

SOCIETY FOR ANALYTICAL CHEMISTS OF PITTSBURGH BYLAWS

(Amended October 23, 2019)

ARTICLE I Name

This organization shall be known as the SOCIETY FOR ANALYTICAL CHEMISTS OF PITTSBURGH, hereinafter referred to as the SOCIETY or the SACP, a non-profit corporation.

ARTICLE II Objectives

The objectives of the SOCIETY shall be to encourage, in the broadest and most liberal manner, the advancement of analytical chemistry and to facilitate and promote scientific contacts among analytical chemists.

The purpose or purposes of the SOCIETY which shall be organized under this act are as follows: This corporation is organized exclusively for educational, charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and any succeeding statute. The assets of this corporation are irrevocably dedicated to these purposes. This corporation is empowered to engage in activities only in furtherance of one or more of these purposes.

No part of the net earnings of the corporation shall accrue to the benefit of or be distributed to its members, trustees, officers or member of any society or any members of their families owning equity in this corporation.

The corporation is authorized and empowered to make payments and distributions in furtherance of the purposes set forth hereof. The corporation shall not disseminate propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall not conduct any activities prohibited to (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision to any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding revision of any future United States Internal Revenue Law). The corporation is hereby specifically prohibited from declaring and paying a dividend of any kind whatsoever, it being the intent hereof that there will never be a distribution for non-exempt purposes.

ARTICLE III Membership

Section 1. Any person qualified by education and/or occupation to further the objectives of the SOCIETY shall be eligible for membership.

Section 2. Applicants for membership shall become members upon submission of a completed application form signed by one member of the SOCIETY, approval by the Executive Committee, and payment of dues.

Section 3. There shall be five types of membership: Regular, Emeritus, Honorary, Associate and Student Affiliate. Regular members of the SACP must reside in areas which include: (1) all counties of Pennsylvania west of and including McKean, Elk, Centre, Cameron, Clinton, Union, Snyder, Juniata, Perry, Cumberland and York; (2) all counties of West Virginia west of and including Preston, Tucker and Randolph and (3) the counties of Stark, Summit, Portage, Trumbull, Mahoning, Columbiana, Jefferson, Harrison, Belmont and Monroe in Ohio. A complete list of the counties and geographic details is shown on the accompanying Appendix I. The status of a member at the time of the revision of the BY-LAWS of 5/90 shall not be changed as a result of that revision.

Section 4. Any Member who resides outside of the geographical area defined in Article III, Section 3 shall be assigned Associate Membership. Associate members cannot vote, hold office and are not entitled to Emeritus status.

Section 5. Emeritus Members are regular members who have retired from active employment and who may elect to become an Emeritus Member by a written request to and approval by the Executive Committee. Emeritus Members shall have all of the rights and responsibilities of SOCIETY membership but shall be exempt from payment of SOCIETY dues.

Section 6. Any student enrolled as an undergraduate Science major including Chemistry courses in any college or university located within the district as defined in Section 3 above shall be eligible to apply for Student Affiliate Membership. Students shall remain Student Affiliate Members for as long as they remain in an undergraduate study program, after which they may apply for Regular Membership.

Section 7. A person may be nominated for Honorary Membership by any regular member of the SOCIETY in a written proposal to the Executive Committee. Honorary Membership is to be reserved for those persons in the field of Analytical Chemistry who have distinguished themselves by continuous and major contributions to this field. A nomination must include specific examples of the qualifications of the nominees. This information will be communicated to SOCIETY members at a monthly meeting at least one month prior to consideration of the nomination by the Executive Committee. A nominee may be elected to Honorary Membership upon unanimous vote by the members of the Executive Committee present at a legally constituted meeting of the Committee. Upon electing a person to Honorary Membership, the Executive Committee shall have a suitably inscribed certificate prepared for presentation to the newly-elected Honorary Member. Honorary members may neither vote nor hold an office; they shall be exempt from payment of SOCIETY dues. No more than two honorary memberships shall be granted per year.

Section 8. All classes of membership shall be required to respond to inquiries from the SOCIETY concerning their status and current address. Failure to respond to such inquiries will automatically remove a member from the SOCIETY membership list. Such

a member may be restored to the SOCIETY membership list upon written application to the Secretary of the SOCIETY and approval by the Executive Committee.

Section 9. A member may withdraw from membership in the SOCIETY by written notice to the Secretary.

Section 10. Members whose dues are not paid by the first of February shall be notified in writing by the Treasurer. If the dues of a member are not received by the April meeting, that member will be dropped from membership.

Section 11. Removal of a Society Member

The SACP Executive Committee, together with the Chairs and Chair-elects of the By-laws and Membership Committees (comprising the Review Committee), shall have the power to remove any Member for just cause at any time by the affirmative vote of at least 75% of the Review Committee members. Cause for removal or non-renewal of Membership shall include, but is not limited to, the following:

- (i) Willful, gross, or negligent misconduct in the performance of Society business;
- (ii) Conviction of a felony;
- (iii) Dishonest or fraudulent acts;
- (iv) Usurpation or diversion of a Society opportunity
- (v) Engaging in any activity or behavior which, in the judgement of the Review Committee is unbecoming of, or detrimental to the Society;

Once the decision is made by the Review Committee to move forward with member notification of removal, the SACP Chair shall notify the member, either by written or email notice, and by withholding the membership renewal form.

To appeal removal from the society membership, the member should respond to the written notice within 30 days of receiving the notice with a request to meet with the Review Committee. If a request is filed within the 30 day period, an appeal will be heard by the Review Committee at a meeting scheduled at a date and time convenient for all involved parties. The removed member is given an opportunity to present evidence in their defense. After all evidence is presented, the Review Committee shall take a re-vote and the decision of at least 75% of the Review Committee members will be final. Any person removed by this process is excluded from all activities and functions of the society. Any Member removed by this process may be reinstated by being re-nominated by a Member and approved by the Executive Committee.

ARTICLE IV Officers, Executive Committee and Duties

Section 1. The elected officers of the SOCIETY shall be a Chair, a Chair-Elect, a Secretary, and a Treasurer. The Immediate Former SOCIETY Chair shall be an officer of the SOCIETY.

Section. 2. The Executive Committee shall consist of the following elected officers: Chair, Chair-Elect, Secretary, Treasurer, and the most recent Former-Chair able to serve. The Executive Committee shall act on all subjects pertaining to the general management and policies of the SOCIETY except those otherwise stipulated by the BYLAWS.

Section 3. Officers shall serve for a term of one year. No officer shall serve two consecutive terms in the same office.

Section 4. The Chair shall preside at meetings of the SOCIETY and of the Executive Committee, shall appoint SOCIETY committees as provided in the BYLAWS and temporary committees as needs may arise, will choose Committee members and will appoint Committee Chairs from those members who, by their attendance and participation have demonstrated an interest in the programs of the SOCIETY, and shall inform Officers and Committee Chairs of their duties. The Chair shall represent the SOCIETY at all meetings of the PITTSBURGH CONFERENCE on ANALYTICAL CHEMISTRY and APPLIED SPECTROSCOPY, hereinafter referred to as PITTCON, and shall serve on its Board of Directors as a voting member. The Chair shall distribute to the SOCIETY Executive Committee a report concerning the financial status of PITTCON as soon as practical after the issuance of the annual report of PITTCON to the PITTCON Board of Directors.

The SOCIETY Executive Committee shall prepare a summary of the PITTCON Annual Report and present it to the members of the SOCIETY.

Section 5. The Chair-Elect shall serve as Chair of the Program Committee and shall select its members. In the absence of the Chair, the duties of the Chair shall devolve upon the Chair-Elect. The Board of Directors of PITTCON shall be requested to invite the Chair-Elect to attend all Board meetings as a non-voting observer. The Chair-Elect shall appoint Chairs-Elect for the Scholarship and Grants Committee, the Continuing Education Committee, the Science Outreach Committee, the Arrangements Committee, the Waters Award, and other Committees with discretion.

Section 6. The Immediate Former SOCIETY Chair shall serve as Chair of the Nominating Committee and shall represent the SOCIETY at all meetings of the Shareholders of PITTCON and shall serve on its Board of Directors as a voting member. In the event the Immediate Former SOCIETY Chair is unable or does not wish to continue to represent the SOCIETY in the duties described, then that place shall be assumed by the SOCIETY Chair-Elect.

Section 7. In the event that a SACP Chair or Immediate Former SOCIETY Chair would also hold another voting office on the PITTCON Board of Directors (thus giving this person two votes on the Board), then this person shall retain both the SOCIETY seat and the seat as a Conference Officer but shall relinquish one vote to the first eligible and available SOCIETY member appointed by the SACP Chair from the following list: (1)

Chair-Elect of the SACP, (2) Secretary of the SACP, (3) Treasurer of the SACP, (4) next most recent Former SACP Chair providing that such appointment does not cause a duplication in voting rights on the PITTCON Board of Directors. None of the duties of any office shall be changed or abridged as a result of such an appointment.

Section 8. The Secretary shall be responsible for keeping minutes of all General meetings of the SOCIETY and of the Executive Committee and shall notify members of the following information: meeting dates, resolutions, proposed BYLAW changes, and changes in membership. The Secretary will maintain a file of records of the SOCIETY, including names of officers and committee members, applications, list of members, minutes, copies of all BYLAWS and revisions, financial reports and records, the corporate seal, and other pertinent material for the period of the term and shall transfer to the successor or to the Archivist all the records as requested or needed by them.

Section 9. The Treasurer is designated as an Adjunct Treasurer of PITTCON and as such, shall follow the guidelines and procedures as prescribed by the Treasurer of PITTCON.

The Treasurer shall be responsible for keeping an accurate record of all receipts and expenditures of money, collecting all monies due the SOCIETY and depositing them in a bank selected by the Executive Committee; making only those disbursements authorized by Committee Chairs and/or by the Executive Committee and obtaining warrants for all disbursements.

The Treasurer is responsible for collecting dues, issuing membership cards, maintaining a current list of members, and notifying members whose dues have not been paid before the February meeting. The Treasurer is responsible, in cooperation with the SOCIETY Secretary, for the preparation of bank resolution papers and signature cards.

The Treasurer shall maintain a supply of warrants. All warrants for expenditures of \$2500 or less, require the signatures of the originator, the Committee Chair, and the SOCIETY Treasurer. All warrants for expenditures greater than \$2500 require the signatures of the originator, the Committee Chair, the Treasurer and the SOCIETY Chair. All warrants for cash advances require the signatures of the originator, the Committee Chair, the Treasurer and the SOCIETY Chair. The Treasurer shall provide a list of the paid members to the Secretary, prior to the Annual Meeting, for verification of the ballots cast in the Annual Election.

The Treasurer shall prepare an annual report for presentation to the SOCIETY at the end of the fiscal year and submit monthly financial reports detailing the current SOCIETY net worth and the status of the PITTCON account for the SOCIETY. The Treasurer shall transfer to the successor or the Archivist all the records as requested or needed by them.

ARTICLE V Election of Officers

Section 1. Not later than the September meeting the Chair shall appoint a Nominating Committee of at least three SOCIETY members, one of whom shall be the Immediate Former SOCIETY Chair, who shall act as the Chair of the Nominating Committee. This

Committee shall nominate at least two candidates for each office and report the names of the candidates at or before the February meeting. These candidates must have agreed to be willing to serve if elected.

Section 2. Additional nominations may be made by petition of three members in writing to the Secretary by February 28. It shall be the responsibility of the persons making the nomination to determine, prior to making the nomination that the nominee is eligible and willing to serve if elected.

Section 3. The Secretary shall prepare a ballot listing by lot all nominees for each office and mail one ballot to each member at least two weeks prior to the Annual Meeting. A brief biographical summary of each candidate, as solicited by the Nominating Committee from the candidates, shall be included with the ballot. Ballots must be marked and returned to the Secretary, by mail or in person in an unsigned, sealed envelope enclosed in a signed sealed envelope no later than one week prior to the May meeting.

The Secretary shall check the signatures to determine that the person signing is a member in good standing, shall open the signed envelope, and shall place the unsigned envelopes containing the ballots in a group to be turned over to the Tellers Committee for counting.

The Chair, no later than the April meeting, shall appoint a Tellers Committee of at least three members to count the ballots. The ballots shall be counted prior to the Annual meeting and a tabulation, signed by all members of the Tellers Committee, shall be returned to the Chair as soon as completed.

Section 4. Candidates receiving a plurality of the votes shall be elected. In the event of a tie, all candidates for that office shall be voted on again using a mail ballot. The Chair shall announce the results of the balloting in writing.

Section 5. Elected candidates shall automatically assume office on July 1.

Section 6. If a vacancy in an elective office occurs, the vacancy may be filled at the discretion of the Executive Committee in one of three ways: 1) by a majority vote of the Executive Committee, 2) by a special election at the next regular meeting, for which members who are unable to attend the meeting, may vote by ballot provided that the secretary receives the ballot prior to the meeting; or 3) by a special election conducted by ballot. Notice of a special election shall be given at least fifteen days prior to the meeting. The officer so appointed or elected shall serve up until the next annual election.

Section 7. If an elected officer is unable to perform the officer duties as specified in ARTICLE IV, the officer shall be removed by action of the Executive Committee and the vacancy thus created filled as in ARTICLE V, Section 6.

ARTICLE VI Committees

Section 1. The Executive Committee, the current SACP-representative PITTCON President-Elect, and the most recently available SACP-representing former PITTCON President, at a special meeting to be held between January 1 and March 1 of every odd-

numbered year, shall select a SOCIETY member to serve as PITTCON President three years hence. The selected member must have been active in both PITTCON and SACP activities in a variety of elected or appointed positions. The Executive Committee shall rule on questions of availability. Not sooner than January 1, but no later than March 1 of the following even-numbered year, the newly designated future President shall submit to the Executive Committee for approval, the nomination of a SOCIETY member to serve as PITTCON Treasurer. The names of the SOCIETY members selected as President-Elect designate and Assistant Treasurer designate shall be announced to the membership as soon as they are determined.

Section 2. The Program Committee shall consist of the Chair-Elect and other members of the SOCIETY as appointed by the Chair-Elect. The duties of this committee shall be to plan all of the technical programs for the year.

Section 3. The Financial Affairs Committee shall consist of a Chair, a Chair-Elect, and other members of the SOCIETY as appointed by the SOCIETY Chair, plus the Society Chair-Elect and Treasurer. The duties of the Financial Affairs Committee shall be to solicit and evaluate spending proposals from the membership; to advise the Executive Committee on matters of long-range financial policy; to maintain close liaison with the Spectroscopy Society of Pittsburgh regarding cooperative financial planning and to assist the Chair-Elect in the preparation of the spending proposal for the following fiscal year. This committee shall interface with the Scholarship and Grants Committee, the Continuing Education Committee and the Science Outreach Committee.

Section 4. The Scholarship and Grants Committee shall have the responsibility for establishing and managing the grant programs of the SOCIETY. It shall consist of a Chair, a Chair-Elect and other committee members, appointed by the SOCIETY Chair, to manage the various awards and grants. The Committee Chair and the Chair-Elect shall be appointed by the SOCIETY Chair and Chair-Elect, respectively. The Scholarship and Grants Committee shall interact with the Financial Affairs Committee to develop cooperatively a recommended spending program for the following fiscal year.

Section 5. The Continuing Education Committee shall be responsible for organizing and supporting educational programs for the SOCIETY membership and others in the scientific community on subjects valuable to a scientist's professional development. It shall consist of a Chair, a Chair-Elect and other committee people appointed as necessary by the SOCIETY Chair to manage the educational programs of the SOCIETY. The Committee Chair and Chair-Elect shall be appointed by the SOCIETY Chair and Chair-Elect, respectively. The Continuing Education Committee shall interact with the Financial Affairs Committee to develop cooperatively a recommended spending program for the following fiscal year.

Section 6. The Science Outreach Committee shall consist of a Chair and members appointed by the Chair of the SOCIETY and a Chair-Elect appointed by the Chair-Elect of the SOCIETY. The Science Outreach Committee shall promote Science Education, especially at the pre-college level through activities that include but are not limited to science contests, lecture demonstrations and the distribution of scientific equipment, software, supplies and materials.

Section 7. The Arrangements Committee shall consist of a Chair appointed by the Chair of SACP and a Chair-Elect appointed by the Chair-Elect of SACP and such additional members deemed necessary and appointed by the Chair of SACP in consultation with the Chair of the Arrangements Committee. The duties of the Arrangement Committee shall be to arrange dinners, lunches or other refreshments for regular meetings, special meetings or symposia of the SACP. Other arrangements may be made as needed by the Chair of SACP.

Section 8. The Pittsburgh Analytical Chemistry Award Committee shall consist of a Chair, a Chair-Elect, the prior year's Chair and such additional members as deemed necessary by the Chair of SACP. In so far as is practically possible, the Chair-Elect shall also be the Chair of the Scholarship and Grants committee. The duties of the committee shall be to solicit nominations, including from the SACP membership, and review the qualifications of nominees for the Pittsburgh Analytical Chemistry Award, two years hence; to select the awardee, and to arrange suitable symposia and an award reception or dinner in the year that the Award is presented. The prior year's Committee Chair shall be responsible for arranging the presentation of the Award to the individual selected in the previous year.

Section 9. The Pittcon Achievement Award Committee shall consist of a Chair, a Chair-Elect, the prior year's Chair and such additional members as deemed necessary by the Chair of SACP. The duties of the committee shall be to solicit nominations, including from the SACP membership, and review the qualifications of nominees for the Pittcon Achievement Award, two years hence; to select the awardee, and to arrange suitable symposia and an award reception or dinner in the year that the Award is presented. The prior year's Committee Chair shall be responsible for arranging the presentation of the Award to the individual selected in the previous year.

Section 10. The Chair of the SOCIETY shall request the Spectroscopy Society of Pittsburgh, PITTCO, and the Pittsburgh Section of the American Chemical Society to provide liaisons to the SACP. The liaisons shall be responsible for maintaining communications between the SACP and their organizations.

Section 11. The Chair shall appoint each year a member or the SACP Administrative Assistant to serve as the Archivist. The duties of this position are to collect and to catalog all records (budget, final reports, committee reports, letters, etc.) of the activities of the SOCIETY. All officers and committee Chairs must give all pertinent materials to the Archivist at the end of the year. These materials and past records shall be stored at the PITTCO office and will be available for inspection to any SOCIETY member upon request.

Section 12. Other committees may be established as deemed necessary by the SOCIETY Chair. The makeup, membership and duties of these committees shall be at the discretion of the SOCIETY Chair.

Section 13. All committee persons evaluating proposals shall adhere to the following guidelines. 1) All proposals are considered confidential and may contain proprietary information. 2) Discussions by the committee, both by e-mail or in meetings, shall be held in strict confidence and shall not be discussed outside of the committee deliberations. 3) All working copies of proposals, hard copies and/or electronic formats will be destroyed

or deleted by committee members, including the committee chair, after the award or grant recipient(s) have been selected. 4) One copy of the proposals will be kept in a master file by the administrative assistant for the SOCIETY for one year and then destroyed.

Section 14. If there is a conflict of interest between a committee member and a potential grant or award recipient, the committee member shall be recused from voting on the proposal. A conflict of interest means any situation where the committee member or the immediate family could benefit financially.

ARTICLE VII Sub-groups

Section 1. Members of the SOCIETY interested in a specialized field of analytical chemistry may, with approval of the Executive Committee, organize as a sub-group of the SOCIETY to provide for more frequent discussions in that field of specialization.

ARTICLE VIII Meetings

Section 1. Regular meetings of the SOCIETY shall be held each month from September through May, inclusive, unless otherwise determined by the SACP Executive Committee. The Pittsburgh Conference and Exhibition shall constitute the regular March meeting of the SOCIETY.

Section 2. The May meeting shall constitute the Annual Meeting of the SOCIETY, which shall be held at least one week prior to the Annual Meeting of the PITTCON Board of Directors.

Section 3. The Officers, Subgroup Chairs, if any, and Chairs of SOCIETY committees, at the request of the Chair, shall give oral reports at regular SOCIETY meetings. They shall submit written reports to the Chair and Chair-Elect no later than July 15.

Section 4. The Chair shall prepare a proposed spending program, including the current annual and lifetime dues recommendations, and following approval by the Executive Committee, shall submit the proposed spending program to the membership by electronic or regular mail with the regular meeting notice for the September meeting. A vote shall be taken at that meeting; a majority of those members present being required for approval.

Section 5. Cooperative meetings (those held jointly with another organization) may be held by the SOCIETY, and shall be subject to agreement in advance between all organizations concerned. The Executive Committee shall be responsible for approving any such agreements and for making appointments as required.

Section 6. Special meetings may be called by the Chair of the Executive Committee and shall be called upon written request by ten members of the SOCIETY. The purpose of the meeting shall be stated in the meeting announcement. At least seven days notice shall be given.

Section 7. The rules contained in *ROBERT'S RULES OF ORDER NEWLY REVISED* shall govern the SOCIETY in all cases to which they are applicable, and in which they are not inconsistent with these BYLAWS.

Section 8. The SACP Committee December and/or June meetings may be limited to only those members who have duly performed at least one of the following:

1. Served on the SACP Executive Committee as an SACP Committee Chair, or as a Chair-Elect for the current fiscal year of July 1st through June 30th.
2. Actively participated as a member of an SACP Committee over the past 12 months. The term "actively participated" means attended committee meetings (in-person or electronic) and duly executed any assigned committee tasks.
3. Attended at least two Society meetings over the past 12 months, as validated by on-line registration and by dinner check-in or sign-in at the meeting.

ARTICLE IX Dues

Section. 1. The fiscal year of the SOCIETY shall be from July 1 of one year to June 30 of the next year.

Section 2. SOCIETY dues for each fiscal year beginning July 1, and for Lifetime Membership shall be proposed by the Executive Committee and approved by the SOCIETY membership at the September meeting.

Section 3. Members may become Lifetime Members by paying lifetime dues. Lifetime members will remain SACP members during their lifetime provided they reconfirm their mailing address as specified in Article III, Section 8 of the BYLAWS.

Section 4. Membership dues, either annual or lifetime, shall be paid to the Treasurer of the SOCIETY.

Section 5. Persons approved for membership after April 1 shall have their dues applied to membership in the following fiscal year.

ARTICLE X Amendments

Section 1. These BYLAWS or any part of them, may be amended by a two-thirds vote of the members present and voting at a regular meeting of the SOCIETY, provided that notice be submitted to the members in writing in the meeting notice for that regular meeting.

Section 2. Proposed amendments to these BYLAWS may be made by any member and shall be submitted to the BYLAWS Committee for consideration. The BYLAWS Committee recommendations will be sent to the Executive Committee and subsequently submitted to the membership as in Section 1.

Section 3. Approved BYLAWS amendments shall be provided to the members in a suitable form for insertion in the Directory of the SOCIETY.

ARTICLE XI Dissolution of the SOCIETY

Upon dissolution of the SOCIETY, and, after the discharge of all debts and obligations of the SOCIETY, the Executive Committee or other governing body of the SOCIETY at the time of dissolution shall use all remaining assets of the SOCIETY to advance the field of analytical chemistry or the objectives of the SOCIETY as outlined in Article II, provided that these assets may only be distributed to organizations or societies which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended and in such a manner that the SOCIETY shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. In the event this procedure is not practicable or there remain unexpended assets, such assets shall be conveyed without restrictions to the Spectroscopy Society of Pittsburgh.

If this is also not practicable, then such assets shall be transferred to the Pittsburgh Section of the American Chemical Society, provided that these remaining assets shall be disbursed in such a manner that the SOCIETY 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 dissolution of the SOCIETY.