

BYLAWS OF THE FEDERATION OF ANALYTICAL CHEMISTRY AND SPECTROSCOPY SOCIETIES

FACSS Bylaws (Revised 2022-10-06)

ARTICLE I - NAME

The official title of this corporation shall be the Federation of Analytical Chemistry and Spectroscopy Societies, hereinafter referred to as "FACSS".

ARTICLE II - OBJECT

SECTION 1 - Statement of Object

The object of this corporation shall be to disseminate technical information dealing with the applied, pure, or natural sciences. To this end the corporation shall:

A. Organize meetings, with papers presented in the fields of Analytical Chemistry and allied fields, conforming to the provisions of the Internal Revenue Code, Section 501(c)(3) (1954), and as may be amended (hereinafter referred to as IRS 501(c)(3)).

B. Present workshops, tutorial sessions, technical instrumentation exhibitions and short courses on topics of current scientific interest.

SECTION 2 - Statement of Policy

FACSS is a federation of member organizations with the objective to provide an international forum in which representatives of academic, industrial, and government institutions can participate and cooperate in sharing knowledge. This forum will consist of an annual conference held at times and locations selected by the governing body of FACSS. A technical program, consisting of symposia and plenary lectures, workshops, tutorial sessions and short courses, and an exhibit of relevant commercial products will comprise the annual conference. Other activities including but not limited to meetings, educational outreach, or sponsored events, may take place at the discretion of the Governing Board.

ARTICLE III - MEMBERSHIP

SECTION 1

A current list of the member organizations of the Federation of Analytical Chemistry and Spectroscopy Societies is maintained in the FACSS Policies and Procedures.

SECTION 2 - Responsibilities of Member Organizations

Member organizations shall support the objectives and policies of FACSS and actively participate in the annual conference (SciX) and governance activities.

FACSS membership is limited to organizations that are determined to be tax exempt under the provisions of the IRS 501(c)(3).

SECTION 3 - Addition of Member Organizations

A. Proposals to add new member organizations to FACSS must be submitted to the Governing Board at least 30 calendar days before the Governing Board meeting at which the proposals are to be discussed.

B. Acceptance of proposed member organizations into FACSS requires a 2/3 vote of the voting members present at a Governing Board meeting where quorum has been established as defined in ARTICLE V, Section 3.

SECTION 4 - Withdrawal of Member Organizations

A. Any member organization that wishes to withdraw from FACSS must submit preliminary and formal requests to withdraw from the society to the FACSS Executive Committee through the FACSS International Office as described in the FACSS Policies and Procedures.

B. The Executive Committee will acknowledge the withdrawal of the member organization and report the withdrawal to the Governing Board at the Fall Governing Board meeting. A report from the FACSS Treasurer assessing the financial impact of the withdrawn society leaving FACSS will also be presented to the Governing Board. The member society will then be considered withdrawn from FACSS.

SECTION 5 - Expulsion of Member Organizations

A. A written request for expulsion of a member organization of FACSS supported by delegates from at least two member organizations may be submitted to the Executive Committee through the FACSS International Office no later than 60 calendar days before the Governing Board meeting at which the request is to be considered.

B. Expulsion of a member organization requires a 3/4 vote of the voting members present at a Governing Board meeting where quorum has been established, and the date of the expulsion will be established by the Governing Board.

ARTICLE IV – SciX: THE ANNUAL NORTH AMERICAN CONFERENCE PRESENTED BY FACSS

SECTION 1

The annual SciX Conference shall be held at a time and place decided by the Governing Board. Once decided, a three-fourths vote of the Governing Board shall be required to change the selected time and/or location.

SECTION 2

The General and Program chairpersons of the SciX conference shall be elected annually by the Governing Board after receiving recommendations from the Nominating Committee.

SECTION 3

The SciX Exhibits Coordinator shall be an elected position (elected by the Governing Board) and the person will serve for a term of three years. The SciX Exhibits Coordinator may be reelected to serve additional terms. Election of the Exhibits Coordinator will take place at the spring Governing Board meeting 18 months before they begin their term of service.

ARTICLE V - GOVERNING BOARD

SECTION 1

A. The Governing Board shall be composed of delegates from the member organizations, the Executive Committee, all SciX Conference Chairpersons (General Chairperson, Program Chairperson, and Exhibits Chairperson) and members of the following committees: Long Range Planning, Finance Committee, Site Selection Committee. The processes for allocation of delegates to member societies and member societies' assignment of delegates to FACSS are provided in the FACSS Policies and Procedures.

B. Voting members for a particular Governing board meeting are the delegates from each member organization, two members of the Executive Committee appointed by the Governing Board Chair, plus the current SciX Conference Chairpersons (General Chairperson, Program Chairperson, and Exhibits Chairperson). All other members of the Governing Board will have the right of the floor and the right to propose and second motions but will not have a vote. The Governing Board Chair may vote to break a tie if needed.

SECTION 2

The Governing Board of the federation shall be responsible for the oversight and execution of the objectives of FACSS and its activities, including the SciX conference.

SECTION 3

A quorum for the transaction of business shall consist of at least one delegate from two-thirds of the member organizations, but not less than one half of the delegates eligible to vote. No Governing Board member shall have more than one vote.

SECTION 4

All decisions of the Governing Board shall be governed by "Robert's Rules of Order Newly Revised (Eleventh Edition)" unless specifically stated otherwise in the Bylaws. Decisions made during meetings will be considered final. If a clear interpretation or mutual agreement of the voting members cannot be determined then the issue will be tabled until clarification is provided and a vote can be performed.

SECTION 5

The Governing Board shall convene virtually or in person at least twice a year. The time and location of additional Governing Board meetings shall be designated by the Governing Board Chairperson. A written notice of every Governing Board meeting shall be sent to each member of the Governing Board at least 30 calendar days prior to the meeting.

SECTION 6

The Governing Board is a continuing body in that unfinished business may be considered at subsequent meetings.

SECTION 7 - Voting between Governing Board meetings

A. Should the Executive Committee decide to have a vote of the full Governing Board on any issue between meetings, the procedure shall be as described in the FACSS Policies and Procedures.

ARTICLE VI - OFFICERS

SECTION 1

A. The Governing Board shall have at least four officers: a Chairperson, a Chairperson-elect, a Secretary, and a Treasurer. An officer need not be a delegate.

B. The term of the office for the Chairperson, Chairperson-elect, and Immediate Past Chairperson shall be two years. The term of office for Secretary and Treasurer shall be three years, and their terms shall not start in the same year. Officers may be nominated for reelection at the discretion of the nominating committee.

- C. The Chairperson-elect shall succeed to the chairpersonship at the end of the Chairperson's term of office.
- D. Terms of office begin January 1 of the first year they are to serve.
- E. Duties of officers are described in the FACSS Policies and Procedures.

SECTION 2 - Vacancies in the Elected Offices

Vacancies in the elected offices, except that of the Chairperson, shall be filled by temporary appointment of an interim officer by the Chairperson with approval of a majority of the Executive Committee. The Nominating Committee shall, at the next regularly held election, recommend a candidate to complete this term of office. A vacancy in the office of Chairperson shall be filled by the Past-Chairperson if it occurs within 365 days of the Chairperson taking office or shall be filled by the Chairperson-elect if it occurs after the initial 365 days.

ARTICLE VII - COMMITTEES

SECTION 1 - Executive Committee

A. This committee shall consist of FACSS Officers duly elected by the Governing Board (the Chairperson of the Governing Board, immediate Past Chairperson, Chairperson-elect, Secretary, and Treasurer) and the Marketing Chair (appointed by the Governing Board chair and approved by vote of the Governing Board).

B. The Chairperson of the Governing Board shall serve as Chairperson of this committee.

C. This committee shall advise the Governing Board on policy, budgeting and expenditures, shall study and recommend action on proposals, and shall assume the responsibility for the management, governance and welfare of FACSS in the interim between Governing Board meetings.

D. This committee shall review Bylaws and recommend changes as needed.

E. The Executive Committee shall advise the Governing Board delegates of substantive actions between Governing Board meetings in a timely manner.

SECTION 2 - Budget Committee

A. This committee shall consist of: at least one Governing Board delegate from one member organization as selected by the Governing Board Chair; the FACSS Treasurer; the Chairperson-elect; and the Past Chairperson of the Governing Board who will chair the committee. Each member organization may also choose to send a delegate, who is responsible for keeping their organization aware of all Budget Committee deliberations.

B. This Committee shall review budgets and shall then recommend the budgets and budget changes to the Executive Committee as described in the FACSS Policies and Procedures.

C. Budgets, as well as any changes in approved budgets of more than 10% of the total, shall be approved by The Executive Committee.

D. The Budget and Executive Committees shall present all approved budgets and changes in approved budgets of more than 10% of the total to the Governing Board for review. If changes to approved budgets of more than 10% of the total are approved by the Executive Committee between Governing Board meetings, these will be reported to the Governing Board within 14 calendar days.

SECTION 3 - Finance Committee

This committee shall consist of the Treasurer who is the Chairperson of the committee, the Governing Board Chairperson-elect and a delegate, who is not a member of the Executive Committee, appointed by the Governing Board Chairperson. This committee shall review FACSS investments, establish and review fiduciary policies and procedures, and determine if and when an audit is performed, although a full audit must occur not less than every three years.

SECTION 4 - Nominating Committee

A. This committee shall solicit nominations for a slate of officers for all elected positions to be filled at the next Governing Board meeting; these nominations will be submitted to the Governing Board 30 calendar days before election. Positions may include those specified in these Bylaws and any other positions that the Governing Board may specify.

B. The Nominating Committee shall consist of at least five members including:

- i. The Chairperson-elect, who will serve as Chairperson of this committee
- ii. The next SciX conference General Chairperson
- iii. The next SciX conference Program Chairperson
- iv. At least one member of the Long-Range Planning Committee

v. A 5th and any additional members selected at the discretion of The Governing Board Chairperson-elect

C. If it is not possible to form a Nominating Committee, nominations may be proposed by the Chairperson-elect 30 calendar days before the Governing Board meeting.

D. New nominations from Governing Board delegates may be taken from the floor at the Governing Board meeting if accompanied by sufficient information on the candidate (to include at minimum a summary of the candidate's qualifications and resume).

SECTION 5 - Long-Range Planning Committee

A. This committee will provide both institutional memory and plan the future direction of the organization and conference.

B. Membership is composed of one former Governing Board Chairperson, one former Program Chair or former FACSS officer, the FACSS Marketing Chair, and three members representative of the analytical community appointed by the Governing Board Chairperson in consultation with the GB Chairperson Elect. Also serving on the committee will be the current GB Chairperson and GB Chairperson Elect. In addition, each member organization can provide one representative to serve on the committee. Each member's term is two years. The former Governing Board Chairperson or designee will serve as the Committee Chairperson.

B. A formal report from the committee to the Governing Board shall be prepared at least annually. The committee may also recommend initiatives for the Governing Board to approve.

SECTION 6 – Site Selection Committee

A. This committee will plan for and establish the time and place of future SciX conferences, soliciting recommendations as to prospective sites from member organizations. The committee will perform site visits as needed and will select sites and negotiate contracts for consideration and approval by the Governing Board.

B. This committee should consist of four members. The process by which the committee is determined is described in the Policies and Procedures.

B. This committee will make a report at each meeting of the Governing Board, as necessary.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the corporation shall begin January 1 and close December 31 of each year.

ARTICLE IX - RELATIONSHIP TO MEMBERS

The Federation of Analytical Chemistry and Spectroscopy Societies, Incorporated, shall not expend funds of any of the member organizations or incur indebtedness in their specific behalf without formal approval of the member organizations involved and the Governing Board.

ARTICLE X – SURPLUS FUNDS POLICY

SECTION 1

The Governing Board shall ascertain from the Finance Committee's report and any other information available to it, the amount of annual surplus or shortage attributable to FACSS.

SECTION 2

Any yearly shortage incurred by FACSS shall be absorbed by FACSS.

SECTION 3 - Surplus Funds Policy

A. There shall be no assignment of surplus funds from FACSS unless the FACSS treasury has a balance of at least one hundred percent (100%) of the projected net expenses for a FACSS/SciX conference. Projected conference net expenses shall be based on a review of the average net expenses for the past five years' conferences, as determined by the related December 31st accounts, plus either the standard deviation of these numbers, or a more appropriate buffer for the next conference, as recommended by the Finance Committee.

B. Assignment of surplus funds requires a 2/3 vote of the voting members present at a Governing Board meeting where quorum has been established. If a surplus assignment is approved, this surplus will be held in the FACSS treasury. If an assignment for surplus is voted against, then the surplus funds shall remain in the FACSS general fund.

C. The surplus assignment to the member societies' surplus accounts, within the FACSS treasury, will be made according to the formula found in the FACSS Policies and Procedures.

D. The surplus once approved and assigned to the Societies cannot be revoked by the Governing Board.

E. The surplus assigned for direction by the member societies may be expended as outlined in FACSS Policies and Procedures.

F. Each member Society's assigned surplus funds, with income and expenses, will be reported separately by the FACSS Treasurer.

G. There is no time limit set on the use of these funds by the respective Societies.

H. Should any Society that has remaining surplus funds elect to withdraw from FACSS the remaining funds will be forfeited and returned to the FACSS general fund.

ARTICLE XI - FACSS ADMINISTRATOR / INTERNATIONAL OFFICE

SECTION 1

FACSS may contract for outside services to support an office, to have such duties and operate in such a manner as may be determined by the Governing Board.

SECTION 2

The FACSS Administrator or other contracted representatives at the International Office shall manage the daily business of the organization under the direction of the Executive Committee. The FACSS Administrator is an ex-officio member of the Executive Committee and the Governing Board. The ultimate authority for the resolution of any work-related difficulty of the FACSS Administrator rests with the Governing Board Chairperson.

ARTICLE XII - PUBLICATION POLICY

SECTION 1 – Limitations

FACSS will not engage in publication of selected papers or symposia in printed or digital book form, long abstract form or proceedings without Governing Board approval. The exception is the compilation and distribution of abstracts submitted for presentation at the SciX annual conference.

SECTION 2 - Permission

Special symposia or groups of papers may be published in journals or in book form subject to the approval of the meeting's Program Chairperson or the Governing Board Chairperson, subject to the condition that original presentation of the work at FACSS/SciX be acknowledged.

ARTICLE XIII – POLICIES AND PROCEDURES and OPERATIONS MANUAL

SECTION 1

Policies and procedures for the management and operation of the FACSS organization, not specifically defined in these Bylaws, shall be found in the FACSS Policies and Procedures. In the event of an inconsistency between the Bylaws and Policies and Procedures, the Bylaws shall take precedence.

SECTION 2

The FACSS Policies and Procedures shall be reviewed annually by the Past Chairperson. The Past Chairperson shall notify the Governing Board of any recommend changes to the FACSS Policies and Procedures 30 calendar days in advance of a Governing Board meeting where the changes are to be considered. Changes to the FACSS Policies and Procedures requires a majority vote of the voting members present at a Governing Board meeting where quorum has been established.

SECTION 3

Additional details of the day-to-day operation of the FACSS organization, not specifically defined in these Bylaws, shall be found in the FACSS Operations Manual. In the event of an inconsistency between the Bylaws or Policies and Procedures and Operations Manual, the Bylaws or Policies and Procedures shall take precedence.

SECTION 4

The Operations Manual shall be reviewed annually by the Past Chairperson, the Past Program Chairperson, the Past General Chairperson, and the Chairperson Elect.

ARTICLE XIV - AMENDMENTS

SECTION 1

Proposed amendments to the Bylaws must be submitted to the members of the Governing Board at least 30 calendar days prior to the Governing Board meeting at which they are to be discussed. No article to these Bylaws may be amended unless a proposed amendment to that article has been properly submitted to the members of the Governing Board. Amendments proposed after the stated deadline or which have not been circulated to the Governing Board, may be placed before the Governing Board at any regular meeting, but may not be debated or voted upon until the next Governing Board meeting.

SECTION 2

All amendments of the Bylaws will require a two-thirds majority vote of the voting members of the Governing Board.

ARTICLE XV - REMOVAL FROM OFFICE

SECTION 1

It may become necessary to remove from office an elected or appointed official by reason of inability to perform the duties of the office or because of activities grossly inimical to the Federation. To that end, any four (4) members of the Executive Committee, or three (3) delegates from three (3) different member organizations can jointly make a written request for the resignation of an official.

SECTION 2

If an individual has been asked to resign and has declined, the matter can be placed on the agenda of any Governing Board meeting by vote of four (4) members of the Executive Committee, or three (3) delegates from three (3) different member organizations. The individual whose removal is sought must be notified in writing of this action at least 48 hours in advance of the Governing Board meeting. If notice of this action had been included with the regular agenda of the Governing Board meeting, or if all of the members of the Governing Board have been notified in writing 48 hours in advance of the Governing Board meeting, the Governing Board can conduct a hearing and vote at the meeting.

SECTION 3

During the proceeding before the Governing Board concerning a removal from office, the presiding officer will be the person elected by a simple majority vote of the Governing Board, except that no person who is a member of the Executive Committee may preside. The individual whose removal is being sought is entitled to the assistance of up to three (3) persons of their choice in these proceedings. The proceedings will take place under the rules of order defined in Article XVII.

SECTION 4

Removal of any elected or appointed official from office requires a 3/4 vote of the voting members present at a Governing Board meeting where quorum has been established.

ARTICLE XVI - DISSOLUTION

In the event of the dissolution of FACSS, either voluntarily or involuntarily, any funds or assets remaining after discharging all just debts and obligations of FACSS shall be distributed, pro rata, to the member organizations (who are then qualified under IRC 501C3) or to such nonprofit groups, organizations or institutions of learning engaged in the field of analytical chemistry and spectroscopy within the contemplation of Section 170 (C) (2) or Section 501 (C) (3) of the Internal Revenue Code (1954), as decided by a majority of the members of the Governing Board of FACSS.

ARTICLE XVII – TEMPORARY SUSPENSION OF BYLAWS

SECTION 1

The Bylaws may be temporarily suspended if the Governing Board determines that this is necessary in order to make decisions in a timely fashion. Suspension of the Bylaws cannot be used to reduce the votes required for a decision as specified elsewhere in the Bylaws (e.g. changing the requirement for a 2/3 vote to a simple majority). The Bylaws may not be suspended in order to amend the Bylaws.

SECTION 2

Temporary suspension of the Bylaws requires a three-fourths (3/4) vote of the voting members present at a Governing Board meeting where quorum has been established. The Governing Board should vote to end the suspension of the Bylaws as soon as the issue in question is resolved. Ending the suspension of the Bylaws requires only a majority of the voting members present at the meeting. Any suspension of the Bylaws will end at the conclusion of a Governing Board meeting.

As amended:

March 2, 1978
November 2, 1978
September 20, 1979
March 13, 1980
March 13, 1980
March 12, 1981
September 24, 1982
March 10, 1983
March 8, 1984
September 20, 1984
October 2, 1986
March 12, 1987
March 9, 1989
March 8, 1990
March 7, 1991
September 24, 1992

October 6, 1994
September 27, 2000
March 12, 2003
October 23, 2003
March 4, 2008
October 26, 2010
March 24, 2011
March 13, 2012
October 12, 2012
March 19, 2013
July 8, 2016
April 30, 2017
September 25, 2018
August 17, 2021

Revision to Article VII, Section 6; clarifies the appointed delegate to the Finance Committee, and clarifies frequency/requirements for audits.

February 24, 2022

Revision to Article III, Section 1; updated list of member societies.

October 6, 2022

Comprehensive revisions including relocation of operational procedures from bylaws to a policies and procedures manual