

VII-B-2-Bylaws Committee-SciX 2017

SOCIETY FOR APPLIED SPECTROSCOPY, INC. BYLAWS - Revision (170124) 1/24/2017

ARTICLE I. Name

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

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

ARTICLE III. Members

SECTION 1. Membership Eligibility and Admission Procedure

The Society is open anyone who has an interest in Spectroscopy, has filled out an application and has paid the prescribed dues. The term Spectroscopy is understood to mean the science and art of absorption, emission, Raman, mass, and related forms of spectral study for determining the composition and structure of matter.

SECTION 2. Dues

The Society shall be financed by dues collected from the membership. The dues and the associated rights and privileges for members shall be set by the Executive Committee or by the Governing Board.

SECTION 3. Resignation from Membership

Resignation of membership is established either by submitting a written statement of resignation to the Executive Director or Secretary or by the non-payment of the prescribed dues.

SECTION 4. Types of Membership

The privileges associated with a type of Membership in the Society shall be determined by the Executive Committee or the Governing Board. The membership shall consist of:

A. Regular Member

1. A Regular Member may vote, serve on committees and hold office in the Society.

2. A Fellow is a Regular Member recognized by the Society for outstanding service to the field of spectroscopy. A Fellows must continue to pay the prescribed dues of the Society in order to maintain Fellow status.
3. An Emeritus Member is designated by Society and shall enjoy all the privileges of a Regular Member for life. Emeritus Members shall not be required to pay any membership dues.
4. A Distinguished Service Awardee is designated by the Society and shall have all the privileges and rights of a Regular Member for life. Distinguished Service Awardees shall not be required to pay any membership dues.
5. An Honorary Member is designated by the Society and shall have all the privileges and rights of a Regular Member for life. Honorary Members shall not be required to pay any membership dues and shall be granted Fellowship status.
6. An Interim Student Member shall have the privileges of a Regular Member when actively pursuing a postdoctoral position. An Interim Student status tenure shall not be longer than three years after they no longer qualify as a Student Member.
7. A regular member may qualify for a one-year free membership due to unemployment

B. Student Member

1. A Student Member shall be someone enrolled in an undergraduate or graduate degree granting program. A Student Member cannot hold elected National Society office, nor serve as a voting delegate to the Governing Board Meetings except as an official representative of an organized Student Section, nor vote on any matters pertaining to the Society except as an official representative of an organized Student Section. Student Members can serve as Student, Technical, Special Interest or Regional Section officers and committee members at the regional and international level. The extent of a Student Member participation in the business of a Student, Technical, Special Interest or Regional Section is the prerogative of that Section except for the limitations stated Bylaws of the Society.
2. A Student Representative shall be a Student Member elected by a majority vote of the Society's Student Members and put forward for appointment by the Governing Board to be the official Student Representative to represent the needs of students in a non-voting capacity on the Executive Committee.

- C. Sponsoring Member of the Society shall be corporate bodies or private companies actively interested in promoting the objectives of the Society on an international scale. A Sponsoring Member may not vote or hold office in the Society.**

SECTION 4 Membership Awards and Recognitions

The Society may administer awards recognizing accomplishments in the field of spectroscopy or related to promoting the objectives of the Society. These awards may be sponsored by the Society or other corporations. The criteria, selection process, and privileges associated with an individual award shall be determined by the Executive Committee or the Governing Board. The following are established awards of the Society:

- A. William J. Poehlman Award** - This award is granted to the Regional Section of the Society which has contributed the most towards accomplishing the goals and ideals of the Society during the preceding year. This award is sponsored by the Society. The recipient shall be nominated by the Regional Section Affairs Committee for approval by the Executive Committee.

- B. Applied Spectroscopy William F. Meggers Award - This award is given to the author(s) of the outstanding paper appearing in Applied Spectroscopy. The recipient shall be nominated by the Applied Spectroscopy William F. Meggers Award Committee for approval by the Executive Committee.
- C. Lester W. Strock Award - This award has been established by the New England Section and is given annually to an author or authors of an outstanding paper or series of papers which are collectively outstanding. The criteria, selection process, and administration of the award shall be the responsibility of the New England Section.
- D. Lippincott Award – This award is given to honor the memory of Ellis R. Lippincott. The medal is sponsored jointly by the Society for Applied Spectroscopy, the Coblenz Society, and the Optical Society of America. The recipient of the award shall have made significant contributions to vibrational spectroscopy. These contributions may be theoretical, experimental, or both, as well as basic or applied. The selection of the awardee shall be conducted by the Lippincott Committee and presented to the Executive Committee
- E. Bruce R. Kowalski Award in Chemometrics – This award is given to honor the legacy of Bruce R. Kowalski. The award is administered by the Society and is funded via member donations. The criteria, selection process, and privileges associated with this award are specified in the September 17, 2014 Bruce R. Kowalski Award in Chemometrics Agreement.
- F. Distinguished Service Award - This award is established to recognize individual members for their long-time service to the Society. The recipient shall be nominated by the Awards Committee for approval by the Executive Committee
- G. Fellows Award - This award is established to recognize individual members for their outstanding achievements in and contributions to the science, the profession, and the Society for Applied Spectroscopy. Up to 12 Fellows per year may be selected. Nomination for the award of Fellow must be made by current Society Fellows, the Executive Committee, the Governing Board, or the Fellows Committee. The Awards Committee shall review the nomination and shall submit a list of recipient(s) of for approval by the Executive Committee. Fellows must continue to be a member of the Society in order to maintain Fellow status. All Honorary Members of the Society shall be granted Fellowship automatically.
- H. SAS Graduate Student Award - This award, also known as the Barbara Stull Graduate Student Award, is given to up to 2 graduate students in recognition of outstanding research in the area of spectroscopy. Any full-time student doing research in the field of spectroscopy shall be eligible for the award. The recipient(s) shall be selected by the Awards Committee for approval by the Executive Committee.
- I. Undergraduate Award in Applied Spectroscopy - This award is given to up to 5 junior or senior undergraduate students in recognition of outstanding research in the area of spectroscopy. To eligible for the award, the nominee must be full-time undergraduate student doing research in the field of spectroscopy and the student's research advisor must also be a Member of the Society. The recipient(s) shall be selected by the Awards Committee for approval by the Executive Committee.

SECTION 5. Non-Discrimination

No Member or person in whatever relationship with the Society shall be subject to discrimination on the basis of race, ethnic background, national origin, religion, age, gender, sexual orientation, or condition of handicap.

ARTICLE IV. OFFICERS

SECTION 1. Officers and Duties

The Officers of the Society shall be a President, a President-Elect, Past-President, a Secretary and a Treasurer. The Officers shall perform the duties prescribed by these bylaws and by the Parliamentary Authority adopted by the Society. The duties of the Officers are as follows:

A. The PRESIDENT duties shall include:

1. Preside at meetings of the Executive Committee and Governing Board.
2. Oversee preparation of an agenda for each meeting of the Governing Board and the Executive Committee.
3. Appoint a Parliamentarian to serve a one-year term, concurrent with his/her year as President.
4. Serve as ex officio member on all committees except the Nominating Committee.
5. Appoint, with the concurrence of the Executive Committee, such other committees, standing or ad- hoc, as the Society shall from time to time deem necessary to carry on the work of the Society.
6. Submit a written report at each regularly scheduled and physical meeting of the Executive Committee and Governing Board.
7. Serve as a FACSS Delegate
8. By virtue of the office, the President shall be prime signatory for the Society on all contracts, legal instruments and policies approved by the Executive Committee or Governing Board. If the President is unavailable, the Secretary can act as signatory in one of their steads.
9. Provide stewardship for the Society and the Society's National Office.

B. The PRESIDENT-ELECT duties shall include:

1. Perform all duties that may be delegated to him/her.
2. Appoint such committee chairs-elect and members as specified by the Bylaws. The President-Elect or his/her designee shall be Chair of the Bylaws Committee.
3. Maintain proper signature authority on Society accounts with such authority being limited to the Treasurer, and the person chosen to be President-Elect on the same ballot from which the Treasurer is chosen. The said incoming President-elect shall continue to have signature authority during his/her term as President and as Past President, a total of three years.
4. Serve as a FACSS Delegate.
5. Organize/Supervise SAS-designated sessions for presentation at Pittcon.
6. Provide general stewardship for the Society.

C. The PAST PRESIDENT duties shall include:

1. Assist the President, Executive Committee, or Governing Board as requested.
2. Be in charge of the review and update by the Executive Committee of the SAS Handbook for Officers and Committee Members, and serve on the Constitution and Bylaws committee.
3. Serve as a FACSS Delegate.
4. Chair the Long Range Planning committee and the Nominating Committee.
5. Provide general stewardship for the Society.

D. The SECRETARY duties shall include:

1. Be responsible for the minutes of all Governing Board and Executive Committee meetings whether these meetings are in-person or virtual
2. Call the roll at the Executive Committee and Governing Board meetings and determine the presence of a quorum.
3. Submit a written report for each regularly scheduled meeting of the Governing Board and Executive Committee.

4. Perform all of the duties incident to the office of Secretary and such other duties as requested by the President, the Executive Committee or the Governing Board.
5. In the absence of the Secretary from any meeting of the Governing Board or Executive Committee, a Secretary *pro tempore* may be appointed by the President to record the minutes of the meeting.
6. If the President is unavailable, the Elected Secretary can act as signatory.
7. Provide general stewardship for the Society

E. The TREASURER duties shall include:

1. Serve as the chief financial officer of the Society.
2. Keep and maintain, or cause to be kept and maintained, full and accurate accounts of the properties and business transactions of the Society including accounts of its assets, liabilities, receipts, and disbursements.
3. Oversee the review and verification of all funds deposited in the name and to the credit of the Society with such federally insured account or other depositories as approved by the Executive Committee.
4. Maintain proper signature authority on Society accounts with such authority being limited to the Treasurer, and the person chosen to be President-Elect on the same ballot from which the Treasurer is chosen. The said incoming President-elect shall continue to have signature authority during his/her term as President and as Past President, a total of three years.
5. Make reports on the financial status of the Society at least quarterly to the Executive Committee, and shall at the first Governing Board meeting of the fiscal year present an annual report, including a balance sheet, a statement of revenue and expenses, and statements of cash flow and changes in fund balances for the preceding fiscal year.
6. Hold, oversee, report on, or cause to be reported on, special designated funds separate from Society and Journal accounts (such as award-specific funds, FACSS SAS designated funds, inactive Section funds, etc.). In the event of dissolution of the Society, the special designated funds shall revert back to the co-sponsoring organizations.
7. Make reports of changes to financial practice and policy as necessary to ensure compliance with current laws, accepted accounting practices, and best practices. Recommendations shall be implemented upon approval by Executive Committee or Governing Board vote
8. Ensure that the tax filing of the Society is conducted annually in a timely fashion and cause to occur financial auditing of the Society's accounts on a schedule communicated to the Executive Committee or Governing Board
9. Perform all of the duties incident to the office of Treasurer and such other duties as requested by the President, the Executive Committee or the Governing Board.
10. Provide general stewardship for the Society.

SECTION 2. Appointed Officers

The Appointed Officers of the Society shall be the Editor-in-Chief of Applied Spectroscopy, the Newsletter Editor, the Web Editor, the Membership Committee Chairperson, and the Regional and Technical Section Affairs Coordinator. These officers shall perform the duties prescribed by the Bylaws of the Society. These officers shall be appointed by the Governing Board upon recommendation of the Executive Committee and shall serve for a three (3) year renewable term or until their successors are appointed. The appointed officers shall begin their respective terms at the beginning of the calendar year. Along with the appointments listed above, a Student Representative shall be elected by the Student Members of the Society, and this Student Representative shall be put forward for acceptance and appointment by the Governing Board to serve a two-year term as a non-voting Officer of the Society, until their successor is appointed.

SECTION 3. Nominations

- A. Only Regular Members of the Society shall serve as elected or appointed officers of the Society. Nominees for elected office shall have served at least one year in one of the following capacities: executive committee elected or appointed member, journal editorial board member, delegate to the Governing Board, Regional or Technical, Special Interest Section officer, or chair of a Society committee. Appointed positions held during a Student Members involvement with the Society shall count toward this requirement.
- B. The Nominating Committee shall submit, to the Society's National Office, the names of at least seven (7) nominees for At-Large Governing Board members and at least two (2) nominees for each office to be filled at least 30 days prior to the spring Executive Committee meeting.

SECTION 4. Elections

- A. The election of officers and Governing Board Members of the Society shall be conducted in the manner prescribed in these Bylaws and completed by September 1. A lapse of not less than twenty-one (21) days shall be permitted between notification of ballots (by mail or electronically) and the closing of the polls.
- B. The Nominating Committee shall provide a slate listing candidates for preparation of a ballot for Governing Board Members and the respective offices who have been nominated. The ballot shall give such information about each candidate as is necessary to identify him/her clearly. The ballot shall have a provision for write-in for each office. The Society's National Office shall cause to be communicated a notification of the election to each voting member of the Society.
- C. At the termination of the election the Society's National Office shall make a report of the ballots and if physical ballots were issued give the ballots to the Tellers Committee for counting. The Tellers Committee shall give the President a statement of the count. The physical ballots shall be held at the Society's National Office until the end of the current fiscal year.
- D. The letter balloting for Amendments to the Constitution shall proceed in the same manner as above, except that the ballot shall show a printed statement of the proposed amendment instead of the names of candidates and may occur at any time during the year.

SECTION 5. Term of Office

- A. The President shall first serve one (1) year as President-Elect, followed by one (1) year as President, followed by one (1) year as Past President or until his/her successor is elected. The Secretary and Treasurer shall serve a term of three (3) years or until their successors are elected. The terms of the Secretary and Treasurer shall whenever possible commence on different years. The elected officers shall begin their respective terms at the beginning of the calendar year.
- B. No elected or appointed officer shall be eligible to serve for more than two (2) consecutive terms in the same office unless, by vote of the Executive Committee and Governing Board, additional terms are approved.

SECTION 6. Vacancies

- A. Vacancies in the elective offices, except that of President, shall be filled by temporary appointment of an interim officer by the President with approval of a majority of the Executive Committee. The Nominating Committee shall, at the next regularly held election, present candidates to complete this term of office.
- B. Vacancy in the office of Past President shall be filled by appointment by the President of a Member to fulfill the duties of the Past President. The appointment is interim until approved by a majority of the Governing Board.

- C. The President-Elect shall assume the responsibilities of the President in his/her absence or incapacity. The President-Elect shall automatically succeed the retiring President provided the President-Elect was regularly elected to that office by the membership.
- D. Vacancies in the appointed offices shall be filled by temporary appointment of an interim officer by the President with approval of a majority of the Executive Committee. The Governing Board shall, at the next regular meeting, appoint an officer to complete this term of office.
- E. The person elected to be President shall first serve one (1) year as President-Elect, followed by one (1) year as President, followed by one (1) year as Past President or until his/her successor is elected. The Secretary and Treasurer shall serve a term of three (3) years or until their successors are elected. The terms of the Secretary and Treasurer shall whenever possible commence on different years. The elected officers shall begin their respective terms at the beginning of the calendar year.

SECTION 7. Removal from Office

- A. If an elected or appointed officer of the Society has been asked to resign for reason of inability to perform the duties of the office or because of activities grossly inimical to the Society and has declined, the matter can be placed on the agenda of any meeting of the Governing Board by vote of any four (4) voting members of the Executive Committee. The individual whose removal is sought must be notified in writing of this action at least three (3) weeks in advance of the Governing Board meeting. Notice of this action shall be included on the agenda of the Governing Board meeting.
- B. During the proceedings before the Governing Board concerning a removal from office, the presiding officer shall be the person elected by a simple majority vote of the Governing Board, except that no person who is a member of the Executive Committee may preside. The individual whose removal is being sought is entitled to the assistance of up to three (3) persons of his/her choice in these proceedings. The proceedings shall be governed by Parliamentary Authority of the By-laws.
- C. Removal of an appointed officer shall be by a simple majority of the voting members of the Governing Board who are present. Removal of a member of the Executive Committee from office requires the approval of three-fourths (3/4) of the voting Governing Board who are present.

SECTION 8. General Provision

- A. The financial accounts and records of the Society shall be subjected to audits by a Certified Public Accountant approved by the Executive Committee at the intervals required by the State in which the Office operates. The audit schedule shall be consistent with requirements to maintain the Society's non-profit status.
- B. The Society shall provide Officer's Insurance and Bonding for all Elected Officer and employees of the Society.
- C. To the extent permitted by law, the Society shall indemnify and hold harmless the Officers of the Society. Any person made a party to any action, suit, or proceeding by reason of the fact that such person, their testator, or intestate is or was an officer or employee of the Society or any organization in which the person served as such at the request of the Society shall be indemnified by the Society to the full extent permitted by law. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer or employee may be entitled. Any amount payable by way of indemnity shall be determined and paid in accordance with SECTION 2-418 of the Corporations and Associations Volume of the Annotated Code of the State of Maryland unless otherwise directed by the Governing Board.

ARTICLE V. MEETINGS

All meetings of the Society and its Committees can occur in-person or virtually (e.g. by electronic means, such as telephone or computer), unless otherwise specified in these Bylaws.

SECTION 1. Executive Committee Meetings

Executive Committee meetings shall be conducted according to these Bylaws. Official meetings of Executive Committee, require that the minutes of the meeting must be recorded and reported in the official records kept in the Society's National Office.

SECTION 2. Governing Board Meetings

Governing Board meetings shall be conducted according to these Bylaws. Official meetings of Governing Board, require that the minutes of the meeting must be recorded and reported in the official records kept in the Society's National Office. These minutes or a summary with a link to the minutes must also be published in the Society's Newsletter. Governing Board minutes must also be made available on the Society's Website.

SECTION 3. Committee Meetings

Committee meetings shall be conducted according to these Bylaws. Official Committee meetings reports shall be presented to the Governing Board. These reports shall be recorded and reported in the official records kept in the Society's National Office.

ARTICLE VI. GOVERNING BOARD

The Governing Board shall have the full power and authority over the affairs of the Society.

SECTION 1. Governing Board Composition

The Governing Board shall consist of the Elected Officers, the second-Past President, and 10 elected members. Those elected shall consist of 10 at-large members elected by the Society membership. Each year, five (5) at large Governing Board members shall be elected for a two (2) year term. In addition, each Technical, Student, Special Interest, or Regional Section may send one voting delegate to represent that Section.

SECTION 2. Duties of the Governing Board Members

The duties not specified in these Bylaws for the Governing Board shall be recommended by the Executive Committee and shall be determined by a 2/3 vote of the Governing Board. Governing Board member duties shall include:

- A. Act as an advisory body; a Board of Directors, which shall be the legal representative of the Society and establish its administrative policies, dues allocation, Society's National Office responsibilities and Committees of both the Executive Committee and of the Governing Board
- B. Have responsibility for consistent Society-wide promotion of member interests, via various communications, awards, branding, marketing and development or maintenance of Regional, Technical, Special Interest, and Student Sections.
- C. Shall at Governing Board Meetings discuss, vote, and approve issues brought forth by the Executive Committee, Technical, Student, Special Interest, or Regional Section, or any member.

- D. Shall act as at-large ambassadors of the Society by virtue of their insight into the operation and activities of the Society in order to promote the aims of, membership in, and current activities of the Society.

SECTION 3. Governing Board Meetings

- A. Annual Meeting - There shall be one Annual Meeting of the Society per year at which the Governing Board shall convene in-person. This meeting shall be at a time and place recommended by the Executive Committee and approved by the Governing Board. This Annual Meeting shall be for the purpose of announcing officers for the coming year, receiving reports of officers and committees, and for any other Society business that may arise. Non-Executive Committee members can be reimbursed up to \$200.00 for each meeting for travel expenses.
- B. Special Meetings - Meetings outside of the Annual Meeting may be called by the Executive Committee or by the Governing Board. These special meeting can occur in-person or virtually (e.g. by electronic means, such as telephone, computer or email). If voting is required then it can also be conducted by virtually.
- C. Voting – All matters that require voting, unless other specified in these By-laws voting, shall require a majority of vote of a Quorum of the Governing Board. A Quorum shall consist of two-thirds (2/3) of the elected members. At the Presidents discretion, appointed officers and the Second-Past President may serve as voting alternates for the elected members.

ARTICLE VII. EXECUTIVE COMMITTEE

SECTION 1. Executive Committee Composition

The Officers, as voting members, and the Appointed Officers as non-voting members shall constitute the Executive Committee.

SECTION 2. Executive Committee's Duties and Powers

The Executive Committee shall have full power and authority over the affairs of the Society between meetings of the Governing Board and for overseeing the Society's National Office.

SECTION 3. Executive Committee Meetings

- A. Regular Meetings - The Executive Committee shall meet at least twice annually in-person, to review committee reports, review the financial position of the Society, plan for Society activities, and perform other duties incident to the Executive Committee. One meeting shall be in conjunction with the Annual Meeting of the Governing Board of the Society the other meeting shall be in conjunction with appropriate scientific meetings where at least three of the five Executive Committee elected Officers can physically attend. The cost for travel expenses for attending the Regular Meetings shall reimbursed by the Society at an amount set by the Treasurer at least 60 days prior to any Regular Meeting.
- B. Additional Meetings – The Executive Committee should meet at regular intervals between Regular Meetings at a time designated by the President to review committee reports, review the financial position of the Society, plan for Society activities, and perform other duties incident to the Executive Committee. These meetings are anticipated to be via telephone, video conference or other technology that does not require the Executive Committee members to be in the same physical location.
- C. Voting – The voting members of the Executive Committee are the Officers. All voting matters shall require a majority vote of the Officers.

ARTICLE VIII. PUBLICATIONS

The official publications of the Society are the journal Applied Spectroscopy, the Newsletter and Website.

SECTION 1. Other Publications

The Society may also publish additional Journals or Newsletters. These additional publications and their goals, budgets and objectives shall require approval of the Governing Board.

SECTION 2. Budgets

Applied Spectroscopy and Newsletters shall operate on a budget approved by the Governing Board.

SECTION 3. Applied Spectroscopy

- A. The Governing Board shall establish, in accordance to any contractual obligations associated with the publisher of the journal, the distribution the privileges of the journal for members of the Society.
- B. The Governing Board shall, in accordance to any contractual obligations of the Society, selected the publisher for the journal and establish any rights and privileges of the publisher.
- C. The Governing Board shall appoint the Editor-in-Chief for Applied Spectroscopy. The Editor-in-Chief is an appointed position serving a three (3) year term. The Editor-in-Chief shall:
 - 1. Be the primary contact with the official publisher of the journal.
 - 2. Appoint their own staff and is responsible for the policy of the journal.
 - 3. Be responsible and establish the cadence for the regular publication of the journal.
 - 4. Have the prerogative of appointing an editorial advisory board to assist him/her.
 - 5. Have the prerogative of hiring editorial secretarial help, with the approval of the Executive Committee.
 - 6. Receive scientific papers, consider with the assistance of appropriate reviewers their suitability for publication, and prepare those acceptable for publication with a minimum of delay.
 - 7. Promote the publication of announcements of meetings of the Society and related organizations, abstracts of papers, book reviews, personal notes concerning members, et cetera.
 - 8. Approve the publication of Society news which the Editor in Chief deems is suitable for inclusion in the journal. News which the Editor considers unsuitable for the journal shall be referred to the Newsletter Editor for consideration in the Newsletter and the Publicity Committee for consideration for publication in the Society's social media outlets.
 - 9. Continually strive to improve the professional reputation of the journal within the limits of the annual budget of the journal.

SECTION 4. Newsletter

- A. The Governing Board shall appoint the Newsletter Editor. The Newsletter Editor is an appointed position serving a three (3) year term. The Newsletter Editor shall:
 - 1. Be responsible for the regular publication of the Newsletter.
 - 2. Provide written reports of Newsletter activity at the physical meetings of the Executive Committee.
 - 3. Provide a financial update on the Newsletter budget and expenses in the prior mentioned written report.
 - 4. Make recommendations in the prior mentioned written report to the Executive Committee for improvement to the Newsletter format, technology platforms, and Newsletter operation.

5. The Newsletter Editor's duties shall include, but not be limited to, chairing the Newsletter committee, the publication of the Society news, items of interest to the membership, personal notes concerning members, and Governing Board business. The Newsletter is the official document where the Governing Board minutes are published.
6. The Newsletter Editor may recommend appointment of a paid editorial staff to assist them. Appointment request shall be reviewed and if acceptable approved by the Executive Committee.
7. The Newsletter Editor may, during their term, appoint a volunteer (unpaid) editorial staff to assist them. All appointees must acknowledge the unpaid nature of the appointment to the Society's National Office.

SECTION 4. Website

- A. The Web Committee shall control the content for the website. The Executive Committee or the Governing Board shall have oversight of the website. The Web committee shall have a chair, a past-chair, and a chair-elect, and a representative of the Society's National Office. The representative from the Society's National Office shall have the day to day responsibilities, such as updating content, for the content of the website.
- B. The Governing Board shall appoint the Web Editor. The Web Editor is an appointed position serving a three (3) year term. The Web Editor shall:
 1. Organize meetings of the Web Committee.
 2. Be responsible for the content in the member-visible sections of the Web site.
 3. Provide written reports of member Web site activity including Analytics of the website and for improvements to the Web site format and technology platforms, specific to member website to the Executive Committee
 4. Liaison with other committees to provide support on committee projects that require a Web presence or Web survey.
 5. The Web Editor may recommend appointment of a paid editorial staff to assist them. Appointment request shall be reviewed and if acceptable approved by the Executive Committee.
 6. The Web Editor may, during their term, appoint a volunteer (unpaid) editorial staff to assist them. All appointees must acknowledge the unpaid nature of the appointment to the Society's National Office.
 7. The Web Editor may request that the Society's National Office staff provide regular updates to certain sections of the Web site. The Web Editor may wish to review pages and conduct testing prior to their being made live. The Web Editor should communicate to the Society's National Office staff if review and/or testing is required or not on a project-by-project basis. In cases where the Society's National Office staff are required to provide Web site work, a timeframe for the work should be constructed and communicated which takes into account staff availability and project criticality.
- C. The Society's National Office shall:
 1. Be responsible for the business-end of the website
 2. Be responsible for all content updates to the website as directed by the Web Editor or the Executive Committee.
 3. Provide a financial update on the Web site budget and expenses to the Treasurer for inclusion in the Treasurer's reports.
 4. Make recommendations in a written report to the Executive Committee for improvement to the Web site format and technology platforms, specific to Web site business operation.
 5. Work with the Web Editor and Committee to determine the structure and content of the overall Web site, in order to meet both the member and business needs of the website.
 6. Review and recommend contractors for presentation for final approval by the Executive Committee or Governing Board.

ARTICLE IX. COMMITTEES

The Society shall have Standing Committees as described in these Bylaws. The structure, duties and appointments/terms of committee members shall be determined by the Executive Committee or the Governing Board.

SECTION 1. Awards

- A. This committee shall consist of a total of three (3) Members. This committee shall:
1. Evaluate persons for Honorary Membership and recommend them first to the Executive Committee and then to the Governing Board.
 2. Evaluate persons for the Distinguish Service Award and recommend them first to the Executive Committee and then to the Governing Board.
 3. Administer the Graduate Student Award and select the awardees from candidates recommended by the Society's Sections or members of the Society.
 4. Administer the Undergraduate Award in Applied Spectroscopy. The awardees are selected by Regional Sections.
 5. Administer other awards as requested by the Executive Committee.

SECTION 2. Constitution and Bylaws

- A. This committee shall consist of a total of three (3) Members. The President-elect, or his/her designee, shall serve as the chair of the committee for his/her term as President-elect. There shall be no chair-elect. The Past-President is also a member of this committee. The other member of this committee serves for one year and is appointed by the President. This committee terms start at the beginning of the calendar year. This committee shall:
1. Consider and report, at least annually, on all matters relating to the Constitution and Bylaws of the Society.
 2. As required, approve the Constitution and Bylaws of Local Sections after review to insure that they are consistent and in harmony with the Society Constitution and Bylaws.
 3. Recommend to the Executive Committee or to the Governing Board any amendments to the Constitution or the Bylaws of the Society.

SECTION 3. Sectional Affairs

- A. This committee shall consist of a total of three (3) Members. This committee shall:
1. Study and make recommendations concerning problems affecting Section activities
 2. Receive and review petitions for new Sections and shall submit its findings and recommendations first to the Executive Committee and then to the Governing Board for action.
 3. Select the Regional Section to receive the Poehlman Award.

SECTION 4 Long Range Planning

- A. This committee shall consist of a total of five (5) Members plus a representative from the Society's National Office. This committee shall meet to strategize for the long term health and wellbeing of the Society. The chair shall be the immediate Past-President. Three of the committee members shall be appointed. One shall be appointed by the president-elect, one by the current president, and one by the Journal Editor-in-Chief. The final committee member shall be the second Pastpresident. Committee appointments for this committee shall be on a calendar year basis

SECTION 5. Fellows

A. This committee shall consist of three (3) Members comprised of at least two existing Fellows. This committee shall:

1. Review all nominations and shall forward the award slate to the Executive Committee for final approval.

SECTION 6 Membership

This committee shall promote the enlistment of new Regular Members, Sponsoring Members, and Student Members. This committee shall consist of a total of three (3) Members. The chair is appointed for a 3year term and serves on the Executive Committee. The other members are appointed for a one (1) year term. One is appointed by the president-elect and the other by the current president.

SECTION 7 Nominations

This committee shall be responsible for nominating At-Large-Governing Board members and the elected Executive Officers. This committee shall consist of a total of five (5) Members. The chair of the committee shall be the Past President of the Society. The President and President-Elect shall each select two (2) members to this committee to each serve one-year terms. The Nominating Committee shall submit the names of at least seven (7) nominees for At-Large Governing Board members and at least two (2) nominees for each office to be filled.

SECTION 8 Publications

A. This committee shall consist of a total of at least five (5) Members. The chair-elect is appointed for a three (3) year term (as chair-elect for one year, chair for one year, and past-chair for one year). Membership of the committee shall include the Editor- in-Chief and Editor of each journal. Every other year one other member is appointed for a two (2) year term. This committee shall:

1. Serve in an advisory capacity to the Editor-in-Chief of the Journal(s), the Newsletter Editor(s), regarding the Journal(s), the Newsletter(s), and other publications undertaken by the Society.
2. Review applications for the position of Editor-in-Chief of the Journal(s) and Newsletter Editor(s), when these positions need to be filled, and forward recommendations first to the Executive Committee and then to the Governing Board for approval.

SECTION 9 Publicity and Marketing

This committee shall assist the Web Editor, the Newsletter Editor, the Membership committee chair, and Society's National Office in making known the activities and objectives of the Society through the appropriate channels, including social media sites, and assisting Regional, Student, Special Interest and Technical Sections in these matters.

SECTION 10 Tellers

A. This committee shall consist of a total of three (3) Members. The chair and other two (2) members are appointed for a one (1) year term. This committee shall:

1. Tally the votes cast in the election of Officers, At-Large Governing Board members, and on any proposed amendment to the Constitution, or any resolution voted upon by the eligible members
2. Submit a written report of the results to the President of the Society. This written report is then presented to the Executive Committee.

SECTION 11 Tour Speakers

- A. This committee shall consist of a total of three (3) Members. This committee shall:
1. Select speakers for the Tour Speakers Program
 2. Submit its selections for approval by Executive Committee for the following year's spring Tour.
 3. As appropriate, assist other individuals (or committees) to run an annual Tour Speaker Program outside of North America.

SECTION 12. Newsletter

- A. This committee shall consist of a total of three (3) Members. This committee shall be chaired by the Newsletter editor. The committee has two additional members who are appointed for two year terms in alternating years. This committee shall:
1. Compose a Society newsletter on a regular basis with items of interest to Society members.
 2. Provide content for layout by the Society's National Office.
 3. Recommend updates on the layout and distribution mechanism for the Newsletter to the Society's National Office for discussion with the Executive Committee.

SECTION 13. Website

- A. This committee shall consist of a total of three (3) Members and a representative from the Society's National Office. The chair of the committee shall be the Web Editor. This committee shall:
1. Oversee changes to the Society's website. .
 2. Recommend updates on the layout, content, tools and reporting of the Society's Website for discussion with the Executive Committee.

SECTION 13. Certification

The scope of the committee shall include evaluating applications for certification, maintaining and updating a list of those who have been certified, and provide feedback and recommendations to the Governing Board as to how improve the system. Applicants for certification must be approved by a majority of the committee Members. The committee is encouraged to reach out to other Society Members to provide feedback on applicants or to serve as ad-hoc committee members as needed. The committee shall evaluate applications on an annual basis and provide a report for the Governing Board at its annual meeting. The committee shall consist of a total of three (3) Members and representative from the Society's National Office.

SECTION 14. FACSS Delegates

In addition to the standing committees of the Society, the Society sends three (3) delegates to the Federation of Analytical Chemistry and Spectroscopy Societies (FACSS). The President, Past-President and President-Elect, who serve on the Executive Committee or their designees/alternates, shall automatically serve as delegates. Every third year, the Society receives a rotating fourth vote on the FACSS Governing Board. The extra voting delegate shall be appointed by the President. The PastPresident shall submit a written report that summarizes the previous FACSS Governing Board meeting and if necessary interim business. The report should be submit to the Society's National office for distribution at least thirty (30) days prior to each regularly scheduled Executive Committee or Governing Board meeting.

SECTION 15. 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. Their members shall be appointed by the President unless this rule is suspended by a two-thirds vote before their appointment. The President shall be ex officio a member of all committees except the Nominating Committee and any disciplinary committees.

ARTICLE X. Society Sections

SECTION 1. Structure

- A. The Society shall have Sections as described in these Bylaws. Unless otherwise stated in these Bylaws, the structure, obligations, duties, admission, status and Society funding of Sections shall be determined by the Executive Committee or the Governing Board.
- B. The Constitution and Bylaws of Sections shall be consistent and in harmony with the Constitution and Bylaws of the Society.
- C. The Constitution and Bylaws of a Sections shall be submitted to the Constitution and Bylaws Committee for approval prior to approval by the Governing Board of the Society; any subsequent changes must also be submitted to this committee for approval prior to approval by the Governing Board.
- D. Sections by their meetings, professional contacts, reports, papers, discussions and publications, Sections should promote the advancement and dissemination of knowledge and information concerning the art and science of spectroscopy and other allied sciences, providing the greatest benefits for local members and industry.

SECTION 2. Status

- A. A Section not meeting its obligation to the Society can be declared Inactive by the Executive Committee.
- B. An Inactive Section's funds or assets, shall be returned to the general fund of the Society. If the section is an Affiliate, the funds or assets are disbursed according to the rules of that Affiliate. No money from an Affiliate is returned to the Society unless directed to do so by the Affiliate.
- C. If a Section becomes Inactive, Members of that Section can transfer to another Section of their choice.
- D. A petition of ten (10) or more Members, upon approval by the Section Affairs Committee, needs only a majority vote of the Governing Board, or between Governing Board meetings the Executive Committee, to remove the Section from Inactive status. The Executive Committee or the Governing Board can at their discretion return on a pro-rata basis any or all of the forfeited funds to the Section upon removal from Inactive status.

SECTION 2. Affiliate Status

- A. Any Non-Student Section can be or become an Affiliate. An Affiliate must:
 - 1. Be separate entity from the Society.
 - 2. Have its own 501(c)(3) letter of exemption from the IRS and its own federal identification number.
 - 3. Cannot use the Society's non-profit mailing permit from the post office.
 - 4. Any disbursement of dues/funds from the Society to an Affiliate is a donation from the Society.

SECTION 4. Chapter

- A. Any Non-Student Section can be or become a Chapter. A Chapter:
 - 1. Is not a separate entity but completely part of the Society.

2. All of its activities and finances are ultimately the responsibility of the Society.
3. Assets, liabilities, income, and expenses belong to the Society
4. Must meet all obligations to the Society

SECTION 5. Technical and Special Interest

A. Members working or having an interest in a particular technical or special interest area shall have the privilege of constituting themselves as Technical or Special Interest Section of the Society. B. Technical or Special Interest Sections must meet all obligations to the Society.

SECTION 5. Student

A. Student Members studying at an undergraduate or graduate school who have an interest in spectroscopy shall have the privilege of constituting themselves as a Student Section. B. Student Sections must meet all obligations to the Society.

ARTICLE XI. Parliamentary Authority

The rules contained in the current 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 these bylaws and any special rules of order the Society may adopt.

ARTICLE XI. Amendment of Bylaws

SECTION 1. Amendments to the Bylaws shall be studied by the Constitution and Bylaws Committee.

SECTION 2. Amendments to the Bylaws shall be placed on the agenda of a Governing Board Meeting or an Executive Committee Meeting, and shall be sent to the delegates at least thirty (30) days before the Governing Board or Executive Committee Meeting at which the amendments shall be considered. Amendments shall be adopted by a two-thirds (2/3) vote cast by the Governing Board unless there is no Governing Board meeting scheduled for at least 6 months in which case the Executive Committee may approve the amendments by majority vote.