



APPROVED AS AMENDED*

**by the Committee on Constitution and
Bylaws, acting for the Council of the
American Chemical Society, under the
authority of the ACS Governing Documents.**

Kimberly Knight

Secretary of the Council

**CHARTER BYLAWS*
OF THE
GUANGDONG INTERNATIONAL CHEMICAL SCIENCES CHAPTER
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name**

This organization shall be known as the Guangdong International Chemical Sciences Chapter (hereinafter referred to as the “Chapter”) of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the “SOCIETY”).

**BYLAW II
Purposes**

Section 1. The Purposes of the Chapter shall be those of the SOCIETY as stated in the ACS Governing Documents.

Section 2. Nothing in these bylaws shall be inconsistent with the ACS Governing Documents.

**BYLAW III
Territory**

The territory of the Chapter shall be that assigned to it by the SOCIETY.

**BYLAW IV
Members**

Section 1. The rolls of the Chapter shall include those MEMBERS and STUDENT MEMBERS (hereinafter collectively referred to as “members”) of the SOCIETY residing within the territory of the Chapter (or by request in writing from outside the territory) who have indicated in writing their intention to participate in the activities of the Chapter. At least 25 members must reside within the territory.

*Effective January 1, 2025. Approved by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY. (C&B: bylaws@acs.org; www.acs.org/govdocs).

Section 2. Association with the Chapter shall continue until the MEMBER or STUDENT MEMBER ceases membership in the SOCIETY, permanently leaves the territory of the Chapter (unless the member requests in writing to remain a member of the Chapter), resigns in writing from the Chapter, or is in arrears for assessed Chapter dues, if any, for a period of six months.

Section 3. Members shall have such rights and privileges as are accorded them by the ACS Governing Documents and these bylaws.

Section 4. A MEMBER or STUDENT MEMBER of the Chapter may, at the same time, be a member of a Local Section of the SOCIETY.

BYLAW V

Officers and Executive Committee

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

Section 2. The Executive Committee shall be the governing body of the Chapter and as such shall have full power to conduct, manage, and direct the business and affairs of the Chapter in accordance with the ACS Governing Documents and these bylaws. The Executive Committee shall consist of the officers of the Chapter and beginning in the second year, the Immediate Past Chair.

Section 3. Elected officers of the Chapter shall serve for a term of two years 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. The Secretary and Treasurer shall be elected in alternate years, whenever possible.

Section 4. The duties of the officers shall be such as usually pertain to their offices, together with those required by these bylaws and by the ACS Governing Documents, 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 Chapter 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 ACS Governing Documents.
- b. The duties of the Chair-Elect shall be to assist the Chair with the direction and management of the Chapter. In the absence of the Chair, the duties of the office shall devolve upon the Chair-Elect.
- c. The duties of the Secretary shall be to keep a record of the minutes of the meetings of the Chapter and of the Executive Committee, to maintain a list of members, to send to members such notices as the business of the Chapter may require, to submit a report to the Chapter at its annual meeting, and to carry out the duties required by the ACS Governing Documents and elsewhere in these bylaws. The term of office shall be two years; reelection is permissible.
- d. The Treasurer shall have charge of the funds of the Chapter, keep an accurate record of all receipts and disbursements, receive dues if assessed, and make those disbursements approved

by the Executive Committee. The Treasurer shall render an account of all transactions and of the financial condition of the Chapter to the Executive Committee at times set by the Committee, and shall submit such reports as are required by the ACS Governing Documents. The Treasurer shall furnish to the Chapter such bond as may be required by the Executive Committee to guarantee the faithful performance of the above duties, the expense of the bond to be borne by the Chapter. The term of office shall be two years; reelection is permissible.

Section 5. Vacancies

- a. In the event of a vacancy in the office of Chair, the Chair-Elect shall assume the added duties of the 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 for elected positions shall be filled by majority vote of the Executive Committee from among the MEMBERS 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 Chapter 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.

BYLAW VI Manner of Election

Section 1. The election of officers shall be conducted either by a ballot distributed to the members of the Chapter in accordance with the ACS Governing Documents and these bylaws, or at a regular meeting of the Chapter provided there is a quorum present as described elsewhere in these bylaws.

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 Chapter may, in writing or from the floor at a meeting, nominate additional candidates for office, provided that the candidates are MEMBERS of the Chapter 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 shall be listed in an order to be selected by lot on a ballot to be distributed to each member of the Chapter by November 1. 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. The candidate for each position receiving the largest number of votes shall be declared elected. 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 Chapter Chair or his or her designee as soon as possible after the election, and published in the Chapter's newsletter or on the Chapter's website soon thereafter. The results shall be certified to the Chief Executive Officer of the SOCIETY not later than December 1.

Section 6. In accordance with the SOCIETY's ACS Governing Documents, 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 VII

Recall of Elected Officials

Section 1. The elected officials of the Chapter (officers and elected Executive Committee members) are subject to recall for neglect of duties or 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 members of the Chapter. 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 alternative solution 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 Chapter 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. Chapter 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 the 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 a 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 Chief Executive Officer of the SOCIETY shall be informed of the recall and the filling of the vacancy.

BYLAW VIII Committees

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

Section 2. The Chapter shall have the following standing committee: Nomination.

BYLAW IX Meetings

Section 1. The Executive Committee shall designate the times and places of the Chapter's meetings as it finds necessary or desirable for the proper functioning of the Chapter. The Chapter shall hold at least one meeting annually to conduct governance business; however, this requirement may be modified by the Executive Committee.

Section 2. The Executive Committee shall set the order of business for meetings of the Chapter to conduct governance business. The order of business may be suspended by a majority vote of the members present.

Section 3. The Chapter 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 Chapter. 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 Chapter to conduct Chapter 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 Chapter's meetings, not including committee meetings, shall be sent to each member of the Chapter. A quorum for the transaction of governance business at such a Chapter meeting shall consist of 10 members of the Chapter. 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 ACS Governing Documents.

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 X
Political Activity; SOCIETY's Interests; Open Activities

The Chapter and the officers as representatives of the Chapter shall:

- a. not engage in political activity, including lobbying;
- b. avoid any activities that may adversely affect the interests and/or public or professional image of the SOCIETY; and
- c. assure that all activities of the Chapter are open to all members of the SOCIETY.

BYLAW XI
Finances

Section 1. Members of the Chapter may be assessed such annual Chapter dues as may be set by the Executive Committee, to be expended for the Chapter's purposes in harmony with the Purposes of the SOCIETY.

Section 2. The Chapter may raise or collect funds to be expended for the Chapter's 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 ACS Governing Documents.

Section 3. The Chapter shall not incur any debts, obligations or liabilities that could become binding upon the SOCIETY.

Section 4. An annual audit of the books of the Treasurer and of any other transactions regarding the Chapter's funds shall be conducted by two or more disinterested members or individuals, appointed by the Executive Committee. The audit report shall be submitted to the Executive Committee by January 31.

BYLAW XII
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 Chapter. 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 Chapter members for adoption. This may be accomplished at a business meeting of the Chapter provided that at least eight weeks prior notice is given to the Chapter members.

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

Section 4. At least two-thirds (2/3) of the 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 Chapter. 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 Chapter members and within thirty days 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 Chapter, 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 XIII **Dissolution of the Chapter**

Upon the dissolution of the Chapter, any assets of the Chapter remaining thereafter shall be conveyed to such organization then existent, within or without the territory of the Chapter, as is dedicated to the perpetuation of Purposes 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 International Chemical Sciences Chapter at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or under such successor provision of the Code as may be in effect at the time of the Chapter's dissolution.