

**CONSTITUTION AND BYLAWS
THE SOCIETY FOR APPLIED SPECTROSCOPY
CHICAGO SECTION**

ARTICLE I: Name and Object

This Corporation shall be known as THE SOCIETY FOR APPLIED SPECTROSCOPY - CHICAGO SECTION, a Corporation not for profit, hereinafter referred to as the "Section". The object of this Corporation is to promote the dissemination of knowledge of spectroscopy and related subjects.

ARTICLE II: Headquarters and Membership

Section 1: The headquarters of the Section shall be the National office of the Society for Applied Spectroscopy, 201 B Broadway Street, Frederick, MD 21701-6501 (Phone 301-694-8122 / Fax 301-694-6860).

Section 2: Membership in the Section shall be consistent with the current provisions of the Constitution and Bylaws of the National Society for Applied Spectroscopy. Special Members are defined for the Section as including:

Supporting - Those organizations wishing to provide extra financial support to the Section, which membership will entitle the supporting member to appoint a representative to regular membership.

Section 3: The fiscal year of the Section shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE III: Officers

Section 1: The elected officers of the Section shall be a Section Chairperson, a Chairperson-Elect, a Secretary and a Treasurer, all of whom shall be regular members or those enjoying all the privileges of regular membership of the Society for Applied Spectroscopy and the Section.

Section 2: The Section Chairperson shall preside at meetings of the Section and the Governing Board. In the absence of the Section Chairperson, the Chairperson-Elect shall preside. In the absence of both of these officers, the Secretary shall preside.

Section 3: The Secretary shall keep a record of the proceedings of the Section and the Governing Board, shall file all reports required by law except the Internal Revenue return, shall, under the direction of the Section Chairperson, issue notices to the members of the Section and the Governing Board, and shall perform all other duties usual to this office.

The Treasurer shall be required to deposit with the Secretary, for safe-keeping, an indemnity bond on the Section Chairperson and the Treasurer payable to the Section.

Section 4: The Treasurer shall have charge of all funds belonging to the Section. All bills payable by the Treasurer shall be approved in writing by the officer or committee chairman who is duly authorized by the Governing Board to make expenditures in the name of the Section. A contingency fund shall be placed in a savings account(s) available for withdrawal by the Treasurer or the Section Chairperson. The remaining moneys entrusted to the Treasurer shall be placed in a checking account in a bank in such a way that either the Treasurer or the Section Chairperson may withdraw the entire amount with process of law. All savings and checking accounts shall only be made in institutions approved by the Governing Board.

The Treasurer, with the help of the Section Chairperson and Chairperson-Elect, shall prepare a proposed budget for operating expenses of the Section for their fiscal year beginning on July 1 and shall submit it to the Governing Board for approval not later than the first meeting of the Governing Board of that fiscal year. Expenditures shall not exceed the amount provided in the authorized budget except with the approval of the Governing Board.

The Treasurer shall submit the financial books and accounts of the Section for periodic review. An independent reviewer shall be approved by the Governing Board. A copy of the reviewer's financial statement shall be presented to each member of the Governing Board within three months following the close of the fiscal year. The Treasurer shall assemble an integrated financial report which shall be presented to the Governing Board

no later than the September meeting. A formal review of the books should be performed every two years coinciding with the election of the Treasurer.

Section 5: There shall be a Governing Board consisting of all the officers of the Section, the immediate Past-Chairperson and the Chairpersons of all committees. The Governing Board shall be a committee to conduct all affairs of the Section not otherwise specifically provided in the Constitution. The Governing Board shall hold at least four meetings during the year and at all times shall be subject to call by the Section Chairperson or any three of its members. Each elected member of the Governing Board shall have three votes and the chairpersons of no more than eleven committees shall have one vote. These voting committees shall include those specified in Article IV Section 1. A quorum shall consist of a majority of the Governing Board including three elected members.

Section 6: Delegate(s) and alternate delegate(s) shall be appointed by the Section Chairperson of the Section to represent the Section at the Governing Board meetings of the National Society for Applied Spectroscopy. The number of delegates shall be determined as prescribed in the Constitution of the National Society. Appointments of the delegate(s) and alternate delegate(s) shall be made by the Section Chairperson preceding each Governing Board meeting allowing sufficient time to duly certify each with the National Society.

Section 7: No salary shall be paid to any member of the Section unless authorized by the Governing Board as budgeted for specific services rendered.

ARTICLE IV: Committees

Section 1: There shall be committees known respectively as the House-Hospitality, Membership, Program, Workshop, Nominating and Tellers Committees. The Chairpersons of these committees shall be appointed and announced by the incoming Section Chairperson before the first meeting of the fiscal year. The work of the committees shall be under the direction of the Section Chairperson. Each committee shall, upon request, report to the Governing Board.

Section 2: The general responsibilities for the committees are described below. Additional responsibilities may be assigned by the Section Chairperson or the Governing Board:

The House-Hospitality Committee shall arrange the details of regular meetings and shall promote fellowship among the members and shall introduce new members and visitors.

The Membership Committee shall endeavor to maintain and increase the membership of the Section.

The Program Committee shall arrange programs and secure speakers for the regular meetings of the Section.

The Workshop Committee shall, upon instruction from the Governing Board, arrange for a periodic Workshop on spectroscopy and related subjects. Workshops may be conducted by one or more committees with specific assignments.

The Nominating Committee shall seek qualified candidates for each office and shall place in nomination one or more candidates for each office in accordance with the respective terms as described in Article VI, Section 1.

The Tellers Committee shall be solely responsible for the official counting of any and all votes taken by ballot, including Officer elections.

Section 3: There may be special committees appointed by the Section Chairperson or the Governing Board whose duties will be directed toward special projects of either short or long term duration. The Chairpersons of the special committees will become members of the Governing Board.

Section 4: The term of office of each committee, unless otherwise directed by the Governing Board, shall expire at the end of the fiscal year.

ARTICLE V: Meetings

Section 1: Periodic meetings shall be held with the membership for the purpose of conducting business and/or presenting lectures on timely topics.

The number of meetings, the times, dates and places of such meetings, shall be established by the current Section Chairperson or an authorized representative. The Governing Board, by a 2/3 vote, may alter the time, place or date of any regular meeting. Special meetings may be called by the Section Chairperson or an authorized representative. For the transaction of business at these meetings, a quorum shall consist of 10 members in good standing.

Section 2: The Secretary or an individual or committee designated by the Secretary shall send a notice of each meeting of the Section to all members in advance of such meeting. The Governing Board, at its first meeting, shall determine the deadline for the content and mailing schedule for the monthly meeting notice.

ARTICLE VI: Elections

Section 1: Officers of this section shall be chosen by ballot in accord with the further provisions of this article, and shall take office July 1st. The Section Chairperson and Chairperson-Elect shall hold office for one year or until a successor is duly selected and takes office. The Secretary and the Treasurer shall hold office for two years or until their successors are duly elected and take office. The Secretary and Treasurer shall be elected so that their terms of office do not coincide.

A Nominating Committee member who becomes a candidate for office must resign immediately. The Section Chairperson shall appoint another member to fill the vacancy.

The Chairperson of the Nominating Committee shall present a list of eligible nominees for each elective office to the Secretary who will arrange to have the list mailed to the membership along with the regular notice of the February meeting. At the February meeting the Section Chairperson shall call for additional nominations from the floor. Any person so nominated from the floor must be seconded. The Nominating Committee shall certify to the Secretary that each person whose name appears on the ballot has consented to hold office if elected.

The Secretary shall send to each member of the Section, at least 20 days prior to the April meeting, a ballot stating the names of the candidates for

each office. Each voter shall signify or endorse the ballot in a manner which will indicate their choice to the tellers.

The members shall seal the ballot in a plain envelope marked "Ballot" and shall mail this envelope in a sealed envelope bearing the member's handwritten signature to the teller no later than 12:00 noon the day of the April meeting. The counting of the ballots shall not begin before this time.

The outer envelope shall be validated by the Tellers Committee. The validated outer envelopes then shall be opened and the inner envelopes segregated. The Tellers Committee shall then open the ballot envelopes and count the votes.

After the count the Tellers Committee shall deliver to the Secretary all ballots 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 and in the case of a tie vote, the names of the candidates tied shall be certified to the Governing Board at the next meeting thereof, and the Governing Board shall elect from the candidates so tied.

If there is both a single nominee for the office of Chairperson-Elect and a single nominee for the second elected office (Treasurer or Secretary), the Membership shall be informed of this situation at the February meeting and in the March meeting mailing. No ballots will be mailed to the Membership. At the March meeting, the Section Chairperson shall call for a vote on each office. Only Section members may vote. The nominee for office shall be elected by a 2/3 majority of members present at the March meeting. If a 2/3 majority is not achieved, the Secretary shall immediately mail ballots to all Section members, and the voting shall proceed as prescribed above.

Section 2: The Chairperson-Elect, at the expiration of this term of office, shall succeed to the office of Section Chairperson of the Section for a term of one year.

Section 3. No member shall be eligible to hold more than one elective position at one time. Power to appoint, select or elect implies power to remove or replace.

Section 4: In the event of a vacancy in any elected office other than the Section Chairmanship, a special election shall be called by the Section Chairperson for the next regularly scheduled meeting, at which time nominations and election shall be conducted to fill the unexpired term. In the case of a vacancy in the office of Section Chairperson, the Chairperson-Elect shall assume the duties of the Section Chairperson for the remainder of the term.

Section 5: If deemed viable, electronic balloting for election of Section Officers may take place in lieu of or in addition to mail balloting.

ARTICLE VII: Disposition of Assets

Section 1: Upon the dissolution of the Section, remaining funds or assets shall be used to discharge all just debts incurred by the Section, or by the Officers acting on behalf of the Section. All funds remaining after the discharge of such debt shall be distributed to scientific or educational organizations which qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations or as they may hereafter be amended.

ARTICLE VIII: Bylaws and Amendments

Section 1: There shall be available an official copy of the Constitution and Bylaws which shall be in the custody of the Secretary who shall make the proper changes and alterations in this copy whenever the Bylaws are to be amended.

Section 2: Amendments of these Bylaws may originate in the Governing Board or as a petition presented to the Secretary and signed by not less than five members of the Section in good standing. If the Governing Board by a majority vote approves the Amendment(s), the Secretary shall update the Bylaws and distribute them to the membership. The proposed amendment(s) shall then be acted on at the following meeting, when a two-thirds (2/3) vote of those present shall be necessary to carry.

Section 3: The Constitution and Bylaws shall be reviewed every three (3) years or as appropriate to maintain a current and up-to-date operating document for the Section.

ARTICLE IX: Rules of Order

Section 1: On all questions of order not covered by this Constitution and Bylaws, "Roberts Rules of Order" shall be considered as authoritative.

Revised 04/05/2006 – Final Draft / DCL

Governing Board Reviewed and Ammended 03/08/2007 - DCL