

**BY-LAWS OF THE  
WESTERN REGION BOARD OF  
THE AMERICAN CHEMICAL SOCIETY  
With revisions for consideration**

**I. Name of The Corporation.** The name of the Corporation is the Western Region Board of the American Chemical Society (ACS).

**II. Purpose.** The duties of the Board shall be:

1. To serve as the official governing body for the Western Region of the ACS,
2. To approve the location and date of all Western Regional Meetings (WRM),
3. To determine the host Local Section(s) for all WRMs,
4. To provide organizational guidance and financial support to the host Local Section(s) selected to host a WRM,
5. To provide policy and continuity to the WRMs,
6. To encourage cooperation among the member Local Sections for the advancement of chemistry and related scientific areas as well as service to members,
7. To promote scientific interests and inquiry through the planning and implementation of WRMs and the associated symposia, reports, papers, publications, exhibits, awards and other programs, and
8. To oversee the administration of regional awards given at WRMs or other regional events.

**III. Composition of the Corporation.**

1. The following fifteen (15) Local Sections of the ACS, and such others as may become members pursuant to these bylaws, are members of the Corporation:
  - California
  - California, Los Padres
  - Central Arizona
  - Hawaii
  - Mojave Desert
  - Orange County
  - Sacramento
  - San Diego
  - San Geronio
  - San Joaquin Valley
  - Silicon Valley
  - Sierra Nevada
  - Southern Arizona
  - Southern California
  - Southern Nevada

2. Other ACS Local Sections may join the Corporation, and therefore be represented on the Board, by filing an application with the Board. Successful applications must be approved by a majority vote of the Board.

**IV. Composition of the Board.** The Board of the Corporation serves to provide leadership for the Corporation and to provide continuity to the administration of the common concerns of the Western Region.

1. *Local Section Representatives.* The Board shall consist of one delegate appointed or elected by each of the ACS Local Sections in the Western Region. Local Section's shall determine the term length of their delegate but are encouraged to appoint a delegate to a term of at least two (2) years for maximum effectiveness.
2. *Alternates.* In the event that a local section representative is unable to attend a board meeting, the Local Section Chair may appoint an alternate to serve as a board member in place of the absent representative.
3. *Ex Officio Members.* Each member of the Executive Committee (as defined herein) is a member of the Board.
4. *Voting Membership.* Each member of the Board shall be a voting member.

**V. Officers and Executive Committee.**

1. *Officers.*
  - a) The officers of the Board shall be: (1) the Chair, (2) the Vice Chair, (3) the Past Chair, (4) the Secretary, and (5) the Treasurer.
    - I. The Chair shall run the meetings of the Board and Executive Committee and shall appoint members of the Board to all ad hoc sub-committees.
    - II. The Vice Chair will serve as Chair when the actual Chair is unable to serve. The Vice Chair will oversee the operations of all ad hoc committees.
    - III. The Secretary shall maintain the official records of the Western Region including the distribution of Board meeting minutes. The Secretary shall obtain, from the member Local Sections, the names of those appointed to serve as members of the Board and shall perform such other duties as may be delegated.
    - IV. The Board shall elect the Treasurer from a pool of Local Section members who have indicated a willingness to serve in this capacity. The Treasurer shall maintain the Corporation's financial records, receive and disburse the Corporation's funds as authorized by the Board, and present a detailed report of the Corporation's finances at the annual Board meeting.
  - b) Election and Terms of Officers.
    - I. The Board shall elect its officers from its members (or alternates) at the annual meeting.
    - II. Officers shall be elected by a majority vote of those Board members present at the annual meeting.

- III. The term of each office shall be for 3 years, with the exception of the Treasurer, unless determined otherwise by the Board. Terms of the Chair, the Vice Chair, and the Secretary will be staggered so that one is elected each year if possible.
- IV. The term of the Treasurer shall be five years.
- V. Vacancies—In the event an officer resigns or cannot fulfill the duties of the office, the Board shall elect a new officer from the pool of Board members (or alternates) who have expressed a willingness to serve. The election shall take place as soon as the Chair deems proper but not later than the next regular meeting of the Board.

2. *Executive Committee.*

- a) *Membership.* The Executive Committee of the Board shall consist of the following members: (a) The five officers of the Board, (b) the WRM Coordinator, (c) the General Chair of the WRM last held, (d) the General Chair of the present year WRM, and (e) the General Chair of the WRM to follow.
- b) *Meetings.* The Executive Committee shall meet with the entire Board at each meeting of the WRM and at such other times and places as the Chair designates, including by conference call. A quorum of four members, including the Chair or Vice Chair, shall be required to pass any motions.
- c) *Authority.* The Executive Committee shall be empowered to act for the Board on all matters, except the selection of a WRM host Local Section, between its regular annual meetings. All actions of the Executive Committee taken at such “other times” shall be reported at the next meeting of the Board. Power to approve, to disapprove, and to substitute alternate decisions to such interim actions reside with the Board, except as specifically provided in these bylaws.

**VI. Voting Rights.** Each member of the Board will have one vote.

**VII. Board Meetings.**

- 1. *Time of Meetings.* A meeting of the Board shall be held during each WRM of the ACS and shall be open to all members of the ACS.
  - a) In the event there is no WRM in a given year, the Chair of the Board shall convene a meeting in that year. The time and place of the off-year meeting is at the discretion of the Chair. The decision to hold more than one meeting in a year is at the discretion of the Chair.
  - b) Voting shall be limited to the members of the Board or their alternates identified by a Local Section chair prior to the meeting.
- 2. *Quorum.* A quorum for a Board meeting shall be defined as attendance by a majority of the representatives of all the member Local Sections.
- 3. *Meeting Notices.* The Secretary of the Board shall send notice of each Board meeting to the Executive Committee of the Board, the Chair of each Local Section of the Western Region of the ACS, and all other known members of the

Board approximately 45 days prior to the meeting. All pertinent documents, attachments, and appendices shall be forwarded to the members of the Board as soon as available.

4. *Rules of Order.* The Chair of the Board shall preside over the Board meeting. If the Chair is unable to attend, the Vice Chair shall preside. Meetings of the Board shall be conducted according to Roberts' Rules of Order, Newly Revised, except as specified herein.
5. *Agenda.* The agenda items should include, but shall not be limited to reports from the chairs of all standing and ad hoc committees, presentations of bids to host future WRMs, selection of meeting sites, financial reports, reports from the WRM host Local Section, reports from immediate past WRM host Local Section, and a discussion of Board composition.
6. *Minutes.* The Secretary of the Board, within one month after the meeting, shall provide minutes of the meeting to all members of the Board and to all who request these minutes.

**VIII. Duties of the Board.** The specific duties of the Board shall be:

1. To hold an annual Board meeting to coincide with the WRM, or at other time(s) if there is no WRM in a given year.
2. To oversee the administration of the Board's funds.
3. To oversee general progress of future WRMs.
4. To encourage and identify host sections for future WRMs.
5. To elect the Board officers.
6. To act in an advisory capacity to the WRM host Local Section and to serve as an arbiter of any disputes referred to the Board arising in the Local Sections on matters relating to the conduct of the WRM.
7. To act on any interim actions of the Executive Committee.
8. To keep minutes of all meetings.

**IX. Sub-Committees of the Board.**

1. *Awards Committee.* The Awards Committee shall be appointed by the Chair of the Board and be responsible for the nomination, selection, and delivery of all regional awards. The Awards Committee shall work closely with the WRM planning committee to smoothly incorporate regional awards into the WRM.
  - a) The Awards Committee Chair is encouraged to serve for more than one year and to ensure awards are given in years when there is no WRM.
  - b) No member of the Awards Committee of the Board nor a member of the awards committee and leadership team of a current WRM is eligible to receive a region award.
2. *Western Regional Meetings (WRM) Coordinator.* A WRM Coordinator shall be appointed by the Board. The WRM Coordinator will work closely with local sections in the Western Region to develop and maintain a calendar of future regional meetings, preferably 5 years in advance. The WRM Coordinator serves

as the Board's primary liaison with host local section meeting planners to facilitate planning and WR Board involvement.

- a) The WRM Coordinator reports on upcoming WR meetings at each meeting of the Board.
  - b) The WRM Coordinator should serve for up to 5 years in order to provide continuity in meeting programming.
3. *Ad Hoc Committees.* The Chair of the Board may appoint ad hoc committees, as needed, to conduct the affairs of the Board.

#### **X. Western Regional Meetings.**

1. *WRM Site Selection.* One or more of the member Local Sections shall host the WRM of the ACS.
2. The host Local Section shall be selected by a majority vote of the Board at least two years in advance of the meeting. A selection of less than two years in advance may be considered and approved by the Board in special circumstances.
3. Ideally, the WRM should be rotated throughout the Western Region but ultimately the willingness of a Local Section and the viability of the meeting at a given location should be the primary factors considered by the Board.
4. Financial support for the host section(s) is available from the Board's funds. Prior to disbursement of funds, the Board must have considered and approved a preliminary budget, meeting site, meeting theme (if any), and the proposed leadership structure of the meeting organizers.
5. In the event that the technical meeting is to be held jointly with another technical society, the division of expenses, surplus or losses between the ACS host Local Section(s) and the other societies shall be approved in advance by a majority vote of the Board. A copy of this agreement, signed by representatives of the organizations involved, shall be forwarded to the Executive Director of the ACS for approval (ACS Bylaws).
6. The host Local Section(s) shall submit a proposed budget to all members of the Board at the annual meeting prior to the meeting they will host.
7. A comprehensive final report, submitted no later than nine months following the meeting, shall be provided to: (1) the ACS Regional Meeting Subcommittee of the Meetings and Exposition (M&E) Committee, (2) the Western Region Board, (3) the organizing committee of the next WRM, and (4) anyone who requests the report. The final report shall follow the format set by the Regional Meeting Subcommittee of M&E.

#### **XI. Finances.**

1. *General.* Financial responsibility for each WRM resides with the Board as representative of the host Local Section(s). Deficits or surpluses incurred by the

WRM organizing committee are incurred on behalf of all Local Sections in the Western Region of the ACS.

2. *Target Balance.* The target range of the Board's reserve funds shall be \$40,000 to \$60,000. In the event that a WRM suffers a financial loss, the reserve funds shall be used to partially offset the loss.
3. *Income.* In the event of a surplus for a given WRM, the following schedule shall be used to distribute excess funds:
  - a) Any advance loans made by the Board to a host Local Section(s) shall be repaid first.
  - b) An amount of 20% of the net difference between income and expenditures accruing to a host Local Section(s) of a WRM shall be paid to the Treasurer of the Board within 6 months from the meeting's end.
  - c) If the Board's balance is below \$40,000, then an additional portion of the net difference between income and expenditures shall be used to increase the reserve funds toward the target balance. The additional portion shall be 20% of the first \$10,000 surplus and 10% of any surplus above \$10,000. In this scenario, a host Local Section's contribution to the reserve fund would never be more than 40% of the surplus with at least 60% of the net difference between income and expenditures returning to that Local Section. The host Local Section shall send this amount to the Board Treasurer within 6 months of the close of the WRM. Upon receipt of this amount by the Treasurer, a copy of the letter of transmittal shall be sent to the Chair.
4. *Expenditures.* The funds collected and held by the Treasurer shall be used for:
  - a) *Routine Expenses by the Board.* Routine expenses by the Board officers include but are not limited to those for phone, printing, mailing, duplication, website maintenance and meeting arrangements. Any expense in excess of \$500 is subject to approval by the Executive Committee.
  - b) *Web site.* Support of a WRM domain name and website to provide links to future and past meeting information.
  - c) *Travel.* Board funds can be used to support limited travel of the Chair or proxy. The travel expenses must be directly related to Board business and may include, but are not limited to, the annual ACS Leadership Institute or other gathering of ACS Region Boards. All travel expenses must be approved by a majority vote of the Executive Committee prior to disbursement of funds.
  - d) *Meeting Awards.* Support of awards at regional meetings including travel expenses for award recipients. Any expense in excess of \$500 is subject to approval by the Executive Committee.
  - e) *WRM Deficit.* If a WRM incurs a deficit, the Treasurer of the Board shall, upon authorization by the Board, use the reserve funds to reimburse the organizing committee for one-third of the deficit and the host Local Section(s) shall reimburse the organizing committee for the remainder of the deficit. If there are insufficient funds in the Board reserve fund to cover one-third commitment to the WRM deficit, member Local Sections shall assume amounts of the unfunded deficit that are in proportion to the official national

ACS membership count of each member Local Section including the host Local Section.

- f) *Loans.* The host Local Section(s) of an approved future WRM may apply to the Chair of the Board for an advance that can be used as working capital for planning the WRM. The following conditions apply:
  - I. The advance application must be accompanied by a proposed meeting budget.
  - II. The maximum advance to the host Local Section(s) shall be no greater than 20% of the Board's reserve fund (including any other outstanding loans) at the time of the request.
  - III. The advance shall be returned to the Board as an expense of the WRM within 6 months after the close of the meeting.
- g) *Other.* After expenses, if the balance of the Board's reserve fund exceeds \$60,000, the amount above \$60,000 shall be considered excess funds. Any member of the Board or the Executive Committee, or the General Chair of any approved future WRM may submit a written proposal requesting any portion of the excess funds for the purpose of enhancing WRMs or to catalyze activities that will positively impact the success of future regional meetings. The Executive Committee will review proposals in a timely manner and award some, none, or all of the excess funds to any specific request. Funds awarded may be in the form of grants, loans, or conditional loans.
- h) All expenses incurred in support of the WRM must be ordinary, reasonable, and necessary.

5. *Financial Reporting.*

- a) *WRM Reporting.* Within nine months of the close of a given WRM, the General Chair of the last WRM meeting shall provide to the Treasurer a copy of the meeting's final report which shall contain a detailed financial statement of income and expenses.
- b) *Board Treasurer Report.* At each annual meeting of the Board, the Treasurer of the Board shall present: (1) a financial report for the past year, (2) a report on the overall financial results for the last WRM, and (3) a report on any interim financial actions by the Executive Committee.

**XII. Termination.** In the event of the discontinuance of the Western Region of the American Chemical Society, any surplus funds held by the Board shall be distributed to the member Local Sections in proportion to the official National ACS membership count. Liabilities shall be presented to the member Local Sections for payment on the same basis.

**XIII. Adoption and Amendment.**

- 1. These Bylaws shall become effective April 3, 2019 if approved by a two third (2/3) majority vote of the member Local Sections of the Western Region Board. The previous Chair and Secretary shall continue in their roles on the Board until the election of a new Chair and Secretary. The previous Treasurer shall complete his/her term or until he/she resigns and a new Treasurer is elected in accordance with the Bylaws.

2. Amendments to the Bylaws require approval by a two third (2/3) majority vote of the member Local Sections.
3. In any conflict between these Bylaws and the Constitution and By-Laws of the American Chemical Society, the latter shall take precedence.

Voting on revisions by Local Sections occurred from February – March 2019. Approved by a vote of 2/3 of the Local Sections of the Western Region Board and reported to the WRB on April 3, 2019.