



## Section Bylaws

The structure of any association begins with its bylaws - they are the foundation of the organization. Each ACerS Section approves and is governed by their Section bylaws. For newly-formed Sections, adopting bylaws presents a good opportunity for teamwork and for putting real thought into the direction your Section will take. Make the process as inclusive as you can without getting bogged down in micro-managing or excessive editing. And don't forget to provide a copy to the ACerS Outreach Manager.

Take the time to review your Section bylaws every year since these are the rules and structure of your Section. If your rules are not working, change them to fit what works best for YOUR Section (quorum percentage for conducting business during a meeting, eligibility for elective office, etc.).

Since each Section is empowered to draft its own bylaws, provided those bylaws are consistent with the Society's Articles of Incorporation and bylaws, it is suggested that Section bylaws contain at least the following items:

- Name and location of the Section
- Guiding Principles: Vision, Mission, and Core Values
- Membership
- Section Officers and Responsibilities of Each
- Executive Committee
- Financial Policies
- Section Meetings: Annual, Special, and Regular
- Nominations and Elections
- Amendments
- Dissolution of the Section

As you draft the bylaws, they should reflect the fundamental rules governing the Section that are not likely to change frequently. The bylaws should deal with only the highest level of governing issues such as: Organizational purpose, board structure, officer position descriptions and responsibilities, terms of board service, officer/board member succession and removal, official meeting requirements, membership provisions, voting rights, and any other non-negotiables that are relevant.



BYLAWS OF THE \_\_\_\_\_ SECTION

**The American Ceramic Society (ACerS)**

**ARTICLE I - NAMES AND LOCATIONS**

**Section 1: Name**

The name of the Section shall be the \_\_\_\_\_ Section of The American Ceramic Society (ACerS), hereinafter referred to as the "Section."

**Section 2: Location**

The Headquarters of the Section shall be in or near the city of \_\_\_\_\_.

**ARTICLE II – GUIDING PRINCIPLES**

**Section 1: Vision, Mission, and Core Values**

**A: Purpose**

The purpose for which this Section is formed is to promote the arts and sciences connected with ceramics and glass science and engineering by means of meetings for the reading and discussion of professional papers, to facilitate educational opportunities, and by such other activities as are authorized by the Society.

**B: Mission**

As with ACerS, our mission is to advance the study, understanding, and use of ceramics and related materials, for the benefit of our members and society.

**C: Core Values**

The American Ceramic Society values and seeks diverse and inclusive participation within the field of ceramic science and engineering. Therefore, this Section strives to promote involvement and access to leadership opportunity regardless of race, ethnicity, gender, religion, age, sexual orientation, nationality, disability, appearance, career path, or academic level.

- **Ethics:** Insist on the highest ethics in everything we do.
- **Visionary Leadership:** Apply visionary leadership in our community and encourage it from our members at every level.
- **Commitment:** Consistently demonstrate commitment to continuous improvement of the Society and to the improvement of service to our members.
- **Quality:** Provide the highest quality in everything we do.
- **Education:** Commit to do everything possible to further the education of our members and the communities we serve.
- **Diversity:** Encourage, embrace, and continually enlist the support and inclusion of all members of our diverse international community.



## **Section 2: Actions and Activities**

This Section is organized to promote the common interests of its members and operate for nonprofit educational, scientific, and civic purposes. It has no political interests or alliances.

## **Section 3: Certain Activities Prohibited**

No part of the net earnings of the Section shall inure to the benefit of, or be distributed to, its members, Officers, or other private individuals. The Section shall neither lend any of its assets, nor guarantee to any person the payment of a loan, to or on behalf of any member or Officer. The Section, however, shall be authorized and empowered to pay reasonable compensation for services rendered, e.g., speaker's fee.

The Section will not conduct lobbying activities. The Section will not participate or intervene in any political campaign on behalf of any candidate for public office. The Section will not conduct any activities not permitted by an organization exempt from income tax under the tax laws of the states in which the Section operates.

## **Section 4: Ethics and Standards of Conduct Policy**

The continued success of ACerS depends on the maintenance of high professional standards and behavior and observance of accepted standards of conduct and ethics. The manner in which individuals and Corporate Partners participate in the professional dialogue among government, industry and academia reflects the ethical reputation of ACerS.

## **ARTICLE III - MEMBERSHIP**

### **Section 1: General**

Membership in the Section shall be open to all ACerS members and Corporate Partners residing or working in the defined area of the Section and who are interested in furthering the objectives of ACerS and the Section. Revocation or suspension of membership by the Society shall automatically constitute revocation or suspension of membership in the Section.

### **Section 2: Classes of Membership**

The membership of the Section shall consist of the following grades:

- a. Distinguished Life Members
- b. Members
- c. Emeritus Members
- d. Senior Members
- e. Corporate Partners
- f. GGRN Members
- g. Student Members

### **Section 3: Membership Dues**

Membership and the payment of dues to ACerS constitutes membership in the Section. No additional dues are to be collected for membership in the Section. Funds for Section activities will be provided by ACerS.

## **ARTICLE IV - SECTION OFFICERS**

### **Section 1: Section Officers shall consist of at least a Chair, Immediate Past Chair, Secretary, and Treasurer**

Officers shall be elected for terms by a majority vote of the Section membership. No member may hold more than one office during the Section year. Officers may be appointed to fill unexpired terms by vote of the membership. No officer may hold the same office for more than two consecutive years, unless no one has been submitted as a potential candidate for election and the re-appointment is approved by a majority of the membership.

### **Section 2: Responsibilities of the Chair (or two Co-Chairs)**

The Chair shall have general supervision of the affairs of the Section and shall perform the duties usual to the office. The Chair shall preside at the meetings of the Section and shall be an ex-officio member of all committees and all sub-committees thereof.

At the Annual Meeting and at such other times, the Chair shall communicate to the members such matters and make such suggestions that will promote the welfare and increase the usefulness of the Section. The Chair shall perform such other duties as or as may be prescribed by the Section's Executive Committee.

### **Section 3: Immediate Past Chair (for Sections established for longer than two years)**

The role of the Immediate Past Chair is to ensure continuity during governance transitions and organizational change, to support the Section Chair in his/her role, and to provide continuity to the organization by providing historical context for issues. The Immediate Past Chair serves as the Chair of the Nominating Committee. The Immediate Past Chair office is for a term of one year, beginning on the first day of the calendar year immediately following his/her term as Section Chair. The term can be extended if necessary and approved by the Executive Committee.

### **Section 3: Responsibilities of the Secretary**

The Secretary shall prepare and maintain minutes of Section meetings and collect the minutes of committee meetings. The Secretary shall maintain a roster of Section membership to include the address and status of each member and maintain all official records. The Secretary shall provide notice of any special meetings at the direction of the Chair and will maintain all Section files for historical purposes. The Secretary shall distribute minutes to members of the Executive Committee with an informational copy to the ACerS Outreach Manager and to interested Section members.

### **Section 4: Responsibilities of the Treasurer**

The Treasurer shall maintain all Section financial records and shall prepare an annual statement of accounts and such special reports as may be called for by the Executive Committee. The ongoing responsibilities of the Section Treasurer include managing the Section's checking account, collecting money at meetings, if applicable; filing mandatory annual financial reports with ACerS; supplying the appropriate budget report to the Executive Committee of the Section; and reporting the financial status to Section members.



### **Section 5: Resignations and Removal**

An officer may resign at any time by serving written notice to the Chair or Section Executive Committee. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the Chair and the Section Executive Committee. Any elected officer may be removed, for any reason, at any time by a majority vote of the members of the board then in office. Removal may occur at any regular or special meeting of the Executive Committee.

### **Section 6: Vacancies**

In case of the resignation of an officer or vacancy in an officer position, the Executive Committee shall fill such vacancy for the unexpired term of such officer in accordance with policies and procedures adopted by the Executive Board.

### **Section 7: Compensation**

Officers do not receive compensation for their services but may be reimbursed for expenses.

## **ARTICLE V - EXECUTIVE COMMITTEE**

### **Section 1: Authority and Responsibilities**

The Executive Committee is empowered to act on behalf of the membership between Officer meetings on all matters except those specifically reserved for the membership by these Bylaws.

### **Section 2: Composition**

The Executive Committee shall consist of the Section Officers and the Immediate Past Section Chair residing in the area. The Section Chair shall preside at Executive Committee meetings.

### **Section 3: Meetings**

The Executive Committee shall meet at the call of the Chair and shall have the power to take actions on behalf of the membership as prescribed in these Bylaws. Notification of Executive Committee meetings shall be provided at least four days prior to the meeting. While in-person attendance at meetings is encouraged, meetings may be held by any electronic or telephonic means in which all persons participating are able to communicate directly with each other. Such electronic or telephonic participation shall constitute in-person attendance for purposes of establishing a quorum and for voting.

### **Section 4: Procedures**

At any meeting of the Executive Committee, no fewer than three members must be represented to constitute a quorum for the conduct of business. Any business transacted shall be valid provided it is passed upon by a majority of those represented. Should representation fall below a quorum during the conduct of a meeting, no further business shall be transacted.

## **ARTICLE VI - FINANCE**

### **Section 1: Fiscal Period**

The fiscal period of the Section shall be a 12-month period, from January 1 to December 31.



## **Section 2: Financial Obligation**

No financial obligations shall be incurred on behalf of the Section except by the approval of the Executive Committee or as covered in these Bylaws. Expenditures of less than one hundred dollars (\$100.00) may be authorized by the Section Chair. Expenditures of over \$500 must be approved by the ACerS Outreach Manager.

## **Section 3: Annual Budget and Statement of Accounts**

The Annual Budget and Statement of Accounts prepared by the Treasurer will be approved by the Executive Committee. Section members at the first Section meeting of each year will review this budget.

## **ARTICLE VII - SECTION MEETINGS**

### **Section 1: Annual or Special Meeting**

The Section shall hold an Annual Meeting each year. The purpose of the Annual Meeting shall be the election of Section Officers, the submission of reports by the Officers and such other matters as decided upon by the Executive Committee. Members shall be notified not less than twenty-one (21) days in advance of the Annual Meeting and not less than ten (10) days in advance of any Regular Meeting or Special Meeting, except in case of emergency. Information provided shall include the place, date, and hour of the meeting, and in the case of a Special Meeting, the purpose(s) for which it is called.

While in-person attendance at meetings is encouraged, meetings may be held by any electronic or telephonic means in which all persons participating are able to communicate directly with each other. Such electronic or telephonic participation shall constitute in person attendance for purposes of establishing a quorum and for voting.

### **Section 2: Regular Meetings**

Regular meetings of the Section shall be held throughout the year, the time and place to be designated by the Chair. The Section will hold at least two technical, educational, or professional events a year. Such events may be lectures, plant tours, symposia, workshops, or other educational and professional events. Educational events could include webinars, short courses, or other events.

### **Section 3: Quorum for Chapter Meetings**

A quorum at any Regular Meeting, Annual Meeting, or Special Meeting where a vote of the membership is required shall consist of 5% of the Section membership. In the absence of a quorum, the meeting will be adjourned and reconvened within thirty days. The new date and time will be communicated to members.

While in-person attendance at meetings is encouraged, meetings may be held by any electronic or telephonic means in which all persons participating are able to communicate directly with each other. Such electronic or telephonic participation shall constitute in person attendance for purposes of establishing a quorum and for voting.



## **ARTICLE VIII - NOMINATIONS AND ELECTIONS**

### **Section 1: The Nominating Committee**

The Nominating Committee shall consist of at least three members of the Section, as appointed by the Section Chair. The Committee shall present a slate of officer nominees to all Section members at least

fifteen (15) days prior to the annual meeting in accordance with policies and procedures adopted by the Executive Committee. The officers shall be elected at an annual meeting of the membership, and shall serve two year terms, with a maximum of two terms in each office, but may qualify for two additional one year terms after a minimum one year break in service.

Any person nominated must be a member of the Section, in good standing. At least two of the officers must be Regular/Senior/Emeritus/DML or Corporate members of the Society. When there is more than one nominee for an office, voting shall be done by written ballot. Each member in good standing is entitled to cast one vote and voting by proxy or absentee ballot is not permitted. A majority of votes cast is necessary for election.

### **Section 2: Elections**

Five percent of total Section members shall constitute a quorum for the election, which shall be valid provided it is affirmatively passed upon by a majority of those present.

## **ARTICLE IX - AMENDMENTS**

### **Section 1: Amendment Proposals**

Amendments to these Bylaws may be proposed by a majority vote of the Executive Committee or upon petition addressed to the Chair and signed by not less than five (5) percent of Section members.

### **Section 2: Amendment Approval**

These Bylaws may be amended at any membership meeting of the Section by a two-thirds vote of the eligible members casting votes provided a quorum exists and, provided that the amendment has been submitted in writing to ACerS not less than sixty (60) days and to the membership not less than thirty (30) days prior to the meeting at which the amendments will be considered by the membership.

### **Section 3: Amendment Effective Date**

Amendments, which have been adopted by a majority of the Section membership voting at a regular Section meeting, shall become effective as specified in the amendment

## **ARTICLE X - DISSOLUTION**

In the event of continuous inactivity for a period of two years or financial mismanagement of the Section, the ACerS Board of Directors will dissolve the Section. Upon dissolution of a Section for whatever reason, all assets of the Section will be turned over to the Society.

## **ARTICLE XI - DISCRIMINATION**

Sections shall not discriminate on the basis of race, national origin, religion, age, gender, gender identification, sex, sexual orientation, or a condition of limited mobility. All programs and activities of the Section shall be conducted in furtherance of this policy.