

Proposed bylaws received 3/2/12 – B. Polansky

***BYLAWS OF THE
BRAZOSPORT SECTION
OF THE AMERICAN CHEMICAL SOCIETY**

BYLAW I—NAME

Section 1. This organization shall be known as the Brazosport Section (hereinafter referred to as the “SECTION”) of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the “SOCIETY”).

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. In addition, the objects shall include the advancement of chemistry as a profession; development of social relations among those interested in this science cooperation with the parent body of the SOCIETY and with other local and general technical associations, groups, and societies; promotion of chemical research, advancement of applied chemistry and dissemination of information pertaining to any of the above-named subjects.

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

BYLAW III—TERRITORY

Section 1. The territory of the SECTION shall be that assigned to it by the SOCIETY.

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.

***Effective August 11, 1992.** Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the American Chemical 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. Society Affiliates may be appointed as Committee Chairs and may serve on the Executive Committee in a non-voting capacity.

BYLAW V—DUES

Section 1. All members and assigned Society Affiliates of the SECTION may be requested to pay such voluntary annual SECTION dues as may be set by the Executive Committee at an amount not to exceed ten percent (10%) of the member's SOCIETY dues.

Section 2. The annual dues of Local Section Affiliates shall be set by the Executive Committee in accordance with the Constitution and Bylaws of the SOCIETY.

Section 3. Special assessments may be levied by the SECTION as authorized by the Executive Committee.

BYLAW VI—ORGANIZATION

Section 1. The elective officers of the SECTION shall be members (which include STUDENT MEMBERS) of the SOCIETY and the SECTION, and shall consist of a Chair, a Chair-Elect, a Secretary, a Treasurer, two Section Directors. The Secretary and Treasurer positions may be combined. The SECTION shall have Councilors and Alternate Councilors as provided in the Constitution and Bylaws of the SOCIETY.

Section 2. The Executive Committee shall consist of all elected officers, Councilors and Alternate Councilors, the Immediate Past Chair of the SECTION, and the designated representative of each authorized special interest group.

BYLAW VII—ELECTION OF OFFICERS

Section 1. All officers, other than Directors, shall be elected to serve for a period of one year or until their successors qualify, and normally shall take office on January 1.

Section 2. Directors shall serve for two-year terms. The terms of the two Directors overlap, one takes office in even calendar years, the other in odd calendar years. If a Director resigns or is unable to fulfill the obligation of office, then a successor shall be appointed by the Executive Committee and serve until the next election to fulfill the unexpired term.

Section 3. The Councilors and Alternate Councilors must be members and shall serve for a period of three years, beginning January 1, as defined in the Constitution and Bylaws of the

SOCIETY. Should the SECTION become eligible to have more than one Councilor and one Alternate Councilor, the Councilors should be elected to provide rotation, if possible. The Alternate Councilors' terms should coincide with the Councilors'.

Section 4. The Chair-Elect shall assume the office of Chair of the SECTION upon the completion of the term of Chair Elect. At this time, the Chair shall assume the office of Immediate Past Chair.

Section 5. The Chair and Chair-Elect cannot succeed themselves and no one individual shall be elected to two offices. Holders of other offices are eligible for re-election.

Section 6. All officers shall be elected by a secret ballot as hereinafter provided:

- a) No later than the first week in September, the Nominating Committee shall meet to prepare a slate of candidates for local offices. At this time the complete membership will be solicited for nominations. The nominating committee shall be appointed by the Chair as described elsewhere in the Bylaws.
- b) Having obtained the consent of the nominees to be candidates for office, the Nominating Committee shall submit the names of at least one candidate but preferably two or more, for each vacancy to be filled and its report shall be presented to the membership by October 31 of each year. Nominees for Councilor and Alternate Councilor must be MEMBERS and shall be considered as one group of nominees. Successful candidates for the two offices shall be determined as hereinafter provided. Additional nominations for any position may be made from the floor provided they are supported by at least three seconders or by petition signed by twelve members; in either case with the consent of the nominee. The close of this meeting shall mark the close of the nominations.
- c) The Secretary of the SECTION shall prepare a secret ballot containing the names of all candidates nominated for office, and shall distribute such ballots to all members of the SECTION before November 10. This ballot shall be dated.
- d) All ballots shall be returned in accordance with the instructions that accompany the ballot.
- e) A committee of three tellers, appointed by the Chair, and the Chair-Elect of the SECTION shall count all ballots within two days after the close of the balloting and the results shall be documented and transmitted to the Chair of the SECTION by the Committee.
- f) The candidate receiving the highest number of votes for each office other than Councilor or Alternate Councilor shall be declared elected. The candidate for Councilor receiving the highest number of votes shall be declared elected as Councilor. The candidate for Councilor receiving the next highest number of votes

shall be declared elected as Alternate Councilor. In case of a tie in the filling of any office, the tie shall be resolved by a vote of the Executive Committee.

- g) The Chair shall ensure that the results of the election are reported to the Executive Director of the SOCIETY before December 1, and shall announce the names of the successful candidates at the first regular meeting of the SECTION after the above-stated period of elections.

Section 7. Should a vacancy occur in any office, except Chair or Chair-Elect, it shall be filled by a vote of the Executive Committee. Such officers shall serve until the next regular election. Should the vacant office be that of Chair, the Chair-Elect shall automatically assume the duties of Chair in addition to the duties of Chair-Elect. Should the vacant office be that of Chair-Elect, a new Chair-Elect shall be chosen by a ballot of the SECTION.

BYLAW VIII—DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

Section 1. The Chair shall preside at all meetings of the SECTION and of the Executive Committee, to carry into effect the decisions and recommendations of that Committee, to appoint all committee chairs, and to carry out all those duties required by the Constitution and Bylaws of the SOCIETY and by these bylaws, and such other duties that may be assigned from time to time by the Executive Committee.

Section 2. The Chair of the SECTION shall serve as the Chair of the Executive Committee and shall, with the advice of the Executive Committee, appoint members of all standing and ad hoc committees.

Section 3. The executive committee shall be the governing body of the SECTION and, as such, shall have full power to conduct, manage and direct the business and affairs of the SECTION in accordance with the Constitution and Bylaws of the SOCIETY and within these bylaws.

Section 4. In the absence of the Chair, the Chair-Elect shall preside at all meetings of the SECTION and of the Executive Committee. The Chair-Elect will serve as the Program Chair. The Chair may also designate other duties to the Chair-Elect.

Section 5. The duties of the Secretary shall be 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, in collaboration with the Chair, 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 and as specified elsewhere in these bylaws. At the close of the fiscal year the Secretary shall transmit to the successor all pertinent records, minutes, and correspondence essential to the maintenance of a permanent set of useful records for the SECTION.

Section 6. The Treasurer shall have charge of the funds of the SECTION, keep an accurate record of all receipts and disbursements, receive dues and other payments, 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 propose the annual budget for the following year which must be approved by the Executive Committee by December 31st.

- a) An annual audit shall be conducted by two or more disinterested members, appointed by an officer with no authority to disburse funds.

Section 7. The Councilors and Alternate Councilors shall serve as members of the Executive Committee and shall also fulfill all duties required by the Constitution and Bylaws of the SOCIETY. Should a Councilor be unable to attend a meeting of the Council of the SOCIETY, that person shall advise the Chair of the SECTION not less than one month in advance of the inability to perform this duty. The Chair shall then appoint a duly elected Alternate Councilor to represent the SECTION in the aforementioned meeting of the Council of the SOCIETY.

Section 8. It is the primary responsibility of a Director to see that decisions are made at the Executive Committee level, which further the stated goals of the SECTION, in accord with the goals of the SOCIETY. A Director's advice to the Executive Committee, whether relating to policy, execution, or finances, must be to the betterment of the SECTION, even if this is to the detriment of the Director's own situation, whether personal or business. A Director should have knowledge of the history and long-term goals of the SECTION; therefore a Director ideally should have been a member of the SECTION for several years and involved in SECTION administration, either as an elected or an appointed officer.

Section 9. For the purposes of an official meeting of the Executive Committee a quorum shall consist of 50% of the membership of the Board.

BYLAW IX—COMMITTEES

Section 1. The Chair with the advice and assistance of the Executive Committee shall be empowered to appoint such standing committees as may be needed for the successful prosecution of the activities of the SECTION. The committees shall consist of a chair and of other members as deemed necessary.

- a) The Nominations Committee, composed of at least three members, shall handle all matters dealing with the nominations of SECTION offices.

BYLAW X—SPECIAL INTEREST GROUPS

Section 1. A specialized interest group may be formed with temporary status for one year by authorization of the Executive Committee on receipt of petition of 5 percent of the members of the SECTION who state their desire to form a Group for activity in a field devoted to the promotion of one or more branches of chemistry. Such Groups may combine with similar Groups from neighboring Sections for the advancement of their specialized interest.

Section 2. The organization and operation of Groups must be consistent with the Constitution and Bylaws of the SOCIETY and the bylaws of the SECTION.

Section 3. After one year of operation of a Group in a successful manner, the Group may be granted permanent status by the Executive Committee and continue as long as it renders service considered by the Executive Committee to be both effective and consistent with the objectives of the Section.

Section 4. A Group must formulate bylaws which shall be approved by the Executive Committee, and which shall be consistent with the bylaws of this Section and the Constitution and Bylaws of the SOCIETY.

BYLAW XI—MEETINGS

Section 1. The SECTION should have at least 6 meetings each year. Meetings may assume a variety of formats, including formal meetings, presentations, banquets, mixers, or other activities.

Section 2. The time and place of such meetings shall be designated by the Chair acting upon the advice of the Program Committee.

Section 3. One meeting each year shall be designated by the Executive Committee as the annual meeting.

Section 4. For the purpose of conducting business affairs, a quorum of 5 percent of the members of the SECTION shall be required to constitute an official meeting. Notice of all meetings shall be distributed to each member and affiliate of the SECTION.

Section 5. The SECTION shall hold special meetings at the call of the Executive Committee or on petition of 25 members of the SECTION. The written notice of special meetings shall be distributed to each member and affiliate of the Section and shall state the exact nature of the business to be transacted.

Section 6. A Historian may be appointed each year by the Chair to keep records of the meetings of the SECTION as may be appropriate, such as newspaper articles, copies of programs, etc. Other duties could include keeping SECTION mementos such as the charter, a roster of charter members, a roster of officers, items of publicity, and such other items as may be appropriate to preserving a complete and adequate history of the SECTION.

Section 7. The most recent edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not covered in these Bylaws or in the SOCIETY's documents.

Bylaw XII – Recall of Elected Officials

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 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 alternative 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.
 - (1) 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.
 - (2) 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 XIII—AMENDMENTS

Section 1. A petition to amend the bylaws may be initiated by the Executive Committee, or by petition signed by at least 25 or more members of the members of the Section, whichever is larger. If the proposed amendment is approved by the Executive Committee, it shall, if practical, be submitted to the SOCIETY's Committee on Constitution and Bylaws for review. After any required changes are incorporated, and any recommended changes reviewed and accepted or rejected by the Executive Committee or a majority of the petitioners, the Secretary shall distribute the amendment(s) to each member of the SECTION when [notice of the next meeting, or] notice of a ballot on the amendment, is provided.

Section 2. If a proposed amendment is not approved by a majority of the Executive Committee, and if the petition is signed by at least 25 or more members of the members of the SECTION, whichever is larger, it shall, if practical, be submitted to C&B for review before being submitted to the membership of the SECTION. After any required changes are incorporated, and any recommended changes reviewed and accepted or rejected by a majority of the petitioners, the Secretary shall distribute the amendment(s) to each member of the SECTION when [notice of the next meeting, or] notice of a ballot on the amendment, is provided.

Section 3. At least two thirds of votes cast shall be required to approve the amendment.

Section 4. The Secretary shall distribute the outcome of the vote regarding the amendment(s) to the SECTION members and within one month, shall meet all requirements for submitting the results to the Committee on Constitution and Bylaws.

BYLAW XIV—DISSOLUTION OF THE SECTION

Section 1. 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.