

## **BYLAWS OF THE CENTRAL REGION OF THE AMERICAN CHEMICAL SOCIETY**

The Local Sections of the American Chemical Society, a federally chartered non profit corporation based in Washington, D.C., that lie within the states of Indiana, Kentucky, Michigan, Ohio, Pennsylvania and West Virginia, including Akron, Central Ohio Valley, Cincinnati, Cleveland, Columbus, Dayton, Detroit, Erie, Huron Valley, Indiana, Indiana-Kentucky Border, Kanawha Valley, Michigan State University, Midland, Northeastern Indiana, Northeastern Ohio, Northern West Virginia, Northwest Central Ohio, Penn-Ohio Border, Pittsburgh, Southern Indiana, Toledo, Upper Ohio Valley, Western Michigan, and Wooster have joined together to sponsor technical meetings, to present awards and other forms of recognition, and to carry out other activities of interest and benefit to those members of the Society who live in these states. The aforementioned Local Sections have incorporated in the District of Columbia as the Central Region of the American Chemical Society (the “Central Region”) and adopted the following Bylaws.

### ***Article 1. Name and Organization***

1. The name of the Corporation is the Central Region of the American Chemical Society (the “Central Region”).
2. The officers of the Central Region are the Chair, the Chair-Elect, the Past-Chair and the Secretary/Treasurer.
3. The governing body of the Central Region is the Board of Directors which shall be known as the “Steering Committee” and is made up of the officers of the Central Region and one representative from each of the participating Local Sections.

### ***Article 2. Participating Local Sections***

1. Participation in the business and affairs of the Central Region is restricted to those Local Sections of the American Chemical Society that lie within the aforementioned states. The status of being a “participating Local Section” may be granted to a Local Section which meets the geographic requirements by the Steering Committee, upon request for consideration made in writing by the presiding officer of the Local Section seeking membership.
2. A participating Local Section may withdraw from the Central Region if such withdrawal is properly approved by the members of the Local Section. In order to effectuate a withdrawal, the Presiding Officer of the withdrawing Local Section must address a letter to the Secretary of the Central Region stating that the vote to withdraw has been approved by the membership of the withdrawing Local Section. Within thirty (30) days of receipt by the Secretary of the Central Region of such letter, the Secretary shall acknowledge receipt to the withdrawing Local Section’s Presiding officer. The effective date of the Local Section’s withdrawal shall be the date that the withdrawal letter is actually received by the Secretary. Upon withdrawal, the withdrawing Local Section shall forfeit any claim it may have on the residual assets of the Central Region in the future and shall incur no further liabilities as a

member of the Central Region from the date that the withdrawal is effective. Any obligations of or other liabilities that may have been assessed against the Local Section that pre-exist the effective date of withdrawal, however, shall remain fully enforceable against the withdrawing Local Section.

3. At a minimum, the responsibilities of a participating Local Section include:
  - (a) furnishing a representative to sit on the Steering Committee and to take part in its deliberations;
  - (b) assuming a share of the obligation for the financial support of the activities of the Central Region; and
  - (c) providing leadership to the Central Region from time to time as the Host Section for the Central Region Meeting.

### **Article 3. *Central Region Meeting***

1. The Central Region from time to time shall sponsor a technical meeting, called the Central Regional Meeting (the “meeting”).
2. Generally, one participating Local Section will serve as Host Section for the meeting, which will be held within the geographical boundaries of that Local Section. However, joint sponsorship by two or more Local Sections within the Region is allowed, as is joint sponsorship of a meeting between various Regions of the ACS.
3. The Host Section for each Regional Meeting as well as its time and place shall be decided and approved by the Steering Committee.
4. The arrangement and management of each Regional Meeting, including the selection as its general chairman and all other detailed matters, shall be the responsibility of the Host Section.
5. Three-quarters (3/4) of the monetary net surplus resulting from a Regional Meeting shall accrue to the Host Section, and one-quarter (1/4) of such surplus shall be placed in the Steering Committee Fund. Any monetary net deficit resulting from a Regional Meeting shall be borne by the Host Section(s), except that three-quarters (3/4) of such deficit shall be reimbursed upon request to the Host Section from the Steering Committee Fund, if sufficient funds are available. However, under no circumstances shall the Steering Committee Fund be diminished to less than \$2,000 through such reimbursement.
6. During the twenty-four (24) month period that precedes its Regional Meeting, the Host Section may, upon written request, borrow up to a total of Four Thousand Dollars (\$4,000) from the Steering Committee Fund for its running expenses. Any money so borrowed must be repaid without interest to the Fund within three (3) months following the Regional Meeting.
7. The Steering Committee shall provide to the Host Section from the Steering Committee Fund a grant of \$2,000 for the enrichment of the program of the Regional Meeting. The Grant is given to the Host Section upon application for a loan (if any).

### **Article 4. *Regional Officers***

1. The Chair of the Central Region is that person who has served most recently as Chair-Elect. The term office of the Chair begins at the close of the Regional Meeting hosted by the Chair-Elect's Local Section and ends at the close of the next following Regional Meeting. The Chair serves on the Steering Committee and on the Executive Committee, and is the presiding officer of each, ex officio.
2. The Chair-Elect of the Central Region is that person who is serving as general Chair of the immediate next Regional Meeting. Should the general Chair of that meeting, for any reason, be unable to serve as Chair-Elect, an alternate from his or her Section may be designated to serve in this office. The term of office of Chair-Elect begins at the close of the Regional Meeting that immediately precedes the one hosted by his or her Local Section, and ends at the close of the one so hosted, at which time the Chair Elect becomes Chair. The Chair-Elect serves on the Steering Committee and on the Executive Committee, and acts in place of the Chair as required.
3. The Past-Chair of the Central Region is that person who has served most recently as Chair. The Past Chair serves on the Steering Committee and on the Executive Committee.
4. The Secretary/Treasurer of the Central Region is elected by the Steering Committee for a three-year term. The person who serves as Secretary/Treasurer also serves on the Steering Committee and on the Executive Committee.
5. Each officer of the Central Region must also be a member of one of the participating Local Sections of the Region during their entire term of office.
6. Should the office of Chair become vacant, through resignation or any other reason, the Chair-Elect shall become the Chair for the remainder of the vacated term. Should the office of Secretary/Treasurer become vacant, the Chair may appoint an Acting Secretary/Treasurer, to serve until the new Secretary/Treasurer is elected by the Steering Committee. The Chair-Elect can be replaced by an officer of the current Regional Meeting (program chair, finance chair, etc.) by appointment by the Chair-Elect.
7. The Chair and Chair-Elect and Past-Chair shall carry out such duties as their office requires, and as suggested by the Bylaws.
8. The Secretary/Treasurer shall be required:
  - (a) to maintain a list of Local Section representatives to the Steering Committee of the Central Region;
  - (b) to notify these representatives at least four (4) weeks in advance of the time and place of meetings of the Steering Committee;
  - (c) to record the business carried out at such meetings;
  - (d) to maintain the financial records of the Central Region, to manage the Steering Committee Fund and to arrange for an annual accounting of same by a qualified professional audit; and
  - (e) to receive and disburse moneys on behalf of the Steering Committee.

## **Article 5. *Regional Steering Committee***

1. The Steering Committee of the Central Region shall hold an annual meeting, and any other meetings as may be necessary to carry out its affairs.
2. The time and place of the annual meeting, and of any other meetings, shall be fixed by the Chair, with notice sent by the Secretary/Treasurer to the presiding officer of each participating Local Section at least four (4) weeks before the time of the meeting.
3. At any meeting of the Steering Committee, including the Annual Meeting, fixed by the Chair and announced by the Secretary/Treasurer as stated above, seven members present shall constitute a proper quorum for conducting business.
4. The members of the Steering Committee of the Central Region shall include:
  - (a) the Chair, the Chair-Elect, the Past-Chair, and the Secretary/Treasurer of the Central Region; and
  - (b) the current presiding officer of each of the participating Local Sections in the Region, or an individual designated by the Local Section's current presiding officer. It is strongly recommended that each Local Section designate an individual who will serve as its representative on the Steering Committee for a three-year period to insure continuity.
5. Except for the annual meeting or on matters regarding the dissolution of the Central Region, any member of the Steering Committee may have the Secretary/Treasurer vote in his or her stead, as proxy, in any or all matters that come before the meeting. A proxy request must be made of the Secretary/Treasurer in writing before the opening of the meeting.
6. The responsibilities of the Steering Committee are:
  - (a) to name the host Section, the time and place of each Central Regional meeting;
  - (b) to monitor and maintain a Steering Committee Fund for use by the host Sections;
  - (c) to provide counsel and guidance for Host Sections, and to approve the plans and proposed budgets for Regional Meetings; and
  - (d) to lend continuity to the management of the Central Regional Meeting and to all other matters which relate to the business of the Central Region.
7. The order of business at the annual meeting of the Steering Committee shall include:
  - (a) the reading of the minutes of the previous annual meeting, and the minutes of any following meetings of the Steering Committee and the Executive Committee;
  - (b) the reporting of the financial status of the organization;
  - (c) the reporting of the various ad hoc committees;
  - (d) the reporting by the general Chair of the current Central Regional Meeting;
  - (e) the reporting by the general Chair of the next Central Regional Meeting, and the approval of the plans and proposed budget;
  - (f) the approval of Host Sections, times and places for future Regional Meetings; and
  - (g) the consideration of any other matters that pertain to the business affairs of the Central Region.

8. The four (4) officers of the Central Region shall serve as its Executive Committee, with authority to carry out such business of the Central Region as may be required, except for those items specifically reserved for the action of the Steering Committee. The actions of the Executive Committee are to be reported at the next following meeting of the Steering Committee.

#### **Article 6. *Steering Committee Fund***

1. The Secretary/Treasurer shall administer the Steering Committee Fund (the “Fund”) at the direction of the Steering Committee.

2. The primary purpose of the Fund is to aid in the implementation of Regional Meetings. However, this mandate shall not prevent its use for other purposes pertinent to the affairs of the Central Region. Any expenditures from the Fund, other than those related directly to Regional Meetings as set forth in these Bylaws, must be approved by a majority of the members of the Steering Committee before they are made.

3. From time to time, methods of augmenting the Steering Committee Fund, other than those associated with surpluses from Regional Meetings, may be suggested. Where such suggestions involve the request for contributions from the participating Local Sections, the approval of a majority of the members of the Steering Committee is required before the request is made.

#### **Article 7. *Ad hoc Committees***

1. The Chair may appoint ad hoc committees to assist in the carrying out of the business of the Central Region and its Steering Committee.

2. Any such ad hoc committee shall report on its activities and accomplishments at the annual meeting of the Steering Committee. All ad hoc committees shall be dissolved following their report, unless the Chair specifically continues its assignment.

#### **Article 8. *Central Regional Award***

An Awards General Chair position of a three-year term was initiated in June 2017 to supervise the awarding of the ACS Regional Awards typically presented at the Central Regional Meeting each year.

#### **Article 9. *Amendment of These Bylaws***

These Bylaws may be amended following approval of the proposed change by at least two-thirds (2/3) of the members of the Steering Committee. Any proposed amendment must be presented by a member of the Steering Committee and received in writing by the Secretary/Treasurer, with an indication of the sponsorship of not fewer than six (6) members of the current Steering Committee, together with an explanation of the reasons for the proposed change to the Bylaws. The proposed change shall then be distributed by the Secretary/Treasurer for the approval or disapproval of each member of the Steering Committee. Should the proposed amendment not be approved in writing within twelve (12) months of

the date of its distribution by the Secretary/Treasurer, the proposed amendment shall be considered disapproved.

**Article 10. *Dissolution***

1. The Central Region may be dissolved according to the requirements of Title 29 of the District of Columbia Code (2003) as amended and on approval of two-thirds (2/3) of the members of the Steering Committee.

2. Any funds held by the Central Region at the time of its dissolution, after the satisfaction of all debts and dissolution expenses shall be disbursed to the current participating Local Sections in a fair and appropriate manner.

**Article 11, *Parliamentary Authority***

The rules contained in Robert's Rules of Order Newly Revised shall govern this organization.

**Article 11. *Enabling Clause***

Any policies and practices previously established by the Steering Committee that are inconsistent with any part or parts of these Bylaws are declared void upon adoption of these Bylaws. The provisions stated herein shall become effective immediately upon adoption which requires the approval of at least two-thirds (2/3) of the members of the Steering Committee.

Adopted June 4, 2004 by action of the participating Local Sections

Amended June 15, 2018

Replacing upon incorporation the Operating Rules and Procedures of May 1, 1992.