



**\*BYLAWS OF THE  
CHICAGO SECTION  
of the  
AMERICAN CHEMICAL SOCIETY**

**BYLAW I  
Name**

This corporation shall be known as THE CHICAGO SECTION (hereinafter referred to as the "Section."), a corporation not for pecuniary profit, of the AMERICAN CHEMICAL SOCIETY, (hereinafter referred to as the "SOCIETY").

**BYLAW II  
Objects**

The objects of this Section shall be to encourage the advancement of chemical sciences and their practitioners as described in the SOCIETY documents. Nothing in these bylaws shall be inconsistent with the Charter, Constitution, and Bylaws of the SOCIETY.

**BYLAW III  
Territory**

The Headquarters of the Section shall be within the territory of the Section. The territory of the Section is established by the Council of the SOCIETY.

**BYLAW IV  
Members and Affiliates**

**Section 1.** The rolls of the Section shall include those MEMBERS, ASSOCIATE MEMBERS, and Society Affiliates of the SOCIETY residing within the territory of the Section, provided that exceptions to this may be made in conformity with the Constitution and Bylaws of the SOCIETY. The Section may also have Local Section Affiliates.

**Section 2.** MEMBERS, ASSOCIATE MEMBERS, Society Affiliates, and Local Section Affiliates shall have such rights and privileges as are accorded them by the Constitution and Bylaws of the SOCIETY. Society Affiliates and Local Section Affiliates may not vote for or hold an elective position of the Section, vote on articles of incorporation and bylaws of the Section, or serve as voting members of the Board of Directors.

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**\*Effective October 6, 2006.** Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY.

## **BYLAW V Organization**

**Section 1.** The officers of the Section shall be a Chair, Chair-Elect, Vice-Chair, Secretary, and a Treasurer, all of whom shall be MEMBERS.

**Section 2.** The Chair shall be deemed the President for the purpose of the laws of the State of Illinois under which this corporation exists. The Chair, or in the absence thereof, the Vice-Chair, or in the Vice-Chair's absence, Chair-Elect, shall preside at all meetings of the Section and the Board of Directors.

**Section 3.** There shall be a Board of Directors consisting of all the officers, the Immediate Past Chair, fourteen elected Directors, the Comptroller, the Director of Budgets, the chairs of standing committees, the Editor, and the Publications Business Manager. This Board of Directors shall be an executive committee to conduct all affairs of the Section not otherwise specifically provided for in these bylaws. The Board of Directors shall elect Section Trustees, Willard Gibbs jurors, the Comptroller, the Editor, and the Publications Business Manager in the manner hereinafter provided. The Board of Directors shall determine the amount of Section dues. The Board of Directors shall elect the Registered Agent of the Corporation and the office of the Section shall be the Registered Office for the purpose of the laws of the State of Illinois under which this corporation exists.

**Section 4.** The Board of Directors shall hold ten regular monthly meetings and at all times shall be subject to call by the Chair or any five of its members. Each member of the Board of Directors elected by the members, or an appointed successor shall have one vote. Each of the remaining members shall have one-half vote. A majority of the existing voting strength of this Board of Directors shall constitute a quorum thereof. If any member of the Board of Directors holds two or more voting positions, the member shall have the voting power pertaining to one position only. This shall be the position of higher voting power if there is a difference. The minutes of all meetings shall be open to the inspection of any member of the Section.

**Section 5.** No salary shall be paid to any officer of the Section.

**Section 6.** The Board of Directors may employ such persons as are necessary for the performance of any of the activities of the Section. The Board of Directors shall employ a certified public accountant to audit the books at the close of the fiscal period. A summary of the auditor's report shall be sent to each Section member as soon as possible following the close of the fiscal year.

**Section 7.** There shall be a Finance Panel consisting of the Comptroller, Treasurer, Director of Budgets, Business Manager of Publications, Secretary of the Section Trustees, Section Chair, and Section Chair-Elect.

The Finance Panel shall be responsible for advising the Board of Directors on financial matters and assist in both short and long-term planning of Section finances. The Finance Panel shall receive at the end of each fiscal year complete financial reports from the Treasurer, the Section Trustees, The Publications Business Manager, and the Director of Budgets. The Finance Panel shall assemble an integrated financial report that shall be presented *in toto* to the Board of Directors and in essence to the membership no later than June 30 of each year. The entire report will be available to members on request.

In May the Board of Directors shall elect the Section Comptroller who shall hold office for one year from the first of the following July or until a successor shall be elected and take office.

**Section 8.** There shall be a Director of Budgets, appointed by the Chair, to hold office for one year from the first of July.

After assuming office, the Director of Budgets shall prepare a proposed budget for operating expenses of the Section for the fiscal year beginning on January 1. The proposed budget shall be submitted to the Board of Directors for approval not later than the regular September meeting of the Board of Directors. Expenditures shall not exceed the amounts provided in the authorized budget except with the approval of the Board of Directors.

The Director of Budgets shall be available to assist in the preparation of all budgets or sub-budgets to be submitted to the Board of Directors. The Director of Budgets shall report on the status of the operating budget of the Section at every regular meeting of the Board of Directors and of all other budgets at regular intervals.

## **BYLAW VI**

### **Manner of Election and Terms of Office**

#### **Section 1.**

- a. On or prior to May 30, the Board of Directors shall elect a Nominating Committee of eleven members, the majority of who shall not be members of the Board. The Nominating Committee shall elect its own Chair from among its membership. On or before September 1, this Nominating Committee shall prepare and transmit to the Secretary a list of candidates for the positions of Chair-Elect, Vice-Chair, Secretary, Treasurer and Directors. This list shall include at least one candidate and no more than two candidates for each office to be filled and for Directors, not more than twice as many candidates as vacancies to be filled. Directors are to be elected for staggered, two-year terms each year. Each candidate must have consented in advance to serve if elected.
- b. MEMBERS of the Section may add candidates for any of the positions to be filled by submission to the Nominating Committee, on or before August 15, of a nominating petition signed by at least fifty (50) MEMBERS of the Section. A MEMBER'S signature may not appear on behalf of more than one candidate for the same office, and no more than one-third of the signers of any one petition may be employees of the same organization or company.
- c. Candidates for Councilors and Alternate Councilors shall be nominated from the MEMBERS by the Board of Directors not later than May 30 of each year to fill vacancies in the Section's representation, which will begin on January 1 of the following calendar year. These candidates shall be added to the ballot for the election of officers and Director. Councilors and Alternate Councilors are elected for staggered, three-year terms.

#### **Section 2.**

- a. At least four weeks prior to the October meeting of the Section, an election ballot containing the names of candidates for Chair-Elect, Vice-Chair, Secretary, Treasurer, Director, Councilors and Alternate Councilors (the latter two selected by the Board of Directors) shall be distributed by the Secretary to each MEMBER.
- b. To vote, a MEMBER'S choices for officers, Directors, Councilors, and Alternate Councilors shall be indicated on the ballot provided. The MEMBER shall seal the ballot in an envelope marked only with the word "Ballot" and seal this ballot envelope inside another envelope bearing the MEMBER'S handwritten signature. The ballot shall be

delivered to the Section headquarters not later than 12:00 noon of the day of the October 15.

### **Section 3.**

- a. Before October 1 of each year, the Chair shall appoint a sufficient number of MEMBERS as Tellers to count the votes. MEMBERS who are candidates may not serve on the Tellers Committee.
- b. At an announced meeting place on the day of a Section meeting after October 15, the Tellers Committee shall check the MEMBERS' signatures on the envelopes containing the ballots against a list of MEMBERS provided by the Secretary. They shall then open the validated outer envelopes and segregate the ballot envelopes. They shall then open the ballot envelopes and count the votes. These proceedings may be observed by any MEMBER provided that this causes no interference with the business of the Tellers.
- c. After the count, the Tellers shall deliver the ballots to the Secretary in a sealed package, and shall certify to the Secretary the number of votes cast for each name on the ballot. The Secretary shall declare elected the candidate receiving the highest number of votes for each position to be filled. In case of a tie vote, the Secretary shall certify the names of the tied candidates to the Board of Directors at its next meeting, and the Board of Directors shall elect one of the tied candidates.
- d. A candidate may demand a recount within ten days after the declaration of election. In such a case the Secretary shall return the ballots to the Tellers Committee for recounting. At all other times the ballots, in a sealed package, shall be in the custody of the Secretary until the next election is completed.

**Section 4.** The names of all elected candidates will be published at the earliest time convenient. The Secretary of the Section shall ensure that the names of elected Councilors and Alternate Councilors and their terms of service are reported to the Secretary of the SOCIETY as soon as the election is certified.

**Section 5.** All officers shall take office on January 1 following their election and shall serve for one year. Directors shall take office on January 1 following their election and serve for two years. Councilors and Alternate Councilors shall take office on January 1 following their election, and shall serve for the number of years for which they are elected in accordance with the SOCIETY Bylaws.

### **Section 6.**

- a. The Chair-Elect at the conclusion of the one-year term of office succeeds to the position of Chair of the Section for a one-year term. Should the Chair die, be absent, or be unable to perform the duties of the office, the position shall be filled by the Vice-Chair.
- b. Should the office of Chair-Elect become vacant, the Section, at its next annual election shall elect a Chair and a Chair-Elect. Should any other elective position become vacant, the Board of Directors shall elect a MEMBER to fill the vacancy until the next annual Section election. Should the office of Councilor become vacant, the Board of Directors shall elect one of the Alternate Councilors to fill the vacancy for the remainder of the unexpired term.

**Section 7.** A MEMBER may not simultaneously hold more than one office or position of Director. A MEMBER who has completed two successive terms as Director may not again serve as Director for a period of one year.

## **BYLAW VII**

### **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.

**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 (5) voting MEMBERS of the Section. In the event the Chair is the official in question, the Vice-Chair or Chair-Elect shall receive the petition and shall assume the duties of the office of 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 present the issue to the Board of Directors as a new business item at the next Board of Directors meeting.

- 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, the Chair shall assign the duties of the official to another qualified MEMBER of the Section until the issue is resolved.
- c. If the proceedings continue, the official shall be offered an opportunity to answer the allegations in the petition before the Board of Directors.

Every reasonable effort shall be made to contact the official throughout this procedure. That effort shall include a certified letter to the last known address on the official SOCIETY membership rolls. Upon notification, the official shall have thirty (30) days to make a written response to the allegations. 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 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

- d. If the proceedings continue, the official shall choose one of the following options:

- (1) The official may resign.
- (2) The official may request a recall vote in the same manner as the original election, which must be consistent with the Section bylaws. The voting membership 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 given to the voting membership before the vote is taken.
- (3) 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.
- (4) 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 membership of the Section and the Executive Director of the SOCIETY shall be informed of the results of the recall process and the replacement of the official.

### **BYLAW VIII**

#### **Duties of the Secretary and Treasurer**

**Section 1.** The Secretary shall: a) keep a record of the proceedings of the Section and of the Board of Directors; b) shall record with the Recorder of Cook County, Illinois, the certificate of incorporation of the Section and all changes in its officers, as required by law; c) shall in cooperation with the Board of Directors make regularly required reports to the Executive Director of the SOCIETY; d) shall under the direction of the Chair issue notices to the MEMBERS and affiliates of the Section and to the Board of Directors; e) and shall perform all other duties usual to the office. The Secretary may be allowed such sums for clerical assistance as may be approved by the Board of Directors.

**Section 2.** The Treasurer shall be responsible for all funds of the Section except as otherwise provided within these bylaws. The Treasurer shall receive all monies due or payable to the Section, and shall make disbursements from those funds as follows: All bills to be paid shall be approved in writing jointly by the Section Chair or a substitute authorized by the Board of Directors, and (a) for operating expenses by the officer or committee chair responsible for the expenditure; (b) for THE CHEMICAL BULLETIN by the Publications Business Manager; (c) by the Secretary for all other purposes approved by the Board of Directors. The Treasurer shall make a report at the end of the fiscal year to the Finance Panel showing the financial conditions and covering all financial transactions of the Treasurer's office for that year. The Section Chair is the alternate signatory for the disbursement of funds.

The Treasurer shall be required to deposit with the Secretary an indemnity bond for safekeeping, payable to the Section. The Finance Panel annually, on or prior to December 31, shall recommend the amount of the bond to the Board of Directors for approval. If the bonding of the

Secretary of the Board of Trustees is recommended by the Finance Panel, the aforementioned requirements shall apply. The Board of Trustees shall inform the Finance Panel in advance of any transfer to or from the Treasurer of property, other than income, entrusted to the Trustees. The Section shall possess a seal that shall be in the custody of the Secretary.

## **BYLAW IX Committees**

**Section 1.** There shall be standing committees as defined in the Policy Declaration of the Section of the SOCIETY. The standing committees shall exist to meet the needs of members and to further promote the chemical sciences. The chairs of these committees shall be appointed and announced by the incoming Chair. This shall be done before the Chair's term of office begins. The work of each of these standing committees shall be under the direction of the Chair except as otherwise provided in these bylaws and the Policy Declarations. Each committee shall, upon request, report to the Board of Directors.

**Section 2.** The initiation and termination of standing committees shall be by vote of the Board of Directors. The chartering of a standing committee shall be initiated by the Long-Range Planning Committee and approved by vote of the Board of Directors. The Long-Range Planning Committee shall review each standing committee every five years and shall make recommendations on the continuations of the committee and any change in its mission. The Board of Directors must vote on the recommendations of the Long-Range Planning Committee.

## **BYLAW X Meetings**

**Section 1.** The Section shall hold its annual Section meeting in the month of October and shall hold such other meetings as are useful in carrying out its object. The times and places of these meetings shall be determined by the Board of Directors. At the written request of thirty-five members, the Chair shall call a special meeting, to take place at least two weeks and no more than three months after the request is received.

**Section 2.** Each meeting of the Section will be announced in THE CHEMICAL BULLETIN and the Section's website at least one week in advance of such meeting.

## **BYLAW XI Publications**

**Section 1.** The Section, through its Board of Directors, shall publish THE CHEMICAL BULLETIN. THE CHEMICAL BULLETIN may contain notices of meetings, other official communications and announcements to the Section, and such other matters as the Editor shall deem proper.

**Section 2.** In March the Board of Directors shall elect an Editor, who shall hold office for one year from the first of the following July or until a successor shall be elected and take office. The Editor shall appoint an Editorial Board. In December the Board of Directors shall elect a Publications Business Manager who shall hold office for one year from the first of the following January or until a successor shall be elected and take office.

The Publications Business Manager shall be responsible to the Board of Directors for the financial conduct of THE CHEMICAL BULLETIN. At the beginning of the fiscal year, the Business Manager shall submit a budget to the Board of Directors for approval. Expenditures shall not exceed the amounts provided in the authorized budget except with approval of the Board of Directors. At the close of each fiscal year and at the conclusion of the Publication Business Manager's duties, the Publication Business Manager shall submit to the Finance Panel a report covering all financial transactions relating to the Section's publications. In the absence of the Publications Business Manager, the Editor shall assume these duties.

## **BYLAW XII Finances**

**Section 1.** Voluntary Section dues shall be payable annually by members and Society Affiliates as determined by the Board of Directors. Emeritus members and members who are entitled to the student discount on dues to the SOCIETY are exempt from payment of Section dues. Local Section Affiliates are required to pay dues of not less than two dollars per annum nor less than those of assessed members.

**Section 2.** The fiscal year of the Section shall begin January 1 of each year and end December 31 of the same year starting in 2003. There will be a transition year of July 1, 2002 to December 31, 2002.

## **BYLAW XIII Cooperative Activities**

The Section may, by approval of the Board of Directors, and subject to the provisions of the Bylaws of the SOCIETY, participate in cooperative activities.

## **BYLAW XIV Trustees and Permanent Funds**

**Section 1.** There shall be a Board of Section Trustees consisting of three members.

**Section 2.** In December Board of Directors shall elect one Section Trustee on a staggered basis to serve for a term of three years, beginning the following January 1, or until a successor is duly elected and takes office. The Section Trustees shall select one of their number to serve as Secretary and who shall have custody of all property entrusted to them. The Section Trustees shall have charge of the trust funds and permanent investments and shall administer the same in accordance with these bylaws and in accordance with the conditions under which any specific funds may have been acquired. In acquiring, investing, reinvesting, exchanging, retaining, selling and managing the trust funds and permanent investments of this corporation, the Section Trustees shall exercise the judgment and care under the circumstances then prevailing, which men and women of prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation but in regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital. Within the limitations of the foregoing standard, the Section Trustees are authorized to acquire and retain every kind of investment, including, specifically, but without in any way limiting the generality of the foregoing, bonds, debentures, and other corporate obligations, stocks, preferred or common, and real estate mortgages which men and women of prudence, discretion and intelligence acquire or retain for their own account. Also, within the limitations of the foregoing standard, the Section Trustees are authorized to retain property, properly acquired, without limitation as to time and without regard to its

suitability for original purpose. The Trustees shall deposit with the Treasurer of the Section all income as received, with the privilege of reserving, as working capital, a sum not to exceed \$100. They shall pay to the Treasurer of the Section, on ten days' notice from the Board of Directors, any other sums legally due the Section. They shall render a financial report to the Finance Panel, at the close of each fiscal year, which shall show the current investments of the Section and financial transactions of the Section Trustees for the preceding year.

**Section 3.** All funds administered by the Section Trustees shall be considered, from the standpoint of investment policy, as two funds known as the Endowment Fund and the Reserve Fund. Income from these Funds shall be available to the Board of Directors for use in the operation of the Section, except as may be provided otherwise by the terms of a specific allocation, gift, or bequest.

#### **Section 4.**

- a. The Endowment Fund shall comprise the General Endowment Fund, Willard Gibbs Medal Endowment Fund, the Ipatieff Book Fund, Scholarship Fund, Henrietta Z. Freud Trust Fund, and Marshall S. Smoler Award Fund.. The principal of the Endowment Fund, including additions, donations, and reinvestments, shall not be spent except as provided elsewhere in these bylaw. The assets held in the Endowment Fund may be commingled, and the allocation of funds so commingled shall be determined on the basis of the ratio that the corpus of each fund bears to the corpus of the total commingled fund. Capital gains shall be distributed to, and capital losses shall be charged to, the corpus of each fund in the ratio provided above. Earnings shall be distributed to each fund in these ratios determined as of convenient and appropriate dates during the period of receipt. Such earnings shall be a liability until disbursed for the purposes provided for each endowment.
- b. The annual income of the General Endowment Fund shall be available as revenue for use in the operation of the Section.
- c. The Willard Gibbs Medal Endowment Fund shall comprise the sum contributed for that purpose by William A. Converse and all subsequent additions and donations thereto. This fund shall be administered in accordance with the agreement of March 15, 1934, between William A. Converse and the Chicago Section of the SOCIETY.
- d. The Ipatieff Book Fund shall comprise the sum bequeathed to the Section by Vladimir N. Ipatieff and all subsequent additions and donations thereto. The income from this fund shall be given to the John Crerar Library, University of Chicago, and used for the purchase of books in the field of chemistry.
- e. The Scholarship Fund shall comprise all sums given to the Section for this fund, and any additions made to it by action of the Board of Directors of the Section. The income from this fund shall be used to support science education programs of the Section.
- f. The earnings from the Henrietta Z. Freud Trust Fund shall be used to support the Section activities.
- g. The earnings from the Marshall S. Smoler Memorial Award shall be used to recognize an outstanding high school chemistry student from the Chicago Public School System.

**Section 5.** The Reserve Fund shall comprise the Contingent Reserve Fund and the Meeting Place Fund. The assets held in the Reserve Fund need not be physically divided among the several funds that comprise it, but the records of the Section Trustees shall reflect the division of assets among these funds.

The Contingent Reserve Fund may be expended by the Board of Directors for any need of the Section.

The Meeting Place Reserve Fund shall serve to provide a place with adequate facilities for Section meetings and other scientific and educational activities in accord with the objects of the SOCIETY. The Board of Directors shall endeavor to build it to a minimum of \$100,000. The principal shall be available to the Board of Directors for purchase or long-term lease of meeting place facilities. When the Board of Directors deems that the purpose of this fund has been achieved, any principal remaining shall be available for allocation to other funds of the Section.

## **BYLAW XV**

### **Rules for the Award of the Willard Gibbs Medal**

**Section 1.** A gold medal shall be awarded annually by the Section at a meeting open to the public, preferably in May.

The medal is to be known as the WILLARD GIBBS MEDAL, FOUNDED BY WILLIAM A CONVERSE.

**Section 2.** The award shall be made according to the rules here set forth and made a part of the bylaws of the Section.

**Section 3.** The award shall be made by a seven vote majority of a jury of twelve, to anyone who because of eminent work in and original contributions to pure or applied chemistry, is deemed worthy of special recognition by the jury.

**Section 4.** A condition of the award shall be that the recipient of the medal shall deliver, at the time of the award, an address upon a chemical subject selected by the awardee and approved by the Chair of the jury. The awardee shall be notified at least three months prior to the date of the meeting at which the award is to be made.

**Section 5.** The jury of the award, to be known as the Jury of the Willard Gibbs Medal, Founded by William A. Converse, shall consist of twelve members to be elected from the SOCIETY at large. The Chair-elect of the Section in July shall be Chair of the Jury through the presentation of the award but shall have no vote, except as described in Section 6 of this bylaw.

**Section 6.** Prior to May 15th the Board of Directors shall elect four members of the Jury to serve for a term of three years, beginning the July 1 immediately following. Of the four members to be elected each year, not more than two shall be from any one Section of the SOCIETY.

Any juror who has served two consecutive terms of three years each shall not be eligible for election to the next succeeding term. At the call of the Chair of the Jury, the Jury shall begin its deliberations after July 1 of each year.

The Chair of the Jury shall request each member of the Jury to nominate one person as a choice for medalist. The Chair of the Jury shall send to each juror a complete list of all nominees with the request that each juror express a first, second, and third choice for medalist among the nominees so listed.

If seven jurors nominate the same person or agree in their first choice from the list of nominees, such agreement shall be final and the person so agreed upon shall be reported to the Section as medalist.

If there is no such agreement, the Chair of the Jury shall weigh each first choice as three, each second choice as two, and each third choice as one and shall total the score of each nominee as obtained by this method of weighing. The Chair of the Jury shall then select those having the highest scores to the number of not less than two and preferably not more than four as candidates for further voting which shall be on these candidates so selected.

On each subsequent ballot each juror shall vote for one candidate only. If on any ballot any candidate receives the votes of seven of the jurors, the election shall be final and the candidate shall be reported to the Section as medalist.

If on the first or any subsequent ballot on the candidates selected as above, no candidate receives seven votes, the Chair of the Jury may drop from the list of candidates for the subsequent ballots those receiving the fewest votes, until there remain only the two receiving the highest vote, or those tied for the first two places.

A juror selected as nominee or candidate shall automatically cease duties as juror. Duties shall resume on notification by the Chair of the Jury of eligibility. If for this or any other reason, one or more of the jurors is unable to serve, their places shall be filled by the latest past medalist or medalists residing in North America, in reverse chronological order, until such time as the juror is again able to serve or until a successor is duly selected. Vacancies occurring by death, resignation, or permanent disability shall be filled by the Board of Directors at the next regular election of jurors in accordance with the provisions of Section 5 of this bylaw.

On any vote for nomination or election of the medalist, the Chair of the Jury may fix a reasonable time limit at the expiration of which the ballot is declared closed.

If the Jury is unable to select a medalist by January 1, or if two consecutive ballots show no change in the vote of any juror (whichever occurs first), the Chair of the Jury shall secure the vote of past medalists residing in North America on the two remaining candidates. If on this ballot any candidate receives the vote of a majority of the Jury as enlarged by past medalists, the election shall be final and the candidate shall be reported to the Section as the medalist. If the ballot of the North American Jury does not select a medalist, the Chair of the Jury shall cast a tie breaking vote.

**Section 7.** The Vice-Chair, shall act as consultant and auditor to the Chair of the Jury in the balloting for the Willard Gibbs' medalist.

**Section 8.** The Board of Directors of the Section shall have the power to decide any question not specifically covered by these rules.

**Section 9.** The Section shall have the power to change or amend these rules in the same manner as the bylaws of the Section.

## **BYLAW XVI Order of Business**

The regular order of business at Section meetings shall be determined by the Board of Directors. Thirty-five (35) MEMBERS in good standing shall constitute a quorum for the transaction of business.

## **BYLAW XVII Bylaws and Amendments**

**Section 1.** There shall be an official (certified) copy of these bylaws that shall be in the custody of the Secretary.

**Section 2.** At or prior to the January meeting of the Board of Directors in each fiscal year, the Chair-Elect shall appoint a Bylaws Committee from among the elected Directors (see Bylaw VI). The Bylaws Committee is composed of a Chair and at least two additional Board members who shall serve for a term of one year or until their successors are appointed.

**Section 3.** Amendments to these bylaws may originate in: (1) the Bylaws Committee, (2) the Board of Directors, or (3) a petition presented to the Secretary and signed by not less than five (5) members in good standing. The Bylaws Committee shall formulate all such amendments and submit them to the Board of Directors, together with a statement of approval or disapproval. If the Board by a majority vote approves the amendments, the proposed amendments are submitted for preliminary review by the Council Committee on Constitution and Bylaws of the SOCIETY. Upon completion of review by the SOCIETY, the Secretary shall, at the next meeting of the Section, read or otherwise publish them to the members present. Within sixty (60) days of such reading, a copy of the proposed amendments shall be sent to each member, and the proposed amendment shall be acted on at the first Section meeting after such notification, when a two-thirds (2/3) vote shall be necessary to carry. In determining the meetings herein referred to, it is provided that any Section meeting at which there is a Willard Gibbs Award shall be excluded. The membership approved amendments are then submitted to the Council Committee on Constitution and Bylaws of the SOCIETY for final approval.

**Section 4.** Any amendment not recommended by the Board of Directors within ninety (90) days from the time it is submitted to the Secretary or the Bylaws Committee may be brought to a vote of the membership in the aforementioned manner by a petition signed by not less than five (5) MEMBERS in good standing. MEMBER-initiated changes of the bylaws will be submitted for preliminary review by the Council Committee on Constitution and Bylaws of the SOCIETY and thereafter processed as described previously.

#### **BYLAW XVIII Parliamentary Authority**

On all questions of order not covered by these bylaws, *Robert's Rules of Order Newly Revised*, shall be considered as authoritative.

#### **BYLAW XIX Dissolution of the Chicago Section**

Upon the dissolution of the Local 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 SOCIETY, or to the 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.