

BYLAWS OF THE DETROIT SECTION, INCORPORATED
OF THE AMERICAN CHEMICAL SOCIETY, INC.

Effective March 2, 1982. Approved as amended by the Committee on Constitution and Bylaws, acting for the Council of the American Chemical Society

BYLAW ARTICLE I - NAME

The name of this corporation shall be the Detroit Section of the American Chemical Society, Incorporated. The Detroit Section is hereinafter referred to as the "Section;" the American Chemical Society is hereinafter referred to as the "SOCIETY". ~~The name of this corporation shall be the Detroit Section, Incorporated, of the AMERICAN CHEMICAL SOCIETY, hereinafter referred to as the "Section." The AMERICAN CHEMICAL SOCIETY, parent society of the Section, is hereinafter referred to as the "SOCIETY." The name of this corporation shall be the Detroit Section, of the American Chemical Society, hereinafter referred to as the "Section", Incorporated The American Chemical Society, parent society of the Section, is hereinafter referred to as the the "Society").~~

BYLAW ARTICLE II - TERRITORY

The geographical territory covered by the Section shall be that assigned to it by the SOCIETY, Society, in accordance with the Society's Constitution and Bylaws. ~~The Section shall have its headquarters at Detroit, Michigan.~~

BYLAW ARTICLE III - OBJECTS

~~The object of the Section 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.~~

Section 1. The objects of the Section shall be those of the SOCIETY as stated in the Constitution of the SOCIETY.

Section 2. Nothing in these bylaws shall be inconsistent with the Charter, Constitution, and Bylaws of the SOCIETY or the Section's Articles of Incorporation.

BYLAW ARTICLE IV - MEMBERSHIP AND AFFILIATION

Section 1. The rolls of the Section shall include those MEMBERS, ASSOCIATE STUDENT MEMBERS and ~~National~~ Society Affiliates of the SOCIETY residing within the territory of the Section, provided that 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 by the Constitution and Bylaws of the SOCIETY.

Section 3. MEMBERS, ~~ASSOCIATE~~STUDENT MEMBERS, ~~National~~ Society Affiliates, and Local Section Affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY. ~~ASSOCIATE~~STUDENT MEMBERS may not hold elective positions or serve as temporary substitute councilors. ~~National~~ Society Affiliates and Local Section Affiliates may not vote for or hold elective positions, or -vote on articles of incorporation and bylaws, ~~or serve as members of the Executive Committee.~~

BYLAW ARTICLE V - ORGANIZATION

Section 1. The officers of the Section shall be ~~a~~Chairman, ~~a~~Chairman-Elect, Secretary and a Treasurer.

Section 2. The Section shall have Councilors and Alternate Councilors ~~to represent the Section in the Council of the Society~~ as provided in the Constitution and Bylaws of the SOCIETY~~Society~~.

Section 3. The Executive Committee shall constitute the Board of Directors of the Section. The Executive Committee shall consist of the officers, the immediate past ~~last former~~ Chairman ~~remaining in the Section~~, the Councilors and Alternate Councilors, the Chairmen Chairs of the standing committees, ~~the Secretary Elect, the Treasurer Elect, the Business manager~~ Editor of the Detroit Chemist, ~~the Resident Agent~~, one member of the Board of Trustees, and one ~~representation~~ representative of each affiliate group which may be operative within the Section. The Vice-Chairmens of the standing~~Standing~~ committees may serve as alternate members of the Executive Committee, and in the absence of their respective Chairmens, shall be considered as members of the Executive Committee to constitute a quorum.

BYLAW ARTICLE VI - MANNER OF ELECTION AND TERMS OF OFFICE

Section 1. The ~~Chairman-Elect, the Secretary and the Treasurer,~~ the Secretary and the Treasurer, ~~the Secretary Elect and the Treasurer Elect~~ of the Section shall be elected annually for a term of one year, and shall so serve until their ~~successors~~ successors ~~take~~takes office. Councilors and Alternate Councilors shall be elected annually for a term of three years. All elected officers, Councilors and Alternate Councilors shall take office on January 1 of the year following their election. The ~~Chairman-Elect shall be ex-officio Vice-Chairman (with vote) and shall become Chairman for the year following the term as Chair-Elect.~~ In the event ~~any of the offices~~ the office of Chair ~~the~~ becomes vacant, the ~~respective Chairman-Elect, Secretary Elect, or Treasurer Elect~~ shall complete the ~~respective~~ term for the remainder of the year and continue in that office for the regular term during the following year.

Section 2. Except as otherwise provided herein, the Executive Committee of the Section shall

fill any vacancy in its body and any vacant office by the appointment of any qualified ~~member~~ **MEMBER** of the Section, and such ~~members~~ **MEMBERS** so appointed shall serve until the next annual election.

Section 3. The Executive Committee shall appoint no less than five **Section** members to the Nominating Committee by March 1 of each year. This Committee shall report at ~~an~~ the Executive Committee meeting just preceding the **Section's** annual meeting, submitting for each office to be filled by election the names of one or more members willing to serve. In the case of Councilors and Alternate Councilors separate elections shall be held. The Nominating Committee will submit at least one more nominee than the number of vacancies both for the offices of Councilor and Alternate Councilor. An incumbent Alternate Councilor may be nominated for other Section offices, and, if elected, must resign as Alternate Councilor. Any vacancy in the position of Councilor or Alternate Councilor shall be filled at the time of the next annual ~~mail ballot~~ election. The vacancy may be filled until this election takes place by appointment by the Executive Committee of the Section. The Nominating Committee shall request biographical information from all nominees and shall submit this by September 1 to the Secretary for distribution with the ballots. If not received by this date, the candidate's name will appear without biographical information.

Section 4. The Nominating Committee shall publish the slate of nominees in the May issue of the Detroit Chemist indicating that additional nominations by petition of MEMBERS of candidates willing to serve may be submitted to the Secretary until June 30. Each such nomination must be endorsed by at least one percent of the Section membership. Biographical information concerning such candidates shall be received by September 1 by the Secretary for distribution with the ballot. If not received by this date, the candidate's name will appear without the biographical information.

Section 5. A MEMBER may be a nominee for only one office elective position.

Section 6. By ~~September 20~~ **October 15** of each year, the Secretary shall prepare and ~~mail~~ **distribute** to each member a ballot containing the names of the nominees and biographical information, ~~together with a blank envelope and an addressed return envelope~~. This ballot shall be **voted in a manner consistent with the Constitution and Bylaws of the SOCIETY** ~~marked in the usual manner, placed in the blank envelope, and this in turn in the addressed return envelope which shall be signed by the member and returned in time to be received by the Secretary no later than 12:00 o'clock noon on October 20~~ **November 15**. The Secretary shall collect all ballots and give them to a Tellers Committee appointed by the Chairman. This committee shall count the ballots and report the results of the election to the Secretary. A plurality of the valid ballots cast shall be sufficient for election. The names of the elected officers shall be published in the Detroit Chemist. ~~The list of member of the Executive Committee shall show the declining order of votes received for Councilor and Alternate Councilor.~~ The Executive Committee shall resolve tie votes for all offices by secret ballot. ~~When there is a change in the number of Councilors and Alternate Councilors allowed by official membership count of the Section, the Executive Committee shall fill all Councilor and Alternate Councilor positions for terms to~~

~~begin the following January first 1 by adding or dismissing Alternate Councilors or Councilors on the basis of the declining order of votes received by candidates for these positions at the previous election.~~

Section 7. ~~No member of the Nominating Committee may also serve on the Tellers Committee in the same year nor may he/she be nominated for office that year.~~ **A candidate for a contested election may not serve on the Tellers Committee.**

Section 8. In the case of a tie vote for any elective position, the Executive Committee shall, by secret ballot, select from among the tied candidates.

Section 9. The Secretary shall certify to the Executive Director of the SOCIETY not later than December 1 of each year the names, addresses, and terms of office of Councilors, Alternate Councilors and other officers elected by the Local Section.

BYLAWARTICLE VII - DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

Section 1. The duties of the several officers shall be such as usually pertain to their offices together with those required by the Constitution and Bylaws of the ~~SOCIETY~~Society and such other duties as may be given them from time to time by the Executive Committee.

Section 2. The Treasurer shall receive and deposit all funds paid to the Section in the name of the Section, and shall disburse funds of the Section upon authorization by the Executive Committee.

Section 3. The Treasurer ~~shall~~ **may** be bonded at the Section's expense.

Section 4. As soon as possible after the close of each calendar year, the Treasurer for the past year shall submit to the Executive Committee a complete financial report covering the affairs of the Section for the past year. The Secretary shall ~~have copies of this financial report available for inspection at each meeting of the Executive Committee and shall~~ upon request ~~mail~~ provide a copy to any member of the Section.

Section 5. The Chair~~man~~ shall appoint an Auditing Committee of at least two members who shall examine the books, vouchers, and report of the Treasurer and shall report their findings to the Executive Committee.

Section 6. The Executive Committee shall be the governing body of the Section and, as such, shall have full powers to conduct, manage and direct the business and affairs of the Section in accordance with the Constitution and Bylaws of the ~~Society~~SOCIETY and these ~~bylaws~~Bylaws.

Section 7. The Chair~~man~~ of the Section shall serve as Chair~~man~~ of the Executive Committee.

BYLAWARTICLE VIII - COMMITTEES

Section 1. The standing committees shall be: Midgley Award, Bylaws, Career Services, Environmental & Safety, Education, Government Affairs, Kids and Chemistry, Long Range Planning, Industrial Relations, Hospitality, Membership, Program, Minority Affairs, National Chemistry Week, Project SEED, Professional Relations, Public Relations, Women Chemists, Younger Chemists, Chemistry Olympiad, Recognition, and Publications. Chairmen of these committees shall be appointed by the Section Chairman. Vice Chairmen of these committees may be appointed by the Chairman Elect of the Section.

~~Section 2. The Publication Committee shall consist of a Chairman, Business Manager, Editor of the Detroit Chemist, Web Based Information Manager, and additional members considered necessary by the Chairman of the Section. The offices of Chairman of the Publication Committee, Business Manager and/or Editor of the Detroit Chemist may be held by one person.~~

Section 3. All committees not otherwise provided for in these bylaws may be appointed by the Chairman of the Section, as required for its operation.

~~Section 4. The Program Committee shall consist of a Chairman, a Vice Chairman and at least two additional members. It shall be the responsibility of the Chairman Elect, Treasurer Elect and Secretary Elect to appoint these people.~~

BYLAW ARTICLE IX - MEETINGS

Section 1. Meetings of the members of the Section shall be held as deemed necessary to accomplish the objects of the Section at times and places designated by the Executive Committee.

Section 2. The Annual Meeting shall be held in May of each year. A quorum for the Annual Meeting shall consist of 15 members.

Section 3. The Section may hold special meetings at the call of the Executive Committee or at the written request of fifteen members of the Section. The notices of special meetings shall state the exact nature of the business to be considered and no other business shall be transacted at such meetings. Timely notice of these meetings shall be sent to each member and affiliate of the Section. A quorum for transaction of business at these meetings shall consist of at least fifteen members of the Section.

Section 4. The Executive Committee shall meet after timely notice as may suit its convenience, upon call of the Chairman or upon request of a majority of its members.

Section 5. All meetings of the Executive Committee shall be open to attendance by any member of the Section. Such members, not members of the Executive Committee, shall have the privilege of the floor when recognized by the Chairman but shall not have the privilege of offering motions, voting, or otherwise entering into the business of the meeting.

Section 6. A quorum for an Executive Committee meeting shall consist of eight members of the

Committee.

Section 7. 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. ~~The parliamentary procedure for all Section meetings, unless specifically provided for in these Bylaws, shall be in accordance with the latest edition of Roberts' "Rules of Order."~~

BYLAW ~~ARTICLE~~ X - DUES AND DONATIONS

Section 1. All members and Society Affiliates may be assessed such voluntary local dues as the Executive Committee shall determine ~~before February first of each year.~~

Section 2. All Local Section Affiliates may be required to pay dues of not less than two dollars (\$2.00) per annum as the Executive Committee shall determine.

Section 3. Donation of funds, property or other assets of the Section amounting to more than 5% of the Section's assets ~~\$250.00~~ in any fiscal year shall be made only upon authorization by the membership. A two-thirds majority of the members voting shall constitute authorization ~~provided this two-thirds majority is equivalent to at least twenty-five percent of the members of the Section.~~

BYLAW ~~ARTICLE~~ XI AMENDMENTS

~~These Bylaws may be amended as follows: A proposed amendment may be submitted at any time by the Executive Committee or In writing, signed by at least fifty members of the Section, to the Secretary. The proposed amendment shall be published in the next issue, or the one immediately following, of the Detroit Chemist with the exact wording of the section or sections it replaces. Within ten days after the date of mailing of the Detroit Chemist, the Secretary shall present the proposed amendment to the membership for a decision by letter ballot. A two-thirds majority of the members voting, provided this two-thirds majority constitutes twenty-five percent of the members of the Section, shall be necessary for adoption.~~

Section 1. A proposed amendment to these bylaws must be first submitted [in writing] to the Executive Committee, or may be initiated by the Executive Committee. If it is approved by a majority of the Executive Committee, the Secretary shall submit proposed changes to the Committee on Constitution and Bylaws for an initial review. After further changes are made and approved by the Executive Committee, the Secretary shall distribute to all member of the Section with the proposed amendment(s) at the time when notice of the next meeting of the Section is given.

Section 2. Following announcement of the proposed amendment at a meeting of the Section and provided that due notice of the impending vote is given, the amendment will be adopted at the subsequent meeting of the Section if it receives an affirmative vote by two-thirds (2/3) of the members present. A quorum for transaction of such business shall consist of at least fifteen members of the Section.

Alternatively, or in the absence of a quorum at the meeting during which the vote is scheduled, a distributed ballot may be used provided that both the current language and the amended language of the affected bylaw(s), together with an explanation of the change(s), have been published or accompany the ballots. A deadline date, at least 3 weeks after distribution of the ballots, shall be specified for return of the ballots to the Secretary or other designated officer of the Section. The amendment is adopted by an affirmative vote of two-thirds (2/3) of the valid ballots returned.

Section 3. Any amendment not approved by the Executive Committee within thirty days from the time it is submitted thereto, may be brought to a vote of the membership in the aforementioned manner by a petition signed by not less than twenty members of the Section whose current dues have been paid to the SOCIETY.

Section 4. The amendment shall become effective upon approval by the Committee on Constitution and Bylaws acting for the Council unless a later date is specified.

ARTICLE BYLAW XII - PUBLICATIONS

The official publication of the Section shall be known as the Detroit Chemist. It shall contain notices of meetings, other official communications and announcements of the Section and such other matters as the Publication Committee may deem proper and as permitted by the Constitution and Bylaws of the ~~Society~~ SOCIETY.

ARTICLE XIII—GROUPS

~~Members of the Section, National Society Affiliates, and Local Section Affiliates interested in a specialized field of chemistry may, with the approval of the Executive Committee, organize a distinct group within the Section for the purposes of providing more frequent scientific discussions in their field of specialization and more intimate social contacts between chemists in this field than can be provided in the general meetings of the Section.~~

ARTICLE XIV—AFFILIATIONS

~~The Detroit Section may affiliate with the Engineering Society of Detroit through its Affiliate Council in accordance with the Bylaws of the American Chemical Society.~~

BYLAW XIII – RECALL OF ELECTED OFFICIALS

Section 1. The elected officials of the Section (Officers or 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 elected by Local Sections.

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 (5) voting 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 Office of 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 present the issue to the Executive Committee as a new business item at the next Executive Committee meeting.

(a) The Executive Committee shall promptly continue the recall process or dismiss the petition as ill-founded or find an alternative solution to the problem. The Chair shall promptly inform the petitioners and the official of the decision of the Executive Committee.

(b) If the proceedings continue, the Chair shall assign the duties of the official to another qualified member of the Section until the issue is resolved.

(c) If the proceedings continue, the official shall be offered an opportunity to answer the allegations in the petition before the Executive Committee.

Every reasonable effort shall be made to contact the official throughout this procedure. That effort shall include a certified letter to the last known address on the official SOCIETY membership rolls. Upon notification, the official shall have thirty (30) days to make a written response to the allegations. The Executive Committee shall decide whether 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 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 of the Executive Committee.

d. If the proceedings continue, the official shall choose one of the following options:

(1) The official may resign.

(2) The official may request a recall vote in the same manner as the original election, which must be consistent with the Section bylaws. The voting membership 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 given to the voting membership before the vote is taken.

(3) The official may request a hearing and a recall vote by the remaining members of the Executive Committee. A two-thirds (2/3) vote of the remaining members of the Executive Committee shall be required to recall the official.

(4) 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 membership of the Section and the Executive Director of the SOCIETY shall be informed of the results of the recall process and the replacement of the official.

BYLAW XIV ARTICLE XV BOARD OF TRUSTEES

Section 41. The Board of Trustees shall be the custodian of the Investment Fund and of any other funds of permanent character, such as an endowment fund or the like, which may be established by the Executive Committee. All decisions regarding investments shall have the approval of a majority of all members of the Board of Trustees. ~~All checks shall be signed by the Treasurer of the Detroit Section upon receipt of an invoice signed by the Chairman of the Board of Trustees and the Chairman of the Section. Double access to safety deposit boxes shall be maintained. The bond of the Treasurer of the Section shall include the total liquidating value of all investments.~~

Section ~~4~~ **2**. The Board of Trustees shall consist of five ~~Members~~ MEMBERS of the Section qualified to hold an elective position plus the Section Treasurer and the Section Chair~~man~~ during their term of office. They shall be elected by the Executive Committee in such a manner as to produce rotation in office and shall be responsible to the Executive Committee. Each year one Trustee shall be elected for a term of five years by the Executive Committee at the first meeting of the committee and other Trustees shall be elected from- time to time to fill unexpired terms due to vacancies on the Board of Trustees.

Section ~~2~~ **3**. Trustees shall be eligible for reelection on expiration of their terms of office.

Section ~~3~~ **4**. The Board of Trustees shall elect its own Chair~~man~~, Secretary, Treasurer, and one of its members as a representative to and as a member of the Executive Committee of the Section. Meetings of the Board of Trustees shall be held at the call of its Chair~~man~~ or of two Trustees ~~and~~ at the time and place designated in said call. A majority of all of the members of the Board of Trustees shall constitute a quorum.

Section 5. The Board of Trustees shall invest, reinvest or deposit the funds entrusted to its custody in accordance with the following restrictions:

(a) Depositories shall be any commercial or savings bank in which deposits are insured through an agency of the government (currently Federal Deposit Insurance Corporation)

or any Savings and Loan Association in which deposits are insured through an agency of the government (currently Federal Savings and Loan Insurance Corporation). Deposits shall be limited in amount to the insurable maximum.

(b) Investments shall be in securities issued by the government of the United States, and in common or preferred stocks, debentures, bonds, or investment trusts, provided that securities of the issuing companies have been so issued for at least the preceding ten years with a record which indicates in the judgment of the Board that the investment is a prudent one. Due regard shall be given to diversification of investments, ease of liquidity, safety, capital appreciation and protection from depreciation in value from inflationary trends. No purchase shall be made at any time on margin. No short selling shall be engaged in.

(c) If at any time it becomes necessary for the Executive Committee to consider requesting return to the general fund of the Section any funds entrusted to the Board of Trustees, the following procedure shall be followed:

1. After mutual consultation and exchange of information, the Executive Committee may by a vote of a simple majority of a quorum of the Executive Committee members present request any funds entrusted to the Board of Trustees be returned to the general fund of the Section
2. Upon receipt of such a request, the Board of Trustees shall within 30 days, or such longer period as the Executive Committee may specify, return any funds entrusted to its care to the general fund of the Section.
3. If it is necessary to liquidate any investments to comply with such a request it will be the responsibility of the Board of Trustees to select the investment(s) to be liquidated.

Section 6. The Board of Trustees shall keep written minutes and shall make a financial report of each fund in its custody at any meeting of the Executive Committee or Detroit Section when so requested two weeks in advance by the presiding officer of the Executive Committee. An annual financial report of the Board of Trustees shall be provided to the Treasurer of the Section by January 31 by the Chairman of the Board of Trustees.

Section 7. Members of the Board of Trustees may be removed from office by the Executive Committee by majority vote of a quorum providing all members of the Executive Committee have been notified prior to the Meeting that removal of a member of the Board of Trustees will be on the agenda.

Section 8. The Board of Trustees, as such, shall have no managerial authority, except as expressly provided for in this Article.

BYLAW XV ~~ARTICLE XVI~~ - LIQUIDATION

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 Section, ~~as provided in Article II of its Bylaws elsewhere in these bylaws, as is~~ dedicated to the perpetuation of objects similar to those of the ~~American Chemical Society~~ **AMERICAN CHEMICAL SOCIETY**, or to the ~~American Chemical Society~~ **AMERICAN CHEMICAL SOCIETY**, so long as whichever organization is selected by the governing body of the 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.