



# BYLAWS OF THE SOCIETY OF COSMETIC CHEMISTS

PROPOSED – APRIL 2019 | REVISED – MAY 2019 | BOARD & ATTY REVIEWED – JUNE 2019

## ARTICLE I. NAME AND PURPOSE

The name of this organization shall be the Society of Cosmetic Chemists. Dedicated to the advancement of cosmetic science, the Society strives to increase and disseminate scientific information through meetings and publications, promote research in the cosmetic science and industry, and set high ethical, professional and educational standards. Our mission is to further the interests and recognition of cosmetic scientists while maintaining the confidence of the public in the cosmetics and personal care industry.

## ARTICLE II. MEMBERSHIP

Any individual with responsibilities in an organization that engages in scientific or technical work, or any individual associated with a business that is affiliated with the cosmetics and personal care industry shall be eligible to become a member of the Society in a manner consistent with policies and prerequisites established by the Board of Directors. All members shall be members of the National Society and shall be associated with a local chapter, when practicable.

1. **Membership Classification** - The classifications of membership, as determined by the Board of Directors, are:
  - A. **General Member** - General Membership is available to persons engaged in scientific or technical work in the cosmetics and toiletries industry or in related governmental or academic areas, who have earned a Bachelor's Degree in the chemical, physical, medical, pharmaceutical, biological or related sciences and technology.
  - B. **Affiliate Member** - Available to persons interested in the objectives of the Society, but not qualified for General Membership. Affiliate Members are entitled to all General Membership privileges. After 5 years of membership in good standing, Affiliate Members shall be transferred to a General Member classification.
  - C. **Junior Member** - Available to persons who hold a bachelor's degree in the chemical, physical, medical, pharmaceutical, biological or related sciences and technology and who are pursuing a post-graduate degree. Junior Members are entitled to all General Membership privileges, except that they may not vote or hold elected office within the Society or its Chapters.
  - D. **Student Member** – Available to fully matriculated undergraduate students in a scientific program at recognized colleges and universities. Student members are entitled to all General Membership privileges, except that they may not vote or hold elected office within the Society or its Chapters.
  - E. **Emeritus Member** - Any member who has reached the age of 65 years and who has been a dues-paying member in good standing for 25 consecutive years may request to be nominated for transfer to

Emeritus Membership status. Upon approval by the Board of Directors, such members shall be entitled to all General Membership privileges for life, except that they may not hold elected office within the Society or its Chapters.

- F. Retired Member** - Any member who has retired from the cosmetic industry, is over 55 years of age and has been a dues-paying member in good standing for at least 15 years, may apply for Retired Member status. Upon acceptance, Retired members are entitled to all General Membership privileges, except that they may not hold elected office within the Society or its Chapters.
- G. Fellow Member** - General members who have achieved full maturity in the profession, as evidenced by a record of outstanding achievement and leadership may be elected a Fellow (Marketing or Technical) of the Society by the Board of Directors upon recommendation by the Fellow Certification Committee.
- H. Honorary Member** - Granted by the Board of Directors to individuals for distinguished service to the industry, Honorary members shall be entitled to all General Membership privileges, except that they may not vote or hold elected office within the Society or its Chapters.
- I. Educator Member** – any person who is a full-time educator who is a dean, teacher, professor or general educator from an accredited educational institution related to the cosmetic sciences, including, but not limited to the disciplines of chemistry, pharmacy, chemical engineering, business law or general business. Educator members are entitled to all General Membership privileges, except that they may not vote or hold elected office within the Society or its Chapters.
- J. International Member** – any member meeting the General or Affiliate member eligibility requirements who is primarily located outside the U.S. or Canada. International members will receive electronic communications only. International members shall have one vote on each matter put forth to the membership for a vote, except that they shall not be eligible to hold elected office within the Society or its Chapters.

- 2. Applications for Membership** - All applications for membership shall be completed and submitted to the SCC Headquarters office. The Manager, Membership & Chapters shall have the authority to approve applications from individuals who qualify for membership under this Article, except for requests for Fellow, Honorary or Emeritus status which is subject to approval of the Board of Directors. The Society may deny an individual from membership for cause (as defined in Article III, Section 10) in a manner consistent with policies established by the Board of Directors.

### **3. Membership Dues**

- A.** The annual membership dues shall be determined in a manner authorized by the Board of Directors.
- B.** The reinstatement fee and late fee shall be determined in a manner authorized by the Board of Directors.
- C.** No dues shall be levied upon or charged to Emeritus or Honorary Members.
- D.** Membership dues are levied for the calendar year, January through December.

- E. To remain in good standing, all dues payments for the membership year must be received by December 31<sup>st</sup> of the prior year.

#### **4. Resignation, Termination and Reinstatement of Membership**

- A. Resignation or application for reinstatement of all member classes shall be in writing, sent via mail or electronic communication, and may be offered at any time.
- B. Members who have not resigned and seek reinstatement to active membership status may do so by request to the SCC Headquarters office and must pay the amount of the reinstatement fee then in effect in order to be reinstated.
- C. A member who fails to pay dues or any other financial obligation to the Society may be terminated from membership in a manner consistent with policies established by the Board of Directors. Any member so terminated may be reinstated in a manner consistent with policies established by the Board of Directors.
- D. The Society may terminate or suspend an individual from membership for cause (as defined in Article III, Section 10) other than for failure to pay dues or any other financial obligation in a manner consistent with policies established by the Board of Directors, including violation of the Society's Code of Ethics.
- E. Dues refunds shall not be made to those members who resign or are terminated prior to the end of the membership year of the Society.

#### **5. Change in Membership Status**

- A. A member's classification is deemed annually as determined by the class in which dues are assessed. To the extent that a subsequent change in a member's employment would cause a change in a member's classification, such change will be effective immediately.
- B. For the purposes of determining the eligibility for and the continuation in elected or appointed offices of the Society, the classification of a member in effect at the date of nomination to office shall be deemed effective for the entire term of that office, even if the change in the employment of the individual would change the classification during the term of office. However, if employment results in a status other than General Member and, in the opinion of the Board of Directors, this change has an adverse impact upon the Society, that elected individual may be asked to resign, or may be removed by a two-thirds vote of the Board of Directors.
- C. Any member who has requested and been approved for Emeritus or Retired member class may not revert back to any other membership category; similarly, any Student or Junior member, upon migration to another membership class, may not revert back to Student or Junior member class.

#### **6. Rights and Powers of the Members**

- A. Every member of the Society shall be entitled to attend the Annual Business Meeting and any non-appointed committee meetings.

B. Only General, Affiliate, Emeritus, Fellow, Retired, and International Members (hereinafter collectively referred to as the “Voting Members”) shall be entitled to vote. Voting members shall be entitled to vote, in person, when in attendance upon all questions brought before duly called meetings of the Society. The Bylaws and proposed amendments thereto shall be in person and/or electronic ballot with respect to election of directors, or by written consents with respect to proposed amendments to the Bylaws and other actions, which may be returned to the Society by mail, overnight courier, facsimile, electronic mail or other mode of written transmittal allowed by law, as may be provided by the Board of Directors or the Executive Committee in accordance with these Bylaws.

7. **Duties and Conduct of Members** – A member shall be subject to censure, suspension or termination for unprofessional or unethical conduct or for contravention of the Bylaws and/or policies of this Society if, after a complaint is filed and investigated by the Board, it is reasonably determined that such conduct or incident occurred. Any member accused of such conduct shall be given written notice of said charges from the Secretary within five (5) days of the Board’s receipt of any such complaint and shall have fourteen (14) days to respond, in writing, to such complaint in a manner consistent with policies established by the Board of Directors.

### ARTICLE III. BOARD OF DIRECTORS

1. **Governing Body** - The governing body of the Society shall be the Board of Directors. The following shall constitute the Board of Directors for a term and under the conditions further specified in these Bylaws:
  - A. Five (5) elected Officers of the Executive Committee (as specified in Article IV, Section 1), each of whom shall have one vote;
  - B. Two (2) Area Directors from each Area (as specified in Article X, Section 5), each of whom shall have one vote;
  - C. Immediate Past President of the Society, who participates as an ex-officio member and has no vote.
  - D. Executive Director/CEO, who acts in advisory capacity as an ex-officio member and has no vote; and
  - E. A representative of the IFSCC, who participates as an ex-officio member and has no vote.
  
2. **Area Directors** - The Area Directors function as elected representatives of the Chapters in their respective Areas. The Senior Director for an Area is determined by the earliest election-to-office date. All Area Directors shall be General Members in good standing. They are responsible for other duties from time to time, as approved by the Board of Directors. In general, Area Directors:
  - A. Participate in all Board of Director meetings;
  - B. Plan and facilitate their Area Council meetings;
  - C. Communicate frequently with Chapters within their respective Area;
  - D. Facilitate appointment of Chapter representatives for national committees where required; and
  - E. Act as a liaison between the national office, Board of Directors and their respective Chapters.

3. **Powers of the Board** - The Board of Directors may exercise all powers requisite for the purposes of the Society, not inconsistent with these Bylaws, including, but not limited to, the authority to prescribe the policies and procedures of the Society and to enact resolutions binding upon the officers, board, committees, members and staff.
4. **Regular Meetings** - Regular meetings of the Board of Directors shall be held at least twice each year upon written notice sent to each member of the Board of Directors at least twenty (20) days in advance of said meeting. At such meetings, the presence of fifty percent (50%) of the number of Board Members at the time of the meeting shall constitute the number needed for a quorum. All questions brought before the Board for a vote must be affirmed by a simple majority of those present to be approved. At all meetings of the Board of Directors, the President, if present, shall act as Chairperson.
5. **Special Meetings** - A special meeting of the Board of Directors may be called by the President of the Society or at the request of twenty-five percent (25%) of the members of the Board of Directors. At least ten (10) days advance notice must be given for any special meeting of the Board of Directors.
6. **Acknowledgements** – Each Board members shall, on an annual basis, sign acknowledgements with respect to the Society’s policies regarding the Code of Ethics, Code of Conduct, Whistleblower, Conflict of Interest, and others, as appropriate.
7. **Officer Vacancies** – If the office of the President, Vice President or Vice President-Elect shall for any cause become vacant:
  - A. President – Before March 31<sup>st</sup>, the unexpired portion of the annual term of President shall be filled by the Immediate Past President of the Society; after March 31<sup>st</sup>, the unexpired portion of the annual term of President shall be filled by the Vice President of the Society.
  - B. Vice President – The unexpired portion of the annual term of Vice President shall be filled by the Vice President-Elect of the Society.
  - C. Vice President-Elect – The unexpired portion of the annual term of Vice President-Elect shall be filled by appointment by the Board of Directors from a list of nominees supplied by Society’s national office.
8. **Area Director Vacancies** – If the office of any Area Director shall for any cause become vacant, the unexpired portion of the annual term shall be filled by appointment by the Board of Directors upon recommendation from the Area Council until the next annual election, at which time an Area Director shall be elected to fulfill the remaining term.
9. **Special Appointments** – The Board of Directors may appoint other Society Members to perform duties on ad hoc committees or task forces or to otherwise represent the Society when required. Such appointed

individuals shall hold their offices for a term and shall exercise the powers and duties as determined by the Board of Directors. Appointed individuals will be responsible for reporting their activities to the Board.

10. **Removal for Cause** – The Board of Directors may remove any National or Chapter officer, director, councilor, committee/advisory group/task force member, or member for cause. Cause, as defined by the Board of Directors, includes, but is not limited to, misconduct, gross negligence, dereliction of duties, incapacity, conflict of interest, violation of National and/or Chapter Bylaws, Policies, the Society’s Code of Ethics, or other good cause.

#### **ARTICLE IV. EXECUTIVE COMMITTEE**

1. **Executive Committee** - The Executive Committee of the Society shall consist of:
  - A. The five (5) elected officers of the Society, each of whom has one vote; and
  - B. The Executive Director/CEO, who participates in an advisory capacity and has no vote.
2. **Functions** - The Executive Committee's functions are:
  - A. Pursue the vision and Strategic Plan of the Society;
  - B. Plan, direct and assure administration of all Society activities; and
  - C. Exercise the role of the Board of Directors between meetings of that body.
3. **Authority** – The Executive Committee may authorize any officer or officers, agent or agents, or any employee or employees, in the name of and on behalf of the Society, to enter into any contract or execute or deliver any instruments, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or the Executive Committee, no officer or agent or employee shall have the power or authority to bind the Association or any of its members.
4. **Meetings** - The Executive Committee shall meet as deemed necessary and shall report all actions taken by it at the next meeting of the Board of Directors. A majority of the members of the Executive Committee at the time in office shall constitute a quorum. All questions brought before the Committee for a vote must be affirmed by a simple majority of those present to be approved. At all meetings of the Executive Committee, the President, if present, shall act as Chairperson. In the President’s absence the Vice President shall act as Chairperson.

#### **ARTICLE V. ELECTED OFFICERS**

1. **Officers** – The Officers of the Society shall be the President, Vice President, and Vice-President Elect, Treasurer and Secretary, all of whom shall be General Members. The Vice President-Elect, Secretary and Treasurer shall be elected as provided for in these Bylaws and shall hold office as indicated herein.

- 2. President** - The President serves as chief elected officer, representing all the members and the best interests of the organization; exercises personal leadership in the motivation of other Officers, Board Members, committee chairs, and members; influences the establishment of goals and objectives for the organization; acts as inspirational leader and serves an important role in monitoring and evaluating organizational performance and effectiveness; works in partnership with the Executive Director/CEO by delegating authority and responsibility for him or her to provide leadership continuity. Within the limits of the Bylaws and Board policies, the President is responsible for and has authority to:

  - A.** Preside over, serve as a member of, and attend all meetings of the Board of Directors, the Executive Committee and any other national meetings of members; provide input to the Executive Director/CEO for agendas.
  - B.** Ensure that the Board of Directors and Executive Committee are kept informed on the general conditions and operations of the Society (the Executive Director/CEO is responsible for reporting specific details).
  - C.** Work with the Executive Director/CEO in meeting annual goals that are consistent with the mission statement and Strategic Plan of the Society.
  - D.** Appoint chairpersons of committees, representatives to other organizations, and Board of Directors as provided in these Bylaws.
  - E.** Support Bylaws, policies, programs and budgets adopted by the Board of Directors.
  - F.** Promote interest and active participation in the Society on the part of the members; report activities of the Board and the Society to members through various mediums.
  - G.** Manage the performance of the other elected officers and the Executive Director/CEO.
- 3. Vice President** – The Vice President has the primary responsibility to clarify the short-term aspects of the Society’s mission statement and Strategic Plan and to build the team that will implement these objectives during his or her succeeding term as President. The Vice President shall also:

  - A.** Assume the duties of the President in the absence or incapacity of the President.
  - B.** Represent the Society at the request of the President.
  - C.** Serve as the Chairperson of the Committee on Chapter Affairs (COCA).
  - D.** Have such other powers and duties incident to the office of Vice President and prescribed by the Board of Directors, the Executive Committee or these Bylaws.
- 4. Vice President-Elect** – The Vice President-Elect has the primary responsibility to clarify the short-term aspects of the Society’s mission statement and Strategic Plan and to build the team that will implement these objectives during his or her succeeding term as President. The Vice President-Elect shall also:

  - A.** Assume the duties of the President or Vice President, as appropriate, in the absence or incapacity of one or both.
  - B.** Represent the Society at the request of the President.

- C. Serve as a member of the Committee on Scientific Affairs (COSA).
  - D. Serve as the Chairperson of the Governance Task Force.
  - E. Have such other powers and duties incident to the office of Vice President and prescribed by the Board of Directors, the Executive Committee or these Bylaws.
5. **Treasurer** - The Treasurer shall be responsible for carrying out the policies and directions of the Board of Directors and shall, among other things:
- A. Have power to disburse such funds of the Society as shall be required in the conduct of its affairs and the carrying on of its activities.
  - B. Have authority to sign any check, draft, or other order of the Society for the payment of money, unless otherwise ordered by resolution adopted by the Board of Directors or the Executive Committee.
  - C. Work, in conjunction with the Manager, Accounting & HR, to prepare financial statements for the Board of Directors and the Executive Committee in such form and frequency as they may direct.
  - D. Oversee the custody and safekeeping of all monetary assets of the Society.
  - E. Review and approve or deny Chapters' Mid-Year and Year-End Financial Report submissions.
  - F. Serve as the Chairperson of the Finance & Audit Committee.
  - G. Have such other powers and duties incident to the office of Treasurer and prescribed by the Board of Directors, the Executive Committee or these Bylaws.
6. **Secretary** - The Secretary shall perform all such duties associated with the office of Secretary of a non-profit under the laws of the State of Delaware including, but not limited to:
- A. Keep minutes of the meetings of the Board of Directors and the Executive Committee and the business meetings of the Voting Members.
  - B. Oversee custody of and safeguard the Certificate of Incorporation and any other corporate documents of the Society.
  - C. Oversee the election process and certification of ballot results.
  - D. Record and communicate to the members all resolutions of the Board of Directors or any such other information as the Board of Directors, the Executive Committee or the President shall direct.
  - E. Serve as the Chairperson of the Membership Affairs Committee.
  - F. Have such other powers and duties incident to the office of Secretary and prescribed by the Board of Directors, the Executive Committee or these Bylaws.

## ARTICLE VI. CHIEF EXECUTIVE OFFICER

1. **Executive Director/CEO** – The Executive Director/CEO is the chief executive officer of the Society. The basic functions of the Executive Director/CEO are to:



- A. Serve as chief of staff representing all the members, the Executive Committee and the Board of Directors.
  - B. Assist in the development of the Society's strategic plan, goals and objectives and products and services designed to meet the need of the members and chapters.
  - C. Provide visionary and strategic leadership in implementing the mission and business plan of the Society.
  - D. Work in partnership with the President by providing effective support to successfully implement Society objectives.
- 2. Responsibility and Authority** - Within the limits of the Bylaws and Society's policies, the Executive Director/CEO is responsible for and has authority to:
- A. Formulate and recommend basic policies and procedures and ensure that the Executive Committee is kept informed on the conditions, operations and other important factors influencing the Society.
  - B. Implement Bylaws, policies, programs and motions adopted by the Executive Committee and the Board of Directors.
  - C. Directly report details to the Executive Committee and the Board of Directors in support of general reports.
  - D. In cooperation with the Treasurer and the staff, develop and maintain the appropriate budgetary procedure; oversee and authorize the proper expenditure of funds and ensure that all funds, physical assets, and other property of the Society are safe-guarded and administered with care.
  - E. Ensure that proper member records, financial accounts and other documents are maintained as provided in the Society's records retention policy,
  - F. Oversee the direction and coordination of staff in support of all approved programs, projects and activities of the Society.
  - G. Employ, supervise and motivate the employees of the Society, including oversight in use of consultants or independent contractors. Assess employee performance in relation to established goals and objectives and administer promotions and terminations. Recommend compensation increases and benefits for all staff, subject to Executive Committee approval.
  - H. Serve as an ambassador for SCC and, as such, undertake speeches, appearances and other opportunities for contact with SCC members, chapters and other industry events.
  - I. Authorize and execute such contracts, agreements and commitments as may be authorized by the Executive Committee, Board of Directors, or established policies.
  - J. Be present at all meetings of the Executive Committee, Board of Directors and any committee as deemed appropriate, and serve as parliamentarian thereat and provide for arrangements, notices, agendas and minutes.

## **ARTICLE VII. COMMITTEES, ADVISORY GROUPS, AND TASK FORCES**

1. **Types** – The following is a list and definition of the specific type of work groups that can be formed by SCC. All groups must be populated with SCC members in good standing; other individuals who are not SCC members may serve as a subject matter experts or industry representatives and may be appointed by the President.
  - A. **Committee** – A group of people officially delegated to perform a function, such as investigating, considering, reporting, or acting on a matter recommending action; or
  - B. **Advisory Group** – A group that provides advice and oversight to other groups; or
  - C. **Task Force** – A temporary unit established to work on a single defined task or activity.
2. **Minutes** – All committees, advisory groups and task forces of the Board shall have written meeting minutes and shall submit a written report to the Executive Committee for their next meeting.
3. **Formation** – The President has the power to form any standing or ad hoc committee, advisory group, or task force deemed necessary, subject to the adoption of a resolution approving the formation of such committee by the majority of the Executive Committee. Any committee, advisory group, or task force approved by the Executive Committee shall have one or more members.
4. **Ad Hoc** – Ad hoc committees, advisory groups and task forces shall be designated annually, or on an as-needed basis, by resolution of the Executive Committee on behalf of the Board of Directors. Generally, an ad hoc committee, advisory group or task force either dissolves following the completion of its purpose or, if it is incorporated into ongoing operations, shall be governed by a Committee Charter.
5. **Standing Committees & Task Forces** – The following committees and task forces shall be formed annually. The Chairperson, scope of duties and responsibilities, and composition of each are defined in the Charters and Policy Manual adopted annually by the Board of Directors.
  - A. Audit & Finance Committee
  - B. Committee on Chapter Affairs (COCA)
  - C. Committee on Scientific Affairs (COSA)
  - D. Conduct & Disciplinary Action Task Force
  - E. Education Advisory Committee
  - F. Fellow Certification Task Force
  - G. Governance Task Force
  - H. Medal Award Task Force
  - I. Membership Affairs & Chapter Formation Committee
  - J. Merit Award Task Force
  - K. Nominations & Elections Task Force
6. **Eligibility** – Subject to the restrictions defined in these Bylaws, the Committee Charter, or in SCC's Policy Manual, any member in good standing shall be eligible for committee, advisory group, or task force membership.

7. **Committee Charter** – In addition to such duties as may from time to time be assigned, the respective composition, duties and powers of each committee shall be as specified in the Charter.
8. **Appointment of Chair** – A Chairperson of each committee, advisory group, or task force shall be appointed by the President and ratified by the Executive Committee, except where provided for in these Bylaws.
9. **Duties of Chair** – The Chairperson, or the Vice Chairperson if the Chairperson is unable to be present, of each committee, advisory group, or task force shall preside at all meetings and provide a report of its activities to each regular meeting of the Board of Directors, Executive Committee, or individual Officers when called upon to do so.
10. **Removal or Resignation** – Any Chairperson, Vice Chairperson, or committee, advisory group, or task force member may be removed from the position for cause (as defined in Article III, Section 10) at any time by simple majority vote of the Executive Committee. Any Chairperson, Vice Chairperson or committee, advisory group, or task force member may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.
11. **Vacancies** – A vacancy in any Chairperson position because of death, resignation, removal, disqualification, or otherwise, may be filled at any time for the unexpired portion of the term. If such vacancy occurs on a standing committee, advisory group, or task force, such action shall be effected by resolution adopted by a majority of the Executive Committee. If a vacancy occurs on an ad hoc committee, advisory group, or task force, such action shall be effected by appointment of a replacement by the President.

## **ARTICLE VIII. NOMINATIONS, ELECTIONS AND TERMS OF OFFICE**

1. **Nominations** – The Nominations & Elections Task Force shall affirm and put forth candidates for all national offices. The task force Chair is the Immediate Past President and the task force composition shall be as set forth in the committee charter.
2. **Election by Members** - Voting for officers and directors shall be made by written or electronic ballot, sent to eligible Voting Members as of July 1<sup>st</sup> of the calendar year, at least thirty (30) days prior to the ballot closing deadline. All votes must be received by the Secretary of the Society by the stated deadline; any ballots received after that date will not be counted. A simple majority vote shall elect. Should there be a tie, a run-off election shall be conducted.
3. **Ballot Certification** - The Secretary shall oversee the HQ staff's certification of election results.

4. **Terms of Office/Term Limits** – The terms of office shall be as follows; both successors and elected national board positions take office on January 1<sup>st</sup>:
  - A. President, Vice President and President-Elect shall each serve for a term of one (1) year, none of which may serve consecutive terms.
  - B. Secretary and Treasurer are elected to two (2) year terms, neither of which may serve consecutive terms.
  - C. Area Directors shall be elected for a term of three (3) years; none of which may serve consecutive terms.
  
5. **Terms of Office** – Unless otherwise provided for in these Bylaws in Article III, Section 7, no member shall be eligible to serve more than two (2) terms as the President of the Society.
  
6. **Removal** – Any officer or director may be removed for cause (as defined in Article III, Section 10) by the Board of Directors by a two-thirds vote of the directors present and voting at a regular or special meeting for which advance notice of not less than sixty (60) days shall be given, including the specific charges for which the removal is proposed, and in a manner consistent with policies established by the Board of Directors. Any officer or director, for whom removal is proposed, shall be entitled to not less than sixty (60) days advance notice of the charges, the date upon which the meeting will be scheduled, and the right to present evidence in defense of said charges. The date and place of any such meeting must be reasonable with respect to the location of any individual so charged.

## ARTICLE IX. MEETINGS

1. **Annual Meeting** – The Annual Business Meeting functions as the annual meeting of the members of the Society for the transaction of any business relating to the affairs of the Society, and typically takes place in conjunction with the President’s Luncheon at the Annual Scientific Meeting and Technology Showcase. If, due to a national emergency or other substantive reason, such annual meeting of the members of the Society cannot be held, the Board of Directors or the Executive Committee may, by resolution, provide for other means of action by the members as is necessary. The President may dispense with all business of the Annual Meeting, except for the announcement of election results.
  
2. **Notice** – The Secretary shall give notice including Agenda and ballot of each Annual Meeting to each Voting Member in good standing not less than forty-five (45) days prior to the meeting, but no failure or defect in the delivery of the notice shall invalidate the Meeting or any procedure taken thereat.
  
3. **Special Meetings** – Special meetings of the membership may be called by the President, by the Executive Committee, by a majority vote of the Board of Directors or by written request of at least ten percent (10%) of the Voting Members in good standing delivered to the Secretary. Written notice and purpose of said

meeting shall be sent to each member by the Secretary not less than thirty (30) days prior to the meeting. The specific purpose(s), and no others, of any special Meeting shall be the only business considered at said meeting.

- 4. Actions** – Any action required or permitted to be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting if, prior or subsequent to the action, all members of the Board of Directors or of the Executive Committee, as the case may be, consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board of Directors or the Executive Committee, as appropriate.
- 5. Other Meetings** – Committees and/or task forces shall meet at intervals, established by their chairpersons in order to accomplish their duties. The President, the Executive Committee or the Board of Directors may call a Special Meeting of any committee and/or task force upon written notice sent to each committee member at least seven (7) days in advance of said meeting.
- 6. Quorum** – A quorum is established at any Annual or Special Meeting of the Voting Members if such Meeting is attended in person by at least one percent (1%) of members duly authorized to vote.
- 7. Rules of Order** – All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Society's Articles of Incorporation, or policies adopted by the Board of Directors or the membership.

## ARTICLE X. CHAPTERS

- 1. Recognized Chapters** – The Society may maintain such Chapters as are approved by the Board of Directors based on geographical locations within the United States and Canada. As such:
  - A.** All recognized Chapters shall sign, and abide by, the terms of the Society's Chapter Affiliation Agreement then in effect.
  - B.** The Society encourages and will provide guidance in the formation of a Local chapter via the Membership Affairs & Chapter Formation Committee.
  - C.** Rules governing the establishment and administration of Local chapters shall be determined by the Board of Directors.
  - D.** All persons affiliated with a Chapter must be members of the National Society.
  - E.** Members in other geographic areas outside the United States and Canada shall, collectively, be deemed International Chapter members.
- 2. Chapter Bylaws** – All Chapters shall operate under their own Chapter Bylaws which are subject to review and approval by the Board of Directors. Revisions of, or amendments to, Chapter Bylaws shall be

submitted to the Governance Task Force, and subsequently to the Board of Directors, for approval before becoming valid. No provision of a Chapter's Bylaws shall be valid which is inconsistent with the national Society's Articles of Incorporation, Bylaws, or the laws of the state in which the Chapter is incorporated or otherwise operates, or that which has not been reviewed and approved by the Board of Directors.

3. **Chapter Rebates** – The Chapter Rebate Schedule shall be determined in a manner authorized by the Board of Directors and is subject to change. Rebate processing is subject to timely submission and approval of certain financial reports from the Chapter as outlined in the Affiliation Agreement and in a manner consistent with policies established by the Board of Directors.
4. **Chapter Officers & Terms** – The Chapters shall have a leadership structure similar to that of the National Society, wherein:
  - A. Each Chapter shall have a Chair, Chair-Elect, Secretary, Treasurer and any other officer provided for in the Chapter Bylaws as approved by the Society's Board of Directors.
  - B. Terms are generally for one (1) year unless otherwise specified in the Chapter Bylaws.
5. **Areas** – The Chapters will be grouped into Areas as may be established by the Board of Directors from time to time, in its sole discretion, each having two Area Directors to represent said Areas on the Society's Board of Directors.
6. **Termination or Suspension of a Chapter** – The Society's Board of Directors shall have the right, after investigation of the facts, to revoke the charter of any Chapter which:
  - A. is considered inactive for a period of two (2) years;
  - B. has materially failed to comply with the provisions of the Affiliation Agreement or with the Society's policies and procedures;
  - C. has been involved in an act discreditable to the industry or Society;
  - D. is operating, in the Board of Directors' opinion, to the detriment of the Society;
  - E. has, at the Board of Directors' discretion, valid member concerns that have been brought to the attention of the Society via a petition signed by at least ten (10) percent of the Chapter's membership.
7. **Chapter Election Procedures** – Each Chapter shall conduct their annual elections in accordance with the following guidelines. Unless otherwise specified in the Chapter's Bylaws, the Chapter Secretary shall be responsible for organizing and monitoring the local election and has the responsibility to:
  - A. Validate the eligibility of each candidate with the National Office;
  - B. Arrange for the creation and delivery of ballot to eligible voting members of the Chapter through the Society's HQ;
  - C. Certify, or arrange for the certification of, the ballot results; and
  - D. Notify the Candidate(s) of official results.
  - E. Should there be a tie, a run-off election shall be conducted.

## ARTICLE XI. AREAS & AREA COUNCILS

1. **Composition of Area Council** – There shall be an Area Council for each of the Areas designated in conjunction with Article X, Section 5 above. The composition of each Area Council shall be as follows:
  - A. The Chair and Chair-Elect from each Chapter (known as Area Councilors); and
  - B. The two (2) Area Directors for that Area.
2. **Area Councilors** – The Chair and Chair-Elect of each Chapter shall be the Area Councilors for their Chapter. In the event that one or both of the Area Councilors cannot attend the Area Council meetings, the Chapter may select alternate(s) to represent the Chapter at that meeting.
3. **Area Council Meetings** – There shall be Area Council meetings held twice per year. The planning of these meetings is the joint responsibility of the Area Directors and may occur at such time and place and in a manner as mutually agreed upon. Each Area Councilor (or alternate, as the case may be) in attendance shall have one (1) vote. Area Directors do not vote unless there is a tie, in which case only the Senior Area Director (as defined in Article III, Section 2) shall cast a vote.
4. **Quorum** – A quorum is established at any Area Council meeting if such meeting is attended by at least twenty-five percent (25%) of Area Councilors duly authorized to vote.

## ARTICLE XII. RESERVE FUND AND OTHER INVESTMENTS

1. **Reserve Fund** – A reserve fund shall be established and maintained by the Society for the purpose of providing operating funds should the Society fall into financially difficult times, thereby insuring continuous operation of its activities. The balance of the reserve fund shall be maintained at a level that is consistent with policies established by the Board of Directors.
  - A. No appropriations shall be made from the principal of the reserve fund except upon affirmative vote of a majority of the entire Executive Committee.
  - B. Income from the reserve fund shall be considered as Association operating income.
2. **Other Investments** – The Executive Committee shall have the power to establish, maintain, direct and control utilization of principal funds, other than the reserve fund, for specified purposes consistent with the objectives of the Society, such purposes to be stated by the Executive Committee when and if such funds are established.

## ARTICLE XIII. INDEMNITY

1. **Indemnification** – To the extent permitted by applicable law, the Society shall indemnify any person who was or is a party, or who is threatened to be made a party, to any threatened or pending claim, action, suit or proceeding by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Society.
2. **Insurance** – The Society shall procure and maintain insurance coverage for the benefit of such indemnified individuals and the Society.

#### **ARTICLE XIV. GENERAL**

1. **Fiscal Year** – The fiscal year of the Society shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.
2. **Membership Year** – Membership in the Society shall be on a calendar year basis, from January 1<sup>st</sup> through December 31<sup>st</sup>.
3. **National Office** – The National Office shall be maintained at such location as approved by the Board of Directors.
4. **Dissolution** – In the case of dissolution of the Society and liquidation of its affairs, whether voluntary or involuntary, or whether by operation of law or otherwise, none of the property or assets of the Society, nor any proceeds thereof, shall be distributed to or shall inure to the benefit of any member or private individual. Any assets remaining after the payment of all obligations shall be distributed to such similar organization(s) which enjoy exemption under 501(c)3 of the Internal Revenue Code of 1954 as the Executive Committee may determine and direct. The Committee's decision as to asset beneficiary(ies) shall be final and conclusive upon all persons in any way interested.

#### **ARTICLE XV. AMENDMENTS**

1. **Proposals** - Proposals to amend the Bylaws may be initiated by suggestion of the Executive Committee, Board of Directors, Area Council, or by a written petition to the Secretary of the Society signed by at least five percent (5%) of the Voting Members in good standing. The Secretary shall certify the petition to the Board of Directors, and it shall direct by resolution that the proposal be submitted to the Voting Members for vote.
2. **Emergency Proposals** – In the event of an emergent situation, proposed amendments may be prepared by the Board of Directors and presented to all Area Councilors at a Special Meeting for approval, subject to the notice requirements in Article IX, Section 3. If a simple majority of Area Councilors present at the meeting approve of the proposed amendment(s), the Board of Directors shall direct by resolution that the proposal be submitted to the Voting Members for vote.



3. **Submission to Members** - The Secretary shall deliver proposed Bylaws amendments to every Voting Member in good standing on the 1<sup>st</sup> of the month in which the written or electronic ballot shall be delivered. Ballot voting shall remain open for thirty (30) days after the ballots are delivered; no votes received after that date shall be counted.
4. **Certification of Balloting** - The Secretary shall oversee the certification of the ballot results. If at least two-thirds of those voting approve such proposal it shall become effective as an Amendment to these Bylaws.