

BYLAWS*
OF THE
LEHIGH VALLEY SECTION
OF THE
AMERICAN CHEMICAL SOCIETY

BYLAW I

Name

The name of this organization shall be the Lehigh Valley Section (hereinafter referred to as the “Section”) of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the “SOCIETY”).

BYLAW II

Objects

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

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, 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.

*Effective _____, 2010. Approved by the Council of the American Chemical Society.

Section 3. The Section may have Local Section Affiliates as authorized in the Constitution and Bylaws of the SOCIETY. Candidates for such Local Section Affiliation must apply to the Secretary of the Lehigh Valley Section, be approved by the Executive Committee of the Section and pay annual dues at the rate of Section MEMBERS.

Section 4. A STUDENT MEMBER may hold an elective position with the exception of Councilor, Alternate Councilor, Temporary Substitute Councilor or Treasurer. A Society Affiliate or Local Section Affiliate has the rights and privileges of a MEMBER except that they may not vote for or hold an elective position, or vote on Articles of Incorporation and bylaws or serve as a voting member of the Executive Committee.

BYLAW V Organization

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

Section 2. The duties of the officers shall be those customarily performed by such officers [see the “Lehigh Valley ACS Section SOP Manual”], together with those responsibilities prescribed by the Constitution and Bylaws of the SOCIETY and by these bylaws and such other duties as may be assigned by the Executive Committee.

Section 3. The Section shall have Councilor(s) and Alternate Councilor(s) as provided in the Constitution and Bylaws of the SOCIETY.

Section 4. The Executive Committee shall consist of the officers of the Section, the immediate Past Chair, the Councilor(s), the Alternate Councilor(s) and up to two “at large” MEMBERS. The Chair of the Section shall serve as Chair of the Executive Committee and shall appoint members and/or affiliates to all committees authorized in these bylaws or by the Executive Committee.

Section 5. The Executive Committee shall be the governing body of the Section, and, as such, shall have full power to conduct, manage, and direct the business and affairs of the Section in accordance with the Constitution and Bylaws of the SOCIETY and these bylaws. [see the “Lehigh Valley ACS Section SOP Manual” for a description of current Executive Committee procedure].

BYLAW VI Manner of Election and Terms of Office

Section 1. The officers of the Section shall be elected by the members, shall take office on January 1, and shall hold office for one year, or until their successors qualify. Upon completion of the Chair’s term of office, the Chair-Elect shall succeed to the office of Chair.

Section 2. Councilor(s) and Alternate Councilor(s) shall be elected by the members for a term of three years beginning on January 1. The terms shall be overlapping so that a rotation is achieved.

Section 3. In the event of a vacancy in the office of Chair, the Chair-Elect shall assume the added duties of the Chair for the unexpired term. All other vacancies shall be filled by the Executive

Committee from among the MEMBERS by interim appointment for the period up to the next annual election, at which time the Section shall elect a MEMBER to complete the unexpired term, if any. In the event the office of Chair-Elect is filled by such interim appointment, the Section shall elect both a Chair and a Chair-Elect at its annual election.

Section 4. The Chair shall appoint a Nominating Committee consisting of a Chair and two or more members not later than September of each year. Not more than two members of the Executive Committee may be a member of the Nominating Committee.

Section 5. The Nominating Committee shall nominate one or more MEMBERS for each elective position for which a vacancy will occur and shall make a report at a regular meeting of the Section. With the exception of the Chair and Chair-Elect, the incumbent of any elective position may be re-nominated. After the report of the Committee, nominations may be received from the floor or by petition. Only nominees who have agreed to serve if elected may be named on the ballot.

Section 6. The election of officers shall be conducted either at a regular meeting subsequent to that mentioned elsewhere in these bylaws or, at the discretion of the Executive Committee, by a ballot distributed to the members of the Section in accordance with the Bylaws of the SOCIETY. Balloting procedures shall meet the requirements of (1) fair balloting that is open to all eligible voting members; (2) protection against fraudulent balloting; (3) ballot archiving, and the timely reporting and archiving of balloting results.

Section 7. Councilor(s) and Alternate Councilor(s) shall be elected by a ballot distributed to the members of the Section in accordance with the Bylaws of the SOCIETY.

Section 8. Elections shall be completed and the results certified to the Executive Director of the SOCIETY by December 1, as required by the Bylaws of the SOCIETY.

Section 9. The Secretary, or other designated officer of the Section, shall prepare an election ballot on which shall appear the names, in order chosen by lot, of all candidates.

Section 10. For distributed ballots, no less than three weeks must be provided between the date of distribution of ballots to the members and the deadline for their return to the Secretary or other designated officer of the Section.

Section 11. The Chair shall appoint as Tellers two or more members who are neither candidates for office nor members of the Executive Committee.

Section 12. The Secretary, or other designated officer of the Section, shall validate returned ballots in accordance with the Bylaws of the SOCIETY and transmit the ballots to the Tellers.

Section 13. The Tellers shall count the ballots and shall tally the votes. Ballots that violate specified voting procedures shall be rejected in whole or in part, depending on the extent of the violation(s). The vote tally, including the number of rejected ballots, shall be reported to the Chair. All ballots shall be returned to the Secretary.

Section 14. In case of a tie vote for any elective position, the Executive Committee shall select from among the tied candidates.

Section 15. 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 16. The Secretary shall retain all ballots for at least ninety days after either the announcement of the results to the membership or until any disputes have been resolved, whichever is later.

BYLAW VII
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 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 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 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 VIII Committees

The Executive Committee shall establish committees as necessary for the proper operation of the Section, including Nominating, Program, Publicity, Professional Relations and Audit committees. [see the Lehigh Valley Section SOP Manual for further details].

BYLAW IX Meetings

Section 1. The Section shall hold regular meetings at places and times designated by the Executive Committee. A minimum of eight meeting shall be held annually. [see the Lehigh Valley Section SOP Manual for further details].

Section 2. The Section may hold special meetings at the call of the Executive Committee or at the written request of 15 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.

Section 3. Due notice of all meetings shall be distributed to each member and affiliate of the Section. A quorum for transaction of business at a Section meeting shall consist of 15 members of the Section. No business shall be transacted in the absence of a quorum.

Section 4. The Executive Committee shall meet upon due notice to its members at the call of the Chair or at the request of a majority of the members of the Committee [see the Lehigh Valley Section SOP Manual for further details]. In the absence of a quorum, which shall be a majority of the members of the Executive Committee, called meetings of the Executive Committee shall adjourn to a date.

BYLAW X Finances

Section 1. All members and assigned Society Affiliates of the Section may be requested to pay voluntarily such annual Local Section dues as may be set by the Executive Committee.

Section 2. The annual dues of Local Section Affiliates shall be set by the Executive Committee in accordance with the Constitution and Bylaws of the SOCIETY. Failure to pay such dues for the current year shall terminate the affiliation.

BYLAW XI Amendments

Section 1. A proposed amendment to these bylaws must first be submitted in writing to the Executive Committee. If the proposed amendment is approved by the Executive Committee, the Secretary shall furnish a copy to each members of the Section 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 of the members present, if the number of members present constitutes a quorum.

Alternatively, or in the absence of a quorum at the meeting during which the vote is scheduled, a ballot distributed to the members of the Section in accordance with the Bylaws of the SOCIETY, may be used. Both the current language and the amended language of the affected bylaw(s), together with an explanation of the change(s), must accompany the ballots unless such information was furnished to members of the Section previously. A deadline date, at least three 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 of the valid ballots returned.

Section 3. If a proposed amendment is not approved by a majority of the Executive Committee, it may, nevertheless, be brought to the members for a vote in an alternative manner. To bring about such a vote, a petition supporting the amendment, which has been signed by at least 15 members or three percent of the members of the Section, whichever is larger, must be presented to the Executive Committee. The procedure subsequently followed for general announcement of the amendment and balloting shall be identical to that used for an amendment approved by the Executive Committee.

Section 4. Amendments to these bylaws, after adoption by the Section, shall become effective upon approval by the Committee on Constitution and Bylaws, acting for the Council of the SOCIETY, unless a later date is specified in the amendment.

BYLAW XII Dissolution of the Local Section

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.