

**BYLAWS OF THE FEDERATION OF ANALYTICAL CHEMISTRY AND  
SPECTROSCOPY SOCIETIES**  
*(August 17, 2021)*

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 IRC 501C3).

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

SECTION 2 - Statement of Policy

In recognition of the diversified scientific disciplines and technologies that are required to solve complex analytical problems, a federation of chemical and spectroscopic nonprofit organizations (FACSS) has been formed. The objective of FACSS is to provide an international forum in which representatives of academic, industrial, and government institutions can participate and cooperate in an effort to confront this challenge and share their knowledge. The forum will consist of an annual conference to be held at times and locations to be 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.

FACSS is designed to be a cooperative of existing nonprofit scientific and educational organizations that are concerned with the development of chemical analysis by bringing together all facets of analytical problem solving. The expressed intent of FACSS is to bring these interested persons together in a common forum. The discipline of analysis by chemical and physical means is rapidly becoming a paramount factor in all facets of society, such as health care, environmental pollution, industrial productivity, and crime. The analytical community must address itself to these problems; the establishment of an international forum is a concrete step toward the solution.

ARTICLE III - MEMBERSHIP

## SECTION 1

The member organizations of the Federation of Analytical Chemistry and Spectroscopy Societies are:

AES Electrophoresis Society

American Chemical Society (ACS), Division of Analytical Chemistry

American Society for Mass Spectrometry (ASMS)

Association of Analytical Chemists, Inc. (ANACHEM)

Austrian Society of Analytical Chemistry (ASAC)

Coblentz Society

Council for Near-Infrared Spectroscopy (CNIRS)

Infrared and Raman Discussion Group (IRDG)

International Society for Automation (ISA), Analysis Division

The International Society for Clinical Spectroscopy (CLIRSPEC)

North American Society for Laser Induced Breakdown Spectroscopy (NASLIBS)

Royal Society of Chemistry (RSC), Analytical Division

Society for Applied Spectroscopy (SAS)

Spectroscopical Society of Japan (SpSJ)

## SECTION 2 - Responsibilities of Member Organizations.

Member organizations shall support the objectives and policies of FACSS as given in the Certificate of Incorporation and the Bylaws.

## SECTION 3 - New Associate Member Organizations

A. Proposals to add new associate member organizations to FACSS must be submitted to the Governing Board at least one month before the Governing Board meeting at which the proposals are to be discussed.

B. Newly proposed member organizations will require a majority vote of the members of the Governing Board for acceptance into FACSS as an associate member organization.

C. Associate member organizations, after satisfying Article III, Section 4 or Section 5, will require a majority vote of the members of the Governing Board for acceptance into FACSS as a sponsoring member organization.

D. Full membership of a newly accepted sponsoring member organization will become effective upon acceptance of the Governing Board.

E. Membership will be used collectively to refer to both sponsoring and associate member organizations.

F. Full membership is limited to organizations that are determined to be tax exempt under the provisions of the IRC 501C3.

G. Associate member organizations shall appoint one delegate to the FACSS Governing Board. The delegate will have the right of the floor and the right to propose and second motions but will not have a vote.

H. Organizations that wish to become associate member organizations of FACSS who do not wish to / or cannot become full members can provide minimal membership application information.

#### SECTION 4

Newly accepted associate member organizations will normally serve as an associate member organization for a period of at least three years.

#### SECTION 5

Article III, Section 4 can be waived by the unanimous vote of the voting members present.

#### SECTION 6 - Withdrawal of Member Organizations

A. A preliminary request for withdrawal as a member organization of FACSS must be submitted to the Executive Committee through the FACSS International Office at least 60 days before the Fall Governing Board meeting at which the request is to be considered.

B. The FACSS Executive Committee will contact the member organization concerning the preliminary request and assess if the concerns of the society can be addressed.

C. If the member organization of FACSS still wishes to withdraw from FACSS, a formal request to withdraw from the society must be submitted to the Governing Board through the FACSS International Office using FORM X at least 30-days before the Fall Governing Board meeting at which the request is to be considered.

D. A member organization can retract the preliminary request to withdraw or the formal request to withdraw at any time prior to the fall governing board meeting.

E. If the member organization has submitted both preliminary and formal requests to withdraw, 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. The member society will then be considered withdrawn from FACSS.

F. The FACSS Treasurer will prepare a report for the Governing Board assessing the financial impact of the withdrawn society leaving FACSS. The report will include an accounting of all outstanding financial obligations or assets between FACSS and the withdrawn society. The withdrawn society will not participate in any dispersal of funds from FACSS nor will it be included in the surplus calculation or any subsequent surplus dispersal. Any funds allocated by FACSS for the society's use in the promotion of FACSS and its activities, including SciX, will be returned to the FACSS general operating fund.

G. The FACSS Marketing team and FACSS International Office will remove all references to the withdrawn society from FACSS and SciX websites and promotional material. The effective date for completion of this action may be no later than January 1 of the year following the fall governing board meeting during which the Governing Board was notified of the withdrawal of the society. The exact dates of completion may be earlier, and the withdrawn society agrees that FACSS will put a timeline in place at FACSS's discretion.

#### SECTION 7 - Expulsion of Member Organizations

A. A request for expulsion of a member organization of FACSS must be prepared in writing by delegates from at least two member organizations and submitted to the Executive Committee through the FACSS International Office at least 60 days before the Governing Board meeting at which the request is to be considered.

B. The FACSS Executive Committee will then contact the member organization and notify them of the expulsion request and the pending vote at the upcoming Governing Board meeting.

C. Expulsion of a member organization will require a three-fourths vote of the Governing Board, and the date of the expulsion will be established by the Governing Board.

D. The FACSS Treasurer will prepare a report for the Governing Board assessing the financial impact of the society being expelled by FACSS. The report will include an accounting of all outstanding financial obligations or assets between FACSS and the expelled society. The expelled society will not participate in any dispersal of funds from FACSS nor will it be included in the surplus calculation or any subsequent surplus dispersal. Any funds allocated by FACSS for the society's use in the promotion of FACSS and its activities, including SciX, will be returned to the FACSS general operating fund.

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

SECTION 1 - The annual SciX Conference shall consist of:

- A. The presentation of invited papers.
- B. The presentation of contributed papers.
- C. The presentation of workshops and/or short courses.
- D. An exhibition of technical instrumentation. Arrangements for the exhibit will be the responsibility of the Administrative Office, The SciX Exhibits Coordinator, and the Local Exhibits Director (appointed by the SciX General Chair) who will work together.
- E. A meeting of the Governing Board of FACSS.
- F. Other appropriate activities consistent with IRC 501C3, as deemed advisable by the Governing Board of FACSS.

SECTION 2

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 city selected.

SECTION 3

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

SECTION 4

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 he/she begins 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 & Program) and all Governing Board committee members. The member organizations will be allocated permanent delegate(s) which shall serve a three year term. For member organizations with multiple permanent delegates, the terms shall be staggered. The allocation of delegates is as follows:

One (1) delegate for the International Society for Automation (ISA), Analysis Division  
Two (2) delegates for the Association of Analytical Chemists, Inc. (ANACHEM)  
Two (2) delegates for the Coblenz Society  
Two (2) delegates for the Division of Analytical Chemistry, American Chemical Society (ACS)  
One (1) delegate for the Royal Society of Chemistry, Analytical Division (RSC)  
Three (3) delegates for the Society for Applied Spectroscopy (SAS)  
One (1) delegate for the American Society for Mass Spectrometry (ASMS)  
One (1) delegate for the AES Electrophoresis Society  
One (1) delegate for the Council for Near-Infrared Spectroscopy (CNIRS)  
One (1) delegate for the North American Society for Laser Induced Breakdown Spectroscopy (NASLIBS)  
One (1) delegate for the Spectroscopical Society of Japan (SpSJ)  
One (1) delegate for the Infrared and Raman Discussion Group (IRDG)  
One (1) delegate for the Austrian Society of Analytical Chemistry (ASAC)  
One (1) delegate for the International Society for Clinical Spectroscopy (CLIRSPEC)

One (1) non-permanent delegate will be rotated on a yearly basis between ACS, Coblenz, and SAS. The rotation order will be ACS, Coblenz and then SAS. If new full members are added to the organization as per Article III, then they will be allocated one permanent delegate. If the attendance at the annual conference of any member organization which has one delegate reaches 7% of the conferees for a period of three consecutive years, then the organization shall be entitled to one additional permanent delegate.

B. Voting members for a particular Governing board meeting are delegates from each sponsoring member organization, two members of the Executive Committee appointed by the Chairperson, plus the current General Chairperson and Program 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.

## SECTION 2

Alternate delegates may be appointed as necessary, by the member organizations in writing to the FACSS secretary.

## SECTION 3

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

## SECTION 4

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 5

All decisions of the Governing Board shall be by the rules of order defined in Article XVII unless specifically stated otherwise in the Bylaws.

## SECTION 6

The Governing Board shall convene 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 one month prior to the meeting.

## SECTION 7

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

## SECTION 8 - 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 follows:

B. Voting members for a particular issue are member organization delegates from the last Governing Board meeting (or a recognized proxy who attended the last Governing Board meeting), two members of the Executive Committee appointed by the Governing Board Chairperson, plus the current SciX General Chairperson, SciX Program Chairperson, and SciX Exhibits Chairperson. The Governing Board Chairperson shall poll all voting members as to the means by which they may be most readily contacted in writing (email, mail, FAX, courier).

C. The Secretary shall send a written notice (email, mail, FAX, courier) of the issue to be voted on and a ballot to each voting individual. Ballots shall be signed by the voter and shall be due to the Secretary at a time clearly indicated on the ballot, which allows sufficient time for transmission. Immediately after the deadline for voting has expired, the Secretary shall count the votes and report the result to all voting members. Ballots and voter signatures may be in an electronic form (e-mail, FAX, web site, etc.) as long as this electronic form is accessible to all voting individuals.

Action may be taken pursuant to the ballot when a majority of ballots sent have been returned with a definitive vote or 24 hours after the deadline for returning ballots has passed.

## 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 and Chairperson-elect 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. Reelection of an officer may be an acceptable option.

C. The Chairperson-elect shall normally succeed to the chairpersonship at the end of the Chairperson's term of office. Terms of office begin January 1 of the first year they are to serve.

## SECTION 2 - Duties of Officers

A. Chairperson. The duties of the Chairperson of the Governing Board shall include:

i. Setting the time, date and place of Governing Board meetings and ensuring that due notice of such meeting is given to all members.

ii. Chairing the meetings of the Governing Board and of the Executive Committee or appointing an interim Chair from among members of the Executive Committee for any meeting from which he/she will be absent.

iii. Preparing an agenda for each Board meeting.

iv. Administering the business of FACSS according to the wishes of the Governing Board, or when such requires, the Executive Committee.

v. Appointing committees and committee chairs as required by the Bylaws or the actions of the board.

B. Chairperson-elect. The duties of the Chairperson-elect shall include:

i. Chairing the Nominating Committee.

ii. Serving as a member on the Budget and Finance Committees.

iii. Attending the meetings of the Governing Board and the Executive Committee.

iv. Administering other duties as directed by the Governing Board, the Executive Committee or the Chairperson.

C. Secretary. The duties of the Secretary shall include:

i. Recording the minutes of the Governing Board meetings and distributing same to the members.

ii. Circulating the agenda and other appropriate materials to the members of the Governing Board in advance of each regularly scheduled meeting.



- iii. Maintaining a list of the names, addresses, and phone numbers of:
  - a) All members of the Governing Board.
  - b) The membership and chairs of all committees of the Governing Board.
  - c) The heads of all member organizations.
  
- iv. Maintaining a roster of duly appointed delegates from the member organizations, calling the roll of delegates and announcing the voting of those present at the Governing Board meetings.

D. Treasurer. The duties of the treasurer shall include:

- i. Maintaining the financial accounts and records of FACSS (and its associated activities including the SciX conference).
  
- ii. Preparing reports of:
  - a) The SciX Conference. This report summarizing all of the expenses and revenues associated with the Conference shall be completed following the Conference but no later than January 20 of the following year.
  - b) The financial status of FACSS. This report which shall summarize the financial position of FACSS will include a Conference summary, a listing of all of the assets of FACSS (Capital Items, Bank Accounts, Special Accounts, Investments, and Accounts Receivable), a listing of liabilities (Accounts Payable and other Debts), and the income and expenses associated with the governance of FACSS. This report shall be completed by January 20 of the following year.
  
- iii. Prepare conference and Financial Status Reports to all member organizations, delegates, and officers of FACSS at least one month prior to the Governing Board meetings (for distribution by the International Office).
  
- iv. Reporting regularly to the Budget Committee, the various committee chairs, and the members of the Executive Committee on the status of revenues and expenditures associated with impending Conference and with governance, and on the balances in the FACSS accounts.
  
- v. Advising the officers and the committee chairs on financial practices.
  
- vi. Implement advice, requirements, and procedures in financial practice as recommended by a FACSS retained tax- or legal-professional as required to maintain compliance with current government financial practice requirements.

### SECTION 3 - 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 the Chairperson of the Governing Board, immediate Past Chairperson, Chairperson-elect, the Chairperson elect elect, Marketing Chair, Secretary, and Treasurer.

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

C. This committee shall advise the Governing Board on policy, shall study and recommend action on proposals, and shall assume the responsibility for the 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 delegates of substantive actions between meetings in a timely manner.

### SECTION 2 - Budget Committee

A. This committee shall consist of one Governing Board delegate from each member organization as selected by the head of the member organization, the FACSS Treasurer, the Chairperson-elect, and the Past Chairperson of the Governing Board who will chair the committee. The Budget Committee delegate shall be responsible for keeping his/her organization, including the other delegate(s), aware of all Budget Committee deliberations.

B. This Committee shall review budgets and shall then recommend the budget to the Governing Board as hereinafter provided.

C. A preliminary budget should be drafted prior to the spring Governing Board meeting, ideally 40 days prior to the meeting (to allow a preliminary budget to be sent to the Governing Board delegates with other information); however, the Budget Committee chairperson may choose to develop a budget at a face-to-face meeting prior to the spring Governing Board meeting. In this later case, the time and place of the Budget Committee meeting will be published at minimum 30 days prior to the meeting to allow attendance by Governing Board delegates. Drafting of the budget may be accomplished using several methodologies. No one methodology shall be considered cannon.

i. Independent Budget Assessments: In this method, the Governing Board Chairperson (who will be Chairperson for the actual budget year) shall draft a governance budget, the Program Chairperson of the following year's conference shall draft a program budget, and the General Chairperson of the following year's conference shall draft the remainder of the conference budget. The Chairperson of the Budget Committee shall coordinate these proposed budgets and submit to

the Budget Committee a draft budget containing all three components no later than one month in advance of the Governing Board meeting.

ii. Team Budget Construction: In this method, the conference team and the Governing Board Chairperson (who will be Chairperson for the actual budget year) will construct a conference budget together, and the Governing Board Chairperson (as noted above) will construct a governance budget for the federation.

In all cases, the total budget must balance and show income which is based on reasonable extrapolations of prior years' conference performance (unless prior approval from the Governing Board has been obtained for a deficit budget). The Budget Committee shall meet prior to the Governing Board meeting to discuss, revise, and approve a recommended budget. The Governing Board will then act on such modification of this draft budget as shall be recommended by the Budget Committee.

D. Ideally, one month prior to the fall Governing Board meeting, the Governing Board Chairperson (who will be Chairperson for that budget year) shall review the status of the budget, together with the Program Chairperson and General Chairperson of the following year's conference, and report to the Budget Committee any changes which may be recommended. Similarly, additional adjustments may be made at the Budget Committee meeting to the budget at the spring Governing Board meeting during the year of the conference or at the fall Governing Board meetings for out-year conferences. Reductions in the current program budget after the start of a fiscal year require a two-thirds vote of those voting members present at a Governing Board meeting.

E. Budgets to allow commencement of planning for meetings up to three years in advance may be tentatively approved at the request of the General Chairperson of the effected meeting.

### SECTION 3 - 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 one month before election. Positions may include those specified in these Bylaws and any other positions that the Governing Board may specify. Typically, nominations for the spring Governing Board meeting will include:

- i. SciX General Chairperson for the 2nd year following
- ii. SciX Program Chairperson for the 2nd year following
- iii. In appropriate years, SciX Exhibits Coordinator to take office on January 1<sup>st</sup> of the following year.
- iv. Governing Board Chairperson-elect to take office on January 1st of the appropriate year.
- v. In the spring of appropriate years, nominations should be solicited for the positions of Secretary or Treasurer to take office on January 1st of the following year.

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. The Governing Board Chairperson-elect may choose the 5th and any additional members at their discretion.

C. In certain circumstances, it may not be possible to form a Nominating Committee. In those cases nominations should be proposed by the Chairperson-elect one month 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 qualification and resume).

#### SECTION 4 - Long-Range Planning Committee

A. Membership is composed of one former Governing Board Chairperson, ideally one former Program Chair and if not practical, a suitable former FACSS officer, and three members among the younger FACSS attendees who will be appointed by the Governing Board Chairperson in consultation with the GB Chairperson Elect. Also serving on the committee will be the current GB Chairperson, GB Chairperson Elect and GB Chairperson Elect Elect. For the above persons not already receiving FACSS support, will be offered FACSS support for two nights hotel accommodations at each meeting. In addition, each affiliate society can provide one representative to serve on the committee. Ideally, this committee will provide both institutional memory and new fresh and visionary ideas. Each member's term is two years. The former Governing Board Chairperson will serve as the Committee Chairperson. The current Governing Board Chairperson is an ex-officio member of this committee with voice and vote for their term of office.

B. This Committee is the "Brain Trust" of FACSS, charged with planning and initiatives for the future of the conference and federation that include but not be limited to: 1) Conference structure and content, 2) Organizational structure and composition, 3) Promotion of the conference and federation in support of the current Governing Board Chairperson and the Marketing Chairperson, 4) Membership, 5) Staff and contract recommendations, 6) Determination and assessment of the needs of members and conference attendees, 7) Recognition, 8) Responsibility for the cumulative statistics of the conference and federation, 9) Orientation of chairpersons, 10) Recommend changes to Bylaws or Operations Manual, and 11) Long term visionary planning for new conceptual ideas of the structure and operation of FACSS. A formal report from the committee to the Governing Board is expected, as a minimum.

#### SECTION 5 – Site Selection Committee

A. This committee will consist of four members: the Exhibits Chair and three members appointed for staggered terms of six years each. The Governing Board Chairperson at the beginning of odd-numbered years will, in consultation with the immediate Past Chairperson, appoint a new member for this committee, whose term will begin immediately and will extend for six years. The Chairperson of the committee will be the member who is in the final two years of his/her appointed term. Whenever possible, the committee should seek the advice and coordination capabilities of meeting planning organizations. Where this involves contractual obligations, this should be approved by the Governing Board (or Executive Committee, when the Governing Board cannot be consulted), in advance.

B. The committee will assume responsibility for establishing the date and place for future Conferences as well as guidance on future Conference programs facilitation, arrangements, exhibits and the Exhibits Coordinator. This committee will make a report at each meeting of the Governing Board. If plans include the replacement of an incumbent Exhibit's coordinator, they shall be formulated at least 18 months in advance of the Conference for which a replacement is needed and recommended nominees shall be forwarded to the Nominating Committee for presentation at the next Governing Board Meeting. In its function of planning for time and place for future Conferences, the committee will solicit recommendations as to prospective sites from member organizations, perform site visits as needed, and negotiate contracts for consideration by the Governing Board.

#### SECTION 6 - 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.

#### 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 31<sup>st</sup> 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. A two-thirds (2/3) vote of the Governing Board is required to assign surplus funds for direction by full member societies. Shares will be determined as follows in Section C. If a surplus assignment is voted for, this surplus will be held in the FACSS treasury for use to promote FACSS or SciX and activities “presented by FACSS”, according to each member society’s direction of their specific share in individual member society accounts. If an assignment for surplus is voted against, then the surplus funds will be submitted for assignment at the discretion of the FACSS Executive Committee. It is recommended that the Executive Committee should seek input from the following groups – Governing Board Chairperson, SciX current conference team (General Chairperson, Program Chairperson, Workshop Chairperson, Exhibits Chairperson), elect-conference team, Marketing Chairperson, Long Range Planning committee, and International Office. Acceptable assignments include but are not limited to:

- i. recommendations for enhancement of the current year’s conference
- ii. recommendations for enhancement of next year’s conference
- iii. recommendations for enhancement of FACSS Marketing activities
- iv. recommendations from the Long Range Planning committee for uses
- v. recommendations from the International Office
- vi. return to the general treasury for investment.

C. The surplus assignment to the member societies’ surplus accounts, within the FACSS treasury, will be made according to the following formula:

i. Twenty (20%), of the surplus amount shall be divided equally among member organizations of FACSS, either for their direct use, or for their use in promoting FACSS.

ii. Thirty (30%), surplus amount shall be divided among the member organizations in the proportions in which they are represented by attendance at the FACSS/SciX conference.

a) Following the fall Governing Board meeting, each Society will be provided a FACSS/SciX conference attendance list by the FACSS International Office.

b) The Societies will have until Jan 28<sup>th</sup> prior to the spring Governing Board meeting to provide a total of their members who attended the year pertaining to the list to the FACSS International Office. Records received after Jan 28<sup>th</sup> will be deemed ineligible.

c) Attendees who are members of more than one society will be counted as full attendees of each Society. Thus total attendance by summing the submissions of all member Societies may exceed the total number of paid attendees.

d) Societies providing a membership attendee total may be subject to a membership audit by the FACSS auditor or IRS. In such a case and in order to maintain member privacy requirements only the membership total for a Society will be provided to the FACSS Governing Board and the other Societies. Personal information on individual members will not be provided to the FACSS Governing Board or the other member Societies.

e) A Society that does not return a record (as noted in 2) or who are unwilling to submit to a membership audit (as noted in 4) will forfeit a claim to this portion of the surplus.

iii. Fifty percent (50%) of the surplus amount shall be divided among the member organizations in the proportions of dollars they either paid directly for, provided to FACSS to spend on a defined event, or documented a society-sponsored effort which raised funds to sponsor Symposia, Awards Sessions, or Student Sessions at the FACSS/SciX Conference earning the surplus. In order to track contributions (direct or raised) Form Q shall be completed by the individual Societies and provided to the FACSS International Office prior to the fall Governing Board Meeting. Investment of prior surplus dollars will be deemed unallowable as part of this share calculation.

iv. Societies will be notified at the fall Governing Board meeting of the likelihood that a surplus situation is to be reported at the spring Governing Board meeting. Within one month of the fall Governing Board meeting, FACSS will contact the delegates of the member Societies to request that they verify that the documented dollars paid directly for, or documented via a society sponsored effort are accurate – Form Q. If Form Q is not accurate then the Societies will have until Jan 28<sup>th</sup> prior to the spring Governing Board meeting to provide updated records. Records received after Jan 28<sup>th</sup> will be deemed ineligible.

v. The proposed surplus plus the breakdown to the member Societies, based on the records noted in i-iv will be presented to the Governing Board at the spring Governing Board meeting for acceptance, modification (error by FACSS), and vote (Section B).

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 below:

i. The surplus assigned to the individual Societies' accounts held within the FACSS treasury shall be used for the sole purpose of furthering the advancement of analytical chemistry and spectroscopy at a "presented by FACSS" activity and shall not be distributed or redistributed in such a manner so as to inure to the benefit of any private shareholder or individual within the meaning of the IRC 501C3.

ii. The surplus assigned to the individual Societies' accounts held within the FACSS treasury shall be assigned for expenditure based on the use of Form P.

iii. The surplus assigned to the individual Societies' accounts held within the FACSS treasury shall be assigned for expenditure based on the current guidelines outlined (above currently), in accordance with IRS public charity requirements, and if non-guidance available after approval by the FACSS Governing Board Chairperson.

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. Any unspent funds will roll for the use by the respective Society for the next "presented by FACSS" activity.

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

I. Any forfeit funds will be available for assignment at the discretion of the FACSS Executive Committee. It is recommended that the Executive Committee should seek input from the following groups – Governing Board Chairperson, SciX current conference team (General Chairperson, Program Chairperson, Workshop Chairperson, Exhibits Chairperson), elect-conference team, Marketing Chairperson, Long Range Planning committee, and International Office. Acceptable assignments include but are not limited to:

- i. recommendations for enhancement of the current year’s conference
- ii. recommendations for enhancement of next year’s conference
- iii. recommendations for enhancement of FACSS Marketing activities
- iv. recommendations from the Long Range Planning committee for uses
- v. recommendations from the International Office
- vi. return to the general treasury for investment.

## 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. Care shall be taken that arrangements do not jeopardize the tax-exempt status of FACSS.

### 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 book form, long abstract form or proceedings.

### 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. In unusual circumstances, the Program Chairperson and Governing Board Chairperson should seek the advice of the Governing Board before approving publication.



### SECTION 3 - Encouragement

Individual authors are encouraged to submit their papers to scientific journals of their choice.

### ARTICLE XIII - OPERATIONS MANUAL

#### SECTION 1

Details of the day to day operation of the FACSS organization, not specifically defined in these Bylaws, shall be found in the FACSS Operation Manual.

#### SECTION 2

The Operations Manual shall be reviewed annually by the Second Past Chairperson, the Past Program Chairperson, the Past General Chairperson, and the Chairperson Elect Elect (in years when one has been appointed).

### ARTICLE XIV - AMENDMENTS

#### SECTION 1

Proposed amendments to the Bylaws must be submitted to the members of the Governing Board at least one month before 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 Bylaws will require a two-thirds majority vote of the voting members of the Governing Board to change them.

### 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 his 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 the approval of three-fourths (3/4) of the voting members present.

## 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 - RULES OF ORDER

The rules contained in "Robert's Rules of Order Newly Revised (Eleventh Edition)" as we interpret and understand them that at FACSS meetings shall govern FACSS in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or special rules of order of FACSS. 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

## ARTICLE XVIII – TEMPORARY SUSPENSION OF BYLAWS

### SECTION 1

The Bylaws of FACSS 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).

## SECTION 2

At a regular Governing Board meeting, temporary suspension of the Bylaws requires a three-fourths (3/4) vote of the voting members present at the meeting and that the Governing Board has a quorum as defined in ARTICLE V, Section 4. 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.

## SECTION 3

The Bylaws may be suspended temporarily for votes between regular Governing Board meetings (ARTICLE V, SECTION 8). This process follows the same procedure described in ARTICLE XVIII, SECTION 2 with the following exceptions. Temporary suspension of the Bylaws between Governing Board meetings requires a three-fourths (3/4) vote of all voting members. Any temporary suspension of the Bylaws between regular Governing Board meetings will end by the earliest of: a) the conclusion of the vote on the issue requiring the temporary suspension of the Bylaws, b) a vote by a majority of the voting members of the Governing Board to end the temporary suspension of the Bylaws, c) 30 days, or d) the start of a regular Governing Board meeting.

## ARTICLE IXX – ABBREVIATIONS

The following abbreviations are used within the Bylaws.

EC	SciX Exhibits Chairperson
GBC	Governing Board Chairperson
GC	SciX General Chairperson
LRP	Long Range Planning
PC	SciX Program Chairperson
WC	SciX Workshops Chairperson

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.