

NOTES for the Virginia Section from C&B:

THIS IS A CLEAN VERSION with all text in black font except if given as OPTIONAL as noted below.

For **choices** that are highlighted in **yellow**, you **MUST** make the choices and give numbers where noted, and decide whether or not to include the **OPTIONAL** text. C&B's **comments** and notes are in brackets and **orange font**. If you wish, you may delete all "FYI's" in the attachment before your members vote on the bylaws.

Since the Section reviewed its bylaws and proposed changes, C&B created a bylaws Template for Sections to submit proposed changes. We added language from your current bylaws AND your proposed changes to the Template. We hope that we have captured all your desired changes. We ask you to check that this has been done, although we have re-ordered many of the bylaw sections and noted these changes. Also, even though we use "Sec." below, C&B spells out "Section" in the bylaws.

SEE NEXT STEPS in the email that accompanies these marked-up bylaws.

***BYLAWS OF THE VIRGINIA SECTION OF THE AMERICAN CHEMICAL SOCIETY**

BYLAW I Name

This organization shall be known as the Virginia 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 particular, the objects shall be to encourage in the broadest and most liberal manner the advancement of chemistry in all its branches; to promote research in chemical science and industry; to improve the qualifications and usefulness of chemists through high standards of professional ethics, education, and attainments; and by its meetings, professional contacts, reports, papers, discussions, and publications, to promote scientific interests and inquiry, especially among pre-graduate students, 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.

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

***Effective ~~June 30, 2008.~~ TBD by C&B.** 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 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.

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.

Section. 5. Neither a Society Affiliate nor 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. [OPTIONAL: Society Affiliates may be appointed as committee chairs.]

BYLAW V Officers, Executive Committee, and Councilors

Section 1. The officers of the Section shall be MEMBERS of the SOCIETY and the Section shall consist of the Chair, Chair-Elect, Vice-Chair, Secretary, Treasurer and members of the Board of Trustees.

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 Alternate Councilors, the chairs of the standing committees and as non-voting members, members of the Board of Trustees and other members of the Section who may be appointed by the Chair of the Section. [QUESTION TO Section: since members of the Board of Trustees are elected positions, do

you want them to be members of the Executive Committee? If so, you may specify that they be voting or non-voting members of the Executive Committee; we've added "members of the Board of Trustees" in green font above, OR move this AFTER "standing committees" if you want them to be voting members.] 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.

Section 3. The duties of the officers shall be those customarily performed by such officers, 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 Section, 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 Chair-Elect shall be to assist the Chair with the direction and management of the Section, to coordinate and arrange each meeting, serve on each Award committee, coordinate all section awards, and ensure the purchase and presentation of each meeting speaker with a gift, which by tradition is a Jefferson Cup with the name of the speaker and date of the meeting. In the absence of the Chair, the duties of the office shall devolve upon the Chair-Elect. The term of office for the Chair-Elect shall be one year, after which time the Chair-Elect shall succeed to the Chair.
- c. The duties of the Vice-Chair shall be to prepare the meeting schedule and speakers for the following year and to coordinate any publicity for the Section with the publicity committee. The term of office for the Vice-Chair shall be one year. The Vice-Chair shall not automatically succeed to the Chair-Elect, for which Chair-Elect is an elected position.
- d. 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 submit a report to the Section at its annual meeting, 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.
- e. 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 three years; reelection is permissible. [COMMENT: We noted that the term of office for your Treasurer is three years. This is fine and we left it as is, but we wanted to point out that most sections have a term of office of one year for this position. Since reelection is permissible, it seems to be a long term and you might not get someone to run for this office.]

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.
- 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 Sections.

[CHOOSE one of the following three and delete the others; most choose the first one]:

- 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.
- f. Any vacancy in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term in a predetermined order of succession from among Alternate Councilors and/or unsuccessful candidates for these positions in the following manner: [INSERT HERE details of the order of succession.]
- f. Any vacancy in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term by means of a special election held in a manner similar to that used for regular elections as specified elsewhere in these bylaws.

BYLAW VI Manner of Election and Terms of Office

Section 1. Elected officers of the Section shall serve for a term of one year, except as noted elsewhere in these bylaws, beginning on January 1 or until their successors are elected. At the end of the Chair-Elect's term of office, the Chair-Elect shall succeed to the office of Chair. Officers, Councilors, and Alternate Councilors shall be elected by a ballot of those eligible to vote. [IF your Secretary and Treasurer are elected for two years, you might consider adding this OPTIONAL sentence: The Secretary and Treasurer shall be elected in alternate years, whenever possible. COMMENT: You might consider the optional sentence if you change the term of Secretary and Treasurer to two years.]

Section 2. The Board of Trustees, as mentioned elsewhere in these bylaws, shall consist of three MEMBERS of the Section, each elected for a term of three years, in a manner to produce rotation. Terms shall begin on January 1 following their election.

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 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 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. 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 Section Chair as soon as possible after the election, and also published in the Section's newsletter and/or on the Section'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 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 five 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 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 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 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. 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 with the 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. 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 VIII Committees

[FYI: the original Sec. 1 was moved to BYLAW V, Sec. 3, and edited.]

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

Section 2. The Section shall have the following standing committees as described [below and] elsewhere in these bylaws: Audit, Awards, Education, Finance, [and] Nomination, and Program. To carry out the objects of the Section, there shall be **at least one committee** charged with each of the following: programs, the concerns of members and membership, service to and education of pre-college and college chemistry students, and the advancement of chemistry in Virginia. [QUESTION: does this **one committee** have a name that you want to add to the list of standing committees?

Sec. 3. The Nominations Committee shall consist of not fewer than three members including, when possible, the Immediate Past Chair of the Section.

Sec. 4. The Audit Committee shall provide for an annual audit of the records of the Treasurer.

BYLAW IX Meetings

Section 1. The Section shall hold regular meetings at places, times, and intervals 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 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 3. The Section may hold special business meetings upon the written request of a majority of the Executive Committee or at the written request of 15 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 to be transacted. No other business shall be transacted at such meetings.

Section 4. Meetings of the Executive Committee and business meetings of the Section, 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. 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 25 members of the Section. No business shall be conducted in the absence of a quorum.

Section 6. 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. The Board of Trustees shall be authorized and directed by the Executive Committee to hold or invest funds or to sell securities in the name of the Section. A report to the Section shall be made annually or upon request of the Chair of the Section.

Sec. 5. An annual audit of the books of the Treasurer and of any other transactions regarding the Section's funds shall be conducted by the Audit Committee of 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 if practical, 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 the Executive Committee and if the petition is signed by at least 15 members of the Section, it shall if practical, 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.

BYLAW XII

Dissolution of the Section

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.