

FAQ – for BYLAWS

The ACS Governing Documents (Bulletin 5), bylaws templates for Divisions, Local Sections, and International Chemical Sciences Chapters, status reports, and other useful information can be found at www.acs.org/bulletin5. If you have any questions, contact the Committee on Constitution and Bylaws (C&B) at either 202-872-4071 or bylaws@acs.org.

Affiliates.

An affiliate is “A person who is not eligible to be a member of the SOCIETY may become a Society Affiliate of the SOCIETY, hereinafter referred to as a “Society Affiliate,” as provided in the Bylaws.” Also, “A person who is neither a member nor a Society Affiliate may become an affiliate of either a Local Section or Division of the SOCIETY as provided in the Bylaws.” [Constitution Article V]

Articles of Incorporation.

If a unit is incorporated, the unit’s bylaws must be in accordance with its Articles of Incorporation. The initial mention of the name of the Section or the Division in the TITLE does not need to include “Inc.” or “Incorporated” unless otherwise required by local law.

ASSOCIATE MEMBERS (see STUDENT MEMBERS)

Effective June 30, 2009, the ASSOCIATE MEMBER category was removed from the ACS Governing Documents (Bulletin 5).

Ballots (What are the rules for the order of names on ballots?)

C&B recommends that names on the ballots (nominees) be selected by lot, which is a best practice, rather than listing names in alphabetical order. Some Divisions and Local Sections still have in their bylaws that names are listed in alphabetical order; while this is permissible, C&B recommends that this be changed. Vendors who do electronic balloting have the capability to rotate names on the ballots, or the Divisions or Sections could give them the order. For ACS’s national elections, the names are rotated by the vendor; for votes by Council, the names are selected by lot on the Council floor; for elected committees, the nominees are put in alphabetical order. Again, the best practice is to list the names in order selected by lot.

BYLAW vs. ARTICLE

Only the SOCIETY’s Constitution should refer to Articles; for units, the appropriate term within their bylaws is “bylaws” [lowercase]. Each bylaw header within unit bylaws should be labeled BYLAW [all capital letters] [Roman numeral]. [Also see “Effective date of bylaws” below.]

Bylaws vs. bylaws

Only the SOCIETY’s Bylaws should have an initial capital letter; use all lowercase for unit bylaws. Bylaws should be one word, not hyphenated.

Bylaws (How do I update my Local Section or Division bylaws?)

Either contact C&B at bylaws@acs.org or go to www.acs.org/bulletin5 for OPTIONS to update your bylaws.

Bylaws (How do I make changes to the Society’s Bylaws?)

See Petitions.

Candidates – What if there is an insufficient number of candidates for the slate?

Some units have difficulty in getting members (or MEMBERS if required by their bylaws) to be candidates for elected positions. Bylaws generally specify how nominations are to be made, typically by a nominating committee with the option of petition or floor nominations. It is the responsibility of the Nomination Committee to develop an appropriate slate of nominations. The Executive Committee may find it necessary and helpful to assist the Nomination Committee to get candidates.

Capitalization (What are some common errors in capitalization?)

Bylaws (only the Society's Bylaws are cited with an initial capital letter); bylaws (unit bylaws are cited in lowercase except that BYLAW headers are in all capital letters); Chair-Elect; ex officio; Executive Committee; Immediate Past Chair; Councilor; Alternate Councilor; Articles of Incorporation (if they refer to specific ones); Section; SOCIETY (use all capital letters in unit bylaws because it's defined this way); Society (use only an initial capital letter for other uses); and Vice-Chair.

Chair

On November 25, 1996, ACS members ratified the change of "Chairman" to "Chair" in the SOCIETY's Constitution, and in December 1996, the Board confirmed the change in the Bylaws and Regulations.

Constitution and Bylaws vs. C&B

Constitution and Bylaws (each is cited with an initial capital letter to refer to the Society's Constitution and/or Bylaws). When referring to the Committee on Constitution and Bylaws, it should be spelled out, using "and" since this is the official name of the committee, as cited in the Society's Bylaws. Only use "C&B" after the full committee name has been used in text; usually this is initially cited in parentheses after the full committee name.

Councilors and Alternate Councilors

- a. They are elected, not appointed; also, there should be the same number of Alternate Councilors as Councilors. [Bylaw III, Section 1, e, (1) - (5)] "Councilors shall be elected in separate years, whenever possible, to provide for a rotation of terms in accordance with the Constitution of the SOCIETY." The term is generally three years, but a Councilor and/or Alternate Councilor may be elected for a shorter term if necessary to restore rotation; however, it must be clear to the Councilor and/or Alternate Councilor before the election that they will be elected for a reduced number of years to provide for staggered/rotation of terms. [Constitution Article VII, Sec. 5.]

(How do you remove Councilors and/or Alternate Councilors from office?)

- b. Even though Councilors and Alternate Councilors are elected by Divisions and Local Sections, they are considered officers of the Society and not officers of Division and Local Section. In some cases, units have waited until the end of their terms, or have asked that the Secretary of the Society get involved. The Council Policy Committee (CPC) is in the process of drafting recall procedures.

Dates

Use numerals without ordinal endings, e.g. January 3 (*not* January 3rd).

Dissolution

Specific language is cited in the bylaws Templates and also in the Society's Bylaw VII, Section 15 for Local Sections and BYLAW VIII, Sec. 8 for Divisions.

Division Affiliates

No person who is not a member of the AMERICAN CHEMICAL SOCIETY shall become a member of any Division; but Divisions may provide in their bylaws to have Division Affiliates, not members of the SOCIETY, who shall be entitled to all the privileges of membership in the Division, as provided in the Division bylaws, except that of holding an elective position of the Division, or voting on Articles of Incorporation and bylaws for the Division, or serving as a member of its Executive Committee or equivalent policymaking body, or voting for Councilor(s) or Alternate Councilor(s) from the Division. In their bylaws, Divisions may either provide or withhold the privilege of voting by Division Affiliates for an elective position (other than Councilor or Alternate Councilor) of the Division. A Division Affiliate shall retain affiliate status only so long as payment is made of Division dues of not less than two dollars (\$2.00) per annum. [Bylaw II, Sec. 2]

Effective date of bylaws

For new Local Sections, Divisions, Chapters, the date that Council approves these is the effective date unless a specific date is requested. When bylaws are amended, the effective date is usually the date that the bylaws are certified by C&B; however, the unit may request a specific date when the bylaws would take effect. The following statement is usually in the bylaws:

Amendments to these bylaws, after adoption by the Division/Section/Chapter, 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.

Electronic balloting

ACS approved electronic balloting in fall 2004. However, if a unit's bylaws specifies "mail", "signature", or "envelope", the unit must conduct its elections via U.S. mail. C&B has defined "mail" in bylaws as via U.S. mail, not email. Bylaws do not need to specify "electronic ballot"; if just "ballot" is used, the unit may conduct its elections via electronic balloting. Contact C&B at bylaws@acs.org for a list of electronic balloting services.

Elections

Even if there is an uncontested slate, the election may not be made by acclamation. Ballots must be used. Balloting and voting must follow the SOCIETY's fairness requirements per Bylaw V, Sec. 11, c; here is text from the Template: 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.

Executive Committee

In most bylaws, the Executive Committee is the governing body of the unit and as such has the full power to conduct, manage, and direct the business and affairs of the unit in accordance with the Constitution and Bylaws of the SOCIETY and the unit's bylaws. Also see "One person" (Can one person hold two different positions?)

Hyphens

Do not use hyphens for bylaws, Bylaws, hardcopy, subcommittee, and cosponsor. Do use a hyphen for Vice-Chair.

Local Section Affiliates

No person who is not a member of the AMERICAN CHEMICAL SOCIETY shall become a member of any Local Section; but Local Sections may provide in their bylaws to have Local Section Affiliates, not members of the SOCIETY, who shall be entitled to all the privileges of membership in the Local Section, as provided in the Local Section bylaws, save that of voting for or holding an elective position of the Local Section, voting on Articles of Incorporation and bylaws for the Local Section, or serving as a member of its Executive Committee or equivalent policy-making body. A Local Section Affiliate shall retain affiliate status only so long as payment is made of Local Section dues of not less than two dollars (\$2.00) per annum. [Bylaw II, Sec. 1]

Mail

C&B has defined “mail” as using the U.S. Postal Service to mail the physical item. The bylaws Template now uses “distribute” or “send”.

MEMBERS vs. members

In certain sections of unit bylaws, it is necessary to differentiate between members, MEMBERS, and STUDENT MEMBERS. The word in lowercase letters (members) indicates both MEMBERS and STUDENT MEMBERS. When all capital letters are used (MEMBERS or STUDENT MEMBERS) this indicates only one group or the other. [Also see STUDENT MEMBERS].

Multiple positions

See One person below.

Name of Division, Local Section, and International Chapter

The unit’s name in BYLAW I must be the name as approved by Council, which is also the name that is in their Articles of Incorporation IF the unit is incorporated. The initial mention of the Section or the Division in the TITLE does not need to include “Inc.” or “Incorporated”.

National Affiliates

See Society Affiliates because National Affiliates is no longer a category.

Newsletter (Should we provide a print or electronic newsletter for non-dues paying members?)

In the past, C&B and OLSA (Office of Local Section Activities) agreed that a Local Section may send to its non-dues paying members, only the electronic version, but it’s up to their Executive Committee.

Numbers

C&B follows the *ACS Style Guide* for numbering: delete parentheses, e.g. “ten (10)”, except for fractions: two-thirds (2/3). Use cardinal numbers for 10 and greater (e.g. 10 members), except for measures of time (e.g. thirty days).

Objects

This word, which is a legal term, should be used as a plural word. The bylaws should not use “Objective” or “Object”.

One person (Can one person hold two different positions?)

Some bylaws permit that one person hold two positions: “The Secretary and Treasurer positions may be held by the same person.” For other situations, C&B does not recommend that one person be listed on a ballot for more than one position. However, if this is necessary

and if this is not prohibited in the unit's bylaws, the Executive Committee might decide to permit this. In some smaller Sections, they might have one MEMBER running for Councilor and also for an officer position. Even though the MEMBER might serve in two official capacities, they are entitled to only one vote on the Executive Committee.

Order of the names on a ballot
See Ballots.

Partial term
See Councilors and Alternate Councilors.

Percent
In late 2014, C&B removed "percent" from its bylaws templates and bylaws certified after the fall 2014 meeting because the percent of a number can change daily. FYI: the word, "percent" and not the symbol is consistent with the SOCIETY's Bylaws. Exception: IF the percentage is less than one, include the example after the words, e.g. one-half percent (0.5%). This is mostly used in the Society's Bylaws.

Petitions to amend the ACS Constitution and/or Bylaws
How do I submit a petition? Refer to the last few pages in the ACS Governing Documents (Bulletin 5): www.acs.org/bulletin5. The petition deadline is 16 weeks before the Council meeting.

- Things to consider when submitting a petition:
1. Is the petition consistent with ACS's Charter, Constitution, and Bylaws (and not in conflict with the Regulations)? If not, what changes to you recommend?
 2. Do the changes meet the intent of the petitioners as stated in their Explanation?
 3. Are the proposed amendments clear and unambiguous and will they stand alone without the Explanation, which does not become a part of the ACS Governing Documents?
 4. Is there a better way to achieve the intent of the petitioners, with more succinct language?
 5. Should any part(s) of the petition be voted on separately, or one at a time, in sequence, rather than as the petition in whole?

Proxies
These are not allowed.

Quorum
You must abide by your bylaws. If a quorum is not included in your bylaws, you must abide by *Robert's Rules of Order Newly Revised*, for which this is defined as a "majority" of its members.

Recall Process
Specific language is recommended in the BYLAWS Templates for Local Section and Divisions. Be sure that the recall procedures do NOT include Councilors and Alternate Councilors, which are covered under the SOCIETY's Bylaws.

Section

This can refer to the Section number within bylaws, but can also refer to a Local Section.

Slate

See Candidates.

Society vs. SOCIETY

In bylaws, SOCIETY is defined in BYLAW I, so SOCIETY should be in all capital letters in bylaws. In other documents, Society should be cited with an initial capital letter.

Society Affiliates

In this case, “Society” should not be in all capital letters. Society Affiliates may not vote for or hold an elective position of the Section, vote on Articles of Incorporation and bylaws of the Section, or serve as a voting member of the Executive Committee. Also see Local Section Affiliates and Division Affiliates, which have different rights.

STUDENT MEMBERS

Effective June 30, 2009, the “new” membership category is STUDENT MEMBERS (not ASSOCIATE MEMBERS). According to the SOCIETY’s Constitution and Bylaws, units may decide whether or not to permit STUDENT MEMBERS to vote and/or hold office. STUDENT MEMBERS shall be entitled to all privileges of membership except that of holding an elective position of the SOCIETY. STUDENT MEMBERS may not serve as Councilors, Alternate Councilors, or Temporary Substitute Councilors, but if so permitted in the unit bylaws, they may be appointed as committee chairs. The term, “members” includes STUDENT MEMBERS. Also see MEMBERS vs. members.

Terms of office

See the bylaws Template (www.acs.org/bulletin5). Also refer to the unit’s bylaws.

Units

When C&B refers to “units”, which is also used in the ACS Governing Documents, this term includes Divisions, Local Sections, and International Chemical Sciences Chapters.

Vacancies

Refer to your unit’s bylaws. Bylaw V, Sec. 8, e, gives permissible options; also refer to C&B’s bylaws Template. The following is an example from the bylaws of one Local Section: Section 3. In the event of a vacancy in the office of Chair, the Chair-Elect shall assume the added duties of the Chair for the unexpired term. **All other vacancies** shall be filled by the Executive Committee from among the **MEMBERS** (or members) **by interim appointment for the period up to the next annual election**, at which time the Section shall elect a MEMBER to fill out the unexpired term, if any. In the event the office of Chair-Elect is filled by such interim appointment, the Section shall elect both a Chair and a Chair-Elect at its annual election.

Send comments, corrections, or additions to this list to bylaws@acs.org.

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