



***BYLAWS OF THE
DIVISION OF BUSINESS DEVELOPMENT AND MANAGEMENT
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name**

The name of this Division shall be the Division of Business Development and Management, hereinafter referred to as the “Division”, of the AMERICAN CHEMICAL SOCIETY, hereinafter referred to as the “SOCIETY”.

**BYLAW II
Objects**

Section 1. The objects of the Division shall be those of the SOCIETY as stated in the Charter and Constitution of the SOCIETY. In addition, the objects of the Division shall include the following:

- a. Encourage communication and understanding between the technical functions and the commercial functions of the chemically oriented industrial community.
- b. Promote communication and understanding between the academic community and the commercial functions of the chemical industry.
- c. Make available to those in the SOCIETY knowledge and training in the financial, economic, management, and marketing considerations that are pertinent to their particular fields of interest.
- d. Provide a forum within the SOCIETY at which members may present their views on appropriate subjects.
- e. Disseminate as widely as possible, in permanent form, information that will accomplish the above objectives.

*Effective September 23, 2011. 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)

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

BYLAW III Members and Affiliates

Section 1. Membership in the Division shall be open to all members of the SOCIETY. Any member of the SOCIETY may join the Division by enrolling with the Division and paying the established annual dues.

Section 2. A Society Affiliate may become a Society Affiliate of the Division, provided that the Division's dues established for Society Affiliates are paid. A Society Affiliate shall have all the privileges of membership in the Division except that of voting for or holding an elective position of the Division, voting on Articles of Incorporation and bylaws, or serving as a member of the Executive Committee. Society Affiliates may be appointed to committees of the Division. Society Affiliates may be appointed as committee chairs, but will serve on the Executive Committee in a non-voting capacity.

Section 3. A person who is not a member of the SOCIETY, but who wishes to participate in the activities of this Division, may become a Division Affiliate upon payment of dues established for Division Affiliates, which will be at least \$2.00, as per the SOCIETY's Bylaws. A Division Affiliate shall have all the privileges of membership in the Division except that of voting for or holding an elective position of the Division, voting on Articles of Incorporation and bylaws, or serving as a member of the Executive Committee. Division Affiliates may be appointed to committees of the Division. Division Affiliates may be appointed as committee chairs, but will serve on the Executive Committee in a non-voting capacity.

Section 4. Members and affiliates shall be privileged to receive publications of the Division. Members and affiliates may also purchase the SOCIETY's meeting abstracts at rates set by the SOCIETY.

Section 5. Any member of this Division who is in arrears in payment of dues as of the last day of the spring meeting shall no longer receive the Division publications.

Section 6. Affiliates must have their dues paid in advance in order to remain on the rolls and receive Division publications.

Section 7. A member may resign from membership in the Division by submitting a resignation to the Secretary of the Division during a year in which dues are paid.

BYLAW IV Officers, Executive Committee, and Councilors

Section 1. The officers of the Division shall be MEMBERS and STUDENT MEMBERS of the Division and the SOCIETY and shall consist of a Chair, a Chair-Elect, a Secretary, and a Treasurer. The Secretary and Treasurer positions may be held by the same Division member.

Section 2. Duties of the officers

- a. The Chair, or in the Chair's absence, the Chair-Elect, shall preside at meetings of the Executive Committee and at stated meetings of the Division. The Chair shall put into effect the decisions and recommendations of the Executive Committee. The Chair shall appoint committees as provided elsewhere in these bylaws. The Chair shall appoint the committee chairs, with the approval of the Executive Committee.
- b. The Secretary shall keep a record of the proceedings of the Division and of the Executive Committee, maintain a list of members and affiliates; send such notices as may be required, and carry out the assignments and responsibilities of that office according to the Constitution and Bylaws of the SOCIETY. The Secretary shall report to the Division at its annual meeting.
- c. The Treasurer shall have charge of the funds and shall maintain the books of the Division, and shall collect dues and shall pay the expenses of the Division subject to approval of the Chair or a delegated member of the Executive Committee. The Treasurer shall prepare a budget covering the anticipated income and expenditures of the Division for the ensuing year and shall present the budget with the annual report to the Division at its annual meeting.
- d. The Chair-Elect shall be responsible for planning the programs and activities of the Division for the Chair-Elect's forthcoming term as Chair and shall preside at Executive Committee meetings in the absence of the Chair.

Section 3. Executive Committee

- a. The Executive Committee shall consist of the officers of the Division, Councilors, Alternate Councilors, the Immediate Past Chair, and appointed committee chairs. A quorum of the Executive Committee shall be two-thirds (2/3) of the voting members of the Executive Committee.
- b. The Executive Committee shall direct the business and activities of the Division and conduct all the affairs of the Division not otherwise provided for in these bylaws. The Executive Committee shall hold a meeting at each meeting of the Division and prior to any business session of the Division to consider the business of the Division and to receive reports of the appointed committees. The Executive Committee shall consider for approval any expenditures not anticipated in the annual budget. The Executive Committee shall also fill any vacancies for the remainder of the unexpired term thereof occurring through death or resignation among the officers of the Division or members of the Executive Committee. All actions of the Committee shall be governed by a voting majority of Executive Committee members present, provided that there is a quorum present. In case of a tie vote, the Division Chair's vote will prevail.

Section 4. Councilors and Alternate Councilors

- a. It shall be the duty of the Councilors to attend the meetings of the Executive Committee, to represent the Division on the Council of the SOCIETY, and to review in advance the Council Agenda with the Executive Committee to solicit comments and input, if any.
- b. It shall be the duty of the Alternate Councilors to attend the meetings of the Executive Committee and, when called upon to do so, represent the Division at meetings of the Council. If every Councilor and Alternate Councilor will be absent for a Council meeting, the Executive Committee shall appoint one of the Division MEMBERS as a Temporary Substitute Councilor to assure the Division's representation at that meeting.

Section 5. Election of Officers, Councilors, and Alternate Councilors

- a. At least thirty days before the fall meeting, the Secretary or Chair shall notify the members of the offices to be filled, and that members may make nominations if each nomination or set of nominations is accompanied by the names of 10 supporting members. In accordance with the SOCIETY's Bylaws, balloting procedures should ensure fair balloting that is open to all eligible members, protection against fraudulent balloting, and the timely reporting and archiving of balloting results. Nominees must be members of the SOCIETY and Division. The mailing address or e-mail address of the Secretary shall also be given. Nominations, to be valid, must be received by the Secretary no later than the Division business meeting at the fall meeting.
- b. Within four weeks after the fall meeting, the Secretary shall prepare a list of candidates including the names of those who have been nominated by Division members. The Executive or Membership Committee, at its discretion, may submit additional names of its own choosing for each position to be filled. The ballot must include at least one candidate for each open elected office.
- c. Within eight weeks after the fall meeting, the Secretary, or other designated officer of the Division, shall distribute ballots to each member of the Division. The ballots shall show the names, in order chosen by lot, of all candidates nominated and found willing to serve. Where only two candidates are listed for a given position, one-half (1/2) of the ballots shall have the names for that position listed in alphabetical order and one-half (1/2) of the ballots shall have the names listed in reverse order. At least three weeks must be provided between the date of mailing or distribution of the ballots to the members and the deadline for their return to the Secretary, or other designated officer of the Division.
- d. For elections conducted via mail, the voter shall seal the ballot within an envelope, on which nothing but the word "ballot" appears and place this ballot envelope inside another envelope, on which the voter shall put the voter's signature, to be mailed to and received by the Secretary or other designated authority of the Division no later than five weeks after mailing the ballot. The Secretary, or other designated authority of the Division shall check the names accompanying the ballot envelopes against the Division's list of members to verify eligibility of all those voting.
- e. All ballots must be received and verified before December 1 for an official count.

- f. In case of a tie vote for any Councilor or Alternate Councilor open position, the Executive Committee shall make the final selection. In case of ties for other offices, the Division Chair's vote shall be cast to break any other ties.
- g. By December 1, the Secretary shall report the election results to the Executive Committee, and the results of elections of Councilor and Alternate Councilor to the Executive Director of the SOCIETY.
- h. Elections shall be held with a Chair-Elect chosen in each election. The Chair-Elect shall succeed to the office of Chair after the expiration of the Chair's term of office. The term of office of the Chair shall be one year or until a successor is provided.

Section 6. Terms of Office

- a. The Chair and Chair-Elect shall serve for one year or until their duly elected successors take office.
- b. In the event of a vacancy in the office for 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 by interim appointment for the period up to the next annual election.
- c. The term of office of Secretary shall be two years, to be elected in the even-numbered years.
- d. The term of the office of Treasurer shall be two years, to be elected in the odd-numbered years.
- e. The term of office of Councilors and Alternate Councilors shall be three years. One Councilor and one Alternate Councilor shall be elected every third year starting in 2009. One Councilor and one Alternate Councilor shall be elected every third year starting in 2011.
- f. The terms of all offices shall begin January 1.
- g. In the event of a vacancy in the position of Councilor, the person with the longest continuous tenure as an Alternate Councilor shall fill the unexpired term of the Councilor. In the event a vacancy occurs in the position of Alternate Councilor, the position shall be appointed by the Executive Committee from among MEMBERS until the next election, when an Alternate Councilor shall be elected by ballot as provided elsewhere in these bylaws to fill the unexpired term.

BYLAW V **Recall of Elected Officials**

Section 1. The elected officials of the Division 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 Divisions.

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 Division. In the event the Chair is the official in question, the Vice-Chair or 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 alternative 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 removal 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 MEMBER of the Division 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.
- d. 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 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.
- e. 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.
- f. If the proceedings continue, the official in question 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 Division 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 distributed to the voting membership before the vote is taken.
 - (3) The official may request a hearing and 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 the bylaws shall be used to fill a vacancy caused by a recall process. The membership of the Division and the Executive Director of the SOCIETY shall be informed of the results of the recall process and replacement of the official.

BYLAW VI Meetings

Section 1. There shall be a meeting of the Division at each national meeting of the SOCIETY unless the Executive Committee votes otherwise, provided that the requirements for a minimum number of meetings as specified in the SOCIETY's Bylaws shall be met.

Section 2. The annual business meeting of the Division shall be held at the fall meeting of the Division. Except as provided below, business requiring a vote of the membership shall be conducted only at the fall meeting of the Division or by ballot. The time and place of the annual business meeting shall be announced in the final program of the fall meeting. The members present at such a meeting shall constitute a quorum for the transaction of business. The order of business shall be as follows: reading of minutes, report of Executive Committee, report of the Secretary, report of the Treasurer, reports of committees, and miscellaneous business.

Section 3. Special business meetings of the Division may be called by the Executive Committee if notice is distributed to the membership at least one month in advance. Special meetings may not be held within one month before or after a national meeting of the SOCIETY.

Section 4. 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 VII Committees

Section 1. The Chair, as soon after taking office as practicable, shall appoint, with the approval of the Executive Committee, chairs of the following committees to execute the described activities. The committee chairs shall recommend such additional membership as needed to fulfill the duties of the committee, with appointments to be approved by the Division Chair:

- a. Program: plan and arrange programming for National Meetings and other Division meetings as appropriate.
- b. Strategic Alliances: foster relationships and coordinate programming with other Divisions of the SOCIETY, and especially other professional societies.
- c. Newsletter: maintain and implement the communications vehicles of the Division, such as newsletters, websites, and publications.

- d. Membership: maintain up-to-date membership records in cooperation with the Secretary, provide assistance with elections described elsewhere in these bylaws, and oversee activities to grow and serve the membership.

Section 2. With the approval of the Executive Committee, the Chair may appoint additional standing and special committees of the Division.

Section 3. The Program Committee shall include the Chair, the Program Chair, the Chair-Elect, and at least one member slated in succession planning to become Program Chair. The Program Chair shall submit the Program Committee's recommendations to the Executive Committee for approval. The rules for papers presented before meetings of the SOCIETY as outlined in the Constitution, Bylaws, and Regulations of the SOCIETY shall govern this Division.

BYLAW VIII Dues and Finances

An annual audit shall be conducted by two or more disinterested members, appointed by an officer with no authority to disburse funds, and submit a report to the Executive Committee by March 31.

BYLAW IX Amendments

Section 1. Amendments must be sponsored by at least five members of the Division. To be voted on at a particular business meeting of the Division such proposed amendments must be received by the Secretary of the Division no later than ninety days prior to said business meeting. The Secretary shall send to the membership notice of the proposed amendment with the text thereof no later than two weeks before said business meeting. Review of proposed amendments by the Committee on Constitution and Bylaws, acting for the Council of the SOCIETY, is recommended prior to approval by the members of the Division.

Section 2. Amendments shall be considered passed if three-fifths (3/5) of those present vote for passage. Amendments to these bylaws 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.

BYLAW X Dissolution of the Division

Upon dissolution of the Division, any assets of the Division remaining thereafter shall be conveyed to such organization then existent as is dedicated to objects similar to those of the Division and the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY, so long as whichever organization is selected by the governing body of the Division 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 Division's dissolution.