

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

**BYLAW I  
Name**

This organization shall be known as 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 particular, the objects shall be:

- 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 and industrial communities.
- 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, information that will accomplish the above objectives.

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

Section 3. The Division is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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**\*Effective TBD by C&B.** Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY. (C&B: [bylaws@acs.org](mailto:bylaws@acs.org); [www.acs.org/bulletin5](http://www.acs.org/bulletin5)).

### **BYLAW III**

#### **Members and Affiliates**

Section 1. Membership in the Division is open to all MEMBERS and STUDENT MEMBERS (hereinafter collectively referred to as “members”) of the SOCIETY. Any member of the SOCIETY may join the Division by enrolling with the Division and paying the established annual dues as mentioned elsewhere in these bylaws.

Section 2. STUDENT MEMBERS shall be entitled to all privileges of membership except that of holding an elective position of the SOCIETY. STUDENT MEMBERS may not serve as Councilors, Alternate Councilors, or Temporary Substitute Councilors, but they may be appointed as committee members or chairs and they may hold an elective position of the Division as noted elsewhere in these bylaws.

Section 3. A Society Affiliate may become a Society Affiliate of the Division provided that Division dues established for Society Affiliates are paid. A Society Affiliate may not vote for or hold an elective position or vote on Articles of Incorporation or bylaws of the Division. A Society Affiliate may not serve as a voting member of the Executive Committee. A Society Affiliate may be appointed as a committee chair.

Section 4. The Division may have Division Affiliates as authorized in the Constitution and Bylaws of the SOCIETY. A Division Affiliate shall retain affiliate status only so long as payment is made of Division Affiliate dues of not less than two dollars (\$2.00) per annum. A Division Affiliate shall have all the privileges of membership in the Division, including serving as a non-voting member of the Executive Committee or equivalent policy-making body when permitted by the SOCIETY’s Bylaws, except for holding an elective position in the Division and voting on Articles of Incorporation and bylaws. A Division Affiliate may be appointed as a committee chair and may vote for an elective position (other than Councilor or Alternate Councilor).

Section 5. Members and affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY and these bylaws.

Section 6. Any member or affiliate may resign from membership in the Division by submitting a resignation in writing to the Secretary of the Division; any dues previously paid shall not be reimbursed.

### **BYLAW IV**

#### **Officers, Executive Committee, and Councilors**

Section 1. The officers of the Division shall be members of the SOCIETY and the Division and shall consist of the Chair, Chair-Elect, Secretary, and Treasurer. Only the Secretary and Treasurer positions may be held by the same person.

Section 2. The Executive Committee shall be the governing body of the Division and as such shall have full power to conduct, manage, and direct the business and affairs of the Division in accordance with the Constitution and Bylaws of the SOCIETY and these bylaws. The Executive Committee shall consist of the officers of the Division, the Immediate Past Chair, the Councilors, and Alternate Councilors, one Member-at-Large and as voting members, the chairs of the standing committees but only if they are members of the Division, and as non-voting members, the chairs of the standing committees if they are Society Affiliates of the Division, and also if they are Division Affiliates,

except that they may not serve on the Executive Committee until such time as permitted by the SOCIETY'S Bylaws. The Member-at-Large shall be a member of the Division.

Section 3. Except as noted below, elected officers and other elected officials of the Division, except not Councilor(s) and Alternate Councilor(s), shall serve for a term of one year beginning on January 1 or until their successors are elected. At the end of the Chair-Elect's term of office, the Chair-Elect shall succeed to the office of Chair. With the exception of the Chair and Chair-Elect, the incumbent of any position is eligible for reelection. The Secretary and Treasurer shall serve for a term of two years beginning on January 1 or until their successors are elected. The Secretary and Treasurer shall be elected in alternate years, whenever possible. The Member-at-Large shall serve for a term of two years beginning January 1.

Section 4. The duties of the officers and the Member-at-Large shall be such as usually pertain to their offices, together with those required by these bylaws and by the Constitution and Bylaws of the SOCIETY, and such other duties as may be assigned to them from time to time by the Executive Committee.

- a. The duties of the Chair shall be to preside at meetings of the Executive Committee, to carry into effect the decisions and recommendations of that Committee, to preside at meetings of the Division to conduct governance business, to appoint, with the approval of the Executive Committee, all committee chairs and committee members except as stated elsewhere in these bylaws, and to carry out the duties required by the Constitution and Bylaws of the SOCIETY.
- b. The duties of the Chair-Elect shall be to assist the Chair with the direction and management of the Division. In the absence of the Chair, the duties of the office shall devolve upon the Chair-Elect. The Chair-Elect shall participate in the planning of the programs and activities of the Division.
- c. The duties of the Secretary shall be to keep a record of the minutes of the meetings of the Division and of the Executive Committee, to maintain a list of members and affiliates, to send to members and affiliates such notices as the business of the Division may require, to submit a report to the Division at its annual meeting, and to carry out the duties required by the Constitution and Bylaws of the SOCIETY and elsewhere in these bylaws. The Secretary shall preside over meetings in the absence of both the Chair and Chair-Elect.
- d. The Treasurer shall have charge of the funds of the Division, keep an accurate record of all receipts and disbursements, receive dues, make those disbursements approved by the Executive Committee, and submit a report to the Division at its annual meeting. The Treasurer shall render an account of all transactions and of the financial condition of the Division to the Executive Committee at times set by the Committee, and shall submit such reports as are required by the Constitution and Bylaws of the SOCIETY.
- e. The duties of the Member-at-Large shall include bringing before the Executive Committee such items of concern to members of the Division as shall have been brought to their attention, as well as any duties assigned by the Executive Committee.

#### Section 5. Vacancies

- a. In the event of a vacancy in the office of Chair, the Chair-Elect shall assume the duties of Chair for the remainder of the term. In such case, the Chair-Elect moving into the position of

Chair shall also hold that position during the normal term as Chair as part of the leadership transition.

- b. All other vacancies, except for Councilors and Alternate Councilors, shall be filled by majority vote of the Executive Committee through interim appointment for the period up to the next annual election. At that time, the procedures for election as outlined in the bylaws of the Division shall be followed.
- c. An interim appointee to the vacated office of Chair-Elect shall not automatically succeed to the office of Chair. At the next election, both a Chair and a Chair-Elect shall be elected.

#### Section 6. Councilors, Alternate Councilors, and Temporary Substitute Councilors

- a. The Division shall have Councilors and Alternate Councilors as provided in the Constitution and Bylaws of the SOCIETY. The Division's Councilors and Alternate Councilors shall carry out those duties assigned to them by the Constitution and Bylaws of the SOCIETY. In particular, the Councilors (or Alternate Councilors or Temporary Substitute Councilor if so designated to serve in place of the Councilor for a particular meeting), shall attend meetings of the Council of the SOCIETY and represent the Division at such meetings.
- b. Councilors and Alternate Councilors shall be elected by ballot from among the MEMBERS for three-year terms beginning January 1. Reelection is permissible. Councilors shall be elected in separate years, whenever possible, to provide for a rotation of terms in accordance with the Constitution of the SOCIETY. A partial term of one or two years shall be used whenever necessary to establish or to restore rotation of three-year terms provided that the Councilor and/or Alternate Councilor agree to the partial term before the election.
- c. In the event that a Councilor is unable to attend a specified meeting of the Council of the SOCIETY, the Chair of the Division shall appoint one of the Alternate Councilors to serve as Councilor at the specified meeting. Such appointment of an Alternate Councilor shall be for only one meeting.
- d. If every Councilor and Alternate Councilor of the Division will be absent from a Council meeting, thus leaving the Division without representation at such meeting, the Executive Committee may designate one MEMBER of the Division as a Temporary Substitute Councilor in accordance with the Bylaws of the SOCIETY.
- e. The Executive Committee shall designate one or more Councilors to be disqualified under the SOCIETY's Bylaw provisions for reallocation of Councilors among the Divisions.
- f. Any vacancy in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term at the time of the next annual election. The vacancy may be filled until the next annual election by appointment by the Executive Committee.

**BYLAW V**  
**Manner of Election**

Section 1. The election of officers and the Member-at-Large shall be conducted by a ballot distributed to the members of the Division and to Division Affiliates in accordance with the Bylaws of the SOCIETY. Councilors and Alternate Councilors shall be elected by a ballot distributed to all members of the Division; affiliates may not vote for Councilors and Alternate Councilors.

Section 2. In September of each year, the Nomination Committee shall report to the membership its nominations for each office to be filled. Prior to October 15, any member of the Division may, in writing or from the floor at a meeting to conduct governance business, nominate additional candidates for office, provided that they are members of the Division as required elsewhere in these bylaws, if the nomination is seconded by another member. Nominations so made shall be equally valid as those from the Nomination Committee. All candidates nominated shall have indicated willingness to serve if elected.

Section 3. When a ballot is used, the candidates for each office and for Councilor(s)/Alternate Councilor(s) shall be listed in an order to be selected by lot on a ballot to be distributed to each member and Division Affiliate of the Division by November 1, except that Division Affiliates may not vote for Councilors(s)/Alternate Councilor(s). The ballot shall provide for a write-in candidate for each position to be filled. A paper ballot shall be provided to any member who requests it.

Section 4. The ballots shall be tabulated and validated not later than November 15. Except as noted below, the candidate for each position receiving the largest number of votes shall be declared elected. The Executive Committee may decide that for Councilor(s), the candidate(s) who receive the majority of votes shall be declared elected as Councilor(s); the candidate(s) who get the next largest number of votes shall be declared elected as Alternate Councilor(s). In case of a tie vote for any position, the Executive Committee, by ballot, shall elect from among the candidates who share the tie vote; the candidate receiving the largest number of votes shall be declared elected.

Section 5. The results shall be announced by the Division Chair or his or her designee as soon as possible after the election, and also published in the Division's newsletter and/or on the Division's website soon thereafter. The results shall be certified to the Executive Director of the SOCIETY not later than December 1.

Section 6. 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.

**BYLAW VI**  
**Recall of Elected Officials**

Section 1. The elected officials of the Division (officers and elected Executive Committee members except not Councilors and Alternate Councilors) are subject to recall for neglect of duties or conduct injurious to the SOCIETY. Recall procedures are not applicable to Councilors and Alternate Councilors.

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 members of the Division. In the event the Chair is the official in question, the Chair-Elect shall

receive the petition and shall assume the duties of the 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 notify the members of the Executive Committee and call a special meeting within thirty days.

- a. The Executive Committee shall promptly continue the recall process or dismiss the petition as ill-founded or find an alternate resolution to the problem. The Chair shall promptly inform the petitioners and the official 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.
- b. If the proceedings continue:
  - (1) The Chair shall assign the duties of the official to another qualified member of the Division until the issue is resolved.
  - (2) The official shall be offered an opportunity to answer the allegations in the petition before the Executive Committee. A certified letter shall be sent to the last known address on the official SOCIETY membership roll. Upon notification, the official shall have thirty days to make a written response to the allegations.
  - (3) The Executive Committee shall decide whether or not 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 the Executive Committee decides that the proceedings shall continue, the official shall choose one of the following options:
    - (a) The official may resign.
    - (b) The official may request a recall vote. Division members 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 members with the ballot. A paper ballot shall be provided to any member who requests it. At least two-thirds (2/3) of votes cast shall be required for the official to be removed from office. The membership shall be informed of the results of the recall vote.
    - (c) The official may request a hearing and a recall vote by the remaining members of the Executive Committee. At least two-thirds (2/3) vote of the remaining members of the Executive Committee shall be required to recall the official.
    - (d) 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 Executive Director of the SOCIETY shall be informed of the recall and the filling of the vacancy.

## **BYLAW VII**

### **Committees**

Section 1. The Executive Committee shall establish committees as necessary for the proper operation of the Division. All committee members shall be members and/or affiliates of the SOCIETY and the Division.

Section 2. The Division shall have the following standing committees: Awards, Communications, Membership, Nomination, and Program.

## **BYLAW VIII**

### **Meetings**

Section 1. The Executive Committee shall designate the times and places of the Division's meetings as it finds necessary or desirable for the proper functioning of the Division. The Division shall hold at least one technical session annually; however, this requirement may be modified by the Executive Committee in accordance with the Bylaws of the SOCIETY.

Section 2. The annual meeting of the Division to conduct governance business shall be held at the time of a national meeting of the SOCIETY. The Executive Committee shall set the order of business for meetings of the Division to conduct governance business. The order of business may be suspended by a majority vote of the members present.

Section 3. The Division may hold special meetings to conduct governance business upon the written request of a majority of the Executive Committee or upon the written request of 10 members of the Division. To be valid, such request shall be received by the Secretary at least ten days before the date requested for the meeting and shall state the exact nature of the business to be transacted. No other business shall transpire at such meetings.

Section 4. Meetings of the Executive Committee and meetings of the Division to conduct governance business, with the approval of the Executive Committee, may be held by means of 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.

Section 5. The Executive Committee shall meet upon due notice either at the call of the Chair or upon request of a majority of its members. A quorum for an Executive Committee meeting shall consist of a majority of the voting members of the Committee. In the absence of a quorum, called meetings of the Executive Committee shall adjourn to a specific date.

Section 6. Due notice of the Division's meetings, not including committee meetings, shall be sent to each member and affiliate of the Division. A quorum for the transaction of governance business at such a Division meeting shall consist of 10 members of the Division. No governance business shall be conducted in the absence of a quorum.

Section 7. The fee for registration at any special meeting shall be decided by the Executive Committee in accordance with the Constitution of the SOCIETY.

Section 8. 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 IX**  
**Finances**

Section 1.

- a. Members of the Division shall be assessed annual dues in an amount set by the Executive Committee. The Executive Committee shall have the option to waive or discount dues for STUDENT MEMBERS and for others as provided in the SOCIETY's Bylaws for waived or discounted dues. A member of the Division who is in arrears in payment of dues for one year shall be removed from the rolls.
- b. Society Affiliates shall be assessed annual dues in an amount set by the Executive Committee.
- c. The annual dues of Division Affiliates shall be determined by the Executive Committee in accordance with the Constitution and Bylaws of the SOCIETY, and as mentioned elsewhere in these bylaws.

Section 2. The Division may raise or collect funds to be expended for Division purposes, and may have the entire management and control of such funds insofar as such management and control shall not conflict with any provision of these bylaws or with the Constitution or Bylaws of the SOCIETY.

Section 3. The Division may receive donations or bequests made to it, and may expend or invest the same on behalf of the Division. Such expenditures or investments shall be made by the Treasurer of the Division upon authorization by the Executive Committee.

Section 4. An annual audit of the books of the Treasurer and of any other transactions regarding the Division's funds shall be conducted by an Audit Committee of two or more disinterested members or individuals, appointed by the Executive Committee. The audit report shall be submitted to the Executive Committee by the end of the first quarter of the calendar year.

**BYLAW X**  
**Presentation of Papers**

Section 1. The Program Committee shall be responsible for the selection of papers to be presented at meetings of the Division. It may delegate this authority to a Division member or to a subcommittee created for this purpose.

Section 2. The rules for papers presented before meetings of the SOCIETY as outlined in the Bylaws and Regulations of the SOCIETY shall govern this Division.

**BYLAW XI**  
**Amendments**

Section 1. A petition to amend the bylaws may be initiated by the Executive Committee or by a petition signed by at least 10 members of the Division. If the proposed amendment is approved by

the Executive Committee, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review.

Section 2. The Executive Committee will then incorporate all the required changes and either accept or reject any recommended changes that are suggested by the Committee on Constitution and Bylaws. The revised bylaws shall then be submitted to the Division members for adoption. This may be accomplished at a business meeting of the Division held during a national meeting of the SOCIETY provided that at least eight weeks prior notice is given to the Division members.

Section 3. If a proposed amendment is not approved by the Executive Committee and if the petition is signed by at least 10 members of the Division, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review before being distributed to the members of the Division.

Section 4. At least two-thirds (2/3) of votes cast shall be required to approve the amendment provided a quorum is present. Alternatively, or failing the presence of a quorum, the vote may be taken by a ballot distributed to all members of the Division. At least two-thirds (2/3) of the valid ballots returned must be affirmative for adoption.

Section 5. The Secretary shall distribute the outcome of the vote regarding the amendment(s) to the Division members and within one month shall meet all requirements for submitting the results to the Committee on Constitution and Bylaws.

Section 6. Amendments to these bylaws, after adoption by the Division, 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 XII**

### **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.