

***BYLAWS OF THE
NEW YORK SECTION, INC.
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name and Objects**

Section 1. This organization, a corporation organized for educational purposes and not for pecuniary profit and constituting a Section of the AMERICAN CHEMICAL SOCIETY, hereinafter referred to as the "SOCIETY", shall be known as American Chemical Society's New York Section, Inc., hereinafter referred to as the "Section."

Section 2. The objects of the Section shall be those of the SOCIETY as stated in the Charter and Constitution of the SOCIETY.

Section 3. Additionally, the objects of the Section are the encouragement and advancement of chemistry in all its branches through meetings, reports, discussions, and publications designed to promote scientific interests and inquiry.

**BYLAW II
Territory and Headquarters**

Section 1. The territory of the Section, originally the area within fifty miles of the New York City Hall, is now defined as follows:

The counties of Bronx, Kings, Nassau, New York, Queens, Richmond, Rockland, Suffolk, and Westchester in New York and the area lying east of the Hackensack River and east of Newark Bay in New Jersey.

Section 2. The mailing address of the Section shall be the office of the Manager, which shall be maintained within the territory of the Section.

***Effective March 1, 2012.** 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)

BYLAW III
Regulations Accepted

The Constitution, Bylaws, and Regulations of the SOCIETY, insofar as they apply to the affairs of the Section, and the provisions of the Certificate of Incorporation of the Section are accepted as binding upon the Section.

BYLAW IV
Membership

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. Any exceptions to this rule shall be made in conformity with the Constitution and Bylaws of the SOCIETY.

Section 2. MEMBERS and STUDENT MEMBERS shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY.

Section 3. The Section may have Local Section Affiliates as authorized in the Constitution and Bylaws of the SOCIETY.

Section 4. The Section rolls also shall include those Society Affiliates either residing within the territory of the Section or in accordance with the Constitution and Bylaws of the SOCIETY.

Section 5. Society Affiliates and Local Section Affiliates may not vote for or hold an elective position of the Section, vote on the Certificate of Incorporation or bylaws of the Section, or serve as voting members of the Executive Committee or Board of Directors; in addition, Local Section Affiliates may not serve on the Executive Committee or Board of Directors in a non-voting capacity.

BYLAW V
Organization

Section 1. Officers of the Section shall be the Chair, Chair-Elect, Secretary, and Treasurer.

Section 2. There shall be a Board of Directors constituted of the officers, the Councilors, the Immediate Past Chair, if still a member of the Section, one representative from each Subsection, Topical Group, and Group of permanent status and in good standing, and Directors-at-Large sufficient in number to total an odd number of Directors, with a minimum of two and a maximum of three Directors-at-Large. The Manager of the Section is appointed annually by the Chair after consultation with the Executive Committee and approval by the Board of Directors, The Manager shall be an ex officio member of the Board of Directors, without vote.

Section 3. Councilors and Alternate Councilors shall be determined in number to meet the allotment of the SOCIETY to the Section.

Section 4. The Board of Directors shall have authority to appoint an Assistant Secretary and/or an Assistant Treasurer to assist the Secretary and/or Treasurer in their duties. These persons shall

serve for terms determined by the Board of Directors and shall not be deemed officials of the Section by virtue of these appointments.

Section 5. There shall be an Executive Committee constituted of the officers of the Section and the most recent available Past Chair.

BYLAW VI Nominations and Elections

Section 1. There shall be a Nominating Committee constituted of a minimum of seven members, the Chair, two most recent, available Past Chairs, the Chairs of the Subsections and Topical Discussion Groups, and the Chair-Elect. The Chair-Elect shall serve as nonvoting Chair of the Nominating Committee.

Section 2. The Nominating Committee shall submit a minimum of two nominees for Chair-Elect; a minimum of one nominee each for the other elective officers; and a number of nominees for Councilor/Alternate Councilor at least twice the number of Councilor openings to be filled. The Committee shall report its nominations to the Board of Directors by February 15. Other nominations for these positions may be made by petition, provided such nominations are in writing, signed by at least one percent of the membership of the Section, no more than one-third (1/3) of the petitioners having a Section mailing address in a single county of the Section, and received by the Secretary by March 1. The willingness of each nominee, including petition nominees, to serve if elected shall be determined in advance of the balloting. The list of nominees shall be published in the May issue of *The Indicator*.

Section 3. The election of officers and Councilors/Alternate Councilors from nominations so made shall be by ballots sent to all members in April or May. The candidate for each officer position who receives the largest number of votes for that office shall be declared elected. The candidates for Councilor/Alternate Councilor receiving the highest numbers of votes, up to the number of Councilors to be elected, shall be declared elected Councilors. The candidates receiving the next highest numbers of votes, up to the number of vacancies in Alternate Councilors for the succeeding calendar year, shall be declared elected Alternate Councilors.

Section 4. The ballot shall list all candidates in random order, such order to be determined by lot. The ballot may indicate each candidate who is an officer of the Section or of the SOCIETY or a member of an elected or standing committee of the Council or a SOCIETY committee. The ballot may be accompanied by biographical sketches of the candidates. Members shall be instructed to vote for a stated number of candidates. The balloting method that the Section will use will be consistent with the SOCIETY's balloting procedures and meet the requirements of (a) fair balloting that is open to all eligible members, (b) anonymity, (c) protection against fraudulent balloting, (d) ballot archiving, and (e) the timely reporting and archiving of balloting results. The ballot shall be distributed in time to be received by the Manager on or before May 30. A period of at least three weeks must be provided between the date of distribution of the ballots to the members and the deadline for their return to the Manager. The Manager shall deliver, unexamined, to the Tellers all ballots received by the deadline. Tellers who are not themselves candidates for election shall be appointed by the Chair. The Tellers shall use the list of members provided by the Secretary to verify eligibility of all those voting; any ballot not so validated shall be rejected. Ballots having votes for more than the proper number of candidates

or not returned as instructed or by the stated date shall be invalid. The Tellers shall count the votes on the valid ballots and certify the results to the Secretary on or before June 30. All dates in this section may be subject to change by the Board of Directors when circumstances require change.

Section 5. In case of a tie vote for any position elected in accordance with these bylaws, the Board of Directors shall make the final selection from those tied.

Section 6. In case there are more than two candidates for the office of Chair-Elect and no candidate receives a majority of the ballots cast in the election, a new ballot for Chair-Elect shall be prepared and distributed to all members of the Section, listing only the two candidates receiving the largest numbers of votes in the first election. The candidate receiving the majority of votes cast in this second election shall be considered elected.

BYLAW VII Terms of Officials

Section 1. Officers and Directors of the Section shall assume office on January 1 following their election. Officers of the Section shall hold their office for a term of one year, except that the offices of Secretary and Treasurer may be held for terms of two years each if so identified at the time of election. The terms of Secretary and Treasurer shall be limited to three consecutive two-year terms.

Section 2. The Chair-Elect at the end of the term shall succeed to the office of Chair.

Section 3. Councilors and Alternate Councilors shall assume their offices on January 1 following their election. Their terms shall be three years each.

BYLAW VIII Vacancies

Section 1. A vacancy during the term of any elected position shall be considered to arise through resignation, death, illness, or other condition that renders service impossible. A vacancy shall also exist if there is a failure of such elected person to qualify or to continue to qualify as a member of the Section.

Section 2. In case of a vacancy in the office of Chair, the Chair-Elect shall assume the added duties of the Chair for the unexpired term. In such case, both a Chair and Chair-Elect shall be elected at the next election by the procedure stated above, modified to the extent that the Nominating Committee shall report also one or more nominations for the office of Chair.

Section 3. Vacancies in Councilors, arising during their terms, shall be filled for the remainder of the term by the Alternate Councilor having the next highest vote count for the corresponding term.

Section 4. Vacancies for Alternate Councilor positions shall be filled until the next annual ballot election by appointment by the Board of Directors. At the next annual ballot election, the

candidates to fill vacant Alternate Councilor positions shall be listed in a separate section of the election ballot.

Section 5. Vacancies other than those referred to above shall be filled by appointment by the Board of Directors for the unexpired term.

BYLAW IX Duties of Officials

Section 1. The duties of the officers, Directors, Councilors, and Alternate Councilors shall be those customarily performed by such officials in other Sections of the SOCIETY, together with any additional duties described herein, and in the case of the officers and Directors, such other duties as may be assigned to them from time to time by the Board of Directors.

Section 2. The Chair shall serve as Chair of the Board of Directors, preside over meetings of the Board and of the Section, appoint chairs of all committees of the Section and of the Board, and in general serve as the Chief Executive Officer of the Section.

Section 3. The Chair-Elect shall assume the duties of the Chair in the temporary absence or incapacity of the Chair until the termination of such absence or incapacity.

Section 4. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Section, maintain a list of names and addresses of the members and affiliates, distribute notices of meetings and other communications from the Section to the members and affiliates, forward to the SOCIETY such reports and information as required from time to time by the SOCIETY, and conduct correspondence and perform other duties necessary to the work of that office.

Section 5. The Treasurer shall be the custodian of the monies and other financial assets of the Section. The Treasurer shall maintain separate records for (a) current funds, (b) investments, (c) medal award funds, and (d) such other special funds as may be established from time to time. The Treasurer shall be authorized under conditions to be established by the Board of Directors to draw checks against current funds only for expenses in connection with activities previously authorized. Payments for amounts above \$20 that are not for activities previously authorized, and all withdrawals from funds (b), (c), and (d) above shall require authorization by the Board of Directors. Tercentenary Fund assets may be withdrawn only as provided in these bylaws. The Treasurer shall render a financial report to the Board of Directors within three months of the close of the preceding fiscal year, at the time of retirement from office, and at other times when requested by the Board of Directors. The Treasurer shall be bonded and the cost of said bond borne by the Section. The Treasurer's reports and accounts shall be audited at least as often as yearly and also before a newly elected Treasurer takes office.

Section 6. The Board of Directors shall be the governing body of the Section, having full power to conduct, manage, and direct the business affairs and scientific activities of the Section, receive gifts tendered to the Section under such conditions as not to influence substantially any policy of the Section, determine the order of business at the Section meetings, determine the scientific programs, and decide all such matters affecting the Section's public relations, general policies, and activities as may be presented to the Board. A majority of the Board of Directors shall

constitute a quorum for the transaction of business, except that the Executive Committee can transact business in the interims between meetings of the Board.

BYLAW X Committees

Section 1. The committees of the Section shall be:

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| a. Auditing | h. Nominating |
| b. <i>The Indicator</i> Advisory | i. Employment and Professional Relations |
| c. Bylaws | j. Program |
| d. Membership | k. Finance |
| e. Continuing Education | l. Safety |
| f. Nichols Medal Jury | m. STUDENT MEMBER |
| g. Community Relations & Public Affairs | |

The chair of each committee shall be appointed by the Chair. Other committees may be appointed by the Chair.

Section 2. The duties of the several committees shall be those indicated by their names or customary in other Sections of the SOCIETY.

Section 3. The terms of office of all members of committees shall terminate on December 31, except that when the Board of Directors votes that continuity of membership of any committee is important to the financial or other affairs of the Section, the Board of Directors shall have the power to extend the term of membership on said committee for a period not to exceed three years. In such event, the Chair shall have the power to appoint members of said committee for varying lengths of terms not exceeding three years, so as to provide for appropriate yearly rotation of membership on the committee.

BYLAW XI Finances

Section 1. Voluntary dues for any year may be assessed for the members of the Section by vote of the Board of Directors.

Section 2. Local Section Affiliates shall pay dues at a rate determined by vote of the Board of Directors. In no instance shall the dues for the Local Section Affiliates be less than two dollars (\$2.00).

Section 3. Assigned Society Affiliates of the Section may be assessed such voluntary annual Section dues as may be set by the Board of Directors.

Section 4. The fiscal year of the Section shall be the calendar year.

Section 5. Subsections and Topical Groups may not assess dues for members for any year unless such dues are specifically approved by the Board of Directors of the Section. Subsection and

Topical Group affiliates may be assessed dues by Subsections and Topical Groups without prior approval of the Board of the Section.

BYLAW XII Publication

The official publication of the Section shall be *The Indicator*. The Board of Directors is authorized to negotiate and execute contracts for its continued publication.

BYLAW XIII Meetings

Section 1. The Board of Directors shall meet no less than four times a year.

Section 2. Subsections and Topical Groups shall meet no less than four times a year.

Section 3. The rules of order in the conduct of Section meetings not specifically provided in these bylaws or in the SOCIETY'S documents shall be the most recent edition of *Robert's Rules of Order Newly Revised*.

BYLAW XIV Relations with Other Organizations

Section 1. The Section may be and hereby is affiliated as a cosponsor with the Eastern Analytical Symposium, Inc., a corporation of the state of New York. This affiliation shall terminate five years after the initial authorization unless reauthorized by the Board of Directors, and may be terminated at any time prior to the end of the five-year authorization period by vote of the Board of Directors. The Section is not responsible for any indebtedness incurred on its behalf without the formal approval of the Board of Directors.

Section 2. The Section may become affiliated with other professional organizations in accordance with the provisions of the Constitution and Bylaws of the SOCIETY, subject to the approval of the Board of Directors of the Section and the Committee on Local Section Activities, acting for the Council of the SOCIETY. Such affiliation shall be for the purpose of organizing and holding joint meetings. The Section shall assume the duties and obligations inherent in such an affiliation. The Section may end such affiliation at any time by vote of the Board of Directors, but such action shall not take effect until after the conclusion of a joint meeting for which an obligation or commitment has previously been made. Unless terminated sooner, each affiliation shall terminate after five years unless reauthorized by the Board of Directors.

BYLAW XV Dissolution of the Section

Upon 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,

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.

BYLAW XVI

Subsections

Section 1. A Subsection for extending the work and furthering the objects of the Section may be authorized by the Board of Directors, with temporary status for one year, on receipt of a written petition of fifty members whose addresses on file with the SOCIETY are within the area proposed for the Subsection, provided the area is continuous and suitable for serving members therein.

Section 2. The bylaws of a Subsection shall be such as the Subsection chooses to enact subject to the limitation that they shall be consistent with the bylaws of the Section and the Constitution and Bylaws of the SOCIETY.

Section 3. Each Subsection, through appropriate officers, shall furnish promptly such information as may be required from time to time by the Directors of the Section, shall file an annual report of significant facts relating to the Subsection in good time for inclusion in the Section's annual report to the SOCIETY, and shall render a financial accounting annually and at other times upon request from the Board of Directors.

Section 4. After one year of operation of a Subsection in a successful manner, as judged by the Board of Directors, the Subsection shall have permanent status and continue as long as it renders service considered by the Board of Directors to be both effective and consistent with the objects of the Section.

Section 5. Funds shall be allocated by the Board of Directors, upon recommendation by the Finance Committee, to a Subsection for use in defraying expenses in connection with meetings, communication with its members, and other proper activities of the Subsection. The amount so allocated shall be that which is considered by the Directors to be appropriate in view of the needs and level of activity of the Subsection and the current income and expenses of the Section.

Section 6. Subsections may hold joint meetings with other technical or professional organizations at the discretion of their Boards of Directors.

BYLAW XVII

Topical Groups

Section 1. A Topical Group may be authorized by the Board of Directors, with temporary status for one year, on receipt of a petition of 50 members of the Section who state their interest in a specialized field of chemistry and their desire to form a Topical Group for activity in that field.

Section 2. After one year of operation of a Topical Group in a successful manner as judged by the Board of Directors, the Topical Group shall have permanent status and continue as long as it renders service considered by the Board of Directors to be both effective and consistent with the objects of the Section.

Section 3. The bylaws of a Topical Group shall be such as the Topical Group chooses to enact subject to the limitation that they shall be consistent with the bylaws of the Section and with the Constitution and Bylaws of the SOCIETY.

Section 4. Each Topical Group, through appropriate officers, shall furnish reasonably promptly such information as may be required at any time by the Board of Directors, shall file therewith an annual report of significant facts relating to the Topical Group in good time for inclusion in the Section's annual report to the SOCIETY, and shall render a financial accounting annually and at other times upon request from the Board of Directors.

Section 5. Funds may be allocated by the Board of Directors to a Topical Group for use in defraying expenses in connection with meetings, communication with its members, and other proper activities of the Topical Group. The amount so allocated shall be that which is considered by the Board of Directors to be appropriate in view of the needs and level of activity of the Topical Group and of the current income and expenses of the Section.

Section 6. Topical Groups may hold joint meetings with other technical or professional organizations with the approval of the Board of Directors or the Executive Committee.

BYLAW XVIII

Rules for the Administration of the Tercentenary Fund

Section 1. The Tercentenary Fund, hereinafter called the "Fund", consists of a sum of \$6,000 in cash turned over to the SOCIETY's New York Section, Inc., by agreement of the contributors to the Chemical Industries Tercentenary, plus accretions thereto.

Section 2. The income from the Fund is to be used for the promotion of continued good will toward the chemical industry and for such other purposes as will be helpful to the industry as a whole, as the Board of Directors may in its discretion decide.

Section 3. Withdrawals for these purposes from the income of the Fund shall be made only with the explicit authorization of the Board of Directors.

Section 4. No withdrawals from the Fund shall be made from the principal thereof.

Section 5. The actual care and safekeeping of the cash, securities, and the like belonging to the Fund shall be the duty of the Treasurer. For this purpose the Treasurer shall be adequately bonded and the fee for the bond shall be a proper charge against the income of the Fund. The Treasurer shall keep the records and accounts of the Fund and shall be responsible to the Board of Directors for the administration of the Fund in conformance with these rules. The Treasurer shall report on request to the Board of Directors or its proper representatives. The Treasurer alone shall be empowered to make deposits in, or to draw checks against bank accounts of the Fund, and to authorize the purchase or sale of securities or other assets for the account of the

Fund, but shall not exercise these powers without explicit authorization from the Board of Directors. Given such authorization, the Treasurer shall not be liable for the propriety of such acts.

BYLAW XIX

Nichols Medal Award

Section 1. The Nichols Medal, founded in 1902 by William H. Nichols of New York for the purpose of stimulating original research in chemistry and known as the “William H. Nichols Medal”, may be presented annually by the Section.

Section 2. The Award shall be made by a majority vote of the Jury of Award of the William H. Nichols Medal, hereinafter referred to as the “Jury.” Only investigators who have published a significant and original contribution in the field of chemistry during the five calendar years next preceding the presentation meeting shall be eligible for consideration by the Jury.

Section 3. The recipient of the Medal shall receive the Medal and deliver an address, preferably at a spring meeting of the Section, unless physically unable to attend.

Section 4. The Jury shall consist of five members. All of them at the time of the Award shall be members of the Section. The members of the Jury shall be appointed annually by the Chair and the appointments announced in the Section’s publication. The Jury shall be composed of the Chair of the Section, the Chair-Elect, and the three next preceding and eligible and available Past Chairs of the Section, with such eligibility and availability to be determined by the Executive Committee. Each member shall have but one vote, which cannot be cast by proxy. The Past Chair serving on the Jury, whose term as Chair of the Section was earliest, shall be Chair of the Jury. The Secretary of the Section shall be the Secretary of the Jury but shall have no vote. Four members shall constitute a quorum. A candidate must receive at least three votes to be selected as the Award recipient.

Section 5. The Jury shall meet upon call of the Chair and conclude its work before the month of July of each year, and the person so selected to receive the Medal shall immediately be notified thereof in writing, by the Secretary of the Jury.

Section 6. For the assistance and guidance of the Jury, members of the scientific community, which may include the Chairs or Secretaries, or both, of Sections of the SOCIETY, and the Chairs of the departments of chemistry of colleges and universities, shall be invited in writing by the Chair of the Jury to bring to the attention of the Jury such individuals as they regard worthy of consideration, together with any special circumstances connected with them. The invitations to so participate shall be distributed between the first and the tenth days of May of each year.

Section 7. The Jury also shall have the power to award a year’s Medal jointly to two individuals who are of essentially equal prominence in a given field. The Jury may cause to be made a duplicate of the Medal, so that each recipient may receive a Medal.

Section 8. The Jury shall have the power to decide any question or questions not specifically covered by these rules.

BYLAW XX
Amendment Procedure

Section 1. The Bylaws Committee may propose amendments to these bylaws at meetings of the Section or of the Board of Directors when notice and text of such amendment proposals are given in the meeting agenda distributed before the meeting.

Section 2. Proposals for amendments bearing the autograph signatures of at least 12 members shall be submitted in writing to the Secretary at least seven days before a regular meeting of the Section or a regular meeting of the Board of Directors.

Section 3. At the said meeting such proposed amendment(s) shall be either read or distributed in legible form to those present. A special committee of three shall be appointed by the Chair to investigate the desirability of the proposed changes and to report to the next following regular meeting of the Section or of the Board of Directors, whichever comes first.

Section 4. Members shall be advised of the proposed amendment in the issue of the Section's periodical, which precedes the vote on the amendment, following acceptance of the amendment at the regular meeting of the Section or of the Board of Directors as the case may be.

Section 5. The proposed amendment(s) shall be voted upon by the members. For this purpose, a ballot shall be printed in the Section's publication after the publication of the proposed amendment(s) in accordance with the previous section. This ballot must be returned by mail to the office of the Manager within thirty days after the date appearing in the Section's publication, which carries the ballot. The amendment(s) shall be made a part of these bylaws after an affirmative vote of two-thirds (2/3) of the members voting, and shall become effective upon approval of the Committee on Constitution and Bylaws, acting for the Council, unless a later date is specified in the amendment.