



***BYLAWS OF THE
TENNESSEE-VIRGINIA HIGHLANDS SECTION
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name**

This organization shall be known as the Tennessee-Virginia Highlands Section (hereinafter referred to as the “Section”) of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the “SOCIETY”).

**BYLAW II
Purposes**

Section 1. The Purposes of the Section shall be those of the SOCIETY as stated in the ACS Governing Documents, which consist of the Charter, Constitution, Bylaws, Standing Rules, Schedule of Membership, and Regulations. In particular, the Purposes shall include the advancement of chemical activities; the development of social relations among those interested in this science; promotion of general welfare of the members of the Section; cooperation with the SOCIETY and with other local and general technical associates, groups, and societies; advancement of chemistry as a profession; promotion of chemical research; advancement of applied chemistry; and dissemination of information on subjects appertaining to any of the above-named Purposes.

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

Section 3. The Section 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.

**BYLAW III
Territory**

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

***Effective March 10, 2023.** 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/govdocs).

BYLAW IV Members and Affiliates

Section 1. The rolls of the Section shall include those MEMBERS and STUDENT MEMBERS (hereinafter collectively referred to as “members”) and Society Affiliates of the SOCIETY residing within the territory of the Section provided that any exceptions to this rule shall be made in conformity with the ACS Governing Documents.

Section 2. STUDENT MEMBERS shall be entitled to all privileges of membership except that of holding an elective position of the SOCIETY. A STUDENT MEMBER may not serve as a Councilor, Alternate Councilor, or the Temporary Substitute Councilor, but may hold an elective position of the Section as noted elsewhere in these bylaws. A STUDENT MEMBER may be appointed as a committee chair.

Section 3. The Section may have Local Section Affiliates as authorized in the ACS Governing Documents. A Local Section Affiliate shall retain affiliate status only so long as payment is made of Local Section Affiliate dues of not less than two dollars (\$2.00) per annum. A Local Section Affiliate may not (1) hold an elective position, (2) vote on Articles of Incorporation and bylaws, (3) vote for the Councilor(s) or Alternate Councilor(s), or (4) serve as a voting member of the Executive Committee. A Local Section Affiliate may not vote for an elective position of the Section, but may be appointed as a committee chair.

Section 4. Society Affiliates may be assessed dues in the amount specified by the Executive Committee. A Society Affiliate may not (1) hold an elective position, (2) vote on Articles of Incorporation and bylaws of the Section, (3) vote for the Councilor(s) or Alternate Councilor(s), or (4) serve as a voting member of the Executive Committee. Except as mentioned above, a Society Affiliate may not vote for an elective position of the Section, but may be appointed as a committee chair and may serve on the Executive Committee in a non-voting capacity.

Section 5. Members and affiliates, which includes Society Affiliates and Local Section Affiliates, shall have such rights and privileges as accorded to them by the ACS Governing Documents and these bylaws.

BYLAW V Officers, Executive Committee, and Councilor(s)

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

Section 2. 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 ACS Governing Documents and these bylaws. The Executive Committee shall consist of the officers of the Section, the Immediate Past-Chair, the Councilor(s), and Alternate Councilor(s), and up to three chairs of the standing committees as non-voting members.

Section 3. The Chair and Chair-Elect shall serve for a term of one year beginning on January 1 or until their successors take office. 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 serve for a term of two years beginning on January 1 or until their duly elected successors take office. The Secretary and Treasurer

shall be elected in alternate years, whenever possible, to provide for a rotation of terms. The three Members-at-Large shall serve for a term of three years beginning January 1 and shall be elected in alternate years, whenever possible, to provide for a rotation of terms. With the exception of the Chair and Chair-Elect, the incumbent of any position is eligible for reelection. The Chair is not eligible to serve in the position of another Section officer until the end of the term as Immediate Past Chair, unless approved by the Executive Committee.

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 Section to conduct governance business, and to appoint, with the approval of the Executive Committee, all committee chairs and others serving on committees, as provided elsewhere in these bylaws, and to carry out the duties required by these bylaws and the ACS Governing Documents.
- b. The duties of the Chair-Elect shall be to assist the Chair with the direction and management of the Section. 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 Section to conduct governance business 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 Section may require, to submit a report to the Section at its annual meeting, and to carry out the duties required by these bylaws and the ACS Governing Documents. 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 Section, keep an accurate record of all receipts and disbursements, receive dues, 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 Section to the Executive Committee at times set by the Committee and shall submit such reports as are required by the ACS Governing Documents.
- e. The duties of the three Members-at-Large shall include bringing before the Executive Committee such items of concern to members of the Section that 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 Councilor(s) and Alternate Councilor(s), 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 Section 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. Councilor(s), Alternate Councilor(s), and Temporary Substitute Councilor

- a. The Section shall have Councilor(s) and Alternate Councilor(s) as provided in the ACS Governing Documents. The Section's Councilor(s) and Alternate Councilor(s) shall carry out those duties assigned to them by the ACS Governing Documents. In particular, the Councilor(s) (or Alternate Councilor(s) 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 Section at such meetings.
- b. Councilor(s) and Alternate Councilor(s) shall be elected by ballot from among the MEMBERS for three-year terms beginning January 1. Reelection is permissible. Councilor(s) shall be elected in separate years, whenever possible, to provide for a rotation of terms in accordance with the ACS Governing Documents. 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 Section shall appoint one of the Alternate Councilor(s) 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 Section will be absent from a Council meeting, thus leaving the Section without representation at such meeting, the Executive Committee may designate one MEMBER of the Section as a Temporary Substitute Councilor in accordance with the ACS Governing Documents.
- e. The Executive Committee shall designate one or more Councilor(s) to be disqualified under provisions of the ACS Governing Documents for reallocation of Councilor(s) among the Sections.
- 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 by a special election; by appointment by the Executive Committee until the next annual election; or as described elsewhere in the ACS Governing Documents and in these bylaws.

BYLAW VI Manner of Election

Section 1. The election of officers and the three Members-at-Large shall be conducted by a ballot distributed to the members and of the Section in accordance with the ACS Governing Documents and these bylaws. Councilor(s) and Alternate Councilor(s) shall be elected by a ballot distributed to all members of the Section; affiliates may not vote for Councilor(s) and Alternate Councilor(s).

Section 2. Nominations

- a. Prior to August 1, the Secretary shall notify the Executive Committee and the Nominating Committee, as described elsewhere in these bylaws, of the elective positions to be filled. By

August 1 of each year, the Nominating Committee shall distribute a call for nominations to all members of the Section.

- b. In October of each year, the Nominating Committee shall report to the membership its list of nominees for each office, for Councilor(s) and Alternate Councilor(s), and for any other elective position(s).
- c. Prior to October 1, any member or affiliate of the Section may, in writing or from the floor at a meeting to conduct governance business, nominate additional candidates for office, provided that the candidates are members of the Section for officers and other elective positions and MEMBERS for Councilor(s) and Alternate Councilor(s), as required elsewhere in these bylaws. To go forward, the nomination must be seconded by a member or affiliate of the Section. Nominations so made shall be equally valid as those from the Nominating 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) and Alternate Councilor(s) shall be listed in alphabetical order by last name. The ballot shall be distributed by October 15 to eligible voters as noted above. Affiliates may not vote for Councilor(s) and 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 eligible voter 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 Immediate Past Chair as soon as possible after the election and published in the Section's newsletter and/or on the Section'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 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 officers and elected Executive Committee members, but not the Councilor(s) and Alternate Councilor(s), 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 Section. 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 MEMBER of the Section, as required elsewhere in these bylaws, 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. Section 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 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 results 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 Section. Any individual serving on a committee shall be a member or affiliate of the Section as provided elsewhere in these bylaws.

Section 2. The Section shall have the following standing committee: Nominating. The Nominating Committee is appointed by the Chair and shall consist of not less than three members, all of whom do not hold any elective positions at the time of appointment. This committee shall provide nominees for each of the offices that are to be filled by election and shall obtain the consent of the proposed nominees before entering their names as candidates on the ballot.

Section 3. All committees not otherwise provided in these bylaws shall be appointed from time to time by the Chair, with approval by the Executive Committee.

BYLAW IX

Meetings

Section 1. The Executive Committee shall designate the times and places of the Section's meetings as it finds necessary or desirable for the proper functioning of the Section. The Section 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 Section to conduct governance business. The order of business may be suspended by a majority vote of the members present.

Section 3. The Section 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 Section. 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 Section to conduct governance business, with the approval of the Chair, 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, and for voting members to vote as needed.

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 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 Section's meetings, not including committee meetings, shall be sent to each member and affiliate of the Section. A quorum for the transaction of governance business at such a Section meeting shall consist of 10 members of the Section. 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.

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

Finances

Section 1.

- a. Members of the Section may be assessed voluntary Local Section 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 emeritus members.
- b. Society Affiliates may be assessed annual dues in an amount set by the Executive Committee.
- c. The annual dues of Local Section Affiliates shall be determined by the Executive Committee in accordance with the ACS Governing Documents, and as mentioned elsewhere in these bylaws.

Section 2. The Section may raise or collect funds to be expended for local 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 Section may receive donations or bequests made to it and may expend or invest the same on behalf of the Section. Such expenditures or investments shall be made by the Treasurer of the Section upon authorization by the Executive Committee.

Section 4. An annual audit of the books of the Treasurer and of any other transactions regarding the Section'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 XI

Affiliation with Other Technical Organizations

Section 1. The Section may affiliate with other technical organizations operating within the territory of the Section provided that such affiliation does not contravene the ACS Governing Documents. Such affiliation must be approved by the Executive Committee of the Section, by confirmation by the Council Committee on Constitution and Bylaws, and in compliance with the specific requirements of the ACS Governing Documents.

Section 2. The affiliation with the technical organization shall become effective upon authorization by the Executive Committee of the Section, by the Council Committee on Local Section Activities, and by confirmation by the Council Committee on Constitution and Bylaws.

Section 3. The Executive Committee may terminate the affiliation with any technical organization by notifying, in writing, the governing body of the technical organization. The technical organization may terminate the affiliation upon written notice to the Section's Executive Committee. Affiliations

shall terminate after five years unless reauthorized by the Executive Committee. The term of each subsequent reauthorization shall not exceed five years.

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 Section. 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 Section members for adoption. This may be accomplished at a business meeting of the Section provided that a minimum of four weeks' prior notice is given to the Section 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 Section, 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 Section.

Section 4. At least two-thirds (2/3) of the votes cast shall be required to approve the amendment. This may be done at a Section meeting to conduct governance business 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 Section. 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 ballot regarding the amendment(s) to the Section 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 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.

BYLAW XIII **Dissolution**

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 Local Section, 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 Local Section 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 Section's dissolution.