

BY-LAWS

Article I - MEMBERS

Section 1 - All members of the Council shall be classified in one of the categories described under Article IV of the Constitution.

Section 2 - An Honorary Member enjoys all the privileges of a Regular Member for life.

Section 3 - A Regular Member may vote and hold office in the Council. He shall be considered a member of only one Local Section at a time.

Section 4 - A Sponsoring Member may designate one representative who shall enjoy all the privileges of a Regular Member and shall act as a liaison with the Council.

Section 5 - A Student Member shall not hold office nor vote on any matters pertaining to the Council. The extent of his participation in the business of a Local Section is the prerogative of that Section except for the limitations stated in the Constitution and By-Laws of the Council.

Section 6 - An Emeritus Member shall enjoy all the privileges of a Regular Member for life.

Article II -DUTIES OF THE OFFICERS

The duties of the officers are in addition to those stated in the Constitution, Article VII.

Section 1 - The President

In accordance with generally accepted practice the President shall prepare an agenda for each meeting of the Governing Board which shall incorporate the following order of business.

1. Introductory Remark

2. Roll Call
3. Secretary's Report
4. Treasurer's Report
5. Requested Reports of Committee Chairmen
6. Approval of Reports
7. Old Business
8. New Business
9. Adjournment

Section 2 - President Elect

- (a) The President Elect shall perform all duties that may be delegated to him.
- (b) He shall be Chairman of the Constitution and By-Laws Committee.

Section 3 - The Secretary

- (a) The Secretary shall record the transactions of the Annual Meeting and prepare same for publication in the Newsletter.
- (b) The Secretary shall record the transactions of all Governing Board Meetings. Promptly after each meeting, he shall forward a copy of the Minutes to each member of said Board.
- (c) The Secretary shall receive all documents belonging to the Council and transmit copies of said documents to the Office of the Executive Secretary for filing and storage.
- (d) The Secretary shall authorize the Treasurer to transfer to the Local Sections that portion of the membership dues allotted to the Local Sections in Article V of the By-Laws.
- (e) The Secretary shall notify the Treasurer of the proper distribution of Sponsoring Membership Dues not later than July 15 of each year.
- (f) The Secretary shall be empowered to hire the personnel to assist in the clerical routines of this office subject to the approval of the Governing Board.

Section 4 - Treasurer

(a) The Treasurer shall receive all monies payable to the Council other than Dues giving a receipt or acknowledgement thereof and cause the same to be deposited in the Council's general fund. He shall transfer to the News Letter account that portion of the member Dues allotted to the Journal in Article V of the By-Laws. He shall pay orders on the Treasury only upon receipt of a proper attested voucher from the Secretary.

(b) The Treasurer shall deposit all funds in a federally insured account under the credit of the Council or Newsletter in his official capacity as Treasurer, and all payments issued in payment of orders shall be signed by him as Treasurer.

(c) He shall invest the funds of the Council under the direction and in a manner specified by the Governing Board.

(d) He shall distribute the Dues to the Local Sections after authorization by the Secretary.

(e) He shall keep accurate records of all receipts and expenditures and shall at the Annual Meeting make a summary report and file a complete report of the transactions of the preceding fiscal year.

(f) He shall be empowered to hire the personnel to assist in the clerical routines of this office subject to the approval of the Governing Board.

(g) He shall hold and handle special funds separate from Council and Newsletter accounts for awards. This account shall be included in the annual Treasurer's Report. In the event of the dissolution of the Council, the special award funds shall revert back to the cosponsoring organization.

Article III - FISCAL YEAR

Section 1 - The fiscal year of the Council shall begin January 1st and close December 31st of each year.

Article IV - DUES

Section 1. The annual dues of the several types of membership shall be as follows:

Regular Member \$ 25.00
 Student Member \$ 10.00
 Sponsoring Member \$250.00
 Emeritus Member None
 Honorary Member None

Section 2 - The promotional membership *fee* will be a special one-time *fee*, approved and set for each event by the Executive Committee. This section applies to New Member only.

Section 3 - The annual dues of all members are due by December 15th unless written notice of intent to resign has been submitted to the Secretary.

Section 4 - A Member who fails to pay the annual dues on or before January thirty-first shall automatically be suspended and his subscription to the Newsletter canceled.

Section 5 - A suspended member may be reinstated upon application accompanied by the payment of the current year's dues.

Section 6 - A Local Section may assess additional Dues at the discretion of its Executive Board or as limited by the Section's By-Laws.

Article V -ALLOCATION OF DUES

Section 1 - Regular dues allocations to Local Sections and/or other affiliated organizations may be established by amendment to these bylaws.

Section 2 - Allocations, if any, shall be calculated by the Secretary and forwarded by the Treasurer to the Treasurer of the Local Section or other affiliated organization.

Article VI - DISBURSEMENT OF FUNDS

Section 1 - Regular budgeted expenses of the Council shall be paid by the Treasurer upon receipt of a proper voucher from the Secretary. No officer or member of the Council shall incur any financial obligations in the name of the Council without the consent of the Governing Board or in the interim between meetings of the Executive Committee.

Section 2 - All disbursements of Council funds shall be made by check signed by the treasurer and must be substantiated by a properly executed warrant or voucher from the secretary.

Section 3 - Expenses of the Council, not specifically spelled *out* and provided for in the budget must be approved by the Governing Board before payment or in the interim between meetings by the Executive Committee.

Article VII - PUBLICATIONS

Section 1 - The Editor-in-Chief shall be responsible for the regular publication of the Newsletter of the Council. On a five year cycle starting 1986 he will oversee the publication of the Directory addition. This will include, but not be limited to a list of members and addresses as well as an up-to-date Constitution and By-Laws for the Council.

(a) He shall have the prerogative of appointing an editorial staff to assist him.

(b) He shall receive scientific papers, consider their suitability for publication, with the assistance of appropriate reviewers, and prepare those acceptable for publication with a minimum of delay.

(c) He shall promote the publication of Council news, announcements of meetings of the Council and related organizations, abstracts of papers, book reviews, personal notes concerning members, etc.

(d) Within the limits of the annual budget of the Newsletter, he shall continually strive to maintain and improve its professional reputation and service to its subscribers.

Section 2 - Newsletter Subscriptions Shall Be As Follows:

(a) Honorary members shall have a subscription to the Newsletter gratis.

(b) Regular, Student and Sponsoring Members shall have an annual subscription to the Newsletter by reason of Dues paid.

(c) Emeritus Members will be supplied the Journal at no cost if the member so desires.

(d) A representative of the Sponsoring Members shall receive the subscription to the Journal.

(e) Other people or organizations may subscribe to the Newsletter at a cost recommended by the Editor-in-Chief and approved by the Executive Committee and the Governing Board. Such subscription shall be credited to the Newsletter's account.

Article VIII - ELECTIONS

Section 1 - The election of officers of the Council shall be conducted in the manner prescribed in these By-Laws during the month of September. A lapse of not less than twenty-one (21) days shall be permitted between mailing out the ballots and the closure of the election.

Section 2 - For election of Council Officers the Secretary shall prepare a ballot listing candidates for the respective officers who have been nominated according to procedures hereinafter provided. The ballot shall give such information about each candidate as is necessary to identify him clearly. The ballot shall have a provision for personal choice for each office. The Secretary shall mail a ballot to each Honorary and Regular Member and to the representative of Sponsoring Members (qualified under Article 1, Section 4) and Emeritus Members. The Secretary shall include a self-addressed envelope for return of the ballot and a second envelope marked "Ballot" to be opened by the Tellers after verification by the Secretary. The ballot shall specify the date of closure of the election.

Section 3 - Upon request of the ballot the Secretary shall check the name of the sender against the roster of Members. At the termination of the election the Secretary shall open the letters and give the ballots to the Tellers for counting. The Tellers shall give to the Secretary a signed statement of the count and the counted ballots. The Secretary shall destroy the ballots after the installation of officers.

Section 4 - The letter balloting for Amendments to the Constitution shall proceed in the same manner as under Section 1 and 2 of this Article, except that the ballot shall show a printed statement of the proposed amendment instead of the names of candidates.

Section 5 - For the balloting of a vacated office as provided under Article VI, Section 7 of the Constitution, the Secretary shall prepare the ballot and mail copies to the members of the Governing Board of the results. If the Secretary's office is vacated, the Treasurer shall conduct the election in place of the Secretary.

Article IX - LOCAL SECTIONS

Section 1 - The Secretary in each Local Section shall inform the Secretary of the Council of the results of the annual election of officers in his Section and shall register the names of delegates and alternate delegates to the Governing Board with the Council Secretary.

Section 2 - Local Sections shall be encouraged to promote such scientific meetings as many conform to the objectives of the Council as stated in Article II of the Constitution.

Section 3 - New Local Sections: An organized group interested in becoming a Local Section of the Council for Near Infrared Spectroscopy may petition the Governing Board of the Council for Local Section status. The petition should include:

- (a) A list of officers and expiration date.
- (b) A copy of the local Constitution and By-Laws.
- (c) A list of all the current members with indication of Council membership.

- (d) The name of the city where meetings are held and meetings planned, and
- (e) Membership potential.

This petition shall be considered by the Governing Board in accordance with Article V of the Constitution.

Section 4 - Inactive Status - If either the Local Section chairperson or Secretary fails to respond to three successive requests for delegates to the Governing Board Meeting, then the Council President, or his/her surrogate, shall attempt to make contact with the Section. If contact cannot be made or after contact is made it is in the Council representative's opinion that the Section is no longer functioning and will not function within the next year, then the Executive Committee may, if they deem it advisable, vote to place the section on inactive status. This action must be approved by a three-fourths (3/4) majority at the next Governing Board Meeting.

(a) Funds. An inactive section's funds or assets, after discharging of all just debts, shall be held by the National Council Treasurer for five (5) years. At the end of the five (5) year period the assets are to be disposed of as outlined by the inactive section's Constitution and By-Laws, or in the event that no disposition of funds is specified, or the inactive section's Constitution and By-Laws are not in the possession of the National, the assets are to be used by the National Council.

(b) Removal from Inactive Status. A petition of ten (10) or more members, upon approval by the Local Affairs Committee, needs only a simple majority vote of the Governing Board to remove the section from inactive status. If this takes place within five (5) years after being voted into inactive status, all the section's assets are to be returned. If a longer period of time has transpired, the National Council Treasurer on approval of the Governing Board may grant the Local Section Ten (10) dollars per petitioning member or two hundred (200) dollars, whichever is less, to provide immediate operating funds.

(c) Member Status. If a Section becomes inactive the membership will be transferred to the nearest active Section or to a Section of the members choice.

Article X - COMMITTEES

Section 1 - Structure

All appointments shall be for a period of one (1) year beginning January 1 with the exception of the Nomination Committee whose term of office will begin July 1. The chairman shall be selected by the President with the approval of the Executive Committee. If a vacancy occurs in the office of chairman, the President will appoint a successor. At the discretion of the President, and with approval of the Executive Committee, any of the below named committees may be increased in number. All non-standing committees and their chairmen, shall be appointed for a period of one (1) year beginning each January 1. Appointments to committees or boards external to the Council may be made for terms of more than one year with concurrence of the Executive Committee.

Section 2 - Meetings

At the discretion of the Executive Committee, a meeting of those committee chairmen so designated by the Executive Committee shall be held jointly with the Executive Committee early in January each year for the purpose of planning and discussing the committee activities and assignments. The time and place shall be decided by the President.

Section 3 - Committee Reports

Each committee chairman shall submit to the Secretary a written report of committee activities and recommendations forty (40) days prior to a scheduled Governing Board Meeting. An annual report, summarizing the committee's work and recommendations shall be submitted to the Secretary by December 10 of each year.

Section 4 - Auditing Committee

The committee shall consist of two (2) members each serving a term of two (2) years, one (1) being appointed each year. This committee shall be responsible for an annual audit of the financial accounts and records of the Council as specified in the Constitution, Article XIII, Section 3.

Section 5 - Conference Committee

This committee shall consist of six (6) members, each serving a term of three (3) year, two (2) being appointed each year. When Council participation in national and international conferences is deemed appropriate or participation in regional conferences is requested, it shall be the responsibility of this committee to coordinate Council activities at these meetings. The committee shall serve as the liaison between the Council and the various conference chairmen. Other responsibilities include, but not to be limited to, the promotion and presentation of the interest and aims of the Council at these conferences. When appropriate, it shall also include review of the budgets requiring expenditure of Council funds. All budget expenditures must be submitted to the Governing Board for approval.

Section 6 - The Executive Committee

This committee shall consist of the elected officers (President, Vice President, Secretary and Treasurer) immediate past president and newsletter editor. In addition to being responsible for the government and welfare of the Council in the interim between Governing Board Meetings (Section 6, Constitution), the Executive Committee shall prepare a budget for the operation of the Council and the Newsletter in the succeeding fiscal year.

This budget shall be presented for approval of the Governing Board.

Section 7 - Constitution and By-Laws Committee

This committee shall consist of three (3) members, each serving a term of three (3) years, one (1) being appointed each year, plus the Vice President who shall serve as the chairman of the committee for his term as Vice President. This committee shall consider and report on all matters relating to the Constitution and By-Laws of the Council. It shall approve the Constitution and By-Laws of Local Sections after review to insure that they are consistent and in harmony with the National Constitution and By-Laws. The committee shall recommend to the Governing Board any amendments to the Constitution or the By-Laws of the Council that seem advisable.

Section 8 - Local Section Affairs Committee

This committee shall consist of six (6) members, each serving a three (3) year term with two (2) being appointed each year. It shall study and make recommendations concerning problems affecting Local Section activities. It shall receive and review petitions for new Local Sections and shall submit its finding and recommendations to the Governing Board for action. This committee shall select the Local Section that has contributed the most towards accomplishing the objectives of the Council during the preceding year and shall recommend it to the Governing Board for award. This committee shall administer other awards and select the awardee based on candidates recommended by the Local Section.

Section 9 - Membership Committee. This committee shall consist of six (6) members, each serving a three (3) year term with two (2) being appointed each year. It shall promote the enlistment of new Regular Members, Sponsoring Members and Student Members. It shall coordinate the activities of the Local Section Membership Committees.

Section 10 - Membership Education & Programs Committee

This committee shall consist of six (6) members, each serving a three (3) year term with two (2) being appointed each year. It shall compile a list of available speakers and assist Local Section Program Chairmen upon request. It shall be responsible for programs of continuing education, training and professional development in spectroscopy and together with the Secretary, shall promote these, as requested.

Section 11 - Nomination Committee

This committee shall consist of six (6) according to the following qualifications:

(a) The chairman shall be selected by the National Council Vice President.

(b) The National Council President and immediate past shall each select two members to this committee, each with a one-year term.

(c) No two members of this committee shall be from the same Local Section.

(d) This committee shall evaluate persons for Honorary Membership who have made exceptional contributions to spectroscopy and recommend them to the Governing Board in accordance with Article IV, Section 2 of the Constitution.

Section 12 - Publications Committee

This committee shall consist of six (6) members, each serving a three (3) year term with two (2) being appointed each year. It shall assist the Secretary in making known activities and objectives of the Council through the appropriate channels and assisting Local Sections in those matters requested. This committee shall serve in an advisory capacity to the Editor-in-Chief.

Section 13 -Tellers Committee

This committee shall consist of three (3) members, there shall be no chairman. This committee shall tally votes cast in the election of Officers, on any proposed amendment to the Constitution or any resolution voted upon by eligible members. It shall report the results to the Secretary of the Council.

Article XI - GENERAL PROVISIONS

Section 1 - The Governing Board shall be empowered to establish committees for the purpose of promoting a better liaison with Local Sections and for fulfilling the obligations of the Governing Board as outlined in Article VII, Section 1 in the Constitution.

Section 2 - The Governing Board shall be empowered to establish a Placement Bureau for the purpose of promoting professional standing of the members and aiding employers in acquiring the services of near infrared spectroscopists.

Article XII - AWARDS

Section 1 - The Council may administer awards recognizing accomplishments in the field of spectroscopy or related to promoting the objective of the Council. These awards may be sponsored by the Council or other Corporations. The preparation of the certificates and program arrangements for presentation of the Awards shall be the responsibility of the Secretary.

Article XIII - EMPLOYEES OF THE COUNCIL

Section 1 - Responsibility for the hiring or dismissal of employees rest with the Executive Committee.

Section 2 - Direction of Council employees is the responsibility of the Executive Committee. The ultimate authority for the resolution of any work related difficulty of Council employees rests with the Council President.

Section 3 - Review - Committee-Employees of the Council should be reviewed at least annually by a committee of three or more appointed by the Council President. This committee is to recommend to the Budget Committee any changes in remuneration for Council employees.

Article XIV - AMENDMENTS

Amendments to the By-Laws shall be studied by the Constitution and By-Laws Committee, except in cases pertaining to dues and their allocation where the Executive Committee shall study and recommend, then shall be placed on the agenda of a Governing Board Meeting, and shall be adopted by a two-thirds (2/3) majority of the votes cast by the Governing Board.