



***BYLAWS OF THE
PHILADELPHIA SECTION
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name**

This organization shall be known as the Philadelphia Section (hereinafter referred to as the “Section”) of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the “SOCIETY”). The Section is incorporated under the laws of the State of Pennsylvania.

**BYLAW II
Purposes**

Section 1. The Purposes of the Section shall be those of the SOCIETY as stated in the ACS Governing Documents, which consist of the Charter, Constitution, Bylaws, Standing Rules, Schedule of Dues and Benefits, and Regulations.

Section 2. Nothing in these bylaws shall be inconsistent with the ACS Governing Documents.

Section 3. The Section is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

**BYLAW III
Territory**

The territory of the Section shall be that assigned to it by the SOCIETY.

**BYLAW IV
Members and Affiliates**

Section 1. The rolls of the Section shall include those MEMBERS and STUDENT MEMBERS (hereinafter collectively referred to as “members”) and Society Affiliates of the SOCIETY residing

*Effective June 15, 2026. Approved, as amended, by the Committee on Constitution and Bylaws, acting for the Council of the AMERICAN CHEMICAL SOCIETY. (C&B: bylaws@acs.org; www.acs.org/govdocs).

within the territory of the Section provided that any exceptions to this rule shall be made in conformity with the ACS Governing Documents.

Section 2. STUDENT MEMBERS shall be entitled to all privileges of membership unless otherwise specified.

- a. They may not hold an elective position of the SOCIETY.
- b. They may not serve as a Councilor, Alternate Councilor, or the Temporary Substitute Councilor.
- c. They may not serve as an officer of the Section.
- d. They may not hold an elective position of the Section as noted elsewhere in these bylaws.
- e. They may be appointed as a committee chair.

Section 3. Society Affiliates may be assessed dues in the amount specified by the Executive Committee. A Society Affiliate may not (1) hold an elective position, (2) vote on Articles of Incorporation and bylaws of the Section, (3) vote for Councilor(s) or Alternate Councilor(s), or (4) serve as a voting member of the Executive Committee. Except as mentioned above, a Society Affiliate may not vote for an elective position of the Section but may be appointed as a committee chair.

Section 4. The Section may have Local Section Affiliates, who are neither members nor Society Affiliates, as authorized in the ACS Governing Documents. A Local Section Affiliate shall retain affiliate status only so long as payment is made of Local Section Affiliate dues of not less than two dollars (\$2.00) per annum. A Local Section Affiliate may not (1) hold an elective position, (2) vote on Articles of Incorporation and bylaws, (3) vote for Councilor(s) or Alternate Councilor(s), or (4) serve as a voting member of the Executive Committee. Except as mentioned above, a Local Section Affiliate may not vote for an elective position of the Section but may be appointed as a committee chair.

Section 5. Members and affiliates, which includes Society Affiliates and Local Section Affiliates, shall have such rights and privileges as accorded to them by the ACS Governing Documents and these bylaws.

BYLAW V

Officers, Executive Committee, and Councilor(s)

Section 1. The officers of the Section shall be MEMBERS of the SOCIETY and the Section, and shall consist of the Chair, Chair-Elect, Immediate Past Chair, Secretary, and Treasurer. The Secretary and Treasurer positions may be held by the same person.

Section 2. The Executive Committee shall be the governing body of the Section and as such shall have full power to conduct, manage, and direct the business and affairs of the Section in accordance with the ACS Governing Documents and these bylaws. The Executive Committee shall consist of the officers of the Section, and 15 elected Directors. The 15 Directors shall be MEMBERS of the SOCIETY and the Section.

- a. The Executive Committee may, by resolution, require any officer, member of a committee, or other functioning personnel of the Section to give bond to the Section with sufficient sureties

conditioned for the faithful performance of the duties of the respective office or position. The expense of any such bond shall be borne by the Section.

Section 3. Terms of Office

- a. The Chair shall serve for a term of one year beginning on January 1 following election or until a successor takes office. The Chair is not eligible to serve in the position of another Section officer until the end of the term as Immediate Past Chair.
- b. The Chair-Elect shall serve for a term coincident with that of the Chair and is not eligible for reelection. At the end of the Chair-Elect's term of office, the Chair-Elect shall succeed to the office of Chair.
- c. The Secretary and Treasurer shall serve for a term of two years beginning on January 1 following election or until their duly elected successors take office; they shall be elected in alternate years, whenever possible, to provide for a rotation of terms.
- d. The 15 Directors shall serve for a term of three years beginning on January 1 following election and shall be elected in separate years, whenever possible, to provide for a rotation of terms. If an elected Director is elected as an officer of the Section, acceptance of such office shall be considered to involve resignation of the former position as Director, and the position thus vacated shall be filled as described elsewhere in these bylaws.
- e. Unless specified elsewhere in these bylaws, the incumbent of any position is eligible for reelection.

Section 4. The duties of the officers and the 15 Directors shall be such as usually pertain to their offices, together with those required by these bylaws and by the ACS Governing Documents, and such other duties as may be assigned to them from time to time by the Executive Committee.

Section 5. Vacancies

- a. In the event of a vacancy in the office of Chair, the Chair-Elect shall assume the duties of Chair for the remainder of the term. In such a case, the Chair-Elect moving into the position of Chair shall also hold that position during the normal term as Chair as part of the leadership transition.
- b. All other vacancies, except for Councilor(s) and Alternate Councilor(s), shall be filled by majority vote of the Executive Committee through interim appointment for the period up to the next annual election. At that time, the procedures for election as outlined in the bylaws of the Section shall be followed.
- c. An interim appointee to the vacated office of Chair-Elect shall not automatically succeed to the office of Chair. At the next election, both a Chair and a Chair-Elect shall be elected.

Section 6. Councilor(s), Alternate Councilor(s), and Temporary Substitute Councilor

- a. The Section shall have Councilor(s) and Alternate Councilor(s) as provided in the ACS Governing Documents. The Section's Councilor(s) and Alternate Councilor(s) shall carry out those duties assigned to them by the ACS Governing Documents. In particular, the Councilor(s) (or Alternate Councilor(s) or Temporary Substitute Councilor if so designated to

serve in place of the Councilor for a particular meeting), shall attend meetings of the Council of the SOCIETY and represent the Section at such meetings.

- b. Councilor(s) and Alternate Councilor(s) shall be elected by ballot from among the MEMBERS for three-year terms beginning January 1 following election. Reelection is permissible. Councilor(s) shall be elected in separate years, whenever possible, to provide for a rotation of terms in accordance with the ACS Governing Documents. A partial term of one or two years shall be used whenever necessary to establish or to restore rotation of three-year terms provided that the Councilor and/or Alternate Councilor candidate(s) agree to the partial term before the election.
- c. In the event that a Councilor is unable to attend a specified meeting of the Council of the SOCIETY, the Chair of the Council Affairs Committee shall appoint one of the Alternate Councilor(s) to serve as Councilor at the specified meeting. Such appointment of an Alternate Councilor shall be for only one meeting. When making such appointments, the Chair of the Council Affairs Committee should, when practicable, follow an order of precedence based on the results of the annual election in which the Councilor unable to attend was elected, beginning with the Alternate Councilor receiving the largest number of votes and proceeding in descending order until a willing and available Alternate Councilor is identified.
- d. If every Councilor and Alternate Councilor of the Section will be absent from a Council meeting, thus leaving the Section without representation at such meeting, the Executive Committee may designate one MEMBER of the Section as a Temporary Substitute Councilor in accordance with the ACS Governing Documents.
- e. The Executive Committee shall designate one or more Councilor(s) to be disqualified under provisions of the ACS Governing Documents for reallocation of Councilor(s) among the Sections.
- f. Any vacancy in the position of Councilor or Alternate Councilor shall be filled for the remainder of the unexpired term at the time of the next annual election. The vacancy may be filled by a special election, by appointment by the Executive Committee until the next annual election, or as described elsewhere in the ACS Governing Documents and in these bylaws.

BYLAW VI Manner of Election

Section 1. The election of officers and the 15 Directors shall be conducted by a ballot distributed to the members of the Section in accordance with the ACS Governing Documents and these bylaws. Councilor(s) and Alternate Councilor(s) shall be elected by a ballot distributed to all members of the Section; affiliates may not vote for officers, other elective positions, and Councilor(s) and Alternate Councilor(s).

Section 2. Nominations

- a. Prior to June 15, the Immediate Past Chair of the Section shall notify the Executive Committee and the Nomination Committee, as described elsewhere in these bylaws, of the elective positions to be filled. The Executive Committee may decide that for Councilor(s), the candidate(s) with the majority of votes shall be declared elected as Councilor(s); the

candidate(s) with the next largest number of votes shall be declared elected as Alternate Councilor(s). The Nomination Committee shall be promptly notified of such a decision.

- b. By September 15 of each year, the Nomination Committee shall report to the membership its list of nominees for each office, for Councilor(s) and Alternate Councilor(s), and for any other position(s).
- c. Prior to October 15, any member or affiliate of the Section may, in writing or from the floor at a meeting to conduct governance business, nominate additional candidates for office, provided that the candidates are MEMBERS of the Section for officers, other elective positions and Councilor(s) and Alternate Councilor(s), as required elsewhere in these bylaws. To go forward, the nomination must be seconded by a member or affiliate of the Section. Nominations so made shall be equally valid as those from the Nomination Committee. All candidates nominated shall have indicated willingness to serve if elected.

Section 3. When a ballot is used, the candidates for each office and for Councilor(s) and Alternate Councilor(s) shall be listed in an order to be selected by lot. The ballot shall be distributed by November 1 to eligible voters as noted above. Affiliates may not vote for Councilor(s) and Alternate Councilor(s). The ballot shall provide for a write-in candidate for each position to be filled. A paper ballot shall be provided to any eligible voter who requests it.

Section 4. The ballots shall be tabulated and validated not later than November 15. The candidate for each position receiving the largest number of votes shall be declared elected. In case of a tie vote for any position, the Executive Committee, by ballot, shall elect from among the candidates who share the tie vote; the candidate receiving the largest number of votes shall be declared elected.

Section 5. The results shall be announced by the Section Chair or the Chair's designee as soon as possible after the election and published in the Section's newsletter and/or on the Section's website soon thereafter. The results shall be certified to the Chief Executive Officer of the SOCIETY not later than December 1.

Section 6. In accordance with the ACS Governing Documents, balloting procedures should ensure fair balloting that is open to all eligible members, protection against fraudulent balloting, and the timely reporting and archiving of balloting results.

BYLAW VII

Disciplinary Action and Recall of Elected Officials

Section 1. Members and affiliates, including Society Affiliates and Local Section Affiliates, shall be provided access to the SOCIETY's Volunteer and Participant Code of Conduct policy and to other related policies as may be provided by the SOCIETY and the Section.

Section 2. Allegations of violations of these policies shall be reported for investigation and referral for possible disciplinary action to the appropriate governing body or bodies as outlined within the policies.

Section 3. The officers and elected officials of the Section, but not the Councilor(s) and Alternate Councilor(s), are subject to removal from office for neglect of duties or conduct injurious to the SOCIETY or the Section.

Section 4. The recall of an official shall be initiated when a signed petition, indicating in writing the specific charges and reasonable substantiating evidence, is submitted to the Chair from at least five members of the Section. In the event the Chair is the official in question, the Chair-Elect shall receive the petition and shall assume the duties of the Chair with respect to this issue until the issue is resolved.

Section 5. The Chair shall, without delay, determine that the petitioners are aware of the gravity of their actions and the procedures to be followed. The Chair shall seek an alternate resolution to the problem and a withdrawal of the petition at this time. In the absence of a resolution to the problem, the Chair shall notify the members of the Executive Committee and call a special meeting within thirty days.

- a. The Executive Committee shall promptly continue the recall process or dismiss the petition as ill-founded or find an alternative solution to the problem. The Chair shall promptly inform the petitioners and the official of the decision of the Executive Committee. If no contact with the official can be made after a reasonable effort, the Executive Committee may remove the official in question with a two-thirds (2/3) vote of the remaining members.
- b. If the proceedings continue:
 - (1) The Chair shall assign the duties of the official to another MEMBER of the Section, as required elsewhere in these bylaws, until the issue is resolved.
 - (2) The official shall be offered an opportunity to answer the allegations in the petition before the Executive Committee. A certified letter shall be sent to the last known address on the official SOCIETY membership roll. Upon notification, the official shall have thirty days to make a written response to the allegations.
 - (3) The Executive Committee shall decide whether or not to proceed after studying the official's response. The Chair shall inform the official and the petitioners of the decision of the Executive Committee. If the Executive Committee decides that the proceedings shall continue, the official shall choose one of the following options:
 - (a) The official may resign.
 - (b) The official may request a recall vote. Section members shall be informed, through brief written statements prepared by the Executive Committee and the official, of the issues involved with the recall vote. Both statements shall be distributed to the members with the ballot. A paper ballot shall be provided to any member who requests it. At least two-thirds (2/3) of the votes cast shall be required for the official to be removed from office. The membership shall be informed of the results of the recall vote.
 - (c) The official may request a hearing and a recall vote by the remaining members of the Executive Committee. At least a two-thirds (2/3) vote of the remaining members of the Executive Committee shall be required to recall the official.
 - (d) The official may choose not to respond and thus forfeit the position.

Section 6. The vacancy provisions of these bylaws shall be used to fill a vacancy caused by a recall process. The Chief Executive Officer of the SOCIETY shall be informed of the recall and the filling of the vacancy.

BYLAW VIII Committees

Section 1. The Executive Committee shall establish committees as necessary for the proper operation of the Section. All committee members shall be members and/or affiliates of the SOCIETY and the Section.

Section 2. The Section shall have the following standing committees: Audit, Awards, Budget and Finance, Communications, Council Affairs, Nomination, Program Planning, and Tellers.

- a. Audit Committee. The Audit Committee shall consist of the Chair-Elect and two Directors, approved by the Executive Committee. Members of the Audit Committee shall not concurrently be a member of the Budget and Finance Committee.
- b. Awards Committee. Each year before December 31, the Nomination Committee must provide the Executive Committee with at least two member nominations for the Awards Committee. This committee, composed of six or more appointees, shall have members serve three-year terms. To ensure rotation, appointments shall be structured so that members begin their terms on January 1 after Executive Committee approval. The incoming Chair-Elect of the Section must appoint, possibly including themselves, the Chair of the subsequent year's Awards Committee with Executive Committee approval by December 31 annually. Regardless of the appointed Chair, the Section's incoming Chair-Elect will also serve as a member of the Awards Committee.
- c. Budget and Finance Committee. The committee must have at least four members, including the Section's Treasurer as an *ex officio* member. Each year before November 1, the Nomination Committee shall propose a member for the Executive Committee's approval. This appointee, whether new or re-appointed, shall begin their three-year term on January 1, ensuring annual rotation. Prior to January 1, the Chair-Elect shall select a Chair from among the committee's appointed members.
- d. Communications Committee. On or before November 1 of each year, the Chair-Elect shall, subject to the approval of the Executive Committee, appoint the Communications Committee Chair. The Communications Committee shall be comprised of the appointed Chair, the Editor-in-Chief of *the Catalyst*, and any additional members designated by the Committee Chair. The Section's Chair-Elect is also permitted to select one individual to serve on this committee.
 - (1) The official publication of the Section shall be known as *the Catalyst*. It shall contain notices of all Section meetings, other official communications and announcements of the Section, and such other matters as the Communications Committee, as described elsewhere in these bylaws, may deem proper. It may also contain similar matters pertaining to the activities of such adjacent Local Sections of the SOCIETY, as they may enter into a cooperative agreement with the Section with respect thereto, which is satisfactory to the Executive Committee.
 - (2) An issue of *the Catalyst* shall be published each month with the exceptions of July, August, and December unless otherwise directed by the Executive Committee.
- e. Council Affairs Committee. The Council Affairs Committee comprises all Section Councilor(s) and Alternate Councilor(s) as of November 1, along with Section MEMBERS who are Division Councilors or *ex officio* Councilors. Before November 10 each year, the

committee's current Chair shall solicit nominations from committee members for the succeeding year's Chair. A vote on the nominees shall then be conducted by the Chair, and the elected individual shall be announced to the committee members and the Section's Chair by the December Executive Committee meeting. This individual shall then serve as the Council Affairs Committee Chair for the following calendar year.

- f. **Nomination Committee.** The Immediate Past Chair shall serve as Chair of the Nomination Committee. By November 1, the Section's Chair shall appoint four additional members to this committee, subject to the approval of the Executive Committee. The committee members shall serve a one-year term beginning January 1 of the following year.
- g. **Program Planning Committee.** The Program Planning Committee shall be chaired by the current Chair-Elect of the Section who shall appoint the other members of this committee from the members of the Section.
- h. **Tellers Committee.** The Tellers Committee shall consist of at least three members of the Section, none of whom shall be a candidate for office. After the slate of candidates for election is approved by the Executive Committee, the Chair of the Tellers Committee shall be appointed by the Section's Chair subject to the approval of the Executive Committee. The Tellers Committee Chair shall appoint the other members of the committee subject to the approval of the Executive Committee.
- i. **Temporary (ad hoc) Committee(s).** Temporary committees, called ad hoc committees as mentioned elsewhere in these bylaws, may be appointed to conduct business not already within the purview of any standing committee and shall be terminated at the end of the term of the appointed Chair. The Chair shall be an ex officio member of all committees and shall perform all duties incident to the office of President of a nonprofit corporation and such other additional duties as may from time to time be assigned by the Executive Committee.

Section 3. Ad Hoc Committees. The Executive Committee may establish and dissolve temporary, ad hoc committees and other special bodies as it deems necessary for the functioning of the Section.

Section 4. Other Committees. On or before November 1, the Chair-Elect shall submit to the Executive Committee, for approval, the selection of Chairs for other standing and special committees authorized by the Executive Committee. This submission shall include the names of the committee members selected by each committee Chair. The Chair and members of each standing and special committee, as mentioned elsewhere in these bylaws, shall serve a term of one year beginning January 1 of the following year.

BYLAW IX

Meetings

Section 1. The Executive Committee shall designate the times and places of the Section's meetings as it finds necessary or desirable for the proper functioning of the Section. The Section shall hold at least one meeting annually to conduct governance business; however, this requirement may be modified by the Executive Committee.

Section 2. The Chair shall set the order of business for meetings of the Section to conduct governance business. The order of business may be suspended by a majority vote of the members present.

Section 3. The Section may hold special meetings to conduct governance business upon the written request of a majority of the Executive Committee or upon the written request of 15 members of the Section. To be valid, such request shall be received by the Secretary of the Section at least ten days before the date requested for the meeting and shall state the exact nature of the business to be transacted. No other business shall transpire at such meetings.

Section 4. Meetings of the Executive Committee and meetings of the Section to conduct governance business, with the approval of the Chair, may be held by means of electronic communications technology that permits those in attendance to read or hear the proceedings substantially concurrently with their occurrence, and for voting members to vote as needed.

Section 5. The Executive Committee shall meet upon due notice either at the call of the Chair or upon request of a majority of its members. A quorum for an Executive Committee meeting shall consist of a majority of the voting members of the Committee. In the absence of a quorum, called meetings of the Executive Committee shall adjourn to a specific date.

Section 6. Due notice of the Section's meetings, not including committee meetings, shall be distributed to each member and affiliate of the Section. A quorum for the transaction of governance business at such a Section meeting shall consist of 10 members of the Executive Committee. No governance business shall be conducted in the absence of a quorum.

Section 7. The fee for registration at any special meeting shall be decided by the Executive Committee, but there shall be no fee for attendance at any sessions held by the Section for the transaction of governance business.

Section 8. The most recent edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not covered in these bylaws or in the SOCIETY's documents.

BYLAW X

Finances

Section 1.

- a. Members of the Section may be assessed voluntary Local Section dues in an amount set by the Executive Committee. The Executive Committee shall have the option to waive or discount dues for STUDENT MEMBERS and for emeritus members.
- b. Society Affiliates may be assessed annual dues in an amount set by the Executive Committee.
- c. The annual dues of Local Section Affiliates shall be determined by the Executive Committee in accordance with the ACS Governing Documents, and as mentioned elsewhere in these bylaws.

Section 2. The Section may raise or collect funds to be expended for Section purposes and may have the entire management and control of such funds insofar as such management and control shall not conflict with any provision of these bylaws or with the ACS Governing Documents.

Section 3. The Section may receive donations or bequests made to it and may expend or invest the same on behalf of the Section. Such expenditures or investments shall be made by the Treasurer of the Section upon authorization by the Executive Committee.

Section 4. An annual review of the books of the Treasurer and of any other transactions regarding the Section's funds shall be conducted by two or more disinterested members or individuals, appointed by the Executive Committee. The reviewers' report of their findings shall be submitted to the Executive Committee by January 31.

BYLAW XI

Affiliation with Other Technical Organizations

Section 1. The Section may affiliate with other technical organizations operating within the territory of the Section provided that such affiliation does not contravene the ACS Governing Documents. Such affiliation must be approved by the Executive Committee of the Section and the SOCIETY Committee on Local Section Activities.

Section 2. The affiliation with the technical organization shall become effective upon authorization by the Executive Committee of the Section and the SOCIETY Committee on Local Section Activities, and upon confirmation by the SOCIETY Committee on Constitution and Bylaws, acting for the Council, that the specific requirements of the ACS Governing Documents are met.

Section 3. The Executive Committee may terminate the affiliation with any technical organization by notifying, in writing, the governing body of the technical organization. The technical organization may terminate the affiliation upon written notice to the Section's Executive Committee. Affiliations shall terminate after five years unless reauthorized by the Executive Committee. The term of each subsequent reauthorization shall not exceed five years.

BYLAW XII

Amendments

Section 1. A petition to amend the bylaws may be initiated by the Executive Committee or by a petition signed by at least 15 members of the Section. If the proposed amendment is approved by the Executive Committee, if practical, it shall be submitted to the SOCIETY Committee on Constitution and Bylaws for review.

Section 2. The Executive Committee will then incorporate all the required changes and either accept or reject any recommended changes that are suggested by the SOCIETY Committee on Constitution and Bylaws. The revised bylaws shall then be submitted to the Section members for adoption. This may be accomplished at a business meeting of the Section provided that a minimum of four weeks' prior notice is given to the Section members.

Section 3. If a proposed amendment is not approved by the Executive Committee and if the petition is signed by at least 15 members of the Section, if practical, it shall be submitted to the SOCIETY's Committee on Constitution and Bylaws for review before being distributed to the members of the Section.

Section 4. At least two-thirds (2/3) of the votes cast shall be required to approve the amendment. This may be done at a Section meeting to conduct governance business provided a quorum is present. Alternatively, or failing the presence of a quorum, the vote may be taken by a ballot distributed to all members of the Section. At least two-thirds (2/3) of the valid ballots returned must be affirmative for adoption.

Section 5. The Secretary of the Section shall distribute the outcome of the vote regarding the amendment(s) to the Section members and within thirty days shall meet all requirements for submitting the results to the SOCIETY Committee on Constitution and Bylaws.

Section 6. Amendments to these bylaws, after adoption by the Section, shall become effective upon approval by the SOCIETY Committee on Constitution and Bylaws, acting for the Council of the SOCIETY, unless a later date is specified.

BYLAW XIII **Awards and Lectureships**

Section 1. The Philadelphia Section Award

- a. The Section shall sponsor the Philadelphia Section Award, which may be presented each year to one member of the Section, or in exceptional circumstances to two members of the Section jointly, who by conspicuous scientific achievement has made important contributions to the field of chemistry and thereby aided the public appreciation of the profession. Each year, the Awards Committee will solicit nominations, choose an awardee, and submit the name(s) for Executive Committee approval.

Section 2. The Edgar Fahs Smith Memorial Lecture

- a. The Section shall cosponsor with the University of Pennsylvania, Department of Chemistry, the Edgar Fahs Smith Memorial Lecture on an annual basis. The lecturer shall be a prominent chemical scientist who has made exceptional contributions in an area or areas of scientific investigation.

Section 3. The Ulliyot Public Affairs Lecture

- a. The Section shall work in cooperation with the Science History Institute, or its successor organization, through the Ulliyot Committee, which operates under its own governing procedures, to hold the Ulliyot Public Affairs Lecture. The purpose of this lecture is to inform the public of the importance of chemical and biological sciences to the public welfare. The lecture may be presented each year by a qualified lecturer who is nominated by the Ulliyot Committee. The lecturers shall have distinguished themselves not only as scientists but also as effective communicators regarding the importance of chemical and biological science to the public welfare.

Section 4. ACS Philadelphia Section Undergraduate Teaching and *K-12* Teaching Awards

- a. The Section shall sponsor awards for Excellence in Undergraduate Teaching, Excellence in High School Teaching, and an award for science teaching at the K-8 level. The awards are to be given to teachers and professors at educational institutions that are located within the territory of the Section. The Awards Committee will annually solicit and review nominations for the awards. The Awards Committee will recommend the award winners for Executive Committee approval.

Section 5. Other Awards

- a. The Executive Committee, if agreed to by a two-thirds (2/3) majority, may present other awards as it sees fit.

Section 6. Honoraria

- a. The Executive Committee, at its discretion, may provide honoraria or other tokens of recognition to accompany additional meritorious awards or lectureships, provided that the awardees live or work within the territory of the Section.

BYLAW XIV Topical Groups

Upon petition by members of the Section having a special interest in a particular field of chemical science, the Executive Committee may approve the formation of a Topical Group in that field. The group must meet the requirements set by the Executive Committee. The Executive Committee may dissolve groups that no longer serve the needs of the Section. If a Topical Group is inactive for a period of more than two years, it will automatically be deemed inactive and will come before the Executive Committee for a vote of dissolution.

BYLAW XV Indemnification and Insurance

Section 1. Third Party Actions

- a. The Section may, to the fullest extent now or hereafter permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Section), by reason of the fact that they were a representative of the Section, or is or was serving at the request of the Section as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the action or proceeding if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Section and, with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that they reasonably believed to be in, or not opposed to, the best interests of the Section and, with respect to any criminal proceeding, had reasonable cause to believe that their conduct was unlawful.

Section 2. Derivative and Corporate Actions

- a. The Section may, to the fullest extent now or hereafter permitted by law, indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Section to procure a judgment in its favor by reason of the fact that they were a representative of the Section or is or was serving at the request of the Section as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including

attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of the action if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Section. Indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Section unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Section is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 3. Mandatory Indemnification

- a. To the extent that a representative of the Section has been successful on the merits or otherwise in defense of any action or proceeding referred to in sections 1 or 2 above or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by them in connection therewith.

Section 4. Procedure for Indemnification

- a. Unless ordered by a court, any indemnification under sections 1 or 2 above shall be made by the Section only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because they have met the applicable standard of conduct set forth in those sections. The determination shall be made:
 - (1) by the Executive Committee by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; or
 - (2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Advancement of Expenses

- a. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in these bylaws may be paid by the Section in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that they are not entitled to be indemnified by the Section as authorized in these bylaws or otherwise. Advancement of expenses shall be authorized by the Executive Committee.

Section 6. Supplementary Coverage

- a. The indemnification and advancement of expenses provided by or granted pursuant to the other sections of these bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding that office. The Section may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this section 6 or otherwise. Indemnification pursuant to this section shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to

have constituted willful misconduct or recklessness. Indemnification pursuant to this section under any agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Section would have the power to indemnify the person under any other provision of law, except as provided in this section, and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Section.

Section 7. Insurance

- a. The Section shall have power to purchase and maintain insurance on behalf of any person who is or was a representative of the Section or is or was serving at the request of the Section as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Section would have the power to indemnify them against that liability under the provisions of these bylaws.

Section 8. Duration and Extent of Coverage

- a. The indemnification and advancement of expenses provided by or granted pursuant to these bylaws shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the corporation and shall inure to the benefit of the heirs and personal representative of that person.

BYLAW XVI Dissolution of the Section

Upon the dissolution of the Section, any assets of the Section remaining thereafter shall be conveyed to such organization then existent, within or without the territory of the Local Section, that is dedicated to the perpetuation of Purposes similar to those of the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY, so long as whichever organization is selected by the governing body of the Local Section at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or under such successor provision of the Code as may be in effect at the time of the Section's dissolution.