The CONSTITUTION is up for members to VOTE when the ballots go out in the fall. After the introduction, this document includes only the Summary of Changes and the Constitution. The petition was approved April 3, 2019 by Council in Orlando, FL and confirmed April 19, 2019 by the Board of Directors. The petition will not be effective unless the members ratify (approve) the Constitution changes. If you have any questions, contact C&B at bylaws@acs.org.

FOR ACTION

Petition to Streamline the ACS Governing Documents

Constitution Articles I-XIX
Bylaws I-XIV
Standing Rules I-VI

Petition

We, the undersigned Councilors and members of the American Chemical Society, hereby petition to amend the SOCIETY’s Constitution and Bylaws and create the Standing Rules; see attachments (additions underlined; deletions struck through).

The following streamlined documents (Constitution and Bylaws) and the Standing Rules show the proposed changes to each document. Also included is a summary document of changes to the Constitution and Bylaws.

These amendments shall become effective after the Council approves the changes, the Board confirms the changes, and the members ratify the Constitutional changes.

Explanation

As a result of a Joint Board-CPC Task Force on Governance Design, a project was undertaken to reorganize the fundamental governing documents of the Society: the Constitution and Bylaws. The objective was to preserve the current governance structure and all current provisions, while creating a third document—Standing Rules. The manner in which the Standing Rules can be modified will have the additional benefit of engaging more committees and members in the design and execution of ACS governance. Organizationally, these three documents should work as a hierarchy. The Constitution should define; the Bylaws should authorize, and the Standing Rules should operationalize. In general, moving from Constitution to Bylaws to Standing Rules on any topic should provide progressively more detail and become progressively easier to amend.

The Task Force avoided making substantive changes, choosing to move blocks of text among the documents. A summary of changes to the Constitution and Bylaws is included. Committees are no longer named in the Constitution and Bylaws; rather, essential functions of the Council are named; committees responsible for those functions are named in the Standing Rules, which also includes committee duties. A procedure has been created for amending the Standing Rules, which is in the Bylaws, and the committees responsible for the functions are generally tasked with being curators for those rules. A new term is created—Units—meaning Local Sections, Divisions, and International
Petition to Streamline the ACS Governing Documents

Chemical Sciences Chapters, which was added to Constitution Article X. The Society is permitted to create other units as necessary.

Besides edits for clarity and consistency and corrections, changes to the revised petition include the following: the Constitution and Bylaws Function was renamed the Governing Documents Function to make it clear that this function is responsible for reviewing changes not only for the Constitution and Bylaws, but also the Standing Rules. In Bylaw III, it was clarified that committees may include but are not limited to education, finance, science, and public or professional affairs. In Bylaw X, it was clarified that any amendment to the Bylaws requires a minimum of two-thirds (2/3) vote of voting Councilors for approval. In Bylaw XI, any amendment to the Standing Rules requires a majority (not a two-thirds) affirmative vote by the committee responsible for a function, which is current practice for these types of changes.

The outcome of this process is to make the first two documents significantly smaller, while moving the bulk of the detail and thus the bulk of the language into Standing Rules.

Signed:

<table>
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<tr>
<th>Mr. Rodney Morris Bennett</th>
<th>Dr. Teri Quinn Gray</th>
<th>Dr. Ingrid Montes</th>
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<tr>
<td>Dr. George M. Bodner</td>
<td>Dr. Rigoberto Hernandez</td>
<td>Dr. Carolyn Ribes</td>
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<td>Dr. Mary K. Carroll</td>
<td>Ms. Tiffany N. Hoerter</td>
<td>Dr. Jason E. Ritchie</td>
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<td>Dr. William F. Carroll, Jr.</td>
<td>Dr. Paul W. Jagodzinski</td>
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<td>Dr. James C. Carver</td>
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<td>Dr. Kevin J. Edgar</td>
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<td>Dr. Judith C. Giordan</td>
<td>Dr. Les W. McQuire</td>
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(This petition has been referred to the *Council Policy Committee, Committees on Nominations and Elections, Divisional Activities, Local Section Activities, Meetings and Expositions, Membership Affairs, Society Committee on Education, Society Committee on Budget and Finance, and Committee on Constitution and Bylaws.) *Committee having primary substantive responsibility*

**FINAL STATEMENT OF FINANCIAL IMPACT**

The Society Committee on Budget and Finance has examined this petition and concludes that it will have no impact on the finances of the Society ($0).

**FINAL REPORT OF THE COMMITTEE ON CONSTITUTION AND BYLAWS**

The Committee on Constitution and Bylaws agrees that the proposed amendments meet the intent of the petitioners to reorganize the ACS Governing Documents and create Standing Rules that include more details and are easier to amend than the Constitution and Bylaws. C&B made edits for consistency and clarity, corrections, and changes as described in the explanation section.

A two-thirds (2/3) vote of Council is required for approval of amendments to the Bylaws. If approved by Council, the amendments will become effective upon confirmation by the Board of Directors.

Dr. V. Dean Adams
Chair

4/24/19
CONSTITUTION

Article I, Name, Seal, Colors, and Insignia
Sec. 1: no change
Sec. 2: moved to Board Regulations
Secs. 3-4: moved to Bylaw I

Article II, Objects and Purposes
Sec. 1: slight edit
Secs. 2-3: no changes
Sec. 4: new text (edited) from model bylaws

Article III, Composition of the SOCIETY: edited

Article IV, Membership
Sec. 1: edited
Secs. 2-3: moved to Standing Rules

Article V, Affiliates and Associates:
Secs. 1-2: moved to Standing Rules
Secs. 3-4: moved to Standing Rules

Article VI, Officers
Sec. 1, a, b, c: slight edits
Sec. 1, b: new
Secs. 2 a, 3, a, b: no changes

Article VII, Council
Sec. 1, a (sentence 1), b: edited
Sec. 1, a: parts moved to Sec. 1, b and Standing Rules
Sec. 1, b (original), Sec. 2, Sec. 3, b-j, Sec. 5: moved to Standing Rules
Sec. 2 a, b and new b: edited
Sec. 3, b-j (orig.): moved to Standing Rules and edited
Sec. 4: moved to Bylaw III

Article VIII, Board of Directors
Secs. 1, 5-6: edited
Sec. 2: no changes
Sec. 3-4: moved to Board Regulations

Article IX, Publications
Sec. 1: edited
Secs. 2-4: moved to Board Regulations

Article X, Meetings of the SOCIETY: moved to Standing Rules

Article XI, Membership: edited

Article XII, Affiliate and Associates: moved to Standing Rules

Article XIII, Council: moved to Standing Rules

Article XIV, Local Sections, Divisions (New)
Secs. 1-7 (some edited): moved from Article XII
Secs. 1-14 (orig.): moved to Standing Rules
Sec. 15: no changes

Article XV, International Chemical Sciences Chapters: moved from Article XIV
Secs. 1-8 (orig.): moved to Board Regulations

Article XVI, Student Chapters: moved from Article XV
Secs. 1-2 (orig.): moved to Standing Rules

Article XVII, SOCIETY Affiliation with Other Technical Organization
Secs. 1-2, 4-5: moved to Board Regulations
Sec. 3: moved to Standing Rules

Article XVIII, Position Statements
Intro., Secs. 1-2, 4: edited
Sec. 3: moved to Board Regulations

Article XIX, Finances
Sec. 1: no changes
Sec. 2: edited
Secs. 3-4: moved to Standing Rules
Sec. 5: moved to Board Regulations

Article XX, Amendments to the Bylaws
Sec. 1-2 (new): amended from Article XVIII
Sec. 1 (original): deleted
Sec. 2 3 (original): edited

Article XIX, Standing Rules (new)
Secs. 1-2: new
REVISED VERSION FOR COUNCIL ACTION

CONSTITUTION

ARTICLE I
Name, Seal, Colors, and Insignia

Section 1.
The SOCIETY shall be known as the AMERICAN CHEMICAL SOCIETY.

ARTICLE II
Objects-Purposes

Section 1.
The objects Purposes of the AMERICAN CHEMICAL SOCIETY 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 qualifications 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.

Sec. 2.
To foster the improvement of the qualifications and usefulness of chemists, the SOCIETY shall be concerned with both the profession of chemistry and its practitioners. (7/10/72)

Sec. 3.
To foster the objects Purposes specified in this Article, the SOCIETY shall cooperate with scientists internationally and shall be concerned with the worldwide application of chemistry to the needs of humanity. (11/12/79)

Sec. 4.
The SOCIETY is organized and shall be operated exclusively for charitable, educational, scientific, and other purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 or under such successor provision of the Code as may be in effect.

ARTICLE III
Composition of the SOCIETY

The SOCIETY shall be composed of members, who in turn may be members of its Divisions and/or its Local Sections. It The SOCIETY shall have a Council which, in addition to such duties as may be prescribed in this Constitution and the Bylaws of the SOCIETY, shall act as an advisory body; a Board of Directors, which shall be the legal representative of the SOCIETY; and establish its administrative policies; committees both of the Council and of the Board; and such officers; and employees; and such units, committees, or other bodies of the SOCIETY as are necessary to effectuate its purposes.

ARTICLE IV
Membership

Section 1.
The members of the SOCIETY shall be those individuals who are interested in the objects Purposes of the SOCIETY and who meet the requirements for MEMBERS or STUDENT MEMBERS membership as set forth in the Standing Rules, as provided in the Bylaws. (6/30/09)
ARTICLE V
Officers

Section 1.

a. The officers of the SOCIETY shall be a President, a President-Elect, an Immediate Past President, a Chief Executive Officer (sometimes referred to as an “Executive Director”), a Secretary, a Treasurer, and a Chair of the Board of Directors. (11/17/80)

b. The President-Elect shall be elected by the members of the SOCIETY.

Sec. 2.

a. The duties of the officers of the SOCIETY shall be such as usually pertain to the offices they hold, and also any other duties as may be delegated by the Board of Directors or as herein prescribed. (11/17/80)

b. The Executive Director, Chief Executive Officer shall be the principal administrative officer of the SOCIETY and coordinator of staff operations and shall appoint or delegate authority for the appointment of all salaried employees, except officers, of the SOCIETY. The appointment of Directors heads of major staff divisions shall be subject to confirmation by the Board of Directors. (11/23/71)

Sec. 3.

a. The President, the President-Elect, the Immediate Past President, and the Chair of the Board of Directors shall take office on January 1 and shall hold office for one year or until their successors qualify. (11/17/80)

b. The President-Elect shall succeed to the presidency at the expiration of the President’s term of office or to fill a vacancy in the office of President occurring during the term of office of the President-Elect. (11/18/91)

c. The Executive Director, Chief Executive Officer, the Secretary, and the Treasurer shall hold office until their successors qualify. (1/1/77)

ARTICLE VI
Council

Section 1.

a. The popular deliberative assembly of the SOCIETY shall be known as the Council, which shall act as an advisory body to the SOCIETY and the Board of Directors and perform other duties as described in the Constitution, Bylaws, and Standing Rules.

b. The Council shall be composed of the President, the President-Elect, the Directors, the Past Presidents, the Executive Director, Chief Executive Officer, the Secretary, and Councilors (or Alternate Councilors), representing Units of the SOCIETY as described in the Bylaws and Standing Rules. Local Sections and Divisions, all of whom shall be known as voting Councilors, if MEMBERS of the SOCIETY. Twenty percent of elected Councilors shall be elected by Divisions and 80 percent shall be elected by Local Sections. Each Division and each Local Section shall elect Councilors and Alternate Councilors as provided in the Bylaws. In addition to performing such duties as may be prescribed by the Constitution and Bylaws of the SOCIETY, the Council shall act as an advisory body in matters pertaining to the general management of the SOCIETY. (11/21/88)

Sec. 32.

a. The Council is authorized to establish such committees as it deems necessary to carry out its duties.

a–b. The Council shall elect a have an executive committee of the Council to carry out its executive functions including be known as the Council Policy Committee, which shall preparing the agenda for Council meetings and also acting for the Council in all matters within the Council’s jurisdiction between Council meetings, as provided in the Bylaws. The President and the Secretary
of the SOCIETY, as ex officio members, shall serve as Chair and Secretary, respectively of this committee.

ARTICLE VII VII
Board of Directors

Section 1.

a. A Board of Directors shall be the legal representative of the SOCIETY and as such shall have, hold, and administer all the property, funds, and affairs of the SOCIETY.

b. The Board of Directors shall be composed of the President, the President-Elect, the most recent Past President (all ex officiis), six District Directors, one elected from each of six geographical Districts by the membership of the Districts from which they are to serve as provided in the Bylaws, and six Directors-at-Large elected by the Council, shall be the legal representative of the SOCIETY, and, as such, shall have, hold, and administer all the property, funds, and affairs of the SOCIETY pursuant to Public Act 358 “To Incorporate the AMERICAN CHEMICAL SOCIETY” passed by the 75th Congress, 1st Session, and approved August 25, 1937. The Executive Director Chief Executive Officer shall be a nonvoting ex officio member of the Board of Directors. (1/1/01)

Sec. 2.

a. The Board of Directors shall hold not fewer than four meetings annually, and may hold additional meetings, on reasonable notice, upon the call of the President of the SOCIETY or of the Chair of the Board of Directors or upon the written request of any three Directors.

b. The Board of Directors shall make a report to the Council at each meeting of the Council with respect to the general state of the SOCIETY and administrative actions taken by it in the interim period between Council meetings.

Sec. 35.

a. The term of a District Director shall be three years. (1/1/01)

b. The term of a Director-at-Large shall be three years. (1/1/69)

c. No Director shall serve more than a total of three terms consecutively and after a third term shall not be eligible for reelection until a period of two years has elapsed. (1/1/72)

d. A three-year ex officio term as President-Elect, President, and most recent Past President shall normally be considered as equivalent to an elected term as a Director. However, a Director who is elected to serve as President-Elect, President, and most recent Past President during a third consecutive term as a Director, or in the year immediately following such third consecutive term as Director, shall complete the ex officio term on the Board even though this exceeds the time of a normal term. The two-year lapse period before election again as a Director shall still apply. (11/18/91)

Sec. 46.

Any statement purporting to express the position of the SOCIETY on any public matter shall require the approval of the Board of Directors to be official. Statements on public matters may be issued by any other SOCIETY unit or body as provided in the Bylaws. (11/13/78)

ARTICLE VIII IX
Publications

Section 1.

The SOCIETY shall issue or sponsor such publications as in the judgment of the Board of Directors will best carry out the SOCIETY’s objects Purposes, as stated in Public Act 358 “To Incorporate the AMERICAN CHEMICAL SOCIETY” passed by the 75th Congress, 1st Session, and approved August 25, 1937. One of such publications issued by the SOCIETY shall be designated by the Board of Directors as the official organ of the SOCIETY for the dissemination to its members of information about SOCIETY business.
ARTICLE IX
Meetings of the SOCIETY

Section 1.
The SOCIETY shall hold one annual meeting and such other meetings as are necessary to carry out its objects Purposes.

Sec. 2.
a. The time and place of the annual meeting shall be fixed by the Board of Directors and notice thereof shall be sent by the Executive Director Chief Executive Officer to each member of the SOCIETY at least three weeks previous to the date of said meeting. (11/23/71)
b. The time and place of any meeting other than the annual meeting of the SOCIETY shall be fixed by the Board of Directors upon the advice of the Council, provided that at least three weeks’ notice thereof is given to the membership.
c. At any meeting of the SOCIETY 200 members shall constitute a quorum.

ARTICLE X
Units, Committees, and Other Bodies of the SOCIETY

Section 1.
The SOCIETY may establish units, committees, or other bodies of the SOCIETY in order to carry out its Purposes.

Sec. 2.
Local Sections, which are units that are defined geographically, may be established as described in the Bylaws.

Sec. 3.
Divisions, which are units that are defined by common interest(s), may be established as described in the Bylaws.

Sec. 4.
International Chemical Sciences Chapters, hereinafter referred to as “International Chapters”, which are units that are defined geographically, may be established as described in the Bylaws.

ARTICLE XI
Finances

Section 1.
The SOCIETY is authorized to assess dues and fees as described in the Bylaws and the Standing Rules. Each member of the SOCIETY shall pay dues as provided in the Bylaws. (1/1/63)

Sec. 2.
The financial year of the SOCIETY shall be from January 1 to December 31, inclusive.

Sec. 3.
There shall be an annual apportionment of funds to Local Sections and Divisions as provided in the Bylaws and the Standing Rules. (11/21/88)

ARTICLE XII
Bylaws
Section 1.

The Council shall make such Bylaws not in conflict with this Constitution as may be necessary for the proper governance of the SOCIETY. Such Bylaws shall require the confirmation of the Board of Directors, and shall become operative when so confirmed unless a later date is specified.

Sec. 2.

The Bylaws may be amended by the Council in the manner provided in the Bylaws. The Board of Directors shall confirm or reject each such amendment no later than its next regular meeting within ninety days. (7/17/68)

ARTICLE XIII XVIII
Amendments to the Constitution

Section 1.

The Constitution may be amended by the Council in the manner provided herein. Any petition for amendment of this Constitution, and along with the reasons therefor for the proposed amendment, shall be submitted in writing to the Council, through the Executive Director Chief Executive Officer of the SOCIETY, over the signatures of not fewer than 10 voting Councilors or not fewer than 25 members of the SOCIETY. The petition may include a recommended effective date. (11/23/71)

Sec. 2.

a. Each petition for amendment shall be considered for the first time at that meeting of the Council, which follows provided that the Chief Executive Officer receives the petition prior to the that Council meeting, receipt of the petition by the Executive Director of the SOCIETY. The Executive Director Chief Executive Officer shall refer the petition to the Committee responsible for the on Constitution and Bylaws, Governing Documents Function and, with the advice of the Council, the Committee responsible for the Committee on Committees Function, to other appropriate Elected and/or Standing Committees of the Council as defined by the Standing Rules and/or Society Committees. One committee shall be designated by the Chief Executive Officer as having primary substantive responsibility. The substance of the petition shall appear on the open meeting agenda of these committees for discussion, and the petition shall appear on the Council agenda for consideration. Except as provided below, the petition shall not be voted on at the first Council meeting at which it is considered. (11/12/79)

b. A petition may be withdrawn within thirty days following the Council meeting at which a petition was presented for consideration or was acted upon by recommittal to the committee with primary substantive responsibility or referral to other committee(s). Such withdrawal must be made by an original petitioner or the chair of the committee assigned primary responsibility for substantive review may by notifying the committee responsible for the Council Committee on Constitution and Bylaws Governing Documents Function, through the Executive Director Chief Executive Officer, of a recommendation that the petition be withdrawn. If the committee responsible for the Council Committee on Constitution and Bylaws Governing Documents Function concurs, then not less than twelve weeks prior to the following Council meeting next following, that the Committee on Constitution and Bylaws shall report its recommendations and rationale to the Executive Director Chief Executive Officer, of the SOCIETY who shall transmit them to each petitioner. A signed request for withdrawal must be received by the Executive Director Chief Executive Officer at least eight weeks prior to the Council meeting for a petitioner’s name to be removed from the list. If the number of remaining petitioners falls below 50 percent of the original number, and if this remaining number no longer satisfies the requirements specified in Section 1 of this Article above, the petition shall be considered withdrawn and shall not be included for action in the agenda of the Council meeting. (11/14/84)
c. Not less than twelve weeks prior to the Council meeting next following that at which the petition was first considered, the Committee responsible for the Governing Documents Function shall report its recommendations to the Executive Director Chief Executive Officer of the SOCIETY not less than twelve weeks prior to the next Council meeting. The Executive Director Chief Executive Officer who shall transmit them to the petitioners directly or, if more than 50 signatures appear on the petition, through the official organ of the SOCIETY. The form of the petition so recommended shall be placed on that next Council agenda for vote, and shall stand in place of the original petition. The original petition, unchanged or modified to include any of the recommended changes only, also shall be placed on the Council agenda should such a request be received from a majority of the petitioners not later than eight weeks prior to the Council meeting. Should the Council not adopt the recommendations of the Committee responsible for the Governing Documents Function, it shall act immediately upon the original petition. (6/26/73)

d. Within thirty days after the Council meeting at which a petition to amend the Constitution and/or Bylaws has been presented for consideration, opponents of the proposed petition may submit written arguments to the chair of the committee which has been assigned primary substantive responsibility for the petition. The chair shall prepare summaries of these arguments and of any rebuttals by proponents, for inclusion, in association with the proposed amendment, in the agenda of the Council meeting at which action is to be taken. The Chair of the Society Committee responsible for the finances, as described in the Standing Rules, shall prepare a financial impact statement which also shall appear in the Council agenda when action is to be taken on the petition. (11/12/79)

e. The petition may be voted on at the first Council meeting at which it is considered, as a matter of urgency. Each petition to be presented for urgent action must be so designated in the agenda for that Council meeting. Such immediate action may be taken only if the Council determines by a minimum of three-fourths (3/4) vote that sufficient urgency exists. In taking immediate action, the Council shall act on the original petition unless the Committee responsible for the Governing Documents Function shall submit to the Council an alternate proposal, in which case the Council shall act first upon the alternate proposal. (7/17/68)

f. Each petition for amendment of the Constitution shall require both the approval of the Council and ratification by vote of the membership of the SOCIETY for adoption, but no such petition shall be submitted to the membership unless first approved by the Council. (7/17/68)

If the Council approves the petition, the amendment shall be submitted to the membership for vote at the time of the next SOCIETY election, except that the Council may rule that the ballots be distributed at an earlier date. In any balloting on Constitutional amendments, an opportunity shall be provided for proponents and opponents of the petition to submit statements of their respective positions. Summaries of such statements shall be prepared by the Committee responsible for the Governing Documents Function Committee on Constitution and Bylaws and included with the ballot. The balloting shall be conducted according to the requirements specified in the Bylaws. (11/15/04)

Sec. 3.

The Executive Director Chief Executive Officer shall communicate the results of the vote to the President, and to the members through the official organ of the SOCIETY. No amendment shall be ratified unless two-thirds (2/3) of the members voting on the proposal vote in its favor. Each amendment shall become effective when ratified unless a later date is specified. (11/12/79)
ARTICLE XIV  XIX
Effective Date

This Constitution shall become effective on the first day of January 1948. [The date will be entered upon final adoption, confirmation, and ratification of changes to the Constitution, Bylaws, and Standing Rules.]