

CONSTITUTION

Excerpt from: ACS Governing Documents (Bulletin 5) as Revised through January 2017

CONSTITUTION, Article VIII

Board of Directors

Section 1.

A Board of Directors composed of the President, the President-Elect, the most recent Past President (all ex officio) six District Directors, one elected from each of six geographical Districts as provided in the Bylaws, and six Directors-at-Large, 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 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. 3.

a. The Board of Directors shall elect one of its members to be Chair of the Board of Directors. In the event of the inability of the Chair to

qualify or function in this office, the President shall serve as Chair pro tem. (11/18/91)

b. The Board of Directors shall elect the Executive Director, the Secretary, and the Treasurer of the SOCIETY and shall determine the policies under which they operate. The Secretary the Treasurer shall be administratively responsible to the Board of Directors through the Executive Director. (1/1/77)

c. A vacancy in the office of Chair of the Board of Directors, Executive Director, Secretary, or Treasurer, caused by death, resignation, or failure to qualify, shall be filled by the Board of Directors. (1/1/77)

d. The Board of Directors shall determine the salaries, if any, which shall be paid to the officers of the SOCIETY, but no officer shall vote on any question involving that officer's salary. (11/18/91)

Sec. 4.

a. The Board of Directors shall elect an Executive Committee from its membership. The Executive Committee shall have full power to act for the Board of Directors between Board meetings. The Executive Director shall serve as a nonvoting ex officio member of the Executive Committee. (1/1/78)

b. The Board of Directors shall be represented from its membership on Society Committees as provided in the Bylaws. (1/1/78)

c. By joint resolution with the Council, the Board of Directors may establish Other Joint

Board-Council Committees as provided in the Bylaws, to serve purposes which both bodies determine to be appropriate. (3/1/79)

d. The Board of Directors shall provide for such other committees from its membership as it deems necessary to aid it in the performance of its functions. (1/1/78)

e. The Board of Directors may provide for other committees to consider and report upon matters within the field of the SOCIETY and within the field of Board responsibility, membership to be unrestricted except as the Board may specify. (7/11/60)

f. Each Board Committee, Society Committee, and Other Joint Board-Council Committee shall report to the Board of Directors periodically, but not less than once each year, in such manner as the Board may specify and in accordance with a schedule to be set from time to time by the Board of Directors. (3/1/79)

Sec. 5.

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) 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. 6.

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 body as provided in the Bylaws. (11/13/78)