

**\*BYLAWS OF THE  
CENTRAL ARKANSAS SECTION  
of the  
AMERICAN CHEMICAL SOCIETY**

**BYLAW I. Name**

Section 1. This organization shall be known as the Central Arkansas 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 are those of the SOCIETY as stated in the Charter and Constitution of the SOCIETY. Additionally, the objects would be the encouragement and advancement of chemistry in all its branches; and by its meetings, events, activities, reports, papers, discussions and publications, to promote scientific interest and inquiry.

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

**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, STUDENT MEMBERS, and 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 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 dues as assessed by the Section and specified elsewhere in these bylaws.

Section 3. The members and affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY.

Section 4. A Society Affiliate or a Local Section Affiliate may not vote for or hold an elective position or vote on Articles of Incorporation or bylaws of the Section. Society Affiliates may be

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appointed as Committee Chairs and may serve on the Executive Committee in a non-voting capacity. A Local Section Affiliate may not serve as a member of the Executive Committee.

## **BYLAW V. Officials**

Section 1. The officers of the Section shall be MEMBERS of the SOCIETY and the Section shall consist of Chair, Chair-Elect, Secretary, and Treasurer. The Secretary and Treasurer positions may be combined.

Section 2. The Section shall have Councilors and Alternate Councilors as provided in the Constitution and Bylaws of the SOCIETY. Only MEMBERS of the SOCIETY and the Section may serve as Councilors or Alternate Councilors. In the event any Councilor is unable to attend any Council meeting of the SOCIETY, the Councilor shall so notify the Secretary at least three weeks in advance of such Council meeting, whereupon the Secretary shall proceed to secure a substitute for that meeting in accordance with the provisions of the SOCIETY.

Section 3. The Executive Committee shall consist of the officers of the Section, the Councilors and Alternate Councilors, and the most recent Past Chair who is not otherwise an official and who is a MEMBER of the Section.

Section 4. The duties of officers, Councilors, and Alternate Councilors shall include all those required by the Constitution and Bylaws of the SOCIETY.

Section 5. The Chair-Elect, the Secretary, and the Treasurer of the Section shall be elected annually for a term of one year and each shall so serve until a successor qualifies. Councilors and Alternate Councilors shall be elected for a three-year term in such a manner as to produce rotation. The officers and councilors shall take office on January 1 of the year for which they are elected.

Section 6. The Chair shall preside at the meetings of the Section and of the Executive Committee, except that in the absence of the Chair the Chair-Elect shall preside at any such meeting. In the absence of both the Chair and Chair-Elect, a Councilor previously appointed by the Chair for the purpose shall preside.

Section 7. The Chair-Elect shall become Chair for a one-year term immediately following a term as Chair-Elect.

Section 8. The Secretary shall keep a record of the proceedings of the Section and of the Executive Committee, shall perform those duties and prepare and submit those reports required by the Constitution and Bylaws of the SOCIETY, and shall perform all other duties usual to the office. The Secretary shall be allowed such sums for clerical assistance as may be approved by the Executive Committee.

Section 9. The Treasurer shall handle all funds belonging to the Section, shall receive and deposit all funds paid to the Section in the name of the Section, shall disburse funds of the Section upon vouchers approved by three members of the Executive Committee, shall keep adequate records, shall make such reports to the SOCIETY as required, and shall perform all other duties usual to the office. In the absence of the Treasurer, the Chair is authorized to receive

and deposit funds paid to the Section in the name of the Section, and to disburse the funds of the Section upon vouchers approved by three members of the Executive Committee. The Treasurer and the Chair shall be bonded in a suitable manner if, when, and as the Executive Committee so provides. The fiscal year of the Section shall be the calendar year.

Section 10. No salary shall be paid to any officer of the Section, but expenses incurred by officials and committees in the performance of their duties may be paid by the Section, if so approved by the majority of the Executive Committee.

#### **BYLAW VI. Committees**

Section 1. The Executive Committee shall be an executive standing committee to have charge of and conduct the affairs of the Section, and shall have charge of all funds and property of the Section and of all other matters not otherwise provided for in these bylaws. A quorum shall be a minimum of two-thirds (2/3) of Executive Committee members for all transactions of business. A majority of the members of the Executive Committee present shall be necessary to approve all business, except the approval of vouchers, as provided elsewhere in these bylaws. Minutes of all meetings of the Executive Committee shall be taken by the Secretary of the Section, and shall be open to the inspection of any member of the Section in good standing.

Section 2. There shall be a Program Committee, which shall arrange programs and secure speakers for the meetings of the Section. The Chair-Elect shall be chair of this committee, and the Chair of the Section shall be a member ex officio. The Chair of the Section shall appoint the other members.

Section 3. There shall be a Nominating Committee as provided for elsewhere in these bylaws.

Section 4. There shall be an audit of the books of the Treasurer immediately after the close of the fiscal year. No member of the Executive Committee shall carry out the audit; rather, an independent auditor will be charged with auditing the books and submitting a report to the Executive Committee.

Section 5. The Chair shall appoint such other ad hoc committees from time to time as shall be deemed desirable by the Section to aid in conducting the affairs of the Section.

Section 6. The Chair may remove any committee appointee for stated cause. An appeal may be made to the Executive Committee.

Section 7. The establishment of ad hoc committees, and the appointment of all committees and ad hoc committees shall be effective upon the approval by a majority vote of the Executive Committee.

#### **BYLAW VII. Meetings**

Section 1. The Section shall hold regular meetings each year as called by the Chair and organized in cooperation with the Program Committee. The Chair shall call a special meeting upon a written request of at least 10 percent of the members of the Section and presented to the Chair at least two weeks in advance of such special meeting and setting forth the date of such

special meeting. Documentation of the request is required, and must include the names of the members making the request.

Section 2. Notice of each meeting of the Section shall be distributed to all members and affiliates not less than one week in advance of such meeting.

Section 3. A quorum for regular and special meetings of the Section shall consist of 10 percent of the members of the Section. In the absence of a quorum, regular and special meetings may not conduct business, but may receive reports and may be presented and discussed on an informal basis.

Section 4. The parliamentary authority for all meetings of the Section shall be the most recent edition of *Robert's Rules of Order Newly Revised* for all matters not specified in these bylaws or in the SOCIETY's documents.

### **BYLAW VIII Manner of Election**

Section 1. Officers, Councilors and Alternate Councilors shall be elected by a ballot of those eligible to vote. The candidate receiving the largest number of votes for each office 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.

Section 2. At the September meeting, the Nominating Committee shall report nominations for each office to be filled. At that meeting any member of the Section may nominate additional candidates for office from the floor, if the nomination is seconded by another member present. Nominations so made shall be equally valid from the Nominating Committee. All candidates nominated shall have indicated willingness to serve if elected. The nominations shall be closed by an approved motion from the floor.

Section 3. 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. A paper ballot will be mailed to any member who does not have access to electronic balloting.

Section 4. The tabulation of ballots will be completed not later than November 15. The results of the election of officers, Councilor, and Alternate Councilor shall be tabulated by the Nominating Committee. The results shall be announced by the Chair at the November or February meeting and also published in the February issue of the Section's newsletter and/or on the Section's website. The results shall also be certified to the Executive Director of the SOCIETY.

Section 5. 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.

Section 6. Adequate time is provided for nominations and elections as hereinbefore described. Current membership status and authenticity of the voter shall be verified. A record of each vote cast shall be retained as provided for elsewhere in these bylaws. All members shall have equal

access to the balloting process during the period when the election is conducted.

Section 7. The candidate who receives the highest number of votes for each office shall be declared elected to that office. Councilor candidates shall be listed in the order of number of votes received. The candidates for Councilor receiving the highest number of votes will be elected Councilor and those next in order will be elected Alternate Councilor. The Chair shall inform all candidates of the election results and shall arrange for transmitting this information to all members and affiliates of the Section.

Section 8. In the event of a tie for any elective office, such tie shall be resolved by vote of the Executive Committee from among the tied candidates. Members of the Executive Committee who are tied candidates shall not participate in the resolution of ties involving themselves.

Section 9. All challenges to the election results must be brought in writing to the Chair within ninety days from the announcement of the election results. The challenge should include specific and reasonable substantiating evidence, cosigned by at least five members of the Section. In the event the challenge is brought after the newly elected officers have taken office, the Immediate Past Chair shall receive the challenge and shall assume the duties of the office of Chair with respect to the challenge until the issue is resolved.

Section 10. If for any reason it shall be impossible to execute the provisions of these bylaws regarding the times and dates of nominations and election, the Executive Committee shall arrange for nominations and elections to be conducted in a timely manner in accordance with the SOCIETY's Constitution and Bylaws.

Section 11. No MEMBER shall be eligible to hold more than one elective position at one time except as provided elsewhere in these bylaws.

Section 12. Upon the occurrence of a vacancy in the office of the Chair, the Chair-Elect will serve as Chair *pro tempore* during the term of office. In the event that the office of Chair-Elect shall become vacant, except as hereinbefore provided, at the next meeting of the Section nominations shall be accepted from the floor, and a new Chair-Elect elected by ballot at the meeting from the nominations provided. In the event that any vacancy occurs in the membership of the Executive Committee, and provision is not made elsewhere in these bylaws for filling such vacancy, such vacancy shall be filled until the next annual election by a majority vote of the remaining members of the Executive Committee.

Section 13. The Chair shall retain all ballots or ballot results and related materials for at least ninety days after either the announcement of the results to the membership or the resolution of any disputes, whichever is later.

Section 14. Elections shall be completed and the results certified to the Executive Director of the SOCIETY by December 1, as required by the Constitution and Bylaws of the SOCIETY.

#### **BYLAW IX. Funds**

Section 1. All Society Affiliates assigned to the Section and members, except MEMBERS in emeritus status of the SOCIETY, may annually be assessed such voluntary Local Section dues as

the Section itself may decide. Any proposal to modify the assessment of Section dues shall be submitted to the membership and a majority of the votes received shall be required to impose such assessment.

Section 2. Local Section Affiliates shall pay annual dues, in advance, in an amount of at least the minimum amount provided in the Constitution and Bylaws of the SOCIETY and as the members of the Section itself may determine by majority vote from a proposal that shall be distributed to the membership by June 1 each year. The payment of a set dollar amount of such dues may continue to be required annually until modified by a new proposal approved as stated above.

Section 3. The Section shall submit to the SOCIETY, through its Treasurer, an annual report of its operations including an itemized statement of receipts and expenditures and investments of its funds in accordance with the Constitution and Bylaws of the SOCIETY.

Section 4. The Executive Committee may direct investment of surplus funds in accordance with its best business judgment.

### **BYLAW X Publications**

The Executive Committee may at its discretion enter into an agreement with one or more other Sections of the SOCIETY for the purpose of producing joint publications or engaging in joint activities for the benefit of the members of all Sections covered by the agreement. The Section shall have equal representation with the other Sections on any committee or board established to carry out such a purpose.

### **BYLAW XI. Amendments and Adoption**

Section. 1: A petition to amend the bylaws may be initiated by the Executive Committee, or by petition signed by at least 12 members or three percent of the members of the Section, whichever is larger. 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 distribute the amendment(s) to each member of the Section when [notice of the next meeting, or] notice of a ballot on the amendment, is provided.

Section. 2. If a proposed amendment is not approved by a majority of the Executive Committee, and if the petition is signed by at least 12 members or three percent of the members of the Section, whichever is larger, it shall, if practical, be submitted to the SOCIETY's Committee on Constitution and Bylaws for review before being submitted to the membership 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 distribute the amendment(s) to each member of the Section when notice of the next meeting, or notice of a ballot on the amendment, is provided.

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 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 Recall of Elected Officials**

Section 1. The elected officials of the Section (officers or elected members of the Executive Committee) 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 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 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.

- d. 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.

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. A simple majority shall be required to recall the official. 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 Board of 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 XIII. Diminution**

Upon diminution in the territorial size of the Section there shall be conveyed to that section, or sections, of the SOCIETY of which removed territory becomes a part, so much of the net assets of the Section as is proportional to the number of members of the Section in such territory, who do not formally retain affiliation with the Section at the time of such diminution, to the total number of members of the Section at the time of such diminution. In the event such diminution occurs without annexation of territory so removed to some other section of the SOCIETY, there shall be no transfer or conveyance of any assets away from the Section.

### **BYLAW XIV. Dissolution**

Upon the dissolution of the Local 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.