

ASSOCIATION of CONSULTING CHEMISTS & CHEMICAL ENGINEERS, Inc.  
514 Corrigan Way, Cary, NC 27519  
CONSTITUTION – [Date]

Contents

ARTICLE I - ORGANIZATION .....	3
ARTICLE II - OBJECTIVES .....	3
ARTICLE III - MEETINGS .....	3
Section 1. Meetings of the Association.....	3
Section 2. Meetings of Council.....	3
ARTICLE IV - MEMBERSHIP.....	4
Section 1. Membership .....	4
Section 2. Qualifications for Membership .....	4
Section 3. Application for Membership .....	4
Section 4. Council Approval of Membership .....	4
Section 5. Induction of New Members .....	4
Section 6. Ending of Membership.....	4
Section 7. Delinquent Member .....	4
Section 8. Suspension or Expulsion of Membership.....	5
Section 9. Reapplying for Membership.....	5
ARTICLE V - OFFICERS AND COUNCILORS .....	5
Section 1. Officers .....	5
Section 2. Councilors.....	5
Section 3. Election of Officers and Councilors .....	5
Section 4. Vacancies Occurring in Office.....	6
ARTICLE VI - COUNCIL .....	6
Section 1. Duties of Council .....	6
Section 2. Secretary .....	6
Section 3. Management of the Association .....	6
Section 4. Executive Committee .....	6
ARTICLE VII - COMMITTEES.....	6
Section 1. Permanent Committees .....	7
Section 2. Ad Hoc Committees.....	7
Section 3. Nominating Committee.....	7

Section 4. Membership Committee .....	7
Section 5. Ethics Committee .....	7
Section 6. Program Committee .....	7
Section 7. Constitution Committee.....	7
Section 8. Committee Rules and Procedures.....	7
ARTICLE VIII - PUBLICATIONS .....	8
Section 1. Website .....	8
Section 2. Newsletter .....	8
Section 3. Association Emblem .....	8
ARTICLE IX - ORGANIZATION OPERATION.....	8
Section 1. Governed by Constitution .....	8
Section 2. Federally Tax Exempt .....	8
Section 3. Voting .....	8
Section 4. Interpretation of Constitution.....	9
Section 5. Unauthorized Opinions of Members.....	9
Section 6. Use of Name of Logo .....	9
ARTICLE X - AMENDMENTS.....	9
Section 1. Proposed Amendments.....	9
Section 2. Proposed Amendments by Resolution or Petition.....	9
Section 3. Consideration of Proposed Amendments.....	9
Section 4. Voting on Proposed Amendments.....	9
Section 5. Adoption of Amendments.....	9

## CONSTITUTION

### ARTICLE I - ORGANIZATION

The name of the organization shall be Association of Consulting Chemists & Chemical Engineers, Inc. (ACC&CE).

### ARTICLE II - OBJECTIVES

The objectives of the Association are the following:

- a. Advancement of the chemical consulting profession
- b. Maintenance of quality services by the consulting profession in fields of chemistry and chemical engineering
- c. Dissemination of information to the public and to Government
- d. Promotion of cooperation among members of the profession
- e. Adoption and maintenance of standards of ethics for the profession

### ARTICLE III - MEETINGS

#### Section 1. Meetings of the Association

- a. The Annual Meeting of the Association shall be held on the fourth Tuesday in October as set forth in the Certificate of Incorporation or as set by the Council. Other meetings of the Association, including or not including meetings for the transaction of Association business, may be held at times and places fixed by Council.
- b. Email notice of the Annual Meeting and of all other meetings of the Association for the transaction of business shall be sent to Members at least one (1) week in advance.
- c. A quorum at the Annual Meeting of the Association for the transaction of business shall be five (5) Members present or represented by proxy. In the absence of a quorum, the meeting shall be adjourned to another date or shall be held with any official action taken subject to later and appropriate approval.
- d. The agenda for all Council meetings shall be presented in advance and shall include the following:
  - a. Minutes of previous meeting(s)
  - b. Reports of Officers
  - c. Reports of Committees
  - d. Stated business
  - e. New Business
- e. At the Annual Meeting, there shall also be included on the agenda the following:
  - Report of Council
  - Report of the Treasurer (Annual Report)
  - Report of election of Officers and Councilors
- f. Any procedural question requiring parliamentary ruling not provided by the Constitution shall be decided in accordance with ROBERT'S RULES OF ORDER.

#### Section 2. Meetings of Council

- a. Meetings of Council for the transaction of the business of the Association may be called by the President, the Secretary, or by five (5) members of Council. At least four (4) such meetings shall be held each calendar year.
- b. Email notice of stated Council meetings shall be sent to all Council members at least one (1) week in advance.

- c. At each Council meeting, the Minutes of the previous meeting shall be submitted for approval or correction, a report of the Treasurer shall be submitted, and the minutes of any Executive Committee meeting held since the last Council meeting shall be submitted for approval.

## ARTICLE IV - MEMBERSHIP

### Section 1. Membership

A Member in the Association shall be as follows:

- a. A consultant engaged in providing chemical and/or chemical engineering services, either as an individual, partner, executive, or in a position of responsibility for consulting services rendered by a consulting organization and whose principal professional income is derived from Consulting activities, or
- b. A person employed by and/or associated with a least one organization furnishing professional engineering or chemistry related services and having responsibility for the consulting services provided by such organization.
- c. In addition to one or more of the above or as part of the above qualification, a member must have served as chemical consultant to at least one client.

### Section 2. Qualifications for Membership

A candidate for membership shall be engaged in consulting work, as defined above, and shall fulfill the following requirements:

- a. Be a graduate of a recognized scientific or professional institution or the equivalent, and
- b. Be legally qualified to practice the chemical consulting specialty.
- c. Subscribe without reservation to the Association Code of Ethics.

### Section 3. Application for Membership

Applications for membership shall be signed by applicant, in such form as may be from time to time established by Council, and all applications shall be referred promptly to the Membership Committee.

### Section 4. Council Approval of Membership

Council approval of a membership application by majority vote may be considered after candidate is recommended by the Membership Committee. Following approval, the candidate's name shall be published in the Meeting Minutes and the candidate becomes a Member upon acceptance as defined in Section 5.

### Section 5. Induction of New Members

- a. A candidate approved by Council must accept membership invitation within four weeks after election. Acceptance must include payment of dues and all other fees.
- b. Council shall require the new member to accept the Association Constitution and Code of Ethics in writing.
- c. After completion of a. and b. above, the new Member shall receive a membership number.

### Section 6. Ending of Membership

Membership may be ended by any of the following:

- a. Formal resignation by the Member with full payment of all dues and assessments due at the date of resignation
- b. Expulsion by the Association, after which no refunds whatsoever shall be made
- c. Termination after six (6) months for non-payment of dues

### Section 7. Delinquent Member

A member whose dues are in arrears for three (3) months shall be declared delinquent and so notified. A member who is delinquent for six (6) months shall be dropped from membership for non-payment of dues.

### Section 8. Suspension or Expulsion of Membership

A member may be suspended for a limited time, or expelled by a majority vote of all Council members, for any of the following: 1) professional misconduct, 2) abuse or misuse of the privileges of the Association, 3) violation of the Code of Ethics, or 4) withholding of information concerning 1, 2, or 3 at the time of application for membership in the Association. The member however, shall be notified in writing of the reasons for the contemplated expulsion at least two (2) weeks before any final action is taken and shall be given notice and opportunity to be heard before Council before such action is taken.

### Section 9. Reapplying for Membership

A member whose membership has been ended by resignation or for non-payment of dues may reapply for membership, provided all past due sums owed to the Association while a Member have been fully paid. Readmission may be approved by vote of a majority of the Council members present at a meeting. Expelled members may not apply for readmission.

## ARTICLE V - OFFICERS AND COUNCILORS

### Section 1. Officers

The officers of the Association shall be **PRESIDENT, VICE PRESIDENT, SECRETARY, and TREASURER.**

- a. The **PRESIDENT** shall be elected annually for a one-year term beginning after the Annual Meeting. The President shall be the chief executive officer with duties that include the following: 1) preside at all meetings of the Association and of the Council, 2) sign all contracts of the Association, and 3) exercise the usual functions pertaining to the office. The President may request an audit of the Association finances as the President deems appropriate.
- b. The **VICE PRESIDENT** shall be elected annually for a one-year term beginning after the Annual Meeting. The Vice President has the power to act for and perform all duties of the President as may be assigned from time to time by the President or Council.
- c. The **SECRETARY** shall be elected annually for a one-year term beginning after the Annual Meeting. The Secretary shall be responsible for the meeting Minutes, other records, and correspondence of the Association. The Secretary shall perform the usual duties pertaining to the office.
- d. The **TREASURER** shall be elected annually for a one-year term beginning after the Annual Meeting. The Treasurer shall supervise collection, receipt, and custody of all monies, funds, securities, and title deeds of the Association. The Treasurer shall be responsible for paying all bills, keeping regular accounts, and filing all tax forms, questionnaires and/or other papers as may be required. The Treasurer shall report all Association financial activity to Council. A budget for the next year shall be submitted to Council by the Treasurer no later than the Annual Meeting. The fiscal year of the Association shall be October 1 - September 30. Annual dues shall be set by Council from time to time and shall be payable on receipt of invoice.

### Section 2. Councilors

There shall be six (6) Councilors with 2 elected each year at the annual meeting for a staggered three-year term. Every Councilor is required to personally attend at least three (3) Council Meetings per fiscal year.

### Section 3. Election of Officers and Councilors

- a. All Officers and Councilors must be Members of the Association and be elected by the Members. The President shall appoint the members of the Nominating Committee at least three (3) months prior to each Annual Meeting. This Committee shall consist of three (3) members none of whom is

- a candidate for election.
- b. The Nominating Committee shall request nominations and ensure nomination of at least one candidate for each position to be filled. Acceptance by each nominee must be obtained by the Committee in writing before nominee names are submitted to the Secretary. If there is more than one nomination for any office, the name(s) of the nominees submitted by the Nominating Committee shall be so designated. The information for the Election Ballot shall be submitted to the Secretary not later than four (4) weeks prior to the Annual Meeting.
- c. The Secretary, or a non-conflicted candidate, shall email the Election Ballot containing the names of all nominees to each Association member eligible to vote not later than three (3) weeks prior to the Annual Meeting. Each member shall vote his choice for the candidates indicated and transmit the completed Election Ballot to all members of the Nominating Committee such that all are received no later than one (1) week prior to the Annual Meeting. Ballots received after that date shall be invalid and not tallied.
- d. The Chair of the Nominating Committee shall promptly notify, in writing, the successful candidates of the election results. Each elected Officer and/or Councilor shall indicate promptly acceptance of the office to the Secretary.

#### Section 4. Vacancies Occurring in Office

Vacancies occurring in an office or among the elected Councilors shall be filled by a majority vote of Council members at a meeting. This, however, shall be only for the duration of the unexpired portion of the elected year or until a successor can be chosen by regular nomination and election as provided.

### ARTICLE VI - COUNCIL

#### Section 1. Duties of Council

The Officers (4), Councilors (6), and the immediate Past President (1) shall constitute the COUNCIL (11). Council shall manage the affairs of the Association and shall transact all business of the Association.

#### Section 2. Secretary

The Secretary shall plan and prepare Association meetings, keep meeting Minutes, and perform all functions as required, including attendance at Council as required and such duties as Council may request and specify from time to time. Meeting Minutes shall report matters considered; the considerations given and actions taken at such meetings. Copies of the Minutes shall be made available to the membership on the Association website.

#### Section 3. Management of the Association

Council shall ensure that the Officers, Employees, and Committees perform their duties. Council may authorize contracts for services and goods and take all reasonable steps necessary to ensure proper management of the Association.

#### Section 4. Executive Committee

The Executive Committee of Council shall consist of the President, Vice President, immediate Past President, Secretary and Treasurer. All actions of the Executive Committee shall be reported in writing and submitted promptly to Council for approval. The Executive Committee shall have full and sole power to act for Council and the Association between Council meetings for all matters except the following:

- a. Major changes in expenditures already authorized in the annual budget
- b. Matter of public policy and ethics
- c. Admission or expulsion of members

### ARTICLE VII - COMMITTEES

### Section 1. Permanent Committees

Permanent (Standing) committees shall include at least the following:

- a. Nomination
- b. Membership
- c. Ethics
- d. Program

### Section 2. Ad Hoc Committees

Ad hoc committees may be authorized by Council from time to time, and such committees shall serve until discharged.

### Section 3. Nominating Committee

The Nominating Committee shall be appointed by the President with duties described in Article V Section 4.

### Section 4. Membership Committee

The Membership Committee shall supervise and shall have charge of all matters pertaining to membership applications. It shall be the duty of the Committee to recommend qualified applicants for election to membership. In considering the qualifications of applicants for membership, the Committee should use its knowledge and judgment to evaluate education, training, professional accomplishments, and experience of each applicant.

### Section 5. Ethics Committee

The Ethics Committee shall review and resolve all matters affecting business and professional relationships among members and within the profession. Duties of the Ethics Committee include controversies and issues involving questions of ethical conduct/practices and professional ability as well as consideration of abuses and matters affecting professional or public welfare. In accordance with Article IV Section 8, the Ethics Committee shall review all charges against a Member filed with Council and report its findings in writing and in confidence to Council.

### Section 6. Program Committee

The Program Committee shall plan and supervise programs for Association meetings with responsibility for arranging time and place of meetings, selecting and securing speakers, and advance scheduling of all Association presentation events.

### Section 7. Constitution Committee

Council may appoint a Constitution Committee whose Chair shall be a member of Council. The Constitution Committee shall have the following responsibilities:

- a. Receive by assignment from Council, for study and recommendation, proposed amendments to the Constitution submitted by petition or otherwise at Council.
- b. Draft, at the request of the Council, proposed amendments to the Constitution for consideration by Council.
- c. Advise Council on all questions of interpretation of the Constitution of the Association.

### Section 8. Committee Rules and Procedures

- a. Except as prescribed by the Constitution, Committees created by Council may devise their own rules and procedures and adopt same, subject to Council approval. Each Committee shall have the responsibility for recommending appropriate action to Council on all matters for which it is charged to act.
- b. The President shall appoint all Committee Members. Each Committee shall choose its own Committee Chair as its first order of business. The President shall be an ex-officio member of all

- committees except the Nominating Committee.
- c. It is the duty of each Committee Chair to call Committee meetings. If the Chair neglects or declines to do so, any other two members of the committee may call a meeting.
  - d. Members of the Association in good standing may appear at Committee Meetings to present their views on any subject under consideration, but only the members of the Committee have the right to be present during Committee deliberation and voting.
  - e. Each Standing Committee must submit a written report for consideration at the Annual Meeting on all matters referred to it during the preceding year.
  - f. Each Committee has the authority to appoint ad hoc subcommittees and/or task forces in connection with specific items under the jurisdiction or consideration of the Committee.
  - g. All Committees shall report to Council at least yearly.
  - h. Recommendations of all Committees shall be subject to such action as Council may take.
  - i. All Committees except the Nominating Committee shall be responsible to Council.
  - j. Council may prepare, amend, revise, and approve such Rules, Regulations, and Procedures as required for the functioning of all committees.

## ARTICLE VIII - PUBLICATIONS

### Section 1. Website

The Association website <https://chemconsult.org> should contain at least the following:

- a. A list of Members in good standing
- b. A current resume/curriculum vitae in the prescribed format for each Member
- c. Minutes of meetings including video recordings if available
- d. A record of past presentations made by members and invited speakers including video recordings if available.

### Section 2. Newsletter

The Association Newsletter The Chemical Consultant should contain the following when available:

- a. Letters from President and Editor
- b. New Member Introductions
- c. Contributed Articles
- d. Member advertisements

### Section 3. Association Emblem

The emblem of the Association shall be the logo shown on the Association website and may be used on stationery, reports, and marketing materials by any Member in good standing. Any alleged misuse or unauthorized use shall be brought promptly to the attention of Council and its decision shall be final.

## ARTICLE IX - ORGANIZATION OPERATION

### Section 1. Governed by Constitution

The Association shall be governed by its Constitution and conform to the laws of the State of New York and the United States of America.

### Section 2. Federally Tax Exempt

Association of Consulting Chemists & Chemical Engineers, Inc. is a federally tax exempt corporation (a "Business League"), shall operate in accordance with all tax regulations of the State of New York and the United States of America, and shall transfer all remaining funds to another similar tax exempt organization should the Association ever merge or dissolve.

### Section 3. Voting



All matters brought to a vote shall be decided by a majority of the vote cast, except where the Constitution specifically provides for a different ratio or percentage of favorable votes.

#### Section 4. Interpretation of Constitution

With respect to questions concerning interpretation of any portion of the Constitution, a majority decision of Council shall be final.

#### Section 5. Unauthorized Opinions of Members

The Association shall not be responsible in any way for opinions or actions of its Members, Officers or Councilors.

#### Section 6. Use of Name of Logo

Any use of the Association name or logos for any purpose other than for the purposes specifically stated in the Constitution is prohibited unless Council specifically consents in writing.

### ARTICLE X - AMENDMENTS

#### Section 1. Proposed Amendments

All proposed amendments to this Constitution shall be in writing.

#### Section 2. Proposed Amendments by Resolution or Petition

Amendments to this Constitution may be proposed by a resolution of Council or by a petition addressed to Council signed by at least five members in good standing.

#### Section 3. Consideration of Proposed Amendments

Amendments proposed by either resolution or petition must be considered at two consecutive regular meeting of Council.

#### Section 4. Voting on Proposed Amendments

After initial consideration by Council as described, a copy of any proposed amendment, whether by resolution of Council or by petition, shall be emailed to each eligible Association member.

#### Section 5. Adoption of Amendments

Adoption of a proposed amendment shall be by ballot of Association Members following second discussion by Council at a meeting at which any member may express his opinion, as provided in the following paragraphs.

- a. Within four (4) weeks after such second discussion, the Secretary shall email to each Member a copy of the proposed Amendment, a ballot, and a copy of any recommendation or comments made by Council and/or members.
- b. All votes, to be valid, shall be returned to the Association and be received before the date specified on the ballot. This date shall be at least four (4) weeks after the date of the member email with the ballot.
- c. The votes shall be counted and results reported to Council at its next following meeting.
- d. If the total of votes received is at least fifty (50%) percent of the total number of Association members and at least seventy-five (75%) percent of all votes received favor the proposed amendment, it shall immediately become a part of the Constitution. If the total of votes received is less than 50% of the total number of Association members, the proposed amendment may, on recommendation of the Council, be resubmitted one more time to the members and pass or fail with a simple majority of the votes cast.