

Bylaws

Society for Applied Spectroscopy, Inc.

Article I Name

- §1 The name of this organization shall be Society for Applied Spectroscopy, Inc., as prescribed by the Articles of Incorporation and hereinafter referred to as the Society.

Article II Purposes

- §1 The purposes of the Society are those prescribed by the Articles of Incorporation.

Article III Members

- §1 Membership Eligibility and Admission Procedure. Anyone interested in spectroscopy shall be eligible for membership.
- A Membership types that require dues payment shall begin on the start date and not expire for a period of time commensurate with the dues paid.
 - B Membership types that do not require dues payments shall not expire.
- §2 Annual Dues. The Executive Committee shall determine the dues.
- §3 Resignation from Membership.
- A Any member desiring to resign from the Society shall submit their resignation in writing to the Secretary, who shall terminate the membership.
 - B Any member in arrears in dues more than thirty days shall be deemed to have resigned and will be removed from the membership.
- §4 Types of Members. The Society shall have the following types of Regular Members.
- A Regular Members. A Regular Member is someone who submitted an approved application; Regular Member dues are paid annually, paid in advance, or waived. Regular Members are entitled to full participation in the proceedings of the Society.
 - B A Lifetime Member is a Regular Member who is not required to submit an application or to further pay dues after payment of the Lifetime Membership Fee.
 - C A Fellow Member is a Regular Member who has been awarded Fellow status by the Society for outstanding service to the field of Spectroscopy.
 - D An Emeritus Member is a Regular Member who has been awarded Emeritus status by the Society and shall not be required to pay annual dues.
 - E An Honorary Member is a Regular Member who has been awarded Honorary status by the Society and shall not be required to pay annual dues.
 - F A Distinguished Service Member is a Regular Member who has been awarded Distinguished Service status by the Society and shall not be required to pay annual dues.

- G An Early Career Member is a Regular Member who is within 10 years of their most recent technical degree.
- H A Retired Member is a regular member who has retired from active scientific work.
- I Student Member. A Student Member is a Regular Member who is enrolled in an undergraduate or graduate degree-granting program, has submitted an approved application, and paid the student-rate annual dues.
 - 1 A Student Member cannot be an Early Career Member.

Article IV Elected Officers

- §1 Elected officers. The Elected Officers of the Society shall be:
 - A a President-Elect,
 - B a Secretary, and
 - C a Treasurer.
- §2 Term. The term of office for the President-Elect is one (1) calendar year. The other Elected Officer terms are three (3) calendar years.
 - A Officers shall continue to serve until their successors are elected and qualified.
- §3 Duties. The Elected Officers shall perform the duties prescribed by these bylaws, by the Policies & Procedures Manual, and by the Parliamentary Authority.
- §4 Office-Holding Limitations. No member shall hold more than one elected office at a time, and no member shall be eligible to serve three terms in the same elected office.
- §5 FACSS Delegate. The President-Elect shall be a delegate to the Federation of Analytical Chemistry and Spectroscopy Societies (FACSS) Governing Board.
- §6 President-Elect. The President-Elect shall automatically fill a vacancy in the office of President and shall serve for the balance of the term of the President and his/her regular term.
- §7 Chief Financial Officer. The Treasurer shall be the Chief Financial Officer.
- §8 Removal from Office. Elected Officers may be removed from office at the pleasure of the Governing Board as provided in the Parliamentary Authority.

Article V Unelected Officers

- §1 Unelected Officers. The Unelected Officers of the Society shall be the President, the immediate Past-President, and the Second-Past-President
- §2 Assuming office.
 - A The President-Elect shall become the President at the beginning of the calendar year following their term.
 - B The President shall become the immediate Past-President at the beginning of the calendar year following their term.

- C The immediate Past-President shall become the Second-Past-President at the beginning of the calendar year following their term.
- §3 Duties. The Unelected Officers shall perform the duties prescribed by these bylaws, by the Policies & Procedures Manual, and by the Parliamentary Authority.
 - A The President and immediate Past-President shall serve as delegates to Federation of Analytical Chemistry and Spectroscopy Societies (FACSS) Governing Board.
 - B In years where the Society has an additional delegate to FACSS, the President shall appoint that delegate.
- §4 Removal from Office. Unelected Officers may be removed from office at the pleasure of the Governing Board as provided in the Parliamentary Authority.

Article VI Appointed Positions

- §1 Appointed Positions. The Appointed Positions of the Society shall be:
 - A Editors-in-Chief of *Applied Spectroscopy*, and *Applied Spectroscopy Practica*,
 - B Marketing Committee Director who shall be chair of the Publicity and Marketing Committee, and
 - C a Section Affairs Director who shall be chair of the Section Affairs Committee.
- §2 Appointment. The Appointed Positions shall be appointed by the Executive Committee.
- §3 Duties. The Appointed Positions shall perform the duties prescribed by these bylaws, by the Policies & Procedures Manual, and by the Parliamentary Authority.
- §4 Removal from Office. Appointed Positions may be removed from office at the pleasure of the Executive Committee as provided in the Parliamentary Authority.

Article VII At-Large Governing Board Members

- §1 At-Large Governing Board Members. The At-Large Governing Board Members of the Society shall be:
 - A five Society Members elected in even numbered years and
 - B five Society Members elected in odd numbered years.
- §2 Term. The term of At-Large Governing Board members shall be two (2) calendar years.
 - A At-Large Governing Board Members shall continue to serve until their successors are elected and qualified.
 - B Vacancies in At-Large Member Positions will be filled by the next runner-up (in order of vote count, provided by the Teller's committee) from the previous election of the individual that is vacating their governing board position.

- §3 Limitation. No member shall hold another national-level office of the Society while serving as an At-Large Governing Board member.
- §4 Removal from Office. Any At-Large Governing Board Member may be removed from office at the pleasure of the Governing Board as provided in the Parliamentary Authority.

Article VIII Student Representative

- §1 Student Representative. The Society shall have a Student Representative who is elected by the Student Members of the Society. The Student Representative must:
 - A be a Student Member of the Society at the time of their election, and
 - B be Enrolled in a graduate or undergraduate degree-granting program for at least one (1) year of their term.
- §2 Term. The term of the Student Representative is two (2) calendar years.
- §3 Duties. The Student Representative shall perform the duties prescribed by these bylaws, by the Parliamentary Authority, and by the Policies & Procedures Manual.
- §4 Removal from Office. The Student Representative may be removed from office at the pleasure of the Governing Board as provided in the Parliamentary Authority.

Article IX Nominations and Elections

- §1 Nominating Committee.
 - A A Nominating Committee of five (5) members, four selected by the Governing Board and one (1) selected by the Executive Committee, shall submit the names of nominees.
 - B The selection of the Nominating Committee shall occur at or before the annual meeting of the Governing Board.
- §2 Duties of the Nominating Committee. The Nominating Committee shall nominate candidates for the Elected Officer and At-Large Governing Board Member positions.
 - A At least seven (7) nominees should be named for the annual election of five (5) At-Large Governing Board Members.
 - B At least two (2) nominees should be named for the annual election of any upcoming vacancy in Elected Office.
 - C At least two (2) nominees should be named for the election of any upcoming vacancy in Student Representative.
- §3 Nomination Procedure, Time of Elections.
 - A Notice of election shall be sent to all members thirty (30) days before voting is scheduled to begin.
 - B The Nominating Committee shall post the list of candidates on the Society's website thirty (30) days before the voting is scheduled to begin.
- §4 Members shall vote for the candidates by electronic transmission through an internet platform.

§5 Prerequisites for Nominees. A member nominated as Elected Officer shall be a Regular Member and shall have served in one of the following capacities within the Society:

- A As a Governing Board Member,
- B as an Executive Committee Member,
- C as an Editorial Board member for a Society peer-reviewed journal,
- D as a Section Officer,
- E as Parliamentarian,
- F as Chair of a Society committee,
- G in an Appointed Position, or
- H as the Society's elected Student Representative.

Article X Meetings of the Membership

- §1 Annual Meeting. The Annual Meeting of the Society shall be held at a time and place determined by the Executive Committee.
- §2 Notice. Notice of meetings shall be given at least thirty (30) days in advance of the meeting date.
- §3 Electronic Meetings. The Society may hold electronic meetings on an Internet platform.
- §4 Quorum. Twenty-five (25) members of the Society shall constitute a quorum.

Article XI Governing Board

- §1 Board Composition. The Elected and Unelected Officers of the Society, the At-Large Governing Board Members, the Society's student representative, the Chair of the Early Career Committee and the representative(s) from each Technical, Regional, Affiliate, Student, Early Career, and Special Interest Section, shall constitute the Governing Board.
 - A Technical, Regional, Student, Affiliate, and Special Interest Sections having more than fifty (50) Society Members shall have an additional delegate on the Governing Board.
- §2 Powers. The Governing Board shall have full power and authority over the affairs of the Society except for actions reserved to the Members of the Society by law, by the articles of incorporation, or by these bylaws.
- §3 Governing Board Meetings
 - A Annual Meeting. The Annual Meeting shall be a Regular Meeting held as close as possible to the Annual Meeting of the members. The Annual Meeting shall be for the purpose of announcing officers, receiving reports of officers and committees, and for any other business that may come before the meeting.
 - B Regular Meetings of the Governing Board shall be held as determined by the Executive Committee.

- C Special Meetings. Special meetings may be called by written petition to the Secretary of five Members of the Governing Board or by request of the Executive Committee.
- §4 Duties. The Governing Board Members shall perform the duties prescribed by these bylaws, by the Parliamentary Authority, and by the Policies & Procedures Manual.
- §5 Electronic Meetings. The Governing Board may hold electronic meetings on an Internet platform.
- §6 Notice. Notice shall be sent to all members at least 30 days before the meeting and shall include the agenda.
- §7 Quorum. Fifteen (15) members of the Governing Board, but not less than (1/3) of the Governing board, shall constitute a quorum.

Article XII Executive Committee

- §1 Executive Committee Composition. The Elected Officers of the Society, the President, and the immediate Past-President shall constitute the members of the Executive Committee.
- §2 Duties. The Executive Committee Members shall perform the duties prescribed by these bylaws, by the Parliamentary Authority, and by the Policies & Procedures Manual.
 - A The Executive Committee shall adopt the Society's Policies and Procedures Manual.
- §3 Powers. The Executive Committee shall have full power and authority over the affairs of the Society, including all powers assigned to the Governing Board in these bylaws, between meetings of the Board except the following:
 - A amend these bylaws,
 - B approve any merger,
 - C or exercise any other power barred to committees by applicable law.
- §4 Executive Committee Meetings
 - A The Executive Committee shall meet at least twice annually.
 - B The President may call Special Meetings of the Executive Committee.
- §5 Electronic Meetings. The Executive Committee may hold electronic meetings on an internet platform.
- §6 Notice. Notice shall be sent to all members at least two (2) days before the meeting and shall include an agenda.
- §7 Quorum. Four (4) members of the Executive Committee shall constitute a quorum.

Article XIII Committees

- §1 Committee Appointments.

- A The President shall nominate all Committee Chairs to be appointed by the Executive Committee, unless this rule is suspended by a two-thirds vote of the Executive Committee before their appointment.
 - B The Committee Chairs' shall appoint the Committee members.
- §2 Awards Committee. An Awards Committee of three (3) Members shall recommend potential award recipients to the Governing Board, in accordance with the Policies and Procedures Manual.
 - §3 Governing Documents Committee. A Governing Documents Committee of three (3) members shall review the Governing Documents of the Society annually and report their findings to the Governing Board.
 - §4 Sectional Affairs Committee. A Sectional Affairs Committee of three (3) members shall ensure that sections are in compliance with the Society's requirements, consider the long-term health and well-being of the Sections, and select the Regional Section to receive the Poehlman Award.
 - §5 Long Range Planning Committee. A Long Range Planning Committee of five (5) members shall consider the long-term health and well-being of the Society.
 - §6 Fellows Committee. A Fellows Committee of three (3) members, two of whom shall be Fellows, shall submit a list of candidates for Fellow to the Executive Committee.
 - §7 Publications Committee. A Publications Committee of five (5) Members including the Editors-in-Chief, and the Editors of the Society's journals shall select members to serve as editors and carry out the duties in the Policies and Procedures manual.
 - §8 Marketing Committee. A Marketing Committee of not less than three (3) Members shall fulfill the duties of working with the editors and publishers of *Applied Spectroscopy*, *Applied Spectroscopy Practica*, and other Society publications, and committees on advertising and marketing the initiatives of the Society.
 - §9 Tellers Committee. A Tellers Committee of three (3) members shall prepare the Tellers Report based on the results of the election.
 - §10 Certification Committee. A Certification Committee of three (3) members shall administer the Society's Certification Program.
 - §11 Education and Training Committee. An Education and Training Committee of three (3) members shall promote the education and training mission of the Society.
 - §12 Early Career Committee. An Early Career Committee of not less than three (3) members shall promote the interests of Early Career Members.
 - §13 William F. Meggers Award Committee. A William F. Meggers Award committee consisting of 5 members shall annually review nominations for the William F. Meggers Award and report their recommendation to the Executive Committee.
 - §14 Lester W. Strock Award Committee. A Lester W. Strock Award committee consisting of 3 members one from the New England Section shall annually review nominations for the Lester W. Strock Award and report their recommendation to the Executive Committee.

§15 Ellis R. Lippincott Award Committee. The Society's President and President Elect shall select two Society members to serve on the Lippincott Award committee administered by Optica.

§16 Other Committees; President's Ex-Officio Committee Membership. Such other committees, standing or special, may be established by the Society as it shall from time to time deem necessary to carry on its work. The President shall be ex officio a member of all committees except the Nominating Committee and any disciplinary committees established pursuant to the Parliamentary Authority.

Article XIV Sections

§1 Sections of the Society

A Technical and Regional sections shall consist of at least ten (10) Society members who submit their bylaws to the Society's Governing Documents Committee for consideration.

B Student and Early Career sections shall consist of at least five (5) Society members who submit their bylaws to the Society's Governing Documents Committee for consideration.

C Each Section shall have a President, a Secretary, and any other officer deemed necessary.

D The President of the Section shall submit the names of the officers and the section activity report annually to the Executive Committee.

E Any Section that ceases to meet the requirements shall be declared inactive and shall remit all remaining funds to the Society's General Fund.

§2 Student Sections. Each Student Section shall have a faculty advisor and consist only of Student Members.

§3 Technical Sections. Each Technical Section shall be dedicated to a particular type or field of spectroscopy.

§4 Special Interest Sections. Each Special Interest Section shall advance diversity, equality, and fairness in the fields of spectroscopy.

§5 Regional Sections. Each Regional Section shall cover a particular geographical region.

§6 Early Career Sections. Each Early Career Section shall be dedicated to supporting Early Career members of the Society.

§7 Affiliate Sections. Each Affiliate Section shall consist of members of affiliated organizations, including at least ten (10) Society members; whose members involved in the leadership of the Society shall annually sign a conflict of interest policy.

A Any Non-Student Section can be or become an Affiliate Section.

B An Affiliate Section must:

- 1 Be a separate entity from the Society.
 - 2 Have its own 501(c)(3) letter of exemption from the IRS or be recognized as substantially equivalent for an international Affiliate Section.
 - 3 Not use the Society's non-profit mailing permit from the post office.
- C Any disbursement of dues/funds from the Society to an Affiliate is a donation from the Society.
- D Affiliate Sections are not subject to the governance requirements of Sections.

Article XV Publications

- §1 The official publications of the Society are *Applied Spectroscopy*, *Applied Spectroscopy Practica*, the Newsletter, and the Website.
- §2 Applied Spectroscopy and Applied Spectroscopy Practica.
- A The Governing Board shall, in accordance with any contractual obligations of the Society, select the publisher(s) for *Applied Spectroscopy* and *Applied Spectroscopy Practica*, and establish any rights and privileges of the publisher(s).
- B The Governing Board shall establish, in accordance with any contractual obligations associated with the publisher(s) of *Applied Spectroscopy* and *Applied Spectroscopy Practica*, journal distribution and privileges for Members of the Society.
- C The Editors-in-Chief may hire editorial and administrative help with the approval of the Executive Committee.

Article XVI Parliamentary Authority

- §1 The rules contained in the most recent edition of 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 the law, with the articles of incorporation, with these bylaws, or with any special rules of order the Society may adopt.
- §2 The President shall appoint a Parliamentarian who should attend meetings of the Governing Board and Executive Committee; an alternate shall be appointed if the Parliamentarian cannot attend a meeting.

Article XVII Indemnification

- §1 Indemnification. Members of the Governing Board, Officers, employees, and agents of the Society shall be indemnified by the Society for their service to the Society to the fullest extent permitted by applicable law.

Article XVIII Amendment of Bylaws

- §1 Amendments to the bylaws may be recommended by the Governing Documents Committee or proposed by any Governing Board member.

§2 Proposed amendments to the bylaws shall be placed on the agenda of a Governing Board meeting, and shall be sent to the Members at least thirty (30) days prior to the Governing Board meeting at which the amendments shall be considered. Amendments shall be adopted by a majority vote of the members present at a meeting where a quorum is present.

End Bylaws as Revised: May 4, 2022

Revision History:

1. Adopted April 8, 2022
2. Revised May 4, 2022
3. Revised October 27, 2022