



APPROVED AS AMENDED*

by the Committee on Constitution and Bylaws, acting for the Council of the American Chemical Society, under authority of the ACS Governing Documents.

Secretary of the Council

*** CHARTER BYLAWS OF THE
SHANGHAI INTERNATIONAL CHEMICAL SCIENCES CHAPTER
OF THE
AMERICAN CHEMICAL SOCIETY**

BYLAW I

Name

The name of this organization shall be the Shanghai International Chemical Sciences Chapter (hereinafter referred to as the "Chapter") of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the "SOCIETY").

BYLAW II

Objects

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

Section 2. No provision of these bylaws shall be inconsistent with the Charter, Constitution, or Bylaws of the SOCIETY.

BYLAW III

Territory

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

BYLAW IV

Members

***Effective March 30, 2011.** Approved by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY. (C&B: bylaws@acs.org; www.acs.org/bulletin5).

Section 1. The rolls of the Chapter shall include those MEMBERS and STUDENT MEMBERS of the SOCIETY residing within the territory of the Chapter who have indicated in writing their intention to participate in the activities of the Chapter.

Section 2. Association with the Chapter shall continue until the MEMBER or STUDENT MEMBER ceases membership in the SOCIETY, permanently leaves the territory of the Chapter, resigns in writing from the Chapter, or is in arrears for assessed Chapter dues for a period of six months.

Section 3. A MEMBER or STUDENT MEMBER of the Chapter may, at the same time, be a member of a Local Section of the SOCIETY.

BYLAW V Organization

Section 1. The officers of the Chapter shall be a Chair, Chair-Elect, Secretary, and Treasurer. The offices of Secretary and of Treasurer may be held by the same person.

Section 2. The Chapter shall establish an Executive Committee. The Executive Committee shall consist of the officers of the Chapter and the immediate Past Chair.

BYLAW VI Manner of Election and Terms of Office

Section 1. The officers of the Chapter shall be elected by the members, shall take office on January 1, and shall hold office for one year, or until their successors qualify. Upon completion of the Chair's term of office, the Chair-Elect shall succeed to the office of Chair.

Section 2. In the event of a vacancy in the office of Chair, the Chair-Elect shall assume the added duties of the Chair for the unexpired term. All other vacancies shall be filled by the Executive Committee from among the MEMBERS by interim appointment for the period up to the next annual election, at which time the Chapter shall choose a MEMBER to complete the unexpired term, if any. In the event the office of Chair-Elect is filled by such interim appointment, the Chapter shall elect both a Chair and a Chair-Elect at its annual election.

Section 3. The Chair shall appoint a Nominating Committee consisting of a Chair and two or more members not later than September of each year. Not more than one member of the Executive Committee may be a member of the Nominating Committee.

Section 4. The Nominating Committee shall nominate one or more MEMBERS for each elective position for which a vacancy will occur and shall make a report at a regular meeting of the Chapter. With the exception of the Chair and Chair-Elect, the incumbent of any elective position may be re-nominated. After the report of the Committee, nominations may be received from the floor or by petition. Only nominees who have agreed to serve may be named on the ballot.

Section 5. At the discretion of the Executive Committee, the election of officers shall be conducted either by ballot at a regular meeting subsequent to the meeting at which nominations were closed or by ballot distributed to all members.

Section 6. The Executive Committee shall specify procedures for voting. The specified procedures shall meet SOCIETY requirements for (1) fair balloting that is open to all eligible members of the Chapter, (2) anonymity, (3) protection against fraudulent balloting, (4) ballot archiving, and (5) the timely reporting and archiving of balloting results.

Section 7. The Secretary, or other designated officer of the Chapter, shall prepare an election ballot on which shall appear the names of all nominees, in order chosen by lot.

Section 8. No less than four weeks must be provided between the date of distribution of ballots to the members and the deadline for their return to the Secretary or other designated officer of the Chapter.

Section 9. The Chair shall appoint as Tellers two or more members who are neither candidates for office nor members of the Executive Committee.

Section 10. The Secretary, or other designated officer of the Chapter, shall verify the validity of all ballots received by the deadline. The Secretary shall transmit all ballots to the Tellers.

Section 11. The Tellers shall count the ballots, and shall tally the votes. Ballots that violate specified voting procedures shall be rejected in whole or in part, depending on the extent of the violation(s). The vote tally, including the number of rejected and invalidated ballots shall be reported to the Chair. All ballots shall be returned to the Secretary.

Section 12. In case of a tie vote for any elective position, the Executive Committee shall select from among the tied candidates.

Section 13. The Chair shall inform all candidates of the election results and shall arrange for transmitting this information to all members of the Chapter.

Section 14. The Secretary shall retain all ballots for at least 90 days after either the announcement of the results to the membership or until any disputes have been resolved, whichever is later.

Section 15. Elections shall be completed and the results certified to the Executive Director of the SOCIETY by December 1 of each year.

BYLAW VII

Recall of Elected Officials

Section 1. The elected officials of the Chapter (officers or elected Executive Committee members) are subject to recall for neglect of duties or conduct injurious to the SOCIETY.

Section 2. The recall of an official shall be initiated when a signed petition, indicating in writing the specific charges and reasonable substantiating evidence, is submitted to the Chair from at least five voting members of the Chapter. In the event the Chair is the official in question, the Chair-Elect shall receive the petition and shall assume the duties of the office of Chair with respect to this issue until the issue is resolved.

Section 3. The Chair shall without delay determine that the petitioners are aware of the gravity of their actions and the procedures to be followed. The Chair shall seek an alternate resolution to the problem and a withdrawal of the petition at this time. In the absence of a resolution to the problem, the Chair shall present the issue to the Executive Committee as a new business item at the next Executive Committee meeting.

- a. The Executive Committee shall promptly continue the recall process or dismiss the petition as ill-founded or find an alternative solution to the problem. The Chair shall promptly inform the petitioners and the official of the decision of the Executive Committee.
- b. If the proceedings continue, the Chair shall assign the duties of the official to another qualified member of the Chapter until the issue is resolved.
- c. If the proceedings continue, the official shall be offered an opportunity to answer the allegations in the petition before the Executive Committee.

Every reasonable effort shall be made to contact the official throughout this procedure. That effort shall include a certified letter to the last known address on the official SOCIETY membership rolls. Upon notification, the official shall have 30 days to make a written response to the allegations. The Executive Committee shall decide whether to proceed after studying the official's response. The Chair shall inform the official and the petitioners of the decision of the Executive Committee.

If no contact with the official can be made after a reasonable effort, the Executive Committee may remove the official in question with a two-thirds vote of the remaining members of the Executive Committee.

- d. If the proceedings continue, the official shall choose one of the following options:
 - (1) The official may resign.
 - (2) The official may request a recall vote in the same manner as the original election, which must be consistent with the Chapter bylaws. The voting membership shall be informed, through brief written statements prepared by the Executive Committee and the official, of the issues involved with the recall vote. Both statements shall be given to the voting membership before the vote is taken.
 - (3) The official may request a hearing and a recall vote by the remaining members of the Executive Committee. A two-thirds vote of the remaining members of the Executive Committee shall be required to recall the official.

(4) The official may choose not to respond and thus forfeit the position.

Section 4. The vacancy provisions of these bylaws shall be used to fill a vacancy caused by a recall process. The membership of the Chapter and the Executive Director of the SOCIETY shall be informed of the results of the recall process and the replacement of the official.

BYLAW VIII

Duties of Officers and Executive Committee

Section 1. The duties of the officers shall be those customarily performed by such officers, together with those responsibilities prescribed by the Constitution and Bylaws of the SOCIETY and by these bylaws and such other duties as may be assigned by the Executive Committee.

Section 2. The Chair of the Chapter shall serve as Chair of the Executive Committee and shall appoint members to all committees authorized in these bylaws or by the Executive Committee. By April 1 of each year the Chair of the Chapter shall send to the Executive Director of the SOCIETY a complete roster of the Chapter.

Section 3. The Executive Committee shall be the governing body of the Chapter and shall have full power to conduct, manage, and direct the business and affairs of the Chapter in accordance with the Constitution and Bylaws of the SOCIETY and these bylaws.

Section 4. The Secretary of the Chapter shall prepare an annual report to be submitted by April 1 of each year to the Executive Director of the SOCIETY.

BYLAW IX

Committees

The Executive Committee shall establish committees as necessary for the proper operation of the Chapter.

BYLAW X

Meetings

Section 1. The Chapter shall hold regular business meetings at places and times designated by the Executive Committee.

Section 2. The Chapter may hold special meetings at the call of the Executive Committee or at the written request of 10 members of the Chapter. The notices of special meetings shall state the exact nature of the business to be considered and no other business shall be transacted at such meetings.

Section 3. Due notice of all business and technical meetings shall be distributed to each member of the Chapter. A quorum for transaction of business at a Chapter meeting shall consist of 10 members of the Chapter. No business shall be transacted in the absence of a quorum.

Section 4. The Executive Committee shall meet upon due notice to its members at the call of the Chair, or at the request of a majority of the members of the Committee. In the absence of a quorum, which shall be a majority of the members of the Executive Committee, called meetings of the Executive Committee shall adjourn to a date.

BYLAW XI
Political Activity; SOCIETY's Interests; Open Activities

Section 1. The Chapter and its officers, as representatives of the Chapter, shall not engage in political activity, including lobbying.

Section 2. The Chapter and its officers, as representatives of the Chapter, shall avoid any activities that may adversely affect the interests and/or public or professional image of the SOCIETY.

Section 3. The Chapter and its officers shall assure that all activities of the Chapter are open to all members of the SOCIETY.

BYLAW XII
Finances

Section 1. All members of the Chapter may be assessed such annual Chapter dues as may be set by the Executive Committee, to be expended for the Chapter's purposes in harmony with the objects of the SOCIETY.

Section 2. The Chapter shall not incur any debts, obligations or liabilities that could become binding upon the SOCIETY.

Section 3. The Chair shall prepare an annual report to be submitted by April 1 of each year to the Committee on International Activities. This report shall be submitted through the Executive Director.

BYLAW XIII
Amendments

Section 1. A proposed amendment to these bylaws must first be submitted in writing to the Executive Committee. If it is approved by the Executive Committee, the Secretary shall furnish all members of the Chapter with copies of the proposed amendment at the time when notice is given of the next meeting of the Chapter.

Section 2. Following announcement of the proposed amendment at a meeting of the Chapter, and provided that due notice of the impending vote is given, the amendment will be adopted at the subsequent meeting of the Chapter if it receives an affirmative vote by two-thirds of the members present.

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

Section 3. If a proposed amendment is not approved by a majority of the Executive Committee, it may be brought to the members for a vote in an alternative manner. To bring about such a vote, a petition supporting the amendment signed by at least ten members or three percent of the members of the Chapter, whichever is larger, must be presented to the Executive Committee. The procedure subsequently followed for general announcement of the amendment and balloting shall be identical to that used for an amendment approved by the Executive Committee.

Section 4. Amendments to these bylaws, after adoption by the Chapter, shall become effective upon approval by the Committee on Constitution and Bylaws, acting for the Council of the SOCIETY, unless a later date is specified in the amendment.

BYLAW XIV **Dissolution of the Chapter**

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, 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 Chapter at the time of dissolution shall be exempt under Section 501(c)(3) of the United States 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 Charter's dissolution.