

ACS Governing Documents (ACSGovDocs) as of December 28, 2023
Summary of Changes in 2023

The ACS Governing Documents (ACSGovDocs) at www.acs.org/govdocs were updated and are effective as of January 1, 2024. Additions are underlined and deletions are crossed out. Contact the Committee on Constitution and Bylaws (C&B) at bylaws@acs.org if you have any questions.

CONSTITUTION CHANGES

The following changes are effective January 1, 2025, were approved August 16, 2023, by the Council; confirmed by the Board of Directors on September 27, 2023, and ratified by two-thirds (2/3) of members voting in its favor on October 25, 2023.

ARTICLE VII
Board of Directors

Section 1.

...

b. The Board of Directors shall be composed of the President, the President-Elect, the most recent Past President (all ex officii), six District Directors, one elected from each of six geographical Districts by the membership of the Districts from which they are to serve, **one International District Director elected by SOCIETY members residing outside of the United States and Canada who are not members of a Local Section**, and ~~six~~ **five** Directors-at-Large elected by the Council. The Chief Executive Officer shall be a nonvoting ex officio member of the Board of Directors.

...

Sec. 3.

...

b. The term of a Director-at-Large shall be three years.

c. **The term of an International District Director shall be three years.**

ed. 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.

SUMMARY OF CHANGES TO THE STANDING RULES

The following changes to the Standing Rules (per the Petition to Add International Representation on the Board of Directors) are effective January 1, 2025, were approved August 16, 2023, by the Council and confirmed by the Board of Directors September 27, 2023.

Standing Rule II, Sec. 1, b, (7)

Standing Rule IV, Sec. 2, f

Standing Rule IV, Secs. 8-11; 13-14; 16

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The following changes to the Standing Rules (per the Petition to Amend the Duties of the Committee on International Activities) are effective September 27, 2023, were approved August 16, 2023, by the Council and confirmed by the Board of Directors September 27, 2023.

Standing Rule VII, Sec. 3, b; g

The following changes to the Standing Rules (per the Petition to Amend the Council Executive Function) are effective September 27, 2023, were approved August 16, 2023, by the Council and confirmed by the Board of Directors September 27, 2023.

Standing Rule II, Secs. 1, f; 5, g

The following changes to the Standing Rules (per the Petition to Amend the Duties of the Council Policy Committee) are effective April 24, 2023, were approved March 29, 2023, by the Council and confirmed by the Board of Directors April 24, 2023.

Standing Rule II, Sec. 1, b

The following changes to the Standing Rules (per the Petition to Amend the Name and Duties of the Committee on Environmental Improvement) are effective April 24, 2023, were approved March 29, 2023, by the Council and confirmed by the Board of Directors April 24, 2023.

Standing Rule II, Sec. 4, b, (7)

Standing Rule VIII, Sec. 1, b, (7)

The following changes to the Standing Rules (per the Petition to Add Plan B to Council Meetings) are effective April 24, 2023, were approved March 29, 2023, by the Council and confirmed by the Board of Directors April 24, 2023.

Standing Rule IV, Secs. 4, d; 8, b

The following changes to the Schedule of Membership, effective March 29, 2023, were approved March 29, 2023, by the Council.

2024 Schedule of Membership IV, Secs. 3, 4, 7

2024 Schedule of Membership V, Sec. 2

For the detailed changes noted below, per the effective dates given above, the effective dates were added at the end of the paragraphs in the ACS Governing Documents. If text was moved from one Standing Rule to another and if there was no change was made to the text, a new date was not added. Where no dates appear, the effective date is November 1, 2019.

DETAILS OF CHANGES TO THE STANDING RULES

STANDING RULE II

Council Executive Function

Section 1.

...

- b. The duties of the Council Policy Committee shall include the following, *inter alia*:

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...

(7) investigate allegations of improper election procedures in ~~District or national~~ **SOCIETY** elections and determine if violations have occurred; set aside the results of such an election when it finds sufficient cause; submit charges of conduct, as defined elsewhere in these Standing Rules, when it has reason to believe that significant election procedure violations have occurred; ~~and~~

(8) serve as an appeals board for any member or candidate dissatisfied with an admission-related action of the Committee on Membership Affairs; ~~and-~~

(9) serve as the conduct committee for Council, with authority to address matters related to a Councilor or Alternate Councilor’s conduct that is adverse to the interests of the SOCIETY or any unit thereof. This authority includes but is not limited to the ability to remove a Councilor or Alternate Councilor from their position upon a determination of at least two-thirds (2/3) of the members of the Council Policy Committee that such action is warranted, provided that a Councilor or Alternate Councilor is sent electronic and written notice of the committee’s intention and has an opportunity to be heard and seek reconsideration by the committee prior to such action taking effect.

...

f. The Chairs of the following Society Committees shall have all the privileges of membership ~~on the Council Policy Committee~~ **may seek collaboration with the Chairs of Society Committees to act in an advisory capacity on matters relating to Council policies** ~~except that of voting: Budget and Finance, Committees, Constitution and Bylaws, Divisional Activities, Economic and Professional Affairs, Education, Local Section Activities, Meetings and Expositions, Membership Affairs, and Nominations and Elections.~~

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Sec. 4.

Society Committees

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b. Society Committees Reporting to the Council and the Board of Directors

...

(7) Committee on Environmental ~~and Improvement~~ **Sustainability**

Sec. 5.

...

g. ~~A Society Committees shall both provide a written report for the Council agenda and give an oral report to Council at least once per year,~~ **and report orally to Council when their report includes a recommendation for Council action. Committees not bringing action before Council may report orally when granted approval by, or at the direction of, the Council Policy Committee.** ~~;~~ ~~h~~ However, Society Committees that are elected shall provide both a written and oral report at each meeting of ~~the~~ Council.

...

STANDING RULE IV

Elections Function

Sec. 2.

The duties of the Committee on Nominations and Elections shall include the following, *inter alia*:

...

f. Supervise 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~~ **SOCIETY** election and to require a new election.

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Sec. 4.

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Manner of Elections

Preamble

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d. Upon agreement of both the Council Presiding Officer, and the Chair of the Committee on Nominations and Elections or their designee that an event or circumstance beyond the Council's control, such as natural disasters or technology failures, will negatively impact the ability of a significant number of Councilors to cast their votes during a Council meeting, any balloting at Council can be postponed until after the Council meeting.

Sec. 7.

District Director

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Sec. 8.

International District Director

a. The International District Director shall be elected to a term staggered in a manner to coincide with the election of one Director-at-Large.

b. For the purpose of electing an International District Director, there shall be an International District whose geographic area is defined as all countries outside of the United States and Canada. Members of the International District shall be members of the SOCIETY who do not belong to any Local Section and reside within the International District.

c. A member whose address lies outside the United States and Canada and who is not a member of a Local Section shall be entitled to vote for the office of International District Director. The address of a member is that which is provided in the official SOCIETY membership roll.

d. On or before January 15, the Committee on Nominations and Elections shall send to the Chief Executive Officer the names of not fewer than four MEMBERS of the SOCIETY as nominees for the position of International District Director. Each nominee must be entitled to vote in the International District electing the International District Director for which the nominee would be a candidate. When elected, the International District Director may serve a complete term despite changes in address.

e. On or before March 1, the Chief Executive Officer shall send a preferential ballot to all voting Councilors; the ballot shall contain the names of the nominees for International District Director, 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.

f. A minimum of one percent of the members of the SOCIETY entitled to vote in the International District electing an International District Director, not more than one-third (1/3) of whom reside in any one country, may nominate a candidate for International District Director by filing a petition with the Chief Executive Officer by July 15. Each member may nominate no more than one candidate for International District Director in a given election. A petition candidate must be entitled to vote in the International District electing the International 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 Council.

g. On or before October 10, the Chief Executive Officer shall distribute to each member of the SOCIETY entitled to vote in the International District electing an International District Director a ballot containing the names of all the candidates for International District Director from the International District and constructed as provided herein.

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h. A vacancy in the office of International 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 International 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 International District affected as specified in these Standing Rules. If insufficient time is available to conduct the election of an International District Director by vote of the members of the International District affected, then the International District Director shall be selected by vote of the Council but shall serve only for the period of the unexpired term.

Sec. 89.

Elected Committees

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b. Not later than ~~October~~ **November** 1, the Council shall elect from the list of nominees, as provided elsewhere in these Standing Rules, the number of MEMBERS corresponding to the number of vacancies on the elected committees for a term of three years beginning with the first day of January following the election.

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Sec. ~~910~~.

Unresolved Disputes

a. Unresolved disputes concerning elections in Local Sections, ~~or Divisions,~~ **or International Chemical Sciences Chapters** shall be referred by the Secretary of the SOCIETY to the Committee on Nominations and Elections for investigation and resolution. The ~~C~~committee shall have the power to set aside the results of a disputed election and to require a new election.

b. Unresolved disputes concerning ~~District and national~~ **SOCIETY** 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.

Sec. ~~110~~.

Terms of Office

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b. Each Director-at-Large, ~~each the International District Director,~~ 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.

Sec. ~~112~~.

Elections and 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, **International District Director,** 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.

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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, **International District Director,** or District Director in each case receives a majority of the votes cast for the position,

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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.

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Sec. 143.

Tie Vote

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c. Tie votes for any office in an annual election of a Local Section, Division, **or International Chemical Sciences Chapter** 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.

Sec. 154.

Requirements for Balloting

a. In balloting for President-Elect, District Director, **International** 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 Chief Executive Officer at least thirty days before the scheduled date for distributing the ballots.

b. The Committee on Nominations and Elections shall set and announce in advance of the balloting for President-Elect, District Director, **International 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.

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Sec. 176.

Fair Election Procedures

All elections and election campaigns for office in the SOCIETY, its Local Sections, ~~and its~~ Divisions, **and its International Chemical Sciences Chapters** shall be carried out according to the following:

a. No funds of the SOCIETY, its Local Sections, ~~or its~~ Divisions, **or its International Chemical Sciences Chapters** 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, **or its International Chemical Sciences Chapters** shall be used to support or oppose the candidacy of an individual or group of individuals, except as provided in this Section.

b. If space in a SOCIETY, Local Section, ~~or~~ Division, **or International Chemical Sciences Chapter** 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.

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d. If in a Local Section, ~~or~~ Division, **or International Chemical Sciences Chapter** election the Committee on Nominations and Elections finds a significant violation of the provisions in the Constitution, Bylaws, or Standing Rules provisions regulating election procedures, for which the 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

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is preferred by all candidates involved. A positive vote by two-thirds (2/3) 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.

e. If in a ~~District or national~~ **SOCIETY** election the Council Policy Committee finds a significant violation of the Constitution, Bylaws, or Standing Rules provisions regulating election procedures, for which the 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 ~~C~~committee on this decision. The SOCIETY shall hear no further appeal from this decision.

f. A vacancy in any office filled by vote of a Local Section, ~~or~~ **Division, or International Chemical Sciences Chapter** shall be filled in accordance with its bylaws by the Local Section, ~~or~~ **Division, or International Chemical Sciences Chapter** concerned as soon as practicable after the vacancy occurs. Such changes in office shall be reported promptly to the Chief Executive Officer. 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.

...

STANDING RULE VII

Units (Local Sections, Divisions, International Chapters) Function

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Section 3.

International Chapters Function

...

b. The duties of the Committee on International Activities shall include the following, *inter alia*:

...

(6) identify ways in which the SOCIETY can raise the profile of, and meaningfully and appropriately be more welcoming to, the global community of chemical scientists and engineers; ~~and~~

(7) be a resource for proactively advocating, catalyzing, initiating, and implementing international activities for the SOCIETY, including conferences and initiatives pertaining to education and research and development of broad scientific understanding, appreciation of chemistry, and promotion of the image of chemistry, in collaboration with other national and international organizations; ~~and~~

(8) take such actions as necessary if any International Chemical Sciences Chapter (hereinafter referred to as International Chapter) has an inactive Executive Committee such as to appoint an interim Executive Committee or facilitate the International Chapter's elections.

c. The SOCIETY may authorize **formation of International Chemical Sciences Chapters (hereinafter referred to as International 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 Chapter and in implementing SOCIETY policy

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regarding such International 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 Chapter. The responsible committee shall review each International Chapter every five years and shall advise the Board of Directors whether it should be continued.

...

g. **The annual report of Each International Chapter, including an itemized statement of receipts and expenditures and investment of its funds,** shall ~~prepare an annual report to be submitted by April 1 of each year to the responsible eCommittee~~ **on International Activities** through the Chief Executive Officer **not later than February 15 of each year and shall cover the period January 1 to December 31 preceding. Each year the Committee shall prepare a summary of the International Chapter annual reports and submit it to the Council Policy Committee.**

...

STANDING RULE VIII

Duties of Committees

Section 1.

...

b. **Duties of Committees that Report to both the Council and the Board of Directors**

...

(7) **Committee on Environmental ~~and Improvement~~ Sustainability**

...

(f) design and coordinate programs related to environmental **sustainability** ~~improvement~~ for symposia and publications; and

SCHEDULE OF MEMBERSHIP CHANGES

The following changes were approved by Council March 29, 2023:

2024 SCHEDULE OF MEMBERSHIP

IV. DUES CATEGORIES

...

3. **Student Members**

...

c. ~~A STUDENT MEMBERS shall receive digital access to the official organ of the SOCIETY. A STUDENT MEMBER shall not receive print access to the official organ of the SOCIETY.~~ **They are not entitled to receive the print edition.**

...

4. **Society Affiliates**

a. A Society Affiliate, who is not eligible to be a member of the SOCIETY, in accordance with the ACS Governing Documents, **may select** ~~shall be entitled to receive the Premium Package at the base dues rate~~ **or the Standard Package at one half (1/2) the base dues rate,** and shall retain affiliate status only so long as payment is made of Society Affiliate dues.

...

7. **Emeritus Members**

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- a. A member of the SOCIETY who has accumulated at least thirty-five years of paid membership, **and** 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 Chief Executive Officer. Such a member shall receive the **Premium Package** and 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.

V. MEMBERSHIP DISCOUNTS AND VARIATIONS

...

2. **Disabled waiver.** A Regular Member, Graduate Student Member, STUDENT MEMBER, Society Affiliate or Retired Member who ~~becomes totally disabled~~ **has a long-term disability** 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 Chief Executive Officer 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.

REGULATION CHANGES

The Board of Directors approved the following changes to the Regulations:

The following changes are effective December 1, 2023:

I. BOARD OF DIRECTORS

...

The following, along with any other such ongoing committees created by the Board, shall be the Standing Committees of the Board: Audits **and Risk Management**, Board of Trustees for the Group Insurance Plans, Corporation Associates, Executive Compensation, Advisory 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.

...

9. *Standing Committee on Audits **and Risk Management*** The Committee on Audits **and Risk Management** 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, **risk management**, 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.

The responsibility of the Board for selection and appointment of the independent auditors is delegated to the Committee on Audits **and Risk Management**. 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

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complaints brought to it by the Society’s General Counsel. **The Committee shall review the risk management framework, which includes analysis and reporting, for the maintenance of a sound internal control and risk management process.**

The Committee shall consist of four to six persons, of whom at least two shall be members of the Board. 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.

The following changes are effective August 11, 2023:

I. BOARD OF DIRECTORS

...

11. *Standing Committee on Executive Compensation.* The Committee on Executive Compensation shall advise the Board or its Executive Committee on matters involving compensation of the Chief Executive Officer and other members of the senior staff of the SOCIETY. The Committee shall be responsible for recommending salary levels for the Chief Executive Officer, Treasurer, 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.

The Committee shall consist of the **Chair of the Board, who shall also serve as Chair of the committee,** President, the Immediate Past President, the Chair of the 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 and confirmed by vote of the Board). The Chief Executive Officer and President-Elect shall serve as members of the Committee without vote.

The following changes are effective June 3, 2023:

I. BOARD OF DIRECTORS

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11. *Standing Committee on Executive Compensation.* The Committee on Executive Compensation shall advise the Board or its Executive Committee on matters involving compensation of the Chief Executive Officer and other members of the senior staff of the SOCIETY. The Committee shall be responsible for recommending salary levels for the Chief Executive Officer, Treasurer, ~~and Secretary,~~ **and other executives reporting to the CEO** ~~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.

The following changes are effective April 24, 2023:

I. BOARD OF DIRECTORS

...

13. *Advisory Board for the ACS Green Chemistry Institute (ACS GCI)*

...

(1) Chair of the ACS Committee on Environmental ~~and Sustainability Improvement~~ or his or her designee

...

d. *Appointment and Term of Service.* The Chair of the Committee on Environmental ~~and Sustainability Improvement~~ shall serve as a member of the Advisory Board or appoint one member

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of his or her committee to the Advisory Board. The remaining Advisory Board members shall be appointed or reappointed by the Chair of the ACS Board of Directors based on a slate of nominees proposed by the Advisory Board Chair in consultation with the ACS Chief Executive Officer, GCI Director, and GCI Advisory Board. With input from the Advisory Board, the ACS Chief Executive Officer and the GCI Director shall recommend an Advisory Board Chair from among the nominated and appointed members of the Advisory Board. The Advisory Board Chair shall be appointed by the Chair of the ACS Board of Directors to a one-year term, subject to a maximum of three consecutive terms.

The following changes are effective March 25, 2023:

VII. MISCELLANEOUS

...

3. *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 specific in the ACS branding guidelines provided that:

...

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.

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 Chief Executive Officer.

In the case of requests to file amicus briefs, whether in the name of the SOCIETY or its units, the permission of the Board is required, and shall not be granted absent a showing of a unified Member interest in the position proposed to be argued in the brief.
