

The American Ceramic Society



CONSTITUTION & BY-LAWS

No. 2023

Approved by the Board of Directors January 21, 2023

CONSTITUTION and BY-LAWS of The American Ceramic Society

<u>Topic</u>	<u>Constitution</u> Page	<u>By-Laws</u> Page
Articles of Incorporation	3	-
I. Name	4	-
II. Purpose	4	-
III. Membership	4	4
IV. Officers	5	5
V. Government	6	6
VI. Nominations and Elections	7	8
VII. Meetings	9	9
VIII. Dues and Fees	9	10
IX. Classes	10	10
X. Divisions	10	11
XI. Sections	12	12
XII. International Chapters	13	13
XIII. Student Branches/Chapters	13	14
XIV. Committees		
1. Committees in General	14	14
2. Committees Reporting to the Board of Directors	-	15
3. Executive Committee	-	16
A. Sub-Committee: Past Presidents' Council	-	16
4. Nominating Committee	-	16
5. Committee on Publications	-	16
A. Sub-Committee on Book Publishing	-	16
B. Sub-Committee: <i>Bulletin</i> Editorial Advisory Board	-	17
6. Committee on Meetings	-	17
7. Committee on Member Services	-	17
A. Sub-Committee on Diversity and Inclusion	-	18
8. Self-Directed Committees	-	18
9. Committee on SOCIETY Awards	-	18
10. Committee on Finance	-	19
11. Committee on Strategic Planning for Emerging Opportunities	-	19
XV. By-Laws	20	20
XVI. Amendments	19	-
XVII. Foundations	19	20
XVIII. Subsidiaries	21	21

Bold type indicates Constitution Articles; *Italic type indicates By-Law Articles*

**CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE AMERICAN CERAMIC SOCIETY**

James W. McCauley, President, and W. Paul Holbrook, Secretary, of The American Ceramic Society, an Ohio corporation with its principal office located in Westerville, Franklin County, Ohio, do hereby certify that a meeting of the voting members of said Corporation was duly called and held on May 5, 1998, at which meeting a quorum of such members was present, and that by the affirmative vote of a majority of the members in attendance at such meeting, the following resolution was adopted:

RESOLVED, that the following Amended and Restated Articles of Incorporation and hereby adopted to supersede and take the place of the existing Articles of Incorporation and all amendments thereto:

FIRST: The name of the corporation shall be The American Ceramic Society (hereinafter referred to as the "Society").

SECOND: The principal office of the Society is located in Westerville, Franklin County, Ohio.

THIRD: The Society shall be operated as an organization described in section 501 (c) (3) of the Internal Revenue Code of 1996 (the "Code") (or the corresponding provision of any future United States Internal Revenue law) exclusively for charitable, educational and scientific purposes, and shall include among its purposes the promotion of the arts and sciences connected with ceramics by means of meetings for the reading and discussion of professional papers and for the publication of professional literature. In carrying out its purposes, the Society shall have all powers which may be conferred on a non-profit corporation under the laws of the State of Ohio.

FOURTH: No part of the net earnings of the Society shall inure to the benefit of or be distributed to its members, Directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No loan shall be made by the Society to its Directors or officers. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except that the Society may make the election provided for in section 501(h) of the Code (or the corresponding provision of any future United States Internal Revenue law) with respect to influencing legislation and only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Code section 501 (h) (2) (B) and (D) (or the corresponding provision of any future United States Internal Revenue law); and the Society shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or against any candidate for public office. Notwithstanding any other provision of these Articles, the Society shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c) (3) of the Code (or the corresponding provision of any future United States Internal Revenue law).

FIFTH: Except as otherwise provided herein, every person who is or has been a Director or officer of the Society is hereby indemnified by the Society against expenses and liabilities actually and necessarily incurred by the person in connection with the defense of either i) any action suit, or proceeding to which the person may be a party defendant, or ii) any claim of liability asserted against the person by reason of the person's being or having been a Director or officer of the Society, provided that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Society. Without limitation, the term "expenses" includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability. The Society does not, however, indemnify any Director or officer in respect to any matter to which the Director or officer shall be finally adjudged liable for misconduct in the performance of the Director's or officer's duties as such Director or officer, nor, in the case of a settlement, unless such settlement shall be found to be in the interests of the Society by i) the court having jurisdiction of the action, suit or proceedings against such Director or officer or of a suit involving the Director's or officer's right to indemnification, or ii) a majority of the Directors of the Society then in office other than those involved in such matter (whether or not such majority constitutes a quorum). The foregoing right of indemnification shall be in addition to all rights to which any Director or officer may be entitled as a matter of law, and shall be interpreted so as to be consistent with the provisions of Ohio Revised Code section 1702.12, as the same may be amended or replaced.

SIXTH: Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, convey all the assets of the Society to any successor tax-exempt entity under section 501 (c) (3) of the Code (or the corresponding provision of any future United States Internal Revenue law) having educational, scientific and charitable purposes similar to those of the Society, and if there be no such successor, then to a tax-exempt entity under section 501 (c) (3) of the Code (or corresponding provision of any future United States Internal Revenue law) designated by the members of the Society at the time of dissolution and, in default of such designation, to a tax-exempt entity under section 501 (c) (3) of the Code (or the corresponding provision of any United States Internal Revenue law) designated by a majority of the members of the Board of Directors. Any assets of the Society not so disposed of shall be disposed of by the Court of Common Pleas of Franklin County, Ohio solely to such organization or organizations that are organized and operated exclusively for purposes described in section 501 (c) (3) of the Code (or the corresponding provision of any future United States Revenue law), as said court shall determine.

Constitution of The American Ceramic Society

(Incorporated under the laws of Ohio, 1905 and amended in 1998)

(With By-Laws grouped together by Subject)

CONSTITUTION ARTICLE I. NAME

1. The name of this corporation shall be **THE AMERICAN CERAMIC SOCIETY**, with principal office located in the State of Ohio.

CONSTITUTION ARTICLE II. PURPOSE

1. The purpose for which said corporation, hereinafter referred to as the **SOCIETY**, is formed is to promote the arts and sciences connected with ceramics by means of meetings for the reading and discussion of professional papers, for the publication of professional literature and by such other activities as are authorized by the Charter of this corporation.

CONSTITUTION ARTICLE III. MEMBERSHIP

1. The membership of the **SOCIETY** shall consist of:
 - a. Persons who subscribe to the purpose of the **SOCIETY**, who are interested in the ceramic arts and sciences, who are elected to membership as provided in the By-Laws of the **SOCIETY** and who pay the required dues of membership.
 - b. Persons, firms or corporations who promote the objectives of the **SOCIETY**, who are elected to membership as provided in the By-Laws of the **SOCIETY** and who pay the required annual dues and fees of membership.
2. The voting membership of the **SOCIETY** shall consist of the following grades:
 - a. Distinguished Life Members
 - b. Fellows
 - c. Members
 - d. Emeritus Fellows and Members
 - e. Senior Fellows and Members
 - f. Associate Members
 - g. Corporate Members
3. Requirements for the various grades of membership together with the modes of election and privileges shall be provided in the By-Laws of the **SOCIETY**.
4. The privilege of holding office in the **SOCIETY**, in its Divisions, its Classes or its Sections shall apply to all categories of voting membership.
5. The Board of Directors may institute non-voting grades of membership as defined in the By-Laws.

BY-LAWS ARTICLE BIII. MEMBERSHIP

1. *The qualifications for and the method of election of applicants to the several grades of membership shall be as follows:*
 - a. **Distinguished Life Members** shall be current members of the **SOCIETY** of professional eminence who, because of their achievements in the ceramic arts or sciences in the ceramic engineering profession or their service to the Society, are elected to such membership by the Board of Directors. They shall have all privileges granted their respective former grades of membership, and shall be exempt from the payment of **SOCIETY** annual dues and meeting registration fees. They shall receive the periodical publications of the **SOCIETY** without charge. The process for the election to Distinguished Life Members will be managed by the **SOCIETY** Awards Committee.
 - b. **Fellows** shall be persons of good reputation who have reached their 35th birthday and who shall have been Members of the **SOCIETY** at least five years continuously at the established nomination deadline date when nominated. They shall prove qualified for elevation to the grade of Fellow by reason of outstanding contributions to the ceramic arts or sciences; through broad and productive scholarship in ceramic science and technology, by conspicuous achievement in ceramic industry, or by outstanding service to the **SOCIETY**.
 - i) Election shall be from among those recommended by the Panel of Fellows by a two-thirds vote of the Board of Directors.

- ii) *Nominations for elevation to the grade of Fellow shall be made in accordance with the Procedures and the process for the elevation to Fellow will be managed by the SOCIETY Awards Committee.*
- c. *Persons who are interested in the ceramic arts and sciences, may apply for the grade of **Member**.*
- d. *The grade of **Subsidiary Division Membership** shall be granted by specific authorization of the Board of Directors to members of a SOCIETY Subsidiary whose interests follow those of a SOCIETY Division and who would not otherwise be able to or choose to pay the regular member dues to affiliate with a Division. The dues rate and member benefits for each group shall be set by action of the Board of Directors.*
- e. *Fellows and Members who are 65 years of age and have held continuous membership in the SOCIETY for at least thirty-five years, shall automatically become **Emeritus** Fellows and Emeritus Members, respectively. They shall be transferred on the first day of January in the year following that in which both qualifications are met. They shall have all the privileges granted their respective former grades of membership, but shall be exempt from the payment of SOCIETY annual dues and shall pay reduced registration fees at SOCIETY meetings. Emeritus Members shall be eligible to elevation to the grade of Emeritus Fellow, if they meet the requirements, by the procedure set forth in the Constitution, By-Laws and Procedures of the SOCIETY for the election and elevation of Fellow.*
- f. *Fellows and Members who are 60 years of age, are retired from active employment, and who have been members of the SOCIETY continuously for the previous five years may apply to the Executive Director for transfer to the status of **Senior** Fellow or Senior Member. Senior Members shall be eligible to elevation to the grade of Senior Fellow, if they meet the requirements, by the procedure set forth in the Constitution, By-Laws and Procedures of the SOCIETY for the election and elevation of Fellow. They shall have all the privileges granted their former grades of membership, but shall pay a reduced rate of SOCIETY annual dues and meeting registration fees.*
- g. *Persons who do not qualify for the grade of Student Member, have never been an Associate Member or Regular Member, and are interested in the ceramic arts and sciences, may apply for the grade of **Associate Member**. Such Associate Membership shall be available to any individual for no more than two years.*
- h. *Firms or corporations who promote the objectives of the SOCIETY may make application for election to the grade of **Corporate** Member/Partner. The Executive Director may approve the application without reference to the Board of Directors. The application shall specify individual representatives to exercise all franchise privileges granted to this grade of membership under the Constitution, By-Laws and Procedures of the SOCIETY, its Classes and its Divisions. The said representatives shall be known as voters of a Corporate Member/Partner and shall enjoy all the privileges of a Member of the SOCIETY.*
- i. *Persons who are active graduate students and engaged in research in ceramic and glass science and engineering and/or materials science and engineering, may apply for the grade of **Global Graduate Researcher Network Member**. Such Global Graduate Researcher Network Membership shall be available to any qualified individual until the completion of graduate studies. Global Graduate Researcher Network Members shall enjoy all the privileges of a Member of the SOCIETY (except they will have electronic only access to the Bulletin) but shall pay a reduced rate of SOCIETY annual dues and meeting registration fees.*

CONSTITUTION ARTICLE IV. OFFICERS

1. **The officers of the SOCIETY shall be a President, a President-Elect, an immediate Past President, a Treasurer, a Treasurer-elect (when applicable) and a Secretary.**
2. **The term of office of the President shall be one year. The term of office of the Treasurer shall be three years.**
3. **The Board of Directors shall appoint an Executive Director to serve for a period of two years. The Executive Director shall be Secretary of the SOCIETY.**
4. **The duties of the officers shall be defined in the By-Laws.**

BY-LAWS ARTICLE BIV. OFFICERS

1. *The one-year term of office of the President shall begin and end at the close of Annual Meetings. The three-year term of office of the Treasurer shall begin and end at the close of Annual Meetings. There shall be a Treasurer-elect, selected by the Nominating Committee, and approved by the Board. The Treasurer-elect shall serve a one-year term, and succeed to the Treasurer position after that period. The term for the Executive Director/Secretary shall be defined in their employment contract approved by the Board of Directors.*
2. *The President shall have general supervision of the affairs of the SOCIETY, subject to the control and direction of the Board of Directors. The President shall serve as chair of the Board of Directors and of the Executive Committee of the Board of Directors and serves as a member of the Finance Committee.*

3. *The President-Elect shall preside at meetings if the President is unavailable, will serve as a member of the Finance Committee, and will serve as Chair of the Strategic Planning for Emerging Opportunities Committee. The President-Elect shall appoint a Parliamentarian (when needed), subject to approval by the Board of Directors and will appoint members and chairs of Standing Committees for terms to commence when they take office as President, subject to approval by the Board of Directors.*
4. *The Past President shall serve as Chair of the Nominating Committee and will conduct special investigations as assigned by the President.*
5. *The Treasurer shall serve as chair of the Finance Committee as defined in By-Laws Article BXIV.2.H and Treasurer of the Foundation as defined in By-Laws Article BXVII.2.A.1.b.*
6. *Through the President, the Executive Committee shall be responsible for setting the annual performance goals and objectives for the Executive Director. The goals and objectives shall be consistent with and in support of the Strategic Plan. Annually, the Executive Committee shall review the Executive Director's performance in relation to the performance goals and objectives, and establish performance goals and objectives for the next year. The Executive Committee is responsible for establishing the Executive Director's salary based on the performance review.*
7. *The President shall report the results of the annual performance review of the Executive Director to the Board of Directors at the Board's next regularly scheduled meeting after the performance review. At that meeting, the Board of Directors shall approve the Executive Director's salary as recommended by the Executive Committee.*

CONSTITUTION ARTICLE V. GOVERNMENT

1. **The government of the SOCIETY shall be carried out in accordance with its Charter and Constitution. By-Laws and Rules consistent with the Charter and Constitution may be established by the Board of Directors for carrying on the work of the SOCIETY.**
2. **The government of the SOCIETY shall be vested in a Board of Directors, consisting of the President of the SOCIETY, who shall be chair, the President-Elect, the Treasurer, the Treasurer-elect (when applicable), who shall be a non-voting member, the immediate past President, Directors elected by the SOCIETY membership, and the Executive Director, who shall be a non-voting member. The Board of Directors shall meet at least two times per year.**
3. **The term of office of the Directors shall be three years.**
4. **The Board of Directors shall have sole and exclusive power:**
 - a. **To incur debt in the name of the SOCIETY.**
 - b. **To resolve questions of jurisdiction arising among the various Classes, Divisions, Sections, Student Branches, committees and other subdivisions of the SOCIETY.**
 - c. **To determine and fix the dues and fees of members of the SOCIETY, except that Distinguished Life Members and Honorary Members shall at all times be exempt from dues and fees.**
 - d. **To authorize and provide for all publications of the SOCIETY.**
 - e. **To determine and set subscription and sales prices of publications of the SOCIETY.**
 - f. **To expel members from the SOCIETY.**
 - g. **To appoint standing committees of the SOCIETY.**
 - h. **To establish awards.**
 - i. **To appoint an Editor of the publications of the SOCIETY, upon recommendation of the Publisher following consultation with the Committee on Publications. The Editor shall be responsible to the Publisher and shall serve for a term of two years subject to reappointment.**
5. **The Board of Directors shall be responsible:**
 - a. **For the financial affairs of the SOCIETY and shall arrange for annual audits or reviews of the accounts of the SOCIETY.**
 - b. **For audits to be made by certified public accountants and reported to the Annual Meeting of the SOCIETY.**
6.
 - a. **The Executive Committee shall be comprised of the President, the President-Elect, the Immediate Past President, the Treasurer, the Treasurer-elect (who shall be a non-voting member), and the Executive Director (who shall be a non-voting member).**
 - b. **The Executive Committee shall have such powers as are delegated to it by the Board of Directors, which powers shall be exercised during periods between meetings of the Board of Directors.**
 - c. **The President of the SOCIETY shall be chair of the Executive Committee, which shall meet at least four times a year.**

BY-LAWS ARTICLE BV. GOVERNMENT

1. *In addition to the Officers defined in Constitution Article IV, the Board of Directors shall consist of nine members, each serving a three-year term on a staggered basis.*

2. *The term of office of a Director shall begin and end at the close of Annual Meetings.*
3. *The Board of Directors may meet at the call of the President, of the Executive Committee or of a majority of the members of the said Board of Directors. The Executive Director shall give notice to the Directors of all meetings of the Board of Directors at least 20 days prior thereto.*
4. *There shall be a non-voting Parliamentarian, appointed by the president-Elect at the necessary time, and approved by the Board, serving a three-year term.*
5. *The Chair of the President's Council of Student Advisors (PCSA) or a designee chosen by the Chair of the PCSA, shall be a non-voting member of the Board of Directors.*
6. *A majority of the 13 voting members of the Board of Directors shall constitute a quorum.*
7. *Every question which shall come before a meeting of the SOCIETY, or of the Board of Directors, or of a committee, shall be decided by a majority of the votes cast, unless otherwise provided in the Constitution, the By-Laws, the Procedures, or by the laws of the State of Ohio.*
8. *When a Director or Officer is unable to attend a regular Board of Directors meeting, that member may participate by teleconference and vote by voice on all matters except those demanding secret ballots. For secret ballot votes, the teleconference member may choose to transmit their vote by private telephone or email to the non-voting person the President has designated to count the votes.*
9. *For unanticipated and time sensitive business, the Board of Directors may meet by teleconference and votes taken in such meetings shall be binding.*
10. *When the President or the Executive Committee wishes or is required by the Constitution to submit a question to the Board of Directors and the calling of a special meeting of the said Board of Directors is impractical, the Executive Director, acting under the instruction of the President or the Executive Committee, shall submit said question by ballot (letter, facsimile or electronic transmission) accompanied by a full statement of the question. The question shall be decided by the affirmative or negative vote of a majority of the entire Board, unless otherwise specified.*
11. *Fifty voting members shall constitute a quorum at the Annual Meeting or any special meeting of the SOCIETY.*
12. *Investigations:*
 - a. *In the event of the filing of written charges against any American Ceramic Society member of action or actions in violation of the Constitution, By-Laws, Procedures or principles of the SOCIETY or damaging to the interests of the SOCIETY or its reputation, and such charges being signed by five members, the President shall furnish such accused member and the Board of Directors with a detailed statement of the charges. The accused member, and the accusers, shall be invited to appear at the next succeeding meeting of the Board of Directors, at which time the charges shall be examined and appropriate action taken.*
 - b. *In the event that the Board of Directors shall, upon examination of the charges, declare the member to be expelled from the SOCIETY, any money paid the SOCIETY by way of endowment fees or dues shall become forfeit to the SOCIETY.*
13.
 - a. *In order to facilitate the consideration of, and action upon grave charges which might lead to the expulsion of a member, the President shall appoint a committee of five members of the Board of Directors. The committee shall meet prior to the appropriate meeting of the Board of Directors to review the charges with the accused, and one or more of the accusers.*
 - b. *The accused person may be accompanied by one other person who may consult with the person and speak for the person.*
 - c. *The committee shall, in reaching its decision, give weight to the presence or absence of the accused. Failure of the accused to appear, without acceptable reason, should lead to a finding for expulsion if the charges are found to be correct.*
 - d. *The committee shall report to the Board of Directors, presenting its proposal for action in the form of a motion.*
14. *The Board of Directors through the Executive Director shall maintain a SOCIETY Procedures Manual which contains the policy and procedures for items such as: the purpose of the SOCIETY; Officer installation procedures; SOCIETY Fund policies; committee procedures; and the responsibilities of the various individual award committees. Modifications to the Procedures Manual shall be by a simple majority vote of the Board of Directors without prior notice.*

CONSTITUTION ARTICLE VI. NOMINATIONS AND ELECTIONS

1. **The Board of Directors shall annually appoint a Nominating Committee for the purpose of proposing candidates for the Board of Directors, the offices of President (when necessary), President-Elect, and Treasurer-elect, when necessary. The President-Elect shall not be eligible to serve on this Committee.**
2. **The Secretary shall forward the report of the Nominating Committee to the Board of Directors. Approval by majority vote shall be required for the acceptance of the slate of nominees.**
3. **The election of President (when necessary), President-Elect and Directors of the SOCIETY as are to be elected shall be held annually in the manner provided in the By-Laws. The Treasurer shall be elected by the Board of Directors for a three-year term.**

BY-LAWS ARTICLE BVI. NOMINATIONS AND ELECTIONS

To ensure that ACerS leadership reflects the diverse communities that we serve, ACerS will strive to achieve diversity on the Board of Directors and Nominating Committee through;

- (i) gender equity,**
- (ii) representation of persons with disabilities, LGBTQ, underrepresented US minorities, and/or indigenous peoples,**
- (iii) representation of individuals domiciled both in the US and abroad, and**
- (iv) representation of both the academic and non-academic work sectors.**

1. *The Nominating Committee shall be composed of the Immediate Past President of the SOCIETY, as a voting chair, and nine members elected for three-year staggered terms (three elected each year). The nine members shall include at least three with Board of Directors experience and at least three with no Board of Directors experience. In the event that a Nominating Committee member refuses or is unable to serve, the Board shall elect a successor to fill the unexpired term. Nominating Committee members shall not have successive full terms. Nominating Committee members are not eligible to be nominated for positions of Director or Officer. Should a Nominating Committee member wish to be considered for such office, that member must resign from the Nominating Committee and the Board shall elect a successor to fill the unexpired term.*
2. *The Nominating Committee shall select the following candidates for approval by the Board of Directors:*
 - a. *Candidates for President (when needed)*
 - b. *Candidates for President-Elect*
 - c. *Candidates for Treasurer (when needed)*
 - d. *Candidates for Treasurer-elect (when needed)*
 - e. *A slate of three candidates for Director to be presented to the Board of Directors for approval. When developing the slate of candidates for Board of Directors positions, the Nominating Committee shall attempt to structure Board of Directors' composition to be representative of SOCIETY diverse interests.*
 - f. *Candidates for future members of the Nominating Committee*
 - g. *Candidates for principal activity committee members and principal activity committee chairs.*
3. *The Board of Directors shall annually present a slate of candidates to the membership. This slate shall include a nominee for the office of President (if necessary), a nominee for the office of President-Elect, and three nominees for the Directors to be elected.*
4. *The names of the nominees, together with this By-Law, shall be published in the Internet publications of The American Ceramic Society at least eight months prior to the forthcoming Annual Meeting. Fifty voting members, who collectively represent at least half of the Divisions, may, by signed petition, nominate additional candidates for one or more of the membership-elected positions, provided: the signed petition(s), together with written assurance of assent of the candidate or candidates, a photograph and biographical information, reaches the Executive Director on or before six months prior to the forthcoming Annual Meeting. The petition(s) may be in multiple copies, and the Executive Director shall certify that the qualifications are met, if such be the case. The names, photographs and biographical information of each candidate shall then be published in an issue of The American Ceramic Society Bulletin and on the SOCIETY Internet publication at least five months prior to the forthcoming Annual Meeting.*
5. *The President shall transmit to the Nominating Committee the names of all suggested candidates the President may receive from the membership.*
6. *The method of electing the President (when necessary), President-Elect, Directors, Division and Class Officers shall be as follows:*
 - a. *Only when candidates are provided as described in paragraph 4 above, the Executive Director shall prepare ballots as prescribed in the Procedures and distribute one to each member entitled to vote at least four months prior to a forthcoming SOCIETY Annual Meeting. If no additional candidates are received, an election is considered uncontested and a ballot is not needed. For SOCIETY offices, the ballot shall identify those nominees nominated by the Board of Directors and those nominated by petition.*
 - b. *If a ballot is submitted, the candidate receiving the largest number of votes for each office shall be declared elected.*
 - c. *If a ballot is required by virtue of there being nominees by petition or contested positions by nomination, the Executive Director shall prepare and distribute to each Member entitled to vote, ballots for the election of President (when required), President-Elect, Directors of the SOCIETY, and the Officers of the Classes and Divisions. If a ballot is needed, it shall contain any additional nominees received from the membership. The ballots shall be clearly prepared and contain full instructions to voters. For each office, the beginning and ending dates of the term of office shall be listed. The Executive Director shall be responsible for assuring that the ballot differentiates between nominees from the Board of Directors and nominees from the membership. Special designation of nominees for Division Officers shall also be made when required by their respective procedures. The instructions shall contain the closing date of the polls. For Division and*

- Class Officers, members shall vote only for the Officers of the Divisions and Classes with which they are affiliated. Only those ballots properly completed and received within 30 days of distribution shall be valid.*
- d. *In cases where a ballot is taken, all ballots shall be returned to the Executive Director.*
 - e. *The Executive Director or designate shall count those ballots properly completed, and promptly report to the President the total vote for each candidate. The President shall promptly notify the successfully elected candidate for membership-elected Officers and Directors. The President shall also notify the President of each Class and Chair of each Division the candidates elected as Officers of the respective Classes and Divisions.*
7. *In the event that the President resigns in mid-term, the President-Elect shall assume the duties of the President to fill the remainder of the term.*
 8. *In the event that the President-Elect resigns in mid-term, a successor shall be appointed by the Board of Directors to fill the remainder of the term. At the next election of Officers, both a President and a President-Elect shall be nominated and elected.*
 9. *In the event that the Treasurer resigns in mid-term, the Treasurer-elect, or a successor, shall be appointed by the Board of Directors to fill the remainder of the term.*
 10. *In the event of the election of a Director, as an Officer of the SOCIETY, a successor shall be appointed by the Board of Directors to fill the remainder of the term.*
 11. *In the event that a Director resigns from the Board of Directors in mid-term, a successor shall be appointed, by the Board of Directors to fill the remainder of the term.*
 12. *Failure to act, refusal to act or inability to act on the part of an Officer or Director shall be defined as nonparticipation in three successive meetings of the Board of Directors or the failure, refusal or inability to carry out specific tasks, responsibilities or duties assigned to the Officer or Director by the Board, its Officers or the Constitution. In such cases, any Board member may draft a petition, signed by at least five Board members seeking to have the Officer or Director in question removed from office. The Officer or Director named in the petition shall be interviewed by the Past President after which the case shall be brought before the Board of Directors for decision on removal. A two-thirds majority vote by the Board members voting shall be needed for removal of an Officer or Director. If an Officer or Director is so removed from office, a successor shall be appointed, by the Board of Directors to fill the remainder of the term.*
 13. *In the event that an Officer or Director acts dishonestly, displays unethical conduct, or displays unprofessional behavior, any Board member may draft a petition, signed by at least five Board members seeking to have the Officer or Director in question removed from office. The Officer or Director named in the petition shall be interviewed by the Past President after which the case shall be brought before the Board of Directors for decision on removal. A two-thirds majority vote by the Board members voting shall be needed for removal of an Officer or Director. If an Officer is so removed from office, a successor shall be named in accordance with the procedure defined above for resignation of that Officer. If a Director is so removed from office, a successor shall be appointed, by the Board of Directors to fill the remainder of the term.*

CONSTITUTION ARTICLE VII. MEETINGS

1. **Notice of the Annual Business Meeting shall be communicated to the membership of the SOCIETY at least thirty days prior thereto.**
2. **Special meetings of the SOCIETY shall be called by the President with the approval of the Board of Directors. Due notice shall be given to the members of time and place.**
3. **The number of members constituting a quorum at any meeting of the SOCIETY shall be as provided in the By-Laws.**
4. **Rules contained in "Robert's Rules of Order, Revised," shall govern the proceedings of the SOCIETY in all cases to which they are applicable and consistent with the Constitution, By-Laws or Rules of the SOCIETY.**
5. **The order of business at any meeting of the SOCIETY shall be as prescribed in the By-Laws.**

BY-LAWS ARTICLE BVII. MEETINGS

1. *The order of business at the Annual Business Meeting of the SOCIETY shall be:*
 - a. *Review approved minutes.*
 - b. *Unfinished business.*
 - c. *Reports of the Officers.*
 - d. *New business.*
 - e. *Adjournment.*

CONSTITUTION ARTICLE VIII. DUES AND FEES

1. **Dues and fees shall be established by the Board of Directors and contained in the By-Laws and/or Rules of the SOCIETY.**

BY-LAWS ARTICLE BVIII. DUES AND FEES

1. *The Board of Directors shall review the recommendation of the Executive Committee and establish annually dues and fees for the several grades of membership.*
2. *The annual dues shall be payable the first day of the anniversary date (month joined). The privileges of membership in the respective grades shall begin upon the initial payment of the said yearly dues.*
3. *Lifetime Members shall have continuous membership without further payment of dues.*
4. *A member whose annual dues are in arrears more than three months shall be dropped from the membership list. In computing length of continuous SOCIETY membership for the purpose of determining award eligibility and special memberships, gaps of <12 months will be ignored.*
5. *Members shall receive issues of The American Ceramic SOCIETY Bulletin and Ceramic Source published after the date of admission to membership, provided they pay the full yearly fee as specified by the Board of Directors.*

CONSTITUTION ARTICLE IX. CLASSES

1. **The Board of Directors may authorize the organization and establishment of Classes of the SOCIETY in the manner provided in the By-Laws.**
2. **Classes serve to permit members of the SOCIETY to group together according to their professional training and experience to advance the purpose of the SOCIETY.**
3. **Each Class shall have power to make such rules, elect such officers and conduct such business as it may deem proper, consistent with the Charter, the Constitution, By-Laws and Rules of the SOCIETY.**
4. **The affairs of a Class shall be managed by leaders selected according to the Rules of the Class for terms defined by the rules of a Class.**
5. **No Class may obligate the SOCIETY except on authority of the Board of Directors.**
6. **In the event of the dissolution of a Class of the SOCIETY, any assets of the Class remaining after the settlement of its affairs shall be conveyed to the SOCIETY.**

BY-LAWS ARTICLE BIX. CLASSES

1.
 - a. *The Classes of the SOCIETY shall be as follows:*
 - 1) *The Education and Professional Development Council (EPDC).*
 - b. *Additional Classes of the SOCIETY may be constituted by the Board of Directors by amending Subsection 1.a. above on petition as provided in the Procedures of the SOCIETY.*
 - c. *When a Class is deemed by the Board of Directors to be no longer active, that Class may be dissolved by vote of the Board of Directors and subsection 1.a. above may be amended to reflect the removal of a Class.*
2. *Petitions requesting the organization of additional Classes of the SOCIETY shall be addressed to the Board of Directors, and shall be signed by at least 20 Fellows, Members, or Associate Members in good standing.*
3. *The provisions of the Charter, the Constitution, By-Laws, and Procedures of the SOCIETY shall govern the procedure of all Classes, but no action or obligation of a Class shall be considered an action or obligation of the SOCIETY. No Officer of a Class shall have power to obligate the SOCIETY in any way without specific approval of the Board of Directors.*
4. *The Board of Directors shall make the final decision on questions of conflict between the rules of a Class and the Constitution, By-Laws, or Procedures of the SOCIETY, after the Parliamentarian has reviewed the matter and made a recommendation thereon.*
5. *The establishment of awards by Classes, the manner and procedure of selecting the recipient and the appointment of members of award committees shall be subject to approval of the Board of Directors.*

CONSTITUTION ARTICLE X. DIVISIONS

1. **The Board of Directors may authorize the establishment of Divisions of the SOCIETY in the manner provided in the By-Laws.**

2. Divisions of the SOCIETY shall be groups of members organized to stimulate the growth and activities of the SOCIETY in particular branches of the arts and sciences of ceramics.
3. Each Division shall have power to make such rules, elect such officers and conduct such business as it may deem proper, consistent with the Charter, the Constitution, By-Laws, and Rules of the SOCIETY.
4. In order to qualify to vote or to hold office in a Division, each voting member of the SOCIETY shall enroll in that Division.
5. The affairs of a Division shall be managed by a Chair, Secretary, and such other officers as the Division may deem necessary. Each Division officer shall be elected for a term of one year, or until a successor is elected and duly qualified. The officers shall be elected by the voting members of the SOCIETY enrolled in the Division, and the procedure of nomination shall be in accordance with the Division rules.
6. No Division may obligate the SOCIETY except on authority of the Board of Directors.
7. In the event of the dissolution of a Division of the SOCIETY, any assets of the Division remaining after the settlement of its affairs shall be conveyed to the SOCIETY.

BY-LAWS ARTICLE BX. DIVISIONS

1. a. *The Divisions of the SOCIETY shall be as follows:*
Art, Archaeology and Conservation Science Division
Basic Science Division
Bioceramics Division
Cements Division
Energy Materials and Systems Division
Engineering Ceramics Division
Electronics Division
Glass & Optical Materials Division
Manufacturing Division
Refractory Ceramics Division
Structural Clay Products Division
- b. *Additional Divisions may be added or the name of a Division changed by amending subsection a. above on petition, as provided in these By-laws.*
- c. *When a Division is deemed to be inactive as defined in the Procedures that Division may be dissolved by vote of the Board of Directors and subsection a. above may be amended to reflect the removal of that Division.*
2. *Division affiliation may be changed by the member.*
3. a. *Petitions requesting the organization of additional Divisions of the SOCIETY shall be addressed to the Board of Directors, and shall be signed by at least 20 Fellows, Members, Associate Members, or voters of Corporate Members/Partners in good standing.*
- b. *An established Division, wishing to change its name and/or to amend its statement of purpose, as set forth in the Division rules, shall submit to the Board of Directors a petition for such change or amendment. The petition shall be signed by the Officers of the Division and shall be accompanied by a statement from the Executive Director certifying that the change or amendment has been submitted to the membership of the Division, the number of members of the Division in good standing, the number of ballots returned, and the number of ballots cast in the affirmative.*
- c. *If a Division fails to elect Officers, fails to appoint members to open standing committees, and does not sponsor any meetings for two consecutive years, the Board of Directors may direct the Executive Director of the SOCIETY to communicate to all current members of that Division informing them of the level of inactivity and stating that if the Division does not elect Officers within the following 12 months, the Division shall be deemed inactive and thereby be subject to dissolution by the Board of Directors. If, within 12 months of that letter, the Division does not elect Officers, the Division shall be deemed to have an inactive status.*
4. *The Board of Directors shall make the final decision on questions of conflict between the rules of a Division and the Constitution, By-Laws, or Procedures of the SOCIETY, after the SOCIETY Parliamentarian has reviewed the matter and made its recommendations thereon.*
5. *The establishment of awards by Divisions, the manner and procedure of selecting the recipient and the appointment of members of award committees shall be subject to approval of the Board of Directors.*
6. *Each Division of the SOCIETY will have a Division Fund allocated on an annual basis.*
7. *A Division shall not expend funds of the SOCIETY other than those described in the By-Laws, nor incur indebtedness without the formal approval of the Board of Directors.*
 - a. *Funds may not be used for:*
 - 1) *Any purpose which violates local, state or federal laws*
 - 2) *Any purpose which is prohibited by the ACerS constitution or BOD established policies*

3) *Open ended obligations (Requests should be for specific amounts for specific activities)*

4) *Division Officers "out of pocket" expenses attending technical meetings*

Each Division must have on file at SOCIETY Headquarters a procedure to request and approve expenditures from the Fund.

8. *The provisions of the Charter, the Constitution and By-Laws and Procedures Manual of the SOCIETY shall govern the procedure of all Divisions, but no action or obligation of a Division shall be considered an action or obligation of the SOCIETY. The previous sentence shall be imprinted on any publication issued by a Division.*
9. *A Division may cooperate with a SOCIETY Subsidiary whose interests overlap with those of the Division to accept Subsidiary Division Members as defined in By-Laws Article BIII Membership.*

CONSTITUTION ARTICLE XI. SECTIONS

1. **The Board of Directors may authorize the establishment of Sections of the SOCIETY in the manner provided in the By-Laws.**
2. **Sections of the SOCIETY shall be groups organized to promote the purpose of the SOCIETY in particular and defined geographic areas.**
3. **Each Section shall have power to make such rules, elect such officers and conduct such business as it may deem proper, consistent with the Charter, the Constitution, By-Laws, and Rules of the SOCIETY.**
4. **In the event of the dissolution of a Section of the SOCIETY and the discharge of its debts and settlement of its affairs, any assets remaining shall be conveyed to the SOCIETY for the SOCIETY'S general purposes.**

BY-LAWS ARTICLE BXI. SECTIONS

1. *The Sections of the SOCIETY shall be as follows:*
 - Arizona*
 - Carolinas*
 - Central Ohio*
 - Central Pennsylvania*
 - Colorado*
 - Dayton/Cincinnati/Northern Kentucky*
 - Eastern Tennessee*
 - Eastern Washington*
 - Florida*
 - Michigan/Northwest Ohio*
 - New England*
 - New Mexico*
 - Northern California*
 - Northern Ohio*
 - Pittsburgh*
 - St. Louis*
 - Southern California*
 - Southwest*
 - Washington DC/Maryland/Northern Virginia*
 - Western New York*
2. *Sections, each carrying some distinguishing title prefixed to the words ". . . Section of The American Ceramic Society," may be authorized by the Board of Directors under the following conditions:*
 - a. *Application for permission to form a Section shall be made as provided in the Procedures.*
 - b. *The charter of a Section may be temporarily suspended by the Board of Directors for cause, or withdrawn by the Board of Directors for cause after 60 days' notice to the chair of the said Section.*
 - c. *Members of the Section shall be active members of the SOCIETY, including Global Graduate Researcher Network and Material Advantage student members. The Sections may establish a grade of membership to be known as "Distinguished Member of the Section of The American Ceramic Society" as a means of acknowledging outstanding service. Those chosen for this honor must be members of the SOCIETY. Non-members of the SOCIETY may be invited to attend Section functions but must be an ACerS member to be considered a Section Member.*
 - d. *The Officers of a Section shall include at minimum a Chair, Secretary, and Treasurer. The Chair shall each year, make an annual report to the Board of Directors, through the President of the SOCIETY, covering the activities of the Section during the previous year. The report shall include a financial statement for that year, number of meetings held, number of Members, and such other information as is necessary to portray the work and status of the Member Services. The Chair shall also forward a copy of*

the report to the chair of the Committee on Member Services. Officers shall be elected annually by the Section and shall have the duties usually pertaining to such offices.

- e. *A section will hold at least two technical, educational, or professional events a year. Such events may be lectures, plant tours, symposia, workshops, short courses, webinars, or other educational and professional events. Some events may also be organized with other professional societies (or chapters/section of other professional societies).*
3. *Petitions requesting the organization of a Section shall be addressed to the Board of Directors, and shall be signed by at least twelve Fellows, Distinguished Life, Senior/Emeritus, Lifetime, Individual Members, Associate Members, or Corporate Individual Members in good standing then living in the territory to be served thereby. The petition shall set forth the geographic boundaries of the territory the contemplated Section expects to serve.*
4. *Each Section of the SOCIETY will have a Section Fund allocated on an annual basis.*
5. *A Section shall not expend funds of the SOCIETY not specifically advanced to it, or incur indebtedness in the name of the SOCIETY. Sections shall not access dues of its members. However, a Section may charge members to participate in meetings, events, and other Section activities. Funds so raised shall be in the custody of the Treasurer of the Section and subject to withdrawal on authority of the proper Officers, as provided in the rules of the Section.*
6. *The provisions of the Constitution, By-Laws, and Procedures of the SOCIETY shall govern the procedure of all Sections, but no action or obligation of a Section shall be considered an action or obligation of the SOCIETY. The previous sentence shall be imprinted on any publication issued by a Section.*

CONSTITUTION ARTICLE XII. INTERNATIONAL CHAPTERS

1. **The Board of Directors may authorize the establishment of International Chapters of the SOCIETY in the manner provided in the By-Laws.**
2. **International Chapters of the SOCIETY shall be groups organized to promote the purpose of the SOCIETY in particular and defined geographic areas.**
3. **Each International Chapter shall have power to make such rules, elect such officers and conduct such business as it may deem proper, consistent with the Charter, the Constitution, By-Laws, and Rules of the SOCIETY.**
4. **In the event of the dissolution of an International Chapter of the SOCIETY and the discharge of its debts and settlement of its affairs, any assets remaining shall be conveyed to the SOCIETY for the SOCIETY'S general purposes.**

BY-LAWS ARTICLE BXII. INTERNATIONAL CHAPTERS

1. *As of this date, the International Chapters of ACerS are:*
 - Canada Chapter*
 - Germany Chapter*
 - India Chapter*
 - Italy Chapter*
 - Japan Chapter*
 - Korea Chapter*
 - Serbia Chapter*
 - Spain Chapter*
 - Taiwan Chapter*
 - Thailand Chapter*
 - United Arab Emirates Chapter*
 - United Kingdom Chapter*
2. *The Board of Directors may authorize the establishment of future International Chapters of the SOCIETY in the manner provided in the Procedures and for the following reasons in advancing the purpose of the SOCIETY.*
 - a. *To recognize and strengthen the global nature of the SOCIETY.*
 - b. *To strengthen international member engagement and better identify and serve the needs of members in various parts of the world.*
 - c. *To give the SOCIETY a vehicle for developing volunteer leaders outside the US and a means for existing SOCIETY members to expand their local networks.*
3. *An International Chapter shall not expend funds of the SOCIETY or incur indebtedness in the name of the SOCIETY.*
4. *No action or obligation of an International Chapter shall be considered an action or obligation of the SOCIETY.*

5. *In the event that an International Chapter has two years of continuous inactivity or has demonstrated financial mismanagement of the Chapter, the SOCIETY Board of Directors may dissolve the Chapter.*

BY-LAWS ARTICLE CXII. ACERS INTERNATIONAL

1. The international activities of the Society, defined as those involving organizations and individuals residing outside the United States, will be conducted under the name "ACerS International" with the objective of enhancing the global footprint of the American Ceramic Society. The purpose of "ACerS International" will be to foster enhanced interest, participation, and recognition of individuals involved in academic and industrial research and development throughout the world with the American Ceramic Society in all aspects of its programs and activities. It is intended that such participation will be conducted in consort with whatever local ceramic-based associations may exist in that area to build stronger ties with current partner societies and to establish new partnerships with new organizations having shared interests. Participation will include, but is not limited to, joint meetings, workshops, educational activities, etc. Such activities may take place within the United States or in foreign locations.
2. All activities related to "ACerS International" shall be overseen by a standing Society committee. The committee shall consist of a minimum of 3 members chosen for their interest in international activities. The chair of the committee shall serve for 3 years and be appointed by the President Elect as necessary. The Society will assign a staff member to be the liaison with this committee. This staff member will be the point-of-contact with those individuals and organizations in other countries who are interested in interactions with the Society. The Society will create a marketing plan specific to this effort and develop an implementation strategy. The Society may also create International Chapters based on the rules outlined above.

CONSTITUTION ARTICLE XIII. STUDENT BRANCHES

1. **The Board of Directors may authorize the establishment of Student Branches of the SOCIETY in the manner provided in the By-Laws to permit college students to organize for the purpose of becoming acquainted with and advancing the purpose of the SOCIETY.**
2. **Student Branches may make such rules, elect such officers, and conduct such business as they may deem proper, subject to the Charter, the Constitution, By-Laws and Rules of the SOCIETY.**
3. **In the event of the dissolution of a Student Branch of the SOCIETY and the discharge of its debts and settlement of its affairs, any assets remaining shall be conveyed to the SOCIETY for the SOCIETY'S general purposes.**

BY-LAWS ARTICLE BXIII. STUDENT BRANCHES

1. *Student Branches/Chapters of The American Ceramic Society are incorporated within the Material Advantage Program as defined in the written joint agreement executed among The American Ceramic Society, ASM International, TMS, AIST, and possibly, other materials societies and the rules adopted by the Materials Advantage program shall apply to such Chapters.*
2. *A Student Branch/Chapter shall not expend funds of the SOCIETY or incur indebtedness in the name of the SOCIETY.*
3. *No action or obligation of a Student Branch/Chapter shall be considered an action or obligation of the SOCIETY.*

CONSTITUTION ARTICLE XIV. COMMITTEES

1. **The Board of Directors may appoint such committees and committee chairs as it may deem advisable for the advancement of the purpose of the SOCIETY.**

BY-LAWS ARTICLE BXIV.1. COMMITTEES IN GENERAL

1. *All committee members and Chairs must be current members of the SOCIETY, unless indicated otherwise. **Principal Activity Committees** are used to implement policies, coordinate and define new and needed activities, and maintain communication between committees and Officers. Principal activity committees are established with responsibility for the following:*
 - 1) *Meetings*

- 2) *Publications*
 - 3) *Member Services*
 - a. *Each principal activity committee shall consist of: Principal members, one of whom shall also serve as committee chair. Staff and other ex officio members as noted in the individual committee By-law and Rule descriptions.*
 - b. *The appointed principal members shall be nominated by the Nominating Committee or from open nominations from the Board of Directors, and appointed by the Board of Directors. Members shall be eligible for immediate reappointment. Additional mid-year appointments may be made by the President in consultation with the relevant committee chair and formally approved by the Board of Directors at their next meeting. The term for mid-year appointments shall end at the conclusion of the next Annual Meeting.*
 - c. *The chair of a principal activity Committee shall be nominated by the Nominating Committee or from open nominations from the Board of Directors, and appointed by the Board of Directors*
 - d. *In the event that a Principal Activity Committee member or chair resigns in mid-term, a successor shall be nominated by the President and approved by the Board of Directors to fill the remainder of the term.*
 - e. *Failure to act, refusal to act or inability to act on the part of a Principal Activity Committee member or chair shall be defined as nonparticipation in three successive committee meetings or the failure, refusal or inability to carry out specific tasks, responsibilities or duties assigned to the committee member. In such cases, any Board member may draft a petition, signed by at least five Board members seeking to have the Principal Activity Committee member or chair in question removed from office. The Principal Activity Committee member or chair named in the petition shall be interviewed by the Past President after which the case shall be brought before the Board of Directors for decision on removal. A two-thirds majority vote by the Board members voting shall be needed for removal of a Principal Activity Committee member or chair. If a Principal Activity Committee member or chair is so removed from office, a successor shall be nominated by the President and approved by the Board of Directors to fill the remainder of the term.*
2. **Standing Committees** are established by the Constitution, By-laws or Procedures to provide committee structure and to define activities which need to be addressed for the SOCIETY'S effective operation. Standing Committees are Finance, Strategic Planning for Emerging Opportunities, Bulletin Editorial Advisory Board, Book Publishing Sub-committee, Diversity and Inclusion Sub-committee, and Society Awards Committees.
 - a. *For each defined standing committee of the SOCIETY, the President, with recommendations from the appropriate individual responsible for the committee shall recommend for appointment by the Board of Directors the committee members to fill all vacancies of each committee. Committee members are eligible for immediate reappointment. The term of each committee appointment shall begin at the close of the Annual Meeting and continue for the term specified.*
 - b. *For each open standing committee of the SOCIETY (as defined in the By-laws and Procedures), each Division Chair or Class President may elect to nominate a committee member to each committee when vacancies for the division or class are available. Committee members are eligible for immediate reappointment. The term of each committee appointment shall begin at the close of the Annual Meeting and continue for a three-year term.*
 - c. *For each standing committee of the SOCIETY, the President shall recommend for appointment by the Board of Directors a Chair of the committee unless the member who shall serve as chair is specifically designated in articles pertaining to that Committee. Unless otherwise specified, the term of office for each chair shall be for one-year or for the remaining portion of the President's term. Committee chairs are eligible for immediate reappointment.*
 - d. *In the event that a standing committee member or chair resigns in mid-term, or is otherwise unable to serve their term, a successor shall be nominated by the President and approved by the Board of Directors to fill the remainder of the term.*
 3. **Task Forces or Ad hoc committees** may be proposed at any Board meeting, by the President, or any member of the Board of Directors, with tenure only for the remainder of the President's term of office. Each ad hoc committee proposal shall include a charter and membership, including the chair. A simple majority shall be required for approval.
 4. **Presidential committees** may be appointed by the President without Board approval with tenure for the President's term of office to advise the President, and may summarize their advice in the President's reports to the Board of Directors.
 5. **Self-directed committees** - when a group of American Ceramic Society members desires to form a group or network that furthers the purposes of The American Ceramic Society but the concept does not fit any of the above types of committees, the Board of Directors shall approve the formation of a self-directed committee. A self-directed committee may choose its membership or membership may be self-selected. The leadership of a self-directed committee shall be chosen by a method defined by the committee independent of appointments approved by the Board of Directors. Any group wishing to have recognition as a SOCIETY self-directed committee may seek approval from the Board of Directors. The application for such approval should include a description of the purposes, anticipated activities, and leadership selection method. The Board of Directors reserves the right to withdraw recognition of a self-directed committee for any reason including inactivity. Approved self-directed committees along with the descriptions provided when approved shall be listed in the SOCIETY Procedures Manual.

6. *For committees with staggered terms of membership, unless otherwise specified, all appointments to a new committee or to replace resigning members of existing committees shall be of such a duration as to establish and/or maintain the desired staggered terms of office of subsequent appointments.*
7. *Unless otherwise excepted, all members of a committee shall be entitled to vote on any issue coming before that committee. Members are defined as elected or appointed members of the committee, including the chair and ex officio members as specified for each committee.*

BY-LAWS ARTICLE BXIV.2. COMMITTEES REPORTING TO THE BOARD OF DIRECTORS

1. *The following Committees shall report to and be responsible to the Board of Directors:*
 - A. *Executive Committee*
 - 1) *Sub-Committee: Past Presidents' Council*
 - B. *Nominating Committee*
 - C. *Committee on Publications*
 - 1) *Sub-Committee on Book Publishing*
 - 2) *Sub-Committee: Bulletin Editorial Advisory Board*
 - D. *Committee on Meetings*
 - E. *Committee on Member Services*
 - 1) *Diversity and Inclusion Sub-Committee*
 - F. *Self-Directed Committees*
 - G. *Committee on SOCIETY Awards*
 - 1) *Distinguished Life Members*
 - 2) *Panel of Fellows*
 - 3) *Orton Memorial Lecture*
 - 4) *Ross Coffin Purdy Award*
 - 5) *John Jeppson Award*
 - 6) *Robert L. Coble Award for Young Scholars*
 - 7) *Frontiers of Science and Society Rustum Roy Lecture*
 - 8) *Richard M. Fulrath Awards*
 - 9) *W. David Kingery Award*
 - 10) *Spriggs Phase Equilibria Award*
 - 11) *Corporate Environmental Achievement Award*
 - 12) *Corporate Technical Achievement Award*
 - 13) *Darshana and Arun Varshneya Frontiers of Glass Lectures*
 - 14) *Du-Co Ceramics Scholarship Award*
 - 15) *Du-Co Ceramics Young Professional Award*
 - 16) *Medal for Leadership in the Advancement of Ceramic Technology*
 - 17) *Geijsbeek PACRIM International Award*
 - 18) *Global Distinguished Doctoral Dissertation Award*
 - 19) *Navrotsky Award for Experimental Thermodynamics of Solids*
 - 20) *Global Ambassador Award*
 - 21) *Rishi Raj Medal for Innovation and Commercialization*
 - H. *Committee on Finance*
 - I. *Committee on Strategic Planning for Emerging Opportunities*

BY-LAWS ARTICLE BXIV.2.A. EXECUTIVE COMMITTEE

- 2.A. *The Executive Committee is defined in the Constitution Article V, By-Laws Article V and Rules Article V, Government. The Executive Committee shall be responsible for the ongoing operations of the SOCIETY, implementation of Board directives, and oversight of the progress and status of the strategic plan and its activities. The Executive Committee shall work with the SOCIETY staff on plans and activities to meet SOCIETY goals. The Executive Committee shall make recommendations to the Board of Directors as to the allocation of volunteer, staff, and financial resources needed to meet goals.*

BY-LAWS ARTICLE RXIV.2.A.1. PAST PRESIDENT'S COUNCIL

- 2.A.1. *The Past President's Council of the SOCIETY shall be a Sub-Committee of the Executive Committee and consist of all living past Presidents of the SOCIETY. The Council shall act in an advisory capacity and perform such duties as are requested by the Board of Directors of the SOCIETY and, when appropriate, make suggestions and recommendations for consideration by the Board of Directors on matters pertinent to the SOCIETY and its operations. The Council shall have power to make such rules for the conduct of its own affairs and elect such Officers as it may deem proper consistent with the Charter, Constitution, By-Laws and Procedures of the SOCIETY.*

BY-LAWS ARTICLE BXIV.2.B. NOMINATING COMMITTEE

- 2.B. *The Nominating Committee is defined in Constitution Article VI and By-Laws Article VI, Nominations and Elections.*

BY-LAWS ARTICLE BXIV.2.C. COMMITTEE ON PUBLICATIONS

- 2.C.a. *The Committee on Publications shall be a principal activity committee consisting of the following members. The committee shall be composed of:*
- 1) *No fewer than eight principal members, each appointed for a four-year term with two appointed each year. One committee member entering the third or fourth year of appointment shall be appointed Chair for a two-year term (the method of appointing and approving the principal members and Chair are defined under the By-Law on Committees in General).*
 - 2) *The Chair of the Book Publishing Sub-Committee (ex officio).*
 - 3) *The Chair of the Bulletin Editorial Advisory Board (ex officio).*
 - 4) *The SOCIETY Executive Director, or designee, (ex officio).*
- b. *The Committee shall perform such additional duties as are prescribed in the Procedure Manual and shall act in general advisory capacity to the Board of Directors in all matters pertaining to the publications of the SOCIETY.*

BY-LAW ARTICLE BXIV.2.C.1. SUB-COMMITTEE ON BOOK PUBLISHING

- 2.C.1.a. *The Sub-Committee on Book Publishing shall be a defined standing committee reporting to the Committee on Publications. The committee shall be composed of:*
- 1) *No fewer than three members, one member shall be appointed by the Chair of the Publications Committee and approved by the Board of Directors each year for a term of three years.*
 - 2) *A Chair, appointed by the Chair of the Publications Committee and approved by the Board of Directors each year for a term of one year. It is suggested that this Chair be appointed from those who have had prior experience on the Sub-Committee on Book Publishing. The Chair will also serve as an ex officio member on the Publications Committee.*
 - 3) *The Chair of the Publications Committee (ex officio).*
 - 4) *The SOCIETY Executive Director, or designee, (ex officio).*
 - 5) *A representative from the SOCIETY book publishing partner (ex officio).*
- b. *The purpose of the Book Publishing Sub-Committee is to work with the SOCIETY commercial book publishing partner to build a jointly owned series of books covering ceramics and glass science and technology.*

BY-LAW ARTICLE BXIV.2.C.2. BULLETIN EDITORIAL ADVISORY BOARD

- 2.C.2.a. *The Bulletin Editorial Advisory Board shall be a defined standing committee reporting as a Sub-Committee to the Committee on Publications. The Committee shall be composed of the following members with no appointed member serving more than two consecutive full terms:*
- 1) *No fewer than six members who are members of the SOCIETY, each of whom will serve a one-year term, and will automatically be reappointed for up to two years unless notification is provided by the appointee of their desire to discontinue service, prior to the annual appointment process. Members shall be appointed by the President, in consultation with the Executive Director, and approved by the Board of Directors.*
 - 2) *The SOCIETY Executive Director, or designee, (ex officio).*

BY-LAWS ARTICLE BXIV.2.D. COMMITTEE ON MEETINGS

- 2.D.a. *The Committee on Meetings shall be a principal activity committee consisting of the following members:*
- 1) *No fewer than eight principal members, each appointed for a four-year term with two appointed (one from industry) each year. One committee member entering the third or fourth year of appointment shall be appointed chair for a two-year term (the method of appointing and approving the principal members and chair are defined under the By-Law on Committees in General).*
 - 2) *The SOCIETY Executive Director, or designee, (ex officio)*

- a. *The Committee on Meetings is responsible for planning, developing and organizing meetings that will serve the member needs and attract participation by both ACerS members and non-members.*
- b. *The Committee shall have three main functions:*
 - i. *Being responsible for initiating and planning future meetings topics; recruiting champions; seeking participation of industry groups, other technical societies, and/or governmental agencies.*
 - ii. *Organizing Annual meetings, developing structure for sessions & symposium; developing meeting formats, coordinating activities of both Division Program Chairs & Symposium Organizers, coordinating calls for papers, gathering supporting information for use in marketing the technical program, & ensuring that deadlines are met.*
 - iii. *The Meetings Committee is responsible for review and making recommendations regarding all meetings of the SOCIETY.*

BY-LAWS ARTICLE BXIV.2.E. COMMITTEE ON MEMBER SERVICES

- 2.E. a. *The Committee on Member Services shall be a principal activity committee consisting of the following members. The committee shall be:*
 - 1) *No fewer than eight principal members, each appointed for a four-year term with two appointed each year. One committee member entering the third or fourth year of appointment shall be appointed chair for a two-year term (the method of appointing and approving the principal members and chair are defined under the By-Law on Committees in General).*
 - 2) *The chair of the Diversity and Inclusion Sub-Committee*
 - 3) *The SOCIETY Executive Director, or designee, (ex officio)*
- b. *The duties of the committee shall be:*
 - 1) *Advise and recommend to the Board of Directors on all matters pertaining to membership services offered to all types of SOCIETY members and potential members.*
 - 2) *Ensure that all member constituencies are served by the SOCIETY through the use of information gathering techniques (e.g., surveys, focus group meetings).*
 - 3) *Coordinate membership promotion activities for all forms of membership.*
 - 4) *Serve in an advisory capacity to the Executive Director on matters pertaining to resignations, nonpayment of dues and classification of members with regard to membership grades.*
 - 5) *Working with the Division and Class membership Committees to promote active membership in the SOCIETY and its Division and Class activities.*
 - 6) *Make recommendations to the Board of Directors on activities for the Materials Advantage Program.*
 - 7) *Act in an advisory capacity to the Board of Directors on matters pertaining to the Sections and International Chapters.*
 - 8) *Hold at least one meeting each year at the time of the Annual Meeting of the SOCIETY and additional meetings at such other times as it may elect.*

BY-LAWS ARTICLE BXIV.2.E.1. SUB-COMMITTEE ON DIVERSITY, EQUITY, AND INCLUSION
--

- 2.E.1.a. *The Diversity, Equity, and Inclusion Sub-Committee shall be a defined standing committee reporting as a Sub-Committee to the Committee on Member Services. The Sub-Committee shall be composed of the following members:*
 - 1) *At least five members each serving three-year terms with one or two appointed each year (the method of appointing and approving the principal members and chair are defined under the By-Law on Committees in General).*
 - 2) *One committee member entering the second or third year of appointment shall be appointed Chair for a two-year term.*
 - 3) *Members shall be appointed by the President, in consultation with the current Chair, the Executive Director, and approved by the Board of Directors. Efforts shall be made to assure that the membership is diverse in terms of employment sector (academia, industry, government), nationality, gender, race, age, and ethnicity. Members may serve two consecutive terms after which they are ineligible for immediate reappointment.*
 - 4) *An ex officio member or regular member shall be designated each year by the Chair to serve as the SOCIETY Liaison to the Multi-Society Diversity Council and shall be eligible for reappointment.*
 - 5) *A representative from the President's Council of Student Advisors (PCSA) chosen alternate years by the leadership of that organization to serve for a two-year term.*
 - 6) *The Chair of the Member Services Committee (ex officio).*
 - 7) *The two members of the Committee on Society Awards (ex officio).*

- 8.) *The SOCIETY President-Elect nominee (ex officio), to serve as the (liaison from the Board of Directors).*
- 9) *The SOCIETY Executive Director, or designee, (ex officio).*
- 10) *The Chair of the Diversity, Equity, and Inclusion Sub-committee shall also serve as an ex officio member on the Member Services Committee.*
- 11) *A member of the Diversity, Equity, and Inclusion Sub-committee, appointed by the Chair, shall also serve as an ex officio member on the Strategic Planning for Emerging Opportunities committee.*

BY-LAWS ARTICLE BXIV.2.F. SELF-DIRECTED COMMITTEES

- 2.F. *Self-directed committees are defined in Constitution Article BXIV.1.5.*

BY-LAWS ARTICLE BXIV.2.G. COMMITTEE ON SOCIETY AWARDS

- 2.G.a. *The Committee on SOCIETY Awards shall be a defined standing committee. The committee shall be composed of:*
- 1) *No fewer than two members, one appointed each year by the President for two-year terms, the senior member will serve as the Chair, for a term of one year. No member shall serve on one of the award sub-committees during their appointment.*
 - 2) *The two members of the committee will serve on the Diversity and Inclusion Subcommittee (ex officio).*
 - 3) *The SOCIETY Executive Director, or designee, (ex officio)*
 - 4) *The chairs of each of the Award Sub-Committees*
- b. *The duties of the committee are:*
- 1) *Review and recommend changes to the By-laws and Procedures as they pertain to the selection and treatment of recipients of Division, Section and National Awards.*
 - 2) *Recommend and nominate if necessary, candidates from the SOCIETY as possible recipients of National Awards presented by the government or other national organizations.*
 - 3) *Analyze needs and recommend new and appropriate awards for consideration of the Board of Directors.*
 - 4) *Ensure that all SOCIETY awards are well advertised and that deadlines for submission of awards by appropriate committees are met.*
- c. *The procedures concerning the individual awards committee structures, committee responsibilities and award requirements shall be maintained in the SOCIETY Procedures Manual.*

BY-LAWS ARTICLE BXIV.2.H. COMMITTEE ON FINANCE

- 2.H.a. *The Committee on Finance shall be a defined standing committee reporting to the Board of Directors. The committee shall be composed of:*
- 1) *The Treasurer who shall act as the Chair of the Committee on Finance.*
 - 2) *The President.*
 - 3) *The President-Elect.*
 - 4) *Two Board members to be appointed by the President and approved by the Board of Directors serving for one year and subject to annual reappointment.*
 - 5) *Two members at large to be appointed by the President and approved by the Board of Directors serving for one year and subject to annual reappointment. When appropriate, one of the members-at-large shall be submitted to the Nominating Committee for the position of Treasurer-Elect.*
 - 6) *The SOCIETY Executive Director, or designee, (ex officio).*

BY-LAW ARTICLE BXIV.2.H. COMMITTEE ON STRATEGIC PLANNING FOR EMERGING OPPORTUNITIES

- 2.H.a. *The Committee on Strategic Planning for Emerging Opportunities shall be a defined standing committee reporting to the Board of Directors. The committee shall be composed of:*
- 1) *The SOCIETY President-Elect who shall serve as Chair (ex officio).*
 - 2) *The Chair of the Committee on Publication (ex officio).*
 - 3) *The Chair of the Committee on Meetings (ex officio).*
 - 4) *The Chair of the Committee on Member Services (ex officio).*
 - 5) *The SOCIETY President-Elect nominee (ex officio).*
 - 6) *Three members nominated by the President and appointed by the Board of Directors. One member shall be appointed each year for a term of three years.*

- 7) *A member from the Young Professionals Network, selected by the Young Professionals Network Co-chairs.*
- 8) *A member from the Diversity & Inclusion Sub-committee (ex officio).*
- 9) *The SOCIETY Executive Director, or designee, (ex officio).*

CONSTITUTION ARTICLE XV. BY-LAWS AND RULES

1. At any regular meeting of the Board of Directors, the Directors may, by a two-thirds vote of the Directors present, adopt such By-Laws as are consistent with the Charter and Constitution. Prior to such adoption, each such By-Law either shall be noticed at a previous meeting of the Board of Directors or shall be communicated by the Secretary to each Director at least thirty days before the meeting at which action is to be taken. A By-Law shall take effect immediately upon its adoption by the Board of Directors and shall be communicated to the membership within ninety days after such adoption.
2. The Board of Directors may adopt such rules consistent with the Charter, Constitution, and By-Laws as it may require to guide its actions. Rules shall become effective immediately upon adoption. No advance notice shall be required for the adoption or the amendment of Rules.

CONSTITUTION ARTICLE XVI. AMENDMENTS

1. Any voting member may propose amendments to this Constitution by filing a written petition with the Secretary who shall communicate it to each member of the Board of Directors within 30 days. If either a majority of the Board of Directors votes to submit the said proposed amendment to the voting membership of the SOCIETY or if the original petition is signed by at least 75 voting members, the Secretary shall communicate the proposal to the SOCIETY voting membership for discussion and comment.
2. After a minimum 90-day opportunity for discussion of and comment on the proposed amendment, the Board of Directors shall decide whether to amend the proposed amendment based on the discussion and comments.
3. After final approval by the Board of Directors, the proposed amendment shall be communicated to the voting membership of the SOCIETY and within 30 days thereafter the Secretary shall deliver, either by mail or electronic means, to all voters, ballots incorporating or summarizing said amendment.
4. The ballots shall be tabulated 30 days after the date of mailing, and in the event that two-thirds of the votes cast shall favor said amendment, it shall at once become effective.

CONSTITUTION ARTICLE XVII. FOUNDATIONS

1. The SOCIETY Board of Directors may authorize the establishment of Foundations of the SOCIETY in the manner provided by By-Laws.
2. Foundations of the SOCIETY shall be formed for specific philanthropic purposes that support the arts and sciences of ceramics.
3. Each Foundation shall have power to make such rules, and conduct such business as it may deem proper, consistent with the Charter, Constitution, By-Laws and Rules of the SOCIETY.
4. Each Foundation shall be governed by a Board of Trustees elected by the SOCIETY Board of Directors.
5. The Chair of the Foundation Board of Trustees shall serve as President of the Foundation.
6. No Foundation may obligate the SOCIETY except on authority of the Board of Directors.
7. In the event of dissolution of a Foundation, any assets of that Foundation after settlement of its obligations shall be conveyed to the SOCIETY.

BY-LAWS ARTICLE BXVII. FOUNDATIONS

- 1 A. *The purpose of a Foundation shall be to promote the arts and sciences connected with ceramics for the use and benefit of the public. The activities and programs of the a Foundation shall be in accordance with the Constitution, By-Laws and Procedures of The American Ceramic Society, and the Foundation shall not prejudice the tax-exempt status of the SOCIETY or the Foundation under Section §501(c)3 of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States revenue law.*

- B. *The specific objectives of a Foundation, to be defined by the SOCIETY Board of Directors, shall include, but not be limited to, the enhancement of ceramic engineering, science and technology education.*
 - C. *The SOCIETY Board of Directors may elect to make a Founding Grant and subsequent Sustaining Grants to a Foundation which then become part of the assets of the Foundation. Funds in the Foundation may revert to the SOCIETY only when the Foundation ceases to exist, the Foundation becomes inactive, or if the funds are needed to preserve the survival of The American Ceramic Society in which case they may be withdrawn from the Foundation only with the approval of the Board of Directors of The American Ceramic Society.*
 - D. *The sole member of a Foundation shall be The American Ceramic Society.*
 - E. *The government of a Foundation shall be carried out in accordance with the By-Laws and Procedures of the Foundation and Charter, Constitution, By-Laws and Procedures of the SOCIETY.*
 - F. *The primary responsibility of the Board of Trustees of a Foundation shall be to raise and utilize the funds of the Foundation in keeping with the purpose of the Foundation.*
2. A. *A Foundation of the SOCIETY shall be the Ceramic and Glass Industry Foundation, formerly named the Ceramic Foundation. The purpose of the Ceramic and Glass Industry Foundation is to support students who are preparing for careers in ceramics and glass. The Ceramic and Glass Industry Foundation will also provide continuing education and career development for those employed in the ceramic and glass related industries.*
- 1. *The Trustees of the Ceramic and Glass Industry Foundation shall be as follows.*
 - a. *The Executive Director of the SOCIETY also serving as Secretary of the Foundation. The duties of the Secretary shall be to record minutes of all meetings of the Board of Trustees and administer the staff and affairs of the Ceramic and Glass Industry Foundation.*
 - b. *The Treasurer of the SOCIETY also serving as the Treasurer of the Foundation for the term of office as SOCIETY Treasurer. The duties of the Treasurer shall be to maintain accurate books of the accounts of the Ceramic and Glass Industry Foundation.*
 - c. *A member of the SOCIETY Board of Directors selected by the President of the SOCIETY to serve for the one-year term of the SOCIETY President,*
 - d. *Individuals nominated by the Board of Trustees of the Ceramic and Glass Industry Foundation and elected in staggered three-year terms by the Board of Directors of the SOCIETY. These Trustees shall take office at the close of one Annual Meeting of the SOCIETY and shall serve until the close of the third succeeding Annual Meeting, or until their respective successors have been elected and duly qualified.*
 - 2. *The Board of Trustees of the Ceramic and Glass Industry Foundation shall have the power:*
 - a. *To raise funds for the Ceramic and Glass Industry Foundation.*
 - b. *To approve the investment and divestiture of funds for the purposes of the Ceramic and Glass Industry Foundation.*
 - c. *To provide for audits or reviews to be made of Ceramic and Glass Industry Foundation accounts by a certified public accountant as part of the SOCIETY audit or review.*
 - d. *To appoint standing committees of the Ceramic and Glass Industry Foundation.*
 - e. *To provide the SOCIETY Board of Directors the Trustee nominees for the Foundation Board of Trustees.*
 - 3. *The Chair of the Board of Trustees shall be elected annually by the Board of Directors of the SOCIETY and shall serve as President of the Ceramic and Glass Industry Foundation. The Chair/President shall be responsible for the general supervision of the affairs of the Ceramic and Glass Industry Foundation, subject to the control and direction of the Board of Trustees of the Ceramic and Glass Industry Foundation. The duties of the President shall be to chair the Board of Trustees, to recommend to the Board of Trustees committee appointments, and to preside over all meetings of the Board of Trustees.*
 - 4. *The assets of The Ceramic and Glass Industry Foundation shall be the Founding Grant, any Sustaining Grants from the SOCIETY, all subsequent grants and funding to the Foundation, and all income earned on the assets of the Ceramic and Glass Industry Foundation. Assets acquired by the Ceramic and Glass Industry Foundation and all income on the assets of the Ceramic and Glass Industry Foundation may be expended only under the conditions, if any, explicitly dictated by the granting individual or agency and upon the approval of the Board of Trustees of the Ceramic and Glass Industry Foundation.*
- B. 1. *The Board of Trustees of the Ceramic and Glass Industry Foundation shall recommend to the SOCIETY Board of Directors candidates for vacancies to fill the expired or unexpired terms of the Trustees, Chair, Chair-Elect, and Immediate Past Chair of the Ceramic and Glass Industry Foundation. From the candidate(s) recommended by the Board of Trustees of the Ceramic and Glass Industry Foundation and others nominated from the floor, the Board of Directors of the SOCIETY shall elect the Trustees to fill these vacancies. The Board of Trustees of the Ceramic and Glass Industry Foundation and the Board of Directors of the SOCIETY shall consider the importance of representation from the ceramic and glass industry in the nomination and election of members to the*

- Board of Trustees. The term of each Trustee-nominee shall be identified prior to election by the Board of Directors.*
2. *Elected Trustees of the Ceramic and Glass Industry Foundation shall not be eligible for immediate reelection to the Board of Trustees after serving two (2) full three-year terms, however, former Trustees who have been out of this office for at least two years may subsequently be reelected, and those who have completed less than two (2) three-year terms may be immediately reelected. The Executive Director of the SOCIETY shall serve as the Foundation Secretary for the contract term as SOCIETY Executive Director. The SOCIETY Treasurer shall serve as the Foundation Treasurer for the elected term as SOCIETY Treasurer. The SOCIETY Board of Director appointed by the SOCIETY President as a Foundation Trustee shall be eligible for reappointment for two (2) consecutive one-year terms by the SOCIETY President after which that person may not be reappointed or elected to this position until being out of the Trustee office for at least two years.*
- C. 1. *The Board of Trustees shall meet at least once annually at the Annual Meeting of the SOCIETY. Additional meetings may be held with seven days written notice, including email notice, requested by the Chair or any three Trustees.*
 2. *Meetings by teleconference shall be considered meetings of the Board of Trustees.*
 3. *A majority of the Board of Trustees shall constitute a quorum.*
 4. *"Robert's Rules of Order, Revised" shall govern the proceedings of the Ceramic and Glass Industry Foundation in all cases when they are applicable and consistent with the Constitution, By-Laws and Procedures of the SOCIETY.*
- D. 1. *There shall be no dues required for membership in the Ceramic and Glass Industry Foundation.*
 2. *There shall be no fees or travel expenses paid to Trustees of the Ceramic and Glass Industry Foundation.*
- E. *The Board of Trustees may appoint such committees and committee chairs as it may deem advisable for the advancement of the purpose of the Ceramic and Glass Industry Foundation.*

CONSTITUTION ARTICLE XVIII. SUBSIDIARIES

1. **The Board of Directors may authorize the establishment of Subsidiaries of the Society in the manner provided in the By-Laws.**
2. **Subsidiaries of the Society shall be formed for specific purposes to support the interests of the Society.**

BY-LAWS ARTICLE BXVIII. SUBSIDIARIES

1. *The International Ceramic Artists Network (ICAN) shall be a Subsidiary of the SOCIETY. The purpose of the International Ceramic Artists Network is to meet the needs of studio potters and ceramic artists by providing forums for knowledge exchange and professional enhancement. Additional Subsidiaries of the SOCIETY may be constituted by the Board of Directors by amending this By-Law paragraph.*
2. *The provisions of the Charter, the Constitution, By-Laws, and Procedures of the SOCIETY shall govern the procedure of all Subsidiaries, but no action or obligation of a Subsidiary shall be considered an action or obligation of the SOCIETY. No Officer of a Subsidiary shall have power to obligate the SOCIETY in any way without specific approval of the Board of Directors.*
3. *The Procedures of a Subsidiary and any modifications thereto shall be reviewed by the SOCIETY Parliamentarian to assure that they do not conflict with the Constitution, By-Laws, or Procedures of the SOCIETY. The Board of Directors shall make the final decision on questions of conflict between the rules of a Subsidiary and the Constitution, By-Laws, or Procedures of the SOCIETY, after the Parliamentarian has reviewed the matter and made a recommendation thereon.*