



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

**BYLAW I  
Name**

This organization shall be known as the Toledo 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. In addition, the objects shall be to advance the science of chemistry; to serve and represent the community in matters pertaining to chemistry; to promote professional relationships among its members; and to promote the interests of the SOCIETY.

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.

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\***Effective September 12, 2014.** 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 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. STUDENT MEMBERS may be appointed as committee chairs and may serve on the Executive Committee in a non-voting capacity.

Section 5. A Society Affiliate or a Local Section Affiliate may not 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.

Section 6. Any person desiring to become a Local Section Affiliate shall make application in writing, which must be endorsed by two members of the Section. Upon approval of the Executive Committee and payment of dues, the applicant shall become a Local Section Affiliate.

**BYLAW V**  
**Officers, Executive Committee, and Councilors**

Section 1. The officers of this Section shall be MEMBERS of the SOCIETY and the Section 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 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 the Alternate Councilors. Standing committee chairs may have a voice, but no vote at Executive Committee meetings. The Executive Committee shall meet a minimum of four times annually 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 shall consist of a majority of the members of the Committee.

Section 3. The duties of the officers shall be such as usually pertain to their offices, together with those required by these bylaws, 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.

- a. The duties of the Chair shall be to preside at meetings of the Executive Committee, to carry into effect the decisions and recommendations of that Committee, to preside at business meetings of the Section, to appoint all committee chairs and committee members, , and to

carry out the duties required by the Constitution and Bylaws of the SOCIETY. The term of office for the Chair shall be one year. In the absence of the Chair, the duties of the office shall devolve upon the Chair-Elect. The Chair shall be an ex officio member of all committees.

- b. The Chair-Elect shall be responsible for the yearly program of the Section and shall assume the duties of the Chair in the latter's absence. The Chair-Elect shall be the ex officio chair of the Program/Long-Range Planning Committee. The term of office for the Chair-Elect shall be one year, after which time the Chair-Elect shall succeed to the Chair. To fill a vacancy, in the office of Chair during the term of office as Chair-Elect, the Chair-Elect shall serve as Chair pro tempore.
- c. The duties of the Secretary shall be to keep a record of the minutes of the meetings of the Section 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 distribute the election ballot, and to carry out the duties required by the Constitution and Bylaws of the SOCIETY and elsewhere in these bylaws. The term of office shall be for one year; reelection is permissible.
- 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. The term of office shall be for one year; reelection is permissible.

#### Section 4. 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 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.
- 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 5. 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 Local 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 until the next annual election by appointment by the Executive Committee.

## **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 on January 1 or until their successors are elected. Officers, Councilors, and Alternate Councilors shall be elected by a ballot of those eligible to vote. The candidate receiving the largest number of votes for each office shall be declared elected. In the 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 2. The Chair shall appoint a Nominating Committee as described elsewhere in these bylaws.

Section 3. In September of each year, the Nominating Committee shall report to the membership its nominations for each office to be filled. Prior to October 15, any member of the Section may, in writing to the Secretary 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 Nominating Committee. All candidates nominated shall have indicated willingness to serve if elected.

Section 4. The Secretary, or a designee appointed by the Chair if the Secretary is a candidate, shall prepare the election ballot. 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. A paper ballot will be mailed to any member who requests it.

Section 5. The ballots shall be tabulated and validated not later than November 15. The candidate for each office 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. The results of the election of officers, Councilor, and Alternate Councilor shall be tabulated by the Nominating Committee, or as designated by the Chair in agreement with the Executive Committee.

The results shall be announced by the Chair as soon as possible after the election or at the next meeting, post-election, and may also be published in the next issue of the Section's

newsletter and/or on the Section's website. The results shall also 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 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 15 voting 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 this problem, the Chair shall notify the members of the Executive Committee and call a special business 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 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 Executive Committee. A 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 and Archivist**

Section 1. The Executive Committee shall establish committees as necessary for the proper operation of the Section.

Section 2. The standing committees shall be as follows: Auditing; Awards; Career Services; Education/Outreach; Program/Long-Range Planning; Membership; Nominating; and Public Relations/Website.

- a. The Auditing Committee annually shall examine the books, vouchers and reports of the Treasurer and present its report at the next regular or Executive Committee meeting. The committee shall consist of two or more members who have no authority to disperse funds.
- b. The Awards Committee shall obtain information on awards of a professional or educational nature related to chemistry, assist in the identification of candidates within the Section who might qualify and assist in the application for such awards.
- c. The Career Services Committee shall endeavor to organize at least one career-related activity each year, preferably in conjunction with the appropriate committee of the SOCIETY.
- d. The Education/Outreach Committee shall work with educational and/or community institutions to promote special programs for safety, continuing education, and other programs that promote the mission of the Section.
- e. The Program/Long-Range Planning Committee shall coordinate upcoming meetings and activities for the current year as well as determine future needs and issues of the Section, to set objectives, and to plan for desirable changes by the Section. The Chair-Elect shall serve as the ex-officio Chair of the committee.
- f. The Membership Committee shall endeavor to increase meeting attendance and the SOCIETY's membership within the Section's territory.

- g. The Nominating Committee shall consist of at least two members, as appointed by the Chair. The persons on the Nominating Committee shall not be candidates on the upcoming ballot.
- h. The Public Relations/Website Committee shall prepare news stories, including advance notices, reports of meetings, and/or other news of general information, and furnish these to the local media, and to the regional and national publications of the SOCIETY. This information will also be made available in a timely fashion on the Section's Website and/or social media page(s).

Section 3. An Archivist shall be appointed by the Chair. The Archivist shall be responsible for maintaining the historical records of the Section.

### **BYLAW IX Meetings**

Section 1. The Section shall hold regular meetings at places and times designated by the Executive Committee. The Executive Committee shall designate one of the regular meetings of the Section as the annual meeting.

Section 2. The Section may have special business meetings upon the written request of a majority of the Executive Committee 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 intended to be transacted. No other business shall transpire at such meetings. Special meetings of the Section 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 3. 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 10 members of the Section. No business shall be conducted in the absence of a quorum.

Section 4. The Executive Committee 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 5. 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 may 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 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 shall be conducted by two or more disinterested members, 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 Amendments**

Section 1. A petition to amend the bylaws may be initiated by the Executive Committee, or by petition signed by at least 15 members of the Section. If the proposed amendment is approved by the Executive Committee, 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 Executive Committee 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 a majority of the Executive Committee, and if the petition is signed by at least 15 members of the Section, 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.

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



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 Council of the SOCIETY, unless a later date is specified.

## **BYLAW XII**

### **Dissolution**

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.

## **BYLAW XIII**

### **Affiliation with Local Groups and Societies**

Section 1. The Section may affiliate with the Technical Society of Toledo so long as that organization affirms that no member society shall be committed by any action of the Technical Society of Toledo in conflict with the charter, constitution, or bylaws of the member society or of the member's parent organization.

Section 2. Resignation from membership in the Technical Society of Toledo shall become effective upon receipt of written notice from the governing body of the member society.

## **BYLAW XIV**

### **Indemnification**

Section 1. To the extent permitted by applicable law, this Section shall defend and/or indemnify any and all Persons acting on behalf of the Section in an official capacity against any and all legal actions brought by or on behalf of a third party. Such Persons shall include any and all Trustees, Directors, Officers, Committee Members, Employees, Volunteers, and agents of the Section. As used herein, the term Person shall include that Person's heirs and personal representatives. Legal Actions shall include civil suits, administrative proceedings, and/or threats of civil suits or administrative proceedings. This provision shall not apply to any legal action brought against the Person, as defined above, if that legal action is initiated by the SOCIETY or this Section, for claims against the Person for misconduct in the performance of duties for the SOCIETY or the Section. The forgoing rights of indemnification shall be in addition to any other right to which any Person seeking indemnification may be or become entitled to by law, vote of members or disinterested Trustees of the Section, or otherwise.