



***BYLAWS OF THE
SANTA CLARA VALLEY SECTION, INC.
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name**

The name of this organization shall be the Santa Clara Valley Section, Inc., 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 Constitution of the SOCIETY.

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

Section 3. The Section is a non-profit corporation under the laws of the State of California.

**BYLAW III
Territory and Headquarters**

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 be composed of those MEMBERS, ASSOCIATE MEMBERS, and Society Affiliates of the SOCIETY residing within the territory of the Section, provided that exceptions to this rule shall be made in conformity with the Constitution and Bylaws of the SOCIETY.

* **Effective March 3, 2008.** Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY.

Section 2. The Section may have Local Section Affiliates as authorized in the Constitution and Bylaws of the SOCIETY.

Section 3. MEMBERS, ASSOCIATE MEMBERS, Society Affiliates and Local Section Affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY. ASSOCIATE MEMBERS may not hold elective positions or serve as temporary substitute Councilors. Affiliates may not vote for or hold an elective position or serve as temporary substitute Councilors.

BYLAW V Organization

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

Section 2. The Section shall elect Councilors and Alternate Councilors as provided in the Constitution and Bylaws of the SOCIETY.

Section 3. The Executive Committee shall consist of the officers of the Section listed above and the Councilors and the Alternate Councilors.

BYLAW VI Manner of Election and Terms of Office

Section 1. Elected officers of the Section shall serve for a term of one year, beginning on January 1, or until their successors qualify. Upon completion of the term of office, the Chair-Elect shall succeed to the office of Chair and the former Chair shall become Past Chair.

Section 2. Councilors and Alternate Councilors shall be elected for a term of three (3) years beginning on January 1.

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 fill out 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 Executive Committee shall appoint a Nominating Committee consisting of a Chair and four (4) members not later than September of each year. Not more than two (2) members of the Executive Committee may be members 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 their report shall appear in an official publication or communication of the Section. With the exception of the Chair and Chair-Elect, the incumbent of any elective position may be renominated. Nominations by written petition, if accomplished by signatures of at least fifteen (15) members of the Section, may be made to the Secretary before or

after distribution of the report of the Nominating Committee. No nominee's name shall be placed on the ballot unless the nominee has stated a willingness to serve if elected.

Section 6. Election shall be by ballot, as directed by the Chair. At least three (3) weeks for nominations by petitions shall be allowed between distribution of the report of the Nominating Committee and preparation of the ballot. The dates of ballot distribution and counting of the ballots shall be such that election results can be certified to the Executive Director of the SOCIETY by December 1. All candidates shall be invited to express their views on Section and SOCIETY affairs in statements that shall accompany the ballot. The candidate receiving the largest number of votes for each office shall be considered elected. A tie vote shall be resolved by majority vote of the members of the Executive Committee.

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 for 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 (5) voting members of the Section. The official shall promptly be notified of such action. 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 scheduled 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 recall proceedings continue, the Chair shall release the official of any SOCIETY duties and shall assign the duties of the official to another qualified member of the Section until the issue is resolved.
- c. If the recall 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 (return receipt requested) 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 and investigating 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 (2/3) 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 (2/3) vote of the remaining members of the Executive Committee shall be required to recall the official.
 - (4) The official may choose not to respond and thus forfeit the position.

Section 4. The vacancy provisions of these bylaws shall be used to fill a vacancy caused by a recall process. The membership of the Section and the Executive Director of the SOCIETY shall be informed of the results of the recall process and the replacement of the official.

BYLAW VIII

Duties of Officers and Executive Committee

Section 1. The duties of the officers shall be those customarily performed by such officers, 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 from time to time by the Executive Committee.

Section 2. The Chair of the Section shall serve as Chair of the Executive Committee and shall appoint the chairs of all committees. These chairs shall serve at the pleasure of the Chair and their appointments shall be subject to approval by the Executive Committee.

Section 3. 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. For purposes of incorporation in the State of California, the Executive Committee shall be the legal successor of the Directors who incorporated the Section. It is the duty of Officers, Councilors, and Alternate Councilors to attend meetings of the Executive Committee.

Section 4. Details of duties of officers and of Section operations shall be specified, accumulated, and kept up to date in an Operations Manual to be maintained by the Secretary or such alternate as

may be designated by the Executive Committee. Within three (3) months after retirement as Chair, each Past Chair shall report to the Executive Committee on what changes in the Operations Manual shall require approval of a majority of the whole Executive Committee. The Operations Manual shall be available for inspection by members of the Section.

Section 5. An annual audit of the records of the Treasurer shall be performed at the direction of the Executive Committee.

BYLAW IX Committees

Section 1. The Executive Committee shall establish committees as necessary for the proper operation of the Section.

Section 2. The Chair of a committee in collaboration with the Chair of the Section shall establish the committee membership, which shall be reported to the Executive Committee.

BYLAW X Meetings

Section 1. The Section shall hold at least four (4) meetings per year at places and times designated by the Executive Committee. 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.

Section 2. The Section shall hold special meetings at the call of the Executive Committee or at the written request of twenty-five (25) 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 sent to each member and affiliate of the Section. A quorum for transaction of business at a Section meeting shall consist of 3% of the 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. In the absence of a quorum, which shall be one-half (1/2) of the members of the Committee, called meetings of the Executive Committee shall transact no official business.

Section 5. Unless otherwise specified, a majority of the quorum present is required for approval of any motion.

BYLAW XI Finances

Section 1. All assigned Society Affiliates and members of the Section may be requested to voluntarily pay 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 automatically terminate the affiliation. At the discretion of the Executive Committee, Student Affiliates of the SOCIETY may be enrolled as Local Section Affiliates without the payment of section dues.

BYLAW XII Amendments

Section 1. A proposed amendment to these bylaws must first be submitted in writing to the Executive Committee. If it is approved by a majority of the Executive Committee, the Secretary shall furnish all members of the Section with copies of the proposed amendment at the time when notice of the next meeting of the Section is given.

Section 2. Within sixty (60) days of the time when notice of the proposed amendment is given, the Secretary shall prepare and distribute to members a ballot regarding the amendment, which will be adopted if it receives an affirmative vote by a majority of the members voting.

Section 3. Any proposed amendment not approved by the Executive Committee within sixty (60) days from the time it is submitted thereto, must be brought to a vote of the membership in the aforementioned manner if requested by a petition signed by not less than two percent (2%) of the members of the Section.

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 XIII Dissolution of 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 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 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.