



**\*BYLAWS OF THE  
MIDLAND SECTION  
OF THE  
AMERICAN CHEMICAL SOCIETY**

**BYLAW I  
Name**

This organization shall be known as the Midland Section, hereinafter referred to as the “Section”, of the AMERICAN CHEMICAL SOCIETY, hereinafter referred to as the “SOCIETY”. The Section is incorporated under the laws of the State of Michigan.

**BYLAW II  
Objects**

Section 1. The objects of the Section 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 qualification 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 within the confines of the Section.

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

**BYLAW III  
Territory**

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

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\*Effective June 15, 2011 Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the American Chemical Society. (C&B: [bylaws@acs.org](mailto:bylaws@acs.org); [www.acs.org/bulletin5](http://www.acs.org/bulletin5))

**BYLAW IV**  
**Members and Affiliates**

Section 1. The rolls of the Section shall include those MEMBERS, STUDENT MEMBERS, and Society Affiliates of the SOCIETY residing within the territory of the Section, provided that exceptions to this rule may be made in conformity with the Constitution and Bylaws of the SOCIETY.

Section 2. All Local Section Affiliates shall be elected by the Section's Board of Directors.

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

**BYLAW V**  
**Organization**

Section 1. The officers of the Section shall be a Chair, Chair-Elect, Secretary, and Treasurer.

Section 2. The Section shall have Councilors and Alternate Councilors as provided in the Constitution and Bylaws of the SOCIETY.

Section 3. The Board of Directors shall consist of the officers of the Section, the Immediate Past Chair, the Councilors, the Alternate Councilors, the Chair of the Committee on Nominations and Elections, and nine Directors, all of whom shall be voting members. Other committee chairs shall be nonvoting members. A majority of the voting members of the Board of Directors shall constitute a quorum.

Section 4. The Executive Committee shall consist of the officers, the Immediate Past Chair, and three Directors elected by the Board of Directors.

Section 5. Other than Councilors and Alternate Councilors, all officers and other persons elected by the members shall be chosen from the members. Councilors and Alternate Councilors elected by the members shall be chosen from the MEMBERS.

Section 6. The latest edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for resolution of procedural matters during business meetings.

**BYLAW VI**  
**Manner of Election and Terms of Office**

Section 1. Elected officers of the Section shall serve for a term of one year, beginning January 1 or until their successors are elected. The Chair-Elect shall succeed to the office of Chair upon completion of the Chair's term of office.

Section 2. Councilors, Alternate Councilors, and Directors shall be elected for a term of three years, beginning on January 1. So far as possible, one-third (1/3) of the number in each classification shall be elected each year.

Section 3. In the event of a vacancy in the office of Chair, the Chair-Elect shall assume the added duties of Chair for the unexpired term. All other vacancies shall be filled by the Board of Directors by interim appointment for the period up to the next annual election, at which time the Section shall choose a member to fill out the unexpired term, if any. To temporarily fill a vacancy in the positions of Councilor or Alternate Councilor, a MEMBER of the Section must be appointed by the Board of Directors. In the event the office of Chair-Elect is filled by interim appointment, the Section shall elect both a Chair and Chair-Elect at its annual election.

Section 4. The Chair of the Committee on Nominations and Elections shall be elected at the regular fall election to serve one year starting January 1.

Section 5.

- a. The Committee on Nominations and Elections shall nominate at least two candidates for each position for which a vacancy will occur. Nominations from the floor or by petition prior to the close of nominations at the meeting are in order, but no nominee's name shall be placed on the ballot unless the nominee has indicated willingness to serve if elected.
- b. The report of the Committee on Nominations and Elections shall be given at the September meeting and be included in the Local Section publication prior to the meeting. The election results shall be announced at the November meeting, if possible.

Section 6. The Section's balloting procedures shall be consistent with those of the SOCIETY and shall meet the requirements of (1) fair balloting that is open to all eligible members; (2) anonymity, (3) protection against fraudulent balloting, (4) ballot archiving, and (5) the timely reporting and archiving of balloting results.

Section 7. Election ballots shall be distributed as soon as possible after the September meeting. The Secretary or other designated officer of the Section shall validate all ballots cast. The Committee on Nominations and Elections shall ensure that all valid ballots that have been received by the date specified are counted, and shall certify the results.

Section 8. The election results depend on receiving a plurality of the votes cast.

Section 9. A tie vote shall be resolved by the Board of Directors.

## **BYLAW VII**

### **Recall of Elected Officials**

Section 1. The elected officials of the Section (Officers, Board of Directors or elected Executive Committee Members) are subject to recall for neglect of duties or conduct injurious to the SOCIETY. Recall procedures are not applicable to Councilors and Alternate Councilors elected by Local Sections.

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 Section. In the event the Chair is the official in question, the Vice-Chair or 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 Board of Directors as a new business item at the next Board of Directors meeting.

- a. The Board of Directors 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 Board of Directors.
- b. If the proceedings continue, the Chair shall assign the duties of the official to another qualified member of the Section until the issue is resolved.
- c. If the proceedings continue, the official shall be offered an opportunity to answer the allegations in the petition before the Board of Directors.

Every reasonable effort shall be made to contact the official throughout this procedure. That effort shall include a certified letter to the last known address on the official SOCIETY membership rolls. Upon notification, the official shall have thirty days to make a written response to the allegations. The Board of Directors 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 Board of Directors.

If no contact with the official can be made after a reasonable effort, the Board of Directors may remove the official in question with a two-thirds (2/3) vote of the remaining members.

- d. If the proceedings continue, the official shall choose one of the following options:
  - (1) The official may resign.
  - (2) The official may request a recall vote in the same manner as the original election, which must be consistent with the Section bylaws. The voting membership shall be informed, through brief written statements prepared by the Board of Directors and

the official, of the issues involved with the recall vote. Both statements shall be distributed to the voting membership before the vote is taken.

- (3) The official may request a hearing and a recall vote by the remaining members of the Board of Directors. A two-thirds (2/3) vote of the remaining members of the Board of Directors shall be required to recall the official.
- (4) The official may choose not to respond and thus forfeit the position.

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

### **BYLAW VIII**

#### **Duties of Officers, Board of Directors, 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 from time to time by the Board of Directors.

Section 2. The Chair of the Section shall serve as Chair of the Board of Directors and the Executive Committee, and shall appoint all committees authorized in these bylaws or by the Board of Directors, except the Chair and members of the Committee on Nominations and Elections.

Section 3. The Board of Directors shall be the governing body of the Section and shall have full power to conduct, manage, and direct the business and affairs of the Section in accordance with the Constitution and Bylaws of the SOCIETY, these bylaws, and the Section's Articles of Incorporation.

Section 4. The Board of Directors shall meet at least three times annually to review the affairs of the Section.

Section 5. Meetings of the Board of Directors may be called by the Chair or by the Secretary at the request of three or more voting members of the Board.

Section 6. The Executive Committee shall act as an advisory board to the Chair and may be empowered to act for the Board of Directors. It shall report its interim actions to the Board of Directors.

Section 7. Meetings of the Executive Committee may be called by the Chair or by the Secretary at the request of at least three of its members.

**BYLAW IX**  
**Local Section Groups**

The Board of Directors may authorize the formation of Local Section Groups 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 the Section.

**BYLAW X**  
**Committees**

Section 1. The Committee on Nominations and Elections shall be composed of the Chair of the Committee on Nominations and Elections, the Chair-Elect of the Section, and three members appointed by the Committee Chair, and shall include a Director or Councilor whose term extends beyond the current year.

Section 2. There shall be the following standing committees, whose duties shall be defined by the Board of Directors.

- a. Membership
- b. Program
- c. Publicity

Section 3. Special committees may be established by the Board of Directors.

**BYLAW XI**  
**Finances**

Section 1. All members of the Section, except members in emeritus status of the SOCIETY, and Society Affiliates may be assessed such voluntary annual Local Section dues as may be set by the Board of Directors.

Section 2. The annual dues of Local Section Affiliates shall be set by the Board of Directors in accordance with the Constitution and Bylaws of the SOCIETY.

Section 3. An annual audit shall be conducted by two or more disinterested members, appointed by an officer with no authority to disburse funds, who shall submit a report to the Executive Committee by January 31.

**BYLAW XII**  
**Amendments**

Section 1. These bylaws shall be amended as follows:

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

Section 2. The Secretary shall distribute the outcome of the ballot regarding the amendment(s) to the Section members and within one month, shall meet all requirements for submitting the results to the Committee on Constitution and Bylaws.

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

### **BYLAW XIII** **Severance Clause**

If any section or portion of the Section's bylaws becomes invalid due to conflict with the Constitution and Bylaws of the SOCIETY, the validity of the remaining portions of the Section's bylaws shall not be affected.

### **BYLAW XIV** **Dissolution of the Section**

Upon the dissolution of the Section, the Directors shall, after paying or making provision for payment of all the liabilities of the Section, convey any remaining assets of the Section to such organization then existent, within or without the territory of the Section, as is dedicated to the perpetuation of objects similar to those of the Section, or to the AMERICAN CHEMICAL SOCIETY, so long as whichever organization is selected by the Directors of the Section at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provision of the Code as may be in effect at the time of the Section's dissolution.