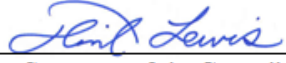




APPROVED AS AMENDED*

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


Secretary of the Council

***BYLAWS OF THE
ORANGE COUNTY SECTION
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name**

The name of this organization shall be the Orange County Section (hereinafter referred to as the "Section") of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the "SOCIETY").

**BYLAW II
Objects**

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

- a. Encouragement in the broadest and most liberal manner of the advancement of chemistry in all its branches;
- b. Promotion of research in chemical science and industry;
- c. Improvement of the qualifications and usefulness of chemists through high standards of professional ethics, education and attainments;
- d. Increase and diffusion of chemical knowledge; and
- e. Promotion of scientific interests and inquiry by its meetings, professional contacts, reports, papers, discussions, and publications.

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

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

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organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

BYLAW III Territory

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 Society Affiliates of the SOCIETY residing within the territory of the Section provided that any exceptions to this rule shall be made in conformity with the Constitution and Bylaws of the SOCIETY.

Section 2. The Section may have Local Section Affiliates as authorized in the Constitution and Bylaws of the SOCIETY. 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.

Section 3. Members and affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY.

Section 4. STUDENT MEMBERS may not serve as Councilors, Alternate Councilors, or Temporary Substitute Councilors.

Section 5. Neither a Society Affiliate nor a Local Section Affiliate may vote for or hold an elective position or vote on Articles of Incorporation or bylaws of the Section. A Society Affiliate may not serve as a voting member of the Executive Committee; a Local Section Affiliate may not serve as a member of the Executive Committee. Society Affiliates may be appointed as committee chairs.

BYLAW V Officers, Board of Directors, Executive Committee, and Councilors

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. The Secretary and Treasurer positions may be held by the same person.

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 Constitution and Bylaws of the SOCIETY and these bylaws. The Board of Directors shall consist of the officers of the Section, the Immediate Past Chair, the Councilors, and the Alternate Councilors.

Section 3. The Executive Committee shall have the duties and obligations delegated to it by the Board of Directors, and shall serve in an advisory capacity to the Board of Directors in the management and direction of the Section. The Executive Committee should follow the Section's operational policies. The Executive Committee shall consist of the Board of Directors of the Section, the chairs of the standing committees, the appointed representatives to the California Coordinating Committee and the Western Regional Steering Committee, and representatives to other SOCIETY bodies as authorized by the Board of Directors.

Section 4. The duties of the officers shall be such as usually pertain to their offices, together with those required by these bylaws and by the Constitution and Bylaws of the SOCIETY, and such other duties as may be assigned to them from time to time by the Board of Directors.

- a. The duties of the Chair shall be to serve as Chair of the Board of Directors and of the Executive Committee, to carry into effect the decisions and recommendations of the Board of Directors and of the Executive Committee, to preside at business meetings of the Section, to appoint all committee chairs except the Chair of the Program Committee and the Chair of the Nomination and Awards Committee, to appoint all committee members, to appoint representatives to other groups, and to carry out the duties required by the Constitution and Bylaws of the SOCIETY.
- 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 and of the Board of Directors and of the 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, to retain and preserve the Section's files having legal or historical value, and to carry out the duties required by the Constitution and Bylaws of the SOCIETY and elsewhere in these bylaws.
- 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 Executive Committee. The Treasurer shall render an account of all transactions and of the financial condition of the Section to the Executive Committee at times set by the Committee, and shall submit such reports as are required by the Constitution and Bylaws of the SOCIETY.

Section 5. 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 person moving into the position of Chair shall also hold that position during the normal year as Chair as part of the leadership transition.
- b. All other vacancies, except for Councilors and Alternate Councilors, 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 a Chair-Elect shall be elected.

Section 6. Councilors, Alternate Councilors, and Temporary Substitute Councilors

- a. The Section shall have Councilors and Alternate Councilors as provided in the Constitution and Bylaws of the SOCIETY. The Section's Councilors and Alternate Councilors shall carry out those duties assigned to them by the Constitution and Bylaws of the SOCIETY.
- b. Councilors and Alternate Councilors shall be elected from the MEMBERS for three-year terms beginning January 1. Reelection is permissible. Councilors shall be elected in separate years, whenever possible, to provide for a rotation of terms in accordance with the Constitution of the SOCIETY.
- 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 Councilors 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 Executive Committee may designate one MEMBER of the Section as a Temporary Substitute Councilor in accordance with the Bylaws of the SOCIETY.
- e. The Executive Committee shall designate any Councilors to be disqualified under SOCIETY Bylaw provisions for reallocation of Councilors among the Sections.
- f. Any vacancy in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term in a predetermined order of succession from among Alternate Councilors and/or unsuccessful candidates for these positions in the following manner: the order of succession shall be decided by the Executive Committee.

BYLAW VI
Manner of Election and Terms of Office

Section 1. The election of officers shall be conducted either by a ballot distributed to the members of the Section in accordance with the Bylaws of the SOCIETY or at a regular meeting of the Section provided there is a quorum present as described elsewhere in these bylaws.

Section 1. The Chair and the Chair-Elect of the Section shall serve for a term of two years beginning on January 1 following their election. The Chair-Elect shall, upon completion of the Chair's term of office, succeed to the office of Chair. Officers, Councilors, and Alternate Councilors shall be elected by a ballot of those eligible to vote.

Section 2. The Secretary of the Section shall serve for a term of two years beginning on January 1 of odd-numbered years, whenever possible. The Treasurer of the Section shall serve for a term of two years beginning on January 1 of even-numbered years, whenever possible.

Section 3. At the September meeting of the Section each year, the Nomination and Awards Committee shall report to the membership its nominations for each office to be filled. Except as noted elsewhere in these bylaws, the incumbent for any elective position may be nominated for an additional term. Prior to October 15, any member of the Section may, in writing or from the floor at a meeting, nominate additional candidates for office, if the nomination is seconded by another

member. Nominations so made shall be equally valid as those from the Nomination and Awards Committee. All candidates nominated shall have indicated willingness to serve if elected.

Section 4. The candidates for each office shall be listed in an order to be selected by lot on a ballot to be distributed to each member of the Section by November 1. The ballot shall provide for a write-in candidate for each position to be filled. A paper ballot shall be provided to any member who requests it.

Section 5. 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, 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.

The results shall be announced by the Section Chair as soon as possible after the election, and also published in the Section's newsletter and/or on the Section's website soon thereafter. The results shall be certified to the Executive Director of the SOCIETY not later than December 1 in accordance with the Bylaws of the SOCIETY.

Section 6. In accordance with the SOCIETY's Bylaws, 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 elected officials of the Section (officers) are subject to recall for neglect of duties or conduct injurious to the SOCIETY. Recall procedures are not applicable to Councilors and Alternate Councilors.

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 present the issue to 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 alternate resolution 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 of the Section 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 before the vote conducted by ballot. A paper ballot will be mailed to any member who requests it. At least two-thirds (2/3) of 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 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 Executive Director 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.

Section 2. The Section shall have the following standing committees: Audit; Program; and Nomination and Awards.

- a. The Chair-Elect shall serve as Chair of the Program Committee.
- b. The Immediate Past Chair of the Section shall serve as the Chair of the Nomination and Awards Committee. The Committee shall select the recipients for The Charles R. Bennett 'Distinguished Service Through Chemistry' Award. The Committee shall also perform such other duties of a related or similar nature as may be assigned to it by the Chair of the Section.

BYLAW IX

Meetings

Section 1. The Section shall hold regular meetings at places, times, and times designated by the Board of Directors. There shall be a minimum of six meetings during the fiscal year, and a meeting in September shall be obligatory. The Board of Directors shall designate one of the regular meetings of the Section as the annual meeting.

Section 2. The Board of Directors shall set the order of business for regular meetings of the Section. The order of business may be suspended by a majority vote of the members present at any regular meeting.

Section 3. The Section may hold special business meetings upon the written request of a majority of the Board of Directors or upon the written request of 35 members of the Section. 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, Executive Committee, and business meetings of the Section with the approval of the Board of Directors, 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, to vote on matters submitted, to pose questions, and to make comments.

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

Section 6. Due notice of all meetings shall be sent to each member and affiliate of the Section. A quorum for the transaction of business at a Section meeting shall consist of 15 members of the Section. No business shall be conducted in the absence of a quorum.

Section 7. 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 others as provided in the SOCIETY's Bylaws for waived or discounted dues.
- 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 Constitution and Bylaws of the SOCIETY, 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 Constitution or Bylaws of the SOCIETY.

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. A biennial audit of the books of the Treasurer and of any other transactions regarding the Section's funds shall be conducted by an Audit Committee of 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 February 28.

BYLAW XI Amendments

Section 1: A petition to amend the bylaws may be initiated by the Board of Directors, or by petition signed by at least 15 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. After any required changes are incorporated, and any recommended changes reviewed and accepted or rejected by the Board of Directors or a majority of the petitioners, the Secretary shall, as soon as practical, distribute the amendment(s) to each member of the Section with either notice of the next meeting or notice of a ballot on the amendment.

Section 2. If a proposed amendment is not approved by the Board of Directors, and if the petition is signed by at least 50 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. After any required changes are incorporated, and any recommended changes reviewed and accepted or rejected by a majority of the petitioners, the Secretary shall, as soon as practical, distribute the amendment(s) to each member of the Section with either notice of the next meeting or notice of a ballot on the amendment.

Section 3. At least two-thirds (2/3) of votes cast shall be required to approve the amendment.

Section 4. 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 5. Amendments to these bylaws, after 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 XII Dissolution of the Local 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 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.