

***BYLAWS OF THE
DIVISION OF BIOLOGICAL CHEMISTRY
OF THE
AMERICAN CHEMICAL SOCIETY**

BYLAW I—PURPOSES AND MEMBERSHIP

Section 1. The objectives of the Division of Biological Chemistry shall be to promote knowledge and research in the field of biological chemistry and to promote its relations to other branches of science.

Section 2. Membership in the Division of Biological Chemistry shall be open to all members of the AMERICAN CHEMICAL SOCIETY. Any member of the SOCIETY, upon request to the Secretary of the Division and upon payment of the annual divisional dues, shall be registered as a member of the Division. Members may pay dues in advance for periods up to five years.

A National Affiliate may apply to the Secretary to become a National Affiliate of the Division. Provided that dues established for National Affiliates are paid, a National Affiliate shall have all the privileges of membership in the Division except that of voting for, or holding an elective position of the Division, or voting on articles of incorporation and bylaws of the Division, or of serving as a voting member of its Executive Committee.

The Division shall also accept, as Division Affiliates, individuals who are not members or National Affiliates of the SOCIETY. Division Affiliates shall pay annual divisional dues plus a small handling fee to the SOCIETY. The annual dues of Affiliates shall be the same as dues for members but shall be not less than two dollars (\$2.00) per annum. Both members and Affiliates shall receive advance notices of meetings and symposia sponsored by the Division, in addition to copies of the abstracts of papers to be presented before the Division at national meetings of the SOCIETY. Division Affiliates shall be entitled to all the privileges of membership in the Division save that of voting for or holding an elective position, voting on articles of incorporation or bylaws of the Division, or serving as a member of the Executive Committee. Division affiliation does not include privileges specifically reserved for SOCIETY members.

Section 3. Members of the SOCIETY who are eligible for emeritus status will be eligible to become members in emeritus status of the Division, provided that at the time of their request they have been members of the Division for 10 years.

***Effective January 1, 2005.** Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the American Chemical Society.

Section 4. Any member may resign from the Division by submitting a letter of resignation, in writing, to the Secretary during the year for which dues are paid.

Section 5. Members who have not paid their divisional dues for two consecutive years shall be discontinued as members of the Division.

Division Affiliates and National Affiliates shall retain their status only so long as payment is made of Division dues. Non-payment of dues will lead to immediate loss of affiliate status in the Division.

Section 6. The annual dues of the Division shall be determined at the business meeting by majority vote.

Section 7. The authority of this Division is vested in its membership.

BYLAW II—OFFICERS AND THEIR DUTIES

Section 1. The officers of the Division shall be a Chair, a Chair-Elect, a Secretary, a Program Chair-Elect, a Program Chair, a Past Program Chair, and a Treasurer. The Chair and the Chair-Elect shall each serve two-year terms. The Chair-Elect shall accede to the office of Chair at the end of the term of office. The Program Chair-Elect, the Program Chair, and the Past Program Chair shall each serve one-year terms. The Program Chair-Elect shall accede to the office of Program Chair at the end of the term; and the Program Chair shall accede to the Past Program Chair office at the end of the term. All other officers shall serve terms of three years. All officers shall be eligible for re-election to the same office for one additional consecutive term.

Section 2. It shall be the duty of the Chair to preside at meetings of the Executive Committee, to carry into effect the decisions and recommendations of that Committee, to preside at stated business meetings of the Division, and to appoint regular and special committees of the Division and perform such functions as are generally required of the Chair in similar organizations.

In the absence of the Chair, the duties of the office will devolve upon the Chair-Elect.

Section 3. It shall be the duty of the Secretary to keep a record of the proceedings of the Division and of the Executive Committee, to maintain the rolls of the Division, to send members such notices as the business of the Division may require, and to transmit to the Secretary of the SOCIETY the names of all officers and standing committees of the Division within one month of their election or appointment; and in like manner to notify

the Secretary of the SOCIETY of any change of officers or standing committees during the year.

The Secretary shall be the custodian of the files of the Division. The Secretary shall assist the Program Chair in the publication of the abstracts prior to the annual meeting. A Secretary's report shall be submitted to the Division at its annual meeting.

The Secretary shall be responsible for the Division Newsletter to be published twice per year prior to the ACS National Meetings.

Section 4. The Treasurer shall have charge of the funds of the Division and shall receive payments, and make all disbursements subject to the approval of the Executive Committee. The Treasurer's report shall be audited by a qualified member appointed by the Chair for that purpose.

Section 5. The Program Chair, in consultation with the Program Committee, shall prepare the Divisional program for scientific meetings, assign the schedule and the order of presentation of papers, and select and organize the presiding chairs for scientific sessions.

One member of the Program Committee will be elected annually by mail or electronic ballot. Program Committee members will serve a four year term. In the first year the member will serve as Observer to become familiar with the Divisional program with no other duties. In the second, third and fourth years the member will serve as Program Chair-Elect, Program Chair and Past Chair respectively. In each year the Program Committee will consist of the Chair-Elect, Chair and Past Chair.

The Program Chair shall transmit abstracts for publication in a timely fashion so as to appear prior to the National ACS Meeting. Posting abstracts on the Division web site for open access will constitute publication.

BYLAW III—COUNCILORS AND ALTERNATE COUNCILORS OF THE AMERICAN CHEMICAL SOCIETY

Section 1. There shall be four (4) Councilors elected and an equal number of Alternate Councilors. They shall be elected from the MEMBERS for a three-year term to begin the following January 1, or until successors shall be chosen and qualified. They shall be eligible for re-election.

Section 2. Councilors and Alternate Councilors shall be elected by mail or electronic ballot of the members of the Division. The Nominating Committee shall name approximately twice as many candidates as the number of vacancies that are anticipated in the Division's allocation of Councilors. The candidate, or requisite number of

candidates, who receive(s) the most votes shall serve as Councilor(s), and the others shall serve as Alternate Councilor(s).

Section 3. The duties of the Councilors shall be to promote the interests of the SOCIETY and of the Division in the Council of the SOCIETY and to carry out the decisions of the Executive Committee and of the business meeting of the membership. Councilors or Alternative Councilors shall attend both annual ACS Council Meetings.

BYLAW IV—THE EXECUTIVE COMMITTEE AND ITS DUTIES

Section 1. The Executive Committee shall consist of the Chair, Chair-Elect, Secretary, Treasurer, Program Chair, the Chairs of the Nominating and Membership Committees of the Division, six other members elected by mail ballot (two each year for three-year terms), and the Councilors and Alternate Councilors.

Section 2. The Executive Committee shall fill any vacancies occurring through death or resignation among the officers of the Division; the persons so selected by the Executive Committee shall serve only until the next regularly scheduled election of officers and their offices shall at that time be filled by election by the membership.

Section 3. The Executive Committee shall pass upon all matters pertaining to the policies of the Division in the interim between business meetings of the Division.

Section 4. The Executive Committee shall be the official representative of the Division and through the Chair, Chair-Elect, Secretary, Treasurer, and Regular and Special Committees shall direct its activities. The Executive Committee shall normally meet twice annually, coincident with National ACS Meetings to consider the affairs of the Division and receive reports of committees.

Section 5. In the absence of the Chair, Chair-Elect, or Secretary, the Executive Committee shall have power to appoint temporary officers for any meeting. Five members shall constitute a quorum to transact business at a committee meeting. A majority of the Executive Committee voting on a proposition shall be required to ratify an action by correspondence.

Section 6. The Executive Committee shall have the authority to dismiss or discharge any committee or person appointed by the Chair, Chair-Elect, Secretary, or Treasurer and to appoint instead another person or to reconstitute a committee for the same or similar purposes. A majority of the entire number of the Committee shall be required to take such action.

Section 7. The Executive Committee shall have the authority to accept grants and donations and enter into contracts for funds which are to be used for furtherance of the objectives of the Division and to authorize the expenditure of same. The acceptance or expenditure of such funds or contracts shall not be in conflict with the Constitution, Bylaws, or Regulations of the SOCIETY and shall, prior to their acceptance, receive the approval of the Board of Directors of the SOCIETY. The foregoing shall apply also to any publications sponsored by the Division.

Section 8. In conformity with governance documents of the SOCIETY, the issuance of a statement or espousal of a position regarding matters of national import by the Division will require advance approval by a majority of the members of the Division who respond in a mail or electronic ballot; and any such statement shall be issued only in conformity with the Articles and Regulations of the ACS indicated above. Notwithstanding the above prohibitions, the Executive Committee shall have the right to issue statements on behalf of itself, provided that: (i) two-thirds or more of the members of the Committee who respond in writing to a poll shall be in favor of the statement; (ii) the statement shall include appropriate disclaimers as required by the SOCIETY's documents; (iii) the statement shall show clearly that the group issuing the statement or taking the position is acting on behalf of itself as the elected officers of the Division, and not on behalf of the SOCIETY or of the Division.

BYLAW V—ELECTIONS

Section 1. The Nominating Committee shall consist of three members. Members of the Nominating Committee shall serve a three-year term, with one member elected annually. The member in the third year of duty shall serve as Chair.

Section 2. The Secretary shall notify the Chair of the Nominating Committee of all offices to be filled that year.

Section 3. The Nominating Committee shall name two candidates for each office to be filled except that single nominations may be made for the offices of Secretary and Treasurer.

Nominations for all offices shall also be allowed by petition. The name of any member received by the Secretary by April 1 and supported by the petition of 10 or more members (no more than two of whom shall be from any one institution) shall be added to the slate chosen by the Nominating Committee.

Section 4. The final report of the Nominating Committee shall be made to the Secretary, with a copy to the Chair, not later than May 1. The Secretary will arrange for the printing or electronic distribution of ballots, which will provide for write-in voting, to be

distributed to all members in good standing. The date by which ballots must be counted will be specified in the ballot distribution.

Section 5. The ballots shall be counted by the Secretary and results reported to the Chair, the Division officers, and the membership (in the newsletter).

Section 6. If any elected officer or committee member is unable to serve, or if a position becomes vacant by means of death or resignation, the person who received the next largest number of votes shall succeed to the position.

Section 7. The terms of all officers of the Division shall begin at the close of the fall meeting of the SOCIETY. Terms of Councilors and Alternate Councilors begin on January 1 following election, or until a successor shall be chosen and qualified.

BYLAW VI—MEETINGS

Section 1. There shall be a business meeting of the Division at each annual meeting of the SOCIETY. Business affecting the organization of the Division shall be transacted only at the divisional business meeting coincident with the annual meeting of the SOCIETY. Special meetings may be called by the Executive Committee.

The order of business shall include the following: Reading of minutes, Report of the Executive Committee, Report of the Secretary, Report of the Treasurer, Report of Committees and Discussions, Report of the Nominating Committee, Report on Elections, Unfinished Business, New Business, and Good and Welfare. The regular order of business may be altered or suspended at any session by the consent of a majority of the members voting on the proposition.

The presence of a quorum shall be determined as follows: the Secretary or his designated assistants shall count the number of members present at the time and place at which the business meeting was designated to be held and called to order. A quorum at any time during the progress of the meeting shall be half of this initial number of members present.

Except as otherwise provided in these Bylaws, the business meetings and Executive Committee meetings of this Division shall be conducted in conformity with “Robert’s Rules of Order, Revised.”

BYLAW VII—COMMITTEES

Section 1. The standing committees of the Division are: Nominating and Program.

Section 2. Members of standing committees shall be elected as described above. Special committees may be appointed by the Chair of the Division for terms of up to three years. Members and Chairs of the Committees shall be eligible for reappointment.

Section 3. Each standing committee shall, if feasible, meet at least once each year, and shall submit an annual report to the Executive Committee at its fall meeting.

Section 4. The Chair shall appoint special committees of the Division to consider, conduct, and report upon such special matters as may be delegated to them.

BYLAW VIII—AFFILIATIONS

The Division is an affiliate of the Pan American Biochemistry and Molecular Biology Society (PABMB). The Executive Committee is empowered to authorize payment of dues to PABMB. The Chair shall appoint, subject to approval of the executive committee, the Division's representative(s) to PABMB, who shall be appointed for a three-year term and shall be eligible for reappointment. Affiliations can be made between the Division and other Scientific Societies by two-thirds vote of the Executive Committee.

BYLAW IX—AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed at a business meeting of the Division, by the Executive Committee, or by petition signed by at least twenty-five (25) members. The proposed amendments shall be sent to the Secretary, who shall submit them to members of the Division for mail or electronic vote. An amendment shall be adopted if it is approved by a majority of those members of the Division who return valid ballots.

An amendment to be effective must be consistent with the Constitution and Bylaws of the SOCIETY, but the inconsistency of any part of an amendment shall not invalidate the remaining provisions.

Amendments shall become effective when approved by the Committee on Constitution and Bylaws, acting for the Council, unless a later date is specified.

BYLAW X—DISSOLUTION

Upon the dissolution of the Division, any assets of the Division remaining thereafter shall be conveyed to such organization then existent as dedicated to objects 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 1954 as amended or under such successor provision of the Code as may be in effect at the time of the Division's dissolution.