



***BYLAWS OF THE
PHILADELPHIA SECTION
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name and Territory**

Section 1. The name of this corporation shall be Philadelphia Section of the American Chemical Society, Inc., (hereinafter referred to as the "Section") of the American Chemical Society (hereinafter referred to as the "SOCIETY"). The Section shall be incorporated as a nonprofit organization in the Commonwealth of Pennsylvania.

Section 2. The territory of the Section shall be that assigned by the SOCIETY.

**BYLAW II
Objects**

Section 1. The objects of the Section shall be those of the SOCIETY as stated in the Charter and Constitution of the SOCIETY.

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

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
Members and Affiliates**

Section 1. The rolls of the Section shall include those 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

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conformity with the Constitution and Bylaws of the SOCIETY. Members and affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY.

Section 2. Society Affiliates

Society Affiliates shall not be entitled to vote or hold elective office but shall be entitled to participate in all other activities of the Section. Society Affiliates may be assessed such yearly Section dues as the Board of Directors may determine, but not less than the minimum Section Dues. Society Affiliates may be appointed as Committee Chairs and may serve on the Executive Committee in a non-voting capacity.

Section 3. Local Section Affiliates

Persons who are not MEMBERS, STUDENT MEMBERS or Society Affiliates of the SOCIETY may become Local Section Affiliates. Local Section Affiliates shall not be entitled to vote or to hold elective office in the Section but shall be entitled to participate in all other activities of the Section. Application for enrollment as a Local Section Affiliate shall be considered for approval by the Board of Directors after endorsement by two Section members. Local Section Affiliates shall pay such yearly Section dues as the Board of Directors may determine but not less than that stipulated by the SOCIETY.

BYLAW IV Organization

Section 1. Elected Officials

a. Qualifications of Elected Officials

Elected officials described in these bylaws shall be elected from among the MEMBERS of the SOCIETY and the Section, by the members of the Section.

b. Officers

The officers of the Section shall be a President who, for all purposes of these bylaws and otherwise, shall be known as Chair of the Section; a Vice-President who, for all purposes of these bylaws and otherwise, shall be known as Chair-Elect of the Section; a Secretary; and a Treasurer. The Secretary and Treasurer positions may be held by the same person.

The Chair-Elect shall take office on January 1 following election and shall hold office for one year or until a successor qualifies. The Chair-Elect shall succeed to the office of Chair on January 1 of the year following service as Chair-Elect. The Secretary and Treasurer shall take office on January 1 following their election and shall hold office for two years or until their successors qualify. The Secretary shall be elected in odd-numbered years and the Treasurer in even-numbered years, except when the positions are held by the same person.

c. Executive Committee

The Executive Committee of the Section shall consist of the Chair of the Section, the Chair-Elect, Secretary, Treasurer, Immediate Past Chair, and Chair of the Council Affairs

Committee, as described elsewhere in these bylaws. The Chair of the Section will serve as the chair of the Executive Committee.

Except as specifically provided herein, the Executive Committee shall have the duties and obligations delegated to it by the Board and shall serve in an advisory capacity to the Board in the management and direction of the Section.

d. The Board of Directors

The Board of Directors of the Section, hereinafter referred to as either the “Board of Directors” or the “Board”, shall consist of the four elected Section officers and the Immediate Past Chair of the Section, all of whom shall be ex officio members, and the 15 elected Directors.

The Directors shall be elected in a manner to produce rotation, i.e., five Directors shall be elected each year; they shall take office on January 1 following election, and shall serve for a term of three years or until their successors are duly elected and qualified.

If an elected Director becomes an officer of the Section, the term as elected Director shall expire when the term as officer begins. This vacancy shall be filled as described elsewhere in these bylaws.

At each meeting of the Board of Directors, the Secretary shall report the name of any Director who has been absent from the previous three regular meetings of the Board of Directors. If a majority of the Directors finds no acceptable reason for these absences, that Director’s position shall be declared vacant and shall be filled as provided elsewhere in these bylaws.

e. Councilors and Alternate Councilors

Councilors and Alternate Councilors shall be MEMBERS of the Section who represent the Section in the Council of the SOCIETY and shall be elected by the members of the Section in a manner to produce rotation. The number of Councilors and Alternate Councilors shall be determined in accordance with the Bylaws of the SOCIETY.

Councilors and Alternate Councilors shall assume their duties on January 1 following their election and shall serve for a three-year term or until their successors have been duly elected and qualified.

A MEMBER of the Section may serve simultaneously as a Councilor/Alternate Councilor and as an officer/Director.

Section 2. Committees, Special Boards, and Other Bodies

a. Establishment of Standing, Special, and Temporary (ad hoc) Committees

The Board of Directors may establish and dissolve such standing or special committees and other special bodies as it deems necessary for the functioning of the Section as mentioned elsewhere in these bylaws. The Chair of the Section may appoint temporary, ad hoc committees to carry out functions not within the purview of standing or special committees or boards established by the Board of Directors. Procedures for and responsibilities of standing

committees, boards, and other bodies are given elsewhere in these bylaws and in the operations manual.

b. Nominating Committee

The Immediate Past Chair shall serve as chair of the Nominating Committee. By November 1, the Section Chair will appoint four additional members to this committee, subject to the approval of the Board of Directors. This committee will serve a one-year term beginning January 1 of the following year.

c. Tellers Committee

The Tellers Committee shall consist of at least three members of the Section, none of whom shall be a candidate for office. After the slate of candidates for election is approved by the Board of Directors, the Chair of the Tellers Committee shall be appointed by the Section Chair subject to the approval of the Board of Directors. The Committee Chair shall appoint the other members of the Committee subject to the approval of the Board of Directors.

d. Communications Committee

No later than September 1 of each year, the Chair-Elect shall appoint, subject to the approval of the Board of Directors, the Communications Committee Chair. The Communications Committee shall consist of the Communications Committee Chair, the Editor-in-Chief of *the Catalyst*, and such other members as the Committee Chair may appoint. The Chair-Elect of the Section may appoint one member of the Communications Committee.

e. Awards Committee

Prior to January of each year, the Nominating Committee shall submit to the Board of Directors for approval, the names of at least two members to serve on the Awards Committee of the Section. This committee shall consist of at least six appointed members, each of whom shall serve a term of three years. Committee members shall be appointed in a manner to produce rotation and shall take office on January 1 of the year following their appointment by the Board of Directors. The Chair-Elect of the Section shall serve as chair of the Awards Committee.

f. Finance and Budget Committee

The committee shall consist of a minimum of four members with the Treasurer of the Section serving as an ex officio member. Prior to November 1 of each year, the Nominating Committee shall submit to the Board of Directors, for approval, the name of one member to serve on the Finance and Budget Committee. The new appointee or re-appointee to the Finance and Budget Committee shall take office on January 1 following their appointment and shall serve a term of three years in such a manner as to produce rotation each year. The Chair-Elect shall select a chair from the appointed members of the Finance and Budget Committee before January 1.

g. Audit Committee

The Audit Committee shall consist of the Chair-Elect and two Directors, approved by the Board of Directors. Members of the Audit Committee shall not concurrently be a member of the Budget and Finance Committee.

h. Council Affairs Committee

All Section Councilors and Alternate Councilors as of November 1 and MEMBERS of the Section who are Division Councilors or ex officio Councilors shall constitute the Council Affairs Committee of the Section. Each year prior to November 10, the incumbent chair of this committee shall seek from the members of the committee nominations for chair of this committee for the succeeding calendar year. The chair shall poll members of the committee for their vote on the candidates for chair and announce to the committee members and to the Chair of the Section by the December Board of Directors meeting, the individual chosen to serve as chair of the Council Affairs Committee for the succeeding calendar year.

i. Program Planning Committee

The Program Planning Committee shall be chaired by the current Chair-Elect of the Section who shall appoint the other members of this committee from the members of the Section.

j. Temporary (ad hoc) Committee(s)

Temporary committees, called ad hoc committees as mentioned elsewhere in these bylaws, may be appointed to conduct business not already within the purview of any standing committee and shall be terminated at the end of the term of the appointed Chair. The Chair shall be an ex officio member of all committees and shall perform all duties incident to the office of president of a nonprofit corporation and such other additional duties as may from time to time be assigned by the Board of Directors.

k. Other Committees

On or before November 1, the Chair-Elect shall submit to the Board of Directors, for approval, the selection of chairs for other standing and special committees authorized by the Board of Directors. This submission shall include the names of the committee members selected by each committee chair. The chair and members of each standing and special committee, as mentioned elsewhere in these bylaws, shall serve a term of one year beginning January 1 of the following year.

Section 3. Topical Groups.

Upon petition by members of the Section having a special interest in a particular field of chemical science, the Board of Directors may approve the formation of a Topical Group in that field. The group must meet the requirements set by the Board of Directors. The Board of Directors may dissolve groups that no longer serve the needs of the Section. If a Topical Group is inactive for a period of more than two years, it will automatically be deemed inactive and will come before the Board of Directors for a vote of dissolution.

Section 4. Subsections.

The Board of Directors may approve the formation of subsections for those members of the Section whose interests are related and who reside in a specific geographic area remote from the

Section but within the Section's territory. Action to establish a Subsection shall be initiated by petition to the Board of Directors by at least 25 percent of the members residing in the specific area. The organization and functions of the Subsection shall be subject to approval by the Board of Directors. All activities of the Subsection shall be consistent with the bylaws of the Section and the Constitution and Bylaws of the SOCIETY. The charter of the subsection may be terminated by a three-fourths (3/4) vote of the Board of Directors upon determination that the Subsection no longer serves the best interests of the Section.

Section 5. Personnel and Staff

Subject to the approval of the Board of Directors, the Section may employ an Administrative Secretary and other staff as necessary on a part-time or full-time basis to carry out such functions as the officers and the Board of Directors may assign.

BYLAW V **Elections**

Section I. Nominations for Elective Offices

The Nominating Committee shall submit to the Board of Directors, on or before the June Board meeting, the following nominations after ascertaining that each candidate is willing to serve if elected:

a. Chair-Elect

At least two candidates for Chair-Elect shall be selected unless it has been ascertained by the Board of Directors that the elected incumbent Chair-Elect cannot serve as Chair for the ensuing year, in which case there shall be at least three candidates, possibly including the person appointed for the interim, to carry on the duties of the office of Chair. Should it be necessary to fill both the office of Chair and the office of Chair-Elect, the candidate receiving the highest number of votes in the ensuing election shall be elected Chair, and the candidate receiving the second highest number of votes shall be elected Chair-Elect. Under exceptional circumstances where two candidates cannot be found to run for Chair-Elect, one candidate will be permissible for the election slate to be deemed official.

b. Secretary and Treasurer

At least two candidates for the offices of Secretary or Treasurer, respectively, shall be selected in alternate years as provided above. Under exceptional circumstances where two candidates cannot be found to run for Secretary or Treasurer, one candidate will be permissible for the election slate to be deemed official.

c. Directors

At least two candidates for each office of Director shall be filled at the annual election. In the event a vacancy has occurred in an office of Director, which has been temporarily filled in accordance with the provisions of these bylaws, there shall be at least two candidates for each office to be filled for an unexpired term.

d. Councilors and Alternate Councilors

In the common election of Councilors and Alternate Councilors, the number of candidates, who must be MEMBERS, shall total at least three times the number of Councilors to be elected.

Section 2. Other Nominations

The Nominating Committee shall also nominate members for the Finance and Budget Committee, the Audit Committee, and the Awards Committee for appointment by the Board of Directors as provided above.

Section 3. Nomination by Petition

Nominations for any office, except that of Chair, may be made by petition carrying the signatures of at least 20 Section members. The petition must be forwarded to the Secretary of the Section prior to the June meeting of the Board of Directors and must be accompanied by a written statement from the nominee certifying a willingness to serve if elected.

Section 4. Election Procedures

By October 1, the Secretary of the Section shall arrange to distribute to the membership brief biographies and statements for each candidate for the office of Chair, Chair-Elect, Secretary or Treasurer, Director, and for Councilor, if they are received by the Secretary of the Section by the deadline announced by the Secretary at the June meeting of the Board of Directors. By October 1, the Secretary or a designee shall distribute to each member of the Section an official ballot containing the names of all candidates arranged by lot. This ballot shall indicate how many are to be elected for each office or position. For Councilor and Alternate Councilor, members shall vote for no more than twice the number of Councilor vacancies to be filled.

The voting shall be by written ballot and will be concluded by October 30 or the next business day thereafter if October 30 is not a business day; in extenuating circumstances the date for receipt of the ballots the election can be extended at the discretion of the Board of Directors. An extenuating circumstance is one beyond the control of the Philadelphia Section to implement the election procedure and is so agreed upon by two-thirds (2/3) of the Board of Directors. The length of an extension shall not exceed the time between regular meetings of the Board. If subsequently there is a need to extend the time, the Board will repeat the above procedure for extending the time for the election mechanism.

Section 5. Tellers Committee

The Tellers Committee shall canvass the vote. A written report of the results shall, without delay, be forwarded to the Board of Directors. The Secretary shall, after Board authorization, promptly communicate to all candidates the result of the election and shall arrange for the prompt publication of the election results in *the Catalyst*.

Section 6. Election Results

- a. If no candidate for the office of Chair-Elect, Secretary or Treasurer receives a majority of the votes cast for that office, a run-off election between the two candidates receiving the greatest

number of votes shall be completed no later than forty-five days after the conclusion of the election.

- b. Candidates for Director, Councilor or Alternate Councilor shall be declared elected in the order of the greatest number of votes received until all open positions have been filled. From the candidates for Councilor, the candidate who receives the highest number of votes shall be declared elected Councilor until all positions have been filled. Three-year terms of office shall be filled first followed by partial terms of office in order of decreasing length. From the remaining candidates, Alternate Councilors shall be declared elected by the same method. Any tie vote shall be resolved by a vote of the incumbent Board of Directors.
- c. When a MEMBER elected to the position of Alternate Councilor is already an Alternate Councilor whose term has not expired, that MEMBER shall be declared as elected for the more recent term and a vacancy shall be declared for the current term of said Alternate Councilor which vacancy shall be filled as described below.

Section 7. Vacancies

- a. Any vacancy existing in any office except those of Director, Councilor, or Alternate Councilor shall be filled by a majority vote of the Board of Directors for the unexpired term of such office. Vacancies among the Directors shall be filled by a majority vote of the remaining members of the Board of Directors and each member so selected shall hold office until the next annual election of the Section at which time the office shall be filled by election by the members of the Section in accordance with the general rules set forth in these bylaws for the unexpired term of office. The newly-elected Director who is to fill an unexpired term shall assume office at the first meeting of the Board of Directors following election. If a vacancy on the Board of Directors occurs during the last twenty months of the term of a member of the Board, the member selected by a majority of the remaining members of the Board of Directors shall hold office until the end of the vacated term.
- b. Vacancies in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term by appointment by the Board of Directors until the next election.

BYLAW VI Recall of Elected Officials

Section 1. The elected officials of the Section (officers or elected members of the Board of Directors) 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 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 Office of Chair with respect to this issue until said 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 Board of Directors and call a special meeting within thirty days.

- a. The Board of Directors 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 Board of Directors.
- b. If the proceedings continue:
 - (1) The Chair shall assign the duties of the official to another MEMBER of the Section until the issue is resolved.
 - (2) The official shall be offered an opportunity to answer the allegations in the petition before the Board of Directors. A certified letter shall be sent 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.
- c. The Board of Directors 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 Board of Directors. If the Board of Directors 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 Board of Directors and the official, of the issues involved with the recall vote. Both statements shall be distributed to the members before the vote conducted by ballot. A paper ballot will be mailed 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 Board of Directors. A two-thirds (2/3) vote of the remaining members of the Board of Directors 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
Duties of Section Officials, Board of Directors,
Special Boards, and Committees

Section 1. Authority and Duties of Officers

a. Chair

The Chair of the Section shall also be Chair of the Board of Directors and the Executive Committee. The Chair shall preside at all meetings of the Section and the Board of Directors and shall, without the necessity of obtaining the confirmation of the Board of Directors, appoint the chairs and members of such temporary committees, as distinguished from standing committees, as the Chair may deem advisable to assist in carrying out the functions of the Section.

b. Chair-Elect

The Chair-Elect of the Section shall perform the duties of the Chair when the Chair is unable to serve. No later than November 1, the Chair-Elect shall submit for confirmation by the Board of Directors appointments for the chair of each of the standing committees of the Section for the ensuing year beginning January 1.

The Chair-Elect shall serve as chair of the Program Planning Committee of the Section. The Chair-Elect, on behalf of the Program Planning Committee, shall collaborate with the chair of the University of Pennsylvania's Department of Chemistry or the Department Chair's designee, to select the Edgar Fahs Smith Memorial Lecturer no later than December 1. The Chair-Elect also shall be responsible for the Glenn E. Ulliyot Lectureship Program. As Chair of the Program Planning Committee, the outgoing Chair-Elect, shall, as Chair of the Section, present to the Board of Directors the Committee's overall schedule for Section meetings for the year at the January Board meeting.

The Chair-Elect shall serve as chair of the Awards Committee and shall announce that committee's choice for the Philadelphia Section Award for the current year at the June meeting of the Board of Directors, in any event no later than June 22.

c. Secretary

The Secretary shall perform the following duties:

- (1) Maintain accurate and permanent records of the proceedings of the Section and of the Board of Directors of the Section including minutes of regular and special Section and Board meetings;
- (2) Furnish for publication in *the Catalyst* the minutes of the proceedings of all meetings of the Board of Directors including the names of those attending and a summary of any business transacted at Section meetings;
- (3) Prepare meeting notices and reports and keep records for the Section as required by law;
- (4) Serve as custodian of the seal of the Section and affix this seal to all such documents as necessary to be executed on behalf of the Section;
- (5) Maintain the membership list of the Section and the list of affiliates;
- (6) Collect, organize, and distribute information and materials, for publication in *the Catalyst* as necessary to conduct the Section's elections;

- (7) Certify Alternate Councilors for attendance at meetings of the Council of the SOCIETY in place of any Section Councilor who is unable to attend;
- (8) Perform the duties prescribed by the Constitution and Bylaws of the SOCIETY including certification of election results and aid the Chair in the preparation of the annual report of activities of the Section for submission to the SOCIETY by the required deadline;
- (9) Perform all other duties incident to the office of Secretary and such other duties as are prescribed by these bylaws and as may from time to time be assigned by the Board of Directors or the Chair of the Section.

d. Treasurer

The Treasurer shall perform the following duties:

- (1) Keep an accurate account of receipts and disbursements of the Section's funds;
- (2) Deposit all moneys of the Section in a timely manner in the name and to the credit of the Section in such depository or depositories as may be designated by the Board of Directors;
- (3) Disburse the funds of the Section as may be ordered by the Board of Directors;
- (4) Pay such bills as are approved by those members of the Section who are authorized by the Board of Directors of the Section to incur expenses on behalf of the Section, obtaining proper vouchers for such disbursements;
- (5) Render to the Board of Directors of the Section at the regular meetings of the Board, or whenever they may require, an account of all transactions and the financial condition of the Section;
- (6) Serve as a member of the Finance and Budget Committee. Manage the access to and transfer of all Section funds, consisting of operating funds, unrestricted invested funds and restricted invested funds;
- (7) Submit such accounts and reports as are required by the Constitution and Bylaws of the SOCIETY;
- (8) Prepare or arrange for the preparation, and submit all tax returns required by law.

Section 2. Authority and Duties of the Executive Committee

The Executive Committee shall:

- a. Manage the employees and staff of the Section;
- b. Oversee policy and bylaws, including compliance;
- c. Perform such other duties as the Chair, from time to time, may require.

Section 3. Authority and Duties of the Board of Directors

- a. The Board of Directors shall be the legal governing body of the Section and shall have full powers to conduct, manage and direct the business and affairs of the Section and shall have all the corporate powers of the Section except those specifically reserved or granted to the members of the Section and the officers and other officials of the Section, by law, by the Articles of Incorporation, and by these bylaws.
- b. The Board of Directors may levy such voluntary Section dues as it sees fit, subject to compliance with the Bylaws of the SOCIETY. The Board of Directors may, by resolution, require any officer, member of a committee, and other functioning personnel of the Section to give bond to the Section with sufficient sureties conditioned for the faithful performance of the duties of the respective office or position. The expense of any such bond shall be borne by the Section.

Section 4. Authority and Duties of Councilors and Alternate Councilors

Councilors shall represent the Section at meetings of the Council of the SOCIETY. They shall advise the Board of Directors, members of the Section, and affiliates of pending actions by the Council and shall report significant actions taken at each meeting of the Council to the Board of Directors, members of the Section, and affiliates. The powers and duties of an Alternate Councilor attending a meeting in the place of a Councilor shall be those of a Councilor.

Section 5. Authority and Duties of the Council Affairs Committee

The Council Affairs Committee shall meet prior to meetings of the Council of the SOCIETY. Prior to each Council meeting, the chair of the Council Affairs Committee shall ascertain which Section Councilors will attend and when necessary shall arrange for the required number of Alternate Councilors to attend and be certified by the Secretary of the Section.

Section 6. Authority and Duties of the Finance and Budget Committee

- a. The Finance and Budget Committee is responsible for preparing a plan to manage the Section's investments, and preparing the Section's annual budget by December 1. The plan and budget shall be presented to the Board of Directors for their approval.
- b. The Finance and Budget Committee shall have the power and authority to invest and reinvest that portion of the Section funds entrusted to it by the Board of Directors. These funds shall at all times be subject to the control of the Board of Directors.
- c. All investments that are of registered type shall be registered in the name of the Section. When desirable from an operational point of view, the Investment Board of Trustees may authorize the Treasurer of the Section to maintain an account in the name of the Section with a broker, recommended by the Finance and Budget Committee and approved by the Board of Directors, and deposit in that account for transaction purposes and safekeeping stocks owned by the Section, provided the account is suitably protected by insurance.
- d. The Finance and Budget Committee shall keep an accurate record of all investments and shall make an annual accounting to the Board of Directors not later than at its January meeting concerning the investment funds of the Section.

- e. When authorized by a majority of the Board of Directors and requested by the Section Treasurer, Section Treasurer may transfer unrestricted investment funds needed for operation of the Section.

Section 7. Authority and Duties of the Audit Committee

The Audit Committee shall oversee an independent audit of the Section's 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 Board of Directors by January 31.

Section 8. Authority and Duties of the Communications Committee Chair

The Communications Committee Chair shall have the following responsibilities:

- a. Be in charge of and responsible for the editorial content of *the Catalyst*;
- b. Appoint staff for *the Catalyst*;
- c. No later than November 1 each year, submit to the Board of Directors for approval a nomination for Editor-in-Chief of *the Catalyst*;
- d. No later than December 1 each year, submit to the Board of Directors a report on the activities of *the Catalyst*; and
- e. Manage the Section's website and other media.

BYLAW VIII Meetings

Section 1. Board of Directors and Executive Committee

The Board of Directors shall have a minimum of eight regular meetings a year. These meetings shall be held at such date, time, and place as a majority of the Board may designate or, in the absence of such designation, as may be specified in the notice calling such meetings. Special meetings of the Board of Directors shall be held whenever called by the Chair of the Section or on the request in writing of five members of the Board of Directors. Written notice of each regular or special meeting shall be conveyed to each Director at least five days prior to the date specified for any such meeting. The Chair may also call *ad hoc* meetings of the Executive Committee as needed.

Ten Directors must be in attendance to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present shall be the acts of the Board of Directors unless otherwise specified in these bylaws.

Four Executive Committee members shall be necessary to constitute a quorum for the transaction of business for meetings of the Executive Committee. Meetings of the Executive Committee may be called at the request of the Chair or any two members of the Committee.

Section 2. Meetings of the Section

Regular meetings of the Section shall be held once each month except in the months of July and August. For special reasons a regular monthly meeting may be omitted by resolution of the Board of Directors. Regular meetings shall be held at such date, time, and place as a majority of the Board of Directors may designate or, in the absence of such designation, as may be specified in the notice of such meetings. The Board shall designate one of the regular meetings of the Section as the annual meeting.

Special meetings of the Section may be called at any time by a majority of the officers, at the direction of the Board of Directors, or upon demand in writing of not less than 10 members. The presence of 20 members shall constitute a quorum for special meetings. Every member of the Section present shall be entitled to one vote, and no members shall be entitled to vote by proxy.

Notice of each regular or special meeting shall be sent to each member and affiliate, as appropriate, at least five days prior to the date specified for any such meeting. In the case of a special meeting, the purpose of such meeting shall be stated in the notice. The business transacted at a special meeting shall be limited to the purpose specified in the notice calling said meeting.

Section 3. Other Meetings

Subject to approval of the Board of Directors, the Section may participate in the organization and sponsorship of joint and regional meetings with other local sections and with other scientific and technical organizations.

Section 4. Conduct of Meetings

Except for other procedures specified in these bylaws, all meetings sponsored by the Section shall be conducted according to recognized parliamentary procedures specified in the latest revised edition of "*Robert's Rules of Order Newly Revised.*"

BYLAW IX Communications

The official publication of the Section shall be known as *the Catalyst*. It shall contain notices of all Section meetings, other official communications and announcements of the Section, and such other matters as the Communications Committee may deem proper. It may also contain similar matters pertaining to the activities of such adjacent Local Sections of the SOCIETY, as they may enter into a cooperative agreement with the Section with respect thereto, which is satisfactory to the Board of Directors.

An issue of *the Catalyst* shall be published each month of the year with the exceptions of July, August, and December unless otherwise directed by the Board of Directors

BYLAW X Awards and Lectureships

Section 1. The Philadelphia Section Award

The Section shall sponsor the Philadelphia Section Award, which may be presented each year to one member of the Section, or in exceptional circumstances to two members of the Section jointly, who by conspicuous scientific achievement has made important contributions to the field of chemistry and thereby aided the public appreciation of the profession. Each year, the Awards Committee will solicit nominations, choose an awardee, and submit his/her name for Board approval.

Section 2. The Edgar Fahs Smith Memorial Lecture

The Section shall cosponsor with the University of Pennsylvania the Edgar Fahs Smith Memorial Lecture on an annual basis. The lecturer shall be a prominent chemical scientist who has made exceptional contributions in an area or areas of scientific investigation.

Section 3. The Glenn E. Ullyot Lecture

The Glenn E. Ullyot Lecture shall be held to inform the public of the importance of chemical and biological sciences to the public welfare. The lecture may be presented each year by a qualified lecturer who is nominated by the Ullyot Lecture Committee. The income from the Glenn E. Ullyot Lecture trust shall be used to underwrite the expenses associated with the lecture. The Board of Directors shall authorize the expenditure of these funds. The lecturers shall have distinguished themselves not only as scientists but also as effective communicators regarding the importance of chemical and biological science to the public welfare.

The Section may invite other organizations to participate in the lecture program. A co-sponsor need not provide financial assistance but shall be involved in planning and carrying out of the program.

Section 4. ACS Philadelphia Section Undergraduate Teaching and *K-12* Teaching Awards

The Section shall sponsor awards for Excellence in Undergraduate Teaching, an award for Excellence in High School Teaching, and an award for science teaching at the K-8 level. The awards are to be given to teachers and professors at educational institutions within the boundaries of the Section. The Awards Committee will annually solicit and review nominations for the awards. The Award Committee will recommend the award winners for Board approval.

Section 5. Other Awards

The Board of Directors, if agreed to by a two-thirds (2/3) majority, may present other awards as it sees fit.

Section 6. Honoraria

The Board of Directors, at its discretion, may provide honoraria or other tokens of recognition to accompany additional meritorious awards or lectureships.

BYLAW XI **Fiscal Year**

The fiscal year of the Section shall coincide with the calendar year.

BYLAW XII
Affiliation with Other Organizations

The Section may, at the direction of the Board of Directors, affiliate with other scientific, engineering and technical societies in accordance with the Constitution and Bylaws of the SOCIETY, provided that each such affiliation is specifically authorized in these bylaws.

BYLAW XIII
Amendments

Section 1. A petition to amend the bylaws may be initiated by the Executive Committee, or by petition signed by at least 15 members or three percent of the members of the Section, whichever is larger. If the proposed amendment is approved by the Executive Committee, it shall, if practical, be submitted to the SOCIETY's Committee on Constitution and Bylaws for review. After any required changes are incorporated, and any recommended changes reviewed and accepted or rejected by the Executive Committee or a majority of the petitioners, the Secretary shall distribute the amendment(s) to each member of the Section and provide a ballot to approve the amendment. If a majority of the petitioners reject proposed amendments as described herein, the original amendment may be submitted to the membership along with the amended petition.

Section 2. If a proposed amendment is not approved by a majority of the Executive Committee, and if the petition is signed by at least 15 members or three percent of the members of the Section, whichever is larger, it shall, if practical, be submitted to the SOCIETY's Committee on Constitution and Bylaws for review before being submitted to the membership of the Section. After any required changes are incorporated, and any recommended changes reviewed and accepted or rejected by a majority of the petitioners, the Secretary shall distribute the amendment(s) to each member of the Section and provide a ballot to approve the amendment.

Section 3. At least two-thirds (2/3) of votes cast shall be required to approve the amendment.

Section 4. The Secretary shall distribute the outcome of the vote regarding the amendment(s) to the Section members and within one month, shall meet all requirements for submitting the results to the Committee on Constitution and Bylaws.

Section 5. 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 XIV
Dissolution of the Section

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 objects 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 1954 as amended or under such successor provision of the Code as may be in effect at the time of the Section's dissolution.