



APPROVED AS AMENDED*

by the Committee on Constitution and
Bylaws, acting for the Council of the
American Chemical Society, under the
authority of the ACS Governing Documents.


Philip Lewis
Secretary of the Council

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

**BYLAW I
Name**

This organization shall be known as the Rochester Section, Incorporated, (hereinafter referred to as the "Section") of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the "SOCIETY"). The Section is incorporated under the laws of the State of New York.

**BYLAW II
Purposes**

Section 1. The Purposes of the Section shall be those of the SOCIETY as stated in the ACS Governing Documents, which consist of the Charter, Constitution, Bylaws, Standing Rules, Schedule of Membership, and Regulations, and those as stated in the Section's Certificate of Incorporation. In particular, the Purposes shall be:

- a. to further the science of chemistry in all of its branches and phases;
- b. to serve the public in matters pertaining to chemistry;
- c. to encourage professional and social relationships among its members;
- d. to promote research in chemical science and industry;
- e. to improve the qualifications and usefulness of chemical practitioners through high standards of professional ethics, education, and attainments;
- f. to increase and share chemical knowledge through meetings, professional contacts, reports, papers, discussions, and publications;
- g. to promote scientific interest 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;
- h. to foster the improvements of the qualifications and usefulness of chemical practitioners through a high standard of professional ethics; and to advance the profession of chemistry through the involvement of its practitioners.

Section 2. Nothing in these bylaws shall be inconsistent with the ACS Governing Documents, except as otherwise required by law.

*Effective January 26, 2021. 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/govdocs).

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 STUDENT MEMBERS (hereinafter collectively referred to as “members”) and Society Affiliates of the SOCIETY and Local Section Affiliates (hereinafter collectively referred to as “affiliates”) residing within the territory of the Section provided that any exceptions to this rule shall be made in conformity with the ACS Governing Documents. Members and affiliates shall have such rights and privileges as are accorded them by the ACS Governing Documents and these bylaws.

Section 2. STUDENT MEMBERS shall be entitled to all privileges of membership including those of voting for and holding an elective position within the Section, voting on the Certificate of Incorporation and bylaws of the Section, serving as a voting member of the Executive Committee and being appointed as a committee chair. A STUDENT MEMBER may not serve as a Councilor, Alternate Councilor, or the Temporary Substitute Councilor, but may vote for any elected SOCIETY position, such as Councilor and Alternate Councilor.

Section 3. The Section may have Local Section Affiliates as authorized in the ACS Governing Documents. 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. A Local Section Affiliate may not (1) hold or vote for an elective position, (2) vote on Certificate of Incorporation and bylaws, (3) vote for the Councilor(s) or Alternate Councilor(s), or (4) serve as a voting member of the Executive Committee. A Local Section Affiliate may be appointed as a committee chair.

Section 4. A Society Affiliate may not (1) vote for or hold an elective position, (2) vote on the Certificate of Incorporation and bylaws of the Section, (3) vote for the Councilor(s) or Alternate Councilor(s), or (4) serve as a voting member of the Executive Committee. A Society Affiliate may serve on the Executive Committee in a non-voting capacity and may be appointed as a committee chair.

Section 5. Members and affiliates, which includes Society Affiliates and Local Section Affiliates, shall have such rights and privileges as accorded to them by the ACS Governing Documents and these bylaws.

BYLAW V Officers, Executive Committee, and Councilor(s)

Section 1. The officers of the Section shall be members of the SOCIETY and the Section and shall consist of the Chair, Vice-Chair, Secretary, and Treasurer. The Secretary and Treasurer positions may be held by the same person.

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 ACS Governing Documents and these bylaws. The Executive Committee shall consist of the officers of the Section, the Councilor(s) and Alternate Councilor(s), a maximum of six elected Members-at-Large, and as nonvoting members, the chairs of the standing committees. The Members-at-Large shall be members of the SOCIETY and the Section. If any of the ex officio Councilor(s) of the SOCIETY, as defined in the ACS Governing Documents, are members of the Section, they shall be ex officio members of the Executive Committee, but only as non-voting members.

Section 3. Elected officers of the Section and the Members-at-Large shall serve for a term of two years beginning on January 1 or until their successors take office . The Vice-Chair does not succeed to the office of Chair. The Chair and Vice-Chair shall be elected in the same year whenever possible. The incumbent of any position is eligible for reelection, except that the Chair and Vice-Chair are eligible to run only once for reelection to a consecutive two-year term.

Section 4. The duties of the officers shall be such as usually pertain to their offices, together with those required by these bylaws and by the ACS Governing Documents, and such other duties as may be assigned to them from time to time by the Executive Committee.

Section 5. Vacancies

- a. In the event of a vacancy in the office of Chair during the second year of the two-year term, the Vice-Chair shall assume the duties of Chair until the following election. If the vacancy is in the first year of the two-year term, there shall be an election to the position of Chair for a one-year term to finish out the regular term. The Vice-Chair shall assume the duties of Chair until the special election, at which time the Vice-Chair shall then return to the position of Vice-Chair for the remainder of that term.
- b. In the event of a vacancy in the office of Vice-Chair, a majority of the Executive Committee shall appoint an Interim Vice-Chair who shall assume the duties of Vice-Chair until the following election. If the vacancy is in the first year of the two-year term there shall be an election to the position of Vice-Chair for the remainder of the term.
- c. All other vacancies, except for Councilor(s) and Alternate Councilor(s), 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.

Section 6. Councilor(s), Alternate Councilor(s), and Temporary Substitute Councilor

- a. The Section shall have Councilor(s) and Alternate Councilor(s) as provided in the ACS Governing Documents. The Section's Councilor(s) and Alternate Councilor(s) shall carry out those duties assigned to them by the ACS Governing Documents. In particular, the Councilor(s) (or Alternate Councilor(s) or Temporary Substitute Councilor if so designated to serve in place of the Councilor for a particular meeting), shall attend meetings of the Council of the SOCIETY and represent the Section at such meetings. Councilor(s) and Alternate Councilor(s) are expected to take an active role in the Section during their tenure.

- b. Councilor(s) and Alternate Councilor(s) shall be elected from among the Section's MEMBERS for three-year terms beginning January 1, by vote of the members. Reelection is permissible. Councilor(s) shall be elected in separate years, whenever possible, to provide for a rotation of terms in accordance with the ACS Governing Documents. A partial term of one or two years shall be used whenever necessary to establish or to restore rotation of three-year terms provided that the Councilor and/or Alternate Councilor agree to the partial term before the election.
- 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 Councilor(s) 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 ACS Governing Documents.
- e. The Executive Committee shall designate one or more Councilors to be disqualified under provisions of the ACS Governing Documents for reallocation of Councilor(s) among the Sections.
- 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.

BYLAW VI **Manner of Election**

Section 1. The election of officers, Member(s)-at-Large, Councilor(s), and Alternate Councilor(s) shall be conducted by vote of those members eligible to vote; affiliates may not vote.

Section 2. In September of each year, the Nominations & Elections Committee shall report to the membership its list of nominees for each office, for Councilor(s) and Alternate Councilor(s), and for any other position(s) to be elected by the Section. The position of Vice-Chair does not succeed to the position of Chair; these positions shall be elected separately. Prior to October 15, any member or affiliate of the Section may, in writing or from the floor at a meeting to conduct governance business, nominate additional candidates for office, provided that the candidates are members of the Section for officers and Member(s)-at-Large and MEMBERS for Councilor(s) and Alternate Councilor(s), as required elsewhere in these bylaws, if the nomination is seconded by another member or affiliate. Nominations so made shall be equally valid as those from the Nomination Committee. All candidates nominated shall have indicated willingness to serve if elected.

Section 3. No member who is a candidate for election shall be allowed to be part of the Section's Committee on Nominations & Elections or take part in the administration of the election process.

Section 4. The Section's Committee on Nominations & Elections shall present to the Chair of the Section, not later than July 1, a list of candidates for officers, Member(s)-at-Large, Councilor(s), and Alternate Councilor(s), who are to be elected for the coming year. There shall be at least two candidates

for each position to be filled. Except for Councilor(s) and Alternate Councilor(s), all candidates for elective positions shall be members of the SOCIETY.

Section 5. Qualifications. Nominees for the offices of Chair and Vice-Chair should have been active within the Section in some form of elected, appointed, or other volunteer role.

Section 6. Voting procedures shall meet the SOCIETY'S requirements of fair voting that is open to all eligible members as mentioned elsewhere in these bylaws.

Section 7. The candidate for each position receiving the largest number of votes shall be declared elected. In case of a tie vote, the Executive Committee, shall elect from among the candidates who share the tie vote; the candidate receiving the largest number of votes shall be declared elected.

Section 8. The results shall be announced by the Chair of Section's Nominations & Elections Committee as soon as possible after the election, and published on the Section's website soon thereafter. The results shall be certified to the Executive Director of the SOCIETY not later than December 1.

BYLAW VII **Recall of Elected Officials**

Section 1. The officers and elected Executive Committee members, but not the Councilor(s) and Alternate Councilor(s), are subject to recall for neglect of duties or conduct injurious to the SOCIETY.

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 Vice-Chair 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 alternative solution 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 or MEMBER of the Section, as required elsewhere in these bylaws, 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 roll. 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 at a special meeting of the section members. Section members shall be provided notice of the special meeting and 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 special meeting notice. At least two-thirds (2/3) of the votes cast in-person at a meeting of members where a quorum is present 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 a 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 Chief Executive Officer of the SOCIETY shall be informed of the recall and the filling of the vacancy.

BYLAW VIII

Committees

Section 1. The Chair, with the approval of the Executive Committee, shall establish committees as necessary for the proper operation of the Section. These committees shall be responsible to the Executive Committee and shall be under the direct supervision of the Chair of the Section, unless otherwise specified by the Executive Committee. The membership, functions, and duties of these committees may be altered by the Executive Committee at its discretion. Each committee shall submit a report in writing of its activities to the Chair of the Section along with a copy to the Secretary and the Treasurer (where applicable), no later than January 4, and shall submit such ad interim reports as are requested by the Chair of the Section.

Section 2. The Section shall have the following standing committees: Finance and Nominations & Elections.

Section 3. Committee chairs and members of the Section who are not elected members of the Executive Committee may attend meetings of the Executive Committee as non-voting members.

Section 4. No committee of the Section shall have the power to commit the Section to any action inconsistent with the bylaws of the Section or specific instructions from the Executive Committee. Thus, all financial donations to outside organizations shall be subject to approval by the Executive Committee.

BYLAW IX

Meetings

Section 1. The Executive Committee shall designate the times and places of the Section's meetings as it finds necessary or desirable for the proper functioning of the Section. The Section shall hold at least one meeting annually to conduct governance business; however, this requirement may be modified by the Executive Committee. At the annual meeting, the officers shall present a financial and organizational report of the Section.

Section 2. The Chair, with input from the Executive Committee, shall set the order of business for meetings of the Section to conduct governance business. The order of business may be suspended by a majority vote of the members present.

Section 3. The Section may hold special meetings to conduct governance business upon the written request of a majority of the Executive Committee or upon the written request of 15 members of the Section. To be valid, 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 transpire at such meetings.

Section 4. Meetings of the Executive Committee and meetings of the Section to conduct Section governance business, 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, and for voting members to vote as needed. A meeting may be cancelled for any reason provided that sufficient notice is given to all members and affiliates.

Section 5. 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 is required for the transaction of business at an Executive Committee meeting and shall consist of a majority of the voting members of the Committee. In the absence of a quorum, called meetings of the Executive Committee shall adjourn to a specific date.

Section 6. Due notice of the Section's meetings, not including committee meetings, shall be sent to each member and affiliate of the Section. A quorum of members for the transaction of business at a Section meeting shall be one-tenth (1/10) of the total number of votes entitled to be cast (1/10 of the Section members). Except as otherwise provided by statute or the bylaws of the Section, the vote of a majority of the members present at the time of a vote, if a quorum is present at such time, shall be the act of the members. At any meeting of the members, each member present shall be entitled to one (1) vote. No business shall be conducted in the absence of a quorum. In the absence of a quorum, called meetings of the Executive Committee shall adjourn to a specific date.

Section 7. A fee for registration at any special meeting shall be decided by the Executive Committee.

Section 8. 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 emeritus members.
- 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 ACS Governing Documents, 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, the Section's Certificate of Incorporation, or with the ACS Governing Documents.

Section 3. The Executive Committee shall have the power to establish Special Purpose Funds, to transfer Section general assets to such Funds, and to receive contributions for such Funds, for purposes consistent with the these bylaws, the Certificate of Incorporation, and the Purposes of the Section. Assets in such Funds shall be segregated from other Section assets. Only the income from such Funds shall be expended, and expenditures from such Funds shall be only for purposes for which they were originally established, except as modified by compliance with the procedures to amend these bylaws.

Section 4. 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 5. An annual audit of the books of the Treasurer and of any other transactions regarding the Section's funds shall be conducted by two or more disinterested members or individuals, appointed by the Executive Committee. The audit report shall be submitted to the Executive Committee by January 31 and prior to the Section's Annual Meeting.

Section 6. The Treasurer of the Section shall be responsible to complete all required Federal and State financial reporting, including filing annual tax returns, to maintain the Section's tax-exempt status.

BYLAW XI
Affiliation with Other Technical Organizations

Section 1. The Section may affiliate with other technical organizations operating within the territory of the Section provided that such affiliation does not contravene the ACS Governing Documents. Such affiliation must be approved by the Executive Committee of the Section, by confirmation by the Council Committee on Constitution and Bylaws, and in compliance with the specific requirements of the ACS Governing Documents.

Section 2. The affiliation with the technical organization shall become effective upon authorization by the Executive Committee of the Section, by the Council Committee on Local Section Activities, and by confirmation by the Council Committee on Constitution and Bylaws.

Section 3. The Executive Committee may terminate the affiliation with any technical organization by notifying, in writing, the governing body of the technical organization. The technical organization may terminate the affiliation upon written notice to the Section's Executive Committee. Affiliations shall terminate after five years unless reauthorized by the Executive Committee. The term of each subsequent reauthorization shall not exceed five years.

Section 4. The Chair of the Section, with the approval of the Executive Committee, shall appoint the representatives (including alternates) that the Section is entitled to have within the governing body of any technical organization with which the Section is affiliated; however, continuation in office of such representatives from year to year shall require annual reappointment by the Chair of the Section with the approval of the Executive Committee. Such representatives shall be invited to attend meetings of the Executive Committee, but they shall not be considered members of the Executive Committee unless they are elected members of the Executive Committee.

Section 5. No representative of the Section shall have the power to commit the Section to any action that is inconsistent with the bylaws of the Section or to any specific instructions from the Executive Committee; thus, all financial pledges pertaining to the Section, with regard to a technical organization with which the Section is affiliated, shall be subject to the approval of the Executive Committee.

BYLAW XII

Amendments

Section 1. A petition to amend the bylaws may be initiated by the Executive Committee or by a petition signed by at least 15 members of the Section. If the proposed amendment(s) is/are approved by the Executive Committee, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review.

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 15 members or three percent, of the members of the Section, whichever is larger, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review before being distributed to the members of the Section.

Section 3. At least two-thirds (2/3) of the votes cast to approve any amendments shall be done at a business meeting of the Section provided a quorum is present.

Section 4. The Secretary shall inform the members of the Section of the outcome of the vote regarding the amendment(s) within one month of the voting and shall meet all requirements for submitting the results to the SOCIETY's Committee on Constitution and Bylaws.

Section 5. Amendments to these bylaws, after adoption by the Section, shall become effective upon approval by the SOCIETY's Committee on Constitution and Bylaws, acting for the Council of the SOCIETY, unless a later date is specified.

BYLAW XIII

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, that is dedicated to the perpetuation of Purposes 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.