



***BYLAWS OF THE
DIVISION OF CHEMICAL TOXICOLOGY
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name, Objects, and Mission**

Section 1. The name of this organization shall be the Division of Chemical Toxicology (hereinafter referred to as the "Division") of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the "SOCIETY").

Section 2. The objects of the Division shall be those of the SOCIETY as stated in the Charter and Constitution of the SOCIETY.

Section 3. The mission of the Division is to improve human health and public welfare by promoting the understanding of chemical mechanisms that govern disease processes and the toxicity of drugs, environmental agents, and endogenous chemicals. This will be accomplished by (1) providing a forum for communicating research in the field of chemical toxicology; (2) encouraging further research into chemical mechanisms of toxicity; (3) providing a rigorous scientific basis for risk assessment; (4) providing continuing education, leadership training, and career development opportunities for our fellow chemists; and (5) sponsoring with other societies and divisions, symposia and other programs of mutual interest.

**BYLAW II
Members and Affiliates**

Section 1. Membership in the Division shall be open to all members of the SOCIETY. Any member of the SOCIETY, upon request to the Secretary of the Division and upon payment of the annual Division dues, shall be registered as a member of the Division.

- a. A Society Affiliate may apply to the Secretary to become a Society Affiliate of the Division. Provided that dues established for Society Affiliates are paid, a Society Affiliate

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shall have all the privileges of membership in the Division except those of voting for or holding an elective position of the Division, or of voting on Articles of Incorporation and bylaws of the Division, or of serving as a voting member of its Executive Committee.

- b. The Division shall also accept as Division Affiliates individuals who are not members or Society Affiliates of the SOCIETY. The annual dues of affiliates shall be the same as dues for members but shall be not less than ten dollars (\$10.00) per annum and shall be paid directly to the Division. Both members and affiliates shall receive advance notices of meetings and symposia sponsored by the Division, in addition to copies of the abstracts of papers to be presented before the Division at national meetings of the SOCIETY. Division Affiliates shall be entitled to all the privileges of membership in the Division except those of voting for or holding an elective position, of voting on Articles of Incorporation or bylaws of the Division, or of serving as a member of the Executive Committee. Division affiliation does not include privileges specifically reserved for SOCIETY members.
- c. STUDENT MEMBERS shall have all rights granted to MEMBERS except the right to hold the offices of Chair-Elect, Chair, Treasurer-Elect, Treasurer, Secretary, Councilor and Alternate Councilor, or be a member of the Nominating Committee. STUDENT MEMBERS shall have all voting rights and are eligible to be Members-at Large on the Executive Committee, or members or chair of any committee, except the Nominating Committee.

Section 2. Any member may resign from the Division by submitting a written resignation to the Secretary during the year for which dues have been paid.

BYLAW III Dues

Section 1. The annual dues of the Division shall be determined at a business meeting by majority vote.

Section 2. Members who have not paid their Division dues for two consecutive years shall be discontinued as members of the Division.

Division Affiliates and Society Affiliates shall retain their status only so long as payment is made of Division dues. Nonpayment of dues will lead to immediate loss of affiliate status in the Division.

Section 3. Reinstatement of membership status requires payment of back dues of one year.

Section 4. STUDENT MEMBERS will have discount dues as determined by the Executive Committee.

BYLAW IV Officers, Councilors, and Their Duties

Section 1. The officers of the Division shall be the Chair, the Chair-Elect, the Immediate Past Chair, the Secretary, the Treasurer, the Treasurer-Elect, and the Program Chair. No two officers may be from any one institution. In addition to the specific duties delineated for each officer, the duties of all officers shall be those required by the Constitution and Bylaws of the SOCIETY.

The Chair, the Chair-Elect, and the Immediate Past Chair shall each serve two-year terms. The Chair-Elect shall accede to the office of Chair at the end of the term of office. The Treasurer and Treasurer-Elect shall each serve two-year terms. The Treasurer-Elect shall accede to the office of Treasurer at the end of the term of office. The Program Chair-Select shall be appointed annually by the Executive Committee and shall assume the position of Program Chair in the following year. All other officers shall serve terms of two years. After rotation through the offices of Chair-Elect and Chair, an individual shall be eligible for election to one additional term of office.

Section 2. The Chair shall preside at meetings of the Executive Committee, carry into effect the decisions and recommendations of that committee, preside at business meetings of the Division, appoint regular and special committees of the Division, and perform such additional functions as are generally required of the Chair in similar organizations.

Section 3. In the absence of the Chair, the Chair-Elect shall fulfill the above-mentioned duties.

Section 4. The offices of Secretary, Treasurer, and Treasurer-Elect may be occupied by the same individual.

Section 5. The Secretary shall keep a record of the proceedings of the Division and of the Executive Committee, maintain the rolls of the Division, send members such notices as the business of the Division may require, and distribute to the Secretary of the SOCIETY the names of all officers and standing committees of the Division within one month of their election or appointment; and in like manner notify the Secretary of the SOCIETY of any change of officers or standing committees during the year.

The Secretary shall be the custodian of the files of the Division. The Secretary shall distribute to each member and affiliate in good standing a copy of the abstracts of papers to be presented before the Division at the national meetings of the SOCIETY as soon as they become available for distribution.

Section 6. The Treasurer shall have charge of the funds of the Division and shall receive payments and make all disbursements subject to the approval of the Executive Committee. A report of the Treasurer shall be submitted to the Division at its annual meeting. The financial portion of this report shall be audited by a qualified external auditor. The Treasurer-Elect shall fulfill the duties of the Treasurer in the absence of the Treasurer.

Section 7. The Program Chair shall, in consultation with the members of the Program Committee, prepare the Divisional program for scientific meetings; assign the time to be allowed and the order of presentation of papers; and select and schedule the presiding chairs for sessions.

Section 8. There shall be as many Councilors elected as provided for in the Constitution and Bylaws of the SOCIETY and an equal number of Alternate Councilors. They shall be elected from

the MEMBERS for a three-year term to begin the following January 1, or until a successor shall be appointed by the Executive Committee. They shall be eligible for reelection.

Section 9. The duties of the Councilors shall be to promote the interests of the SOCIETY and of the Division in the Council of the SOCIETY, and to carry out the decisions of the Executive Committee and membership as decided at the business meetings of the Division.

BYLAW V

The Executive Committee and Its Duties

Section 1. The Executive Committee shall consist of the Chair, the Chair-Elect, the Immediate Past Chair, the Secretary, the Treasurer, the Treasurer-Elect, the Program Chair, the Chair of the Nominating Committee of the Division, the chairs of appointed committees as designated by the officers, three Members-at-Large, and the Councilors and Alternate Councilors.

Section 2. The Chair, the Chair-Elect, the Secretary, and the Treasurer shall also be the officers of the Executive Committee.

Section 3. The Executive Committee shall fill any vacancies occurring among the officers of the Division; the persons so selected by the Executive Committee shall serve only until the next regularly scheduled election of officers, and their offices shall at that time be filled by election by the membership. The term of office for such election shall be the remaining unexpired term of office of the vacancy. If the vacancy occurs immediately following an election, it will be filled as described elsewhere in these bylaws.

Section 4. The Executive Committee shall decide all matters pertaining to the policies of the Division in the interim between business meetings of the Division.

Section 5. The Executive Committee shall be the official representative of the Division and through the Chair, Chair-Elect, Secretary, Treasurer, Treasurer-Elect, and regular and special committees, shall direct the activities. The Executive Committee shall meet at the regular meetings of the Division to consider the affairs of the Division and receive reports of committees. One meeting shall be held each year in connection with a national meeting of the SOCIETY.

Section 6. In the absence of the Chair, Chair-Elect, Secretary, or Treasurer, the Executive Committee shall have power to appoint temporary officers for any meeting. Five members shall constitute a quorum to transact business at a committee meeting. A majority of the Executive Committee voting on a proposition shall be required to ratify an action by correspondence or other means.

Section 7. The Executive Committee shall have the authority to dismiss or discharge any committee or person appointed by the Chair, Chair-Elect, Secretary, or Treasurer and to appoint instead another person or to reconstitute a committee for the same or similar purposes for due cause. A majority of the entire number of the Committee shall be required to take such action. The foregoing shall apply also to any publications sponsored by the Division.

Section 8. The Executive Committee shall have the authority to accept grants and donations, to enter into contracts for funds which are to be used for furtherance of the objects of the Division, and to authorize expenditures of the same. The acceptance or expenditure of such funds or contracts shall not be in conflict with the Constitution, Bylaws, or Regulations of the SOCIETY.

Section 9. The Executive Committee shall have the authority to sponsor all publications of the Division, provided that the publications further the objects of the Division and are not in conflict with the Constitution, Bylaws, or Regulations of the SOCIETY. Expenditure of the funds generated by these publications shall not be in conflict with the Constitution, Bylaws, or Regulations of the SOCIETY.

Section 10. In conformity with the governing documents of the SOCIETY, the issuance of a statement or espousal of a position regarding matters of national import by the Division will require advance approval by a majority of the members of the Division who respond in a mail ballot; and any such statement shall be issued only in conformity with the Constitution, Bylaws, and Regulations of the SOCIETY. Also in conformance with the SOCIETY'S governing documents, the Executive Committee shall have the right to issue statements on behalf of itself, provided that (i) two-thirds (2/3) or more of the members of the committee who respond to a poll shall be in favor of the statement; (ii) the statement shall include appropriate disclaimers as required by the SOCIETY's documents; and (iii) the statement shall show clearly that the group issuing the statement or taking the position is acting on behalf of itself as the elected officers of the Division, and not on behalf of the SOCIETY or of the Division.

BYLAW VI Elections

Section 1. The Nominating Committee shall consist of three MEMBERS serving three-year terms, with one member elected each year. The member in the final year of service on the committee shall serve as Chair. No two members of the Nominating Committee will be employed by the same organization. In case of a tie, the tie will be broken by a vote of the Executive Committee.

Section 2. The Secretary shall notify the Chair of the Nominating Committee of the offices to be filled that year.

Section 3. The Nominating Committee shall name two candidates for each office to be filled, except a single nomination may be made for the offices of Secretary, Treasurer-Elect, or Secretary-Treasurer-Elect, no two of whom shall be employed by the same organization.

- a. Nominations for all offices shall also be allowed by petition. The name of any member received by the Secretary by September 1 and supported by the petition of 10 or more members (no more than two of whom shall be from any one institution) shall be added to the slate chosen by the Nominating Committee.
- b. Nominations for all offices shall also be allowed at business meetings. A nomination and support of five or more members (no more than two of whom shall be from any one institution) shall be added to the slate chosen by the Nominating Committee.

Section 4. Executive Committee Members-at-Large shall be elected by ballot of the members of the Division. One position will be filled each year for a three-year term.

Section 5. Councilors and Alternate Councilors shall be elected by ballot of the members of the Division. The Nominating Committee shall name approximately twice as many candidates as the number of vacancies that are anticipated in the Division's allocation of Councilors. Each member may vote for as many candidates as there are vacancies. The candidate or requisite number of candidates who receive(s) the most votes shall serve as Councilor(s), and those receiving the second largest number of votes shall serve as Alternate Councilor(s). Vacated terms for Councilor or Alternate Councilor will be dealt with as provided in the Bylaws of the SOCIETY. In case of a tie vote, the Executive Committee shall vote to break the tie.

Section 6. The final report of the Nominating Committee shall be made to the membership at a meeting of the Division coincident with a national meeting of the SOCIETY. The Secretary will arrange for the distribution of ballots, which will be distributed to all members in good standing. All ballots must be received within four weeks. The date by which ballots must be counted will be specified on the ballot.

Section 7. The ballots shall be counted by a committee appointed by the Chair and results reported by the Secretary to the Chair, the Division officers, and the membership (in the newsletter). The Secretary shall distribute the names of all officers (and Councilors and Alternate Councilors) to the Executive Director of the SOCIETY by December 1.

Section 8. If, immediately following the election, any elected officer or committee member is unable to serve, the person who received the next largest number of votes shall succeed to the position. Other vacancies shall be handled as prescribed elsewhere in these bylaws.

Section 9. The terms of all officers and Councilors and Alternate Councilors shall begin January 1 following the election, or until a successor shall be appointed by the Executive Committee.

Section 10. If there is a tie vote for one of the officers, a runoff election will be held following a recount. If there is a tie vote for one of the Councilors, the Executive Committee will decide which person becomes the Alternate Councilor.

BYLAW VII

Recall of Elected Officials

Section 1. The elected officials of the Division (officers or elected Executive Committee members) are subject to recall for neglect of duties or conduct injurious to the SOCIETY. Councilors and Alternate Councilors are excluded from the recall provisions of these bylaws.

Section 2. The recall of an official shall be initiated when a signed petition, indicating in writing the specific charges and reasonable substantiating evidence, is submitted to the Chair from at least five voting members of the Division. In the event the Chair is the official in question, the Chair-Elect shall receive the petition and shall assume the duties of the office of Chair with respect to this issue until the issue is resolved.

Section 3. The Chair shall without delay determine that the petitioners are aware of the gravity of their actions and the procedures to be followed. The Chair shall seek an alternate resolution to the problem and a withdrawal of the petition at this time. In the absence of a resolution to the problem, the Chair shall notify the members of the Executive Committee and call a special meeting within thirty days.

- a. The Executive Committee shall promptly continue the removal process or dismiss the petition as ill-founded or find an alternative solution to the problem. The Chair shall promptly inform the petitioners and the official of the decision of the Executive Committee.
- b. If the proceedings continue, the Chair shall assign the duties of the official to another member of the Division until the issue is resolved.
- c. If the proceedings continue, the official shall be offered an opportunity to answer the allegations in the petition before the Executive Committee.

Every reasonable effort shall be made to contact the official throughout this procedure. That effort shall include a certified letter to the last known address on the official SOCIETY membership rolls. Upon notification, the official shall have thirty days to make a written response to the allegations. The Executive Committee shall decide whether to proceed after studying the official's response. The Chair shall inform the official and the petitioners of the decision of the Executive Committee.

If no contact with the official can be made after a reasonable effort, the Executive Committee may remove the official in question with a two-thirds (2/3) vote of the remaining members.

- d. If the proceedings continue, the official in question shall choose one of the following options:
 - (1) The official may resign.
 - (2) The official may request a recall vote in the same manner as the original election, which must be consistent with the Division bylaws. The voting membership shall be informed, through brief written statements prepared by the Executive Committee and the official, of the issues involved with the recall vote. Both statements shall be given to the voting membership before the vote is taken.
 - (3) The official may request a hearing and recall vote by the remaining members of the Executive Committee. A two-thirds (2/3) vote of the remaining members of the Executive Committee shall be required to recall the official.
 - (4) The official may choose not to respond and thus forfeit the position.

Section 4. Vacancies caused by a recall process shall be dealt with as prescribed elsewhere in these bylaws. The membership of the Division and the Executive Director of the SOCIETY shall be informed of the results of the recall process and replacement of the official.

BYLAW VIII

Meetings

Section 1. There shall be a business meeting of the Division at each meeting of the Division. Business affecting the organization of the Division shall be transacted only at a Divisional business meeting coincident with a national meeting of the SOCIETY. Special meetings may be called by the Executive Committee.

- a. The order of business shall be as follows: Reading of minutes, Report of the Executive Committee, Reports of the Secretary and Treasurer, Report of Committees and Discussions, Report of the Nominating Committee, Election of Officers, Unfinished Business, and New Business. The regular order of business may be altered or suspended at any session by the consent of two-thirds (2/3) of the members voting on the proposition.
- b. A quorum shall consist of five members and shall be determined by the Secretary or assistants designated by the Secretary.
- c. Except as otherwise provided in these bylaws, the business meetings and Executive Committee meetings of this Division shall be conducted in conformity with *Robert's Rules of Order Newly Revised*.

Bylaw IX

Standing Committees

Section 1. The standing committees of the Division are Nominating and Program.

Section 2. Members of committees, except for the Nominating Committee, shall be appointed by the Chair of the Division for terms of two years. The Executive Committee shall determine the size of each committee. Chairs of the committees, except the Nominating and Program Committees, shall be designated by the Chair of the Division. Members and chairs of the committees shall be eligible for reappointment.

Section 3. Each standing committee shall, if feasible, meet at least once each year and shall submit an annual report to the Executive Committee at its fall meeting.

Section 4. The Program Chair shall be Chair of the Program Committee as provided elsewhere in these bylaws, and the Chair-Elect of the Division shall be a member *ex officio* of the Program Committee. The Program Committee will be responsible for organizing and scheduling all technical programs of the Division and will organize at least one technical meeting of the Division each year.

Section 5. The Chair shall appoint special committees of the Division to consider, conduct, and report upon such special matters as may be delegated to them.

BYLAW X
Papers

Section 1. The Executive Committee or the Program Committee shall be empowered to approve or reject papers submitted for presentation before any meeting of the Division.

Section 2. The rules for papers presented before meetings of the SOCIETY as outlined in the Bylaws and Regulations of the SOCIETY shall govern this Division.

BYLAW XI
Amendments

Section 1. Amendments to these bylaws may be proposed at a business meeting of the Division, by the Executive Committee, or by petition signed by at least 25 members. The proposed amendments shall be sent to the Secretary, who shall distribute them to members of the Division for vote within two months of receipt. An amendment shall be adopted if it is approved by a majority of voting members.

Section 2. An amendment to be effective must be consistent with the Constitution and Bylaws of the SOCIETY, but the inconsistency of any part of an amendment shall not invalidate the remaining provisions.

Section 3. Amendments shall become effective when approved by the Committee on Constitution and Bylaws, acting for the Council, unless a later date is specified.

BYLAW XII
Dissolution

Upon dissolution of the Division, any assets of the Division remaining thereafter shall be conveyed to such organization then existent as is dedicated to objects similar to those of the Division and the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY, so long as whichever organization is selected by the governing body of the Division at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provision of the Code as may be in effect at the time of the Division's dissolution.