



Chapter Bylaws

The structure of any association begins with its bylaws - they are the foundation of the organization. Each ACerS Chapter approves and is governed by their Chapter bylaws. For newly-formed Chapters, adopting bylaws presents a good opportunity for teamwork and for putting real thought into the direction your Chapter 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 Chapter bylaws every year since these are the rules and structure of your Chapter. If your rules are not working, change them to fit what works best for YOUR Chapter (quorum percentage for conducting business during a meeting, eligibility for elective office, etc.).

Since each Chapter 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 Chapter bylaws contain at least the following items:

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

As you draft the bylaws, they should reflect the fundamental rules governing the Chapter 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.



(EXAMPLE)

BYLAWS OF THE _____ CHAPTER

The American Ceramic Society (ACerS)

ARTICLE I - NAMES AND LOCATIONS

Section 1: Name

The name of the Chapter shall be the _____ Chapter of The American Ceramic Society, hereinafter referred to as the "Chapter."

Section 2: Location

The Headquarters of the Chapter 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 Chapter 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 Chapter 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 Chapter 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. It is an international association.

Section 3: Certain Activities Prohibited

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private individuals. The Chapter shall neither lend any of its assets, nor guarantee to any person the payment of a loan, to or on behalf of any member, Director, or Officer. The Chapter, however, shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the objectives set forth in Article II.

The Chapter will not conduct lobbying activities. The Chapter will not participate or intervene in any political campaign on behalf of any candidate for public office. The Chapter will not conduct any activities not permitted by an organization exempt from income tax under the tax laws of the states and/or nations in which the Chapter 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 individual and corporate members participate in the professional dialogue among government, industry and academia reflects the ethical reputation of ACerS. Chapter members shall follow the standards of conduct and ethics guidance of their appropriate government authorities.

ARTICLE III - MEMBERSHIP

Section 1: General

Membership in the Chapter shall be open to all citizens and industrial organizations of the free world that are interested in furthering the objectives of ACerS and the Chapter as set forth in the ACerS Articles of Incorporation and Bylaws and the provisions of the Chapter Bylaws.

Section 2: Classes of Membership

The membership of the Chapter 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 Chapter. No additional dues are to be collected for membership in the Chapter. Funds for Chapter activities will be provided by ACerS.



ARTICLE IV - CHAPTER OFFICERS

Section 1: Chapter Officers shall consist of at least a Chair, Secretary, and Treasurer

Officers shall be elected for terms by a majority vote of the Chapter membership. No member may hold more than one office during the Chapter 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 Chapter and shall perform the duties usual to the office. The Chair shall preside at the meetings of the Chapter 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 Chapter. The Chair shall perform such other duties as or as may be prescribed by the Chapter's Executive Committee.

Section 3: Immediate Past Chair (for Chapters established for longer than three years)

The role of the Immediate Past Chair is to ensure continuity during governance transitions and organizational change, to support the Chapter 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 Chapter Chair. The term can be extended if necessary and approved by the Executive Committee.

Section 4: Responsibilities of the Secretary

The Secretary shall prepare, publish, and maintain minutes of Chapter meetings and committee meetings prepared and published by those committees, maintain a role of Chapter membership to include the address and status of each member and maintain official records. The Secretary shall provide notice of any special meetings at the direction of the Chair. The Secretary shall distribute minutes to members of the Executive Committee with an information copy to the ACerS Outreach Manager and to interested Chapter members.

Section 5: Responsibilities of the Treasurer

The Treasurer shall be comptroller of the finances and accounts of the Chapter under the direction of the President and the Executive Committee, and shall prepare an annual budget and render an annual statement of accounts and such special reports as may be called for by the Executive Committee.

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 Chapter Officers and the immediate preceding Past Chapter Chair residing in the area. The Chapter 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 four 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 Chapter 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 Chapter except by the approval of the Executive Committee or as covered in these Bylaws. Expenditures of less than one hundred dollars (\$100.00 USD) may be authorized by the Chair to be subsequently approved by the Executive Committee. Expenditures of over \$500 USD 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. Chapter members at the first Chapter meeting of each year will review this budget.

ARTICLE VII - CHAPTER MEETINGS

Section 1: Annual/Special Meeting

The Chapter shall hold an Annual Meeting each year. The purpose of the Annual Meeting shall be the election of Chapter officers, the submission of reports by the Officers, and such other matters as decided upon by the Executive Committee. Written or printed notification will be provided to all members at least thirty (30) days prior to the Annual/Special Meeting. 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.

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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 Chapter shall be held throughout the year, the time and place to be designated by the Chair. The Chapter 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.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1: The Nominating Committee

The Nominating Committee shall consist of at least three members of the Chapter, as appointed by the Chapter Chair. The Committee shall present a slate of officer nominees to all Chapter 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- or three-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 Chapter, 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 Chapter 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 President and signed by not less than five (5) percent of Chapter members.

Section 2: Amendment Approval

Proposed amendments shall be submitted to the Chapter membership at least one month prior to being voted on at a regular Chapter meeting.



Section 3: Amendment Effective Date

Amendments, which have been adopted by a majority of the Chapter membership voting at a regular Chapter 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 Chapter, the ACerS Board of Directors will dissolve the Chapter. Upon dissolution of a Chapter for whatever reason, all assets of the Chapter will be turned over to the Society.