

April 24, 2013

PRELIMINARY REPORT OF THE COMMITTEE ON CONSTITUTION AND BYLAWS

Jacksonville Section

Reference is made to the December 10, 2012 email that was received December 11 from Dr. Jennifer Bryant, member of the Jacksonville Section, to Barbara Polansky, Staff Liaison to the Committee on Constitution and Bylaws (C&B), regarding proposed bylaw amendments to the Section's current bylaws, dated May 1, 1985.

C&B has examined the proposed amendments as requested and except for the required changes noted below, finds them to be legal and consistent with the SOCIETY's documents and internally consistent with the Section's bylaws. Note the **REQUIRED**, **RECOMMENDED**, and **EDITORIAL CHANGES** below. Only the **REQUIRED CHANGES** are noted as such and in boldface. Other changes are recommended and in some cases, we strongly urge you to make these.

NOTE: if C&B does not receive the Section's revised bylaws and results of your members' vote **within eighteen months** from the date of this report, you will have to begin the process again.

GENERAL REQUIRED CHANGE

Throughout your bylaws, the term "ASSOCIATE MEMBERS" must be changed to "STUDENT MEMBERS" because the SOCIETY no longer has a membership category known as ASSOCIATE MEMBER.

Document Title. **REQUIRED CHANGE**

Remove the word "Charter" from the title of the document because your Section's bylaws are no longer Charter BYLAWS.

BYLAW II

Section 1. **REQUIRED CHANGE**

Add "Charter and" before "Constitution".

BYLAW III

Since the SOCIETY no longer requires a Section to maintain a headquarters, you could change this bylaw to read "The territory of the Section shall be that assigned to it by the SOCIETY." This would also require removing the phrase "and Headquarters" from the BYLAW header.

BYLAW IV

Section 1. **REQUIRED CHANGE**

Replace "MEMBERS" with "members", since the rolls need to include both MEMBERS and STUDENT MEMBERS. Alternatively, add "STUDENT MEMBERS" after "MEMBERS,".

Section 3. **REQUIRED CHANGES**

Replace “MEMBERS” with “members”, since STUDENT MEMBERS have rights accorded to them by the Constitution and Bylaws of the SOCIETY, including the right to vote. In the second sentence, delete the first phrase “A Society Affiliate may not serve as a voting member of the Executive Committee;” as this is duplicated in the last sentence.

BYLAW V

Section 1. **REQUIRED CHANGE**

You must specify whether the officers of the Section may be members (which includes STUDENT MEMBERS) or MEMBERS (which excludes STUDENT MEMBERS). Possible wording for the second option might be:

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 two Section Directors. The Secretary and Treasurer positions may be held by the same person.

Subsection 1, (b). **REQUIRED CHANGE**

Delete the second sentence, as this detail duplicates material in BYLAW VI, Section 6.

Subsection 1, (c). **REQUIRED CHANGES**

In the first line, change “proceedings of” to “minutes of meetings of”. There are various activities conducted by the Section outside of a formal meeting, the proceedings of which are not normally recorded. For example no one records the proceedings of Chemistry Week activities, even though a report is generated describing the activities. Remove the last sentence, since that is covered in BYLAW VI, Section 1.

Subsection 1, (d). **REQUIRED CHANGE**

Remove the last sentence, since that is covered in BYLAW VI, Section 1.

Subsection 1, (d).

Is the Treasurer of the Section responsible for generating a draft of the Section's annual budget? If so, it would be beneficial to list that duty here.

Subsections 1, (a) through (d) **REQUIRED CHANGES**

Move these subsections to BYLAW VII, Section 1, since that bylaw covers duties of officers.

Section 3. **REQUIRED CHANGES**

The Executive Committee is defined as comprising the “...officers of the Section, the Immediate Past Chair, the Councilors and the Alternate Councilors.” Nothing is stated about the committee chairs serving on the Executive Committee. However, in BYLAW IV, Section 3, it is stated that “Society Affiliates may be appointed as committee chairs and may serve on the Executive Committee in a non-voting capacity”. This produces an inconsistency in your bylaws. Either delete the phrase “and may serve on the Executive Committee in a non-voting capacity” from BYLAW IV Section 3, or add the following sentence in this section: “All committee chairs may serve as non-voting members of the Executive Committee.”

BYLAW VI

Section 1. **REQUIRED CHANGE**

For clarity, change the fourth sentence to “Elected officers of the Section shall serve beginning on January 1 for a term of one year, or until their successors qualify.”

Section 2. **REQUIRED CHANGES**

Expand the phrase “September meeting” to “September meeting of the Section” to make it clear. The body reporting the nominations must also be specified at the end of the first sentence. Is it a Nominating Committee? Or is it the Executive Committee?

Sections 3 and 4.

The dates proposed provide only fourteen days between the distribution of the ballots and tabulation of the results. This implies that all ballots must be cast prior to November 15 to allow the tabulation to be completed on November 15. This might not be a problem if electronic balloting is used. However, since paper ballots are available to those not having electronic access, delays in postal mail could affect the receipt of some ballots. We suggest that you change the date in Section 3 to October 15 or October 22 to allow sufficient time for voting.

Section 6. **REQUIRED CHANGES**

In the second sentence change "choose" to "elect".

Note: In the text suggested above for BYLAW V Section 1, officers are required to be MEMBERS. If instead you choose in that bylaw to allow any “member” (i.e., both MEMBERS and STUDENT MEMBERS) to be officers, then “MEMBER” here will need to be changed to “member”.

Unnumbered BYLAW “Recall of Elected Officials” **REQUIRED CHANGE**

This bylaw must be numbered. We suggest that a logical placement would be to move it after BYLAW VII, and thus number it as BYLAW VIII, and renumber all subsequent bylaws sequentially.

(For the purposes of this report, we will refer to subsequent bylaws by their current numbers.)

BYLAW VII

Section 2. **REQUIRED CHANGES**

Delete this section, since it is already covered in BYLAW V, Subsection 1, (a), which is being moved here. Renumber the moved Subsections 1 (a) through (d) as Sections 2–5 of this bylaw, and renumber current Section 3 as Section 6.

BYLAW VIII. REQUIRED CHANGE

If the nominations referred to in BYLAW VI, Section 2, are compiled by a Nominating Committee, the existence and composition of that committee should be specified here. For example, add the sentence: “The Chair shall appoint a Nominating Committee consisting of three members.” (Note that some Sections use the Immediate Past Chair to chair their Nominating Committee, and others restrict the number of Executive Committee members who can be members of the Nominating Committee. If you get into these details here, we suggest that you have the current language as Section 1, and then specify the Nominating Committee in Section 2.)

BYLAW VIII

FYI: We suggest that a Section Operations Manual be composed in which the established committees that were specified in detail in your old bylaws can be documented and their duties delineated. These details could then be changed by a simple vote of the Executive Committee, instead of the more extensive process needed to modify your bylaws.

BYLAW IX

Section 1. REQUIRED CHANGE

Provision must be made here of an annual meeting, because BYLAW V Section 1, (c) (which is moving to BYLAW VII) requires the Secretary to report to the membership. We suggest that you either specify a particular month in which this takes place, or add at the end of Section 1 this sentence: “The Executive Committee shall designate one of the regular meetings of the Section to be the annual meeting.”

Section 5. (NEW)

We suggest that you add the following section: “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

Section 2. REQUIRED CHANGE

The last sentence must be removed. STUDENT MEMBERS of the SOCIETY are members of the Section, and *cannot* be enrolled as Local Section Affiliates. Payment of Local Section dues by STUDENT MEMBERS normally is the same as that of MEMBERS. However the Section can set the Local Section dues of STUDENT MEMBERS to be other than that payable by MEMBERS, and this is already allowed in Section 1 of this bylaw.

BYLAW XI

Throughout this bylaw remove the brackets and insert numbers appropriate to your Section.

EDITORIAL CHANGES

C&B will make the following and other editorial changes that may be necessary.

NOTE: According to the *ACS Style Guide*, numbers should be as follows: use words for cardinal numbers less than 10, use numerals for 10 and above, except spell out numbers when used with measures of time, e.g. thirty days.

Throughout your bylaws the word “Bylaw” in the headers will be changed to “BYLAW” because only the SOCIETY's Bylaws are cited with an initial capital letter.

BYLAW I. C&B will change the quotation marks to be around “Section” and “SOCIETY” only.

BYLAW IV, Section 3. The capitalization of “Committee Chairs” will be changed to all lowercase.

BYLAW IX, Section 2. The phrase “fifteen members” will be changed to “15 members” to follow ACS style.

BYLAW IX, Section 3. “fifteen” will be changed to “15 members”, and “10%” will be changed to “10 percent” to follow ACS style.

BYLAW X, Section 1. “Student members” will be changed to STUDENT MEMBERS. Also, the extra period after the section label will be removed.

BYLAW XI, Section 1. The colon after the section label will be changed to a period.

The Committee on Constitution and Bylaws is available to review bylaw proposals before they are voted on so that returning to the electorate is avoided in those cases where the changes that are sought cannot be approved. If we can provide any additional clarification or further help in amending the Section's bylaws, please contact me at 701-777-3641 during normal business hours (Central Time) or 701-775-4526 at home, or the Committee's Staff Liaison, Barbara Polansky, at 202-872-4071 or 800-227-5558, ext. 4071.

For further information, please refer to <http://www.acs.org/bulletin5> for the following and other documents: ACS Governing Documents (Bulletin 5) and The Preparation and Amendment of Section Bylaws, which includes **model bylaws** and wording that represents considerable effort by the Committee on Constitution and Bylaws to develop language that is legal and consistent with the SOCIETY's governing documents. The Section is urged to use the guidelines in preparing amendments to its bylaws whenever they meet the Section's intentions and when reviewing its bylaws for improved scope and clarity.

Harmon B. Abrahamson, Chair
Committee on Constitution and Bylaws

cc: Committee on Constitution and Bylaws
Barbara F. Polansky, PMP, Staff Liaison