



***BYLAWS OF THE
DIVISION OF INDUSTRIAL AND ENGINEERING CHEMISTRY
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name**

This organization shall be known as the Division of Industrial and Engineering Chemistry (hereinafter referred to as the “Division”) of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the “SOCIETY”). The Division is incorporated under the laws of the District of Columbia.

**BYLAW II
Purposes**

Section 1. The Purposes of the Division shall be those of the SOCIETY as stated in the ACS Governing Documents, which consist of the Charter, Constitution, Bylaws, Standing Rules, Schedule of Membership, and Regulations; and the Division’s Articles of Incorporation. In particular, the Purposes shall be the advancement of industrial and engineering chemistry, and specifically:

- a. To encourage the highest standards of excellence in developing and applying knowledge of chemistry and chemical engineering to the products and processes of industry.
- b. To promote the development of chemical science and technology in both academic institutions and in industry.
- c. To improve the qualifications and usefulness of chemists and chemical engineers through high standards of professional ethics, education and attainment.
- d. To increase the diffusion of chemical knowledge through its meetings, professional contacts, reports, papers, discussions and publications, thereby fostering public welfare and education.
- e. To promote the mutual recognition of need and interest for the complete spectrum of chemical interests, from fundamental research to pragmatic technology.

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

***Effective November 9, 2023.** Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY. (C&B: bylaws@acs.org; www.acs.org/govdocs).

Section 3. The Division 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. Membership in the Division is open to all MEMBERS and STUDENT MEMBERS (hereinafter collectively referred to as “members”) of the SOCIETY. Any member of the SOCIETY may join the Division by enrolling with the Division and paying the established annual dues as mentioned elsewhere in these bylaws.

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

Section 3. A Society Affiliate may become a Society Affiliate of the Division provided that Division dues established for Society Affiliates are paid. A Society Affiliate may not (1) hold or vote for an elective position, (2) vote on Articles of Incorporation and bylaws of the Division, (3) vote for the Councilor(s) or Alternate Councilor(s), or (4) serve as a voting member of the Board of Directors, also known as the Executive Committee. A Society Affiliate may be appointed as a committee chair.

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

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

Section 6. Any member or affiliate may resign from the Division by submitting a resignation in writing to the Secretary of the Division; any dues previously paid shall not be refunded.

BYLAW IV Officers, Board of Directors, and Councilor(s)

Section 1. The officers of the Division shall be MEMBERS of the SOCIETY and the Division and shall consist of the Chair, Chair-Elect, Immediate Past Chair, Secretary, and Treasurer.

Section 2. The Board of Directors shall be the governing body of the Division and as such shall have full power to conduct, manage, and direct the business and affairs of the Division in accordance with the ACS Governing Documents and these bylaws. The Board of Directors shall consist of the officers of the Division, the Councilor(s) and Alternate Councilor(s), and Subdivision Chairs. Additional nonvoting members of the Board of Directors include the chairs of the standing committees, two

Members-at-Large, and Parliamentarian. The two Members-at-Large shall be members of the SOCIETY and the Division.

Section 3. The Chair and Chair-Elect shall serve for a term of one year beginning on January 1 or until their successors take office. At the end of the Chair-Elect's term of office, the Chair-Elect shall succeed to the office of Chair. The Secretary and Treasurer shall serve for a term of two years beginning on January 1 or until their duly elected successors take office; they shall be elected in alternate years, whenever possible, to provide for a rotation of terms. The two Members-at-Large shall serve for a term of one year beginning January 1 and shall be appointed by the Board of Directors. With the exception of the Chair and Chair-Elect, the incumbent of any position is eligible for reelection. The Chair is not eligible to serve in the position of another Division officer until the end of the term as Immediate Past Chair.

Section 4. The duties of the officers, the two Members-at-Large, and Subdivision Chairs shall be such as usually pertain to their offices, together with those required by these bylaws and by the ACS Governing Documents, and such other duties as may be assigned to them from time to time by the Board of Directors.

- a. The duties of the Chair shall be to preside at meetings of the Board of Directors, to carry into effect the decisions and recommendations of that Committee, to preside at meetings of the Division to conduct governance business, and to appoint, with the approval of the Board of Directors, all committee chairs and others serving on committees as provided elsewhere in these bylaws, and to carry out the duties required by these bylaws and the ACS Governing Documents.
- b. The duties of the Chair-Elect shall be to assist the Chair with the direction and management of the Division and to serve as Chair of the Steering Committee, as provided elsewhere in these bylaws. In the absence of the Chair, the duties of the office shall devolve upon the Chair-Elect.
- c. The duties of the Immediate Past Chair shall be to assist the Secretary with the preparation of the annual report to the SOCIETY and serve as Chair of the Nominating Committee, as provided elsewhere in these bylaws.
- d. The duties of the Secretary shall be to keep a record of the minutes of the meetings of the Division and of the Board of Directors, to maintain a list of members and affiliates, to send to members and affiliates such notices as the business of the Division may require, to submit a report to the Division at its annual meeting, and to carry out the duties required by these bylaws and the ACS Governing Documents. The Secretary shall prepare the annual report to the SOCIETY. The Secretary shall preside over meetings in the absence of both the Chair and Chair-Elect. The Secretary of the Division shall maintain the Corporate Seal.
- e. The Treasurer shall have charge of the funds of the Division, keep an accurate record of all receipts and disbursements, receive dues, and make those disbursements approved by the Board of Directors. The Treasurer shall render an account of all transactions and of the financial condition of the Division to the Board of Directors at times set by the Board, and shall submit such reports as are required by the ACS Governing Documents. As Chair of the Finance Committee, the Treasurer shall propose a tentative Division budget to the Board of Directors for review by the SOCIETY.

- f. The duties of the two Members-at-Large shall include bringing before the Board of Directors such items of concern to members of the Division that have been brought to their attention, as well as any duties assigned by the Board of Directors.

Section 5. Vacancies

- a. In the event of a vacancy in the office of Chair, the Chair-Elect shall assume the duties of Chair for the remainder of the term. In such case, the Chair-Elect moving into the position of Chair shall also hold that position during the normal term as Chair as part of the leadership transition.
- b. All other vacancies, except for Councilor(s) and Alternate Councilor(s), shall be filled by majority vote of the Board of Directors through interim appointment for the period up to the next annual election. At that time, the procedures for election as outlined in the bylaws of the Division shall be followed.
- c. An interim appointee to the vacated office of Chair-Elect shall not automatically succeed to the office of Chair. At the next election, both a Chair and a Chair-Elect shall be elected.

Section 6. Councilor(s), Alternate Councilor(s), and Temporary Substitute Councilor

- a. The Division shall have Councilor(s) and Alternate Councilor(s) as provided in the ACS Governing Documents. The Division's Councilor(s) and Alternate Councilor(s) shall carry out those duties assigned to them by the ACS Governing Documents. In particular, the Councilor(s) (or Alternate Councilor(s) or Temporary Substitute Councilor if so designated to serve in place of the Councilor for a particular meeting), shall attend meetings of the Council of the SOCIETY and represent the Division at such meetings.
- b. Councilor(s) and Alternate Councilor(s) shall be elected from the MEMBERS for three-year terms beginning January 1. Reelection is permissible. Councilor(s) shall be elected in separate years, whenever possible, to provide for a rotation of terms in accordance with the ACS Governing Documents. A partial term of one or two years shall be used whenever necessary to establish or to restore rotation of three-year terms provided that the Councilor and/or Alternate Councilor agree to the partial term before the election.
- c. In the event that a Councilor is unable to attend a specified meeting of the Council of the SOCIETY, the Chair of the Division shall appoint one of the Alternate Councilor(s) to serve as Councilor at the specified meeting. Such appointment of an Alternate Councilor shall be for only one meeting.
- d. If every Councilor and Alternate Councilor of the Division will be absent from a Council meeting, thus leaving the Division without representation at such meeting, the Board of Directors may designate one MEMBER of the Division as a Temporary Substitute Councilor in accordance with the ACS Governing Documents.
- e. The Board of Directors shall designate one or more Councilor(s) to be disqualified under provisions of the ACS Governing Documents for reallocation of Councilor(s) among the Divisions.
- f. Any vacancy in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term at the time of the next annual election. The vacancy may be filled by a special election; by appointment by the Chair of the Division, with approval by the

Board of Directors until the next annual election; or as described elsewhere in the ACS Governing Documents and in these bylaws.

- g. If an Alternate Councilor or the Temporary Substitute Councilor is to serve as Councilor at a specified meeting, said MEMBER shall be certified for such service by the Division Secretary.

BYLAW V

Manner of Election

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

Section 2. Nominations

- a. Prior to May 1, the Secretary shall notify the Board of Directors and the Nominating Committee, as described elsewhere in these bylaws, of the elective positions to be filled.
- b. In June of each year, the Nominating Committee shall report to the membership its list of nominees for each office, and for Councilor(s) and Alternate Councilor(s), and for any other elective position(s).
- c. Prior to June 1, any member of the Division may, in writing or from the floor at a meeting to conduct governance business, nominate additional candidates for office, provided that the candidates are MEMBERS of the Division for officers, other elective positions, and Councilor(s) and Alternate Councilor(s), as required elsewhere in these bylaws. To go forward, the nomination must be seconded by a member of the Division. Nominations so made shall be equally valid as those from the Nominating Committee. All candidates nominated shall have indicated willingness to serve if elected.

Section 3. When a ballot is used, the candidates for each office and for Councilor(s) and Alternate Councilor(s) shall be listed in alphabetical order. The ballot shall be distributed by August 1 to eligible voters as noted above. Affiliates may not vote for Councilor(s) and Alternate Councilor(s). A paper ballot shall be provided to any eligible voter who requests it.

Section 4. The ballots shall be tabulated and validated not later than October 30. The candidate for each position receiving the largest number of votes shall be declared elected. In case of a tie vote for any position, the Board of Directors, by ballot, shall elect from among the candidates who share the tie vote; the candidate receiving the largest number of votes shall be declared elected.

Section 5. The results shall be announced by the Division Chair or the Chair's designee as soon as possible after the election, and published in the Division's newsletter and/or on the Division's website soon thereafter. The results shall be certified to the Chief Executive Officer of the SOCIETY not later than December 1.

Section 6. In accordance with the ACS Governing Documents, balloting procedures should ensure fair balloting that is open to all eligible members, protection against fraudulent balloting, and the timely reporting and archiving of balloting results.

BYLAW VI
Recall of Elected Officials

Section 1. The officers and elected Board of Directors members, but not the Councilor(s) and Alternate Councilor(s), are subject to recall for neglect of duties or conduct injurious to the SOCIETY.

Section 2. The recall of an official shall be initiated when a signed petition, indicating in writing the specific charges and reasonable substantiating evidence, is submitted to the Chair from at least five members of the Division. In the event the Chair is the official in question, the Chair-Elect shall receive the petition and shall assume the duties of the Chair with respect to this issue until the issue is resolved.

Section 3. The Chair shall, without delay, determine that the petitioners are aware of the gravity of their actions and the procedures to be followed. The Chair shall seek an alternate resolution to the problem and a withdrawal of the petition at this time. In the absence of a resolution to the problem, the Chair shall notify the members of the 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. If no contact with the official can be made after a reasonable effort, the Board of Directors may remove the official in question with a two-thirds (2/3) vote of the remaining members.
- b. If the proceedings continue:
 - (1) The Chair shall assign the duties of the official to another qualified member or MEMBER of the Division, as required elsewhere in these bylaws, until the issue is resolved.
 - (2) The official shall be offered an opportunity to answer the allegations in the petition before the Board of Directors. A certified letter shall be sent to the last known address on the official SOCIETY membership roll. Upon notification, the official shall have thirty days to make a written response to the allegations.
 - (3) The Board of Directors shall decide whether or not to proceed after studying the official's response. The Chair shall inform the official and the petitioners of the decision of the 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. Division 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 with the ballot. A paper ballot shall be provided to any member who requests it. At least two-thirds (2/3) of the votes cast shall be required for the official to be removed from office. The membership shall be informed of the results of the recall vote.
 - (c) The official may request a hearing and a recall vote by the remaining members of the Board of Directors. At least 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 Chief Executive Officer of the SOCIETY shall be informed of the recall and the filling of the vacancy.

BYLAW VII Committees

Section 1. The Board of Directors shall establish committees as necessary for the proper operation of the Division. All committee members shall be members and/or affiliates of the SOCIETY and the Division.

Section 2. The Division shall have the following standing committees: Awards, Finance, Nominating, Membership, Program, Public Relations, and Steering.

Section 3. Committee vacancies may be appointed by the Chair of the Division and confirmed by the Board of Directors.

BYLAW VIII Meetings

Section 1. The Board of Directors shall designate the times and places of the Division's meetings as it finds necessary or desirable for the proper functioning of the Division. The Division shall hold at least one technical session annually; however, this requirement may be modified by the Board of Directors.

Section 2. The annual meeting of the Division to conduct governance business shall be held at the time of a national meeting of the SOCIETY except as provided in the ACS Governing Documents. The Board of Directors shall set the order of business for meetings of the Division to conduct governance business. The order of business may be suspended by a majority vote of the members present.

Section 3. The Division may hold special meetings to conduct governance business upon the written request of a majority of the Board of Directors or upon the written request of 15 members of the Division. To be valid, such request shall be in the hands of the Secretary at least thirty days before the date requested for the meeting and shall state the exact nature of the business to be transacted. No other business shall transpire at such meetings.

Section 4. Meetings of the Board of Directors and meetings of the Division to conduct governance business, with the approval of the Board of Directors, may be held by means of electronic communications technology that permits those in attendance to read or hear the proceedings substantially concurrently with their occurrence, to vote on matters submitted, to pose questions, and to make comments.

Section 5. The Board of Directors shall meet upon due notice either at the call of the Chair or upon request of a majority of its members. A quorum for a Board of Directors meeting shall consist of a majority of the voting members of the Board. In the absence of a quorum, called meetings of the Board of Directors shall adjourn to a specific date.

Section 6. Due notice of all meetings, not including committee meetings, shall be sent to each member and affiliate of the Division. A quorum for the transaction of governance business at such a Division meeting shall consist of 10 members of the Division. No governance business shall be conducted in the absence of a quorum.

Section 7. The fee for registration at any special meeting shall be decided by the Board of Directors in accordance with the ACS Governing Documents.

Section 8. The most recent edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not covered in these bylaws or in the ACS Governing Documents.

BYLAW IX

Finances

Section 1.

- a. Members of the Division shall pay annual dues in an amount set by the Board of Directors. The Board of Directors shall have the option to waive or discount dues for STUDENT MEMBERS and for other members as provided in the ACS Governing Documents.
- b. Society Affiliates shall pay annual dues in an amount set by the Board of Directors.
- c. The annual dues of Division Affiliates shall be determined by the Board of Directors in accordance with the ACS Governing Documents, and as mentioned elsewhere in these bylaws.

Section 2. The Division may raise or collect funds to be expended for Division purposes, and may have the entire management and control of such funds insofar as such management and control shall not conflict with any provision of these bylaws or with the ACS Governing Documents.

Section 3. The Division may receive donations or bequests made to it, and may expend or invest the same on behalf of the Division. Such expenditures or investments shall be made by the Treasurer of the Division upon authorization by the Board of Directors.

Section 4. An annual audit of the books of the Treasurer and of any other transactions regarding the Division's funds shall be conducted by two or more disinterested members or individuals with procedures established by the Finance Committee. The audit report shall be submitted to the Board of Directors by January 31.

BYLAW X

Presentation of Papers

Section 1. The Board of Directors shall be responsible for the selection of papers to be presented at meetings of the Division. It may delegate this authority to the Program Committee.

Section 2. The rules for papers presented before meetings of the SOCIETY as outlined in the ACS Governing Documents shall govern this Division.

BYLAW XI
Publications/Communications

Section 1. The Division retains certain rights and privileges of publication with regard to papers, discussions, tutorials, short courses, reports and other technical communications that are presented at its meetings or symposia, except as noted elsewhere in these bylaws and provided that such rights are consistent with the ACS Governing Documents.

Section 2. The Program Committee Chair, on behalf of the Division and with the concurrence of the Division Chair, shall negotiate the publishing contract deemed most beneficial to the interests of the Division. Subject to a 50/50 royalties sharing arrangement with the editors, which may be modified under exceptional circumstances at the discretion of the Division Chair, the Division retains the rights to all royalties or other income generated by such publication. The Division may share such income with co-sponsors by mutual agreement.

Section 3. Papers presented at a symposium or meeting and submitted for book publication shall be released for journal publication, if after a period of six months after the presentation no agreement has been reached on publication by the SOCIETY or another publisher.

BYLAW XII
Subdivisions

Section 1. The Division may organize within itself one or more units, known as Subdivisions, which shall be established to cover a specified portion of the general field of the Division. Each such Subdivision shall operate in conformity with the bylaws of, and shall be responsible to, the Division. Membership or affiliation in the Division shall be a requirement for participation in a Subdivision.

Section 2. Formation or discontinuance of a Subdivision shall be at the discretion of the Board of Directors of the Division. Steps to initiate a Subdivision may be taken by action of the Board of Directors or by a petition signed by at least 15 members of the Division, sent to the Board of Directors. The scope of the activities of a Subdivision shall be defined and monitored by the Board of Directors of the Division. Members and affiliates of the Division may join the Subdivision by request to the Secretary of the Subdivision.

Section 3. Upon establishment of a Subdivision, the Board of Directors of the Division shall appoint members of the Division to serve as Chair, Chair-Elect, Secretary, and Treasurer of the Subdivision. The Secretary and Treasurer positions may be held by the same person. The Chair, Chair-Elect, Secretary, and Treasurer shall serve until the next regular election of the Division. Thereafter, the Chair-Elect shall succeed to the office of Chair and the members of the Subdivision shall nominate and elect the remaining officers, who must be willing to serve in these positions. The officers, who shall be members of the SOCIETY, shall be elected in accordance with election procedures for Division officers and shall serve for one year beginning January 1. The Chair of the Subdivision shall be a member of the Board of Directors of the Division and may appoint such committees as may be necessary to conduct the activities of the Subdivision. The Secretary of the Subdivision shall maintain a list of members and affiliates of the Subdivision. The Treasurer shall submit, periodically or as directed by the Board of Directors of the Division, an itemized statement of receipts and expenses to the Board of Directors of the Division.

Section 4. The necessary expenses of the Subdivision shall be authorized by the Board of Directors of the Division from Division funds and be credited to the Subdivision's funds, to be deposited by the

Subdivision's Treasurer, upon proper authorization and verification of revenues and expenses by the Subdivision's officers. By majority vote, the officers of the Subdivision may set dues for the Subdivision upon approval of the Division's Board of Directors. Funds, including Subdivision dues and donations, collected by the Subdivision and the expenditure thereof shall be under the control of the officers of the Subdivision.

BYLAW XIII Amendments

Section 1. A petition to amend the bylaws may be initiated by the Board of Directors or by a petition signed by at least 15 members of the Division. If the proposed amendment is approved by the Board of Directors, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review.

Section 2. The Board of Directors will then incorporate all the required changes and either accept or reject any recommended changes that are suggested by the Committee on Constitution and Bylaws. The revised bylaws shall then be submitted to the Division members for adoption. This may be accomplished at a business meeting of the Division held during a national meeting of the SOCIETY provided that a minimum of four weeks' prior notice is given to the Division members.

Section 3. If a proposed amendment is not approved by the Board of Directors, and if the petition is signed by at least 15 members of the Division, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review before being distributed to the members of the Division.

Section 4. At least two-thirds (2/3) of the valid votes cast shall be required to approve the amendment(s). This may be done at a Division meeting to conduct governance business provided a quorum is present. Alternatively, or failing the presence of a quorum, the vote may be taken by ballot distributed to all members of the Division. At least two-thirds (2/3) of the valid ballots returned must be affirmative for adoption.

Section 5. The Secretary shall distribute the outcome of the vote regarding the amendment(s) to the Division members and within thirty days shall meet all requirements for submitting the results to the Committee on Constitution and Bylaws.

Section 6. Amendments to these bylaws, after adoption by the Division, 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

Upon the dissolution of the Division, any assets of the Division remaining thereafter shall be conveyed to such organization then existent as is dedicated to Purposes similar to those of the Division and the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY, so long as whichever organization is selected by the governing body of the Division at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or under such successor provision of the Code as may be in effect at the time of the Division's dissolution.