Council Committee on Constitution and Bylaws (hereinafter referred to as C&B) in consultation with the Council Committee on Local Section Activities (hereinafter referred to as LSAC). A new Local Section operates under charter bylaws prepared by the Council of the SOCIETY. These remain the bylaws except to the extent that they may subsequently be amended to reflect local needs and desires.

It is important to recognize that no provision of the bylaws of a Local Section may be in conflict with the Charter, Constitution, or Bylaws of the SOCIETY** or with its own Articles of Incorporation, if applicable. The model document that follows is intended to reduce the possibility of such conflicts, as well as to assist in the development of complete and unambiguous sets of bylaws.

THE AMENDMENT PROCESS

INITIAL ACTION REQUIRED BY LOCAL SECTIONS

1. Obtain an electronic version of the certified Local Section bylaws from the ACS Secretary's office (bylaws@acs.org).
2. Identify desired change(s). The proposed change(s) is (are) normally discussed at an Executive Committee meeting and/or a Section meeting. The proposed change(s) may originate by petition from members as permitted by the Local Section bylaws.
3. Review the Section's Articles of Incorporation, if applicable, to determine whether the proposed changes are compatible with them. Refer to the *American Chemical Society Incorporation of the Society's Divisions, Local Sections, or International Chemical Sciences Chapters*.
4. Prepare concise, unambiguous language for the amendment. Generally this would be done by a Section bylaws committee.
5. Review the SOCIETY's Charter, Constitution, and Bylaws to determine whether the proposed change is compatible with all of these. Amendments must be compatible with the SOCIETY's documents.
6. Review the Local Section bylaws. A conflict with another section of the bylaws may be resolved either by rewriting the proposed amendment or by amending both portions of the bylaws.
7. Seek preliminary approval of the proposed change by the Executive Committee of the Section.

* **Effective June 30, 2009.** Approved by the Committee on Constitution and Bylaws, in collaboration with the Committee on Local Section Activities.

** The ACS Governing Documents (Bulletin 5), containing the *Charter, Constitution, Bylaws, and Regulations of the American Chemical Society*, is searchable and updated as needed at <http://www.acs.org/bulletin5>, or you can obtain a hard copy of the annual edition from C&B (bylaws@acs.org). In particular, see Constitution Article XII and Bylaw VII for information on Local Sections.

If a proposed amendment is not approved by the Executive Committee, it must nevertheless be brought to the membership for a vote if it is proposed by a petition from the members that satisfies bylaw requirements. Whether a proposed amendment is approved by the Executive Committee or is supported by petition, the subsequent steps in the amendment process are the same.

8. Submit the proposed amendment(s) to C&B for preliminary review (bylaws@acs.org).

Sections are not required to seek preliminary review for proposed bylaw changes but are **strongly encouraged to do so**. Otherwise, there may be undesirable delay, expense, and inconvenience if an amendment approved by the voters without prior examination by C&B is subsequently found to be flawed and is not approved by the Committee.

The proposed amendment(s) should be sent to the Executive Director of the SOCIETY through C&B at bylaws@acs.org. Both the existing and proposed language should be identified, and an explanation of the proposed change(s) should be included. The convention for identifying changes is to use **bold** and **underline** for additions and ~~strike through~~ for deletions; use of Track Changes is acceptable and encouraged.

KEY STEP

The Local Section should consider appointing one member to be responsible for all communication with the SOCIETY. This member should be willing to commit to a time frame of at least one, and possibly two years, to ensure that the amendment process is completed according to the bylaws.

ACTION STEP TO BE TAKEN BY C&B:

C&B will review the amendment(s) to determine compatibility with the ACS Governing Documents (Bulletin 5) and with the rest of the Section's bylaws. The proposed changes and the complete bylaws also will be examined with respect to consistency of format, correct use of terminology, clarity, and sufficiency for conducting Section business. Modifications of the amendment(s) and/or changes in the bylaws may be required or suggested by C&B, which will issue its report to the Local Section officers for further action by the Local Section.

C&B's review process typically takes about three months.

KEY FINAL STEPS BY LOCAL SECTIONS TO OBTAIN CERTIFICATION OF PROPOSED AMENDMENT(S)

Follow up on the Committee's report as soon as possible (steps 9 through 11) with a vote by the members on the final version of the amendment(s) to the Local Section bylaws and notification to C&B. Many Local Sections drop the ball at this point.

9. Announce the proposed amendment(s), as revised, to the members.
10. Vote on the amendment(s). This vote by the members is done in accordance with the Local Section bylaw requirements for the announcement of proposed amendment(s) and for the adoption process.
11. For final approval, send the following required information to the Executive Director through C&B, acting for the Council (bylaws@acs.org):

- The current bylaws marked to show what was voted on by your members: additions bold and underlined and deletions crossed out; use of Track Changes is acceptable and encouraged;
- A copy of the information supplied to the members;
- The dates of announcement and balloting;
- The final vote results in accordance with your bylaws (e.g. “majority”, “two-thirds”, etc.); and
- Certification by the Chair or Secretary of the Local Section that all bylaw requirements for voting on amendments have been followed.

NOTE: Amendments to the bylaws of Local Sections do not take effect until they have been given final approval by the Committee on Constitution and Bylaws, acting for the Council.

GENERAL INFORMATION

Consistency and Completeness

It is not required that the *Model for the Preparation of Bylaws for a Local Section* be rigidly followed in every respect. For example, the order of topics could be varied or the names given to committees might differ. However, the titles of officers should conform to those specified in the Constitution and Bylaws of the SOCIETY. If the Local Section is incorporated and the legal requirements of incorporation instead dictate that other officer titles be used, the Local Section’s bylaws must specify how the two sets of officer titles are related.

Some Local Sections prefer to make their bylaws concise, while others prefer to develop them in great detail. The former approach is made easier if the group prepares an operations manual or similar reference that documents the responsibilities of officers and committees, specific procedures, and other details of the Local Section’s operations. These can be modified when desired by action of the Executive Committee (or equivalent body) without going through the more cumbersome process of bylaw amendment. Most Local Sections strive to find a happy medium between the extremes of an unwieldy set of bylaws or a set so brief as to afford little help in the operation of the Section.

Terminology

In the writing of governing documents that have legal implications, it is important that terminology be consist, correct, and unambiguous. The following are examples of terms that frequently require clarification in the preparation of bylaw documents.

The terms **MEMBER**, **STUDENT MEMBER**, and **member**, in particular, are sometimes used incorrectly. **MEMBER** and **STUDENT MEMBER** refer to individuals who have met different criteria for admission to the SOCIETY and have somewhat different membership privileges and constraints. These are outlined in the SOCIETY’s Bylaw I. Bylaw provisions that are specifically directed to only one of these groups should refer to **MEMBERS** or **STUDENT MEMBERS**, as appropriate. Sections that apply equally to both groups should use the term member (all lower case). The term “MEMBER” does not include or imply STUDENT MEMBER and/or any affiliates.

Criteria for affiliation and the privileges and restrictions of affiliates are outlined in SOCIETY Bylaw II. Local Section bylaw provisions related to affiliates should specify **Society Affiliates** and **Local Section Affiliates**, as appropriate; or, when addressed collectively, the term **affiliates** (all lower case) should be used.

When reference is made to membership in connection with status relative to a committee or any group other than the SOCIETY, the term **member** is used.

Capitalization

Bylaw references to the AMERICAN CHEMICAL SOCIETY in which the single word SOCIETY is used should show it entirely in capital letters.

The words **Constitution** and **Bylaws**, with initial capital letters, should be used exclusively where reference is made to the governing documents of the SOCIETY. The term **bylaws**, without capitalization, should be used exclusively where reference is made to the Local Section bylaws.

The first letters of the term **Section** should also be capitalized.

Where there is reference to specific committees (e.g., Executive Committee), officers (e.g., Secretary), or other titled individuals (e.g., Alternate Councilor), the terms should have initial capital letters. General references to committees or officers should not be capitalized.

Reference to SOCIETY Documents

It is preferable to avoid specific references to SOCIETY documents to reduce the need for amendments if those documents are changed. Where references are included, they should be consistent with the outline format used in the current version of the SOCIETY's documents. Either the entire passage should be quoted or simple reference should be made to the appropriate major section. Otherwise, errors may occur because of failure to incorporate necessary limitations provided in the SOCIETY's Constitution or Bylaws. This procedure will also reduce the need for amendments caused by changes in the SOCIETY documents. Article II of the Constitution (Objects) and Bylaw VII, Sec. 15 (Dissolution of Local Sections) may constitute exceptions.

Resources for Local Sections Preparing Bylaws

Local Sections are invited to refer any questions concerning their bylaws to C&B at bylaws@acs.org. Open meetings of C&B are held at each national meeting of the SOCIETY and provide additional opportunities for consultation concerning bylaws. LSAC also will be glad to answer questions about the likely effects of proposed bylaw provisions. Individuals wishing to amend Local Section bylaws should be certain that they have the latest copy of their bylaws that has been certified by the Secretary of the Council. This copy may be obtained from the Staff Liaison to C&B (bylaws@acs.org).

**MODEL FOR THE PREPARATION OF BYLAWS
FOR A LOCAL SECTION OF THE AMERICAN CHEMICAL SOCIETY**

**BYLAWS OF THE
_____ SECTION
of the
AMERICAN CHEMICAL SOCIETY**

**BYLAW I*
Name**

This organization shall be known as the **[insert Section name]** Section (hereinafter referred to as the “Section”) of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the “SOCIETY”).

COMMENT: The name and territory (see Bylaw III below) of the Section are established by Council action.

**BYLAW II
Objects**

Section 1. The objects of the Section shall be those of the SOCIETY as stated in the Charter and Constitution of the SOCIETY.

Section 2. Nothing in these bylaws shall be inconsistent with the Charter, Constitution, and Bylaws of the SOCIETY.

COMMENT: The basic objects of the Local Section must be the same as those of the parent SOCIETY. It is natural and proper, however, that there may be varying degrees of local emphasis and amplification. The Section may wish to include or paraphrase all or parts of Article II of the Constitution of the SOCIETY, or to add statements appropriate to the particular wishes of the Section. In the latter case, however, great care should be taken to avoid any statement that might jeopardize the position of the Section or of the SOCIETY as a tax-exempt, nonprofit, educational and scientific organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

**BYLAW III
Territory**

The territory of the Section shall be that assigned to it by the SOCIETY.

COMMENT: While the Section will know at all times the extent of its territory, a definition should not be included in the Section’s bylaws since subsequent changes would require Council action to correct the bylaws.

*Bylaw identification corresponds to that used in the Charter Bylaws for new Local Sections.

The Section may designate a headquarters city, although it is not required to do so. The headquarters city, if designated, need not correspond to that in which the Section Secretary or any other officer resides and is not changed as officers may change or move.

The name or territory of a Local Section can be changed only through the following procedure:

1. The Section votes to ask the Council of the SOCIETY to authorize a change in name or territory.
2. The Section action, with an explanation of the reasons for it, is submitted to the Secretary of the Council through the Executive Director of the SOCIETY (bylaws@acs.org) with a request for Council approval of the change. This submission should be made at least 12 weeks prior to the national meeting at which action by the Council is desired.

When a change of territory is considered, neighboring Sections may be involved. If so, then the request for change should be endorsed by the other Sections affected. If any territory proposed for annexation is presently assigned to another Section, its release by that Section must accompany the request.

3. LSAC considers the request and makes its recommendation prior to Council action.
4. The requested change(s) becomes effective only after Council approval. Appropriate changes in the Section's bylaws are then made by C&B as editorial changes.

BYLAW IV **Members and Affiliates**

Section 1. The rolls of the Section shall include those MEMBERS, STUDENT MEMBERS, and Society Affiliates of the SOCIETY residing within the territory of the Section. Any exceptions to this rule shall be made in conformity with the Constitution and Bylaws of the SOCIETY.

Section 2. MEMBERS and STUDENT MEMBERS shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY.

Section 3. The Section may have Local Section Affiliates as authorized in the Constitution and Bylaws of the SOCIETY.

Section 4. Society Affiliates and Local Section Affiliates may not vote for or hold an elective position of the Section, vote on Articles of Incorporation or bylaws of the Section, or serve as voting members of the Executive Committee.

COMMENT: SOCIETY Bylaw VII lists exceptions to the rule that a Local Section's membership is composed of members of the SOCIETY residing within the territory of the Section. Thus, a member residing in territory assigned to one Section may request enrollment in another Section, or if the member resides in territory unassigned to a Section, enrollment in any Section may be requested. In such cases, the individual must take the initiative by requesting a change. Hence, it is not necessary to quote the rules governing exceptions in the Section's bylaws and a general reference to SOCIETY Bylaw VII is recommended, as was done in Section 1 above.

The rolls of the Section shall also include Society Affiliates in accordance with the provisions of SOCIETY Bylaw II. Society Affiliates, while not members of the SOCIETY, are assigned to Local Sections geographically in the same manner as members. However, they may not vote or hold elective positions, but the Local Section may allow them to serve as appointed members or Chairs of committees. They may not serve as voting members of the Executive Committee.

Sections should be aware of the limitations placed on individual affiliation with Sections of the SOCIETY (see SOCIETY Bylaw II). Local Section Affiliate status can be conferred by a Local Section only on "a person who is not a member of the SOCIETY" (see SOCIETY Constitution, Article V). Thus, this is a relationship solely between a nonmember of the SOCIETY and a Local Section. No

affiliation exists between such an individual and the SOCIETY. Local Section Affiliates may not vote, hold elective positions or serve as members of the Executive Committee.

Many Sections prefer to outline in some detail the mechanism by which persons may become affiliates of the Section. This might include, for example, application to the Secretary, payment of the required dues, and approval by the Executive Committee. In some cases the sponsorship of one or more members of the Section is required. It should be noted that affiliation, unlike membership, is immediately terminated by failure to pay dues for the current year (see SOCIETY Bylaw II).

BYLAW V Organization

Section 1. The officers of the Section shall be MEMBERS of the SOCIETY and shall consist of **[list officers of the Section]**.

Section 2.

- a. The duties of the Chair shall be **[list duties of Chair]**.
- b. The duties of the Chair-Elect (Vice-Chair) shall be **[list duties of Chair-Elect and/or Vice-Chair]**.
- c. The duties of the Secretary shall be **[list duties of Secretary]**.
- d. The duties of the Treasurer shall be **[list duties of Treasurer]**.
- e. The duties of **[title of additional officer(s)]** shall be **[list duties of additional officer(s)]**.

COMMENT: The following are other examples of statements that may be used in this section. As noted earlier, Local Sections may also choose to use an operations manual or similar procedures document for many details, rather than including them in the bylaws, to facilitate updates.

- a. It shall be the duty of the Chair to preside at meetings of the Executive Committee, to carry into effect the decisions and recommendations of that Committee, to preside at business meetings of the Section, to appoint all committees, and to carry out all those duties required by the Constitution and Bylaws of the SOCIETY. In the absence of the Chair, the duties of the office shall devolve upon the Chair-Elect.
- b. It shall be the duty of the Secretary to keep a record of the proceedings of the Section and of the Executive Committee, to maintain a list of members and affiliates, to send to members and affiliates such notices as the business of the Section may require, to submit a report to the Section at its annual meeting, and to carry out the duties required by the Constitution and Bylaws of the SOCIETY.
- c. The Treasurer shall be in charge of the funds of the Section, shall collect dues and other revenues, shall make all disbursements subject to the approval of the Executive Committee, shall submit a financial report to the Section at its annual meeting, and shall carry out all those duties required by the Constitution and Bylaws of the SOCIETY.

COMMENT: The SOCIETY requires that the Local Section have as officers a Chair, a Chair-Elect and/or a Vice-Chair, a Secretary, and a Treasurer. It may have such other officers as it wishes to

specify in its bylaws. Some Sections have a Secretary and a Treasurer, while others have one person as Secretary-Treasurer. It is wise to create separate posts of Secretary and Treasurer, **with the added statement that the two posts may be held by the same individual to provide flexibility to the Section without the need to amend the bylaws if the positions change.** A Section may have both a Chair-Elect and a Vice-Chair. All officers must be elected.

Only MEMBERS of the SOCIETY may serve as Councilors, Alternate Councilors, or Temporary Substitute Councilors. STUDENT MEMBERS may hold such other elective positions within the Section as the Section may wish if, and only if, the Section bylaws so authorize. That is, each Local Section must specify in its bylaws each elective position that it will allow its STUDENT MEMBERS to hold within that Section or any subsections or topical groups that it may have. The allowed positions may include none of the positions restricted to MEMBERS and named previously.

Society Affiliates are entitled to all the privileges of membership in the Local Section, as provided in the Local Section bylaws, except those of voting for or holding an elective position of the Local Section, voting on Articles of Incorporation and bylaws, and serving as a voting member of the Executive Committee. Society Affiliates may be appointed as committee chairs, if allowed by the Local Section bylaws.

Local Section Affiliates are entitled to all the privileges of membership in the Local Section, as provided in the Local Section bylaws, except those of voting for or holding an elective position of the Local Section, voting on Articles of Incorporation and bylaws, and serving as a member of the Executive Committee.

Each Section is urged to establish an Executive Committee. The size and composition of the Executive Committee can be whatever the Section desires. Thus, committee chairs or elected members-at-large may be included, or Councilors and Alternate Councilors may be excluded. The Section bylaws must specify the members of the Executive Committee and how each becomes a member.

The Section may designate a Board of Directors or other governing body if it desires, or if such a group is required by the applicable laws of incorporation, should the Local Section choose to become a corporation. Such a Board may be established in addition to an Executive Committee provided that the composition and duties of each are specified.

BYLAW VI

Manner of Election and Terms of Office

Election procedures can be varied within wide limits to suit the Local Section's circumstances. The Section bylaws should outline quite precisely the procedures to be followed, including an exact timetable for nomination and elections. The procedures established should be followed rigorously.

NOTE: in accordance with SOCIETY Bylaw V, Section 11, c, balloting procedures should meet the requirements of (1) fair balloting that is open to all eligible members, (2) anonymity, (3) protection against fraudulent balloting, (4) ballot archiving, and (5) the timely reporting and archiving of balloting results.

There is no requirement for a specific fiscal year. Terms of office may begin at whatever time is convenient to the Section (except for Councilors and Alternate Councilors, see below). Terms beginning January 1 have certain advantages. For example, Local Section annual reports must be submitted on a calendar-year basis. In addition, the lengths of terms may differ. In most Local Sections, the terms of the Chair, Chair-Elect, Secretary, and Treasurer are one year. In some Sections the Secretary and/or Treasurer are elected to longer terms. Councilors and Alternate Councilors must be elected for terms of three years, beginning January 1.

It is required that Sections with multiple representation in the Council of the SOCIETY carry out the election of Councilors and Alternate Councilors in such a manner as to provide rotation of the terms (i.e., overlapping of the terms so that all terms do not end in the same year). In order to provide such rotation when the allowed number of Councilors and Alternate Councilors changes, the Section may occasionally elect Councilors and Alternate Councilors to initial terms defined as expiring two years hence or one year hence. The terms of Councilors or Alternate Councilors may not be abbreviated or extended after their election to accomplish rotation of terms. In other words, the expiration date defined for a term of office at the time of election may not be changed after the election. Since election to terms of office with unusual termination dates is infrequent and occurs only in response to SOCIETY requirements, it is recommended that such a procedure not be outlined in the bylaws.

When a Councilor or Alternate Councilor resigns, the unexpired term remains to be filled by interim appointment and/or election. The original alignment of overlapping terms remains in place.

Section bylaws should specify procedures to fill vacancies in the offices of Councilors and Alternate Councilors. SOCIETY Bylaw V, Sec. 8, e, states:

“... A vacancy in any office filled by vote of a Local Section or Division shall be filled in accordance with its bylaws by the Local Section or Division concerned as soon as practicable after the vacancy occurs. Such changes in office shall be reported promptly to the Executive Director of the SOCIETY. Any vacancy in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term in one of the following manners: (1) in a predetermined order of succession as provided in the bylaws of the Local Section or Division from among Alternate Councilors and/or unsuccessful candidates for these positions, (2) by means of a special election, or (3) at the time of the next annual election. If the third option is used, the vacancy may be filled until the next annual election by appointment by the governing body of the Local Section or Division.” (10/19/04)

Balloting procedures for all offices that increase the extent of membership participation in the election are recommended. In accordance with SOCIETY Constitution, Article X, Councilors and Alternate Councilors must be elected by ballot of the members of the Section. The bylaws should specify the deadline for distributing ballots and for their return. In order to validate ballots, a procedure such as that described in SOCIETY Bylaw V is recommended. It is recommended that at least three weeks be provided between the date of distributing the ballots and the deadline for their return.

The election procedure must be started in ample time to complete the process (including the resolution of tie votes) well before December 1. SOCIETY Bylaw III, Section 1, a, (4) provides that: “The Secretary of each Local Section shall certify to the Executive Director of the SOCIETY not later than December 1 of each year, much earlier if possible, the names, addresses, and terms of the elected Councilors from said Local Section for the ensuing year ...”

Early notification is important since it allows these Councilors to be considered for assignments to the standing committees of the Council. If elections are completed later than early November, or if certifications are delayed, the Section may be deprived of possible representation on such committees because the President-Elect normally makes Council standing committee appointments well before the end of the year.

The schedule for nominations and elections should allow sufficient time for nominations by members after the report of the Nominating Committee. Many Sections require a suitable number of seconds to nominations from the floor, or a specific number of signers to nominations by petition. It is wise to require that the proposed nominees agree in advance to serve if elected.

Councilors and Alternate Councilors are elected by members of the Local Section in accordance with the requirements of the SOCIETY's Constitution and Bylaws and of the Local Section's bylaws to serve as the representatives of the Local Section to the Council in matters related to the governance of the SOCIETY. Councilors and Alternate Councilors are not ipso facto Local Section officers. By virtue of their election by members of the Local Section, their extended terms of service, and their

unique role in SOCIETY operations and governance, Councilors and Alternate Councilors represent a valuable resource for Local Section governance. Local Sections are encouraged to include Councilors and Alternate Councilors as members of Local Section Executive Committees.

In its election procedure, the Section may choose to obtain separate nominations for each Councilor and Alternate Councilor position to be filled. Alternatively, it may obtain a list of nominees, arrange the names alphabetically or by lot, and elect the Councilors and Alternate Councilors in accordance with the number of votes received. In the latter case, if only one Councilor is to be elected, the nominee receiving the most votes would be elected Councilor, and the nominee receiving the next highest vote would be elected Alternate Councilor. When a Section is entitled to more than one Alternate Councilor, the manner of their selection and service must be specified in the Section's bylaws and must be consistent with the Society's Bylaw III, Section 1, e.

BYLAW VII Recall of Elected Officials

Any Section elected official (Officers or elected Executive Committee Members) may be recalled for neglect of duties or conduct injurious to the SOCIETY. Recall procedures are not applicable to Councilors and Alternate Councilors elected by Local Sections.

Some Criteria

1. The recall process must guarantee the rights of the official being removed through a due process procedure.
2. The elected official being recalled must have the right to address and to answer any charges to the body empowered to remove the official from office.
3. A minimum of fourteen days must elapse between the filing of the charges and the vote to remove an official from office.
4. If the Executive Committee is used to remove an official, at least a two-thirds vote of all of the remaining members of the Executive Committee is required to remove an official from office.
5. If a recall election involving the voting membership is used to remove an official, the election must be accomplished in a manner consistent with the original election and with the Section bylaws. At least a simple majority of the members voting is required to remove an official from office, although the Committee on Local Section Activities urges use of a super majority.

COMMENT: The Committee on Constitution and Bylaws recognizes that there are vast differences between the various Sections and that there are many practical, expedient, economical, and fair procedures that meet the above recall requirements. Each Section is encouraged to develop a workable recall bylaw that addresses its particular organizational needs.

The following model language has been developed by the Committee on Constitution and Bylaws.

Section 1. The elected officials of the Section (Officers or elected Executive Committee Members) are subject to recall for neglect of duties or conduct injurious to the SOCIETY. Recall procedures are not applicable to Councilors and Alternate Councilors elected by Local Sections.

Section 2. The recall of an official shall be initiated when a signed petition, indicating in writing the specific charges and reasonable substantiating evidence is submitted to the Chair from at least five voting members of the Section. In the event the Chair is the official in question, the Vice-Chair or Chair-Elect

shall receive the petition and shall assume the duties of the Office of Chair with respect to this issue until the issue is resolved.

Section 3. The Chair shall, without delay, determine that the petitioners are aware of the gravity of their actions and the procedures to be followed. The Chair shall seek an alternate resolution to the problem and a withdrawal of the petition at this time. In the absence of a resolution to the problem, the Chair shall present the issue to the Executive Committee as a new business item at the next Executive Committee meeting.

- a. The Executive Committee shall promptly continue the recall process or dismiss the petition as ill-founded or find an alternative solution to the problem. The Chair shall promptly inform the petitioners and the official of the decision of the Executive Committee.
- b. If the proceedings continue, the Chair shall assign the duties of the official to another qualified member of the Section until the issue is resolved.
- c. If the proceedings continue, the official shall be offered an opportunity to answer the allegations in the petition before the Executive Committee.

Every reasonable effort shall be made to contact the official throughout this procedure. That effort shall include a certified letter to the last known address on the official SOCIETY membership rolls. Upon notification, the official shall have thirty days to make a written response to the allegations. The Executive Committee shall decide whether to proceed after studying the official's response. The Chair shall inform the official and the petitioners of the decision of the Executive Committee.

If no contact with the official can be made after a reasonable effort, the Executive Committee may remove the official in question with a two-thirds vote of the remaining members.

- d. If the proceedings continue, the official shall choose one of the following options:
 - (1) The official may resign.
 - (2) The official may request a recall vote in the same manner as the original election, which must be consistent with the Section bylaws. The voting membership shall be informed, through brief written statements prepared by the Executive Committee and the official, of the issues involved with the recall vote. Both statements shall be distributed to the voting membership before the vote is taken.
 - (3) The official may request a hearing and a recall vote by the remaining members of the Executive Committee. A two-thirds vote of the remaining members of the Executive Committee shall be required to recall the official.
 - (4) The official may choose not to respond and thus forfeit the position.

Section 4. The vacancy provisions of these bylaws shall be used to fill a vacancy caused by a recall process. The membership of the Section and the Executive Director of the SOCIETY shall be informed of the results of the recall process and the replacement of the official.

BYLAW VIII

Duties of Officers and Executive Committee

COMMENT: The Local Section may find it helpful to outline the major responsibilities of each officer and member of the Executive Committee or to refer to the Section's Job Manual. (Sample job manuals of procedures are available from the ACS Local Section Activities Office.) Statements such as the following may be included:

Section 1. The duties of the officers shall be such as usually pertain to their offices, together with those required by the Constitution and Bylaws of the SOCIETY, and such other duties as may be assigned to them from time to time by the Executive Committee.

Section 2. It shall be the duty of the Chair to preside at meetings of the Executive Committee, to carry into effect the decisions and recommendations of that Committee, to preside at business meetings of the Section, to appoint all committees, and to carry out all those duties required by the Constitution and Bylaws of the SOCIETY.

Section 3. In the absence of the Chair, the duties of the office shall devolve upon the Chair-Elect (Vice-Chair).

Section 4. The Secretary shall keep a record of the proceedings of the Section and of the Executive Committee, maintain a list of members, Society Affiliates, and Local Section Affiliates of the Section, send to members, Society Affiliates, and Local Section Affiliates notices of all meetings of the Section, and carry out the duties of that position as outlined in the Constitution and Bylaws of the SOCIETY and elsewhere in these bylaws.

Section 5. The Treasurer shall have charge of the funds of the Section, keep an accurate record of all receipts and disbursements, receive dues, and make those disbursements approved by the Executive Committee. The Treasurer shall render an account of all transactions and of the financial condition of the Section to the Executive Committee at times set by the Committee, and shall submit such reports as are required by the Constitution and Bylaws of the SOCIETY. The Treasurer shall furnish to the Section such bond as may be required by the Executive Committee to guarantee the faithful performance of the above duties, the expense of the bond to be borne by the Section.

The bylaws should provide a mechanism for annual audits of the records of the Treasurer.

BYLAW IX Committees

The Local Section may wish to specify some standing committees and to provide for the appointment of other committees. The method for selection of the chair and members of each committee should be specified. The duties or functions of each standing committee may be outlined. The following are examples of committees often included. Experience has shown the wisdom, however, of limiting the number of committees identified in the Section bylaws and of providing for the appointment of others by the Chair as ad hoc committees.

- a. Auditing
- b. Awards
- c. Budget
- d. Bylaws
- e. Education
- f. Employment
- g. Finance

- h. Hospitality
- i. Investment
- j. Long-Range Planning
- k. Membership
- l. Nominating
- m. Professional Relations
- n. Program
- o. Public Relations
- p. Publications
- q. Publicity
- r. Safety
- s. Social

The Chair-Elect frequently is ex officio Chair of the Program Committee since, as Chair, he or she will preside over the next year's meetings.

BYLAW X Meetings

The Local Section may wish to specify the minimum number of regular meetings each year, and perhaps the normal meeting dates. The dates of meetings should be determined with due regard to the annual election procedures and the deadline for reporting of election results (see notes on Bylaw VI). Exceptions to regular meeting dates should be permitted at the discretion of the Executive Committee.

The Section may also choose to require that its Executive Committee meet at regular intervals (perhaps monthly) throughout the year to assure proper attention to Section affairs.

A quorum for a Section business meeting may be defined in any way the Section desires, but it must be defined in the bylaws. A quorum requirement exceeding 5% may be undesirable for very large Sections.

Since many provisions in the Section bylaws result from SOCIETY and Internal Revenue Service requirements, it is not permissible to provide in the Section bylaws for the temporary suspension of bylaws unless the bylaws also state specifically which bylaws may be suspended and under what conditions. Those parts of the bylaws that are required by the SOCIETY's Charter, Constitution, and Bylaws cannot be suspended.

BYLAW XI Finances

The Local Section may wish to provide for voluntary annual Section dues for members and Society Affiliates, and it may also wish to identify the maximum Section dues that may be established without prior approval of the Section. Many Sections find this a source of needed funds. Some Sections provide that members of the SOCIETY in emeritus status are exempt from payment of Section dues.

SOCIETY Bylaw II lists the minimum amount of annual dues which must be paid by Local Section Affiliates in order to maintain affiliate status. The Section may levy higher dues if it desires.

The Section should understand that payment of Local Section dues by its members or Society Affiliates cannot be made obligatory. The SOCIETY guarantees to all its members all basic rights and privileges of membership in the Local Section in which they are enrolled, and, in turn, contribute financially to the support of Section activities. These basic membership privileges include the right to notice of business and professional meetings of the Section, the right to attendance at same, the right to vote, and the right to hold, when otherwise eligible, any elective or appointive position in the Section, all on the same basis as members who choose to pay Local Section dues. Thus, the Section cannot, for example, restrict the right to vote to members "in good standing," or adopt other measures that effectively limit the exercise of basic membership privileges to members paying Local Section dues. Neither may the rights and privileges accorded to Society Affiliates under SOCIETY Bylaw II and Local Section bylaws be restricted in any way because of failure to pay Local Section dues.

BYLAW XII Amendments

Amendment procedures may be varied within certain limits to suit the convenience of the Local Section. For example, a ballot must reach all members, whether by mail and/or other means. Any scheme, however, should adhere to certain principles:

1. In view of the paramount importance of bylaws, their amendment should not be too simple a procedure, subject to manipulation by a minority.
2. The Executive Committee should not have veto power over a proposed amendment.
3. Immediately after an amendment is adopted by the Section, it must be transmitted to the Executive Director of the SOCIETY for action by Council (bylaws@acs.org). No amendment is effective prior to approval by the Committee on Constitution and Bylaws, acting for the Council.

The Section should review its bylaws periodically for conformity with current policies and procedures and with SOCIETY requirements. One excellent way of doing this is to establish a standing committee on bylaws, from which an annual report is required. When doing this, it should be certain to have in hand the latest certified copy of the bylaws, which can be obtained from the Staff Liaison to the Committee on Constitution and Bylaws or from the Office of the Executive Director.

BYLAW XIII Dissolution of the Section

Provision for disposal of Local Section assets in the event of dissolution is required by the Internal Revenue Service to maintain the tax-exempt status of the Section and the SOCIETY.

SOCIETY Bylaw VII, Sec. 15, sets specific requirements for Section bylaws:

Upon the dissolution of the Section, any assets of the Section remaining thereafter shall be conveyed to such organization then existent, within or without the territory of the Local Section, as is dedicated to the perpetuation of objects similar to those of the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY, so long as whichever organization is selected by the governing body of the Local Section at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provision of the Code as may be in effect at the time of the Section's dissolution.

The Local Section should contact the Council Committee on Local Section Activities prior to any disbursement of restricted funds.

ADDITIONAL BYLAWS

The Section will find from time to time that additional bylaws should be added to meet special needs. Listed below are suggestions concerning some of the more common of these needs. Reference should also be made to the SOCIETY's Constitution (Article XII) and Bylaws (Bylaw VII), which outline broadly the privileges and responsibilities delegated to Local Sections by the SOCIETY. Sections are also urged to consult with C&B whenever non-routine bylaw amendments are considered. This Committee holds open meetings at all spring and fall meetings of the SOCIETY at times announced in the final program in *Chemical & Engineering News*. Questions can also be referred to the Executive Director of the SOCIETY through C&B at bylaws@acs.org or 800-227-5558, x-4071.

Parliamentary Authority

Although it is not mandatory, it is desirable to include a bylaw identifying the latest edition of *Robert's Rules of Order Newly Revised* as the authority for resolution of procedural matters during business meetings. Because it is sometimes useful to call business meetings to deal with single issues, reference to *Robert's Rules of Order Newly Revised* would normally be for the purpose of proper handling of motions rather than for establishment of an inflexible order of business.

Formation of Subsections and Groups

As Local Sections grow in size or otherwise change, it may become desirable to organize subsections (on a geographical basis) or groups (on a subject basis). Each of these must operate in conformity with the bylaws of the parent Section and is responsible to the parent Section. Thus, such portions of a Section are not independent parts. They must operate under the same SOCIETY regulations as Sections. For example, the same membership and affiliate qualifications apply. When subsections or groups are formed, it is recommended that the bylaws of the Section be amended to authorize their formation at the discretion of the Executive Committee. Provisions may be included in the Section's bylaws for financing these organizations.

The bylaws of subsections and topical groups do not require examination or approval by the Council Committee on Constitution and Bylaws.

Affiliation with Local Technical Organizations

Local Sections may affiliate with an organization composed of scientific, engineering, and/or technical societies. Affiliation with any other organization is not permitted, however laudable its goals. The requirements for affiliation with organizations are described in SOCIETY Bylaw VII, Sec. 13.

Some Sections find it desirable to cooperate with other scientific and technical organizations in the community. When this cooperation is informal and involves only the scheduling of meetings to avoid conflicts or perhaps an occasional joint meeting, few, if any, problems arise. If, however, the cooperation involves a formal affiliation, it is essential that certain precautions be taken to safeguard the tax-exempt status of the Section and of the SOCIETY. If there are dues payments by the Section, regardless of the degree of formality of the affiliation, strict adherence to the stipulations of SOCIETY Bylaw VII, Sec. 13, is essential and advance consultation with the C&B and LSAC is recommended.

The following requirements for affiliation must be met in all cases:

1. The bylaws of the Section must specifically authorize the affiliation. The following statement is recommended.

The Section may affiliate with the (insert here the exact name(s) of the local technical organization(s) to be included) so long as that organization affirms that no member society shall be committed by any action of the (repeat here name(s) of Local Technical Organization(s)) in conflict with the charter, constitution, or bylaws of the member society or of the member's parent organization.

2. The governing documents of the Local Technical Organization must be submitted to the Executive Director of the SOCIETY for review by the Council Committee on Constitution and Bylaws (bylaws@acs.org). These documents may not include any statements of objects or proposed activities which conflict with the governing documents of the AMERICAN CHEMICAL SOCIETY. In addition, one of the following conditions must be met:

- a. The governing laws of the Local Technical Organization must state precisely that no society which is a member of such Organization shall be committed by any action of the Organization in conflict with the charter, constitution, and bylaws of said member's parent organization, or
- b. The Local Section must secure from the Local Technical Organization a written statement, executed by its President or Executive Officer, declaring that the Local Section shall not be committed by any action of the Local Technical Organization in conflict with the Charter, Constitution, or Bylaws of the AMERICAN CHEMICAL SOCIETY.

In addition, it is recommended that the governing documents of the Local Technical Organization contain a provision that permits prompt withdrawal from the organization. The following, or some modification thereof, would be suitable:

Resignation from membership in the (insert here the name(s) of Local Technical Organization(s)) shall become effective upon receipt of written notice from the governing body of the member society.

Incorporation of Local Sections

SOCIETY Bylaw VII, Sec. 14, permits incorporation of Local Sections, and each Section is encouraged to consider this action when its assets or activities justify such consideration. Local Sections interested in incorporating should request the incorporation information document, from either C&B or the Office of the Secretary and General Counsel.

Articles of Incorporation are part of the governing documents of the Section and, like Section bylaws, are not effective until they are approved by the Committee on Constitution and Bylaws, acting for the SOCIETY's Council and by the SOCIETY's Office of the Secretary and General Counsel. In view of the difficulty in amending Articles of Incorporation, the Section is advised to consult with C&B during developmental stages of the process of incorporation. Preliminary approval of proposed Articles of Incorporation must be obtained by the Section's Executive Committee and by the Office of the Secretary and General Counsel before formal submission to the Section membership for adoption and before other legal steps of incorporation are undertaken. Proposals for amendment to Articles of Incorporation must be handled similarly. Articles of Incorporation or amendments thereto, when finally enacted, shall be submitted to the Office of the Secretary and General Counsel for final approval. Only if so approved do the articles or amendments become part of the governing documents of the Section.