

ACS GOVERNING DOCUMENTS
Bulletin 5

Charter, Constitution,
Bylaws, and Regulations
of the
American Chemical Society

As revised through

June 1, 2017

www.acs.org/bulletin5

ACS Governing Documents

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Introduction

The ACS Governing Documents (Bulletin 5), in force as of June 1, 2017, contain the Charter, Constitution, Bylaws, and Regulations of the American Chemical Society (<http://www.acs.org>). The Supplementary Information, which includes the Volunteer/National Meeting Attendee Conduct Policy, is directly related to the contents of, but not considered one of the official governing documents.

The online version of Bulletin 5 (<http://www.acs.org/bulletin5>) is the authoritative version because it is updated throughout the year as needed. It allows users to search (control-f) for words or phrases, use bookmarks for navigation, print the entire work or selected page(s), and/or copy and paste the entire work or excerpts as you wish.

Dates in parentheses indicate the effective date of the wording. In some cases, changes from prior versions are only slight. Changes in numbering only are not dated. Where no dates appear, the effective date is January 1, 1948.

In certain sections it is necessary to differentiate between members, MEMBERS, and STUDENT MEMBERS. The word in lowercase letters (members) includes both MEMBERS and STUDENT MEMBERS. When all capital letters are used (MEMBERS or STUDENT MEMBERS) this indicates only one group or the other.

Summary of Changes to this Edition of Bulletin 5

Changes to the Bylaws and Regulations, as noted below, are in force as of June 1, 2017. The actions that effected the changes are cited below. For the full text of the changes, see the Change Document that is posted online at <http://www.acs.org/bulletin5>. The Regulation changes appeared in the May 1, 2017 web edition of Bulletin 5.

BYLAW CHANGES

The Petition on the Rights of Affiliates, effective June 1, 2016, was approved at the April 5, 2017 Council meeting in San Francisco, CA, and confirmed June 1, 2017 by the Board of Directors.

Bylaw II, Sec. 1, a, 2, a, 3, b, (3) and (4)

REGULATION CHANGES

The Board of Directors approved changes to the Regulations.

Regulation I, 13, c effective March 31, 2017

Other Information

ACS Strategic Plan: <http://strategy.acs.org>

VISION: Improving people's lives through the transforming power of chemistry

MISSION: Advance the broader chemistry enterprise and its practitioners for the benefit of Earth and its people

Current bylaws, model bylaws, and other documents to help you update bylaws for Divisions, Local Sections, or International Chapters are available at <http://www.acs.org/bulletin5>. Contact us at bylaws@acs.org, 202-872-4071, or 800-227-5558, ext. 4071 if you need assistance or if you have comments or questions about bylaws or Bulletin 5.

ORIGINAL CHARTER (SUPERSEDED)

NATIONAL CHARTER

THE ACT OF INCORPORATION

[Public-No. 358-75th Congress]

[Chapter 762-1st Session]

[H. R. 7709]

AN ACT

To incorporate the AMERICAN CHEMICAL SOCIETY.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That the persons following: Robert T. Baldwin, Edward Bartow, Erle M. Billings, E. K. Bolton, Willard H. Dow, Gustavus J. Esselen, Arthur J. Hill, Townes R. Leigh, Thomas Midgely, Junior, Charles L. Parsons, R. E. Swain, E. R. Weidlein, Frank C. Whitmore, H. H. Willard, and R. E. Wilson, being persons who are now directors of the American Chemical Society, a corporation existing under the laws of the State of New York, their associates and successors duly chosen, and such other persons as now are or may hereafter be associated with them as officers or members of said AMERICAN CHEMICAL SOCIETY, are hereby incorporated and constituted and declared to be a body corporate by the name of AMERICAN CHEMICAL SOCIETY.

SEC. 2. That the objects of the incorporation shall be to encourage in the broadest and most liberal manner the advancement of chemistry in all its branches; the promotion of research in chemical science and industry; the improvement of the qualifications and usefulness of chemists through high standards of professional ethics, education, and attainments; the increase and diffusion of chemical knowledge; and by its meetings, professional contacts, reports, papers, discussions, and publications, to promote scientific interests and inquiry, thereby fostering public welfare and education, aiding the development of our country's industries, and adding to the material prosperity and happiness of our people.

SEC. 3. That the AMERICAN CHEMICAL SOCIETY shall have power to make its own organization, including its constitution, bylaws, rules, and regulations; to fill all vacancies created by death, resignation, or otherwise; to provide for the election of members, their division into classes, and all other matters needful and useful to promote the objects of the society. It shall hold an annual meeting at such place in the United States as may from time to time be designated.

SEC. 4. That the AMERICAN CHEMICAL SOCIETY shall, whenever called upon by the War or Navy Department, investigate, examine, experiment, and report upon any subject in pure or applied chemistry connected with the national defense, the actual expense of such investigations, examinations, experiments, and reports to be paid from appropriations which may have been made for that purpose by Congress, but the society shall receive no compensation whatever for any services to the Government of the United States: *Provided,* That the title to any and all inventions and discoveries made in the course of such investigations, examinations, and experiments that, in the opinion of the Secretary of the Navy or the Secretary of War, involve the national defense, shall vest in the Government of the United States, and the Government of the United States shall have unlimited license under all other inventions and discoveries.

SEC. 5. That the AMERICAN CHEMICAL SOCIETY be, and the same is hereby, authorized and empowered to receive, by devise, bequest, donation, or otherwise, either real or personal property and to hold the same absolutely or in trust, and to invest, reinvest, and manage the same and to apply said property and the income arising therefrom to the objects of its creation.

SEC. 6. That as soon as may be possible after the passage of this Act a meeting of the directors hereinbefore named shall be held at the city of Washington in the District of Columbia by notice served in person or by mail addressed to each director at his place of residence by the Secretary of the AMERICAN CHEMICAL SOCIETY, a New York corporation, and the said directors, or a majority thereof, being assembled, shall organize and proceed to adopt bylaws, to elect officers and appoint committees, and generally to organize the said corporation; and said directors herein named, on behalf of the corporation hereby incorporated, shall thereupon receive, take over, and enter into possession, custody, and management of all property, real or personal, of the corporation heretofore known as the AMERICAN CHEMICAL SOCIETY, incorporated as hereinbefore set out under the laws of the State of New York on November 9, 1877, and to all its rights, contracts, claims, and property of any kind or nature; and the several officers of such corporation, or any other person having charge of any of the securities, funds, real or personal, books or property thereof, shall, on demand, deliver the same to the said directors appointed by this Act or to the persons appointed by them to receive the same; and the directors of the existing corporation and the directors herein named shall and may take such other steps as shall be necessary to carry out the purposes of this Act.

SEC. 7. That the rights of the creditors of the said existing New York corporation known as the AMERICAN CHEMICAL SOCIETY shall not in any manner be impaired by the passage of this Act, or the transfer of the property hereinbefore mentioned, nor shall any liability or obligation for the payment of any sums due or to become due, or any claim or demand, in any manner or for any cause existing against the said New York corporation, be released or impaired; but such corporation hereby incorporated is declared to succeed to the obligations and liabilities and to be held liable to pay and discharge all of the debts, liabilities, and contracts of the said New York corporation so existing to the same effect as if such new corporation had itself incurred the obligation or liability to pay such debt or damages, and no such action or proceeding before any court or tribunal shall be deemed to have abated or been discontinued by reason of the passage of this Act.

SEC. 8. That the corporation shall, on or before the 1st day of December in each year, transmit to Congress a report of its proceedings and activities for the preceding calendar year, including the full and complete statement of its receipts and expenditures. Such reports shall not be printed as public documents.

SEC. 9. That the right to alter, amend, or repeal this Act is hereby expressly reserved.

SEC. 10. That this Act shall date from the 1st day of January 1938.

Speaker of the House of Representatives

President of the Senate

Aug. 25-1937

NATIONAL CHARTER

AMERICAN CHEMICAL SOCIETY

Title 36, Chapter 205, United States Code
as Amended by Congress
Effective August 12, 1998

§ 20501. Organization

American Chemical Society (in this chapter [36 USC §§ 20501 et seq.], the “corporation”) is a federally chartered corporation.

§ 20502. Purposes

The purposes of the corporation are--

- (1) to encourage in the broadest and most liberal manner the advancement of chemistry in all its branches;
- (2) to promote research in chemical science and industry;
- (3) to improve the qualifications and usefulness of chemists through high standards of professional ethics, education, and attainments;
- (4) to increase and diffuse chemical knowledge; and
- (5) by its meetings, professional contacts, reports, papers, discussions, and publications, to promote scientific interests and inquiry to foster public welfare and education, aid the development of our country’s industries, and add to the material prosperity and happiness of our people.

§ 20503. Powers

The corporation may--

- (1) adopt a constitution, bylaws, and regulations;
- (2) fill vacancies;
- (3) provide for the election of members and the division of those members into classes;
- (4) receive property, hold the property absolutely or in trust, invest and manage the property, and use the property and income arising from it to carry out the purposes of the corporation; and
- (5) do any other act necessary and proper to carry out the purposes of the corporation.

§ 20504. Cooperation with the military

- (a) Investigations, examinations, experiments, and reports. When requested by the Secretary of the Army, Air Force, or Navy, the corporation shall investigate, examine, experiment, and report on any subject in pure or applied chemistry connected with the national defense.
- (b) Payments. The actual expense of such investigations, examinations, experiments, and reports shall be paid from amounts appropriated for those purposes, but the corporation may not receive compensation for any services performed for the United States Government.
- (c) Title and license. Title to inventions and discoveries made in the course of those investigations, examinations, and experiments that the appropriate Secretary believes involve the national defense vest in the Government. The Government shall have unlimited license under other inventions and discoveries made in the course of those investigations, examinations, and experiments.

§ 20505. Annual meeting

The corporation shall hold an annual meeting at a place in the United States as may from time to time be designated.

§ 20506. Annual report

Not later than December 1 of each year, the corporation shall submit a report to Congress on the activities of the corporation during the prior calendar year, including a complete statement of its receipts and expenditures. The report may not be printed as a public document.

CONSTITUTION

ARTICLE I

Name, Seal, Colors, and Insignia

Section 1.

The SOCIETY shall be known as the AMERICAN CHEMICAL SOCIETY.

Sec. 2.

The SOCIETY shall have a seal which shall consist of the device of a circle with the word "Seal" in the center surrounded by the words "AMERICAN CHEMICAL SOCIETY" arranged within the perimeter.

Sec. 3.

The colors of the SOCIETY shall be cobalt blue and gold.

Sec. 4.

The SOCIETY's insignia shall be square with one of the points forming the top and another the bottom of the emblem; the upper half of the square so placed, triangular in shape, shall contain the figure of a phoenix rising from the flame, typical of chemical activity and of the birth of new substance through the energy of chemical change; the lower half of the square shall contain the letters ACS and a small Liebig bulb. When used in the form of a pin, the insignia shall be finished with cobalt blue enamel and gold.

ARTICLE II

Objects

Section 1.

The objects of the AMERICAN CHEMICAL SOCIETY shall be to encourage in the broadest and most liberal manner the advancement of chemistry in all its branches; the promotion of research in chemical science and industry; the improvement of the qualifications and usefulness of chemists through high standards of professional ethics, education, and attainments; the increase and diffusion of chemical knowledge; and by its meetings, professional contacts, reports, papers, discussions, and publications, to promote scientific interests and inquiry, thereby fostering public welfare and education, aiding the development of our country's industries, and adding to the material prosperity and happiness of our people.

Sec. 2.

To foster the improvement of the qualifications and usefulness of chemists, the SOCIETY shall be concerned with both the profession of chemistry and its practitioners. (7/10/72)

Sec. 3.

To foster the objects specified in this Article, the SOCIETY shall cooperate with scientists internationally and shall be concerned with the worldwide application of chemistry to the needs of humanity. (11/12/79)

ARTICLE III

Composition of the SOCIETY

The SOCIETY shall be composed of members who in turn may be members of its Divisions and/or its Local Sections. It shall have a Council which, in addition to such duties as may be prescribed in this Constitution and the Bylaws of the SOCIETY, shall act as an advisory body; a Board of Directors, which shall

be the legal representative of the SOCIETY and establish its administrative policies; committees both of the Council and of the Board; and such officers and employees as are necessary to effectuate its purposes. (11/23/71)

ARTICLE IV

Membership

Section 1.

The members of the SOCIETY shall be those individuals who are interested in the objects of the SOCIETY and who meet the requirements for MEMBERS or STUDENT MEMBERS, as provided in the Bylaws. (6/30/09)

Sec. 2.

Applicants for membership shall be elected only as provided in the Bylaws.

Sec. 3.

A member may be dropped from membership for nonpayment of dues or for conduct which in anywise tends to injure the SOCIETY or to affect adversely its reputation or which is contrary to or destructive of its objects. No member shall be dropped except after opportunity to be heard as provided in the Bylaws. (1/1/63)

ARTICLE V

Affiliates and Associates

Section 1.

Any firm, association, or corporation or a subdivision of any such may become a Corporation Associate of the SOCIETY under the conditions and with the rights specified in the Bylaws. (6/18/51)

Sec. 2.

A person who is not eligible to be a member of the SOCIETY may become a Society Affiliate of the SOCIETY, hereinafter referred to as a "Society Affiliate," as provided in the Bylaws. (11/18/02)

Sec. 3.

A person who is neither a member nor a Society Affiliate may become an affiliate of either a Local Section or Division of the SOCIETY as provided in the Bylaws. (11/18/02)

Sec. 4.

Neither Society Affiliates nor Corporation Associates nor affiliates of a Local Section or Division shall be or represent themselves as members of the SOCIETY. (6/30/09)

ARTICLE VI

Officers

Section 1.

The officers of the SOCIETY shall be a President, a President-Elect, an Immediate Past President, an Executive Director, a Secretary, a Treasurer, and a Chair of the Board of Directors. (11/17/80)

Sec. 2.

a. The duties of the officers of the SOCIETY shall be such as usually pertain to the offices they hold, and also any other duties as may be delegated by the Board of Directors or as herein prescribed. (11/17/80)

b. The Executive Director shall be the principal administrative officer of the SOCIETY and coordinator of staff operations and shall appoint or delegate authority for the appointment of all salaried employees, except officers, of the SOCIETY. The appointment of Directors of major staff divisions shall be subject to confirmation by the Board of Directors. (11/23/71)

Sec. 3.

a. The President, the President-Elect, the Immediate Past President, and the Chair of the Board of Directors shall take office on January 1 and shall hold office for one year or until their successors qualify. (11/17/80)

b. The President-Elect shall succeed to the presidency at the expiration of the President's term of office or to fill a vacancy in the office of President occurring during the term of office of the President-Elect. (11/18/91)

c. The Executive Director, the Secretary, and the Treasurer shall hold office until their successors qualify. (1/1/77)

ARTICLE VII

Council

Section 1.

a. The popular deliberative assembly of the SOCIETY shall be known as the Council, which shall be composed of the President, the President-Elect, the Directors, the Past Presidents, the Executive Director, the Secretary, and Councilors representing Local Sections and Divisions, all of whom shall be known as voting Councilors, if MEMBERS of the SOCIETY. Twenty percent of elected Councilors shall be elected by Divisions and 80 percent shall be elected by Local Sections. Each Division and each Local Section shall elect Councilors and Alternate Councilors as provided in the Bylaws. In addition to performing such duties as may be prescribed by the Constitution and Bylaws of the SOCIETY, the Council shall act as an advisory body in matters pertaining to the general management of the SOCIETY. (11/21/88)

b. The Council also shall include as nonvoting Councilors persons whose SOCIETY positions enable them to contribute special knowledge and viewpoints to Council debate or to benefit in the discharge of their SOCIETY responsibilities from Council discussion, as specified in the Bylaws. (7/2/57)

Sec. 2.

The President and the Secretary of the SOCIETY shall be the President and the Secretary, respectively, of the Council, and the President shall serve as the presiding officer of the Council. (1/1/77)

Sec. 3.

a. The Council shall have an executive committee of the Council to be known as the Council Policy Committee, which shall prepare the agenda for Council meetings and also act for the Council in all matters within the Council's jurisdiction between Council meetings, as provided in the Bylaws.

b. The Council shall have a Committee on Nominations and Elections, the duties of which shall be as provided in the Bylaws.

c. The Council shall have a Committee on Committees, the duties of which shall be as provided in the Bylaws. (11/19/74)

d. There shall be Society Committees as provided in the Bylaws to aid both the Council and the Board of Directors in the performance of their functions. Society Committees shall be composed of voting Councilors, including Directors, and may, when deemed appropriate, include other members of the Society, as provided in the Bylaws. (1/1/78)

e. The Council shall provide for such Standing Committees, composed wholly of voting Councilors, as it deems necessary to explore all matters in which the Council has an interest. (1/1/78)

f. By joint resolution with the Board of Directors, the Council may establish Other Joint Board-Council Committees as provided in the Bylaws, to serve purposes which both bodies determine to be appropriate. (3/1/79)

g. The Council may provide for Other Committees, members of which need not be Councilors, to consider and report upon SOCIETY matters within the Council's jurisdiction. (1/1/78)

h. All Committees shall report in the manner provided in the Bylaws. (1/1/78)

i. Elected Committees of the Council:

(1) The Council shall elect the Council Policy Committee, of which the President shall serve as Chair and the Secretary of the SOCIETY shall serve as Secretary ex officio. (1/1/77)

(2) The Council shall elect the Committee on Nominations and Elections, which in turn shall elect its Chair from its own membership.

(3) The Council shall elect the Committee on Committees, on which the President-Elect shall serve as a member ex officio. The Committee shall elect its Chair from among its own membership. (11/19/74)

j. Personnel of all other committees shall be selected in the manner provided in the Bylaws. (1/1/78)

Sec. 4.

The Council shall hold not fewer than two meetings annually, one of which shall be held in connection with the annual meeting of the SOCIETY. The Council may hold additional meetings on reasonable notice, upon the call of the President of the SOCIETY, the Chair of the Board of Directors, or the Council Policy Committee. In any session of the Council, 33 1/3 percent of the voting Councilors shall constitute a quorum. (7/2/57)

Sec. 5.

a. The terms of office of Local Section and Division Councilors and Alternate Councilors shall be three years, except that a partial term of one or two years shall be used whenever necessary to establish or to restore rotation of three-year terms of Councilors and Alternate Councilors. (11/16/87)

b. The term of a nonvoting Councilor serving in an ex officio capacity shall be that of the office or position held. The terms of others shall be established as provided in the Bylaws. (7/2/57)

ARTICLE VIII

Board of Directors

Section 1.

A Board of Directors composed of the President, the President-Elect, the most recent Past President (all ex officio),

Constitution (C)

six District Directors, one elected from each of six geographical Districts as provided in the Bylaws, and six Directors-at-Large, shall be the legal representative of the SOCIETY, and, as such, shall have, hold, and administer all the property, funds, and affairs of the SOCIETY pursuant to Public Act 358 "To Incorporate the AMERICAN CHEMICAL SOCIETY" passed by the 75th Congress, 1st Session, and approved August 25, 1937. The Executive Director shall be a nonvoting ex officio member of the Board of Directors. (1/1/01)

Sec. 2.

a. The Board of Directors shall hold not fewer than four meetings annually, and may hold additional meetings, on reasonable notice, upon the call of the President of the SOCIETY or of the Chair of the Board of Directors or upon the written request of any three Directors.

b. The Board of Directors shall make a report to the Council at each meeting of the Council with respect to the general state of the SOCIETY and administrative actions taken by it in the interim period between Council meetings.

Sec. 3.

a. The Board of Directors shall elect one of its members to be Chair of the Board of Directors. In the event of the inability of the Chair to qualify or function in this office, the President shall serve as Chair pro tem. (11/18/91)

b. The Board of Directors shall elect the Executive Director, the Secretary, and the Treasurer of the SOCIETY and shall determine the policies under which they operate. The Secretary and the Treasurer shall be administratively responsible to the Board of Directors through the Executive Director. (1/1/77)

c. A vacancy in the office of Chair of the Board of Directors, Executive Director, Secretary, or Treasurer, caused by death, resignation, or failure to qualify, shall be filled by the Board of Directors. (1/1/77)

d. The Board of Directors shall determine the salaries, if any, which shall be paid to the officers of the SOCIETY, but no officer shall vote on any question involving that officer's salary. (11/18/91)

Sec. 4.

a. The Board of Directors shall elect an Executive Committee from its membership. The Executive Committee shall have full power to act for the Board of Directors between Board meetings. The Executive Director shall serve as a nonvoting ex officio member of the Executive Committee. (1/1/78)

b. The Board of Directors shall be represented from its membership on Society Committees as provided in the Bylaws. (1/1/78)

c. By joint resolution with the Council, the Board of Directors may establish Other Joint Board-Council Committees as provided in the Bylaws, to serve purposes which both bodies determine to be appropriate. (3/1/79)

d. The Board of Directors shall provide for such other committees from its membership as it deems necessary to aid it in the performance of its functions. (1/1/78)

e. The Board of Directors may provide for other committees to consider and report upon matters within the field of the SOCIETY and within the field of Board responsibility, membership to be unrestricted except as the Board may specify. (7/11/60)

f. Each Board Committee, Society Committee, and Other Joint Board-Council Committee shall report to the Board of Directors periodically, but not less than once each year, in such manner as the Board may specify and in accordance with a schedule to be set from time to time by the Board of Directors. (3/1/79)

Sec. 5.

a. The term of a District Director shall be three years. (1/1/01)

b. The term of a Director-at-Large shall be three years. (1/1/69)

c. No Director shall serve more than a total of three terms consecutively and after a third term shall not be eligible for reelection until a period of two years has elapsed. (1/1/72)

A three-year ex officio term as President-Elect, President, and most recent Past President shall normally be considered as equivalent to an elected term as a Director. However, a Director who is elected to serve as President-Elect, President, and most recent Past President during a third consecutive term as a Director, or in the year immediately following such third consecutive term as Director, shall complete the ex officio term on the Board even though this exceeds the time of a normal term. The two-year lapse period before election again as a Director shall still apply. (11/18/91)

Sec. 6.

Any statement purporting to express the position of the SOCIETY on any public matter shall require the approval of the Board of Directors to be official. Statements on public matters may be issued by any other SOCIETY body as provided in the Bylaws. (11/13/78)

ARTICLE IX

Publications

Section 1.

The SOCIETY shall issue or sponsor such publications as in the judgment of the Board of Directors will best carry out the SOCIETY's objects as stated in Public Act 358 "To Incorporate the AMERICAN CHEMICAL SOCIETY" passed by the 75th Congress, 1st Session, and approved August 25, 1937. One of such publications issued by the SOCIETY shall be designated by the Board of Directors as the official organ of the SOCIETY for the dissemination to its members of information about SOCIETY business.

Sec. 2.

Publications of the SOCIETY shall be made available to all members not in arrears under such conditions as the Bylaws and the Regulations of the Board of Directors provide. Publications of the SOCIETY also may be made available to nonmembers under such conditions as the Bylaws and the Regulations of the Board of Directors provide. (1/1/63)

Sec. 3.

Editors of periodicals published by the SOCIETY shall be appointed in accordance with Regulations adopted by the Board of Directors. (11/23/71)

Sec. 4.

A Division or a Local Section or any other unit of the SOCIETY may establish a new publication after obtaining the

approval of the Board of Directors of the SOCIETY, provided, however, that such approval is not required for a news bulletin.

ARTICLE X

Manner of Election

Section 1.

- a. The President-Elect shall be elected by the membership of the SOCIETY as provided in the Bylaws.
- b. Directors-at-Large shall be elected by the Council.
- c. District Directors shall be elected by the membership of the Districts from which they are to serve. (1/1/01)

Sec. 2.

Directors-at-Large, District Directors, and Councilors from Divisions and Local Sections shall be elected in a manner to produce rotation. (1/1/01)

Sec. 3.

Nominations for President-Elect, Directors-at-Large, and District Directors shall be made as provided in the Bylaws. (1/1/01)

Sec. 4.

Councilors and Alternate Councilors from Local Sections and Divisions shall be elected by a ballot distributed to all members of the respective Local Sections and Divisions. The balloting shall be conducted according to the requirements specified in the Bylaws. In all other respects the procedure for the election shall be as provided in the Local Section and Division bylaws. (11/15/04)

Sec. 5.

All vacancies shall be filled as provided in the Bylaws, unless otherwise provided in the Constitution.

Sec. 6.

No funds or facilities of the SOCIETY, its Local Sections, or Divisions shall be used to support or oppose a candidate or nominee except as provided in the Bylaws. (11/21/94)

Sec. 7.

Unresolved disputes concerning elections in Local Sections or Divisions shall be referred by the Secretary of the SOCIETY to the Council Committee on Nominations and Elections for investigation and resolution. The Committee shall have the power to set aside the results of a disputed election and to require a new election. (11/16/87)

Sec. 8.

Unresolved disputes concerning District and national elections shall be referred by the Committee on Nominations and Elections, to the Council Policy Committee for investigation and resolution. The Council Policy Committee shall have the power to set aside the results of a disputed election and to require a new election. (1/1/01)

ARTICLE XI

Meetings of the SOCIETY

Section 1.

The SOCIETY shall hold one annual meeting and such other meetings as are necessary to carry out its objects.

Sec. 2.

a. The time and place of the annual meeting shall be fixed by the Board of Directors and notice thereof shall be sent by the Executive Director to each member of the SOCIETY at least three weeks previous to the date of said meeting. (11/23/71)

b. The time and place of any meeting other than the annual meeting of the SOCIETY shall be fixed by the Board of Directors upon the advice of the Council, provided that at least three weeks' notice thereof is given to the membership.

c. At any meeting of the SOCIETY 200 members shall constitute a quorum.

ARTICLE XII

Local Sections

Section 1.

Upon request of not fewer than 50 members of the SOCIETY residing within the area defined in their request, the Council may establish a Local Section. (1/1/63)

Sec. 2.

Each Local Section shall be chartered with territory as approved by the Council. Subsequent changes in the territory shall be made only by vote of the Council. (11/20/89)

Sec. 3.

a. Any Local Section chartered in accordance with the provisions of this Article which fails to maintain a membership as provided in the Bylaws shall automatically forfeit its charter. (7/2/62)

b. A Local Section may be dissolved by the Council for good and sufficient reasons.

Sec. 4.

a. Except as hereinafter provided, all members of the SOCIETY who reside in that portion of the United States set apart by the Council as the territory of a given Local Section shall be considered members of that Local Section, and shall be so enrolled, and shall be entitled to all privileges such Local Section may grant under the Constitution and Bylaws of the SOCIETY. (7/13/64)

b. A member of the SOCIETY may transfer Local Section membership from the Section in the territory of residence to another Section as provided in the Bylaws. (11/18/91)

c. A member of the SOCIETY who resides in territory not allocated to a Local Section may be enrolled in a Local Section as provided in the Bylaws. (1/1/63)

Sec. 5.

a. Each Local Section shall be governed by bylaws, as provided in the Bylaws of the SOCIETY. (1/1/68)

b. A Local Section shall elect its own officers, Councilors, and Alternate Councilors. All selections for office and changes in office shall be certified promptly by the Secretary of the Local Section to the Executive Director of the SOCIETY. (11/23/71)

Sec. 6.

No Local Section or committee thereof or Local Section official acting in an official capacity shall issue any resolution or statement on public matters except as provided in the Bylaws. (11/13/78)

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Sec. 7.

a. Local Sections shall receive a share of the annual SOCIETY dues of SOCIETY members and Affiliates, as provided elsewhere in this Constitution and as determined by provisions described in the Bylaws. (6/23/03)

b. A Local Section may assess dues and raise or collect funds to be expended for local purposes in harmony with the provisions of the Charter of the SOCIETY and may have the entire management and control of said funds.

c. A Local Section may receive donations or bequests made to said Local Section, and may expend or invest the same in the interest of said Local Section at the discretion of its governing body.

d. Each Local Section shall prepare an annual report as specified in the Bylaws. (11/12/79)

ARTICLE XIII

Divisions

Section 1.

Members of the SOCIETY with a common interest in a particular field of SOCIETY interest upon authorization of the Council may organize a group to be known as a Division of the SOCIETY. (1/1/63)

Sec. 2.

a. Each Division shall be governed by bylaws, as provided in the Bylaws of the SOCIETY. (1/1/68)

b. A Division shall elect its own officers, Councilors, and Alternate Councilors. All selections for office and changes in office shall be certified promptly by the Secretary of the Division to the Executive Director of the SOCIETY. (11/23/71)

Sec. 3.

No Division or committee thereof or Division official acting in an official capacity shall issue any resolution or statement on public matters except as provided in the Bylaws. (11/13/78)

Sec. 4.

a. Divisions shall receive a share of the annual SOCIETY dues of SOCIETY members and Affiliates, as provided elsewhere in this Constitution and as determined by provisions described in the Bylaws. (6/23/03)

b. A Division may assess dues and raise or collect funds to be expended for its own purposes in harmony with the provisions of the Charter of the SOCIETY and may have the entire management and control of said funds.

c. A Division may receive donations or bequests made to said Division, and may expend or invest the same in the interest of said Division at the discretion of its governing body.

d. Each Division shall prepare an annual report as specified in the Bylaws. (11/12/79)

Sec. 5.

a. Any meeting of a Division held as part of a national meeting of the SOCIETY, with the exception of a business meeting, shall be open to all members of the SOCIETY on the same basis as to the members of the said Division. (1/1/63)

b. Any Division sponsoring a meeting held apart from a national meeting of the SOCIETY shall have the privilege of offering reduced registration fees to members of the said

Division. At each such meeting, each member of the SOCIETY, not at the time a member of the Division, who desires to register shall be informed of this regulation and before registration shall be offered the opportunity of becoming a member of the Division upon payment of dues to the Division at the existing rate for Division members. (11/18/91)

Sec. 6.

Any Division may be dissolved by the Council for good and sufficient reasons.

ARTICLE XIV

International Chemical Sciences Chapters

Upon the written request of not fewer than 25 members of the SOCIETY residing in a defined geographic area outside the United States of America, the Board of Directors with the approval of the Council may authorize formation of an International Chemical Sciences Chapter. The criteria for the formation and review of International Chemical Sciences Chapters of the SOCIETY are provided in the Bylaws. (11/18/91)

ARTICLE XV

Student Chapters

Student Chapters may be formed as provided in the Bylaws. (6/30/09)

ARTICLE XVI

Finances

Section 1.

Each member of the SOCIETY shall pay dues as provided in the Bylaws. (1/1/63)

Sec. 2.

The financial year of the SOCIETY shall be from January 1 to December 31, inclusive.

Sec. 3.

There shall be an annual apportionment of funds to Local Sections and Divisions as provided in the Bylaws. (11/21/88)

Sec. 4.

The allotment to a Local Section or Division established during the SOCIETY's financial year shall be based on the membership count of the Local Section or Division when established. Funds may be drawn in proportion to the fraction of the financial year remaining. A Local Section or Division established during a financial year shall receive funds for the following financial year also based upon the membership count when established. (6/23/03)

Sec. 5.

The payment of the allotment to a Local Section or Division may be conditioned on the fulfillment of reporting requirements, as provided in the Bylaws. (6/23/03)

ARTICLE XVII

Bylaws

Section 1.

The Council shall make such Bylaws not in conflict with this Constitution as may be necessary for the proper government of the SOCIETY. Such Bylaws shall require the confirmation

of the Board of Directors, and shall become operative when so confirmed unless a later date is specified.

Sec. 2.

The Bylaws may be amended by the Council in the manner provided in the Bylaws. The Board of Directors shall confirm or reject each such amendment within ninety days. (7/17/68)

ARTICLE XVIII

Amendments to the Constitution

Section 1.

Any petition for amendment of this Constitution and the reasons therefor shall be submitted in writing to the Council, through the Executive Director of the SOCIETY, over the signatures of not fewer than 10 voting Councilors or not fewer than 25 members of the SOCIETY. The petition may include a recommended effective date. (11/23/71)

Sec. 2.

a. Each petition for amendment shall be considered for the first time at that meeting of the Council which follows by not less than sixteen weeks receipt of the petition by the Executive Director of the SOCIETY. The Executive Director shall refer the petition to the Committee on Constitution and Bylaws and, with the advice of the Council Committee on Committees, to other appropriate Elected and/or Standing Committees of the Council and/or Society Committees. One committee shall be designated as having primary substantive responsibility. The substance of the petition shall appear on the open meeting agenda of these Committees for discussion, and the petition shall appear on the Council agenda for consideration. Except as provided below, the petition shall not be voted on at the first Council meeting at which it is considered. (11/12/79)

b. Within thirty days following the Council meeting at which a petition was presented for consideration or was acted upon by recommendation to the committee with primary substantive responsibility or referral to other committee(s), an original petitioner or the chair of the committee assigned primary responsibility for substantive review may notify the Council Committee on Constitution and Bylaws, through the Executive Director, of a recommendation that the petition be withdrawn. If the Committee on Constitution and Bylaws concurs, then not less than twelve weeks prior to the Council meeting next following, the Committee on Constitution and Bylaws shall report its recommendations and rationale to the Executive Director of the SOCIETY who shall transmit them to each petitioner. A signed request for withdrawal must be received by the Executive Director at least eight weeks prior to the Council meeting for a petitioner's name to be removed from the list. If the number of remaining petitioners falls below 50 percent of the original number, and if this remaining number no longer satisfies the requirements specified in Section 1 of this Article, the petition shall be considered withdrawn and shall not be included for action in the agenda of the Council meeting. (11/14/84)

c. Not less than twelve weeks prior to the Council meeting next following that at which the petition was first considered, the Committee on Constitution and Bylaws shall report its recommendations to the Executive Director of the SOCIETY who shall transmit them to the petitioners directly or, if more than 50 signatures appear on the petition, through the official organ of the SOCIETY. The form of the petition

so recommended shall be placed on that next Council agenda for vote, and shall stand in place of the original petition. The original petition, unchanged or modified to include any of the recommended changes only, also shall be placed on the Council agenda should such a request be received from a majority of the petitioners not later than eight weeks prior to the Council meeting. Should the Council not adopt the recommendations of the Committee on Constitution and Bylaws, it shall act immediately upon the original petition. (6/26/73)

d. Within thirty days after the Council meeting at which a petition to amend the Constitution and/or Bylaws has been presented for consideration, opponents of the proposed petition may submit written arguments to the chair of the committee which has been assigned primary substantive responsibility; the chair shall prepare summaries of these arguments and of any rebuttals by proponents, for inclusion, in association with the proposed amendment, in the agenda of the Council meeting at which action is to be taken. The Chair of the Society Committee on Budget and Finance shall prepare a financial impact statement which also shall appear in the Council agenda when action is to be taken on the petition. (11/12/79)

e. The petition may be voted on at the first Council meeting at which it is considered, as a matter of urgency. Each petition to be presented for urgent action must be so designated in the agenda for that Council meeting. Such immediate action may be taken only if the Council determines by a three-fourths (3/4) vote that sufficient urgency exists. In taking immediate action, the Council shall act on the original petition unless the Committee on Constitution and Bylaws shall submit to the Council an alternate proposal, in which case the Council shall act first upon the alternate proposal. (7/17/68)

f. Each petition for amendment of the Constitution shall require both the approval of the Council and ratification by vote of the membership of the SOCIETY for adoption, but no such petition shall be submitted to the membership unless first approved by the Council. (7/17/68)

If the Council approves the petition, the amendment shall be submitted to the membership for vote at the time of the next SOCIETY election, except that the Council may rule that the ballots be distributed at an earlier date. In any balloting on Constitutional amendments, an opportunity shall be provided for proponents and opponents of the petition to submit statements of their respective positions. Summaries of such statements shall be prepared by the Committee on Constitution and Bylaws and included with the ballot. The balloting shall be conducted according to the requirements specified in the Bylaws. (11/15/04)

Sec. 3.

The Executive Director shall communicate the results of the vote to the President, and to the members through the official organ of the SOCIETY. No amendment shall be ratified unless two-thirds (2/3) of the members voting on the proposal vote in its favor. Each amendment shall become effective when ratified unless a later date is specified. (11/12/79)

ARTICLE XIX

Effective Date

This Constitution shall become effective on the first day of January 1948.

BYLAWS

BYLAW I

(Constitution, Article IV)

Membership

Section 1.

The Council Committee on Membership Affairs shall elect all members of the SOCIETY of whatever classification. It shall have the power to interpret and apply the requirements for membership, including those for applicants educated in foreign countries. (6/11/10)

Sec. 2.

The membership term for new and reinstated members shall be an inclusive 12-month period. The member's anniversary date shall be the date of entry into the active membership roll. (10/4/99)

Sec. 3.

a. The Council Committee on Membership Affairs may approve for MEMBER a person who meets any of the following requirements for formal training, experience, or employment in a chemical science or in a related field of natural science, engineering, technology, or science education. Natural sciences are those that deal with matter, energy, and their interrelationships and transformations. (6/11/10)

(1) An earned bachelor's or higher degree in a chemical science or in a related field of natural science, engineering, technology, or science education from an appropriately accredited educational institution, or one acceptable to the Council Committee on Membership Affairs. (6/11/10)

(2) An associate degree or equivalent in a chemical science or related field of technology from an appropriately accredited educational institution, or one acceptable to the Council Committee on Membership Affairs. (6/11/10)

(3) Full certification, licensure, or other qualification as a pre-college teacher of chemical science, provided such certification, licensure, or other qualification is deemed satisfactory by the Council Committee on Membership Affairs. (6/11/10)

(4) Less formal training than indicated above and significant documented work experience in chemical science, chemical technology, or chemical education that is satisfactory to the Council Committee on Membership Affairs as representing achievement equivalent to that in any of the provisions above. One year of full-time relevant work experience shall be broadly equivalent to one year of full-time education and training. (6/11/10)

b. The Council Committee on Membership Affairs may approve for STUDENT MEMBER a person who is actively working toward an undergraduate degree in a chemical science or in a related field of natural science, engineering, technology, or science education from an appropriately accredited educational institution, or one acceptable to the Council Committee on Membership Affairs. A STUDENT MEMBER may retain such status only as long as that person is actively working toward such a degree. A STUDENT MEMBER who no longer meets the requirements for STUDENT MEMBER but does meet the requirements for MEMBER shall be reclassified no later than the beginning of the following membership year. (6/11/10)

A STUDENT MEMBER shall be entitled to all privileges of membership except that of holding an elective position of the

SOCIETY, its Local Sections, or its Divisions, and the privilege of serving as Temporary Substitute Councilor; however, if the bylaws of the Local Section or Division so permit, a STUDENT MEMBER may hold an elective position of the Local Section or Division, other than Councilor or Alternate Councilor. (6/30/09)

c. Any person, qualified as specified in the above subsections, who shall have been nominated in writing by two members of the SOCIETY, who shall have paid the initial membership dues and fees as applicable, and whose application shall have been approved by the Council Committee on Membership Affairs, shall be declared elected a MEMBER or a STUDENT MEMBER of the SOCIETY. The requirement of having two nominations in writing may be waived by the Council Committee on Membership Affairs in cases where applicants live in areas remote from SOCIETY members. (6/11/10)

Sec. 4.

Except as provided elsewhere in these Bylaws, membership in the SOCIETY and the obligation for dues continue from year to year unless a member's resignation, signed by the member, is received by the Executive Director of the SOCIETY prior to the end of the 12-month period for which dues have been paid. Any person in arrears for dues for one year shall cease to be a member of the SOCIETY, provided that at least two weeks before the name is removed from the rolls, the Executive Director shall send the member a written notice of delinquency, together with a copy of the Bylaws pertaining to the subject. (10/4/99)

A person whose resignation was received within the specified time limit, or whose membership was terminated through the nonpayment of dues, may be reinstated as a member of the SOCIETY by the Council Committee on Membership Affairs when that person requests reinstatement and has paid the current dues. (6/11/10)

Sec. 5.

a. Grounds for Expulsion

Members of the SOCIETY shall be expelled from the SOCIETY for conduct that tends to injure the SOCIETY or to affect adversely its reputation, or that is contrary or destructive to its objects as described in the SOCIETY's Constitution. (1/1/16)

b. Initiation of Process

Any member(s) of the SOCIETY may begin the expulsion process by submitting to the Chair of the Council Committee on Membership Affairs, a written statement specifying charges regarding the charged member. (1/1/16)

c. Due Process

Procedures for considering expulsions shall be developed by the Council Committee on Membership Affairs and approved by Council. Such procedures shall provide for quick resolution, fairness, confidentiality, and due process, including an opportunity for a charged member to be heard. Any modifications or changes to the approved procedure shall be approved by Council. (1/1/16)

d. Advisors

The charged member may be assisted by an advisor who may act on behalf of the member. Such advisor may be an attorney if the charged member provides the Chair of the Council Committee on Membership Affairs with written notice

of the attorney's name and office address at least ten working days prior to any hearing. An attorney for the SOCIETY may be selected by the SOCIETY's General Counsel to be present and speak at any such hearing(s). (1/1/16)

e. Confidentiality

All charges, evidence, correspondence, findings, and recommendations pertaining to any such expulsion matter shall be confidential. All expulsion proceedings and hearings shall be closed to the public. (1/1/16)

f. Appeal

The charged member may appeal an adverse decision of the Council Committee on Membership Affairs to the Council Policy Committee, which shall consider the appeal at its next regularly scheduled meeting, or at an earlier meeting specially called for the purpose of considering the appeal. Decisions of the Council Policy Committee shall be final. (1/1/16)

g. Dissemination of Outcome

Upon disposition of the charges, the Chair of the Council Committee on Membership Affairs shall be responsible for communicating the outcome to the charged member, the Society's Executive Director, the Chair of the Board of Directors, and the member(s) who submitted the statement of charges. In the event the Council Committee on Membership Affairs determines to expel the charged member, the Chair of the Council Committee on Membership Affairs shall also inform the chairs of the local section, and of any division(s) to which the charged member belongs. In addition, the Chair of the Board also may inform any additional people who, in the Chair's discretion, have a need to know the decision. (1/1/16)

h. Readmission

Persons whose membership in the SOCIETY shall have been terminated by any SOCIETY action herein described, or by resignation after the statement of charges is received by the charged member, shall not be readmitted upon subsequent application unless such application is approved by a two-thirds (2/3) vote of the Council Committee on Membership Affairs. (1/1/16)

BYLAW II

(Constitution, Article V)

Affiliates and Associates

Section 1.

a. A person who is not a member of the AMERICAN CHEMICAL SOCIETY shall not become a member of any Local Section, but Local Sections may provide in their bylaws to have Local Section Affiliates, not members of the SOCIETY, who shall be entitled to all the privileges of membership in the Local Section, as provided in the Local Section bylaws, except that of holding an elective position of the Local Section, or voting on Articles of Incorporation and bylaws for the Local Section, or serving as a voting member of its Executive Committee or equivalent policymaking body, or voting for Councilor(s) or Alternate Councilor(s) from the Local Section. In their bylaws, Local Sections may either provide or withhold the privilege of voting by Local Section Affiliates for an elective position (other than Councilor or Alternate Councilor) of the Local Section. Local Section Affiliates may be appointed as Committee Chairs, if allowed by the bylaws of the Local Section. (6/1/17)

b. A Local Section Affiliate shall retain affiliate status only so long as payment is made of Local Section dues of not less than two dollars (\$2.00) per annum. (6/30/09)

c. A Local Section Affiliate shall not be entitled to any privileges of the SOCIETY other than those herein specified. (1/1/63)

Sec. 2.

a. A person who is not a member of the AMERICAN CHEMICAL SOCIETY shall not become a member of any Division; but Divisions may provide in their bylaws to have Division Affiliates, not members of the SOCIETY, who shall be entitled to all the privileges of membership in the Division, as provided in the Division bylaws, except that of holding an elective position of the Division, or voting on Articles of Incorporation and bylaws for the Division, or serving as a voting member of its Executive Committee or equivalent policymaking body, or voting for Councilor(s) or Alternate Councilor(s) from the Division. In their bylaws, Divisions may either provide or withhold the privilege of voting by Division Affiliates for an elective position (other than Councilor or Alternate Councilor) of the Division. Division Affiliates may be appointed as Committee Chairs, if allowed by the bylaws of the Division. (6/1/17)

b. A Division Affiliate shall retain affiliate status only so long as payment is made of Division dues of not less than two dollars (\$2.00) per annum. (6/30/09)

c. A Division Affiliate shall not be entitled to any privileges of the SOCIETY other than those herein specified. (1/1/63)

Sec. 3.

a. A person who is not eligible to be a member of the SOCIETY may become a Society Affiliate of the SOCIETY, hereinafter referred to as a "Society Affiliate," subject to the following conditions and limitations: (6/30/09)

(1) Such affiliation may be accorded by the Council Committee on Membership Affairs of the SOCIETY after application and recommendation by signature of two members of the SOCIETY in good standing. (6/11/10)

(2) A Society Affiliate shall retain affiliate status only so long as payment is made of Society Affiliate dues, which shall be equal to the full membership dues. A Society Affiliate shall not be eligible for any of the special dues categories specified elsewhere in these Bylaws. (3/24/09)

b. Society Affiliates shall have the following privileges: (11/2/02)

(1) Society Affiliates shall receive the official organ of the SOCIETY and may subscribe to SOCIETY publications at the same rates as members. (11/2/02)

(2) Society Affiliates shall be allowed to register and attend meetings (including regional meetings) of the SOCIETY at the same rates as members, and they shall be allowed to use all educational services of the SOCIETY at the same rates as members. (11/2/02)

(3) Society Affiliates shall be assigned to an appropriate Local Section in the same manner as members as provided in the Constitution and elsewhere in these Bylaws. Society Affiliates may be assessed Local Section dues in the amount specified for Society Affiliates by the bylaws of that Section. In Local Sections, Society Affiliates may be appointed as Committee Chairs, if allowed by the Local Section bylaws, but may not hold an elective position of the Local Section, vote on Articles of Incorporation and bylaws of the Local Section, or serve as a voting member of its Executive Committee or equivalent

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policymaking body. In their bylaws, Local Sections may either provide or withhold the privilege of voting by Society Affiliates for an elective position (other than Councilor or Alternate Councilor) of the Local Section. (6/1/17)

(4) Society Affiliates may become Society Affiliates of any Division unless specifically prohibited by the bylaws of the Division and shall be subject to such dues as are specified by the bylaws of that Division for Society Affiliates. In Divisions, Society Affiliates may be appointed as Committee Chairs, if allowed by the bylaws of the Division, but may hold an elective position of the Division, vote on Articles of Incorporation and bylaws of the Division, or serve as a voting member of its Executive Committee or equivalent policymaking body. In their bylaws, Divisions may either provide or withhold the privilege of voting by Society Affiliates for an elective position (other than Councilor or Alternate Councilor) of the Division. (6/1/17)

c. Society Affiliates shall have no vote in the national affairs of the SOCIETY and shall not be eligible for any elective office in the SOCIETY. Society Affiliates shall be entitled to those privileges of the SOCIETY which are herein specified. (11/2/02)

Sec. 4.

a. Any reputable firm, association, corporation, or institution, or one or more subdivisions thereof desiring to support programs of the SOCIETY that serve the interests of chemical scientists, particularly those in industry, may apply for enrollment as a Corporation Associate of the SOCIETY as provided in this Bylaw. Multiple enrollments are permissible. A Corporation Associate shall be entitled to no membership privileges. (6/6/92)

b. Application for such status shall be made on a special form and be accompanied by a check in payment of dues for the first year. A Committee on Corporation Associates of the Board of Directors shall consider all applications for Corporation Associates and take such action as it deems appropriate. (6/18/51)

c. The dues of Corporation Associates shall be graduated and based on the number of chemical scientists employed the preceding year by the unit enrolled in accordance with a schedule set in advance by the Board of Directors. (1/1/82)

d. The dues so paid shall be available at the discretion of the Board of Directors, with the advice and recommendation of the Committee on Corporation Associates, primarily to develop, support, and expand SOCIETY programs to serve the interests of industrial chemical scientists and to improve the image of chemistry. (10/6/98)

e. The obligation for dues for a Corporation Associate shall continue from year to year. The status of any Corporation Associate in arrears for dues after March 31 shall be communicated to the Board of Directors for its action. If, by action of the Board of Directors, a Corporation Associate is dropped for nonpayment of dues, it shall be reinstated only by vote of the Board of Directors upon recommendation by its Committee on Corporation Associates. (10/6/98)

Sec. 5.

A Society Affiliate, Local Section Affiliate, Division Affiliate, or Corporation Associate may be dropped for good and sufficient reasons. (6/30/09)

BYLAW III (Constitution, Article VII) Council

Section 1.

Composition of the Council

a. Councilors Elected by Local Sections

(1) Each Local Section shall have at least one Councilor. (1/1/64)

(2) The total number of Councilors representing the larger Local Sections shall be not fewer than 280 or more than 320. A larger Local Section is defined as one in which the number of members is equal to or greater than one-half the constant defined elsewhere in this Bylaw. (1/1/64)

(3) The number of Councilors authorized for each of the larger Local Sections for a four-year period beginning in a year divisible by four shall be determined by dividing the number of members of the Local Section (official count of December 31 of the second preceding year) by a constant (divisor). The number of Councilors so determined shall be equal to the whole number of the quotient plus one for any fraction in the quotient equal to or greater than 0.550; for a Local Section to lose a Councilor position once it has been authorized, the fraction must become equal to or less than 0.450. The divisor shall be established by the Council Policy Committee prior to May 1 of the first preceding year, and its value shall be such that the total number of Councilors from the larger Sections shall be within the limits set elsewhere in this Bylaw. (12/7/86)

(4) 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 and shall name the individual or individuals to be disqualified if the Section's representation is reduced as a result of the official determination of representation provided elsewhere in this Bylaw. (11/23/71)

b. Councilors Elected by Divisions

(1) The number of Councilors authorized for each Division for a four-year period beginning in a year divisible by four shall be determined from the number of paid members of the Division (official count of December 31 of the second preceding year). Prior to May 1 of the first preceding year, the Council Policy Committee shall select a cut-off figure, n , such that Divisions with up to n members shall have one Councilor, those with $(n+1)$ to $2n$ members shall have two Councilors, those with $(2n+1)$ to $3n$ shall have three Councilors, and those with greater than $3n$ shall have four Councilors. (12/11/88)

(2) The Secretary of each Division 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 Division for the ensuing year and shall name the individual or individuals to be disqualified if the Division's representation is reduced as a result of the official determination of representation provided elsewhere in this Bylaw. (11/12/79)

c. Elected Councilors

A Councilor disqualified during a term by reduction in a Local Section's or Division's representation as a result of the official determination of representation provided elsewhere in this Bylaw shall remain a voting Councilor until the expiration of that existing term. (9/14/79)

d. Ex Officio Councilors

The President, the President-Elect, the Directors, the Past Presidents, the Executive Director, and the Secretary shall serve as Ex Officio Councilors, if MEMBERS of the SOCIETY. (1/1/77)

e. Alternate Councilors

(1) The number of Alternate Councilors elected by each Local Section and by each Division shall equal the number of Councilors to which each is entitled.

(2) The Secretary of each Local Section and of each Division shall certify to the Executive Director of the SOCIETY not later than December 1 of each year, the names, addresses, and terms of the elected Alternate Councilors from said Local Section and from said Division for the ensuing year. (11/23/71)

(3) All communications sent to Councilors also shall be sent to Alternate Councilors, but the latter shall not receive ballots. (10/19/04)

(4) In the event a Councilor is unable to attend a Council meeting, the Local Section or Division shall select, in a manner to be determined by the Local Section or Division, an individual from the list of Alternate Councilors furnished by the Local Section or Division in accordance with Section 1, e, (2) of this Bylaw, to serve as Councilor only at said Council meeting or recessed sessions thereof, with power to act on behalf of said Councilor. To gain admission to the Council meeting, said Alternate Councilor shall present a certificate signed by the Secretary of the Local Section or Division certifying that said Alternate Councilor is to substitute for said absent Councilor. (6/8/91)

(5) There shall be no alternates for Ex Officio Councilors, provided, however, that each Ex Officio Councilor, if absent, may send a representative to report to the Council and to report the meeting to the Ex Officio Councilor. (6/8/91)

f. Temporary Substitute Councilors

If every Councilor and Alternate Councilor of a given Local Section or Division will be absent from a Council meeting, and thus leave the Local Section or Division without representation at such meeting, the Local Section or Division may designate one of its MEMBERS as a fully accredited Temporary Substitute Councilor, with power to vote, to represent the Local Section or Division at that one Council meeting. In such case, the Executive Director must be notified at least fifteen days in advance of the Council meeting in order to assure certification of eligibility by the Committee on Nominations and Elections. (11/23/71)

g. Voting

A Councilor shall be entitled to only one vote, regardless of the number of categories under which that MEMBER may qualify as Councilor. (6/8/91)

h. Nonvoting Councilors

(1) The Council Policy Committee and the Executive Committee of the Board of Directors shall jointly designate the nonvoting Councilors and shall establish the term for any not in an ex officio capacity. These shall thereafter be specified by title in a Regulation.

(2) All communications sent to voting Councilors also shall be sent to nonvoting Councilors, but the latter shall not receive ballots. (10/19/04)

(3) There shall be no alternates for nonvoting Councilors, provided, however, that each nonvoting Councilor, if absent, may send a representative to report to the Council and to report the meeting to the nonvoting Councilor. (6/8/91)

Sec. 2.

Officers of the Council

a. In the event the President is unable to serve as the presiding officer of the Council, the President-Elect shall preside; in the event that neither can serve, the Executive Director shall act as President *pro tem* and immediately proceed with the election of a presiding officer by the Council. (6/8/91)

b. In the event the Secretary of the SOCIETY cannot serve at a Council meeting, the presiding officer shall appoint a Secretary *pro tem*. (1/1/77)

Sec. 3.

Committees of the Council

a. Council Policy Committee

(1) The duties of the Council Policy Committee shall include:

- (a) planning the general agenda for each Council meeting;
- (b) planning the detailed agenda required to facilitate effective action by the Council;
- (c) acting *ad interim* for the Council as authorized by the Council or the Bylaws;
- (d) serving as an executive committee of the Council;
- (e) nominating voting Councilors for membership on the Committee on Nominations and Elections as provided in Sec. 3, b, (3) of this Bylaw; (7/2/57)
- (f) conducting long-range planning studies concerning the future of the SOCIETY; (1/1/72)
- (g) investigating allegations of improper election procedures in District or national elections and determining if violations have occurred; setting aside the results of such an election when it finds sufficient cause; submitting charges of conduct as defined in the Constitution, Article IV, Sec. 3, when it has reason to believe that significant election procedure violations have occurred. (1/1/01)
- (h) serving as an appeals board for any member or candidate dissatisfied with an admission-related action of the Committee on Membership Affairs. (6/11/10)

(2) The Council Policy Committee shall be composed of the President, the President-Elect, the Immediate Past President, the Executive Director, and 12 elected members. (11/23/71)

(3) Election of Councilors to the Committee shall be arranged so as to provide rotation. Each year the Committee on Nominations and Elections shall propose not fewer than eight voting Councilors for membership on the Council Policy Committee, four of whom shall be elected by the Council not later than October 1 for a term of three years beginning with the first day of January following, provided, however, that nominations for membership on the Council Policy Committee also may be made on petition of 25 Councilors. (7/2/57)

(4) No elected Councilor shall serve more than two successive terms of three years each on the Council Policy Committee.

(5) Each year the Council Policy Committee shall elect one of its members to serve as Vice-Chair.

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(6) The Chair of the Committee on Nominations and Elections, the Chair of the Committee on Committees, the Chair of each Standing Committee of the Council, and the Chair of each Society Committee shall have all the privileges of membership on the Council Policy Committee except that of voting. (9/15/78)

(7) If a member or member-elect of the Council Policy Committee fails at any time to qualify as a voting Councilor, that member shall thereafter remain a member of the Council Policy Committee and a voting Councilor for one additional year or to the end of the member's term on the Council Policy Committee, whichever is shorter. (6/8/91)

(8) Any vacancy on the Council Policy Committee shall be filled by interim appointment by the President from a list supplied by the Committee on Nominations and Elections of at least two candidates for each vacancy. If the vacancy occurs in the first or second year of a three-year term, the appointee shall serve until the time of the next regular election, at which time the unexpired term shall be filled by election by Council from a list of candidates provided as specified in the Bylaws. If the vacancy occurs in the third year of a three-year term, the appointee shall serve through December 31 of that year. (8/28/96)

b. Committee on Nominations and Elections

(1) The duties of the Committee on Nominations and Elections shall include:

(a) receiving from members suggestions of persons who should be considered when selecting proposed nominees for SOCIETY offices; receiving proposals for nomination by Councilor petition as provided elsewhere in these Bylaws; and receiving nominating petitions as provided in elsewhere in these Bylaws; (4/1/09)

(b) preparing a panel of nominees for District Directors and President-Elect, and of candidates for Director-at-Large, together with a summary of the qualifications of those named; (1/1/01)

(c) supervising all SOCIETY elections, except for the power expressly reserved to the Council Policy Committee to set aside the results of a disputed national or District election and to require a new election; (1/1/01)

(d) receiving and reviewing credentials of Councilors and determining eligibility for admittance to Council meetings;

(e) conducting elections in the Council; (1/1/63)

(f) serving as an election appeals board for all Local Section or Division elections: establishing regulations for conduct of election appeals, investigating allegations of improper election procedures, and determining if violations have occurred; ordering new elections if necessary to insure validity; submitting charges of conduct as defined in the Constitution, Article IV, Sec. 3, when it has reason to believe that significant election procedure violations have occurred. (11/12/87)

(2) The Committee on Nominations and Elections shall be composed of fifteen voting Councilors. (1/1/71)

(3) Election of Councilors to the Committee on Nominations and Elections shall be arranged so as to provide rotation. Each year the Council Policy Committee shall propose the names of not fewer than twice as many voting Councilors for membership on the Committee on Nominations and Elections as there are members whose terms are expiring. Not later than October

1 the Council shall elect from the list of nominees a number of members corresponding to the number of vacancies on the Committee on Nominations and Elections for a term of three years beginning with the first day of January following, provided, however, that nominations for membership on the Committee on Nominations and Elections also may be made on petition of 25 Councilors. (1/1/71)

(4) No Councilor shall serve more than two successive terms of three years each on the Committee on Nominations and Elections.

(5) Each year the Committee on Nominations and Elections shall elect a Chair and a Secretary from its membership.

(6) Each member of the Committee on Nominations and Elections must be a qualified voting Councilor when elected. If a member or member-elect of the Committee on Nominations and Elections fails at any time to qualify as a voting Councilor, that member shall thereafter remain a member of the Committee and a voting Councilor for one additional year or to the end of that member's term on the Committee, whichever is shorter. (6/8/91)

(7) Any vacancy on the Committee on Nominations and Elections shall be filled by the Council.

c. Committee on Committees

(1) The duties of the Committee on Committees shall include:

(a) acting for the Council in the selection of Council-related SOCIETY bodies by assisting and advising in the appointment of the chairs and members of such SOCIETY bodies; (6/10/78)

(b) studying and making recommendations to the Council concerning the responsibilities and size of all Council-related SOCIETY bodies, including proposals to disband, create, or merge them; (6/10/78)

(c) coordinating the agenda and meeting times of the Standing Committees of the Council and Society Committees and assuring adequate exchanges of views on issues of general concern; (1/1/78)

(d) making recommendations on the assignment of substantive responsibility to committees for review of petitions to amend the Constitution and Bylaws; (11/19/74)

(e) appointing members to fill vacancies that have existed longer than sixty days on Council-related SOCIETY bodies whose members or chairs are normally appointed by the President; (9/15/78)

(f) participating as members of a group which acts to fill vacancies that have existed longer than sixty days on Council-related SOCIETY bodies whose members or chairs are normally appointed jointly by the President and the Chair of the Board; all members of the Executive Committee of the Board of Directors who are not appointing authorities comprise the other members of said group. (9/15/78)

(2) The Committee on Committees shall be composed of the President-Elect and fifteen elected members who must qualify as voting Councilors.

(3) Election of Councilors to the Committee on Committees shall be arranged so as to provide rotation. Each year the Committee on Nominations and Elections shall propose the names of not fewer than twice as many voting Councilors for membership on the Committee on Committees as there are

members whose terms are expiring. Not later than October 1 the Council shall elect from a list of nominees a number of members corresponding to the number of vacancies on the Committee on Committees for a term of three years beginning with the first day of January following, provided, however, that nominations for membership on the Committee on Committees also may be made on petition of 25 Councilors.

(4) No elected Councilor shall serve more than two successive terms of three years each on the Committee on Committees.

(5) Each year the Committee on Committees shall elect a Chair and a Secretary from its membership. (9/14/79)

(6) If a member or member-elect of the Committee on Committees fails at any time to qualify as a voting Councilor, that member shall thereafter remain a member of the Committee and a voting Councilor for one additional year or to the end of that member's term on the Committee, whichever is shorter. (6/8/91)

(7) Any vacancy on the Committee on Committees shall be filled by the Council. (5/7/76)

d. Standing Committees of the Council

(1) The names and duties of the Standing Committees of the Council shall *inter alia* include:

(a) *Committee on Membership Affairs*

(i) electing members and affiliates to the SOCIETY, conducting reviews, and making recommendations to Council concerning standards and requirements for membership and affiliate status, including privileges and restrictions, and concerning special dues categories referred to elsewhere in these Bylaws; (6/11/10)

(ii) reviewing and recommending to the appropriate SOCIETY bodies plans and programs for securing additions to membership, including recruitment and retention of members and improvement of member-related services; (10/7/97)

(iii) reviewing the status of and trends in member and affiliate data and recommending to the appropriate SOCIETY bodies actions in furtherance of the Committee's duties and the objects of the SOCIETY; (10/7/97)

(iv) considering charges of injurious conduct against a member according to procedures prescribed elsewhere in these Bylaws; (10/7/97)

(v) reviewing and recommending to the appropriate SOCIETY bodies means for informing members and potential members about SOCIETY matters, including advantages of membership; (10/7/97)

(b) *Committee on Meetings and Expositions*

(i) studying and making recommendations to the Council concerning policies and problems of meetings and expositions organized and operated by the SOCIETY, its Divisions, and groups of Local Sections;

(ii) studying and making recommendations to the Council on dates and locations of meetings and expositions sponsored by the SOCIETY;

(iii) cooperating with the Committee on Divisional Activities in areas of mutual interest. (1/1/71)

(c) *Committee on Divisional Activities*

(i) studying and making recommendations to the Council concerning SOCIETY policy affecting interests of Divisions;

(ii) assisting Divisions in coordinating their efforts with SOCIETY and Local Section activities;

(iii) performing the duties incident to the creation of new Divisions as prescribed elsewhere in these Bylaws and making recommendations to the Council for combination or dissolution of Divisions; (6/13/99)

(iv) promoting both formal and informal cooperation and communication of Divisions with Local Sections and other Divisions; (6/6/03)

(v) cooperating with the Committee on Meetings and Expositions, SOCIETY bodies related to publications, and other committees in areas of mutual interest; (6/30/97)

(vi) determining the formula for distribution of dues funds allocated to Divisions as provided elsewhere in these Bylaws and conveying that formula for approval by Council; (6/6/03)

(vii) acting for the Council, in collaboration with the Committee on Constitution and Bylaws, in approving the affiliation of Divisions with other technical organizations. (6/1/73)

(d) *Committee on Local Section Activities*

(i) studying and making recommendations to the Council concerning SOCIETY policy affecting the interests of Local Sections; (6/6/03)

(ii) assisting Local Sections in coordinating their efforts with SOCIETY and Division activities; (6/6/03)

(iii) promoting both formal and informal cooperation and communication of Local Sections with Divisions and other Local Sections; (6/6/03)

(iv) exploring possibilities of assisting Local Sections in enriching their program of activities;

(v) receiving reports on and rating the effectiveness of Local Section activities;

(vi) receiving, considering, and making recommendations to the Council concerning petitions for chartering new Local Sections and for changes in territory or name; (5/27/60)

(vii) making recommendations to the Council concerning combining or dissolving Local Sections; (6/14/98)

(viii) studying the needs for financial support of local activities in relation to the SOCIETY's program and making recommendations to the Council concerning proper allotments for this purpose; (5/27/60)

(ix) determining the formula for distribution of dues funds allocated to Local Sections as provided elsewhere in these Bylaws and conveying that formula for approval by Council; (6/6/03)

(x) acting for the Council in resolving any member's appeal from adverse action on a request for assignment to a Local Section in accordance with the provisions of these Bylaws. (4/9/75)

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(xi) acting for the Council, in collaboration with the Committee on Constitution and Bylaws, in approving the affiliation of Local Sections with other technical organizations. (11/7/07)

(e) *Committee on Economic and Professional Affairs*

(i) fostering ongoing improvement in the economic and professional status of chemical scientists; (1/1/94)

(ii) receiving, addressing, and communicating to the Council concerns of the members in the area of professional affairs; (1/1/94)

(iii) acting for the Council, in cooperation with other appropriate governing entities, in monitoring and coordinating the professional affairs programs of the SOCIETY, including career assistance and development programs; (1/1/94)

(iv) monitoring the state of the economic and professional affairs of chemical scientists and formulating recommendations to the Council on policy in this area; (1/1/94)

(v) identifying, studying, and reporting to the SOCIETY long- and short-range economic and professional needs of chemical scientists; (1/1/94)

(vi) conducting and reporting periodic fact-finding studies on supply and demand, compensation, and other matters that affect the economic status of the chemical profession; (1/1/94)

(vii) reviewing, updating and, after approval by the Board of Directors and the Council, issuing professional and employment guidelines for chemical scientists to members and employers; (1/1/94)

(viii) monitoring employer/employee relationships and issuing to the SOCIETY periodic reports on such matters as personnel policies, fringe benefits, working conditions, terminations, job security, and compliance with SOCIETY guidelines; (1/1/94)

(ix) proposing ethical standards of conduct for chemical scientists for consideration by the Council. (1/1/94)

(f) *Committee on Constitution and Bylaws*

(i) performing the duties assigned in the Constitution and Bylaws of the SOCIETY;

(ii) reviewing provisions of the Constitution and Bylaws and initiating such action as may seem appropriate;

(iii) interpreting and initiating such action as may seem appropriate to eliminate conflicts in the Constitution and/or Bylaws;

(iv) reviewing and making recommendations to the Council concerning desirable changes in the charter bylaws for new Local Sections and International Chemical Sciences Chapters, and in the bylaws for Divisions in probationary status; (11/18/91)

(v) reviewing and making recommendations to the Council concerning the bylaws prepared by a Division in probationary status, submitted in accordance with the requirements of these Bylaws for the attainment of full divisional status;

(vi) acting for the Council in approving revisions and amendments of Local Section, International Chemical Sciences Chapters, and Division bylaws, submitted

in accordance with the requirements of these Bylaws; (11/18/91)

(vii) determining that proposed Local Section and Division Articles of Incorporation or proposed amendments of Articles of Incorporation submitted in accordance with the requirements of these Bylaws are not inconsistent with the Charter, Constitution, or Bylaws of the SOCIETY, acting for the Council in conferring final approval upon Local Section and Division Articles of Incorporation or amendments thereof, and performing the same duties with respect to Articles of Incorporation or their equivalent for an International Chemical Sciences Chapter; (11/18/91)

(viii) acting for the Council in determining that the requirements for affiliation of a Local Section with a local technical organization or a Division with other technical organizations, as set forth elsewhere in these Bylaws, are fully met. (6/1/73)

(2) Each Standing Committee of the Council shall be responsible to the Council, shall report to the Council Policy Committee and the Council at each meeting of such bodies, and shall submit a comprehensive summary or full report of its activities to be made a part of the printed record. (1/1/78)

(3) The Chair of each Standing Committee shall be appointed by the President, with the advice of the Committee on Committees, for one calendar year, each individual being limited to three successive one-year terms as Chair of the same Committee. (11/19/74)

(4) Each Standing Committee annually shall elect one of its members to serve as Secretary.

(5) A member of a Standing Committee shall serve two calendar years, and shall be permitted only three successive two-year terms on the same committee. (1/1/70)

(6) The President, with the advice of the Committee on Committees, shall appoint voting Councilors to the various Standing Committees and fill vacancies in such a manner as to produce rotation. (11/19/74)

(7) Each Standing Committee shall consist of not fewer than twelve and not more than twenty members, except on special authorization of the Council. (6/8/01)

(8) The Chair and other members of each Standing Committee must be qualified voting Councilors when appointed. If any member of a Standing Committee becomes disqualified, that member shall be dropped and a vacancy declared, except that the President may postpone until the end of the calendar year dropping from the Committee a Councilor so disqualified and the simultaneous declaration of a vacancy if such postponement will significantly benefit the operations of the Committee. (6/8/91)

e. Society Committees

(1) The names and duties of Society Committees shall *inter alia* include:

(a) *Committee on Budget and Finance*

(i) acting for the Board of Directors in implementing financial policies and other broad financial actions within established budgets, and in undertaking specific action delegated to the Committee as delineated in the Regulations of the Board of Directors; (1/1/78)

(ii) assisting the Treasurer of the SOCIETY in the review and preparation of budgets; (1/1/78)

(iii) studying and making recommendations to the Board of Directors on the allocation of funds to the various areas of activity of the SOCIETY; (1/1/78)

(iv) receiving and reviewing requests for funding of new and unbudgeted items, recommending approval or disapproval of the requests, and suggesting and identifying sources of funds if the request is to be approved; (1/1/78)

(v) monitoring the rate of all expenditures in order to identify any emerging problems; (1/1/78)

(vi) studying all activities supported by the budget and recommending to the Board of Directors and Council, as appropriate, an order of priorities, including termination of programs, based upon determination of costs and effectiveness. (1/1/78)

(vii) reporting to Council the amount of the allocation from dues revenue to the official organ of the SOCIETY. (9/24/93)

(b) *Committee on Education*

(i) implementing SOCIETY policies in chemical education; (9/23/83)

(ii) developing reports and recommendations to the Board and Council on SOCIETY policies related to chemical education and SOCIETY programs for the improvement of chemical education; (9/23/83)

(iii) receiving, reviewing, and making recommendations to the Board and Council on proposals for policies and programs in chemical education; (9/23/83)

(iv) acting in an advisory capacity on matters relating to chemical education; (9/23/83)

(v) recommending approval or disapproval of requests for the funding of new or unbudgeted items related to chemical education; (9/23/83)

(vi) establishing all regulations for Student Chapters, such as criteria and procedures for formation, membership criteria, program activity standards, criteria for dissolution and reinstatement, and all other rights and privileges, with the approval of the Committee on Constitution and Bylaws; (6/30/09)

(vii) acting for the Council in chartering and dechartering Student Chapters. (6/30/09)

(2) Each Society Committee shall be responsible to the Board of Directors on all matters relating to fiscal affairs, and to both the Board and the Council on all other matters. Each Society Committee shall report to the Council Policy Committee, to the Council, and to the Board of Directors at each meeting of such bodies. In addition, each Society Committee shall report upon request to the Executive Committee of the Board of Directors when the Executive Committee wishes to act for the Board between Board meetings. A written report of each Society Committee's activities shall be made a part of the printed record. (1/1/78)

(3) The Chair of each Society Committee shall be a voting Councilor and shall be appointed jointly by the President and the Chair of the Board, with the advice of the Committee on Committees, for one calendar year, each individual being limited to three successive one-year terms as Chair of the same

Committee. However, a Chair shall continue to serve until a successor has been appointed. (1/1/78)

(4) Each Society Committee annually shall elect one of its members who is a voting Councilor to serve as Vice-Chair. (1/1/82)

(5) A member of a Society Committee shall serve a term of three calendar years, and shall be permitted only three successive three-year terms on the same Society Committee. A member of a Society Committee may also be a member of another committee with related responsibilities. (1/1/78)

(6) Appointment to Society Committees shall be arranged so as to provide rotation. With the advice of the Committee on Committees, each year one member shall be appointed by the President, one member shall be appointed by the Chair of the Board of Directors, and any other vacancies shall be filled by joint appointments. (1/1/78)

(7) Each Society Committee shall consist of not fewer than twelve and not more than twenty members. (11/2/02)

(8) Appointees shall be selected such that at the time of appointment the Chair and at least two-thirds (2/3) of each Society Committee are qualified voting Councilors. (1/1/78)

f. Meetings of Society Committees and Standing Committees of the Council

Each Society Committee and each Standing Committee shall encourage the expression of member opinion on SOCIETY matters within its field of duties, and whenever possible shall allow reasonable time for members to make their views known before appropriate action is taken. To accomplish this, each such Committee shall hold at least one open and one executive meeting during each national meeting of the SOCIETY at which the Council meets, and well before the date of these meetings shall publicize the major topics to be discussed and the time and place of the open meeting. Except for routine matters or those requiring immediate action, no Committee recommendation shall be presented for Council action until the topic has been discussed in an open meeting at a previous national meeting of the SOCIETY at which the Council met. At other national meetings of the SOCIETY, those members of each Committee who may be in attendance are urged to be available for informal discussions at a time and place publicized in advance. (1/1/78)

g. Other Joint Board-Council Committees

(1) Other Joint Board-Council Committees, responsible to both bodies, may be established by joint resolution of the Council and the Board of Directors. These committees may serve any purposes that the establishing bodies determine to be appropriate; the responsibilities and lifetime of each shall be stipulated in the founding resolution. The Committee on Committees shall review each of these committees not less often than every five years and shall advise the Council and the Board of Directors whether it should be continued. (12/5/82)

(2) Each Other Joint Board-Council Committee shall be responsible to the Board of Directors on all matters relating to fiscal and legal affairs and property rights, and to both the Board and the Council on all other matters. Each Other Joint Board-Council Committee shall report to the Council Policy Committee, to the Council, and to the Board of Directors at least once a year. In addition, each Other Joint Board-Council Committee shall report upon request to the Executive Committee of the Board of Directors when the Executive Committee wishes to act for the Board between Board meetings. A written report

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of each Other Joint Board-Council Committee's activities shall be made a part of the official record. (3/1/79)

(3) The Chair of each Other Joint Board-Council Committee shall be appointed jointly by the President and the Chair of the Board, with the advice of the Committee on Committees, for one calendar year, each individual being limited to three successive one-year terms as Chair of a given Committee. However, a Chair shall continue to serve until a successor has been appointed. (3/1/79)

(4) Other Joint Board-Council Committees may have any composition of membership and size that the establishing bodies determine would be most effective in accomplishing the desired results. Except when membership is specified owing to simultaneous service on certain Council- or Board-related SOCIETY bodies, appointments to Other Joint Board-Council Committees shall be for three-year terms, arranged so as to provide rotation. The President, with the advice of the Committee on Committees, shall appoint one member and the Chair of the Board of Directors shall appoint one member each year; any other vacancies shall be filled by joint appointments. If in any year a single vacancy occurs, it shall be filled by joint appointment. (3/1/79)

(5) A Committee member shall be permitted only three consecutive three-year terms on a given Other Joint Board-Council Committee. (3/1/79)

h. Committee on Professional Training

(1) The SOCIETY shall sponsor an activity for the approval of undergraduate professional programs in chemistry. The Committee on Professional Training, constituted as an Other Joint Board-Council Committee under this Bylaw, shall act for the Board and Council in the formulation and implementation of the approval program with published criteria and/or guidelines, as well as published evaluation policies and procedures. (9/14/79)

(2) The goals of the approval program shall be inter alia: (9/14/79)

(a) promoting and assisting in the development of high standards of excellence in all aspects of post-secondary chemical education, and undertaking studies important to their maintenance, (9/14/79)

(b) collecting and making available information concerning trends and developments in modern chemical education, (9/14/79)

(c) cooperating with SOCIETY and other professional and educational groups having mutual interests and concerns. (9/14/79)

(3) Institutions may petition for review of adverse evaluation decisions to an established Appeals Board consisting of three members of the SOCIETY, not members of the Committee, appointed jointly by the President and Chair of the Board. (9/14/79)

i. Other Committees of the Council

(1) Other Committees of the Council, responsible to that body, may be established by the Council or the Council Policy Committee. These Committees may serve any purposes that the Council or the Council Policy Committee determines to be appropriate; the responsibilities and lifetime of each shall be stipulated in the founding resolution. The Committee on Committees shall review each committee not less often than

every five years and shall advise the Council whether it should be continued. (11/12/87)

(2) Each Other Committee shall report to the Council Policy Committee and to the Council at least once a year. A written report of each Other Committee's activities shall be made a part of the official record. (11/12/87)

(3) The Chair of each Other Committee shall be appointed by the President, with the advice of the Committee on Committees, for one calendar year, each individual being limited to three successive one-year terms as Chair of a given Committee. However, the President may waive this three-term limit in specific instances. A Chair shall continue to serve until a successor has been appointed. (11/12/87)

(4) Other Committees may have any composition of membership and size that the Council or the Council Policy Committee determines would be most effective in accomplishing the desired results. Appointments to Other Committees shall be for three-year terms, arranged so as to provide rotation. The President, with the advice of the Committee on Committees, shall appoint the members of each Other Committee. (11/12/87)

(5) A Committee member shall be permitted only three consecutive three-year terms on a given Other Committee. However, the President may waive this rule in specific instances. (11/12/87)

j. Eligibility

Except as otherwise provided in these Bylaws, no Councilor shall be a voting member of more than one committee of the group comprising the Society Committees, the elected Committees of the Council, and the Standing Committees of the Council, provided, however, that the Council may waive this rule in specific instances if reasons convincing to the Council are supplied. (1/1/78)

k. Size of Council-Related SOCIETY Bodies

The Council shall set the size of the Council-related SOCIETY bodies within limits set elsewhere in these Bylaws, upon advice of the Committee on Committees, and with the concurrence of the Board on the size of those which are also Board-related. (6/10/78)

l. Vacancies on Council-Related SOCIETY Bodies

Except as provided elsewhere in the Bylaws, vacancies on Council-related SOCIETY bodies shall be construed as occurring when an incumbent's term is completed or when the Committee on Committees learns that the incumbent is unable to complete the current term and when the appointing authorities have been so notified. (9/15/78)

Sec. 4.

Meetings of the Council

a. Agenda

(1) The agenda for meetings of the Council shall be under the jurisdiction of the Council Policy Committee.

(2) Copies of the general agenda and appendix material shall be mailed to each Councilor and Alternate Councilor at least three, and preferably six, weeks before each meeting of the Council.

(3) Detailed agenda may be distributed at the opening of or during the meeting of the Council.

(4) Written reports of the officers and the committees included in the agenda of a meeting of the Council shall be part

of the official record of that meeting unless the Council decides to the contrary for any given report. (9/15/78)

b. Schedule of Meetings

(1) For each meeting of the SOCIETY at which the Council is scheduled to meet, the Council Policy Committee, in collaboration with the Board of Directors, shall prepare a schedule of allotted meeting times for the Board of Directors, the Council, and the Council Policy Committee. (11/19/74)

(2) This schedule shall be mailed to each Councilor and Alternate Councilor at least six weeks before the meeting of the Council.

c. Admission

(1) Each Councilor and Alternate Councilor who has been certified in accordance with provisions of this Bylaw shall be admitted to a Council meeting on signing a prescribed form. (6/8/91)

(2) A representative of an Ex Officio Councilor or a representative of a nonvoting Councilor, authorized in the Bylaws, shall be admitted to a Council meeting upon presenting authorization from the said Councilor and signing a prescribed form. (7/2/57)

(3) The Committee on Nominations and Elections may admit to a Council meeting, under such rules as the committee may develop, a limited number of non-Councilors whose presence will benefit the meeting or the operation of the SOCIETY. (9/18/56)

d. Recorded Vote

Any member of Council may call for a recorded vote on the current action before the Council, other than an election, at any time before voting using a method from which it can be determined how each Councilor voted has commenced. Upon approval by three-tenths (3/10) of the Councilors voting, a recorded vote shall be taken without an intervening recess, either at the close of the debate or when approved, whichever is later. The recorded vote shall be administered using a voting method from which it shall be determined how each Councilor voted. The record of each Councilor's vote shall appear promptly in the official organ of the SOCIETY. (6/1/12)

Sec. 5.

Ad Interim Actions

a. The Council Policy Committee may act *ad interim* for the Council in all matters except amendment of the Constitution and Bylaws. (11/16/87)

b. Elections normally conducted by the Council may be conducted *ad interim* by the Council to fill a vacancy, except a vacancy on the Council Policy Committee, and shall be by a ballot of all voting Councilors from nominees provided in accordance with the Bylaws for the office concerned. (10/19/04)

c. Informal opinions may be secured by a ballot at any time at the request of the Board of Directors or any Standing Committee, without notice. (10/19/04)

d. Distribution of ballots to voting Councilors, other than that specifically ordered in the Bylaws, shall be done only with the approval of the Council Policy Committee. (10/19/04)

BYLAW IV
(Constitution, Article IX)
Publications

Section 1.

a. The publications authorized in the Constitution, Article IX, shall be (1) those of the Chemical Abstracts Service, including Chemical Abstracts and its collective indexes; (2) the SOCIETY's journals; (3) other SOCIETY publications; and (4) sponsored publications. (9/10/63)

b. For any writing of an author published by the SOCIETY in any of its books, journals, or other publications, the SOCIETY shall own the copyright for the original term and any renewal thereof except (1) in the case of a work prepared by an officer or employee of the United States Government as part of that person's official duties, or (2) in the case of a work prepared solely by employee(s) of a foreign country's government, or entity thereof, which reserves copyright as directed by the laws of that country, or (3) in those instances in which the SOCIETY's Executive Director deems the owning or acquisition of copyright in a given work to be impractical or impossible. The author(s), or employer in the case of a work made for hire, of any writing in which the SOCIETY owns copyright shall have the right to make a nonprofit or noncommercial use of the work provided that the copyright notice used by the SOCIETY is affixed to each copy. The author(s), or employer in the case of a work made for hire, shall have the right to make or authorize any for-profit or commercial use of any such writing only after first obtaining the written consent of the SOCIETY. (10/1/84)

Sec. 2.

Charges for Chemical Abstracts Service shall be fixed by the Board of Directors. In addition to regular charges, the Board of Directors is authorized to set a schedule of reduced charges applying to members of the SOCIETY, colleges, and universities upon conditions specified by the Board. These reduced charges shall be available only to those who agree to and adhere to conditions laid down by the Board. All such charges shall be published at least once each year in the official organ of the SOCIETY. (1/1/63)

Sec. 3.

Subscription rates for the SOCIETY's periodical publications shall be fixed by the Board of Directors. The Board shall ensure that any changes are reported at the next Council meeting. All rates shall be published at least once each year in the official organ of the SOCIETY. (6/30/97)

Sec. 4.

Any member in arrears for subscription charges for two months, thereafter shall not receive the journals of the SOCIETY until all arrears are paid. (1/1/63)

BYLAW V
(Constitution, Article X)
Manner of Election

Section 1.

Preamble

a. A candidate is a MEMBER whose name appears on the final ballot that elects a person to office. A nominee is a MEMBER whose name appears on an earlier ballot from which the Councilors select candidates. (9/24/94)

b. When there are two candidates, a single-choice ballot shall be used, and the candidate receiving the greater number of votes shall be declared elected. (9/29/94)

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When there are more than two candidates, a preferential ballot shall be used, and the election shall be conducted using procedures developed by the Committee on Nominations and Elections and approved by the Council. Any modifications or changes to these procedures shall be approved by Council. (1/1/16)

Sec. 2.

President-Elect

a. On or before January 15, the Committee on Nominations and Elections shall transmit to the Executive Director of the SOCIETY, for presentation to the Council, the names of four MEMBERS of the SOCIETY as nominees for President-Elect. (9/29/94)

b. The Council, at a meeting to be held not later than May 1, shall select as candidates for President-Elect two of the nominees presented under the provisions of these Bylaws, using preferential voting. (1/1/16)

c. Members of the SOCIETY may nominate additional candidates for President-Elect by providing to the Executive Director by July 15, nominating petitions endorsed by at least one-half (1/2) percent of the SOCIETY membership entitled to vote in the SOCIETY's most recent fall election, with neither more than one-sixth (1/6) of that from members of a single Local Section nor more than two-thirds (2/3) from any one District of the SOCIETY. Each member may nominate no more than one candidate for President-Elect in a given election. The names of any candidates duly nominated by petition shall be included on the ballot along with the names of those candidates selected by the Council. (6/7/08)

d. On or before October 10, the Executive Director shall distribute to each member of the SOCIETY a ballot containing the names of all candidates for President-Elect and constructed as provided herein. (6/2/07)

Sec. 3.

Director-at-Large

a. On or before January 15, the Committee on Nominations and Elections shall transmit to the Executive Director of the SOCIETY the names of the MEMBERS of the SOCIETY selected as candidates for the positions of Director-at-Large to be filled. The number of such candidates shall be at least twice the number of such positions to be filled. These names shall be announced to the Council at a meeting to be held not later than May 1. (9/29/94)

b. Members of the SOCIETY may nominate additional candidates for Director-at-Large by providing to the Executive Director by July 15, nominating petitions endorsed by at least one-fourth (1/4) percent of the SOCIETY membership entitled to vote in the SOCIETY's most recent fall national election, with neither more than one-sixth (1/6) of that from members of a single Local Section nor more than two-thirds (2/3) from any one District of the SOCIETY. Each member may nominate no more than one candidate per Director-at-Large position in a given election. The names of any candidates duly nominated by petition shall be included on the ballot along with those nominated by the Committee on Nominations and Elections. (6/7/08)

c. On or before October 10, the Executive Director shall distribute to each voting Councilor a ballot containing the names of all candidates for the positions of Director-at-Large to be filled. (1/1/16)

Sec. 4.

District Director

a. For the purpose of electing District Directors, there shall be six geographic Districts. To provide equitable representation, the member population of each District shall be within 10 percent of the result obtained by dividing by six the number of members whose addresses lie within the United States and Canada. Each District shall be made up of whole, neighboring Local Sections, plus those members not belonging to any Local Section who have their addresses in specified states, provinces, or counties. The Committee on Nominations and Elections shall review annually the distribution of member population within the six Districts as defined by the official count. It shall recommend to Council such redefined District boundaries as are necessary to satisfy the provisions contained herein. Council shall act upon this recommendation in sufficient time for any adopted changes to take effect January 1 following. The Council in creating a new Local Section shall designate the District to which it is assigned. (1/1/01)

b. Each member whose address lies within the United States and Canada shall be entitled to vote for the office of District Director from that District in which is located the member's Local Section or, lacking one, the member's address. The address of a member is that to which the official organ of the SOCIETY is sent. (1/1/01)

c. On or before January 15, the Committee on Nominations and Elections shall transmit to the Executive Director of the SOCIETY the names of not fewer than four MEMBERS of the SOCIETY as nominees for each position of District Director to be filled. Each nominee must be entitled to vote in the District electing the District Director for which the nominee would be a candidate. When elected, each District Director may serve a complete term despite changes in Local Section or address or in any District boundary. (1/1/01)

d. On or before March 1, the Executive Director shall send a preferential ballot to each Councilor in the District electing a District Director; the ballot shall contain the names of the nominees for District Director of that District, as selected by the Committee on Nominations and Elections. This primary election shall be conducted using procedures developed by the Committee on Nominations and Elections and approved by the Council. Ballots shall be returned no later than four weeks after the ballots are distributed. (1/1/16)

e. One percent of the members of the SOCIETY entitled to vote in the District electing a District Director, not more than one-third (1/3) of whom are assigned to any one Local Section, may nominate a candidate for District Director by filing a petition with the Executive Director by July 15. Each member may nominate no more than one candidate for District Director in a given election. A petition candidate must be entitled to vote in the District electing the District Director for which the MEMBER is a candidate. The names of any petition candidates shall be included on the ballot along with the names of those selected by the District's Councilors. (10/19/04)

f. On or before October 10, the Executive Director shall distribute to each member of the SOCIETY entitled to vote in the District electing a District Director a ballot containing the names of all the candidates for Director from that District and constructed as provided herein. (6/2/07)

Sec. 5.

Nomination for President-Elect by Councilor Petition

Wherever in these Bylaws provision is made for selection of candidates for President-Elect by the Council from a list of nominees presented by its Committee on Nominations and Elections, nothing herein shall prohibit petitions for nomination from the floor at the Council meeting provided that such petitions are submitted in writing and signed by not fewer than 50 Councilors present at the meeting and provided that not more than one-third (1/3) of such Councilors shall be MEMBERS of any one Local Section. MEMBERS whose names are so presented shall become nominees for that office. (9/29/94)

Sec. 6.

Terms of Office

a. Each Local Section Councilor and Alternate Councilor and each Division Councilor and Alternate Councilor shall serve the term specified in the Constitution, beginning on the first day of January following election, or until a successor shall have been chosen and qualifies. (6/8/91)

b. Each Director-at-Large and each District Director shall serve the term specified in the Constitution, beginning on the first day of January following election, or until a successor shall have been chosen and qualifies. (1/1/01)

Sec. 7.

Withdrawal or Death of Candidate

a. The Committee on Nominations and Elections shall ensure that in each election for the offices of President-Elect, Director-at-Large, and District Director, there shall be at least two candidates for each position to be filled. If the number of candidates falls below two, the Committee on Nominations and Elections shall add the name next in line from the same candidate selection process. (1/1/01)

b. Should such a deficiency of candidates for a specific elective office occur after the ballots have been sent and before the established deadline for return of ballots, the Committee on Nominations and Elections shall declare the election void for that particular office. The Committee shall then provide an additional candidate or candidates, if necessary. Provisions shall be made for additional submission and validation of petition candidates. New ballots shall be prepared and the election resumed on a schedule established by the Committee on Nominations and Elections. (10/19/04)

c. Should there be a death or withdrawal of a candidate in an election in which there remain two or more candidates for each position to be filled, the election shall proceed. The Committee on Nominations and Elections shall ensure that the winning candidate for President-Elect or District Director in each case receives a majority of the votes cast for the position, by a run-off election if necessary. In the case of Director-at-Large, the candidates receiving the greatest numbers of votes shall be declared elected. (1/1/01)

d. Should a preferential (three-person) election be in progress when a candidate dies or withdraws, all first choices for that candidate shall be disregarded, but the second choices on those first choice ballots shall be credited to the appropriate candidates. (9/29/94)

e. The preceding provisions of this Section are applicable only until such time as the ballots have been received and counted; thereafter, a person unable to assume office at the beginning of the term shall be replaced according to the provisions of these Bylaws. (9/29/94)

Sec. 8.

Vacancies in Office

a. A vacancy in any office filled by vote of the Council, except on the Council Policy Committee, shall be filled by the Council for the unexpired term of said office as soon as practicable after the vacancy occurs. If the unexpired term is less than one year, the vacancy shall be filled by election for a period equal to the unexpired term plus a full term as specified in the Constitution or Bylaws. For purposes of determining eligibility for self-succession, this combined period of service shall be construed equivalent to a regular full term. (1/1/68)

b. A vacancy in the office of District Director, if the unexpired term is more than one year, shall be filled for the unexpired term by vote of the members in the District affected as soon as practicable after the vacancy occurs. If the unexpired term is one year or less and time permits, the vacancy shall be filled as soon as practicable for the period of the unexpired term plus a full term by vote of the members in the District affected as specified in the Bylaws. If insufficient time is available to conduct the election of a District Director by vote of the members of the District affected, then the District Director shall be selected by vote of the Councilors in the District affected but shall serve only for the period of the unexpired term. (1/1/01)

c. A vacancy in the office of President-Elect shall be filled as soon as practicable after the vacancy occurs by ballot of the Council from among the other nominees in the previous election and any petition candidates. (10/19/04)

d. Nomination for any vacancy shall be made in accordance with the Bylaws pertaining to nominations for the office concerned.

e. 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)

Sec. 9.

Eligibility

a. Incumbency of one office shall not render anyone ineligible to another, except as provided in this Section. (9/29/94)

b. If any MEMBER who is already a Councilor or Director shall be elected to an office which includes ex officio membership on the Council or Board of Directors, acceptance of such office shall be considered to involve resignation of the former position as Councilor or Director, and the position thus vacated shall be filled in the manner prescribed in these Bylaws. (9/29/94)

c. Irrespective of other provisions of these Bylaws, no nominee shall become a candidate unless the nominee has indicated in writing a willingness to serve if elected. It shall be

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the responsibility of the group submitting a nomination to the Executive Director or to the Council to present to the Executive Director, prior to balloting, evidence that the nominee is willing to serve if elected. (9/29/94)

Sec. 10.

Tie Vote

a. In the event of a tie vote among the winning nominees in the selection process of candidates for any elective office, all nominees involved in the tie shall be placed on the ballot as candidates. (9/29/94)

b. Tie votes in the election of President-Elect and Directors shall be resolved by a ballot of the Council. (10/19/04)

c. Tie votes for any office in an annual election of a Local Section or Division shall be resolved in accordance with its bylaws by its governing body, or by vote of its members either at an election meeting or by ballot. (10/19/04)

Sec. 11.

Requirements for Balloting

a. In balloting for President-Elect, District Director, and Director-at-Large, biographies and statements for all candidates and nominees, as appropriate, shall be conveyed with the ballots if they are received by the Executive Director at least thirty days before the scheduled date for distributing the ballots. (10/19/04)

b. The Committee on Nominations and Elections shall set and announce in advance of the balloting for President-Elect, District Director, and Director-at-Large the interval during which ballots must be received to be counted; this interval shall be not less than four nor more than seven weeks following distribution of the ballots. (10/19/04)

c. For all SOCIETY balloting the Committee on Nominations and Elections shall establish and submit to the Council Policy Committee for their approval balloting procedures that meet the requirements of (1) fair balloting that is open to all eligible members of the SOCIETY, (2) anonymity, (3) protection against fraudulent balloting, (4) ballot archiving, and (5) the timely reporting and archiving of balloting results. (10/19/04)

d. The Executive Director and at least one member of the Committee on Nominations and Elections shall together be responsible for the counting of ballots received within the interval and shall certify the results. (10/19/04)

Sec. 12.

Procedure for Special Elections

If, in a specific nomination or election, circumstances do not permit the procedures prescribed elsewhere in these Bylaws to be carried out, the Committee on Nominations and Elections shall forthwith devise a special procedure. If such election will have the effect of filling an office for a longer period than six months, the special procedure shall include an opportunity for nomination of candidates by petition, which differs from the regular procedure for the office involved only in the date that petitions must be received by the Executive Director. Such procedure shall be transmitted to and publicized promptly by the Executive Director, and used for that specific nomination or election. (9/29/94)

Sec. 13.

Fair Election Procedures

All elections and election campaigns for office in the SOCIETY, its Local Sections, and its Divisions shall be carried out according to the following:

a. No funds of the SOCIETY, its Local Sections, or its Divisions shall be used to support or to oppose the candidacy of an individual or group of individuals. No facilities, such as office space, equipment, or supplies; official letterhead; or mailing permit of the SOCIETY, its Local Sections, or its Divisions shall be used to support or oppose the candidacy of an individual or group of individuals, except as provided in this Section. (9/29/94)

b. If space in a SOCIETY, Local Section, or Division publication, other than a paid advertisement at commercial rates, be used to support or to oppose the candidacy of an individual, space must be made available simultaneously and equally to support or to oppose the candidacy of every other candidate for the same office.

c. For the purpose of distributing campaign material, candidates for office shall have the right to use the membership list of those members eligible to vote for that office. All costs associated with preparation and use of the distribution lists shall be borne by the candidate. (10/19/04)

d. If in a Local Section or Division election the Committee on Nominations and Elections finds a significant violation of the Constitution and Bylaw provisions regulating election procedures, which violation appears to benefit the winning candidate, the Committee may declare the election void and order a new election to fill the vacancy. Opportunity shall be provided for a candidate whose election is challenged, and the challenger(s), to state their views and convey such comments with any correspondence on the subject to the Committee. Opportunity shall be provided for full discussion by all candidates before the Committee, or a decision may be rendered by balloting if that course of action is preferred by all candidates involved. A positive vote by two-thirds of the entire Committee shall be required to declare an election void. No candidate in the disputed election shall vote in the Committee on this decision. The SOCIETY shall hear no further appeal from this decision. (10/19/04)

e. If in a District or national election the Council Policy Committee finds a significant violation of the Constitution and Bylaw provisions regulating election procedures, which violation appears to benefit the winning candidate, the Committee may declare the election void and order the Committee on Nominations and Elections to carry out a new election. Opportunity shall be provided for a candidate whose election is challenged, and the challenger(s), to state their views and convey such comments with any correspondence on the subject to the Council Policy Committee. Opportunity shall be provided for full discussion by all candidates before the Council Policy Committee, or a decision may be rendered by balloting if that course of action is preferred by all candidates involved. A positive vote by two-thirds (2/3) of the membership of the Council Policy Committee shall be required to declare an election void. No candidate in the disputed election shall vote in the Committee on this decision. The SOCIETY shall hear no further appeal from this decision. (10/19/04)

BYLAW VI

(Constitution, Article XI)

Meetings of the SOCIETY

Section 1.

In addition to the annual meeting, which shall be held between July 15 and October 1, there may be other national meetings each year. (1/1/63)

Sec. 2.

a.

(1) The organization of a national meeting of the SOCIETY shall be a responsibility of the Executive Director. (11/23/71)

(2) The organization and operation of any other meeting of the SOCIETY shall be the responsibility of the sponsoring group.

b. At any meeting of the SOCIETY, the order of business shall be in accordance with an agenda distributed in advance.

Sec. 3.

The various types of meetings to which reference is made in this Bylaw shall be defined as follows: (1/1/51)

a. A *national* meeting is one sponsored and arranged under the authorization of and in accordance with the provisions of the Constitution, Article XI. (1/1/51)

b. A *regional* meeting is one sponsored and arranged jointly by Local Sections in some part of the country primarily to serve the members of the SOCIETY in that area. It is similar in scope, plans, and general purpose to a *national* meeting. (1/1/63)

c. A *divisional* meeting is one sponsored and arranged by a Division or jointly by a small number of Divisions not as part of a *national* meeting. It is often devoted to the consideration of a single topic. (1/1/51)

d. An *other major* meeting for the purpose of these Bylaws shall include any meeting other than those defined in paragraphs a, b, and c of this section, organized by the SOCIETY or one or more of its constituent units, including a meeting-in-miniature, a symposium held apart from a meeting defined in paragraph a, b, or c of this section, and a technical conference involving a program of multiple papers, but not including the regularly recurring meetings of a Local Section or one of its subsidiary units. (1/1/51)

e. A *cooperative* meeting is one sponsored and arranged by the SOCIETY or one or more of its constituent units jointly with one or more non-ACS organizations, but not including purely nominal sponsorship. (1/1/51)

Sec. 4.

a. Attendance at any *national, regional, divisional, or other major* meeting of the SOCIETY shall be limited to registered persons. (1/1/51)

b. Each person, when registering at a meeting of the SOCIETY shall indicate one of the following classifications: (1) MEMBER of the SOCIETY; (2) nonmember chemical scientist; (3) STUDENT MEMBER; (4) other regularly matriculated student majoring in a chemical science or in a related field of natural science, engineering, technology, or science education at a college or university; (5) nonchemist visitor. (6/30/09)

c. Each registrant at a *national* meeting of the SOCIETY shall pay a registration fee to be fixed by the Board of Directors in accordance with the provisions of paragraphs e and f of this section.

d. Each registrant at a *regional* or *divisional* meeting shall pay a registration fee to be fixed by the committee in charge of the meeting in accordance with the provisions of paragraphs e and f of this section. The sponsor or sponsors of an *other major* meeting may require each registrant to pay a registration fee. If a fee is to be charged, it shall be fixed by the committee in charge of the meeting in accordance with the provisions of paragraphs e and f of this section. (1/1/51)

e. The registration fee at a *national, regional, divisional, or other major* meeting for a chemical scientist who is not a member of the SOCIETY shall be greater than the fee charged a member not taking into account reductions authorized by the Constitution and Bylaws for certain persons. (10/16/01)

The increase in registration fee, or surcharge, for such nonmembers at a *national* meeting shall be in accordance with a schedule set by the Board of Directors.

The surcharge for such nonmembers at a *regional, divisional, or other major* meeting shall be set by the committee in charge of the meeting. (9/23/83)

Such nonmembers shall be furnished with special badges to differentiate them from other registrants. (9/23/83)

f. The registration fee at *national, regional, divisional, or other major* meetings of the SOCIETY for all classes of registrants described in Sec. 4, b other than those specified in Sec. 4, e of this Bylaw shall be the same as for a member of the SOCIETY, except that reduced registration fees may be set by the Board of Directors for a *national* meeting and by the committee in charge for any other meeting for students entitled to the discount in dues provided in the Bylaws, members of the family of a registrant who are not chemical scientists, persons wanting to attend a single session, or other special cases approved by the Board of Directors for a *national* meeting or by the committee in charge for any other meeting. (1/1/82)

g. Registration rules, including fees, for a cooperative meeting shall be subject to agreement in advance between the organizations concerned but shall conform, insofar as possible, to this Bylaw and be subject to approval by the Executive Director of the SOCIETY. (11/23/71)

h. No member may be deliberately excluded from any open meeting of the SOCIETY or its subunits. (11/15/89)

i. The President shall have authority to close any session at any meeting of the SOCIETY to nonmembers.

Sec. 5.

For national meetings, each Division of the SOCIETY has the primary responsibility for programming in its area of interest. (11/15/89)

Sec. 6.

The following rules shall apply to the presentation of papers at a *national, regional, divisional, or other major* meeting of the SOCIETY: (1/1/51)

a. The term "paper" shall include any scientific presentation that can be reduced to writing. (11/15/89)

b. No paper shall be presented at a *national, regional, divisional, or other major* meeting unless its title and author(s) appear on the program for the meeting. However, the President, with the concurrence of either the Chair of the Board of Directors or the Vice-Chair of the Council Policy Committee, may authorize an extraordinary symposium at a *national* meeting provided that (11/15/89)

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(1) the symposium has as its primary focus significant scientific developments too recent for programming deadlines, and (11/15/89)

(2) the request for authorization for such a symposium has been made jointly by a member of the SOCIETY and one of the following: the Chair of a relevant Division of the SOCIETY, the Chair of the Committee on Divisional Activities, or the Chair of the Committee on Science. (11/15/89)

c. No paper by a chemical scientist residing in the United States who is not a member of the SOCIETY shall appear on the program of a *national, regional, divisional, or other major* meeting of the SOCIETY unless it be a joint paper with one or more SOCIETY members, or unless for a *national, regional, or national-divisional* meeting the author has been invited to present the paper at a symposium organized by a Division of the SOCIETY or by Sections of the SOCIETY, and the Chair of such Division or of the host Section has certified to the Executive Director of the SOCIETY prior to publication of the program that presentation by the author of such paper is important to the success of the symposium. (1/1/82)

d. Rules corresponding to paragraphs a, b, and c of this section for a *cooperative* meeting shall be subject to agreement in advance between the organizations concerned but should conform, insofar as possible, to this Bylaw and be subject to approval by the Executive Director of the SOCIETY. (11/23/71)

e. The SOCIETY assumes no responsibility for statements or opinions expressed by individuals in papers or discussions thereof. (1/1/52)

f. The President shall have authority to exclude any paper from a program at any time prior to its scheduled presentation at a meeting of the SOCIETY.

Sec. 7.

It shall be the responsibility of the person or organized unit arranging program details for any part of a meeting to inform all contributors concerning the provisions of Sec. 4 and 6 of this Bylaw. (1/1/51)

BYLAW VII (Constitution, Article XII) Local Sections

Section 1.

a. A new Local Section shall operate under charter bylaws prepared by the Council of the SOCIETY until such time as it desires to revise or amend them. Revisions or amendments of Local Section bylaws shall be submitted to the Council through the Executive Director of the SOCIETY for review. These revisions or amendments shall not become effective before approval by the Committee on Constitution and Bylaws, acting for the Council. No provisions of Local Section bylaws shall be valid that are inconsistent with the Charter, Constitution, or Bylaws of the SOCIETY. (11/23/71)

b. Each Local Section shall have a Chair, a Vice-Chair and/or Chair-Elect, a Secretary, a Treasurer, and such other officers as the bylaws of the Local Section may specify. The offices of Secretary and Treasurer may be combined. (9/11/74)

Sec. 2.

A Local Section may organize within itself one or more units, known as Subsections, which shall be established on the basis of geographical considerations to include the members of the Section residing in a specified portion of the territory of

the Section, and which shall be concerned with the promotion of chemistry in all its branches, particularly in the form of scientific meetings. Each Subsection shall operate in conformity with the bylaws of, and shall be responsible to, its parent Local Section. (1/1/51)

Sec. 3.

A Local Section may organize within itself one or more units, known as Groups, which shall be established on a subject basis to cover the entire territory of the Section, with each Group devoted to the promotion of one or more branches of chemistry. Each such Group shall operate in conformity with the bylaws of, and shall be responsible to, its parent Local Section. (1/1/51)

Sec. 4.

A member of the SOCIETY who prefers membership in a Local Section other than that of residence may, on written request to the Executive Director of the SOCIETY, be assigned to that Local Section. The Committee on Local Section Activities, acting for the Council, shall resolve any member's appeal from adverse action on such a request. (4/9/75)

Sec. 5.

A member of the SOCIETY residing in territory unassigned to any Local Section may, on written request to the Executive Director of the SOCIETY for assignment to a Local Section, be so assigned. The Committee on Local Section Activities, acting for the Council, shall resolve any member's appeal from adverse action on such a request. (4/9/75)

Sec. 6.

No member of the SOCIETY shall be enrolled simultaneously in more than one Local Section. (1/1/63)

Sec. 7.

The number of representatives which a Local Section shall have in the Council of the SOCIETY for a four-year period beginning in a year divisible by four shall be based on the membership of the Local Section as of December 31 of the second preceding year, which count shall be certified to the Secretary of the Local Section by the Executive Director of the SOCIETY. The initial number of such representatives for a Local Section established after December 31 of the second preceding year shall be based on the enumeration of membership when established. (12/7/86)

Sec. 8.

Dues funds allocated by provisions elsewhere in these Bylaws for the support of Local Sections shall be distributed in accordance with procedures developed by the Committee on Local Section Activities and approved by Council. The Committee on Local Section Activities shall review the procedures and may present recommendations for changes at any spring meeting of the Council. Once every three years, or earlier if requested by the Committee on Local Section Activities, Council shall at its spring meeting review these procedures and provide for such changes as it shall deem appropriate. This distribution shall be contingent upon receipt of the annual report prior to a forfeiture date as specified by the Committee on Local Section Activities and shall include a base allotment, an allotment tied to total membership, and distributions based on other factors such as Society initiatives, strategic planning and Board directives. (6/6/03)

Sec. 9.

a. The Treasurer of a Local Section shall forward to the Executive Director of the SOCIETY an annual request for the funds to which the Section is entitled under Sec. 8 of this Bylaw. Upon receipt of such annual request, the Executive Director shall make payment to the Treasurer of the said Local Section, except that the Executive Director may once annually transmit 10 percent of the allotment upon receipt of a statement of need. (6/6/03)

b. To encourage membership recruitment at the Local Section level, the SOCIETY shall award allotments to the Local Section for new or reinstated members and new or reinstated Society Affiliates who were admitted as a result of Local Section effort. The size of the allotments and the conditions and requirements for the allotments shall be established by the Council upon recommendation by the Committee on Membership Affairs. Such allotments shall be distributed to the Local Sections annually. (11/2/02)

Sec. 10.

Funds allotted to Local Sections shall be used only for local purposes incident to the fulfillment of the SOCIETY's objects as specified in Article II of the Constitution. (1/1/51)

Sec. 11.

a. Not later than February 15 of each year, the annual report of each Local Section, including an itemized statement of receipts and expenditures and investment of its funds for the period January 1 to December 31 of the preceding year, shall be submitted to the Council Committee on Local Section Activities through the Executive Director of the SOCIETY. Each year the Committee shall prepare a summary of the Local Section annual reports and submit it to the Council Policy Committee. (9/24/93)

b. By April 1 of each year the Executive Director shall furnish to each Local Section the names of its members and Society Affiliates and a count of members and Society Affiliates on which allocation of funds will be made. (11/2/02)

Sec. 12.

Any Local Section chartered under the provisions of Article XII of the Constitution which for three consecutive years fails to maintain a membership of at least 50 shall automatically forfeit its charter. (4/9/75)

Sec. 13.

a. A Local Section may be affiliated with a local technical organization operating within the territory of the Local Section, provided that: (11/7/07)

(1) the affiliation meets the requirements for affiliation with other technical organizations as specified elsewhere in these Bylaws. (11/7/07)

(2) the affiliation has been approved by the Committee on Local Section Activities. (11/7/07)

b. Any Local Section affiliation shall terminate after five years unless reauthorized by the governing body of the Local Section. The term of each subsequent reauthorization shall not exceed five years. (10/4/99)

Sec. 14.

A Local Section may incorporate under the laws of the appropriate state or commonwealth. Proposed Articles of Incorporation or proposed amendments to Articles of Incorporation shall first be submitted by the executive

committee or equivalent of the Local Section to the Committee on Constitution and Bylaws through the Executive Director of the SOCIETY for determination that the proposals are not inconsistent with the Charter, Constitution, or Bylaws of the SOCIETY. Upon such finding, the Local Section may present the proposals to its membership for adoption and may incorporate or amend if they are adopted. The Articles of Incorporation or amendments thereto shall then be submitted to the Committee on Constitution and Bylaws, which Committee, acting for the Council of the SOCIETY, may confer final approval, whereupon said articles or amendments shall become part of the bylaws of the Local Section. (11/23/71)

Sec. 15.

Bylaws of each Local Section shall provide that, upon the dissolution of the Local 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. (9/5/61)

BYLAW VIII

(Constitution, Article XIII)

Divisions**Section 1.**

a. Any 50 members of the SOCIETY who wish to organize a Division of the SOCIETY shall request in a signed petition, addressed to the Council, authorization to form a Division. The petition shall also include the name of the proposed Division, a statement of the objects of the proposed Division, the particular field of SOCIETY interest to be stimulated and developed by the proposed Division, and the reasons why the petitioners deem it wise and expedient to establish the Division. (1/1/66)

The petition shall be sent to the Executive Director who, if satisfied it is in proper form, shall forward it to the Committee on Divisional Activities of the Council for consideration and presentation to the Council with a recommendation for action. The Committee on Divisional Activities, in the event of Council approval, shall assist the unit to organize and operate as a probationary unit for a period not to exceed three years. During the probationary period, the unit shall operate under bylaws prepared by the Council of the SOCIETY. At any time within this probationary period, the Committee on Divisional Activities may report to the Council on the status of the unit and make recommendations as to continuing or discontinuing its operations. (11/23/71)

All sections of Bylaw VIII of the SOCIETY shall apply to Divisions in probationary status except Sec. 4, c and Sec. 9. (1/1/66)

b. On recommendation from the Committee on Divisional Activities, the President shall appoint each year the officers of a probationary unit and also the members-at-large of the executive committee. (1/1/66)

c. The executive committee of the probationary unit shall appoint a committee to draw up bylaws suitable for operation of the unit after it has achieved divisional status.

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The Secretary of the probationary unit shall submit these bylaws through the Executive Director of the SOCIETY to the Committee on Constitution and Bylaws for review. (11/23/71)

d. The Council may approve formation of the proposed Division at any time during its probationary period. Immediately after such approval has been granted, the Committee on Constitution and Bylaws shall report to the Council on the bylaws of the proposed Division with a recommendation for action. (1/1/66)

e. Upon approval of the bylaws by the Council, the unit shall become a Division of the SOCIETY. (1/1/66)

f. The Division may revise or amend the bylaws approved under Section 1, e above. Revisions or amendments of Division bylaws shall be submitted to the Council of the SOCIETY through the Executive Director of the SOCIETY for review. These revisions or amendments shall not become effective before approval by the Committee on Constitution and Bylaws, acting for the Council. No provision of Division bylaws shall be valid which is inconsistent with the Charter, Constitution, or Bylaws of the SOCIETY. (11/23/71)

Sec. 2.

A Division may organize within itself one or more units, known as Subdivisions, which shall be established to cover a specified portion of the general field of the Division. Each such Subdivision shall operate in conformity with the bylaws of, and shall be responsible to, its parent Division. (1/1/51)

Sec. 3.

a. A member of the SOCIETY may join any Division of the SOCIETY by enrolling with the Division and meeting the requirements of the bylaws of the Division. (6/1/90)

b. To encourage membership recruitment at the Division level, the SOCIETY shall award allotments to the Division for new or reinstated members and new or reinstated Society Affiliates who were admitted as a result of Division effort. The size of the allotments and the conditions and requirements for the allotments shall be established by the Council upon recommendation by the Committee on Membership Affairs. Such allotments shall be distributed to the Division annually. (11/2/02)

Sec. 4.

a. Each Division shall have a Chair, a Vice-Chair and/or Chair-Elect, a Secretary, a Treasurer, and such other officers as the bylaws of the Division may specify. The offices of Secretary and Treasurer may be combined. (9/11/74)

b. Each Division shall have an Executive Committee which shall consist of the officers as members ex officio and such other members, appointed or elected, as the bylaws of the Division may specify.

c. All officers of a Division shall be elected as the bylaws of the Division specify.

Sec. 5.

a. Each Division shall hold at least one session annually.

b. A Division may omit its meeting in any one year on authorization by the Council Policy Committee when recommended by the Committee on Meetings and Expositions.

Sec. 6.

a. Dues funds allocated by provisions elsewhere in these Bylaws for the support of Divisions shall be distributed

in accordance with procedures developed by the Committee on Divisional Activities and approved by Council. The Committee on Divisional Activities shall review the procedures and may present recommendations for changes at any spring meeting of the Council. Once every three years, or earlier if requested by the Committee on Divisional Activities, Council shall at its spring meeting review these procedures and provide for such changes as it shall deem appropriate. This distribution shall be contingent upon receipt of the annual report prior to a forfeiture date as specified by the Committee on Divisional Activities and shall include a base allotment, an allotment tied to total membership, and distributions based on other factors such as programming, Society initiatives, strategic planning and Board directives. (6/6/03)

b. The Treasurer of a Division shall forward to the Executive Director of the SOCIETY an annual request for the funds to which the Division is entitled under Sec. 6, a, of this Bylaw. Upon receipt of such annual request, the Executive Director shall make payment to the Treasurer of the said Division except that the Executive Director may once annually transmit 10 percent of the allotment upon receipt of a statement of need. (6/6/03)

c. A probationary Division as defined in Section 1 of this Bylaw may receive an allotment equivalent to that of a Division of the same membership and in accord with the other provisions of this Bylaw. (1/1/81)

Sec. 7.

a. The annual report of each Division, including an itemized statement of receipts and expenditures and investment of its funds, shall be submitted each year to the Council Committee on Divisional Activities through the Executive Director of the SOCIETY not later than February 15 of each year and shall cover the period January 1 to December 31 preceding. The Committee each year shall prepare and submit to the Council Policy Committee a summary of the Division annual reports. (10/19/04)

b. By April 1 of each year, the Secretary of each Division shall send to the Executive Director of the SOCIETY a complete list of the members and Society Affiliates of that Division for checking and verification. (11/2/02)

Sec. 8.

Bylaws of each Division shall provide that, 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 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. (9/5/61)

Sec. 9.

A Division may incorporate under the laws of the District of Columbia or of any appropriate state or commonwealth. Proposed Articles of Incorporation or proposed amendments to Articles of Incorporation shall first be submitted by the executive committee or equivalent of the Division to the Committee on Constitution and Bylaws through the Executive Director of the SOCIETY for determination that the proposals are not inconsistent with the Charter, Constitution, or Bylaws of

the SOCIETY. Upon such finding, the Division may present the proposals to its membership for adoption and may incorporate or amend if they are adopted. The Articles of Incorporation or amendments thereto shall then be submitted to the Committee on Constitution and Bylaws, which Committee, acting for the Council of the SOCIETY, may confer final approval, whereupon said articles or amendments shall become part of the bylaws of the Division. (11/23/71)

Sec. 10.

a. A Division may be affiliated with other technical organizations provided that: (10/4/99)

(1) the affiliation meets the requirements for affiliation with other technical organizations as specified elsewhere in these Bylaws. (10/4/99)

(2) the affiliation has been approved by the Committee on Divisional Activities. (10/4/99)

b. Any Division affiliation shall terminate after five years unless reauthorized by the governing body of the Division. The term of each subsequent reauthorization shall not exceed five years. (10/4/99)

BYLAW IX

(Constitution, Article XIV)

International Chemical Sciences Chapters

Section 1.

The SOCIETY may authorize formation of International Chemical Sciences Chapters. The Committee on International Activities, or another designated responsible committee, shall act for the Board of Directors and the Council in monitoring the activities of each International Chemical Sciences Chapter and in implementing SOCIETY policy regarding such Chapters. Monitoring duties shall include compiling a general summary of these activities in its committee reports to the Board of Directors and the Council, and making recommendation to the Board of Directors regarding the formation or dissolution of an International Chemical Sciences Chapter. The responsible committee shall review each International Chemical Sciences Chapter every five years and shall advise the Board of Directors whether it should be continued. (11/18/91)

Sec. 2.

a. The responsible committee shall establish written procedures and criteria for the formation and review of International Chemical Sciences Chapters. (11/18/91)

b. A new International Chemical Sciences Chapter shall operate under charter bylaws prepared by the Council of the SOCIETY until such time as the Chapter desires to revise or amend them. All Chapter bylaws shall be in English. Revisions or amendments of International Chemical Sciences Chapter bylaws shall be submitted to the Council through the Executive Director of the SOCIETY for review. These revisions or amendments shall not become effective before approval by the Committee on Constitution and Bylaws, acting for the Council. No provisions of International Chemical Sciences Chapter bylaws shall be valid that are inconsistent with the Charter, Constitution or Bylaws of the SOCIETY. A copy of the International Chemical Sciences Chapter's bylaws shall be filed with the Executive Director of the SOCIETY. (11/18/91)

c. Chapter bylaws must contain a statement that the International Chemical Sciences Chapter, and the officers as representatives of the Chapter, shall: (1) not engage in political

activity, including lobbying, (2) avoid any activities that may adversely affect the interests and/or public or professional image of the SOCIETY, and (3) assure that all activities of the Chapter are open to all members of the SOCIETY. (11/18/91)

Sec. 3.

The Board of Directors may dissolve an International Chemical Sciences Chapter for good and sufficient reasons. (11/18/91)

Sec. 4.

An International Chemical Sciences Chapter shall receive no allotment of funds from the SOCIETY and shall not be entitled to elected representation on the Council. A Chapter may assess local dues to be expended for its own purposes in harmony with the objects of the SOCIETY. (11/18/91)

Sec. 5.

Each International Chemical Sciences Chapter shall prepare an annual report to be submitted by April 1 of each year to the responsible committee through the Executive Director. (11/18/91)

Sec. 6.

By April 1 of each year the Chair of each Chapter shall send to the Executive Director of the SOCIETY a complete roster of that Chapter for checking and verification. (11/18/91)

Sec. 7.

Any Chapter that for three consecutive years fails to maintain a membership of at least 25 members of the SOCIETY shall be dissolved. (11/18/91)

Sec. 8.

a. The Chapter shall not incur any debts, obligations or liabilities that could become binding upon the SOCIETY, and the bylaws of each Chapter shall so provide. (11/18/91)

b. Bylaws of each International Chemical Sciences Chapter shall provide that, upon the dissolution of the Chapter, any assets of the Chapter remaining thereafter shall be conveyed to such organization then existent, within or without the territory of the Chapter, 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 International Chemical Sciences Chapter 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 Chapter's dissolution. (11/18/91)

BYLAW X

(Constitution, Article XV)

Student Chapters

Section 1.

Student Chapters may be established at educational institutions such as two-year colleges, colleges, and universities. Such Chapters shall be subordinate organizations of the educational institution at which they are formed and not of the SOCIETY. The Society Committee on Education shall act for the Council in all matters concerning Student Chapters as provided elsewhere in these Bylaws. (6/30/09)

Sec. 2.

Student Chapters shall receive no allotment of funds from the SOCIETY and shall not be entitled to elected representation on the Council. A Student Chapter may, in accordance with the Regulations, assess Student Chapter dues to be expended for its purposes. The SOCIETY may make programmatic funding available to Student Chapters in furtherance of the objects of the SOCIETY. (6/30/09)

BYLAW XI

SOCIETY Affiliation with Other Technical Organizations

Section 1.

To foster the objects of the SOCIETY, the SOCIETY or its Local Sections or Divisions may affiliate with other technical organizations, provided that such affiliation does not contravene the Charter, Constitution, Bylaws, or Regulations of the SOCIETY. (10/4/99)

Sec. 2.

SOCIETY affiliations of less than one year duration shall become effective upon authorization by the Board of Directors. SOCIETY affiliations of one year or longer in duration shall become effective upon authorization by the Board of Directors subject to confirmation by the Council. (10/4/99)

Sec. 3.

Affiliations of SOCIETY Local Sections or Divisions shall become effective upon authorization by their governing body and confirmation by the Council Committee on Constitution and Bylaws, acting for the Council, that the provisions of Section 1 of this Bylaw are met. (10/4/99)

Sec. 4.

Any SOCIETY affiliation shall terminate after five years unless reauthorized by the Board of Directors. The term of each subsequent reauthorization shall not exceed five years. (10/4/99)

Sec. 5.

Sections 2, 3, and 4 of this Bylaw shall not apply to contracts entered into by the SOCIETY or its Local Sections or Divisions in the ordinary conduct of business. (10/4/99)

BYLAW XII

(Constitution, Article VIII, Article XII, Article XIII)

Position Statements

Any statement on a public matter to be initiated by a Local Section, Division, or other SOCIETY body must adhere to the following procedure: (9/30/11)

Section 1.

No SOCIETY body may issue a statement on a public matter that is in conflict with existing Board of Directors' approved policy or positions. (9/30/11)

Sec. 2.

No SOCIETY body other than the Board of Directors may pre-empt the policymaking authority of another SOCIETY body, or issue a statement that is reasonably likely to impact the mission or activities of another SOCIETY body without the express, written approval of that SOCIETY body. (9/30/11)

Sec. 3.

a. A statement on a public matter proposed by one or more SOCIETY bodies other than the Board of Directors must be submitted to the Executive Director, who will determine whether

the proposed statement is in conflict with an existing Board of Directors' policy or position, pre-empts the policymaking authority of another SOCIETY body, or is reasonably likely to impact the mission or activities of another SOCIETY body. The Executive Director will acknowledge receipt of the proposed statement to the originator. If any of the aforementioned issues is found to exist by the Executive Director, the Executive Director will notify the Board of Directors of the interpretation and the Board will vote on whether to confirm the Executive Director's interpretation. The Executive Director shall send written notice to the proposing SOCIETY body or bodies of the result and basis of the final determination within forty-five calendar days after receipt of the proposed statement. (9/30/11)

b. If the proposed statement is found not to pre-empt the policymaking authority of another SOCIETY body and to be without impact on or conflict with another SOCIETY body, the proposing SOCIETY body or bodies may proceed with issuance of the position statement. (9/30/11)

c. Should the Executive Director determine that a proposed statement pre-empts the policymaking authority of another SOCIETY body, or is reasonably likely to impact another SOCIETY body, approval of that body shall be required before the proposed statement can be issued. The affected SOCIETY body will have thirty days from receipt of the statement to provide a written response, granting or denying its approval. (9/30/11)

d. Should the Executive Director determine that a statement proposed by a SOCIETY body or bodies other than the Board of Directors is or will be in conflict with a Board-approved policy or position, the Board-approved policy or position has primacy. The Executive Director will notify the Board of Directors and the SOCIETY body or bodies of the conflict, and the conflicting statement must be amended to remove the conflict or be withdrawn within sixty days. (9/30/11)

e. A conflicting statement that has been amended will be submitted for approval and treated in the same way as a new statement. (9/30/11)

f. Statements issued by a SOCIETY body or bodies other than the Board of Directors must include a clear disclaimer to the effect that the views expressed are those of the named, issuing SOCIETY body or bodies only, and do not necessarily represent the official position of the SOCIETY. Upon issuance, a copy of the statement must be filed with the Office of the Executive Director. (9/30/11)

g. Statements issued by a SOCIETY body or bodies other than the Board of Directors will expire no later than three years from December 31 of the year they were approved unless the SOCIETY body or bodies act to extend them for an additional period not to exceed three years. SOCIETY bodies seeking to extend statements shall notify the Executive Director for review pursuant to the provisions of this Bylaw. (9/30/11)

Sec. 4.

All SOCIETY bodies are subject to the SOCIETY position statement process approved by the Board of Directors as set out in the Regulations. (9/30/11)

BYLAW XIII

(Constitution, Article XVI)

Finances

Section 1.

All income to the SOCIETY shall be collected by such officer or officers as the Board of Directors may designate for that purpose.

Sec. 2.

The Board of Directors is authorized and empowered in behalf of the AMERICAN CHEMICAL SOCIETY to receive, by devise, bequest, donation, or otherwise, either real or personal property and to hold the same absolutely or in trust, and to invest, reinvest, and manage the same and to apply said property and the income arising therefrom to the objects of the SOCIETY. The Board of Directors also shall have power to allocate the funds of the SOCIETY for the purpose of carrying out the objects of the SOCIETY.

Sec. 3.

a. For 1986 the base rate upon which membership dues shall be calculated shall be \$69. For each succeeding year the base rate shall be the dues established for the previous year. For 1986 and each succeeding year, an amount shall be calculated by multiplying the base rate by a factor which is the ratio of the revised Consumer Price Index for Urban Wage Earners and Clerical Workers (Service Category) for the second year previous to the dues year to the value of the index for the third year previous to the dues year, as published by the United States Department of Labor, with fractional dollar amounts rounded to the nearest whole dollar. At its spring meeting, the Council may set the dues for the succeeding year at that calculated amount or at the amount of the previous year's dues or at some intermediate whole dollar amount. Should the Council not act, the dues shall become the rounded calculated amount. The membership dues so determined shall be announced to the membership by the Treasurer of the SOCIETY in the official organ of the SOCIETY six months before the effective date of each change. Members not requesting any of the discounts provided elsewhere in these Bylaws may elect a dues period of one year, two years, or three years. The dues rate for two-year or three-year periods shall be two times or three times, respectively, the full annual dues rate established for the first year of the period. (9/15/09)

In addition to the dues so determined, members and Society Affiliates residing outside the United States shall pay a surcharge to reflect additional mailing costs incurred by the SOCIETY in providing delivery of the official organ of the SOCIETY. The method of setting this surcharge shall be defined in SOCIETY Regulations. The surcharge shall not be subject to the dues discounts provided elsewhere in these Bylaws. (11/2/02)

An allocation from dues revenue shall cover the printing and distribution cost of copies for all MEMBERS and Society Affiliates of the editorial portion of the official organ of the SOCIETY. The allocation shall be fixed by the Board of Directors, on recommendation of the Society Committee on Budget and Finance. The Board shall report the amount of the allocation through the Society Committee on Budget and Finance at the next Council meeting. (6/30/09)

The subscription term for the official organ shall correspond to the membership period. (11/2/02)

b. An annual allocation from SOCIETY funds equivalent to 20 percent of SOCIETY dues revenue applicable to the second preceding year shall be made to provide for financial support of Local Sections and Divisions. This allocation shall be

divided between Local Sections and Divisions with 55 percent of the allocation for Local Section support and 45 percent of the allocation for Division support. (9/15/09)

c. All funds collected as SOCIETY dues revenue are obligated for Local Section and Division support use up to the amount of the allocation. The SOCIETY must distribute allocations to each Local Section and Division, unless a Local Section or Division is not in compliance with reporting requirements. Unclaimed allocations will stay in either the Local Section or Division fund pool for redistribution in the current year. The formula for such redistribution shall be at the discretion of the Committee on Local Section Activities or the Committee on Divisional Activities, respectively. (6/6/03)

d. A member of the SOCIETY who has accumulated at least thirty-five years of paid membership, who is retired from full-time professional employment, and is over seventy years of age, is eligible for emeritus status and upon request shall be given such status upon certification by the Executive Director. Such a member shall pay no membership dues, may receive upon annual request the official organ of the SOCIETY, and shall have all the privileges of membership that were held at the time of certification to emeritus status. (6/30/09)

All members who, prior to January 1, 1986, had accumulated thirty-five years of paid membership are eligible for emeritus status upon retirement from full-time professional employment or at seventy years of age. Such status shall be given following request by the member and certification by the Executive Director. (12/11/88)

e. A member who becomes totally disabled may be granted a dues waiver. To be eligible for a waiver, the member must have paid dues for at least ten years, have been disabled for at least one year, and furnish proof of the disability. The request for a waiver shall be made to the Executive Director annually upon receipt of the dues statement. The Committee on Membership Affairs, acting for the Council, shall resolve any member's appeal from adverse action on such a request. (5/7/76)

f. A person graduating with a bachelor's degree in a chemical science or in a related field of natural science, engineering, technology, or science education from an appropriately accredited educational institution, or one acceptable to the Committee on Membership Affairs, may apply for MEMBER status, by reclassification from STUDENT MEMBER or otherwise, and receive a half-year waiver of membership dues to begin at any time up to one year from the date of graduation. (6/11/10)

g. A member who has accumulated at least thirty years of paid membership and is retired from full-time professional employment shall, upon request to the Executive Director and affirmation of such status, be entitled to a discount of one-half the membership dues for each year beginning on the member's anniversary date, and shall receive the official organ of the SOCIETY upon annual request. (10/4/99)

All members who, prior to January 1, 1986, had accumulated at least twenty-five years of paid membership shall be entitled to this privilege upon retirement from full-time professional employment. (9/21/90)

h. A member who is serving actively in the Armed Forces of the United States of America or in another area of national service on temporary full-time duty of not less than one year nor more than four years may, upon request to the

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Executive Director with affirmation of such status, be entitled to a discount of one-half of the membership dues for each year of such service beginning on the member's anniversary date. (10/4/99)

i. Student Discounts

(1) A STUDENT MEMBER, upon affirmation to the Executive Director of qualification for such status, shall be entitled to a discount of five-sixths of the membership dues. The dues so determined shall be rounded to the nearest whole dollar amount. A STUDENT MEMBER shall receive electronic access to the official organ of the SOCIETY. A STUDENT MEMBER wishing to receive a printed copy of the official organ shall pay an additional sum equal to one-half of the calculated per member amount of the allocation to the official organ described elsewhere in this Bylaw, rounded to the nearest whole dollar amount. (6/30/09)

(2) A member who is a graduate student majoring in a chemical science or in a related field of natural science, engineering, technology, or science education at an appropriately accredited educational institution, shall be entitled to a discount of one-half of the membership dues so long as the student is doing full-time graduate work. "Full-time" is to represent any combination of course work, research work, and teaching that the institution considers a full-time load. (6/30/09)

The Committee on Membership Affairs shall have the power to interpret and apply these requirements, with the advice of the Society Committee on Education. (6/11/10)

j. Upon request from a member who is the spouse of a member, one of the two, with affirmation of their status to the Executive Director, shall be entitled to a reduction in membership dues equal to the prior year's per-member allocation from dues revenue for the official organ of the SOCIETY in lieu of one subscription. (9/24/93)

k. After one year of paid membership, a member who is unemployed and is seeking full-time professional employment, upon request to the Executive Director and affirmation of such status, shall be entitled to an annual waiver of membership dues. Such annual waiver shall commence on the member's anniversary date and may be renewed each year for a total not to exceed three years so long as this status is reaffirmed each year. This provision may be invoked again only after a period of full-time professional employment. (9/28/16)

l. After one year of paid membership, a member who has elected to discontinue full-time professional employment because of long-term obligations as a family-care provider, upon request to the Executive Director and affirmation of such status, shall be entitled to a discount of one-half of the membership dues. Such discount shall commence on the member's anniversary date and may be continued for up to an additional two years so long as this status is affirmed annually. This provision may be invoked again only after a period of full-time professional employment. (10/4/99)

m. The Committee on Membership Affairs may conduct membership recruitment and retention market testing of SOCIETY memberships, services and benefits, including special dues categories, to provide data as the basis for recommendations to the Council. The number of individuals included in any test related to dues discounts shall not exceed a number equal to 10 percent of the total membership. Each test shall be limited to three years' duration unless granted prior

approval by Council. All test results will be reported to the Council at least once a year. (6/1/12)

Sec. 4.

a. At the request of any Local Section the SOCIETY bill to each member in that Local Section shall include the voluntary Local Section dues. The Local Section shall have the option to waive or discount its dues for STUDENT MEMBERS. The SOCIETY shall remit receipts to Local Sections semi-annually. (9/15/09)

b. At the request of any Division the SOCIETY bill to each member in that Division shall include the Division dues. The Division shall have the option to waive or discount its dues for STUDENT MEMBERS. The SOCIETY shall remit receipts to Divisions semi-annually. (9/15/09)

c. Division dues and voluntary Local Section dues collected by the SOCIETY from members electing a two-year or three-year SOCIETY dues period shall be two times or three times, respectively, the annual rates established for the first year of the period. It shall be the responsibility of a Local Section or Division to bill and collect any increases in dues that it may make applicable to the second or third year of a membership period. (9/15/09)

Sec. 5.

Adequate travel allowances to Directors for expenses incurred in attending to the business of the SOCIETY shall be paid by the SOCIETY.

BYLAW XIV

(Constitution, Article XVII)

Amendments to the Bylaws

Section 1.

Any petition for amendment of these Bylaws shall be subject to the same procedure as is specified in Article XVIII, Section 1 and Sec. 2, a-e, inclusive, for petitions for amendment of the Constitution. (11/12/79)

Sec. 2.

Each petition for amendment of the Bylaws shall require a two-thirds (2/3) vote of the Council for approval. The Executive Director of the SOCIETY shall transmit the fact of each such approval to the Board of Directors for such action as may be provided by the Constitution of the SOCIETY. (11/23/71)

REGULATIONS

Adopted by the Board of Directors

I. BOARD OF DIRECTORS

1. *Chair of the Board of Directors.*

a. The Chair of the Board of Directors shall be elected by the Board at the last regular meeting in each year to serve a term of one year, beginning with the first day of January following, or until a successor shall have been elected, each such individual being limited to three consecutive one-year terms. (12/4/04)

b. On any matter arising between meetings of the Board and not falling within the purview of any Society Committee or Standing Committee of the Board, the Chair shall direct that it be held for action at the next meeting of the Board, or submitted by mail for interim action by the Board or its Executive Committee, or the Chair may act on behalf of the Board if said action conforms to policy or precedent as established by prior actions. Board members may vote upon interim matters via electronic mail, postal mail, or facsimile. No proxy votes are allowed. Interim matters voted upon by the Board or its Executive Committee shall be subject to ratification by the full Board at its next meeting. (12/2/16)

c. The Chair of the Board, or any three members of the Board, may request a recorded vote on any action or motion of the Board. Upon request of any five members of the Board, the results of the recorded vote shall be published in Chemical & Engineering News. (12/2/16)

d. The Chair of the Board is authorized to provide orientation for newly elected members of the Board to the duties and responsibilities of their office, according to guidelines which may be adopted by the Board from time to time. (12/4/04)

2. *Travel, Expenses, and Reimbursement of Directors.*

a. As a nonprofit organization, stewardship of SOCIETY resources is essential. Travel and expense practices for all SOCIETY officers and directors shall comply with policies applicable to ACS staff generally. The Secretary shall enforce these policies, but the Secretary's determinations may be appealed to the Chair of the Board. It is the policy of the Board that all foreign travel by any member of the Board shall meaningfully support the strategic objectives and global interests of the Board. (12/2/16)

b. Each Director of the SOCIETY, whose domestic travel in the performance of official SOCIETY duties is authorized by the Chair pursuant to policies approved by the Board, and who is not a member of the Presidential Succession, shall be reimbursed by the Board for necessary, reasonable, and actual out-of-pocket expenses incurred. Board members not in the Presidential Succession contemplating foreign travel as part of their Board duties must obtain advance approval for the planned expenditure from the Chair of the Board. (12/2/16)

c. Each year, one or more travel coordination meetings ("Officers' Summits") will be held with the Executive Director & CEO, Secretary, Chair of the Board and the Presidential Succession to review and coordinate their foreign travel and events and to authorize the SOCIETY's representation at those events. If the participants at the Officers' Summits cannot reach agreement, or if opportunities arise not contemplated at the Officers' Summits, the Chair of the Board shall determine whether foreign travel is authorized and, if so, who will be the

SOCIETY's representative at the events. No reimbursement shall be issued for expenses associated with unauthorized travel. (12/2/16)

3. *Secretary of the Board of Directors.* The Secretary of the SOCIETY shall serve as Secretary of the Board. Among the Secretary's responsibilities shall be assembling a draft agenda for the meetings of the Board, subject to the Executive Committee's input and approval; proposing changes to Regulations; and serving as parliamentarian at meetings of the Board. (12/2/16)

4. *Meetings.*

a. The Board shall meet quarterly and at such other meetings as may be necessary or duly called. The regular quarterly meetings of the Board shall be held within the first seven days in June and December, and at each spring national meeting and at each annual meeting of the SOCIETY, at times set in accordance with the provisions of the Bylaws. However, the Board, by majority action, may select any dates other than those above specified for its quarterly meetings. At its December meeting each year, the Board shall set dates for all its regular meetings to be held during the following year. (12/2/16)

b. The most recent edition of Robert's Rules of Order shall serve as the parliamentary authority for all meetings of the Board or its committees, unless its provisions conflict with the SOCIETY's Charter, Constitution, Bylaws, and Regulations. (12/4/04)

5. *Executive Committee.* The Executive Committee of the Board shall consist of the Chair of the Board, who shall serve as Chair of the Committee; the President, President-Elect, and Immediate Past President of the SOCIETY, who shall serve as voting members ex officio; the Executive Director & CEO of the SOCIETY, who shall serve as a member ex officio without vote; and three additional members to be elected by the Board. Only members of the Board may serve on the Executive Committee, and any member of the Board who is not an ex officio member of the Executive Committee shall be eligible for election to the Executive Committee. One of the elected positions shall be for a one-year term and two positions shall be for two-year terms. The two-year terms shall be staggered so that only one two-year position is filled each year. The election to fill the one-year term and one two-year term shall be held at the last regular meeting of the Board each year. Beginning with the first day of January following election, each elected member shall serve the specified term, or until a successor shall have been elected. A vacancy in any of the three elected positions on the Executive Committee shall be filled by the Board for the unexpired portion of the term, and the election to fill such vacancy shall be held no later than the next meeting of the Board, but may be held earlier, at the discretion of the Chair of the Board. Any four voting members present shall constitute a quorum at any meeting of the Executive Committee. The Secretary of the SOCIETY shall serve as the Secretary of the Executive Committee. (12/2/16)

The primary responsibilities of the Executive Committee shall be to act *ad interim* for the Board in accordance with the provisions of the Constitution, to provide oversight for Board development, and to provide oversight for all employee personnel policies and practices administered by the Executive Director & CEO. In acting *ad interim* for the Board, the Executive Committee shall take no action committing SOCIETY funds in excess of \$250,000 without prior approval of the Board. All actions by the Executive Committee shall be reported to the Board at the next regular meeting of the Board and at such other

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times as the Board requests or the Executive Committee deems necessary. (12/2/16)

6. *Standing Committees.* In addition to the Executive Committee, other Standing Committees of the Board are authorized to assist the Board with matters that benefit from ongoing oversight or consideration. Each such committee shall keep itself informed about matters within the field of its assignment and be the Board's body of experts on these matters. As such, each Standing Committee, acting within its assigned area, shall recommend and suggest appropriate action on matters under consideration by the Board. (12/2/16)

Individuals who are not members of the Board are generally eligible for service on Standing Committees of the Board and their subcommittees, but only members of the Board may serve on the Executive Committee, the Committee on Professional and Member Relations, the Committee on Public Affairs and Public Relations, and on such other committees as the Board may specify ("Board-Member Only Standing Committees"). Appointments to Standing Committees shall be made by the Chair of the Board for such terms as may be specified by the Board. The Chair of the Board will ensure equity in the number of committee assignments given to each member of the Board. The term for service for those appointed to a Board-Member-Only Standing Committee shall be one year, and they may serve on one or more of these committees up to the length of their service on the Board. The term for service on other Board Standing Committees shall be three years. The Board recognizes that differences in the nature and duties of Standing Committees support variances in their term limitations; however, unless otherwise specified herein or by the Board, no one shall serve more than three successive terms on the same Standing Committee. Unless otherwise specified by the Board, the Chair of the Board annually shall designate the chair of each committee. (12/2/16)

The Board may delegate to any Standing Committee or Society Committee authority to act for the Board in specified matters. All such actions shall be reported to the Board at the next regular meeting of the Board and at such other times as the Board requests or the Committee deems necessary. (1/1/79)

All Directors shall be notified of the meetings of the Society Committees and the Standing Committees of the Board; shall be informed of the subjects to be discussed; and shall be permitted to attend any meeting of the Executive Committee, any Society Committee, or the Standing Committees on Public Affairs and Public Relations, Professional and Member Relations, and Strategic Planning. (12/2/16)

The Chair of a Standing Committee of the Board shall be limited to three consecutive one-year terms as chair of the same committee, unless otherwise specified by the Chair of the Board. (12/2/16)

The following, along with any other such ongoing committees created by the Board, shall be the Standing Committees of the Board: Audits, Board of Trustees for the Group Insurance Plans, Corporation Associates, Executive Compensation, Governing Board for the ACS Green Chemistry Institute, Governing Board for Publishing, Pensions and Investments, Petroleum Research Fund, Professional and Member Relations, Public Affairs and Public Relations, and Strategic Planning. (12/2/16)

7. *Discretionary Powers of Committees.* The chair of any committee of the Board may solicit the advice and assistance of any person or persons who can contribute to the activities of the committee and such persons may participate in committee

meetings and activities to the extent desired by the committee chair, except that such advisors shall not be considered as members of the committee and shall have no vote in actions taken by the committee. (12/2/16)

8. *Standing Committee on Audits.* The Committee on Audits shall serve as a focal point for communication among the members of the Board, the independent accountants, the internal auditors, and SOCIETY management, insofar as their duties relate to financial accounting, auditing, financial reporting, and internal controls. The Committee shall assist the Board in fulfilling its fiduciary responsibilities regarding accounting policies and reporting practices of the SOCIETY and the sufficiency of auditing relative thereto. It is to be the Board's principal agent in ensuring the independence of the independent accountants and internal auditors, the integrity of management, and adequacy of disclosures to the public. (12/2/16)

The responsibility of the Board for selection and appointment of the independent auditors is delegated to the Committee on Audits. The Committee's job is one of oversight. The Committee shall meet with the auditors to discuss the scope and nature of their audit, the quality and adequacy of and compliance with internal controls, approval of the internal audit plan, review of the annual financial audit report and management letter, and review of the annual internal audit report. The Committee shall also meet with key financial staff of the SOCIETY to discuss implementation of auditor recommendations, review internal financial controls and procedures, review appropriateness of accounting policies, evaluate auditor performance, and evaluate whistleblower complaints brought to it by the Society's General Counsel. (12/2/16)

The Committee shall consist of four to six persons, of whom at least two shall be members of the Board. Committee members shall be appointed by the Chair of the Board for terms not to exceed three years. The Committee will have such additional responsibilities as the Board shall direct in a committee charter, which the Board shall approve and amend as necessary. (12/7/08)

9. *Standing Committee on Corporation Associates.* The Committee on Corporation Associates shall be responsible for the official relationship between corporations and the SOCIETY, including the provision of advice to the Board on SOCIETY activities relating to member organizations; development of recommendations about sources of and uses for income from Corporation Associates; and acceptance or rejection of applications for enrollment, as specified in the Bylaws. Committee members shall be appointed by the Chair of the Board for terms not to exceed three years. (4/4/08)

10. *Standing Committee on Executive Compensation.* The Committee on Executive Compensation shall advise the Board or its Executive Committee on matters involving compensation of the Executive Director & CEO and other members of the senior staff of the SOCIETY. The Committee shall be responsible for recommending salary levels for the Executive Director & CEO, Treasurer & CFO, and Secretary of the SOCIETY; formulating for Board approval the structure and details of the Executive incentive plan; and advising the Board or its Executive Committee on any other matter involving compensation of the senior staff of the SOCIETY. (12/2/16)

The Committee shall consist of the President, the Immediate Past President, the Chair of the Society Committee on Budget and Finance, and three members of the SOCIETY with demonstrated expertise in senior and executive staff compensation issues (the

latter three appointed by the Chair of the Board to terms not to exceed three years and confirmed by vote of the Board). The Executive Director & CEO and President-Elect shall serve as members of the Committee without vote. (1/1/17)

11. *Governing Board for the American Association of Chemistry Teachers (AACT Governing Board)*. The American Association of Chemistry Teachers (AACT) is a program activity of the SOCIETY designed to support K–12 teachers of chemistry by providing them with a professional home that addresses and is responsive to their needs. AACT serves as a trusted source of curricular and pedagogical resources for K–12 chemistry instruction, provides networking opportunities for K–12 teachers, and disseminates effective teaching and learning practices at the K–12 level. (6/5/15)

a. *Establishment*. The Board establishes the Governing Board for the American Association of Chemistry Teachers and delegates to it responsibility for guiding the operations of AACT and making recommendations to the Board about the general strategic direction of AACT. (6/5/15)

b. *Membership of the AACT Governing Board*. The AACT Governing Board shall consist of 11 members as follows: (6/5/15)

- (1) President-Elect of AACT (6/5/15)
- (2) President of AACT (6/5/15)
- (3) Immediate Past President of AACT (6/5/15)
- (4) Ambassador from an Elementary School (from grades K–5) (6/5/15)
- (5) Ambassador from a Middle School (from grades 6–8) (6/5/15)
- (6) Ambassador from a High School (from grades 9–12) (6/5/15)
- (7) Representative from any AACT Committee (6/5/15)
- (8) Representative from the ACS Society Committee on Education (SOCED) (6/5/15)
- (9) Representative from the ACS Division of Chemical Education (CHED) (6/5/15)
- (10) Editor of *Chemistry Solutions*, or its successor publication (6/5/15)
- (11) AACT Program Director (6/5/15)

The Chair of the AACT Governing Board will be elected by the Governing Board members at the inaugural meeting, and annually thereafter. The Chair may serve up to three one-year terms. (6/5/15)

c. *Appointment and Term*. The Program Director of AACT and the Editor for the AACT periodical *Chemistry Solutions*, or its successor publication, shall serve as ex officio members of the AACT Governing Board for as long as they hold their positions. The Chair of the Board will appoint the representatives from SOCED and CHED, who will serve one-year terms. Three members of the AACT Governing Board, ambassadors from elementary school (grades K–5), middle school (grades 6–8), and high school (grades 9–12), will be elected by AACT members and will serve one-year terms. The ambassadors will serve as representatives of the grade bands in which they teach. The remaining four members of the AACT Governing Board (Committee Representative, President-Elect of AACT, President of AACT, and Immediate Past President of AACT) will be elected by AACT members. The Committee

Representative will serve a two-year term and will represent AACT committees. Each member of the AACT Presidential Succession (President, President-Elect, and Immediate Past President) will serve a three-year term. (12/2/16)

Members of the AACT Governing Board may be reappointed or elected subject to the rule that no member may serve for more than two consecutive full terms. Members of the AACT Governing Board shall be reimbursed for reasonable out-of-pocket expenses incurred as part of their service on the AACT Governing Board. (6/5/15)

Notwithstanding these Regulations, if the AACT Governing Board determines at any time that its deliberations would benefit from additional expertise or perspective, it may ask the Chair of the Board to appoint (or reappoint) an individual with this expertise or perspective as a non-voting consultant of the AACT Governing Board. (6/5/15)

d. *Eligibility*. All members of the AACT Governing Board must be either members or student members of AACT when elected or appointed. Members of the AACT Presidential Succession must be either current or former teachers of chemistry at the K–12 level. The elementary school (K–5), middle school (6–8), and high school (9–12) ambassadors must be practicing K–12 teachers of chemistry. The Committee Representative and representatives from SOCED and CHED may be any members of the chemistry education community with the desired expertise. (6/5/15)

e. *Operation of the AACT Governing Board*. The AACT Governing Board shall meet at least once a year, and is authorized to use committees and subcommittees in carrying out its responsibilities, and to adopt rules consistent with these Regulations and the objects of the SOCIETY. The AACT Governing Board shall report to the Board at least twice annually. The AACT Governing Board shall transmit to the Board for review and approval strategic and long-range planning documents, descriptions of membership classes, changes in the qualifications and eligibility of members, and other substantive changes in goals and operations of AACT. The Governing Board shall transmit to the Board for informational purposes statements on principles of operation of the AACT. (6/5/15)

12. *Governing Board for the ACS Green Chemistry Institute (ACS GCI)*

a. *Establishment*. The ACS Board delegates to the Governing Board the general responsibility and authority for advising the ACS GCI Director on the operations and performance of the Institute. The ACS Green Chemistry Institute shall promote and advance green chemistry through research, education, and dissemination of information about chemical products and processes that reduce or eliminate the use and generation of hazardous substances. (12/7/13)

b. *Membership of the Governing Board for the ACS Green Chemistry Institute*. The Governing Board for the ACS Green Chemistry Institute shall consist of no more than twelve members who have a range of backgrounds in science, engineering, business, technology, and education, as follows: (12/2/06)

- (1) ACS Executive Director & CEO or his or her designee. (12/2/16)
- (2) ACS Green Chemistry Institute Director. (12/2/06)
- (3) Two individuals who are voting members of the ACS Board. (12/2/06)

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All other members of the Governing Board are defined in sections 4-7. The individuals listed below may not be members of the ACS Board. (12/7/13)

(4) Two individuals with experience in industry. (12/7/13)

(5) Two individuals with experience in government, nonacademic research institutions, or nongovernmental organizations. (12/7/13)

(6) Two individuals with experience in academia. (12/7/13)

(7) Two members who bring significant expertise to the Governing Board in areas of strategic importance to the ACS Green Chemistry Institute. (12/7/13)

The ACS Executive Director & CEO or his or her designee will serve as Chair of the Governing Board for the ACS Green Chemistry Institute. (12/2/16)

c. *Appointment of Governing Board Advisors.* The Governing Board for the ACS Green Chemistry Institute may also appoint additional, nonvoting advisors from government, industry, or academia, who may be consulted and, from time to time, be called upon to provide advice to the Governing Board on matters concerning green chemistry. (12/2/06)

d. *Appointment and Term of Service.* The ACS Executive Director & CEO and the ACS Green Chemistry Institute Director shall serve on the Governing Board for the ACS Green Chemistry Institute for as long as they hold their respective positions. Should the Executive Director & CEO appoint a designee to serve as Chair of the Governing Board, that designee shall serve at the pleasure of the ACS Executive Director & CEO. The Chair of the ACS Board shall appoint the two members from the ACS Board. Their service on the Governing Board is contingent upon their continued services on the ACS Board. The remaining eight members shall be appointed or reappointed by the ACS Board, based on a slate of nominees proposed by a nominating committee. The nominating committee shall be chaired by the Chair of the Governing Board for ACS Green Chemistry Institute and shall consist of the Governing Board members who are not potential nominees for an open position on the Governing Board. The standard term for all ten appointed members shall be three years. Members may be reappointed subject to the rule that no members may serve for more than three consecutive full terms. (12/2/16)

e. *Operation of the Governing Board for the ACS Green Chemistry Institute.* The Governing Board for the ACS Green Chemistry Institute shall meet at least two times a year, and is authorized to use committees or subcommittees in carrying out its responsibilities, and to adopt rules consistent with these Regulations and the objects of the SOCIETY. The Executive Director & CEO shall hire the Director of the ACS Green Chemistry Institute, upon recommendation of the Governing Board. The Governing Board shall review the ACS GCI mission statement, prepare statements on principles of operation, and develop appropriate planning documents. The Governing Board shall present ACS GCI operational results annually to the Standing Committee on Professional and Member Relations and to the ACS Council. Any statement on a public policy matter to be issued by the ACS GCI on its or the SOCIETY's behalf must comply with the provisions of the Bylaws and/or this Regulation. (12/2/16)

13. *Governing Board for Publishing.*

a. *Establishment.* The Board establishes the Governing Board for Publishing and delegates to it the general responsibility

and authority for the operations and performance of Chemical Abstracts Service (CAS) and the Publications Division except for the appointment of editors and editorial content of journals and magazines. All other exceptions to this delegation of authority shall be as noted elsewhere in these Regulations. (12/4/04)

b. *Membership of the Governing Board for Publishing.* The Governing Board for Publishing shall consist of no more than 10 members as follows: (12/4/04)

(1) Chair of the Board. (12/4/04)

(2) Executive Director & CEO. (12/2/16)

(3) President of CAS (or that person responsible for CAS reporting directly to the Executive Director & CEO). (12/2/16)

(4) President of the Publications Division (or that person responsible for the Publications Division reporting directly to the Executive Director & CEO). (12/2/16)

(5) Two individuals with senior management experience relevant to the operations of Chemical Abstracts Service, only one of whom may be a SOCIETY member, but not a member of the Board. (12/4/04)

(6) Two members of the SOCIETY with executive experience (one from industry and one from academia) but who are not members of the Board. (12/4/04)

(7) Two individuals with senior management experience relevant to the operations of the Publications Division, only one of whom may be a SOCIETY member, but not a member of the Board. (12/4/04)

The Executive Director & CEO shall serve as Chair of the Governing Board for Publishing. (12/2/16)

c. *Appointment and Term.* The Chair of the Board, the Executive Director & CEO, and the Presidents of CAS and of the Publications Division, shall serve as members of the Governing Board for Publishing for as long as they hold their respective positions. The remaining six members shall be appointed or reappointed by the Board. Appointments shall be based on a slate of nominees proposed by a task force chosen by the Chair of the Board. The task force will consist of five members, and will include two members from the Governing Board for Publishing, two individuals who are not members of the Governing Board for Publishing but are knowledgeable about the SOCIETY, and one member—at a minimum—from the Board. The standard term shall be four years. Reappointments shall be made by the Board upon the joint recommendation of the chairs of the Board and of the Governing Board for Publishing. Members eligible for reappointment are subject to the rule that no member may serve for more than two consecutive full terms. Except for staff and officers of the SOCIETY, members shall be compensated for meetings and expenses as provided for by the Board, but shall receive a full annual stipend only upon attending a majority of the regular Governing Board for Publishing meetings held in a given year. (3/31/17)

Notwithstanding these Regulations, if the Governing Board for Publishing determines at any time that its deliberations would benefit from additional expertise or perspective, it may ask the Board to appoint an individual with this expertise or perspective as a voting member of the Governing Board for a one- to four-year term, even if the appointment should increase the number of members temporarily to eleven. The task force procedures outlined in this section shall be used for nominating such individuals. (3/31/17)

d. *Operation of the Governing Board for Publishing.* The Governing Board for Publishing shall meet at least four times a year, and is authorized to use committees or subcommittees in carrying out its responsibilities, and to adopt rules consistent with these Regulations and the objects of the SOCIETY. The Governing Board for Publishing shall be responsible for advising the Executive Director & CEO on the appointment of the President of CAS and the President of the Publications Division, for reviewing the performance of and establishing compensation for CAS and Publications Division senior executive employees, except for the President of CAS and the President of the Publications Division, and for reporting such personnel actions to the Board. The Governing Board shall review and approve the CAS and Publications Division mission statements, statements on principles of operation and long-range planning documents, and transmit these documents or summaries of them to the Board for information or for review. The Governing Board for Publishing shall report to Council annually. (12/2/16)

e. *Financial Authority of the Governing Board for Publishing.* The Governing Board for Publishing shall be responsible for operation of CAS and the Publications Division within the established financial policies of the SOCIETY. The Governing Board shall have a financial reporting system for CAS and the Publications Division. It shall recommend for Board approval financial performance criteria under which CAS and the Publications Division will be operated. At least once every three years, the Governing Board shall review the criteria for financial performance of CAS and the Publications Division and submit criteria for approval to the Board. The Governing Board shall review operational results quarterly and report to the Board on the performance of CAS and the Publications Division at each Board meeting. The Governing Board shall review and approve annual operating and capital budgets for consolidation with the remainder of the SOCIETY budget, to be approved by the Board. CAS and the Publications Division may not exceed their authorized annual capital budget by more than 10 percent without the prior approval of the Governing Board for Publishing and the ACS Board. The Board delegates full authority to the Governing Board for Publishing to set pricing policy for CAS and Publications Division products and services. The Governing Board for Publishing shall recommend academic discounts to the Board. (9/27/05)

14. *Standing Committee on Pensions and Investments.* The Committee on Pensions and Investments shall be responsible for the administration of the ACS Retirement Plan in all its details, as adopted and amended from time to time by the Board. Such authority shall be exercised prudently, reasonably, and in the sole interest of Plan participants and beneficiaries and include but not be limited to: the establishment of investment policy guidelines for the Plan; performance review of external fund managers; compliance of the Plan with the Employee Retirement Income Security Act (ERISA); compliance with the Internal Revenue Code; and making recommendations to the Board of proposals for adoption or amendment of the Plan. The Committee also has fiduciary responsibility for the ACS Defined Contribution Retirement and ACS ERISA 403(b) Plans. (12/2/16)

The Committee shall be responsible for establishing investment policies and monitoring performance for other SOCIETY funds, as deemed appropriate by the Board. Consistent with the Board's resolution approving the October 25, 2000, Agreement of Transfer of Trust, the Committee

shall prudently manage and administer the various assets of the AMERICAN CHEMICAL SOCIETY Petroleum Research Fund ("ACS-PRF") and shall determine the Annual Amount to be disbursed therefrom to fund the research grants program. The Committee will also be responsible for establishing investment policies and monitoring performance for the Hach Scientific Endowment Fund. (12/2/16)

The Committee shall consist of five to seven members, and it is recommended that at least three of them be SOCIETY members with experience in pensions, endowments, or related fields of investment management. The Executive Director & CEO and the Treasurer & CFO shall serve as voting members ex officio. Appointments shall be made by the Chair of the Board for terms not to exceed three years. (12/2/16)

15. *Standing Committee on the Petroleum Research Fund.* The Committee on the Petroleum Research Fund ("the Committee") shall determine the proper allocation of monies from the AMERICAN CHEMICAL SOCIETY Petroleum Research Fund ("ACS-PRF") once the Annual Amount, as defined in the Agreement of Transfer of Trust dated October 25, 2000, has been established by the Committee on Pensions and Investments. The Committee shall consider all proposals for grants in the several ACS-PRF grants programs and recommend for approval by the ACS Board, within the limits of available funds, only those proposals that, in its judgment, fulfill the requirements stated in Paragraph (a) Article SECOND of the Agreement of Transfer of Trust Creating the AMERICAN CHEMICAL SOCIETY Petroleum Research Fund, dated October 25, 2000. Among all proposals submitted, which are judged to qualify under the terms of said Agreement, the Committee shall recommend for funding those that best meet its criteria for educational and scientific merit. The Board may authorize specific grants within the amounts made available for such purposes upon recommendation of the Committee. The Committee, either upon request of the Board or upon its own initiative, may also consider and make recommendations on policy, eligibility, terms, and conditions for ACS-PRF grants programs. (12/2/16)

16. *Standing Committee on Professional and Member Relations.* The Committee on Professional and Member Relations (P&MR) shall be responsible for:

a. developing plans to advance the members' professional and economic interests and stature; (12/2/16)

b. obtaining the best possible understanding of the members' wishes concerning SOCIETY policies and activities in these areas; (12/2/16)

c. assuring a similar understanding by the membership of the SOCIETY's objectives, policies, and activities in the professional and member relations field; and to seek ideas about ways to extend SOCIETY influence in these areas; and (12/2/16)

d. overseeing the SOCIETY awards program to recognize accomplishments by persons and organizations within the fields of activity of the SOCIETY. The Committee shall develop policies, rules, and regulations for the SOCIETY awards program; recommend to the Board the creation or termination of SOCIETY awards and new award sponsors; establishing SOCIETY award selection and canvassing committees as needed and recommending appointments thereto to the Chair of Board; and ensuring to the extent possible, that the SOCIETY awards program is administered fairly and without bias and encouraging broad and diverse participation in all phases of the

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program. To assist it in administering these award-related duties, the Committee is authorized to establish as a subcommittee a national awards advisory board, whose members shall be appointed jointly by the Chair of the Board and the Chair of P&MR. (12/2/16)

17. *Standing Committee on Strategic Planning.* The Committee on Strategic Planning shall assist the Board in developing, communicating, and promoting a strategic process and plan within the SOCIETY that engages members, volunteer leaders, and staff. The committee will provide strategic leadership by examining the mission, vision, and values of the SOCIETY; conduct environmental scanning and strategic assessments; and develop strategic goals. The committee shall recommend the strategic plan to the Board and assist the Board and the Executive Director & CEO in monitoring resulting actions and outcomes. (12/2/16)

The membership of this committee shall be the Chair of the Board, up to three additional voting members of the Board, a representative of the Council Policy Committee, three members of the senior management staff, one of whom must be either the CAS or Publications Division President, appointed by the Chair of the Board upon recommendation of the Executive Director & CEO, and two members-at-large who must be members of the SOCIETY. The Chair of the Board, on recommendation of the Chair of the Committee on Strategic Planning, may appoint from among the SOCIETY's membership up to two nonvoting advisors when it is determined that the committee would benefit from additional expertise or representation. (12/2/16)

18. *Standing Committee on Public Affairs and Public Relations.*

a. The Committee on Public Affairs and Public Relations, consisting of no less than seven members, shall be responsible for: (12/4/04)

(1) improving public understanding of the chemical sciences' role in the nation's economy, and, especially, of chemistry's vital role in many national policy issues; (12/4/04)

(2) striving for public policies consistent with current chemical knowledge; and (12/4/04)

(3) pursuing public policies that advance both chemistry and the other sciences. (12/4/04)

(4) approving the SOCIETY's National Historic Chemical Landmark designations, upon recommendation of its subcommittee on National Historic Chemical Landmarks. (4/4/08)

b. The Committee shall assume leadership in the formulation of policy covering: (12/4/04)

(1) the areas of public policy and law that the SOCIETY can address with credibility; (12/4/04)

(2) the review, approval, and other decisions related to proposed SOCIETY statements on public matters under authority delegated by the Board; (12/4/04)

(3) the methods of communicating with specific publics, including the media; (12/4/04)

(4) communication and participation with other scientific, educational, and engineering societies; and (12/4/04)

(5) the resources needed for the SOCIETY to carry out its public communication and government relations activities. (12/4/04)

c. *Official SOCIETY Position Statements.* A proposed official statement on a public matter may be drafted by staff, appropriate members or units of the SOCIETY, or General Counsel, or any combination of these. Efforts shall be made by the proposing unit to have an appropriate SOCIETY unit review and approve each draft statement prior to submission to the Board for official approval, according to the mechanism described below. Input shall be sought from divisions and interested scientific organizations by the person or group drafting the statement. The proposed statement shall be submitted to the Executive Director & CEO or designee, who shall have primary responsibility for processing the statement through the steps necessary to gain official ACS approval. (12/2/16)

Authority to review and approve statements on public matters is specifically delegated to the Committee on Public Affairs and Public Relations, although the Committee is encouraged to seek Board ratification of statements on public matters which are likely to engender public controversy or which otherwise deal with unusually sensitive matters. (12/2/16)

Copies of proposed statements on public matters shall be sent to all members of the Board for comment, but the Committee shall determine whether to accept substantive changes. If major changes are requested by or of the Committee, informal discussions among the Committee Chair, the authors and/or the chair of the cognizant unit(s), and staff shall be held to seek resolution of the differences of opinion. (12/4/04)

No statement on public matters shall be issued by the Committee unless approved by at least two-thirds (2/3) of the Committee members. When oral testimony is desired by any appropriate body, the order of presenters shall be the President, the Chair of the Board, and other individuals designated by the President. (12/2/16)

Statements will automatically expire three years from December 31 of the year in which they were approved unless PA&PR acts to extend them for an additional period not to exceed three years. (12/4/04)

d. *Public Policy Priorities.* The Board may adopt, upon recommendation of the Committee a biennial Public Policy Priorities document, which shall establish the government relations priorities of the SOCIETY. The Board authorizes the Chair of the Board, the President of the SOCIETY, and the Chair of the Committee on Public Affairs and Public Relations, with the advice of appropriate staff, acting in concert, to determine the appropriate manner for the handling of issues that fall outside the scope of the Public Policy Priorities. (12/4/04)

19. *Board of Trustees for the Group Insurance Plans.* The powers, duties, and operations of the Board of Trustees for the Group Insurance Plans, ACS Members, are as specified in the agreement of trust, as adopted on December 8, 1985 and amended from time to time. (4/4/08)

20. *Special Committees.* Special Committees of the Board, including task forces, are authorized. Each shall be responsible for the execution of some specific assignment made by the Board in the discharge of its responsibilities. Appointments to Special Committees and their subcommittees need not be limited to Directors, shall be for such terms as are specified in the actions creating the committees, and shall be made by the Chair of the Board. If terms are not specified in the action creating a Special Committee, they shall be for one year. Special Committees will be discharged upon completion of their specific assignment. (12/2/16)

21. *Conflict of Interest.* Whenever any business matter, which is to be considered by Board-related bodies, Officers of the SOCIETY, or Key Employees as defined by the Internal Revenue Service in its Form 990, involves activities or information that might directly or indirectly place a participant in a special conflict of interest, then the affected individual should consult with the General Counsel. If the General Counsel determines that a direct or indirect conflict of interest exists, then the individual shall refrain from participating in the consideration of, or any voting upon, such matter. All Officers of the Society, Key Employees, and members of the Board, the Society Committee on Budget and Finance, and such other Board-related bodies as the Board may determine (“covered individuals”), shall complete and sign conflict of interest disclosure forms annually and provide them to the General Counsel for review and advice. The General Counsel’s form shall be submitted to the Executive Director & CEO for review. (12/2/16)

PRF Applications and National Awards. In order to avoid the appearance of a conflict of interest, the name of a current member of the Board may not appear as a principal investigator on a proposal for a grant-in-aid from the AMERICAN CHEMICAL SOCIETY Research Fund, nor should a Board member participate in the process of nominating or seconding an individual or group for any ACS national award. (12/2/16)

22. *Compensation of Current and Former Board Members.* Except as provided in this Regulation, no voting Board member may receive, be offered, or earn compensation as a full or part-time employee, consultant, or contractor of the AMERICAN CHEMICAL SOCIETY during service on the Board and for a period of twenty-four months after ending that service. Annual compensation which does not exceed the IRS limit required for classification as an independent director (less than \$10,000 in 2016) will be allowed, upon disclosure to the Board of the compensation amount, for (1) short-course instruction; (2) career workshop presentation; (3) service as an editor-in-chief, associate editor, or senior editor of a SOCIETY publication; (4) SOCIETY leadership facilitation for non-SOCIETY audiences; and (5) compensation arrangements which were in place prior to election to the Board. Any other exceptions to this prohibition will require the affirmative vote of two-thirds (2/3) of those Board members eligible to vote. The Board member seeking the exception shall refrain from voting on his or her request. (12/2/16)

II. DEFENSE OR INDEMNIFICATION, ADVANCE OF EXPENSES, AND LIMITATION OF LIABILITY

To the fullest extent permitted by applicable law, a Director shall have no personal liability to the SOCIETY or its members for monetary damages for any action or inaction as a Director except for: (i) the amount of any financial benefit of, or intended for, the SOCIETY which the Director has wrongfully taken or received; (ii) intentional infliction of harm; (iii) gross negligence, or (iv) willful misconduct. To the fullest extent permitted by applicable law, the SOCIETY shall defend or indemnify any Director or officer, and may defend or indemnify any employee or agent, of the Society, or a person who was serving in such capacity for another entity at the SOCIETY’s request, who was or is, in such person’s capacity as a Director, officer, employee or agent of the SOCIETY, a defendant or who is threatened with being made a defendant to any legal action, suit, investigation, administrative action or proceeding

(“Proceeding”) (other than a Proceeding by or in the right of the SOCIETY) against reasonable expenses incurred in connection with the defense of such Proceeding, except in relation to matters that such person has been adjudged liable for gross negligence or willful misconduct in the performance of duties to the SOCIETY. A determination as to whether defense or indemnification of an employee or agent is appropriate shall be made by a majority vote of disinterested Directors even if such Directors do not constitute a quorum. The SOCIETY may advance expenses to, or may itself undertake the defense of, any Director, officer, employee or agent; provided, however, that such person shall repay or reimburse such expenses if it should be ultimately determined that he or she is not entitled to defense or indemnification. The provisions of this Regulation shall not be exclusive or in limitation of any other rights to which Directors, officers, employees, or agents, may be entitled. (12/2/16)

III. EMPLOYEES

1. *Authorization of Staff Positions and Salaries.* The Board shall determine salaries for the Executive Director & CEO, the Secretary, and the Treasurer & CFO of the SOCIETY and, subject to its review and the advice of the Standing Committee on Executive Compensation, approve recommendations of the Executive Director & CEO for salaries of other heads of staff divisions reporting directly to the Executive Director & CEO. The Board delegates to the Governing Board for Publishing the authority to review the performance of and approve salaries for CAS and Publications Division senior executive employees, with the exception of the Presidents of CAS and of the Publications Division. (12/2/16)

2. *Other Staff.* The appointment of all salaried employees other than those covered above and the determination of their salaries, shall, in accordance with the Constitution, be the responsibility of the Executive Director & CEO or his or her designee. (12/2/16)

3. *Designation of Nonvoting Councilors.* By joint action of the Council Policy Committee and the Executive Committee of the Board under the provisions of the Bylaws, the incumbents in the following positions have been designated to serve as nonvoting Councilors: Treasurer & CFO, heads of each major staff division of the SOCIETY, Editor of the official organ of the SOCIETY, and the non-Councilor Chairs of “Other” Council and Joint Board-Council Committees. (12/2/16)

IV. FINANCE

1. *Authority for Contracts and Expenditures.*

The approval of all expenditures for the goods and services required for the conduct of the affairs of the SOCIETY as provided in the approved annual budget and actions of the Board, and of all contracts for such expenditures, shall be the responsibility of the Executive Director & CEO, who shall formulate written policies regarding expenditures and contracts and may delegate such of these actions as deemed appropriate to officers or members of staff. (12/2/16)

All contracts and documents obligating the SOCIETY to expenditures or the commitment of the SOCIETY’s name must be documented in writing; and the terms of these contracts must be approved by individuals having appropriate levels of authority and knowledge to make such commitments pursuant to the written expenditures and contracts policy and must be consistent with approved budgets. (12/4/04)

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Any document or contract that requires the signature of an officer may be signed by the Chair of the Board, Executive Director & CEO, Secretary, or Treasurer & CFO of the SOCIETY. Any authorized contract that does not require the signature of an officer of the SOCIETY may be signed by a member of the staff authorized by the Executive Director & CEO pursuant to the expenditures and contracts policy. (12/2/16)

Any and all contracts of employment between the SOCIETY and its employees or prospective employees that are intended to create or to express anything other than an “at will” relationship shall be approved in advance of execution by the Board. (8/21/04)

2. *Executive Initiatives.* There shall be established in each annual budget of the SOCIETY a fund of up to \$100,000 to be used at the discretion of the Executive Director & CEO for funding unbudgeted items. Reports on the use of the fund shall be provided annually to the Board. (12/2/16)

There shall be established in each annual budget of the SOCIETY, funds for the operation of the offices of the President-Elect, President, and Immediate Past President in the amounts of \$40,000, \$175,000, and \$40,000, respectively, for the special expenses incurred by the incumbents of those offices during the specific fiscal years. Such expenses may include costs of officer’s travel as an official representative of the SOCIETY; programming at national, regional, or other ACS-affiliated meetings; special task forces and initiatives; and necessary office administration costs. Annual expenditures expected to exceed these amounts (excluding funds raised on behalf of the officers’ activities from external sources or unspent from their years as President-Elect or President) or one-time expenditures or initiatives expected in total to exceed \$10,000 require approval in advance by the Board. Any amounts spent by the President or President-Elect from, and in excess of their annual budgets, shall be deducted in equal amounts from their next year’s budgets, despite receiving prior Board approval to exceed their budgets. (12/2/16)

3. *“One-Time” Appropriations.* The approval of the Board is not required to redirect funds with an existing budget for “one-time” expenditures if the annual cost is less than \$100,000. Such expenditures may be initiated at any time upon concurrence of the Executive Director & CEO. Any such expenditures shall be reported, for information only, to the Society Committee on Budget and Finance and to the Board. (12/2/16)

4. *Insurance.* The Executive Director & CEO is authorized and instructed to maintain appropriate business insurance coverages for the protection of the SOCIETY’s directors, officers and employees, and to protect the SOCIETY’s assets. This protection will not include coverage for fraudulent and dishonest acts. (12/2/16)

5. *Bank Resolutions.* The Treasurer & CFO is authorized and instructed to maintain investment, banking, and other appropriate accounts as are necessary for the proper handling of SOCIETY funds under financial policies approved by the Board. (12/2/16)

6. *Stock Transfer Power.* The Treasurer & CFO and Assistant Treasurer(s) are fully authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stock, bonds, notes, or other securities standing in the name of or owned by the SOCIETY and to make, execute and deliver, under the corporate seal of the SOCIETY, any and

all written instruments of assignment and transfer necessary or proper to effectuate this authority. (12/2/16)

7. *Foreign Currency Risk Management Policy.* It is the policy of the SOCIETY to minimize the impact of adverse foreign currency fluctuations on its competitive position in foreign markets and its financial performance, as measured in US dollars. (12/4/04)

To minimize foreign currency risk, the SOCIETY shall utilize appropriate financial hedge instruments such as forward contracts and currency options. (12/4/04)

The authority and responsibility for managing the SOCIETY’s foreign exchange risk shall reside with the Office of the Treasurer & CFO. The Treasurer & CFO, or his/her designee, shall have authority to enter into appropriate financial hedge instruments in order to minimize the foreign currency risk associated with a specific fiscal year’s revenue and expenses. The contracts can be for amounts not to exceed the foreign currency forecasts for the specific fiscal year. Contracts that are not entered into to specifically hedge a contractual, firm, or forecasted foreign currency exposure shall be considered speculative, and are prohibited under this policy. (12/2/16)

On an annual basis the Treasurer & CFO will report to the Executive Director & CEO on the results of the foreign exchange risk management process. (12/2/16)

8. *The AMERICAN CHEMICAL SOCIETY Petroleum Research Fund.* The Treasurer & CFO of the SOCIETY is authorized to maintain separate investment, banking, and other appropriate accounts for the AMERICAN CHEMICAL SOCIETY Petroleum Research Fund (“ACS-PRF”) and to segregate and maintain all income and other funds that are generated from its various assets in those separate accounts until monies are disbursed therefrom according to the terms of the Agreement of Transfer dated October 25, 2000. (12/2/16)

V. MEETINGS

1. *Meeting Finances, Shared Responsibility.* When a Local Section, upon the request of the Executive Director & CEO, assists in the organization and operation of a national meeting of the SOCIETY, the responsibilities to be discharged by the Local Section shall be described in detail in writing, and a budget shall be agreed upon between the Local Section and the Executive Director & CEO. Reasonable diligence shall be used by the Local Section to maintain expenditures within budget estimates. Any elaboration by the Local Section of approved and budgeted plans shall be at the expense of the Local Section. Any disagreement between the Local Section and the Executive Director & CEO with regard to financial matters shall be referred to the Board for resolution. (12/2/16)

2. *Funds Contributed for Meetings.* It is the declared policy of the SOCIETY that a Local Section or Sections, on the occasion of providing for meetings of the SOCIETY, shall limit any solicitation of funds to the territory of such Section or Sections.

3. *Papers for Meetings.* The following Regulations for papers presented before national, divisional, regional, or other major meetings of the SOCIETY supplement pertinent Bylaw provisions:

a. *Authorship of papers* shall be accredited only to individuals and not to companies or laboratories.

b. *Therapeutic Papers.* It is the policy of the SOCIETY to encourage the presentation of chemical papers with pharmacological and physiological aspects, but to discourage presentation, by other than qualified clinical investigators, of papers in which clinical interpretations are the principal contribution. All Divisions and other programming units shall adhere to this policy when determining the acceptability of papers for their meeting programs. The Divisions and other programming units also are urged to exclude from their programs, and especially from any abstracts issued, statements recommending procedures for the treatment of human disease or announcement of any “cures” not confirmed by competent medical authority. Any author contributing a paper that includes discussion of the treatment of human disease must submit for review, by representatives of the appropriate Division or other programming unit, a complete manuscript in addition to an abstract. (12/4/04)

c. *Honoraria.* The payment of an honorarium by the SOCIETY or any of its constituent units to the author(s) of any paper presented at a national, regional, divisional, or other major meeting of the SOCIETY is strongly discouraged, unless the presentation is part of an educational session for which a separate fee is charged. If, in unusual circumstances, the organizers of a meeting consider payment of an honorarium essential, they must obtain prior approval by the Executive Director & CEO, who shall decide each case on its own merits, taking into account the possibility of establishing an undesirable precedent. The Executive Director & CEO may, in any especially difficult case, refer the matter to the Executive Committee of the Board for final decision. For the purpose of this Regulation, awards presented by the SOCIETY or any of its units are not considered honoraria. ACS officers and employees may not personally retain honoraria from non-ACS sources for activities, event appearances, or services provided, that were made in their official ACS capacity, but they may directly transfer the value, or request that such honoraria be donated directly, to an official ACS program or activity. (12/2/16)

4. *Meeting Publicity.* Responsibility for publicity for all major meetings of the SOCIETY rests with the ACS staff office responsible for public affairs. All such publicity shall be released to the press only by or in cooperation with that office. (12/2/16)

5. *Programs for National Meetings.* The official program for a national meeting shall be the schedule of papers that appears on the SOCIETY’s website. The Executive Director & CEO shall set deadlines for material to be published in the official program for each national meeting. The Executive Director & CEO shall further establish a deadline beyond which titles and abstracts of papers to be included in the meeting program may not be accepted by Divisional officers and other programming units, and a deadline for submission of their completed programs to the Executive Director & CEO’s office. (12/2/16)

6. *Functions Listed in Meeting Programs.* Official meeting programs of the SOCIETY shall not contain notices or records of functions or meetings of non-ACS groups, except by authority of the Executive Director & CEO. (12/2/16)

7. *List of Meeting Registrants.* The copying, printing, or publication of any list in whole or in part of the names and addresses of registrants at national, regional, divisional, or other major meetings of the SOCIETY is prohibited, except by authority of the Executive Director & CEO. (12/2/16)

8. *Joint Meetings with Other Organizations.* Guidelines for SOCIETY cosponsorship of meetings shall be established by the Executive Director & CEO and provided by the Secretary to those organizations wishing to cosponsor meetings with the SOCIETY. The Executive Director & CEO is authorized and instructed to ensure that Divisions, Local Sections, and other units comply with the approved guidelines. (12/2/16)

9. *Meeting Cosponsorships and Alliances.* The Board delegates to the Executive Director & CEO authority to approve requests for cosponsorship of meetings and to approve international alliances, whether such requests are cooperative or nominal, when the SOCIETY is to be the sponsor or alliance partner. Cooperative meeting cosponsorship requests and international alliance requests that exceed the financial commitment level specified in Regulation IV, 3 require the additional approval of the Board, upon the recommendation of the Committee on Professional and Member Relations, unless the funds are available for this purpose within an approved budget. (12/2/16)

VI. PUBLICATIONS AND INFORMATION SERVICES

1. *Nature of Publications and Information Services.*

a. *Publications and Information Services.* To carry out the objects of the SOCIETY, as stated in the Charter and Constitution, the SOCIETY shall publish information products and services, which shall include the printed publications and digital information services in formats produced by the Chemical Abstracts Service and Publications Divisions of the SOCIETY, and such other SOCIETY publications as may be authorized by the Executive Director & CEO or the Board or the Governing Board for Publishing as its designee. (12/2/16)

b. *Chemical & Engineering News.* Chemical & Engineering News (C&EN) shall be the official organ of the SOCIETY for the dissemination to its members of information about SOCIETY business. (12/4/04)

(1) The Chemical & Engineering News Editorial Board. There shall be a C&EN Editorial Board, of which the Chair of the Society’s Committee on Publications shall be the Chair. The Editorial Board shall have a total of seven members. Two of the C&EN Editorial Board members shall be the Chair of the Board and the President of the SOCIETY, or their respective designees chosen from the membership of the Executive Committee of the Board. The remaining four members of the Editorial Board shall be appointed annually and jointly by the Chair of the Board and the Chair of the Committee on Publications, subject to recommendation by the C&EN Editor-in-Chief, provided that at least four of the seven members of the Editorial Board shall be members of the Committee on Publications or Governing Board for Publishing. All members of the Editorial Board shall be expected to keep themselves informed on the operation and published content of C&EN and the Guidelines for its publication. The Editorial Board shall have responsibility for monitoring and reporting on the editorial and related operational performance of C&EN and shall submit its findings to the Committee on Publications annually, along with any recommendations for corrective action(s) as warranted. (12/2/16)

(2) The following shall be the responsibilities of the C&EN Editorial Board: (12/2/16)

(a) The Editorial Board is intended to serve as a communications link among the ACS Board (exercised

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through the Committee on Publications) and the Editor-in-Chief and staff of C&EN, and to represent the needs and interests of the Society's membership. (12/2/16)

(b) The Editorial Board shall meet at least twice a year, if practicable once at each national ACS meeting. Additional meetings may be scheduled at the discretion of the Chair or at the written request to the Chair by any five members of the Editorial Board. (12/2/16)

(c) The Editorial Board shall advise the Committee on Publications on matters of editorial policy and recommend general operational guidelines for the publication of C&EN. (12/2/16)

(d) The Editorial Board shall advise the Editor-in-Chief of C&EN on matters of editorial policy, and shall respond to the Editor-in-Chief's requests for guidance. (12/2/16)

(e) The C&EN Editorial Board shall review and assess the effectiveness of C&EN in meeting its objectives. Society member opinion shall be sought and considered. (12/2/16)

(f) The Editorial Board shall receive periodic written status reports (not less than once per year) from the C&EN Editor-in-Chief on current editorial content and features of the periodical. Recommendations for improvement shall be discussed with the Editor-in-Chief and presented in writing to the Committee on Publications as warranted. (12/2/16)

(g) When requested, the Editorial Board shall serve to mediate conflicts and shall be authorized to adjudicate disputes between the C&EN Editor-in-Chief and Society members, Sections, Divisions, or other official units of the SOCIETY. (12/2/16)

c. Establishment and Termination of Society Publications.

(1) Prior Approval of the Board. The establishment or acquisition of a new publication to be produced by any unit of the SOCIETY other than Chemical Abstracts Services Division or the Publications Division shall require prior approval of the Board when the topical scientific field of such a publication is covered or could be covered by an existing or potential new publication of the SOCIETY. This Regulation shall not apply to newsletters issued by Division, Local Section, or ACS staff units. (12/2/16)

(2) Publishing by a SOCIETY Division or Local Section. The approval of the Board shall be required before a Division or Local Section may publish any printed or digital online statement on a subject that concerns a public matter of national import or on a subject area on which Division or Local Section position statements are subject to action by the Executive Director & CEO and/or Board approval, as specified in the Bylaws. (12/2/16)

(3) Publication of New Journals and Information Products. The establishment or acquisition of journals and other new information products by the Publications Division shall require approval of the Governing Board for Publishing, which shall report such approval to the Board and to the Committee on Publications. (12/2/16)

(4) Termination or Divestiture of Journals and Magazines. The termination or divestiture of journals and other information products of the Publications Division shall require approval of the Governing Board for Publishing and shall be undertaken following consultation with the Board. Any such termination or

divestiture shall be reported to the Board and to the Committee on Publications. (12/2/16)

2. Rights and Responsibilities of Editors of SOCIETY Publications.

a. *General Principles.* The journals and other information products of the SOCIETY shall be edited and published in a manner consistent with the mission and objects of the SOCIETY. Toward that end, Editors shall serve as independent contractors engaged by the Society (through its Publications Division); they and their staffs are expected to show a sense of responsibility toward the SOCIETY membership and the broader global chemistry enterprise, and a sensitivity to the disparate views and interests of the diverse chemists and chemical engineers who constitute the SOCIETY membership, as well as diverse scientists in allied areas of the sciences. Editors are expected to perform their duties so that the published articles and accompanying editorials and other supporting information reflect fairly, fully, impartially, and in balance the known facts involved. Within these limitations, Editors retain final responsibility for editorial decisions relative to the scientific content of their assigned publications, and no attempt shall be made by the Board, its members, its committees, including either the Governing Board for Publishing or the Committee on Publications, to instruct Editors in the day-to-day performance of their editorial responsibilities. Should an Editor's judgment prove to be questionable or is deemed by the Board or the SOCIETY's Committee on Publications to be unacceptable, the Board should replace the Editor rather than attempt to supervise the Editor in the performance of assigned duties. (12/2/16)

b. *Financial Responsibility.* Although Editors enjoy freedom with respect to matters related to scientific editorial content, they are subject to budgetary and other financial limitations as imposed by the SOCIETY, and they likewise must adhere to operational policies and practices enacted by the Publications Division regarding technical aspects of publication, including such matters as the production, marketing, sale, and distribution of their respective publications in various formats and media. Provided that such technical matters do not encroach upon the effective communication scientific editorial content, this adherence by Editors to policies and practices as established by the SOCIETY shall include but is not limited to such production-related items as print page size and layout and the selection of paper; choice of typefaces; design of online and mobile display formats; and the choice of typesetters, printers, and digital platform vendors and other distribution partners. (12/2/16)

c. *Content of Primary Publications and Research Journals.* Editors of SOCIETY primary (peer-reviewed) research publications shall enjoy freedom with respect to the exercise of editorial prerogatives insofar as they pertain to the selection and scientific content of published articles. (12/2/16)

An editor shall not be subject to nor obligated to accept any recommendation or instruction from the Board, Executive Director & CEO, Governing Board for Publishing, Committee on Publications, President of the Publications Division, or any other officer or employee of the SOCIETY regarding the selection of articles for publication or the content thereof. For sensitive editorial content or matters in which the SOCIETY might be legally responsible for damages, Editors should consult with the President of the Publications Division or

the SOCIETY's General Counsel in advance of publication. (12/2/16)

It is presumed that all Editors acting in the capacity of independent contractors of SOCIETY research journals will routinely use best practices of scientific "peer review" as a basis for editorial decisions to accept or reject submissions from authors. Guidelines and recommendations regarding such best practices of scientific peer review may be communicated to the Editor(s) by the SOCIETY Committee on Publications or designated Publications Division staff from time to time. For avoidance of doubt, the respective Editor is solely responsible for assuring that every author submission is provided a fair and equitable review, undertaken in accordance with the Ethical Guidelines to the Publication of Chemical Research, as established by the SOCIETY and updated periodically. (12/2/16)

3. *Setting Subscription Rates and Charges.*

a. *Subscription Rates and other Charges for Periodicals.* Subscription rates and other charges for the sale and licensing of the SOCIETY's periodical publications and other information products of the Publications Division shall be fixed by the Governing Board for Publishing as the designee of the Board. (12/2/16)

b. *Charges for Chemical Abstracts.* Charges for Chemical Abstracts or any component part thereof, and for other publications or services of the Chemical Abstracts Service or other operating divisions, shall be established by the Governing Board for Publishing as the designee of the Board. (12/2/16)

c. *Surcharges for Members Residing Outside the United States.* The Governing Board for Publishing, acting under its authority as the designee of the Board, shall fix the amount of any surcharge to reflect additional mailing or other distribution costs incurred by the SOCIETY in providing delivery of C&EN as the official organ of the SOCIETY to members residing outside the United States, pursuant to the Bylaws. (12/2/16)

4. *Appointment of Editors.* The Editor of any SOCIETY periodical referenced in Regulation VI, 1, a, or of any proposed periodical covered by that section, shall be appointed in accordance with the following procedures: (12/2/16)

a. The Executive Director & CEO or the President, ACS Publications as designee, shall appoint an Editor Search Committee of not more than ten members, to include at least one member of the Committee on Publications, members of appropriate SOCIETY divisions, and the Editor of one other SOCIETY publication. A given Editor Search Committee member can fulfill more than one of these specific requirements. The President, ACS Publications, shall designate an ACS Publications staff member to serve as a staff liaison to the search committee, who will serve in an ex officio advisory (non-voting) capacity. (12/2/16)

b. The Editor Search Committee shall function as a canvassing committee and shall assemble a recommended list of candidates, in order of priority. (12/2/16)

c. The Chair of the Editor Search Committee is empowered to approach the candidate of highest priority and to secure indication of a general willingness to serve, in which case the chair shall transmit to the ACS Publications staff liaison the name of this individual for recommended approval by the Board via the Executive Director & CEO. (12/2/16)

d. If the Board approves the candidate name transmitted, the President, ACS Publications, shall be authorized to make the formal contractual engagement of the new Editor. The Editor shall serve in the capacity of an independent contractor to the Society's Publications Division, responsible to the Board. (12/2/16)

e. Should the highest priority candidate indicate unwillingness to serve, or should the Board not approve the candidate recommended, the Editor Search Committee chair is empowered to approach the next highest priority individual on the candidate list as specified herein. (12/2/16)

f. The Editor shall be responsible to the Board. (6/5/76)

5. *Reappointment of Editors.*

a. The Editor of any SOCIETY periodical referenced in this Regulation, upon the expiration of a term of appointment, may be reappointed by the Board on recommendation of the Committee on Publications. The recommendation should include clear evidence that the Editor has adhered to the general principles described above and, further, has demonstrated appropriate fiscal responsibility consistent with high scientific editorial standards. Term lengths of contractual reappointment may be from 1-5 years in duration; although no mandatory term limits are imposed by the SOCIETY, in instances where service is recommended for more than three (3) consecutive terms, the consensus recommendation from the Committee on Publications should be accompanied by a comprehensive monitoring report on the editorial standing of the publication in comparison to its competitors, highlights of recent editorial accomplishments of significance, documentation that the Editor remains actively engaged in scientific research, and supported by a strategic editorial vision for the publication that is deemed to be in keeping with the needs of its intended audience. (12/2/16)

b. The Editor shall be responsible to the Board. (6/14/98)

6. *Associate Editors and Editorial Advisory Boards.* The principal Editors of publications of the SOCIETY are authorized to appoint such Associate Editors to assist in the conduct of scientific peer review and editorial decision-making, subject to prior written approval by the President, ACS Publications or such individual's designee, whose advice and guidance should be sought prior to the Editor making any contractual representations or discussing possible financial commitments to be made by the SOCIETY. Such appointments should be undertaken with consideration given to periodic rotation of appointees and achieving appropriate topical expertise and diversity of gender, ethnic, and global representation for the respective publication. The Editors of publications of the Society are also authorized to appoint members of Editorial Advisory Boards, or other editorial associates serving without compensation as advisors, as deemed by them to be necessary for the proper discharge of their responsibilities, provided that such appointees be selected with proper regard to the various scientific interests and topical fields covered by the publications and information services, and that provisions be made for periodic rotation of membership on such boards in order that new viewpoints may be represented, and appropriate gender, ethnic, and global geographic diversity be achieved. All such appointments described in the foregoing shall be reported to the Governing Board for Publishing and to the Committee on Publications. (12/2/16)

7. *Use of Membership Lists.* Permission to use the membership list of the SOCIETY, any Division, or any Local

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Section may be granted internally or to an outside organization, provided the following conditions are met: (12/17/00)

a. that the Executive Director & CEO or authorized designee approve each proposed use and the terms of said use, and, in addition, for the separate use of a Local Section or Division list, that the executive committee of that unit similarly approve; (12/2/16)

b. that each Division and Local Section individual member must consent to be included in a print directory. Only those members who indicate a positive response with a list of allowable contact information may be included in the directory; (12/17/00)

c. that each Division and Local Section Web directory adhere to the same process as for print directories. Any Web directory must be hosted on the SOCIETY server. Each directory must be password-protected using the same rigorous security standards as in other areas of the SOCIETY; (12/17/00)

d. that the name of an individual member shall, upon request, be excluded from any controlled use; (1/1/84)

e. that substantial and effective safeguards be built into the process to assure protection of the SOCIETY membership list from theft and unauthorized use; and (1/1/84)

f. that the user permit use of its mailing list by the SOCIETY on a reciprocal basis, should the SOCIETY request it. (1/1/84)

Notwithstanding the above conditions, inclusion of basic member information in a Society-wide online membership directory (ACS Network) shall occur after each member is informed unless a member chooses not to participate. (8/14/09)

8. *Reprinting.* Editors of SOCIETY publications shall have the right to grant permission for limited reproduction from the publications for which they are responsible provided that adequate credit is given to the source. Requests for extensive reprinting are subject to approval by the Executive Director & CEO. (12/2/16)

9. *Preprints.* Print or digital copies of papers presented at a national or other meeting of the SOCIETY may be distributed by a Division for the convenience of its members and affiliates, provided that the following conditions are met: (12/2/16)

a. Preprint(s) issued by a Division shall not preclude eventual publication in one of the publications of the SOCIETY; provided, however, that each Editor of the publications of the SOCIETY shall have sole discretion to enact and enforce "prior publication" policies regarding the eligibility for subsequent peer review and publication of any author's submission of a work that previously has been publicly disclosed in whole or in part as a preprint, in either print or digital form. (12/2/16)

b. Preprints issued by a Division shall be copyrighted in the name of the SOCIETY and shall carry the necessary copyright information. (4/4/65)

10. *Business Management.* The Executive Director & CEO is authorized and directed to handle all matters pertaining to the business management of the SOCIETY's publications not covered by specific Regulations, and to report thereon to the Board at least once in each calendar year. (12/2/16)

11. *Character of Advertising.* It is the policy of the SOCIETY to accept primarily technical advertising intended for insertion in its publications that is related to chemicals, raw materials, industrial products, supplies, and equipment, and

advertising that is related to natural resources, transportation, communication, and business services and equipment. The SOCIETY hereby reserves the right to accept or reject any advertising of any nature at all times. (12/4/04)

12. *Testimonial Form of Advertising.* The SOCIETY, as part of its policy of encouraging the distribution of scientific knowledge, differentiates clearly between the publishing of scientific information or technical data on the one hand, and testimonials or uncritical or inadequately supported statements on the other. Therefore, the SOCIETY disapproves of chemists' or chemical engineers' lending their names or support to the testimonial form of advertising, disallows any reference to the AMERICAN CHEMICAL SOCIETY in published statements of the testimonial type, and disapproves of statements that impose on the public's confidence in the chemical profession. (12/4/04)

VII. MISCELLANEOUS

1. *Headquarters.* The headquarters of the SOCIETY shall be in Washington, D.C., and the address of the office of the Executive Director & CEO shall be the official address of the SOCIETY. (12/2/16)

2. *Use of SOCIETY Name and Insignia.* The name and insignia of the AMERICAN CHEMICAL SOCIETY may be reproduced in the form as described in the SOCIETY's Constitution and as further specified in the ACS branding guidelines provided that: (12/2/16)

a. the use of the name and insignia is for purposes of the SOCIETY, its officers, Local Sections, Divisions, International Chemical Sciences Chapters, Committees, Technician Affiliates, or STUDENT MEMBERS, (6/30/09)

b. the use of the name or the insignia of the SOCIETY is not used to provide official endorsement of commercial businesses, products, or services, although permission may be granted by the Executive Director & CEO to use the ACS name in a list of a preferred vendor's clients, and (12/2/16)

c. any design using the insignia does not show the insignia in contact with, or overlaid by, other graphics, or does not show the insignia smaller than, or in an inferior relationship to, other insignias. (4/5/92)

Express permission of the Board shall be required in any other instance where the name and insignia are proposed to be used, including situations where the insignia may be modified, altered, or adapted, and all situations where the user is other than the SOCIETY, its officers, or one of the aforementioned SOCIETY bodies. Where express permission is required, requests shall be submitted to the Board through the Executive Director & CEO. (12/2/16)

d. *Insignia.* The Executive Director & CEO, with advice from appropriate Council, Society, and Board Committees, is authorized to procure, fix rules for distributing, and make available to members, STUDENT MEMBERS, and Society Affiliates of the SOCIETY the emblem of the SOCIETY in such sizes and forms as the Executive Director & CEO deems desirable and for which there is reasonable demand. Any changes in style of the emblem shall be approved by the Board. (12/2/16)

e. All publications, products, services, and programs of the SOCIETY and their marketing and promotional communications shall clearly be identified as being provided by the AMERICAN CHEMICAL SOCIETY, unless the Executive

Director & CEO determines that there is a compelling reason for an exemption from these requirements. (12/2/16)

3. *Contributions.* As a matter of policy, the AMERICAN CHEMICAL SOCIETY does not contribute SOCIETY funds to health, welfare, civic organizations or other organizations that do not directly help advance the Society's Objects, specifically, or science, technology, engineering, and mathematics ("STEM"), generally. Within the limits of his or her Initiative Fund, the Executive Director & CEO is authorized to make modest contributions (up to \$10,000) to organizations and initiatives in furtherance of those objects, or of advancing STEM. Contributions to these organizations and initiatives from the Executive Director & CEO that exceed \$10,000 require approval of the Board. (12/2/16)

4. *Disposition of Old Files.* The officers and heads of SOCIETY activities for which funds are budgeted by the SOCIETY are authorized and instructed to destroy from time to time, at their discretion but in accordance with retention schedules approved by the Executive Director & CEO, old and useless papers not of permanent value. Unless other requirements apply or otherwise specified by the Board, the period of retention of files is seven years. (12/2/16)

VIII. AMENDMENT OF BOARD REGULATIONS

These Regulations may be amended by two-thirds (2/3) affirmative vote of the Board members voting. (12/2/16)

INDEX

TO THE CONSTITUTION, BYLAWS, AND REGULATIONS OF ACS

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SUPPLEMENTARY INFORMATION

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A. Other Committees of the Council

(established by the Council or the Council Policy Committee)

1. Analytical Reagents
2. Ethics
3. Nomenclature, Terminology, and Symbols
4. Project SEED
5. Technician Affairs

B. Other Joint Board-Council Committees

(established by joint resolution of the Council and the Board of Directors)

1. Chemical Abstracts Service
2. Chemical Safety
3. Chemistry and Public Affairs
4. Chemists with Disabilities
5. Community Activities
6. Environmental Improvement
7. International Activities
8. Minority Affairs
9. Patents and Related Matters
10. Professional Training
11. Public Relations and Communications
12. Publications
13. Science
14. Senior Chemists
15. Women Chemists
16. Younger Chemists

II. Guidelines for Preparing Petitions to Amend the Society's Constitution and Bylaws

III. Volunteer/National Meeting Attendee Conduct Policy

I. Descriptions of Duties

A. Other Committees of the Council

1. Analytical Reagents

This Committee is involved with setting standards for, and establishing approved analytical procedures for determining the purity of, chemical reagents sold by commercial companies. The Committee meets in Washington, D. C. twice annually and discusses modifications to procedures and additions to the list of reagents considered. The Committee work leads to periodic revision of the book "Reagent Chemicals—American Chemical Society Specifications." The present Committee includes representatives of commercial chemical manufacturers, standards organizations, and users of chemical reagents.

2. Ethics

The charge of this committee is as follows: To coordinate the ethics-related activities of the Society, serve as an educational resource and clearinghouse, but not as an adjudication body, for ACS members seeking guidance on ethics issues; raise awareness of ethics issues through meeting programming and columns/editorials; review recognition opportunities for acknowledging ethical behavior; and to develop and oversee such other ethics-related activities as will serve ACS members and promote the Society's standards of ethical conduct within the profession of chemistry and its related disciplines.

3. Nomenclature, Terminology, And Symbols

Acting on behalf of the ACS Council, in matters relating to the chemical usage of nomenclature, terminology, symbols, and units:

- a. Monitor, review, and communicate to the SOCIETY their significance;
- b. Coordinate activities within the SOCIETY;
- c. Consult with and advise editors of SOCIETY publications and communications;
- d. Initiate, review, and recommend adoption of documents and proposals, as appropriate;
- e. Liaise with other national and international organizations, committees, and commissions similarly involved; and
- f. Provide a means for members of the SOCIETY to participate in the consideration of these matters.

4. Project SEED

Summer Experiences for the Economically Disadvantaged

- a. Assist the development office in solicitation of funding for student stipends from corporations, foundations, and individual ACS members;
- b. Review of applications from preceptors for student research projects and decision of level of funding;
- c. Promotion of awareness and recognition of Project SEED within ACS, the scientific community, and the general public;
- d. Participation in long- and short-range planning of programs for Project SEED; and,
- e. Review of applications for and award of college scholarships designated for former Project SEED students.

5. Technician Affairs

- a. Coordinate the SOCIETY's interests in the development and activities of technicians/applied chemical technology professionals;
- b. Facilitate communication between the AMERICAN CHEMICAL SOCIETY, employers, and other technical and professional societies concerning critical issues of common interest in the area of technician/applied chemical technology professionals activities;
- c. Provide continuing support for the AMERICAN CHEMICAL SOCIETY's educational programs for technicians/applied chemical technology professionals

by assisting in the development, review, and promotion of appropriate ACS education materials; and

- d. Enhance the professional image and development of technicians/applied chemical technology professionals.

B. Other Joint Board-Council Committees

1. Chemical Abstracts Service

- a. Developing an informed, constructive, and supportive relationship with the SOCIETY body established by the Board of Directors to manage and conduct the affairs of Chemical Abstracts Service, including reporting of each group's activities to the other;
- b. Serving as a channel for information flow between the Governing Board for Publishing, SOCIETY members, and individual Chemical Abstracts Service users to help assure that each party's needs and support are researched, recognized and appreciated;
- c. Encouraging and considering suggestions from the membership concerning CAS and transmitting these suggestions to the Governing Board for Publishing and the SOCIETY's Board of Directors;
- d. Responding to requests by the Governing Board for Publishing that will assist in furthering the Chemical Abstracts Service mission; and,
- e. Informing the Council and the Board of Directors of the Committee's activities.

2. Chemical Safety

The Committee on Chemical Safety has as its prime responsibility the encouragement of safe practices in chemical activities. The Committee serves as a resource to the chemical professional in providing advice and counsel on the handling of chemicals, and seeks to ensure safe facilities, designs, and operations by calling attention to potential hazards and stimulating education in safe chemical practices. The Committee also provides advice to other ACS units on matters related to chemical safety and health.

3. Chemistry and Public Affairs

The Committee on Chemistry and Public Affairs is responsible for advice and recommendations for ACS action on public policy matters involving the chemical sciences and technologies. To accomplish this, the Committee on Chemistry and Public Affairs shall

- a. Identify and analyze legislative; regulatory; research; Science, Technology, Engineering, and Math (STEM) education funding; and other science policy issues that impact upon the chemical sciences technologies.
- b. Define, propose, implement, and, where appropriate, work with groups within ACS on courses of action with respect to the above issues, which include but are not limited to: recommendations to the Board on appropriate studies or actions which should be undertaken; comments on policy issues which may be incorporated in ACS official policy statements; providing expert advice to the government on questions concerning the chemical sciences and technologies; and establishing ad hoc and standing subcommittees or task forces of experts to deal with specific issues.

- c. Encourage and facilitate participation by the members of ACS in government relations.

4. Chemists with Disabilities

The committee will promote educational and professional opportunities in the chemical sciences and in fields requiring knowledge of chemistry for persons with disabilities. The committee will champion the capabilities of those persons to educators, employers, and peers.

The committee envisions a time when all individuals, including those with disabilities, will advance the chemical enterprise by drawing on the full range of their talents.

- a. Ensure that all ACS-sponsored services and programs promote and advance the full participation of students with disabilities;
- b. Promote opportunities for individuals with disabilities employed in or seeking employment within chemistry and its allied fields, supporting the ACS Strategic Plan;
- c. Provide and promote a portfolio of programs, products and services to increase their participation and leadership in the chemical community; and
- d. Serve as a resource to the chemistry community as a whole with reference to issues concerning the education and employment of individuals with disabilities.

5. Community Activities

The purpose of the Committee on Community Activities is to improve the public perception of chemistry by providing programs to connect chemists with their communities by:

- a. Providing guidance to the Society's community outreach programs and activities, and developing and implementing new resources/technologies to support, evaluate, and sustain them;
- b. Encouraging participation in community outreach programs through recruitment, retention and recognition of volunteers; and
- c. Informing the Board, Council and other SOCIETY bodies of the Committee's activities.

6. Environmental Improvement

The Committee on Environmental Improvement is charged by the Board of Directors and the Council of ACS with promoting the SOCIETY's as well as the public's awareness and active concern for protecting and improving the quality of human health and the environment.

To achieve this goal, the Committee is responsible for advising ACS governing bodies on pertinent environmental issues in science and public policy warranting action by the SOCIETY. Once identified, these issues then become the focus of Committee action, and the source of their projects. Responsibilities shall include

- a. Monitoring environmental legislation and regulations for possible ACS comments and/or recommendations, and when appropriate, writing and/or reviewing SOCIETY statements.
- b. Keeping abreast of current and emerging environmental problems, focusing on possible areas of action by the Committee and/or the SOCIETY.

Supplementary Information

- c. Researching environmental chemistry issues, compiling pertinent material, and disseminating the information to appropriate groups and individuals within and outside the SOCIETY.
- d. Developing SOCIETY position statements, informational brochures, and appropriate publications (such as books and articles) on environmental issues in science and public policy using the technical expertise of Committee members.
- e. Designing and coordinating programs related to environmental improvement for symposia and publications.
- f. Promoting environmental chemistry education in secondary schools, colleges, and universities, and for the general public by developing science curricula, audio courses, etc., and distributing these materials to educators and other interested persons.

7. International Activities

The Committee on International Activities (IAC) is a resource for proactively advocating, catalyzing, initiating, and implementing ACS international activities, conferences, and initiatives pertaining to education and research & development of broad scientific understanding, appreciation of chemistry, and promotion of the image of chemistry. This will happen in collaboration with other national and international organizations. Specific roles include:

- a. Study ongoing initiatives and inform ACS entities on effective practices and projects related to international activities;
- b. Proactively advise and make recommendations to the Board on the science and engineering policies that transcend national boundaries;
- c. Ensure implementation of Board policies and activities pertaining to global strategies;
- d. Catalyze, support, and maintain liaisons and collaborations between national and international science and engineering organizations in concert with other efforts within the ACS structure;
- e. Enable ACS to advocate for scientific freedom and human rights as they relate to practitioners of chemical and related sciences; and
- f. Identify ways in which ACS can raise the profile of, and meaningfully and appropriately be more welcoming to, the global community of chemical scientists and engineers.

8. Minority Affairs

- a. Overseeing ACS programs devoted or related to minority issues;
- b. Developing a long-range plan to ensure increased participation of minority chemical professionals in the profession and in the SOCIETY at all levels;
- c. Studying and making recommendations on the current status of minorities in the SOCIETY and in the chemical sciences;
- d. Promoting and recognizing the professional accomplishments of minorities in the chemical sciences and in the SOCIETY; and,

- e. Increasing the interest of minority chemical professionals in the work of the SOCIETY.

9. Patents and Related Matters

The Committee is responsible for considering patents and related matters insofar as such consideration and possible action are appropriate under and in conformity with the SOCIETY's Charter.

10. Professional Training

Refer to the Bylaws for the duties of this Committee and the goals of the approval program.

11. Public Relations and Communications

- a. Increasing public understanding and recognition of the contributions of chemistry, chemical scientists, and the American Chemical Society;
- b. Collaborating with the divisions, local sections, other Society units and committees, individual members of the Society, and external organizations in enhancing the public recognition and prestige of chemistry, chemical scientists, and the American Chemical Society;
- c. Improving the professional and community status of chemical scientists;
- d. Encouraging and facilitating training and participation of ACS members in effective communications and public relations efforts; and,
- e. Informing the Council of the Committee's activities.

12. Publications

- a. assessing editorial quality and content of the publication program of the SOCIETY, including the system of primary publications of books, journals, scientific communications, magazines, the official organ of the SOCIETY, and miscellaneous publications; and reporting its findings to the Board of Directors;
- b. serving as a channel for communication among SOCIETY members, the Council, other users of the SOCIETY's publications, the Governing Board for Publishing, and the Board of Directors to ensure that needs and support are recognized, researched, and addressed;
- c. consulting with the editors of the above publications concerning editorial policy;
- d. consulting with the Board of Directors upon matters of appointments concerning the above publications;
- e. making recommendations to the Board of Directors related to the needs and adequacy of the publications of the SOCIETY, including the need for curtailment of ongoing efforts and the initiation of new efforts, and recommending to the Council and the Board of Directors any changes in these publications;
- f. advising the Board of Directors, Council, and staff on copyright policy and recommending actions to protect ACS copyright;
- g. informing and educating members on copyright through national and regional symposia and through articles in the official organ of the SOCIETY and other ACS publications;

- h. monitoring developments on copyright issues at international and national levels; and
- i. informing the Council and the Board of Directors of the Committee's activities.

13. Science

The purpose of the Joint Board-Council Committee on Science is to provide an organizational framework to facilitate policy formulation, actions, and planning in several areas of ACS activity directly related to the science of chemistry. It is structured to provide a forum for consideration and coordination of the scientific activities of many diverse units of the SOCIETY and to provide an interface between and among such units.

Among the areas of Committee concern are: Divisional and other scientific and technical activities; scientific meetings and expositions; science-oriented grants and awards; scientific publications, nomenclature, and other communications; and science policy.

- a. Formulate and recommend broad, long-range goals for programs within the primary cognizance of the Committee, and coordinate with and provide encouragement to ACS units that are engaged in activities aimed at achieving these goals.
- b. Provide a forum for coordination and discussion of views of science-related bodies or persons.
- c. Review and/or draft statements of ACS policy in applicable areas of Committee concern for Committee on Chemistry and Public Affairs or Board consideration.
- d. Provide guidance in the development of support for science-related activities of the SOCIETY.
- e. Receive reports from, and be cognizant of, activities and deliberations of those bodies in the SOCIETY involved in science and science-related activities.
- f. Advise the Board, Council, and other appropriate SOCIETY bodies on long-term financial planning for the Committee's areas of concern.
- g. Receive and evaluate requests for unbudgeted funds for science-related activities for presentation to the Board.
- h. Identify long-range needs and trends in the area of scientific meetings and expositions and other areas of nonpublication scientific communication; provide overall guidance in the area of science-oriented awards; and participate in nominations for broader based non-ACS awards.
- i. Coordinate and provide assistance with the formulation of ACS science-oriented grant proposals for projects within the purview of the Committee, for which funds are sought from non-ACS sources.
- j. Approve expenditures from annually budgeted committee funds for special projects, study groups, task forces, etc., needed in meeting the Committee's responsibilities.

14. Senior Chemists

- a. encourage and serve as a conduit for senior members to volunteer and contribute their energy and talent to the ACS including local, regional, and national

governance, education, government affairs, mentoring, and community projects;

- b. provide useful service and information to seniors, such as retirement and estate planning, consulting, part-time opportunities, and travel/tours;
- c. foster networking opportunities among seniors, both nationally and locally; and
- d. represent senior chemists to interact with all elements of ACS governance, bringing awareness of their needs to the ACS, fostering collaborations, and creating synergies.

15. Women Chemists

This Committee was established in 1927 to encourage women chemists to take an active interest in SOCIETY activities. The Committee shall

- a. Serve as a forum for women in chemistry and related professions.
- b. Develop recommendations regarding issues of interest to women chemists.
- c. Provide a means of increasing and improving participation of women in the chemical sciences and the SOCIETY.
- d. Promote the recognition of women chemists.
- e. Inform the Council and other appropriate SOCIETY bodies of the Committee's activities.

16. Younger Chemists

- a. To facilitate communication of ideas and attitudes between the governing bodies of the SOCIETY and younger chemists.
- b. To advise the governing bodies of the SOCIETY on the positions of younger chemists regarding policies and programs currently before the SOCIETY and those which younger chemists feel should be considered by the SOCIETY.
- c. To aid in the providing of information to younger chemists about the profession and practice of chemistry.
- d.
 - (1) To organize and operate at national, regional, and local level activities of special interest to younger chemists.
 - (2) To inform younger chemists of the services and benefits provided by the SOCIETY for its members.
 - (3) To obtain from younger chemists their evaluations of the SOCIETY and its activities.
- e. To inform younger members about the organization of the SOCIETY and to study methods of and make recommendations for the flow of younger members into active work in the SOCIETY.
- f. To furnish a focus for the expression of concerns of importance to younger members.

Guidelines for Preparing Petitions to Amend the SOCIETY's Constitution and/or Bylaws

These guidelines are from the Committee on Constitution and Bylaws (C&B) to help you prepare a petition, including an Explanation, to amend the Society's Constitution and Bylaws. Contact C&B with any questions: bylaws@acs.org.

PRELIMINARY WORK.

- a. Proposed Changes. Use the most recent edition of the ACS Governing Documents (Bulletin 5): <http://www.acs.org/bulletin5>. Search Bulletin 5 in case other Articles or Bylaws might also need to be changed.
- b. Consult with Appropriate Committees and Staff of the SOCIETY. Consider how the proposed changes might affect other operations/areas of the Society. Before you collect signatures, consult with and provide a draft to all such committees and staff to identify potential issues.

PREPARING THE PETITION.

- a. Style and Language. Include in the petition text from the Constitution and/or Bylaws that pertains to your proposed changes. Indicate amendments either by striking through words and punctuation to be deleted and underlining and bolding words to be added, or by using Track Changes. Use the Society's conventions per Bulletin 5: 1) see the definitions of MEMBER vs. STUDENT MEMBER; "member" includes both categories; 2) use initial capital letters for officers, e.g. President and Councilor; 3) use official committee names, e.g. Committee on Divisional Activities (not DAC), etc. See other petitions in the Council agendas as examples.
- b. Explanation. Petitions must include a clear, complete, and concise Explanation that explains why the petition is submitted and reflects the intent of the petitioners. The Explanation is critical in the consideration of the petition by Councilors and members of the SOCIETY committees. Remember that the Explanation is not included in the Constitution and Bylaws.
- c. Consistency and Legality. Submit separate petitions for unrelated amendment(s). Send your draft to C&B at bylaws@acs.org for a preliminary review, preferably one month before the petition deadline. C&B will check if your petition is legal and consistent with the ACS Governing Documents.

OBTAINING SIGNATURES

- a. The number of signatures required is not fewer than 10 voting Councilors or not fewer than 25 members of the SOCIETY, per Constitution Article XVIII. We suggest that you get a few more signatures than the required number in case one or more might be declared invalid. Getting an excessive number of signatures impedes the processing of the petition.
- b. Individuals are voting Councilors only if they hold office on the date that the petition is received by the Executive Director of the Society. Only members (not affiliates) of the Society may sign the petition. Signatures from those who are Society Affiliates, Local Section Affiliates, and Division Affiliates are not acceptable and will be considered invalid.
- c. Signatures must be submitted either on a copy of the petition or on a signature page that includes the name of the petitioner, the same date that's put on the petition, and lines for Signature, Printed Name, Date Signed, and Yes/No to indicate if the person is a voting Councilor. Blank signature pages are available from C&B: bylaws@acs.org.
- d. Valid Signature. A signature will be considered valid on a petition, which includes the same date as the signature page, if it is submitted by the petition deadline via email but only if the email includes a scanned signature, or by mail or fax. Proxies will not be accepted.

SUBMITTING THE PETITION

- a. Deadline. Valid petitions must be received by the Executive Director of the SOCIETY not less than sixteen weeks before the Council meeting at which the petition is to be presented for consideration per Constitution Article XVIII. Submit the petition and all signatures together by either email to bylaws@acs.org, or by mail or fax.
- b. After Submission. C&B will finalize the title of the petition and will prepare the petition as it will appear in the Council agenda. Petitioners will receive the petition for consideration, including the preliminary reports from B&F and C&B, and will receive the petition for action, including their final reports. The primary person who represents the petitioners will be invited to meet with C&B at the ACS national meeting at which the petition is up for consideration. Petitioners or opponents of the petition may submit comments or suggested changes to C&B, but not later than thirty days following the Council meeting at which the petition was presented for consideration.
- c. Financial Impact. After the petition has been submitted, C&B will contact appropriate staff to get B&F's assessment on how the proposed changes will impact the finances of the Society.

American Chemical Society

Volunteer/National Meeting Attendee Conduct Policy

One of the key strengths of the ACS has been the enduring and varied contributions made by its thousands of dedicated volunteers.

Another unassailable strength of the ACS is its outstanding national meetings program. ACS national meetings are among the most respected scientific meetings in the world. ACS national meetings offer scientific professionals a legitimate platform to present, publish, discuss, and exhibit the most exciting research discoveries and technologies in chemistry and its related disciplines. Furthermore, ACS national meetings facilitate networking opportunities, career development and placement, and provide organizations with opportunities to exhibit products and services to targeted audiences.

The Society's Congressional Charter explicitly lists among its objectives "the improvement of the qualifications and usefulness of chemists through high standards of professional ethics, education and attainments...." The ACS expects its volunteers and national meeting attendees to display the highest qualities of personal and professional integrity in all aspects of their ACS-related activities. Indeed, every chemical professional has obligations to the public, to volunteer and staff colleagues, and to science.

Accordingly, and to foster a positive environment built upon a foundation of trust, respect, open communications, and ethical behavior, the ACS Board of Directors has issued this Conduct Policy. It applies to ACS Volunteers, i.e., it applies to individuals conducting the business and affairs of the ACS without compensation for that conduct. It also applies to attendees at ACS national meetings. Volunteers and national meeting attendees should at all times abide by this Conduct Policy. Specifically:

1. Volunteers should understand and support ACS's vision and mission.
2. Volunteers and national meeting attendees should contribute to a collegial, inclusive, positive, and respectful environment for their fellow volunteers and attendees, as well as for other stakeholders, including national meeting vendors and ACS staff.
3. Volunteers and national meeting attendees must avoid taking any inappropriate actions based on race, gender, age, religion, ethnicity, nationality, sexual orientation, gender expression, gender identity, marital status, political affiliation, presence of disabilities, or educational background. They should show consistent respect to colleagues, regardless of the level of their formal education and whether they are from industry, government or academia, or other scientific and engineering disciplines.
4. Volunteers and national meeting attendees should interact with others in a cooperative and respectful manner. Volunteers and national meeting attendees should refrain from using insulting, harassing, or otherwise offensive language in their ACS interactions. Disruptive, harassing, or inappropriate behavior toward other volunteers, stakeholders, or staff is unacceptable. Personal boundaries set by others must be observed. Harassment of any kind, including but not limited to unwelcome sexual advances, requests for sexual favors, and other verbal or physical harassment will not be tolerated.
5. Volunteers must obey all applicable laws and regulations of the relevant government authorities while acting on behalf of the ACS. Likewise, national meeting attendees must obey all applicable laws and regulations of the relevant government authorities while attending ACS national meetings. Volunteers and national meeting attendees alike should also ensure that they comply with all applicable safety guidelines relating to public chemistry demonstrations.
6. Volunteers and national meeting attendees should only use ACS's trademarks, insignia, name, logos, and other intellectual property in compliance with ACS regulations and directives as may be issued from time to time.
7. Violations of this Conduct Policy should be reported promptly to the ACS Secretary and General Counsel or to the Chair of the ACS Board of Directors. In cases of alleged persistent and/or serious violations of this Conduct Policy, the Board shall review the evidence and shall take such actions as may be appropriate, including but not limited to requiring volunteers to leave their volunteer position(s); precluding volunteers from serving in Society volunteer roles in the future; requiring national meeting attendees to leave the meeting; and, precluding meeting attendees from attending future ACS national meetings. ACS, through its Board of Directors, reserves the right to pursue additional measures as it may determine are appropriate.

Adopted by the Board of Directors 12/6/13