



***BYLAWS OF THE
SOUTHERN CALIFORNIA SECTION, INC.
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name and Identity**

Section 1. This organization shall be known as the Southern California Section, Inc., (hereinafter referred to as the "Section") of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the "SOCIETY").

Section 2. The territory of the Section shall be that assigned to it by the SOCIETY.

**BYLAW II
Objects**

Section 1. The objects of the Section are to support and advance the objects of the SOCIETY, as stated in the Charter and Constitution of the SOCIETY, and to promote and advance the field of chemistry as well as encourage a spirit of mutual support and communications among chemists.

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

**BYLAW III
Members and Affiliates**

Section 1. The rolls of this Section shall include those MEMBERS, STUDENT MEMBERS, and Society Affiliates of the SOCIETY who reside in the Section's territory, provided that exceptions to this rule shall be made in conformity with the Constitution and Bylaws of the SOCIETY. Members shall receive notices and publications of the Section and may vote on all matters relating to the conduct of the Section in accord with these bylaws. Voluntary annual dues, as established by the Board of Directors, shall be payable in advance and apply from January 1 through December 31.

*Effective June 14, 2013. 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)

Section 2. STUDENT MEMBERS shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY. However, a STUDENT MEMBER may not hold an elective position of the Section.

Section 3. Society Affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY. However, they may not vote for or hold an elective position of the Section, may not vote on Articles of Incorporation and bylaws of the Section, and may not serve as voting members of the Executive Committee.

Section 4. Local Section Affiliates shall be persons ineligible for membership in the SOCIETY who are not Society Affiliates, who are interested in the promotion of chemistry, who reside in the Section's territory, who have been nominated by two members, and who have been approved by the Executive Committee. Each Local Section Affiliate shall receive the notices and publications of the Section and may participate in all local activities of the Section save those of holding office and voting. Annual dues required of Local Section Affiliates must be at least \$2.00 a year, the actual amount to be established by the Board of Directors, and shall be payable in advance to apply from January 1 through December 31.

BYLAW IV Officers and Their Duties

Section 1. The officers of this Section shall be members of the Section who are MEMBERS of the SOCIETY and shall consist of a Chair, a Chair-Elect, the Immediate Past Chair, and a Secretary-Treasurer. The Chair shall be deemed the Chief Executive Officer for the purpose of the laws of the State of California under which the corporation exists.

Section 2. The Chair shall preside at the meetings of the Section and of the Executive Committee. Except for the Program Committee, the Internal Affairs Committee, and the Publications Committee, the Chair shall appoint the chairs of standing and special committees and other such special representatives as deemed necessary. The Chair will be the officer responsible for supervision of Section employees. The Chair shall assume all such other duties usual to the office.

Section 3. The Chair-Elect shall be Vice-Chair and shall assume the duties of Chair whenever the absence of that officer or other emergency makes such action necessary. The Chair-Elect shall also serve as the chair of the Program Committee beginning in September of the term as Chair-Elect and extending through August of the term as Chair.

Section 4. The Secretary-Treasurer shall have charge of all books, records, and properties of the Section except those assigned to another officer of the Section. The Secretary-Treasurer shall assume the duties of Chair in the absence of both that officer and the Chair-Elect, or whenever an emergency makes such action necessary. The Secretary-Treasurer shall issue notices of meetings to the members and affiliates and shall perform all such other duties usual to the office, including the particular duties required by the Constitution and Bylaws of the SOCIETY. The Secretary-Treasurer shall also forward to the Executive Director of the SOCIETY an annual request for the Section's funding allotment, the report of which will be prepared by the Financial Manager as described elsewhere in these bylaws.

Section 5. The Immediate Past Chair shall prepare the Section's annual report of the activities of the preceding year and present it to the Board of Directors for conveyance to the Executive Director of

the SOCIETY. The Immediate Past Chair shall also serve as the chair of the Internal Affairs Committee.

BYLAW V Board of Directors

Section 1. The Board of Directors (“Board”) shall consist of the Chair, the Chair-Elect, the Secretary-Treasurer, the Immediate Past Chair, and three Directors-at-Large (these being the three Members-at-Large, as described elsewhere in these bylaws, of the Executive Committee whose terms expire in the current year). In case of a vacancy among the Directors-at-Large, the position is to be filled by appointment by the Chair from the other Members-at-Large of the Executive Committee.

Section 2. Subject to the limitations of the Articles of Incorporation and the California Corporation Code, the Board shall exercise all corporate powers and control all the business affairs of this nonprofit corporation on behalf of the members of the Section.

Section 3. The Board shall hold a regular business meeting to approve the annual budget prior to the beginning of the next fiscal year. Additional meetings may be held at the request of the Chair or of any four members of the Board. Four of the members shall be required for a quorum, and a majority vote of those voting shall be required for taking action.

Section 4. The Board shall elect, from the members of the Section qualified to hold office, the Financial Manager, the editor of *SCALACS* as described elsewhere in these bylaws, and the members of the Budget Committee, which shall include the Chair-Elect, the Financial Manager, and the Editor of *SCALACS*. The Board shall appoint all employees.

Section 5. The Board shall be the custodian of any funds of the Section of a permanent character, such as an endowment fund or the like, now existing or which may be established. The Board shall audit the reports of the Financial Manager.

BYLAW VI Councilors and Alternate Councilors

Councilors and Alternate Councilors shall be elected from the MEMBERS of the Section for three-year terms by ballot distributed to the members. The number of Councilors and Alternate Councilors so elected each year shall be determined in accordance with the Bylaws of the SOCIETY.

BYLAW VII Executive Committee

Section 1. There shall be an Executive Committee consisting of the Chair, the Chair-Elect, the Secretary-Treasurer, the Financial Manager, the Immediate Past Chair, nine Members-at-Large (three elected each year), the chairs of the standing committees, the editor of *SCALACS*, and other special representatives that are appointed by the Chair and approved by the Executive Committee. Councilors and Alternate Councilors shall be *ex officio* members of the Executive Committee, if they are not already regular members by virtue of holding an office or appointive position.

Section 2. Except as specifically provided herein, the Executive Committee shall have the duties and obligations delegated to it by the Board and shall serve in an advisory capacity to the Board in the management and direction of the Section.

Section 3. The Financial Manager shall collect all income and revenues of the Section, shall make all disbursements, and shall render semi-annual and annual accounting statements to the Board. The Financial Manager shall also prepare the annual request for the Section's funding allotment that the Secretary-Treasurer is to forward to the Executive Director of the SOCIETY.

Section 4. A quorum of the Executive Committee consists of at least six members from the group of elected officers, Councilors or Alternate Councilors, and Members-at-Large. Any action taken shall require a majority vote of the members present.

Section 5. The Executive Committee shall hold at least two regular meetings annually and may hold additional meetings as needed at the call of the Chair or any eight members of the Executive Committee.

BYLAW VIII

Manner of Election, Terms of Office, and Fiscal Year

Section 1. The Chair-Elect, Secretary-Treasurer, Councilors and Alternate Councilors, and Members-at-Large of the Executive Committee shall be elected in a manner that allows the Section to meet its reporting obligations to the SOCIETY, and those elected shall assume office the following January 1 for terms set forth in these bylaws.

Section 2. In the May issue of *SCALACS*, the chair of the Nominations, Elections, and Awards Committee shall announce the forthcoming election and list the offices to be filled. The announcement shall call attention to the position in these bylaws for nomination by petition and state that all petitions must be received by the Nominations, Elections, and Awards Committee by September 1. A petition to nominate shall clearly identify the person nominated, state the office for which the person is to be a candidate, provide the year(s) in which the person nominated should serve, and bear the signatures of 10 or more members of the Section in support of the petition.

Section 3. On or before October 15, the Nominations, Elections, and Awards Committee shall prepare the election ballot. The ballot will include the name of any eligible candidate for any position who has been validly nominated by petition and ideally include at least two nominees for each vacancy. All nominees, whether nominated by petition or chosen by the Nominations and Election Committee, shall become candidates only if they indicate a willingness to serve if elected.

Section 4. On or before November 15, the Secretary-Treasurer shall distribute to each member a ballot that carries the names of the candidates that were put forth by the Nominations, Elections, and Awards Committee and/or petition. To be valid, a voted ballot or ballot results must be received by the Secretary-Treasurer by the ballot due date, which shall be not less than two weeks or more than six weeks from the date of its distribution. The Secretary-Treasurer will certify and convey the ballots or ballot results to the Nominations, Elections, and Awards Committee, which will tally or validate the votes. The results of the election will be reported in *SCALACS*.

Members may cast one vote each for the offices of Chair-Elect and Secretary-Treasurer. The candidate receiving the largest number of votes for each office will be declared the winner. Ties will be decided by the drawing of lots by the Chair of the Section, in the presence of the

contesting candidates if they so choose. Each member may cast three distinct votes for the Members-at-Large of the Executive Committee. Those candidates receiving the three largest numbers of votes will be declared the winners. Each member may cast a number of distinct votes for Councilors equal to the number of openings for the three-year terms beginning the following year. That number of candidates receiving the largest numbers of votes will be declared Councilors. Alternate Councilors will be chosen by ranking the remaining Councilor candidates in order of votes earned so as to fill the available three-year terms for the next year. If an already seated Alternate Councilor is elected to a new three-year term, he or she vacates the prior term, the latter of which will be filled by the next eligible candidate. In the event that a member casts more than one vote for a single candidate in an election for either a Member-at-Large or a Councilor, the repetitive vote(s) shall not be counted in the election totals.

Section 5. The Chair of any year will assume the office of Immediate Past Chair as of January 1 of the following year for the term of one year. The Chair-Elect of any year will assume the office of Chair as of January 1 of the following year for the term of one year.

Section 6. The Secretary-Treasurer resulting from the balloting of any year will assume office as of January 1 of the following year for a term one year.

Section 7. The Members-at-Large of the Executive Committee, Councilors, and Alternate Councilors resulting from the balloting of any year will assume office as of the next January 1 for a term of three years. The unsuccessful candidates for the offices of Members-at-Large of the Executive Committee shall be arranged in order according to the number of votes received, and this shall govern their succession respectively to any vacancies arising in the offices for which they were candidates for the first year of those terms only. This pool of alternates will be replaced each year by those candidates not receiving sufficient votes for election. When required, members of this pool will ascend to any term of office becoming vacant.

Any vacancies in the positions of Councilors shall be filled by Alternate Councilors of the same terms. Alternate Councilors will ascend to Councilor based on the larger number of votes earned in the election in which they were elected.

Vacancies in the Alternate Councilor positions will be filled by a pool established from the unelected Councilor candidates from the year a vacancy occurs in the same manner as is used for replacement of Members-at-Large of the Executive Committee.

Section 8. If a vacancy in the office of Secretary-Treasurer occurs after an election, it shall be filled by a MEMBER appointed by the Board. That officer so appointed shall be considered to have been elected by the members of the Section. In the case of any vacancy in the office of Chair, the then Chair-Elect shall act in the place of the Chair for the period of the vacancy and, as of the next January 1, shall assume the office of Chair for the regular term of one year. During such a period of time in which the Chair-Elect is acting in the place of the Chair, the Board shall appoint a MEMBER to perform the duties of the Chair-Elect for the remainder of the term.

Section 9. The fiscal year of the Section shall be from January 1 to December 31.

BYLAW IX

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 Alternative Councilors elected by Local Sections.

Section 2. The recall of an official shall be initiated when a signed petition is received, 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 act as Chair by receiving the petition and assuming 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 (30) 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 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 (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 X Committees

Section 1. Appointments to the standing committees shall be made by the Chair of the Section with the approval of the Executive Committee. Except where stated otherwise, each standing committee shall consist ideally of at least three members. Each standing committee may have subcommittees consisting ideally of at least three members with a subcommittee chair usually appointed by the chair of the standing committee. The Chair of the Section shall be an *ex officio* member of each standing committee. All funds received by committees shall be deposited with the Financial Manager.

Section 2. The standing committees shall include the Budget Committee; the Internal Affairs Committee; the Nominations, Elections, and Award Committee; the Publications Committee; and other committees as established by the Executive Committee for the proper operation of the Section.

Section 3. Ad hoc committees may be appointed at any time for specific tasks and shall be dissolved upon completion thereof.

Section 4. Probationary standing committees may be established by a majority vote of the Executive Committee. The chair of a probationary standing committee shall be appointed by the Chair of the Section and shall be a nonvoting member of the Executive Committee. After two years of activity, a probationary standing committee may become a standing committee upon a two-thirds (2/3) affirmative vote of the Executive Committee.

Standing committees may be dissolved or reduced to probationary status by a minimum two-thirds (2/3) vote of the Executive Committee.

BYLAW XI Meetings and Publications

Section 1. A regular Section meeting in January or February shall be considered the annual meeting of the membership of the Section. Twenty-five members shall be required for a quorum and, except for amendments to these bylaws, only a majority vote of those voting shall be necessary for taking action on a motion. Business may be transacted by a quorum present at any meeting of the Section and will be governed by current *Robert's Rules of Order Newly Revised*.

Section 2. The Section shall publish a bulletin to be called *SCALACS*. This bulletin shall be the official publication of the Section and shall be issued periodically. A directory issue will be published when recommended by the Board. *SCALACS* shall contain announcements of regular meetings of the membership.

BYLAW XII Amendments

Section 1. These bylaws shall be amended as follows:

- a. The proposed amendment(s) shall have been first submitted to the Executive Committee by at least five members, or shall have been raised by the Executive Committee, and shall have been evaluated and approved by a majority of the members of the Executive Committee.
- b. If a dispute arises regarding approval of said amendment(s), the Executive Committee may resolve the issue by majority vote of the Executive Committee after hearing discussion of the issue at a regular meeting of the Section, or the Executive Committee may decide to hold a special election of the Section to resolve it.
- c. The Section Secretary-Treasurer shall send the proposed bylaw amendment(s) to the SOCIETY's Committee on Constitution and Bylaws for a preliminary review. After receipt of the review, the Executive Committee will then make appropriate changes, as necessary. The Secretary-Treasurer shall then distribute to all Section members a suitable explanation of the bylaw amendment(s).
- d. A vote shall be called on the proposed amendment(s) and the approval of at least two-thirds (2/3) of votes cast shall be required to approve the amendment(s).

Section 2. The Secretary-Treasurer shall distribute to the Section members the outcome of the ballot regarding the amendment(s) and shall submit the results to the Committee on Constitution and Bylaws within one month.

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

BYLAW XIII

Dissolution of Section

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.