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
Purpose

Section 1. The Purposes of the Section shall be those of the SOCIETY as stated in the ACS Governing Documents, which consist of the Charter, Constitution, Bylaws, Standing Rules, Schedule of Membership, and Regulations. In particular, the Purposes 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 ACS Governing Documents.

Section 3. The Section is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

BYLAW III
Territory

*Effective July 11, 2024. Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY. (C&B: bylaws@acs.org; www.acs.org/govdocs).
The territory of the Section shall be that assigned to it by the SOCIETY.

BYLAW IV
Members and Affiliates

Section 1. The rolls of the Section shall include those MEMBERS and STUDENT MEMBERS (hereinafter collectively referred to as “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 ACS Governing Documents.

Section 2. STUDENT MEMBERS shall be entitled to all privileges of membership except that of holding an elective position of the SOCIETY. A STUDENT MEMBER may not serve as a Councilor, Alternate Councilor, or the Temporary Substitute Councilor, but may hold an elective position of the Section as noted elsewhere in these bylaws. A STUDENT MEMBER may be appointed as a committee chair.

Section 3. The Section may have Local Section Affiliates as authorized in the ACS Governing Documents. A Local Section Affiliate shall retain affiliate status only so long as payment is made of Local Section Affiliate dues of not less than two dollars ($2.00) per annum. A Local Section Affiliate may not (1) hold an elective position, (2) vote on Articles of Incorporation and bylaws, (3) vote for the Councilor(s) or Alternate Councilor(s), or (4) serve as a voting member of the Board of Directors. Except as mentioned above, a Local Section Affiliate may not vote for an elective position of the Section, but may be appointed as a committee chair.

Section 4. Society Affiliates may be assessed dues in the amount specified by the Board of Directors. A Society Affiliate may not (1) hold an elective position, (2) vote on Articles of Incorporation and bylaws, (3) vote for the Councilor(s) or Alternate Councilor(s), or (4) serve as a voting member of the Board of Directors. Except as mentioned above, a Society Affiliate may not vote for an elective position of the Section, but may be appointed as a committee chair.

Section 5. Members and affiliates, which includes Society Affiliates and Local Section Affiliates, shall have such rights and privileges as accorded to them by the ACS Governing Documents and these bylaws.

BYLAW V
Officers, Executive Committee, Board of Directors, and Councilor(s)

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

Section 2. The Board of Directors shall be the governing body of the Section and as such shall have full power to conduct, manage, and direct the business and affairs of the Section in accordance with the ACS Governing Documents, these bylaws, and the Section’s Articles of Incorporation. The Board of Directors shall consist of the officers of the Section, the Immediate Past Chair, the Councilor(s), the Alternate Councilor(s), the Chair of the Section’s Committee on Nominations and Elections, nine Directors, and as nonvoting members, the chairs of the other standing committees.

Section 3. 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. The
Executive Committee shall consist of the officers of the Section, the Immediate Past Chair, and three Directors elected by the Board of Directors.

Section 4. The Chair and Chair-Elect shall serve for a term of one year beginning on January 1 or until their successors take office. At the end of the Chair-Elect’s term of office, the Chair-Elect shall succeed to the office of Chair. The Secretary and Treasurer shall serve for a term of one year beginning on January 1 or until their duly elected successors take office. The Directors shall serve for a term of three years beginning on January 1 or until their successors take office. With the exception of the Chair and Chair-Elect, the incumbent of any position is eligible for reelection. The Chair is not eligible to serve in the position of another Section officer until the end of the term as Immediate Past Chair.

Section 5. The duties of the officers shall be such as usually pertain to their offices, together with those required by these bylaws and by the ACS Governing Documents, and such other duties as may be assigned from time to time by the Board of Directors.

a. The duties of the Chair shall be to serve as Chair and preside at meetings of the Board of Directors and the Executive Committee, to carry into effect the decisions and recommendations of the Board, to preside at meetings of the Section to conduct governance business, and to appoint all committee chairs and others serving on committees, as provided elsewhere in these bylaws, and to carry out the duties required by these bylaws and the ACS Governing Documents.

b. The duties of the Chair-Elect shall be to assist the Chair with the direction and management of the Section. In the absence of the Chair, the duties of the office shall devolve upon the Chair-Elect.

c. The duties of the Secretary shall be to keep a record of the minutes of the meetings of the Section, to conduct governance business of the Board of Directors and Executive Committee, to maintain a list of members and affiliates, to send to members and affiliates such notices as the business of the Section may require, to submit a report to the Section at its annual meeting, and to carry out the duties required by these bylaws and the ACS Governing Documents. The Secretary shall preside over meetings in the absence of both the Chair and Chair-Elect.

d. The Treasurer shall have charge of the funds of the Section, keep an accurate record of all receipts and disbursements, receive dues, and make those disbursements approved by the Board of Directors. The Treasurer shall render an account of all transactions and of the financial condition of the Section to the Board of Directors at times set by the Board and shall submit such reports as are required by the ACS Governing Documents.

e. The duties of the nine Directors shall be to determine the policies of the Section, receive and act on reports of committees, review the annual budget, review long-range planning documents, authorize disbursements of non-budgeted funds by the Treasurer, advise the Section’s Councilors on SOCIETY affairs, serve on special or standing committees, and assist the Chair of the Section with special assignments as needed.

Section 6. Vacancies

a. In the event of a vacancy in the office of Chair, the Chair-Elect shall assume the duties of Chair for the remainder of the term. In such case, the Chair-Elect moving into the position of Chair shall also hold that position during the normal term as Chair as part of the leadership transition.
b. All other vacancies, except for Councilor(s) and Alternate Councilor(s), shall be filled by majority vote of the Board of Directors through interim appointment for the period up to the next annual election. At that time, the procedures for election as outlined in the bylaws of the Section shall be followed.

c. An interim appointee to the vacated office of Chair-Elect shall not automatically succeed to the office of Chair. At the next election, both a Chair and Chair-Elect shall be elected.

Section 7. Councilor(s), Alternate Councilor(s), and Temporary Substitute Councilor

a. The Section shall have Councilor(s) and Alternate Councilor(s) as provided in the ACS Governing Documents. The Section’s Councilor(s) and Alternate Councilor(s) shall carry out those duties assigned to them by the ACS Governing Documents. In particular, the Councilor(s) (or Alternate Councilor(s) or Temporary Substitute Councilor if so designated to serve in place of the Councilor for a particular meeting), shall attend meetings of the Council of the SOCIETY and represent the Section at such meetings.

b. Councilor(s) and Alternate Councilor(s) shall be elected by ballot from among the MEMBERS for three-year terms beginning January 1. Reelection is permissible. Councilor(s) shall be elected in separate years, whenever possible, to provide for a rotation of terms in accordance with the ACS Governing Documents. A partial term of one or two years shall be used whenever necessary to establish or to restore rotation of three-year terms provided that the Councilor and/or Alternate Councilor agree to the partial term before the election.

c. In the event that a Councilor is unable to attend a specified meeting of the Council of the SOCIETY, the Chair of the Section shall appoint one of the Alternate Councilor(s) to serve as Councilor at the specified meeting. Such appointment of an Alternate Councilor shall be for only one meeting.

d. If every Councilor and Alternate Councilor of the Section will be absent from a Council meeting, thus leaving the Section without representation at such meeting, the Board of Directors may designate one MEMBER of the Section as a Temporary Substitute Councilor in accordance with the ACS Governing Documents.

e. The Board of Directors shall designate one or more Councilor(s) to be disqualified under provisions of the ACS Governing Documents for reallocation of Councilor(s) among the Sections.

f. Any vacancy in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term at the time of the next annual election. The vacancy may be filled by a special election; by appointment by the Board of Directors until the next annual election; or as described elsewhere in the ACS Governing Documents and in these bylaws.

**BYLAW VI**

**Manner of Election**

Section 1. The election of officers and the nine Directors shall be conducted by a ballot distributed to the members of the Section in accordance with the ACS Governing Documents and these bylaws. Councilor(s) and Alternate Councilor(s) shall be elected by a ballot distributed to all members of the Section; affiliates may not vote for Councilor(s) and Alternate Councilor(s).
Section 2. Nominations

a. Prior to September 1, the Secretary shall notify the Board of Directors and the Section’s Committee on Nominations and Elections, as described elsewhere in these bylaws, of the elective positions to be filled. The Board of Directors may decide that for Councilor(s), the candidate(s) with the majority of votes shall be declared elected as Councilor(s); the candidate(s) with the next largest number of votes shall be declared elected as Alternate Councilor(s). The Section’s Committee on Nominations and Elections shall be promptly notified of such a decision.

b. In September of each year, the Section’s Committee on Nominations and Elections shall report to the membership its list of nominees for each office, for Councilor(s) and Alternate Councilor(s), and for any other elective position(s).

c. Prior to October 1 any member or affiliate of the Section may, in writing or from the floor at a meeting to conduct governance business, nominate additional candidates for office, provided that the candidates are members of the Section for officers and other elective positions and MEMBERS for Councilor(s) and Alternate Councilor(s), as required elsewhere in these bylaws. To go forward, the nomination must be seconded by a member or affiliate of the Section. Nominations so made shall be equally valid as those from the Section’s Committee on Nominations and Elections. All candidates nominated shall have indicated willingness to serve if elected.

Section 3. When a ballot is used, the candidates for each office and for Councilor(s) and Alternate Councilor(s) shall be listed in an order to be selected by lot. The ballot shall be distributed by November 1 to eligible voters as noted above. Affiliates may not vote for Councilor(s) and Alternate Councilor(s). The ballot shall provide for a write-in candidate for each position to be filled. A paper ballot shall be provided to any eligible voter who requests it.

Section 4. The ballots shall be tabulated and validated not later than November 15. The candidate for each position receiving the largest number of votes shall be declared elected. In case of a tie vote for any position, the Board of Directors, by ballot, shall elect from among the candidates who share the tie vote; the candidate receiving the largest number of votes shall be declared elected.

Section 5. The results shall be announced by the Section Chair or the Chair's designee as soon as possible after the election and published in the Section’s newsletter and/or on the Section’s website soon thereafter. The results shall be certified to the Chief Executive Officer of the SOCIETY not later than December 1.

Section 6. In accordance with the ACS Governing Documents, balloting procedures should ensure fair balloting that is open to all eligible members, protection against fraudulent balloting, and the timely reporting and archiving of balloting results.

**BYLAW VII**

Recall of Elected Officials

Section 1. The officers and elected Board of Directors, but not the Councilor(s) and Alternate Councilor(s), 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
members of the Section. In the event the Chair is the official in question, the Chair-Elect shall receive
the petition and shall assume the duties of the 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 notify the Board of Directors and call a special meeting within thirty days.

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. 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.

b. If the proceedings continue:

(1) The Chair shall assign the duties of the official to another qualified member or MEMBER
of the Section, as required elsewhere in these bylaws, until the issue is resolved.

(2) The official shall be offered an opportunity to answer the allegations in the petition before
the Board of Directors. A certified letter shall be sent to the last known address on the
official SOCIETY membership roll. Upon notification, the official shall have thirty days
to make a written response to the allegations.

(3) The Board of Directors shall decide whether or not 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 the Board of Directors decides that the proceedings shall continue,
the official shall choose one of the following options:

(a) The official may resign.

(b) The official may request a recall vote. Section members 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
members with the ballot. A paper ballot shall be provided to any member who
requests it. At least two-thirds (2/3) of the votes cast shall be required for the official
to be removed from office. The membership shall be informed of the results of the
recall vote.

(c) The official may request a hearing and a recall vote by the remaining members of the
Board of Directors. At least a two-thirds (2/3) vote of the remaining members of the
Board of Directors shall be required to recall the official.

(d) 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 Chief Executive Officer of the SOCIETY shall be informed of the recall and the filling
of the vacancy.
BYLAW VIII
Committees

Section 1. The Board of Directors shall establish committees as necessary for the proper operation of
the Section. Any individual serving on a committee shall be a member or affiliate of the Section as
provided elsewhere in these bylaws.

Section 2. The Section shall have the following standing committees: Nominations and Elections,
Membership, Program, and Publicity.

Section 3. The Section’s Committee on Nominations and Elections shall be composed of the Chair of
the Section’s 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. The Chair of the Section’s Committee on Nominations and Elections
shall be elected at the regular fall election to serve a term of one year beginning on January 1.

Section 4. 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 IX
Meetings

Section 1. The Board of Directors shall designate the times and places of the Section’s meetings as it
finds necessary or desirable for the proper functioning of the Section. The Section shall hold at least
one meeting annually to conduct governance business; however, this requirement may be modified by
the Board of Directors.

Section 2. The Chair shall set the order of business for meetings of the Section to conduct governance
business. The order of business may be suspended by a majority vote of the members present.

Section 3. The Section may hold special meetings to conduct governance business upon the written
request of a majority of the Board of Directors or upon the written request of 15 members of the
Section. To be valid, such request shall be received by the Secretary at least ten days before the date
requested for the meeting and shall state the exact nature of the business to be transacted. No other
business shall transpire at such meetings.

Section 4. Meetings of the Board of Directors and meetings of the Section to conduct governance
business, with the approval of the Chair, may be held by means of electronic communications
technology that permits those in attendance to read or hear the proceedings substantially concurrently
with their occurrence, and for voting members to vote as needed.

Section 5. The Board of Directors shall meet upon due notice either at the call of the Chair or upon
request of a majority of its members. A quorum for a Board of Directors meeting shall consist of a
majority of the voting members of the Board. In the absence of a quorum, called meetings of the Board
of Directors shall adjourn to a specific date.

Section 6. Due notice of the Section’s meetings, not including committee meetings, shall be sent to
each member and affiliate of the Section. A quorum for the transaction of governance business at such
a Section meeting shall consist of 9 members of the Section. No governance business shall be conducted in the absence of a quorum.

Section 7. The fee for registration at any special meeting shall be decided by the Board of Directors.

Section 8. The most recent edition of Robert’s Rules of Order Newly Revised shall be the parliamentary authority for all matters not covered in these bylaws or in the SOCIETY’s documents.

**BYLAW X**

**Finances**

Section 1.

a. Members of the Section may be assessed voluntary Local Section dues in an amount set by the Board of Directors. The Board of Directors shall have the option to waive or discount dues for STUDENT MEMBERS and for emeritus members.

b. Society Affiliates may be assessed annual dues in an amount set by the Board of Directors.

c. The annual dues of Local Section Affiliates shall be determined by the Board of Directors in accordance with the ACS Governing Documents, and as mentioned elsewhere in these bylaws.

Section 2. The Section may raise or collect funds to be expended for local purposes and may have the entire management and control of such funds insofar as such management and control shall not conflict with any provision of these bylaws or with the ACS Governing Documents.

Section 3. The Section may receive donations or bequests made to it and may expend or invest the same on behalf of the Section. Such expenditures or investments shall be made by the Treasurer of the Section upon authorization by the Board of Directors.

Section 4. An annual audit of the books of the Treasurer and of any other transactions regarding the Section’s funds shall be conducted by two or more disinterested members or individuals, appointed by an officer with no authority to disburse funds. The audit report shall be submitted to the Executive Committee by January 31.

**BYLAW XI**

**Affiliation with Other Technical Organizations**

Section 1. The Section may affiliate with other technical organizations operating within the territory of the Section provided that such affiliation does not contravene the ACS Governing Documents. Such affiliation must be approved by the Executive Committee of the Section, by confirmation by the Council Committee on Constitution and Bylaws, and in compliance with the specific requirements of the ACS Governing Documents.

Section 2. The affiliation with the technical organization shall become effective upon authorization by the Executive Committee of the Section, by the Council Committee on Local Section Activities, and by confirmation by the Council Committee on Constitution and Bylaws.
Section 3. The Executive Committee may terminate the affiliation with any technical organization by notifying, in writing, the governing body of the technical organization. The technical organization may terminate the affiliation upon written notice to the Section’s Executive Committee. Affiliations shall terminate after five years unless reauthorized by the Executive Committee. The term of each subsequent reauthorization shall not exceed five years.

**BYLAW XII**

**Amendments**

Section 1. A petition to amend the bylaws may be initiated by the Board of Directors or by a petition signed by at least five members of the Section. If the proposed amendment is approved by the Board of Directors, if practical, it shall be submitted to the SOCIETY’s Committee on Constitution and Bylaws for review.

Section 2. The Board of Directors will then incorporate all the required changes and either accept or reject any recommended changes that are suggested by the Committee on Constitution and Bylaws. The revised bylaws shall then be submitted to the Section members for adoption. This may be accomplished at a business meeting of the Section provided that at least ten days’ prior notice is given to the Section members.

Section 3. If a proposed amendment is not approved by the Board of Directors and if the petition is signed by at least 9 members of the Section, if practical, it shall be submitted to the SOCIETY’s Committee on Constitution and Bylaws for review before being distributed to the members of the Section.

Section 4. At least two-thirds (2/3) of the votes cast shall be required to approve the amendment. This may be done at a Section meeting to conduct governance business provided a quorum is present. Alternatively, or failing the presence of a quorum, the vote may be taken by a ballot distributed to all members of the Section. At least two-thirds (2/3) of the valid ballots returned must be affirmative for adoption.

Section 5. The Secretary shall distribute the outcome of the vote 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 6. Amendments to these bylaws, upon adoption by the Section, shall become effective upon approval by the Committee on Constitution and Bylaws, acting for the Council of the SOCIETY, unless a later date is specified.

**BYLAW XIII**

**Dissolution of the Section**

Upon the dissolution of the Section, any assets of the Section remaining thereafter shall be conveyed to such organization then existent, within or without the territory of the Section, that is dedicated to the perpetuation of Purposes similar to those of the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY, so long as whichever organization is selected by the governing body of the Section at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or under such successor provision of the Code as may be in effect at the time of the Section’s dissolution.