

Bylaws of the Midwest Region of the American Chemical Society

Bylaw I. Name

The name of the organization shall be the Midwest Region (hereinafter referred to as 'the Region') of the American Chemical Society (hereinafter referred to as 'the SOCIETY').

Bylaw II. Objectives

- Section 1.** The objectives of the Region shall be those of the SOCIETY and more specifically
- a. to conduct regional meetings,
 - b. to confer awards,
 - c. to encourage cooperation among the member Local Sections for the advancement of science and related regional activities.
- Section 2.** Nothing in these Bylaws shall be inconsistent with the Charter, Constitution, and Bylaws of the SOCIETY.

Bylaw III. Territory

- Section 1.** The territory shall consist of the sum of the territories of the member Local Sections.

Bylaw IV. Members

- Section 1.** The members of the Region shall consist of Local Sections of the SOCIETY.
- Section 2.** The initial members shall consist of those Local Sections that agree to form the Region and to apply for corporate status of the Region in the District of Columbia under the aegis of the SOCIETY.
- Section 3.** Additional Local Sections may apply for membership.
- a. To become a member of the Region, a Local Section must submit a written application to the Secretary of the Region, who shall within thirty (30) days send copies of the application to the member Local Sections and to the Regional Board (identified below).
 - b. The member Local Sections shall have thirty (30) days to send comments regarding the application to the Secretary of the Region after which the application shall be referred to the Regional Board.
 - c. Within thirty (30) days a vote shall be taken by the Regional Board with a two-thirds (2/3) vote of approval signifying that the applicant Local Section has become a member of the Region.
 - d. Each new member Local Section must present a Resolution to the Secretary of the Region stating its agreement to the Bylaws and regulations of the Region.

- Section 4.** A member Local Section may withdraw from the Region.
- a. To withdraw from the Region, a Local Section must submit a written resolution to do so to the Secretary of the Region, who shall within thirty (30) days send copies of the withdrawal request to the member Local Sections and to the Regional Board.
 - b. Member Local Sections shall have thirty (30) days to send comments to the Secretary after which the Regional Board shall meet with officers of the Local Section in an effort to reconcile differences.
 - c. If this fails the Regional Board may accept the withdrawal of the member Local Section by a majority vote.

- Section 5.** All member Local Sections are entitled to equal status in all activities and operations of the Region.
- a. Member Local Sections that do not host a regional meeting or otherwise engage in regional activities can be designated by the Regional Board of Directors as "Inactive".
 - (i) An inactive Section would not be eligible for any regional perquisites (including participation in any awards given by or to the Region).
 - (ii) An inactive Section could petition the Regional Board for reinstatement to "Active" status explaining what measures have been taken to make it eligible for active membership.

- Section 6.** Any Local Section may be a member of more than one Region.

Bylaw V. Governance

- Section 1.** The governing authority of the Region shall be a Board of Directors (herein referred to as the 'Regional Board') consisting of one representative from each member Local Section.
- a. Each member Local Section shall designate its Regional Board member and an alternate not later than January 15 of each year and shall so notify the Secretary of the Region in writing.
 - b. The Regional Board shall meet annually at the time of the Midwest Meeting and at other times as scheduled by the Chair. No business shall be transacted without a quorum. Any or all Board Members may participate in any Board meeting by any means of communication by which all persons are able to participate in debate. Board meetings shall be conducted according to *Robert's Rules of Order, Newly Revised*, except as specified herein.
- Section 2.** The Regional Board shall have full power to conduct, manage, and direct the business and affairs of the Region in accordance with these Bylaws. In particular, the Regional Board
- a. accepts fiduciary stewardship of all activities of the Region,
 - b. develops and promulgates operating guidelines,
 - c. selects the location, host local section, and approximate meeting time for the Midwest Regional Meeting of the American Chemical Society ("Midwest Meeting") at least three years in advance;

- d. approves the tentative budget to be submitted by the host local section of the Midwest Meeting at the immediately preceding Midwest Meeting;
- e. acts in an advisory capacity to the host local section of the Midwest Meeting;
- f. provides continuity for Midwest Meetings;
- g. promotes cooperation between local sections and to provide an organization capable of executing projects of benefit to more than one local section;
- h. serves as a body to ensure the ongoing success, continuity, and progress of scientific meetings based on chemistry and related areas of science within the Midwest Region of the SOCIETY;
- i. maintains an operating fund and a reserve fund; (as specified elsewhere in these Bylaws.)
- j. conveys to the member Local Sections a regular report of the Regional Meeting and all other regional activities;
- k. acts upon admission and withdrawal petitions of Local Sections;
- l. determines other activities of the Region.

Section 3. Special meetings of the Regional Board may be called by the Executive Committee if notice is conveyed to the Local Sections at least [10] calendar days in advance and no more than sixty days in advance. If business is to be conducted at such a meeting, the notice of the meeting shall state the exact nature of the business to be considered, and no other business shall be transacted at such special meetings. Special meetings of the Regional Board may be held by means of the Internet or other electronic communications technology that permits those in attendance to read or hear the proceedings substantially concurrently with their occurrence, to vote on matters submitted, to pose questions, and to make comments.

Bylaw VI. Officers

- Section 1.**
- a. Permanent Officers. The officers of the Regional Board shall be a Chair, a Chair-elect, a Secretary, a Historian, and a Chief Financial Officer (“CFO”).
 - b. Other Officers. The Board shall have the power by resolution adopted by a majority of the Board members then in office, to designate other officers, the means of their election or appointment, and their terms of office.
 - c. Officers, with the exception of the CFO and the Historian, must be voting members of the Regional Board. No individual may hold more than one office at the same time.
 - d. Election of Officers. The election of Officers shall occur at the annual Regional Board meeting. Each year the Regional Board shall elect one of its Members to serve a one-year term as Secretary, who shall succeed to Chair-Elect for one year, and then to Chair for one year, i.e. three years in service. A Historian shall

be elected to serve a ten-year term. The CFO shall be elected as specified elsewhere in these Bylaws.

Section 2. All Officers shall take office on January 1 of each year.

Section 3. In the event of a vacancy in an Office, the Regional Board shall fill the vacancy for the duration of the particular Officer's term.

Bylaw VII. Committees

Section 1. There shall be an Executive Committee composed of the Permanent Officers of the Region.

Section 2. The Regional Board shall establish committees as necessary for the proper operation of the Region.

Bylaw VIII. Duties of Officers and Host Sections

Section 1. The duties of the Officers shall be those customarily performed by corporate directors together with those prescribed for corporations organized in the District of Columbia.

Section 2. The duties of the Officers shall be those customarily performed by such officers together with those responsibilities prescribed in the Constitution and Bylaws of the SOCIETY, and by these Bylaws. Other duties may be prescribed by the Regional Board.

Section 3. The Executive Committee shall have the power to act on behalf of the Regional Board subject to ratification of its actions by the Regional Board.

Section 4. The Chair shall be the chief executive officer of the Corporation, shall, subject to the control of the Board, have general supervision, direction and control of the business affairs of the Corporation, shall have the general powers and duties of management usually vested in the office of Chair, and shall have other powers and duties as may be prescribed by the Regional Board and by these Bylaws. The Chair shall preside at meetings of the Regional Board. Acting under the direction of the Regional Board, and on its behalf, the Chair shall perform all acts, execute and deliver all documents, and take all steps authorized by the Regional Board in order to effectuate the actions and policies of the Board.

Section 5. The Vice Chair shall serve in place of the Chair in the event that the Chair is unable to so serve. In addition, the Vice Chair shall have other powers and duties as may be prescribed by the Regional Board and by these Bylaws.

Section 6. The Secretary shall preserve in record books the full and correct minutes of the proceedings of all Regional Board meetings, and shall be custodian of the Articles of Incorporation, Bylaws, and Minute Books. It shall be the duty of the Secretary to sign and execute all corporate documents and instruments whereupon the secretary's signature may be lawfully required. The Secretary shall also serve all

notices required by law, the Bylaws, or by resolution of the Regional Board, and it shall be the Secretary's duty to cause to be prepared and filed, with appropriate bodies, official reports and documents required by law to be filed by nonprofit corporations. The Secretary shall have other powers and duties as may be prescribed by the Regional Board and by these Bylaws.

Section 7. The permanent chief financial officer ("CFO") for the Regional Board shall be the treasurer of the Kansas City Section of the SOCIETY ("Kansas City Section"). If the Kansas City Section elects a different voting representative to the Regional Board, then the CFO shall serve as a non-voting member of the Regional Board.

The CFO shall keep or cause to be kept, in books belonging to the Corporation, complete and accurate accounts of all receipts and disbursements, resources and liabilities, and shall deposit all monies and funds and other valuable effects of the Corporation, in the name of and to the credit of the Corporation, in such depository or depositories as may be designated by the Board. The CFO shall disburse funds of the Corporation in payment of its obligations, taking proper vouchers and receipts for such disbursements. No funds can be disbursed to a local section from the Sinking Fund to cover costs associated with a Midwest Regional Meeting without prior approval of the Board. The CFO shall render to the Chair and to the Board Members at Regional Board meetings, or whenever otherwise requested, correct statements and reports showing the financial condition of the Corporation. The CFO may sign corporate documents and instruments as necessary. The CFO shall arrange for the performance of an audit and for the preparation of audited financial statements by a certified public accountant on behalf of the Corporation, whenever directed to do so by the Regional Board.

Section 8. The Historian is responsible for archiving all historical documents of the Region. If the Historian is not an elected local section representative to the Regional Board, then the Historian shall serve as a non-voting member.

Section 9. Duties of Host Sections. Responsibility for conduct of each meeting of the Corporation shall be assigned by the Regional Board to one or more host sections.

- a. Participating sections may indicate their desire to host or co-host a Midwest Meeting by advising the Secretary of the Regional Board in writing.
- b. The local section hosting the Midwest Meeting shall be responsible for selecting the general chair and the program chair for that meeting; the selection shall be reported to the Regional Board at least two years prior to the meeting for Board approval.

- c. Host sections shall be responsible for submitting to the Secretary for distribution to the Regional Board at the prior Midwest Meeting a budget of income and expenses for Board approval. Income resulting from the annual accrual of interest in the Sinking Fund may be built into the budget.
- d. In selecting host local sections for Midwest Meetings, the Regional Board shall require host local sections at the conclusion of Midwest Meetings to submit a final accounting no more than one year after the conclusion of the meeting. Such accounting shall allocate the revenues derived from hosting the Midwest Meeting as follows:
 - 1. pay all expenses associated with hosting the Midwest Meeting;
 - 2. repay any and all advances to the Corporation;
 - 3. pay 50% (fifty percent) of any remaining revenues derived from hosting the Midwest Meeting to the Corporation; and,
 - 4. retain any remaining revenues.

Bylaw IX. Finances

Section 1. The Treasurer shall be directly responsible for maintaining all financial records and for disbursing funds in accordance with the directives of the Regional Board.

Section 2. The operating and reserve funds (hereinafter referred to collectively as the “Sinking Fund”) of the Region shall be properly invested by the Treasurer with the advice of the Executive Committee.

- a. The operating fund shall be used to offset the customary expenses of running the Region.
- b. The reserve fund shall be used to help offset costs in the event a Regional Meeting incurs a deficit. If a Regional Meeting incurs a deficit, the Local Section hosting the Meeting in question and the Corporation shall share the deficit cost equally, unless other arrangements are approved by the Regional Board. With prior approval of the Board, reserve funds may also be used to offset expenses of an extraordinary, non-reoccurring nature.
- c. In the event that the Sinking Fund balance is less than 20% of the average customary expenses of the last three meetings, $[(100\%) \times (\text{income-customary expenses}) / \text{customary expenses}]$, then the Board may assess the participating Local Sections a fee no less than that calculated as $[(\text{local section membership}) \times (\text{the sum of debt for the last three years}) / (\text{total membership of the Midwest region})]$. Each Local Section’s membership total shall be determined on the basis of its December 31 roster of the previous year. This assessment will be levied annually until the Sinking Fund balance meets or exceeds the above percentage.

Section 3. The Sinking Fund shall bear the costs for the award recipient of the ACS Division of Chemical Education Midwest Region Award for Excellence in High School Teaching in Honor of John E. Bauman, Jr.

- Section 4.** Up to two awards are to be made available each year from the Sinking Fund to each Local Section for the purpose of partially supporting high school teachers' attendance at Midwest Regional Meetings
- Section 5.** The Board may advance monies from the Sinking Fund to Local Sections hosting the Midwest Meeting.
- Section 6.** The cost of Board meetings shall be paid directly from the Sinking Fund.

Bylaw X. Board Member Compensation

- Section 1.** All Regional Board members shall serve without compensation.
- Section 2.** Documented travel expenses required for the CFO to attend a Regional Board meeting will be paid from the Sinking Fund.
- Section 3.** The Corporation shall indemnify Board Members who may have served at its request as Board Members against damages awarded against them, and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such a Board Member, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of their duty. Such rights of indemnification and reimbursement shall not be deemed exclusive or any other rights to which such Board Member may be entitled under Bylaw, agreement or otherwise.

Bylaw XI. Adoption, Amendments and Priority of Bylaws

- Section 1.** These Bylaws shall become effective immediately upon the approval of two-thirds of the voting Members of the Board present at a meeting of the Board.
- Section 2.** A proposed amendment to these Bylaws must first be submitted in writing to the Regional Board for review and comment at least five (15) calendar days prior to the meeting at which it is proposed.
- Section 3.** An amendment is deemed to have been passed if two-thirds (2/3) of the voting Members of the Regional Board present at any meeting of the Regional Board approve the amendment.
- Section 4.** In any conflict between these Bylaws and the Constitution and Bylaws of the SOCIETY, the latter shall take precedence.

Bylaw XII. Recall of Elected Officers and Directors

- Section 1.** Elected Officers and Directors of the Region are subject to recall for neglect of duties or conduct injurious to the SOCIETY.
- Section 2.** Detailed procedure for recall of an Officer is given in Appendix A.
- Section 3.** Recall of a Director is the responsibility of the relevant Local Section and shall proceed according to the Local Section Bylaws.
- Section 4.** The vacancy provision of these Bylaws shall be used to fill a vacancy caused by the recall process. All member Local Sections and the SOCIETY shall be informed of the recall process and the replacement of the Officer or Director.

Bylaw XIII. Dissolution of the Region

The termination of the Corporation may be determined only on the recommendation of the Executive Director of the American Chemical Society and by the concurrence of two-thirds (2/3) of the voting Members of the Regional Board present at a meeting of the Board. In the case of the termination of the Corporation, the net assets in possession of the Corporation, after making provision for the payment of all of the liabilities of the Corporation, shall be distributed to the eligible local sections in such a manner as to comply with the requirements of Section 501(c)(3) of the Internal Revenue Code.

APPENDIX A. Recall of Elected Officers

- Section 1.** Elected Officers of the Region are subject to recall for neglect of duties or conduct injurious to the SOCIETY.
- Section 2.** The recall of an Officer shall be initiated by a written petition signed by not fewer than one-third (1/3) of the Directors specifying charges and reasonable substantiating evidence.
 - a. In the event that the Chair is the Officer in question, then the Chair-Elect shall assume the duties of Chair.
- 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.
- Section 4.** The Chair shall seek an alternate resolution to the problem and a withdrawal of the petition at this time.
- Section 5.** In the absence of a resolution of the problem, the Chair shall present the issue to the Executive Committee as a new business item at the next Executive Committee meeting. The Officer in question shall not sit with the Executive Committee.
 - 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.
 - (i) The Chair shall promptly inform the petitioners and the Officer of the decision of the Executive Committee.
 - b. If the proceedings continue, the Chair shall assign the duties of the Officer to another Director until the issue is resolved.

- c. If the proceedings continue the Officer shall be offered an opportunity to answer the allegations in the petition before the Executive Committee.
- d. Every reasonable effort shall be made to contact the Officer throughout this procedure.
 - (i) That effort shall include a certified letter to the last know address on the official SOCIETY member rolls.
 - (ii) Upon notification the Officer shall have thirty (30) days to make a written response to the allegations.
 - (iii) Within thirty (30) days the Executive Committee shall decide whether to proceed after studying the Officer's response.
 - (iv) The Chair shall inform the Officer and the petitioners of the decision of the Executive Committee.
 - (v) If no contact can be made after reasonable effort, the Executive Committee may remove the Officer in question with a two-thirds (2/3) vote of the remaining members of the Executive Committee.
- e. If the proceeding continues, the Officer may choose one of the following options.
 - (i) The Officer may resign.
 - (ii) The Officer may request a recall vote in the same manner as the original election by the Regional Board, which must be consistent with the Region Bylaws. The Directors shall be given brief statements prepared by the Executive Committee and the Officer in question.
 - (iii) The Officer may choose not to respond and thus forfeit the position.