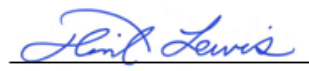




APPROVED AS AMENDED*

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
DIVISION OF MEDICINAL CHEMISTRY
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name**

This organization shall be known as the Division of Medicinal Chemistry (hereinafter referred to as the “Division”) of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the “SOCIETY”).

**BYLAW II
Objects**

Section 1. The objects of the Division shall be those of the SOCIETY as stated in the Charter and Constitution of the Society. In particular, the objects of the Division shall be the promotion of research in the discovery and development of new medicinal agents and, by its meetings, professional contacts, reports, papers, discussions and publications, to encourage the advancement and dissemination of knowledge of the chemistry and biological activity of substances useful in medicine.

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

Section 3. The Division 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
Members and Affiliates**

*Effective June 24, 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; www.acs.org/bulletin5).

Section 1. Membership in the Division is open to all members of the SOCIETY. Any member of the SOCIETY may join the Division by enrolling with the Division and paying the established annual dues as mentioned elsewhere in these bylaws.

Section 2. A Society Affiliate may become a Society Affiliate of the Division provided that Division dues established for Society Affiliates are paid. A Society Affiliate may not vote for or hold an elective position or vote on Articles of Incorporation or bylaws of the Division. A Society Affiliate may not serve as a voting member of the Executive Committee. Society Affiliates may be appointed as committee chairs.

Section 3. The Division may have Division Affiliates as authorized in the Constitution and Bylaws of the SOCIETY. A Division Affiliate shall retain affiliate status only so long as payment is made of Division Affiliate dues of not less than two dollars (\$2.00) per annum. A Division Affiliate shall have all the privileges of membership in the Division, as provided in the Division bylaws, except that of holding an elective position in the Division, voting on Articles of Incorporation and bylaws, serving as a member of the Executive Committee or equivalent policy-making body, or voting for Councilors or Alternate Councilors.

Section 4. Members and affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY.

Section 5. STUDENT MEMBERS may not serve as Councilors, Alternate Councilors, or Temporary Substitute Councilors.

Section 6. Any member or affiliate may resign from membership in the Division by submitting a resignation in writing to the Secretary of the Division; any dues previously paid shall not be reimbursed.

BYLAW IV

Officers, Executive Committee, and Councilors

Section 1. The officers of the Division shall be MEMBERS of the SOCIETY and the Division and shall consist of the Chair, Vice-Chair, 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 Division and as such shall have full power to conduct, manage, and direct the business and affairs of the Division in accordance with the Constitution and Bylaws of the SOCIETY and these bylaws. The Executive Committee shall consist of the officers of the Division, the Immediate Past Chair, the Councilors, the Program Chair, the Membership and International Relations Chair, and non-voting members as described elsewhere in these bylaws.

- a. The Executive Committee shall appoint a liaison to foreign societies of medicinal chemistry, who will serve a two year term. In conjunction with the Division's Chair of its Membership and International Relations Committee, the foreign liaison shall facilitate relationships with medicinal chemistry societies outside the United States. The foreign liaison shall be a non-voting member of the Executive Committee.
- b. The Editor-in-Chief of *Annual Reports in Medicinal Chemistry* and the Editor(s)-in-Chief of the *Journal of Medicinal Chemistry* shall be appointed by the Executive Committee as

liaisons between their respective publications and the Division. These individuals shall be non-voting members of the Executive Committee.

Section 3. 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.

- 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 Division, to appoint all committee chairs and committee members except as stated elsewhere in these bylaws, and to carry out the duties required by the Constitution and Bylaws of the SOCIETY.
- b. The duties of the Vice-Chair shall be to assist the Chair in advancing the development and activities of the Division and to carry out all those duties required by the Constitution and Bylaws of the SOCIETY. In the absence of the Chair, the duties of the office shall devolve upon the Vice-Chair. The Vice-Chair shall be Chair of the Long-Range Planning Committee. Vice-Chairs shall alternate biennially, whenever possible, between MEMBERS in academia and MEMBERS in industry as described elsewhere in these bylaws. The term for Vice-Chair shall be one year, after which time the Vice-Chair shall succeed to the Chair.
- c. The duties of the Secretary shall be to keep a record of the minutes of the meetings of the Division, the Executive Committee, and the Long Range Planning Committee, and to carry out the duties required by the Constitution and Bylaws of the SOCIETY and by the Executive Committee of the Division. The Secretary shall be in charge of public relations. With the assistance of the Treasurer, the Secretary shall maintain a list of members and affiliates, to send to members and affiliates such notices as the business of the Division may require. The Secretary shall publish a Division newsletter twice a year, which shall be sent to all members and affiliates of the Division. The Secretary shall maintain the Division web site, archives of minutes, abstracts, forms, rosters and newsletters. Together with the Treasurer, the Secretary shall submit a report to the Division at its annual open business meeting and an annual report of the Division to the Committee on Divisional Activities through the Executive Director of the SOCIETY. All elections for office and changes in office shall be certified promptly by the Secretary of the Division to the Executive Director of the SOCIETY. The term of office for Secretary shall be three years.
- d. The Treasurer shall have charge of the funds of the Division, keep an accurate record of all receipts and disbursements, receive dues, and make those disbursements approved by the Executive Committee. The Treasurer shall assist the Secretary in maintaining a list of members and affiliates and in sending to members such notices as the business of the Division may require. Together with the Secretary, the Treasurer shall present a report to the Division at its annual meeting and shall submit an annual report of the Division to the Committee on Divisional Activities through the Executive Director of the SOCIETY. In addition, the Treasurer shall discharge such other responsibilities and reports as are required by the Constitution and Bylaws of the SOCIETY and by the Executive Committee of the Division. The term of office for Treasurer shall be three years.

Section 4. Vacancies

- a. In the event of a vacancy in the office of Chair, the Vice-Chair 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 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 Division shall be followed.
- c. An interim appointee to the vacated office of Vice-Chair shall not automatically succeed to the office of Chair. At the next election, both a Chair and a Vice-Chair shall be elected.

Section 5. Councilors, Alternate Councilors, and Temporary Substitute Councilors

- a. The Division shall have Councilors and Alternate Councilors as provided in the Constitution and Bylaws of the SOCIETY.
- b. The Division's Councilors and Alternate Councilors shall carry out those duties assigned to them by the Constitution and Bylaws of the SOCIETY.
- c. 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. Current elected officers of the Division may not serve as Councilors and Alternate Councilors until their current terms have been completed.
- d. In the event that a Councilor is unable to attend a specified meeting of the Council of the SOCIETY, the Chair of the Division 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. If every Councilor and Alternate Councilor of the Division will be absent from a Council meeting, thus leaving the Division without representation at such meeting, the Executive Committee may designate one MEMBER of the Division 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 Divisions.
- 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 V **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 Division in accordance with the Bylaws of the SOCIETY or at a regular meeting of the Division provided there is a quorum present as described elsewhere in these bylaws.

Section 2. The Chair and Vice-Chair of the Division shall serve for a term of one year beginning on January 1 or until their successors are elected. At the end of the Vice-Chair's term of office, the succession shall be as follows: if the Vice-Chair is from academia, the Vice-Chair shall succeed to

the office of Chair for one year; if the Vice-Chair is from industry, the Vice-Chair shall succeed to the office of Program Chair for two years, then Chair for one year. Therefore, with the historical succession, the Chair will be from academia every other year and from industry in alternate years. At the end of the Chair's term, the Chair shall be Immediate Past Chair for one year. The Secretary and Treasurer shall serve for a term of three years 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.

Section 3. At least two months in advance of the spring meeting of the SOCIETY, the Chair shall appoint a Nomination Committee of three members in good standing, none of whom shall be current officers or members of the Long Range Planning Committee, to select one or more nominees for each office to be filled. The members of the Nomination Committee shall only be known to the Chair of the Division. If possible, at least two individuals shall be selected for each vacancy for the office of Councilor, with the candidate receiving the second-most votes to be named Alternate Councilor. It is most desirable that nominees for the office of Councilor be experienced with matters of both the SOCIETY and the Division. The report of the Nomination Committee shall be given at the spring Executive Committee meeting of the Division.

Section 4. In September of each year, the Nomination Committee shall report to the membership its nominations for each office to be filled. Prior to October 15, any member of the Division 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 Committee. All candidates nominated shall have indicated willingness to serve if elected. The candidates for Vice-Chair shall alternate biennially between MEMBERS from academia and MEMBERS from industry.

Section 5. 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 Division 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 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 shall be announced by the Division Chair as soon as possible after the election, and also published in the Division's newsletter and/or on the Division'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 VI

Recall of Elected Officials

Section 1. The elected officials of the Division (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 Division. In the event the Chair is the official in question, the Vice-Chair 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 Division 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 rolls. 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. Division 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 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 VII Committees

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

Section 2. The Division shall have the following standing committees: Membership and International Relations, Long Range Planning, Nomination, Program.

- a. The Membership and International Relations Committee Chair shall be appointed by the officers and shall serve a term of three years. The term may be renewed upon approval of the Executive Committee.
- b. The Vice-Chair shall be Chair of the Long Range Planning Committee.
- c. The Program Chair shall be responsible for arranging programs of the Division at national meetings of the SOCIETY.

BYLAW VIII Meetings

Section 1. The Division shall hold at least one meeting at each national meeting of the SOCIETY, unless the Executive Committee votes otherwise, provided that the requirements for a minimum number of meetings as specified in the SOCIETY's Bylaws shall be met.

Section 2. The annual business meeting of the Division shall be held at the time of a national meeting of the SOCIETY. The Executive Committee shall set the order of business for business meetings of the Division. The order of business may be suspended by a majority vote of the members present.

Section 3. The Division may hold special business meetings upon the written request of a majority of the Executive Committee or upon the written request of 15 members of the Division. 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 business meetings of the Division, 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.

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 shall consist of a majority of the 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 Division. A quorum for the transaction of business at a Division meeting shall consist of 15 members of the Division. No business shall be conducted in the absence of a quorum.

Section 7. The fee for registration at any special meeting shall be decided by the 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 IX **Finances**

Section 1.

- a. Members of the Division shall pay annual 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. A member of the Division who is in arrears in payment of dues for one year shall be removed from the rolls.
- b. Society Affiliates may be assessed annual dues in an amount set by the Executive Committee.
- c. The annual dues of Division 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 Division may raise or collect funds to be expended for Division 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 Division may receive donations or bequests made to it, and may expend or invest the same on behalf of the Division. Such expenditures or investments shall be made by the Treasurer of the Division 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 X **Publications**

Section 1. The Division may establish and sponsor any new publications for the promotion of materials of interest to the membership after obtaining prior approval from the Board of Directors of the SOCIETY. Such publications shall be edited in a manner consistent with the objectives of the SOCIETY and in accordance with the Bylaws of the SOCIETY and the Regulations of the Board of Directors.

Section 2. The editors and Editorial Board of each publication published or sponsored by the Division shall be selected by and responsible to the Executive Committee.

Section 3. Publications of the Division shall be made available under such conditions as the Executive Committee provides upon prior approval by the Board of Directors of the SOCIETY.

BYLAW XI Presentation of Papers

Section 1. The Executive Committee shall be responsible for the selection of papers to be presented at meetings of the Division. It may delegate this authority to a Division member or to a committee created for this purpose.

Section 2. The rules for papers presented before meetings of the SOCIETY as outlined in the Bylaws and Regulations of the SOCIETY shall govern this Division.

BYLAW XII Affiliation with Other Technical Organizations

Section 1. The Division may affiliate with other technical organizations that cover a specified portion of the general field of the Division, both domestically and in countries outside of the United States, 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 Division, 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 affiliations with the technical organization shall become effective upon authorization by the Executive Committee of the Division, by the Council Committee on Divisional 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 Division's Executive Committee. Affiliations shall terminate after five years unless reauthorized by the Executive Committee. The term of each subsequent reauthorization shall not exceed five years.

BYLAW XIII Amendments

Section 1. A petition to amend the bylaws may be initiated by the Executive Committee or by a petition signed by at least 25 members of the Division. If the proposed amendment is approved by the Executive Committee, 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 Executive Committee or a majority of the petitioners, the Secretary shall, as soon as practical, distribute the amendment(s) to each member of the Division at least two weeks before the next business meeting of the Division at a national meeting of the SOCIETY or with a notice of a ballot on the amendment.

Section 2. If a proposed amendment is not approved by the Executive Committee and if the petition is signed by at least 25 members of the Division, 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 Division. 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 Division 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 Division 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 Division, 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 XIV

Dissolution of Division

Upon dissolution of the Division, any assets of the Division remaining thereafter shall be conveyed to such organization then existent as is dedicated to objects similar to those of the Division and the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY, so long as whichever organization is selected by the governing body of the Division 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 Division's dissolution.