



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

**BYLAW I  
Name**

This organization shall be known as the Rochester Section, Incorporated, (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 New York.

**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 and in the Section's Certificate of Incorporation. In particular, the objects shall be:

- a. to encourage in the broadest and most liberal manner the advancement of chemistry in all branches;
- b. to promote research in chemical science and industry;
- c. to improve the qualifications and usefulness of chemical practitioners through high standards of professional ethics, education, and attainments;
- d. to increase and share chemical knowledge through meetings, professional contacts, reports, papers, discussions, and publications;
- e. to promote scientific interest 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;
- f. to foster the improvements of the qualifications and usefulness of chemical practitioners through a high standard of professional ethics; and to advance the profession of chemistry through the involvement of its practitioners.

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\***Effective December 29, 2015.** 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)).

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 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 and the bylaws of the Section.

Section 4. STUDENT MEMBERS shall have all rights and privileges of membership including those of voting for and holding an elective position within the Section, voting on the Certificate of Incorporation and bylaws of the Section, and serving as a voting member of the Executive Committee. STUDENT MEMBERS may not serve as Councilors, Alternate Councilors, or Temporary Substitute Councilors. STUDENT MEMBERS are allowed to vote for any elected SOCIETY position, such as Councilor and Alternate Councilor.

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 and may serve on the Executive Committee in a non-voting capacity.

### **BYLAW V Officers, 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, Vice-Chair, Secretary, and Treasurer. The Secretary and Treasurer positions may be held by the same person. The officers also shall be considered as the Board of Directors of the Section.

Section 2. The Executive Committee 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 Executive Committee shall consist of the officers of the Section, the Immediate Past Chair, the Councilors and Alternate Councilors, a maximum of six elected Members-at-Large, and as non-voting members, the chairs of the standing committees. The Members-at-Large shall be members of the Section. If any of the *ex officio* Councilors of the SOCIETY, as defined in the SOCIETY's Bylaws, are members of the Section, they shall be *ex officio* members of the Executive Committee, but only as non-voting members.

Section 3. Elected officers of the Section and the Members-at-Large shall serve for a term of two years beginning on January 1 or until their successors are elected. Officers, Members-at-Large, Councilors, and Alternate Councilors shall be elected by a ballot of those members eligible to vote. Members-at-Large shall serve for a term of two years beginning on January 1. The Chair and Vice-Chair shall each serve two-year terms and are eligible to run once for re-election to a consecutive two-year term. The Chair and Vice-Chair shall be elected in the same year whenever possible. With the exception of the Chair and Vice-Chair as noted above, the incumbent of any position is eligible for reelection.

#### Section 4. Transitional Terms of Office

In the process of transitioning into a different election cycle, governance format, or other impact on the governance of the Section based on an accepted bylaw change, a majority vote by the Executive Committee shall allow for a one-time change in the term of a Section officer by increasing or decreasing the term of said office by no more than one year. The Section has no authority to change the terms of office in the election of Councilors and/or Alternate Councilors.

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 Constitution and Bylaws of the SOCIETY, and such other duties as may be assigned to them from time to time by the Executive Committee. Members-at-Large are expected to take an active role in the Section during their tenure.

#### Section 6. Vacancies

- a. In the event of a vacancy in the office of Chair during the second year of the two-year term, the Vice-Chair shall assume the duties of Chair until the following election. If the vacancy is in the first year of the two-year term, there shall be an election to the position of Chair for a one-year term to finish out the regular term. The Vice-Chair shall assume the duties of Chair until the special election, at which time the Vice-Chair shall then return to the position of Vice-Chair for the remainder of that term.
- b. In the event of a vacancy in the office of Vice-Chair, a majority of the Executive Committee shall appoint an Interim Vice-Chair who shall assume the duties of Vice-Chair until the following election. If the vacancy is in the first year of the two-year term there shall be an election to the position of Vice-Chair for the remainder of the term.
- c. All other vacancies, except for Councilors and Alternate Councilors, shall be filled by majority vote of the Executive Committee 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.

## Section 7. 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 by ballot 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. 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. The duties of Councilors shall be to attend meetings of the Council of the SOCIETY, and to represent the Section at such meetings. Councilors and Alternate Councilors are expected to take an active role in the Section during their tenure.
- d. 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.
- e. 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.
- f. The Executive Committee shall designate one or more Councilors to be disqualified under the SOCIETY's Bylaw provisions for reallocation of Councilors among the Sections.
- g. 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 until the next annual election by appointment by the Executive Committee.

### **BYLAW VI Manner of Election**

Section 1. The election of officers, Member(s)-at-Large, Councilors, and Alternate Councilors shall be conducted by a ballot distributed to the members of the Section in accordance with the Bylaws of the SOCIETY; affiliates may not vote.

Section 2. Elected officers of the Section and the Member(s)-at-Large shall serve for a term of two years beginning on January 1 or until their successors are elected. The Chair and Vice-Chair each shall serve two-year terms and are eligible to run again but only once for re-election to a consecutive two-year term. The Chair and Vice-Chair shall be elected in the same year whenever possible. Except as noted above for the Chair and Vice-Chair, the incumbent of any position is eligible for reelection.

Section 3. The list of selected candidates shall be announced to the membership of the Section. Further nominations for any position may be made by written petition to the Executive Committee if

received by the Chair of the Section's Committee on Nominations & Elections before the second Monday of September. Each such petition must be signed by 15 members of the Section. Each such nomination by petition must be accompanied by a statement of consent from the candidate. The Section members shall be informed of the deadline date for nomination by petition for that year at the time the list of candidates is announced. Each candidate shall provide a biographical sketch and shall be invited to provide a position statement, both of which shall be made available to all Section members.

Section 3. No member who is a candidate for election shall be allowed to be part of the Section's Committee on Nominations and Elections or take part in the administration of the election process.

Section 4. The Section's Committee on Nominations & Elections should present to the Chair of the Section, not later than July 1, a list of nominees for officers, Members-at-Large, Councilors, and Alternate Councilors, who are to be elected for the coming year. There should be a competitive election for each position. The candidates shall have given their consent to run for the designated positions. Except for Councilors and Alternate Councilors, all candidates for elective positions shall be members of the SOCIETY.

Section 5. Qualifications. Nominees for the offices of Chair and Vice-Chair should have been active within the Section in some form of elected, appointed, or other volunteer role.

Section 6. Balloting procedures shall meet the SOCIETY'S requirements of fair balloting that is open to all eligible members, protection against fraudulent balloting, ballot archiving, and the timely reporting and archiving of balloting results. The following guidelines shall be followed:

- a. Ballots should be made available to members of the Section no later than October 15.
- b. The deadline for balloting shall be four weeks after the ballots are made available.
- c. A voter does not need to vote for each position.
- d. Mechanisms are to be in place to prevent anyone from voting more than once.
- e. 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 7. The ballots shall be tabulated and validated not later than four weeks after the ballots are made available. The candidate for each position receiving the largest number of votes shall be declared elected. In case of a tie vote, the Executive Committee, 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 8. The results shall be announced by the Chair of Section's Nominations & Elections Committee as soon as possible after the election, and also published on the Section's website soon thereafter. The results shall be certified to the Executive Director of the SOCIETY not later than December 1.

## **BYLAW VII**

### **Recall of Elected Officials**

Section 1. The elected officials of the Section (officers and 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.

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 members of the Executive Committee and call a special meeting within thirty days.

- a. The Executive Committee 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 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 (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 Executive Committee. 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 Executive Committee 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 Executive Committee. If the Executive Committee 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 Executive Committee 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 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 Executive Committee. At least two-thirds (2/3) vote of the remaining members of the Executive Committee 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 Chair, with the approval of the Executive Committee, shall establish committees as necessary for the proper operation of the Section. These committees shall be responsible to the Executive Committee and shall be under the direct supervision of the Chair of the Section, unless otherwise specified by the Executive Committee. The membership, functions, and duties of these committees may be altered by the Executive Committee at its discretion. Each committee shall submit a brief report in writing of its activities to the Chair of the Section along with a copy to the Secretary and the Treasurer (where applicable), six weeks prior to the due date for the annual report required by the SOCIETY, and shall submit such *ad interim* reports as are requested by the Chair of the Section.

Section 2. The Section shall have the following standing committees: Audit and Nominations & Elections.

Section 3. Committee chairs and members of the Section who are not elected members of the Executive Committee may attend meetings of the Executive Committee as non-voting members.

Section 4. No committee of the Section shall have the power to commit the Section to any action inconsistent with the bylaws of the Section or specific instructions from the Executive Committee. Thus, all financial donations to outside organizations shall be subject to approval by the Executive Committee.

### **BYLAW IX Meetings**

Section 1. The Executive Committee shall designate the times and places of meetings as it finds necessary or desirable for the proper functioning of the Section.

Section 2. The Executive Committee shall set the order of business for business meetings of the Section. The order of business may be suspended by a majority vote of the members present.

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

Section 2. The Section Chair, with input from the Executive Committee, shall set the order of business for business meetings of the Section. 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 Executive Committee 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 Executive Committee and meetings of the Section to conduct Section governance business, with the approval of the Executive Committee, 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. A meeting may be cancelled for any reason, provided that sufficient notice is given to all members and affiliates.

Section 5. The 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 an Executive Committee meeting is required for the transaction of business at an Executive Committee meeting and shall consist of a majority of the voting members of the Committee. In the absence of a quorum, called meetings of the Executive Committee shall adjourn to a specific 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 a quorum for the transaction of governance business at such a Section meeting shall be at least 15 members. Any petition for business requiring a vote by the general membership shall be signed by 15 members of the Section, as determined by the last official Section count. No business shall be conducted in the absence of a quorum. In the absence of a quorum, called meetings of the Executive Committee shall adjourn to a specific date.

Section 6. The Directors shall hold an Annual Meeting of the members and affiliates of the Section at which they shall present a financial and organizational report of the Section, as provided in the Section's Certificate of Incorporation. This meeting shall be held no later than the end of the first quarter of the year and may be aligned with another activity of the Section.

Section 7. The fee for registration at any special meeting shall be decided by the Executive Committee in accordance with the Constitution of the SOCIETY.

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 Executive Committee. The Executive Committee 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 shall be assessed annual dues in an amount set by the Executive Committee.
- c. The annual dues of Local Section Affiliates shall be determined by the Executive Committee 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 Executive Committee shall have the power to establish Special Purpose Funds, to transfer Section general assets to such Funds, and to receive contributions for such Funds, for purposes consistent with the Certificate of Incorporation and the objects of the Section. Assets in such Funds shall be segregated from other Section assets. Only the income from such Funds shall be expended, and expenditures from such Funds shall be only for purposes for which they were originally established, except as modified by compliance with the procedures to amend these bylaws.

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 Executive Committee.

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 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 prior to the Section's Annual Meeting.

#### **BYLAW XI Amendments**

Section 1. A petition to amend the bylaws may be initiated by the Executive Committee or by a petition signed by at least 15 members of the Section. If the proposed amendment(s) is/are approved by the Executive Committee, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review.

Section 2. If a proposed amendment is not approved by a majority of the Executive Committee, and if the petition is signed by at least 15 members or three percent, of the members of the Section, whichever is larger, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review before being submitted to the members of the Section.

Section 3. At least two-thirds (2/3) of the votes cast shall be required to approve any amendments. 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 4. The Secretary shall inform the members of the Section of the outcome of the vote regarding the amendment(s) within one month of the balloting and shall meet all requirements for submitting the results to the SOCIETY's Committee on Constitution and Bylaws.

Section 5. Amendments to these bylaws, after adoption by the Section, shall become effective upon approval by the SOCIETY's Committee on Constitution and Bylaws, acting for the Council of the SOCIETY, unless a later date is specified.

#### **BYLAW XIII Local 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 Charter, Constitution, Bylaws, or Regulations of the SOCIETY. 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 Bylaws of the SOCIETY.

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.

Section 4. The Chair of the Section, with the approval of the Executive Committee, shall appoint whatever representatives (including alternates) that the Section is entitled to have within the governing body of any technical organization with which the Section is affiliated; however, continuation in office of such representatives from year to year shall require annual reappointment by the Chair of the Section with the approval of the Executive Committee. Such representatives shall be invited to attend meetings of the Executive Committee, but they shall not be considered members of the Executive Committee unless they are elected members of the Committee.

Section 5. No representative of the Section shall have the power to commit the Section to any action that is inconsistent with the bylaws of the Section or to any specific instructions from the Executive Committee; thus, all financial pledges pertaining to the Section, with regard to a Local Technical Organization, shall be subject to the approval of the Executive Committee.

#### **BYLAW XV 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 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.