



**\*BYLAWS OF THE  
DIVISION OF PROFESSIONAL RELATIONS  
OF THE  
AMERICAN CHEMICAL SOCIETY**

**BYLAW I  
Name and Objects**

Section 1. The name of this organization is the Division of Professional Relations (hereinafter referred to as the "Division") of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the "SOCIETY").

Section 2. The objects of the Division shall be those of the SOCIETY. In addition, the objectives of the Division are to represent its membership and to inform the general membership in professional rather than scientific matters; to increase awareness of members and to influence SOCIETY policies on professional matters through the organization of appropriate programs, conferences and discussion groups; and to assess member opinions on professional matters and to make this information available to SOCIETY members through appropriate means.

Section 3. Nothing in these bylaws shall be inconsistent with the Charter, Constitution, and Bylaws of the SOCIETY.

**BYLAW II  
Members and Affiliates**

Section 1. Membership in this Division is open to all members of the SOCIETY who return a completed application to the Secretary of the Division and who pay the dues.

Section 2. A Society Affiliate may become a Society Affiliate of the Division provided that divisional dues established for Society Affiliates are paid. Qualified persons - not members of the SOCIETY and/or representing other organizations wishing to cooperate with the Division in its objectives - may become Division Affiliates upon written application to the Secretary of the Division and payment of dues. Division Affiliates shall have all the privileges except those of

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\*Effective December 24, 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](mailto:bylaws@acs.org); [www.acs.org/bulletin5](http://www.acs.org/bulletin5))

voting for and holding elective position, voting on bylaw or Articles of Incorporation changes, and serving on the Executive Committee. Division Affiliates may be appointed to divisional committees.

Section 3. Any member may resign membership in the Division by submitting a written resignation to the Secretary of the Division during the year for which the member's dues are paid.

#### Section 4. Loss of Membership

- a. Any member in arrears for one year shall be dropped from membership and may be reinstated by written application to the Executive Committee.
- b. Any Society or Division Affiliate shall retain such status only so long as payment is made of Division dues. Such Affiliate's name shall be stricken from the rolls as soon as dues are in arrears.

Section 5. An emeritus member of the SOCIETY who has been a Division member for at least ten years shall, upon written or electronic request to the Secretary of the Division, continue as a member of the Division without further payment of dues.

Section 6. A retired member of the SOCIETY who has been a Division member for at least twenty years shall, upon written or electronic request to the Secretary of the Division, continue as a member of the Division without further payment of dues.

### **BYLAW III Management**

Section 1. The management of the Division shall reside in its Executive Committee. The Executive Committee shall consist of a Chair, Chair-Elect, Secretary, Treasurer, the Division Councilors, the Division Alternate Councilors, the Chair of each Subdivision, four Members-at-Large, and the Immediate Past Chair. If not holding an elected office, the Program Chair shall be a non-voting member of the Executive Committee. The officers of the Division shall be the Chair, Chair-Elect, Secretary, and Treasurer. Councilors and Alternate Councilors shall be MEMBERS of the SOCIETY and of the Division. All other positions on the Executive Committee may be held by members of the Division who are members of the SOCIETY.

Section 2. Between meetings, the Executive Committee shall be empowered to manage all Division affairs, including its finances. A majority of its members shall constitute a quorum of the Executive Committee for the transaction of business. The Executive Committee shall meet at least twice each year at national meetings of the Society, and its annual meeting shall be at the fall meeting; a meeting may be called at any time by the Chair or at the request of any three members of the Executive Committee. Notice must be sent to each Executive Committee member at least ten days prior to the date for such meeting.

Section 3. The duties of the members of the Executive Committee shall include but not be limited to the following:

- a. The Chair shall preside at meetings of the Executive Committee, carry into effect the decisions and recommendations of that Committee, preside at business meetings of the Division, appoint all committees, except those herein specified, and perform such other functions as are generally required of a Chair.
- b. The Chair-Elect shall preside over meetings in the absence of the Chair.
- c. The Secretary shall keep minutes of all business meetings of the Division and of the Executive Committee and shall discharge such responsibilities as are laid down in the Constitution and Bylaws of the SOCIETY and by the Executive Committee of the Division. With the assistance of the Treasurer, the Secretary shall maintain a list of Division members and affiliates and send them such notices as the business of the Division may require. Together with the Treasurer, the Secretary shall submit a report to the Division at its annual meeting and an annual report of the Division to the SOCIETY's Committee on Divisional Activities through the Executive Director of the SOCIETY. All elections for and changes in office shall be certified promptly by the Secretary of the Division to the Executive Director of the SOCIETY. The Secretary shall preside at Executive Committee and Division business meetings in the absence of the Chair and Chair-Elect.
- d. The Treasurer shall have charge of the funds of the Division, with their disposition subject to the approval of the Executive Committee. The Treasurer shall discharge such other responsibilities as are laid down in the Constitution and Bylaws of the SOCIETY and by the Executive Committee of the Division. The Treasurer shall assist the Secretary in maintaining a list of members and affiliates and in sending them such notices as the business of the Division may require. Together with the Secretary, the Treasurer shall submit a report to the Division at its annual meeting and an annual report of the Division to the SOCIETY's Committee on Divisional Activities through the Executive Director of the SOCIETY. The Treasurer shall provide a financial report to the members of the Executive Committee thirty days in advance of each national meeting. The Treasurer shall prepare a balance sheet for the previous year for publication in the Division's newsletter once a year.
- e. The Councilors and Alternate Councilors shall represent the Division on the Council of the SOCIETY and shall perform such duties as are prescribed in the Constitution and Bylaws of the SOCIETY.
- f. The Members-at-Large shall be voting members of the Executive Committee and shall discharge such responsibilities as are laid down by the Executive Committee of the Division.
- g. The Immediate Past Chair shall offer counsel in deliberations of the Executive Committee and shall assist in the smooth transfer of operations during changes in personnel of the Executive Committee. The Immediate Past Chair shall serve as the Chair of the Nominating Committee in that year, except as specified elsewhere in these bylaws.

- h. The Program Chair shall have the responsibility for planning and coordinating symposia and other programs for divisional sponsorship. The Program Chair shall present program proposals to the Executive Committee for approval.

Section 4. The terms of office of members of the Executive Committee shall be as follows:

- a. The Chair, Chair-Elect, and Immediate Past Chair shall each serve one year and the Chair-Elect shall automatically succeed to the office of Chair. The Chair shall be ineligible to serve consecutive terms.
- b. The Secretary and Treasurer shall each serve two years and their elections shall be in alternate years.
- c. The Councilors and Alternate Councilors shall serve three years and they shall be elected in accordance with the SOCIETY's Constitution and Bylaws.
- d. Chairs of each Subdivision shall serve as provided elsewhere in these bylaws.
- e. The four Members-at-Large shall serve two years, with two being elected each year to provide rotation.
- f. The Program Chair shall be appointed by the Chair with the approval of the Executive Committee, to serve three years.
- g. Terms of all officers and other members of the Executive Committee shall begin January 1 of the year for which elected and end when their terms expire or until their successors take office.
- h. Vacancies in any opening on the Executive Committee shall be filled by the Executive Committee and the new member so appointed shall serve until the next regular election.

Section 5. Election of Members of the Executive Committee.

- a. Members of the Executive Committee shall be elected by ballot. The Secretary shall declare that candidate elected to each office who receives the largest number of votes cast. Ties shall be resolved by a majority vote of the full Executive Committee.
- b. The Chair-Elect of a Subdivision shall be elected by ballot by the members of the Subdivision upon the commencement of Subdivision elections. Ties shall be broken by a majority vote of the full Executive Committee.
- c. The Chair shall appoint two (non-officer) members in good standing to serve on the Nominating Committee with the Immediate Past Chair, who is the *ex-officio* Chair. The Chair shall also appoint a Teller Committee of at least two members in good standing. The Nominating Committee shall report with a list of one or more Division members as nominees for each opening to be filled on the Executive Committee in the fall election. The Executive Committee may add to, but not delete from, the list of names of nominees. The Secretary shall distribute a list of nominations to each Division member by July 1.

Other nominees for each office may be nominated by petition, signed by 10 members in good standing in the Division, provided that such candidate is willing to serve and is otherwise eligible. Such petition must be received by the Secretary by August 15. Ballots shall be distributed to Division members by October 1. Ballots must be cast by October 31. The Executive Committee shall establish procedures not in conflict with other parts of these bylaws to carry out the provisions of this section.

- d. Ballot results shall be returned to the Chair of the Teller Committee. All ballot results shall be checked against the most recent membership roster as of September 30. Prior to November 15, the ballot results shall be tabulated and confirmed by the Teller Committee. Final vote tallies shall be communicated promptly to the Chair and Secretary of the Division. The Secretary shall certify the results of the election to the Executive Director of the SOCIETY by November 30.
- e. Should the Immediate Past Chair be unwilling or unable to serve as Chair of the Nominating Committee, the Chair of the Division, with the concurrence of a majority of the members of the Executive Committee, may appoint another member of the Executive Committee to serve as Chair of the Nominating Committee.

Section 6. The ballot shall be distributed to voting members and affiliates in a manner that ensures (1) fair balloting that is open to all eligible members, (2) anonymity, (3) protection against fraudulent balloting, and (4) timely reporting and archiving of balloting results.

#### **BYLAW IV Subdivisions**

Section 1. The Division may organize within itself one or more units known as Subdivisions, which shall be established to cover a specified constituency or portion of the general interests of the Division. Each such Subdivision shall operate in conformity with the bylaws of, and shall be responsible to the Division. Membership or affiliation in the Division shall be a requirement for membership in a Subdivision.

Section 2. Formation or discontinuance of a Subdivision shall be at the discretion of the Executive Committee of the Division. Steps to initiate a Subdivision may be made by action of the Executive Committee or by petition to the Executive Committee. The scope of the activities of a Subdivision shall be defined and monitored by the Executive Committee of the Division.

Section 3.

- a. Upon the establishment of a Subdivision, the Executive Committee of the Division shall, initially and as needed, appoint a Chair, Chair-Elect, and Program Chair who shall serve on the Steering/Executive Committee of the Subdivision. The Steering Committee shall also include the Immediate Past Chair when that position becomes populated. These appointments shall be made at the fall meeting of the Executive Committee after due consideration of recommendations from the Subdivision's Steering/Executive Committee.

- b. The Chair shall serve for one year. The Chair-Elect, after serving for one year, shall assume the office of Chair. When the Subdivision has sufficient members to hold an election, the Subdivision shall elect a Chair-Elect. The program Chair shall be appointed by the Chair, Chair Elect, and Immediate Past Chair of the Subdivision.
- c. The retiring Chair shall become the Immediate Past Chair and continue to serve for an additional year.
- d. The Steering/Executive Committee shall report to the Division Executive Committee through the Subdivision Chair and is responsible to it.

Section 4. Reasonable expenditures for the Subdivision shall be authorized by the Executive Committee of the Division and shall be paid by the Division Treasurer.

### **BYLAW V Recall of Elected Officials**

Section 1. The elected officials of the Division (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 Divisions.

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 Division. 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 Division 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.

- 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 Division 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 (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 Division and the Executive Director of the SOCIETY shall be informed of the results of the recall process and the replacement of the official.

## **BYLAW VI Committees**

The Chair shall appoint all committees with the advice and approval of the Executive Committee.

## **BYLAW VII Meetings**

Section 1. The Division shall hold divisional meetings open to all registered members of the SOCIETY at one or more national meetings of the SOCIETY each year; it may schedule divisional meetings apart from the national meetings, provided that the meetings are in accordance with the Bylaws of the SOCIETY.

Section 2. As called by the Executive Committee, the Division shall hold an annual business meeting at the fall national meeting of the SOCIETY. Notice of the date and subject matter shall be given to the membership at least eight weeks prior to the meeting.

Section 3. Twenty members of the Division shall constitute a quorum for the conduct of business.

Section 4. The business and Executive Committee meetings of the Division shall be conducted in conformity with *Robert's Rules of Order Newly Revised*.

### **BYLAW VIII**

#### **Finances**

Section 1. Divisional dues for members, Society and Division Affiliates, and retired members shall be annual and the amount shall be decided by the Executive Committee. The dues of Society and Division Affiliates shall conform to the requirements of the Constitution and Bylaws of the SOCIETY.

Section 2. Upon written request to the Secretary of the Division, a member who is temporarily unemployed shall pay no dues for the year requested.

Section 3. Registration fees at symposia held apart from national meetings of the SOCIETY shall be at reduced rates for members, to be decided by the Executive Committee.

Section 4. The fiscal year of the Division shall correspond to the calendar year.

Section 5. Expenses of all committees shall be documented for purpose, date, and amount before authorization for payment by the Executive Committee.

### **BYLAW IX**

#### **Henry Hill Award**

Section 1. There shall be an award, known as the Henry Hill Award, to honor persons who have served the profession in the area of professional relations in a unique and distinguished manner. The award may be given annually to one or more members of the SOCIETY, living or deceased.

Section 2. By July 1, the Chair shall appoint a Henry Hill Award Committee whose duties shall be to gather nominations and select one or more awardees, or none, for the following year. The Committee shall comprise a Chair and four additional members who shall be members of the Division. The Chair of the Committee shall be a former winner of the Henry Hill Award.

Section 3. Selection of Henry Hill Awardees shall be by vote of four-fifths (4/5) of the membership of the Henry Hill Award Committee. The results of the selection process shall be communicated to the members of the Executive Committee no later than January 15 of the year of the award. The names of unsuccessful nominees shall not be revealed. Whenever possible, the Award shall be presented at the Spring National Meeting.

### **BYLAW X**

#### **Lou Sacco Award**



Section 1. There shall be an award, known as the Lou Sacco Award, to honor persons who have served the Division in a meritorious and exemplary manner over a significant period of time.

Section 2. Written nominations shall be sent to the Chair or Secretary of the Division. Nominations may be submitted at any time, but awards shall be announced not more than once per year. Subsequent to receiving one or more nominations, the Chair shall appoint a Lou Sacco Award Committee comprising a Chair and four additional members who shall be members of the Division. The terms of members of the Committee shall not exceed one year. The Committee shall determine if one or more of the nominees is worthy of the award. Selection of an awardee shall be by four-fifths (4/5) vote of the membership of the Committee. The names of unsuccessful nominees shall not be revealed.

Section 3. The Lou Sacco Award shall consist of a suitably inscribed certificate.

### **BYLAW XI Amendments**

Section 1. Any petition for amendment of these bylaws shall be submitted with reasons to the Secretary of the Executive Committee over the signatures of not fewer than two members of the Executive Committee or not fewer than five members of the Division.

Section 2. The Secretary shall place the petition before the Executive Committee at its next meeting. A two-thirds (2/3) vote of this body on the submitted or adapted petition shall instruct the Secretary to send the proposed amendment to the membership for voting. The proposed amendment shall obtain approval by a two-thirds (2/3) majority of the votes cast.

Section 3. Amendments to these bylaws shall become effective upon approval by the Committee on Constitution and Bylaws, acting for the Council, unless a later date is specified.

### **BYLAW XII Dissolution**

Upon dissolution of the Division, any assets of the Division remaining thereafter shall be conveyed to such organization then existent as is dedicated to objects similar to those of the Division and of the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY so long as whichever organization is selected by the governing body of the Division 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 Division's dissolution.