



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

**BYLAW I
Name**

The name of this corporation shall be the Detroit Section of the American Chemical Society, Inc. The Detroit Section is hereinafter referred to as the "Section"; the American Chemical Society is hereinafter referred to as the "SOCIETY".

**BYLAW II
Territory**

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

**BYLAW III
Objects**

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

Section 2. Nothing in these bylaws shall be inconsistent with the Charter, Constitution, and Bylaws of the SOCIETY or the Section's Articles of Incorporation.

**BYLAW IV
Membership and Affiliation**

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, provided that

***Effective November 29, 2010.** Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY. (C&B: bylaws@acs.org; www.acs.org/bulletin5)

exceptions to this rule shall be made in conformity with the Constitution and Bylaws of the SOCIETY.

Section 2. The Section may have Local Section Affiliates as authorized by the Constitution and Bylaws of the SOCIETY.

Section 3. MEMBERS, STUDENT MEMBERS, Society Affiliates, and Local Section Affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY. STUDENT MEMBERS may not hold elective positions or serve as Temporary Substitute Councilors. Society Affiliates and Local Section Affiliates may not vote for or hold elective positions, or vote on Articles of Incorporation and bylaws.

BYLAW V Organization

Section 1. The officers of the Section shall be Chair, Chair-Elect, Secretary, and Treasurer.

Section 2. The Section shall have Councilors and Alternate Councilors as provided in the Constitution and Bylaws of the SOCIETY.

Section 3. The Executive Committee shall constitute the Board of Directors of the Section. The Executive Committee shall consist of the officers, the Immediate Past Chair, the Councilors and Alternate Councilors, the Chairs of the standing committees, the Editor of the *Detroit Chemist*, one member of the Board of Trustees, and one representative of each affiliate group which may be operative within the Section. The Vice-Chairs of the standing committees may serve as alternate members of the Executive Committee, and in the absence of their respective Chairs, shall be considered members of the Executive Committee to constitute a quorum.

BYLAW VI Manner of Election and Terms of Office

Section 1. The Chair-Elect, the Secretary, and the Treasurer of the Section shall be elected annually for a term of one year, and shall so serve until their successors take office. Councilors and Alternate Councilors shall be elected annually for a term of three years. All elected officers, Councilors, and Alternate Councilors shall take office on January 1 of the year following their election. The Chair-Elect shall become Chair for the year following the term as Chair-Elect. In the event the office of Chair becomes vacant, the Chair-Elect shall complete the term for the remainder of the year and continue in that office for the regular term during the following year.

Section 2. Except as otherwise provided herein, the Executive Committee of the Section shall fill any vacancy in its body and any vacant office by the appointment of any qualified MEMBER of the Section, and such MEMBERS so appointed shall serve until the next annual election.

Section 3. The Executive Committee shall appoint no fewer than five Section members to the Nominating Committee by March 1 of each year. This Committee shall report at the Executive Committee meeting just preceding the Section's annual meeting, submitting for each office to be filled by election the names of one or more members willing to serve. In the case of Councilors

and Alternate Councilors, separate elections shall be held. The Nominating Committee will submit at least one more nominee than the number of vacancies both for the offices of Councilor and Alternate Councilor. An incumbent Alternate Councilor may be nominated for other Section offices and, if elected, must resign as Alternate Councilor. Any vacancy in the position of Councilor or Alternate Councilor shall be filled at the time of the next annual election. The vacancy may be filled until this election takes place by appointment by the Executive Committee of the Section. The Nominating Committee shall request biographical information from all nominees and shall submit this by September 1 to the Secretary for distribution with the ballots. If not received by this date, the candidate's name will appear without biographical information.

Section 4. The Nominating Committee shall publish the slate of nominees in the May issue of the *Detroit Chemist* indicating that additional nominations by petition of MEMBERS of candidates willing to serve may be submitted to the Secretary until June 30. Each such nomination must be endorsed by at least one percent of the Section membership. Biographical information concerning such candidates shall be received by September 1 by the Secretary for distribution with the ballot. If not received by this date, the candidate's name will appear without the biographical information.

Section 5. A MEMBER may be a nominee for only one elective position.

Section 6. By October 15 of each year, the Secretary shall prepare and distribute to each member a ballot containing the names of the nominees and biographical information. This ballot shall be voted in a manner consistent with the Constitution and Bylaws of the SOCIETY and returned in time to be received by the Secretary no later than November 15. The Secretary shall collect all ballots and give them to a Tellers Committee appointed by the Chair. This committee shall count the ballots and report the results of the election to the Secretary. A plurality of the valid ballots cast shall be sufficient for election. The names of the elected officers shall be published in the *Detroit Chemist*.

Section 7. A candidate for a contested election may not serve on the Tellers Committee.

Section 8. In the case of a tie vote for any elective position, the Executive Committee shall, by secret ballot, select from among the tied candidates.

Section 9. The Secretary shall certify to the Executive Director of the SOCIETY not later than December 1 of each year the names, addresses, and terms of office of Councilors, Alternate Councilors, and other officers elected by the Section.

BYLAW VII

Duties of Officers and Executive Committee

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 given them from time to time by the Executive Committee.

Section 2. The Treasurer shall receive and deposit all funds paid to the Section in the name of the Section, and shall disburse funds of the Section upon authorization by the Executive Committee.

Section 3. The Treasurer may be bonded at the Section's expense.

Section 4. As soon as possible after the close of each calendar year, the Treasurer for the past year shall submit to the Executive Committee a complete financial report covering the affairs of the Section for the past year. The Secretary shall upon request provide a copy to any member of the Section.

Section 5. The Chair shall appoint an Auditing Committee of at least two members who shall examine the books, vouchers, and report of the Treasurer and shall report their findings to the Executive Committee.

Section 6. The Executive Committee shall be the governing body of the Section and as such, shall have full powers to conduct, manage, and direct the business and affairs of the Section in accordance with the Constitution and Bylaws of the SOCIETY and these bylaws.

Section 7. The Chair of the Section shall serve as Chair of the Executive Committee.

BYLAW VIII Committees

Section 1. The standing committees shall be: Midgley Award, Career Services, Environmental & Safety, Education, Government Affairs, Kids and Chemistry, Long Range Planning, Industrial Relations, Membership, Program, Minority Affairs, National Chemistry Week, Project SEED, Public Relations, Women Chemists, Younger Chemists, Chemistry Olympiad, Recognition, and Publications. The Chairs of these committees shall be appointed by the Section Chair.

Section 2. All committees not otherwise provided for in these bylaws may be appointed by the Chair of the Section, as required for its operation.

BYLAW IX Meetings

Section 1. Meetings of the members of the Section shall be held as deemed necessary to accomplish the objects of the Section at times and places designated by the Executive Committee.

Section 2. The Annual Meeting shall be held in May of each year. A quorum for the Annual Meeting shall consist of 15 members.

Section 3. The Section may hold special meetings at the call of the Executive Committee or at the written request of 15 members of the Section. The notices of special meetings shall state the exact nature of the business to be considered and no other business shall be transacted at such meetings. Timely notice of these meetings shall be sent to each member and affiliate of the Section. A quorum for transaction of business at these meetings shall consist of at least 15 members of the Section.

Section 4. The Executive Committee shall meet after timely notice as may suit its convenience, upon call of the Chair, or upon request of a majority of its members.

Section 5. All meetings of the Executive Committee shall be open to attendance by any member of the Section. Such members, not members of the Executive Committee, shall have the privilege of the floor when recognized by the Chair but shall not have the privilege of offering motions, voting, or otherwise entering into the business of the meeting.

Section 6. A quorum for an Executive Committee meeting shall consist of eight members of the Committee.

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 X Dues and Donations

Section 1. All members and Society Affiliates may be assessed such voluntary local dues as the Executive Committee shall determine.

Section 2. All Local Section Affiliates may be required to pay dues of not less than two dollars (\$2.00) per annum as the Executive Committee shall determine.

BYLAW XI Amendments

Section 1. A proposed amendment to these bylaws must be first submitted to the Executive Committee, or may be initiated by the Executive Committee. If it is approved by a majority of the Executive Committee, the Secretary shall submit proposed changes to the Committee on Constitution and Bylaws for an initial review. After further changes are made and approved by the Executive Committee, the Secretary shall distribute to all members of the Section with the proposed amendment(s) at the time when notice of the next meeting of the Section is given.

Section 2. Following announcement of the proposed amendment at a meeting of the Section and provided that due notice of the impending vote is given, the amendment will be adopted at the subsequent meeting of the Section if it receives an affirmative vote by two-thirds (2/3) of the members present. A quorum for transaction of such business shall consist of at least 15 members of the Section.

Alternatively, or in the absence of a quorum at the meeting during which the vote is scheduled, a distributed ballot may be used provided that both the current language and the amended language of the affected bylaw(s), together with an explanation of the change(s), have been published or accompany the ballots. A deadline date of at least three weeks after distribution of the ballots shall be specified for return of the ballots to the Secretary or other designated officer of the Section. The amendment is adopted by an affirmative vote of two-thirds (2/3) of the valid ballots returned.

Section 3. Any amendment not approved by the Executive Committee within thirty days from the time it is submitted thereto, may be brought to a vote of the membership in the aforementioned manner by a petition signed by not fewer than 20 members of the Section whose current dues have been paid to the SOCIETY.

Section 4. The amendment shall become effective upon approval by the Committee on Constitution and Bylaws, acting for the Council, unless a later date is specified.

BYLAW XII

Publications

The official publication of the Section shall be known as the *Detroit Chemist*. It shall contain notices of meetings, other official communications and announcements of the Section, and such other matters as the Publications Committee may deem proper and as permitted by the Constitution and Bylaws of the SOCIETY.

BYLAW XIII

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.

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 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 (2/3) vote of the remaining members of the Executive Committee.

- 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 given 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 (2/3) 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 XIV **Board of Trustees**

Section 1. The Board of Trustees shall be the custodian of the Investment Fund and of any other funds of permanent character, such as an endowment fund or the like, which may be established by the Executive Committee. All decisions regarding investments shall have the approval of a majority of all members of the Board of Trustees.

Section 2. The Board of Trustees shall consist of five MEMBERS of the Section qualified to hold an elective position plus the Section Treasurer and the Section Chair during their terms of office. They shall be elected by the Executive Committee in such a manner as to produce rotation in office and shall be responsible to the Executive Committee. Each year, one Trustee shall be elected for a term of five years by the Executive Committee at the first meeting of the committee; other Trustees shall be elected from time to time to fill unexpired terms due to vacancies on the Board of Trustees.

Section 3. Trustees shall be eligible for reelection upon expiration of their terms of office.

Section 4. The Board of Trustees shall elect its own Chair, Secretary, Treasurer, and one of its members as a representative to and as a member of the Executive Committee of the Section. Meetings of the Board of Trustees shall be held at the call of its Chair or of two Trustees at the time and place designated in said call. A majority of all of the members of the Board of Trustees shall constitute a quorum.

Section 5. The Board of Trustees shall invest, reinvest or deposit the funds entrusted to its custody in accordance with the following restrictions:

- a. Depositories shall be any commercial or savings bank in which deposits are insured through an agency of the government (currently Federal Deposit Insurance Corporation) or any Savings and Loan Association in which deposits are insured through an agency of the government (currently Federal Savings and Loan Insurance Corporation). Deposits shall be limited in amount to the insurable maximum.
- b. Investments shall be in securities issued by the government of the United States, and in common or preferred stocks, debentures, bonds, or investment trusts, provided that securities of the issuing companies have been so issued for at least the preceding ten years with a record that indicates in the judgment of the Board of Trustees that the investment is a prudent one. Due regard shall be given to diversification of investments, ease of liquidity, safety, capital appreciation, and protection from depreciation in value from inflationary trends. No purchase shall be made at any time on margin. No one shall engage in short selling.
- c. If at any time it becomes necessary for the Executive Committee to consider requesting return to the general fund of the Section any funds entrusted to the Board of Trustees, the following procedure shall be followed:
 - (1) After mutual consultation and exchange of information, the Executive Committee may, by a vote of a simple majority of a quorum of the Executive Committee members present, request any funds entrusted to the Board of Trustees be returned to the general fund of the Section.
 - (2) Upon receipt of such a request, the Board of Trustees shall within thirty days, or such longer period as the Executive Committee may specify, return any funds entrusted to its care to the general fund of the Section.
 - (3) If it is necessary to liquidate any investments to comply with such a request, it will be the responsibility of the Board of Trustees to select the investment(s) to be liquidated.

Section 6. The Board of Trustees shall keep written minutes and shall make a financial report of each fund in its custody at any meeting of the Executive Committee or the Section when so requested two weeks in advance by the presiding officer of the Executive Committee. An annual financial report of the Board of Trustees shall be provided by the Chair of the Board of Trustees to the Treasurer of the Section by January 31.

Section 7. Members of the Board of Trustees may be removed from office by the Executive Committee by majority vote of a quorum, provided that all members of the Executive Committee have been notified prior to the meeting that removal of a member of the Board of Trustees will be on the agenda.

Section.8. The Board of Trustees, as such, shall have no managerial authority except as expressly provided for in these bylaws.

BYLAW XV

Liquidation

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 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 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.