

CONSTITUTION

Article I -NAME

The name of this organization shall be The Council for Near Infrared Spectroscopy.

Article II - OBJECTIVE

The objective of this organization shall be to advance and disseminate knowledge and information concerning the art and science of near infrared Spectroscopy and other allied sciences while conforming to the provisions of Section 501 (c) (3) of the Internal Revenue Code (1954).

Article III - SCOPE

The scope of this Council shall be to undertake and promote activities which shall accomplish the objective. The term near infrared Spectroscopy, as used in the title and body of the Constitution, is understood to mean the science and art of using near infrared energy for spectral study to determine the composition and structure of matter. To accomplish the objective stated in Article II the Council and/or Local sections may conduct conferences or symposia on scientific subjects and may publish or give financial support to the publication of other scientifically useful information pertaining to Spectroscopy.

Article IV - MEMBERSHIP

Section 1 - Membership in the Council shall consist of:

- a) Honorary Members
- b) Regular Member
- c) Sponsoring Members
- d) Student Members
- e) Emeritus Members

Section 2 - Honorary Members shall be persons who have made exceptional contributions to near infrared spectroscopy and have been voted into their membership by the Governing Board. No more than two (2) Honorary Members can be named in any fiscal year.

Section 3 - Regular Members shall be persons engaged in the study or use of spectroscopy and/or interested in the objective and scope of the Council.

Section 4 - Sponsoring Members of the Council shall be corporate bodies or private companies actively interested in promoting the objectives of the Council on a national and/ or international scale.

Section 5 - Student Members shall be full-time undergraduate or graduate students engaged in the study or use of near infrared or related forms of spectroscopy and/or interested in the objective and scope of the Council.

Student members shall not vote or hold office in the Council.

Section 6 - Emeritus Members shall be persons who have contributed to near infrared spectroscopy and now have retired from active scientific endeavor. Emeritus Members may be proposed by a Local Section, through their Governing Board Delegate, by the Membership Committee, or by the Executive Committee. Upon receiving a simple majority vote at a Governing Board Meeting, the member will be conferred the status of Emeritus Member.

Section 7 - Membership privileges and obligations shall be established in accordance with the Council's Constitution and By-Laws.

Article V - LOCAL SECTIONS

Section 1 -Members living or working in a local geographical area shall have the privilege of constituting themselves as a Local Section of the Council.

Section 2 - The Constitution and By-Laws of such Local Sections shall be consistent and in harmony with the Objective and the Constitution and By-Laws of the Council. They, and any subsequent changes to them, shall be submitted to the Constitution and By-Laws Committee for approval prior to submission to the Governing Board of the Council.

Section 3 - The establishment of a new Local Section must be approved by the Governing Board of the Council and by the adjacent Local Sections.

Article VI - GOVERNMENT

Section 1 - The Council shall be governed by the elected officers and Governing Board.

Section 2 - The elected officers of the Council shall consist of a President, Vice President, Secretary, and Treasurer. Candidates for these offices shall meet the qualifications as set forth in the By-Laws of the Council. These officers shall be elected by a majority vote of the Honorary and Regular Members. The election shall be conducted by means of a letter ballot.

Section 3 - The term of office for the elected officers shall be as follows: The President one (1) year, the Vice President one (1) year, the Secretary three (3) years, and the Treasurer three (3) years. The term of the Treasurer shall be reduced to two (2) years whenever necessary to have succeeding terms of the Secretary and Treasurer commence on different years.

The elected officers shall begin their respective terms at the beginning of the fiscal year but be installed at the Annual Meeting.

Section 4 - Five (5) Delegates-at-Large shall be elected for a term of one (1) year by a majority vote of the Honorary and Regular Members, in an election conducted by means of a letter ballot. Candidates for Delegates-at-Large shall meet the qualifications as set forth in the By-Laws.

Section 5 - The Governing Board shall consist of the elected officers, the immediate Past President (if any), the Newsletter Editor, five (5) Delegates-at-Large, and at least one (1) delegate from each Local Section.

The elected officers and immediate Past President shall not be considered to be Local section Delegates or Delegates-at-Large.

Section 6 - The elected officers, the immediate Past President (if any) and, as a non-voting member, the Newsletter Editor, shall constitute an Executive Committee which shall assume responsibility for the government and welfare of the Council in the interim between Governing Board meetings.

Section 7 - Vacancies in the elective offices, except that of President, shall be filled until the next fiscal year by a letter ballot vote of the Governing Board conducted by the Secretary, who shall submit to the members of the Governing Board the names of candidates selected by the Nominating Committee. A majority of the votes cast shall be required for election.

Article VII - DUTIES OF THE OFFICERS

Section 1 - The President shall be the executive officer of the Council, shall preside at the meetings of the Council and of the Governing Board, shall be the active manager of the Council and shall expeditiously execute all orders and resolutions of the Council. The President shall prepare an agenda for every meeting which shall accompany the meeting announcement, appoint the Chairperson of each standing committees, and shall submit an annual report on his behalf and on behalf of the Governing Board.

Section 2 - The President-Elect shall assume the responsibilities of the President in his absence or incapacity and shall perform such other duties as may be delegated to him by the President and/or the Governing Board. The Vice President shall automatically succeed the President if the President resigns or is removed from office.

Section 3 - The duties of the Secretary shall be to maintain the approved records of the Council and a correct register of the members of the Council. He shall attend to the correspondence of the Council and issue notices of all meetings as set forth by the President and Governing Board. He shall conduct the letter ballots under the direction of the Governing Board and shall submit the Ballots to the Tellers appointed by the President. The Secretary shall submit a written report at the annual meeting.

Section 4 - The Treasurer shall receive all accounts payable to the Council and shall sign and issue all disbursements payable for the Council. The Treasurer shall submit a written report at the annual meeting.

Section 5 - The fiduciary officers of the Council, and related ventures involving the collection or distribution of money, shall each be bonded to the extent of not less than twenty (20) percent of the estimated total amounts of their accounts. The costs of the said bonding shall be paid by the Council.

Section 6 - The Governing Board shall manage the affairs of the Council. The Officers of the Council are responsible to the Governing Board for the discharge of their respective duties. All committees of the Council shall be responsible to the Governing Board for the discharge of their commitments. The approval of all budgets and the general welfare of the Council shall be the responsibility of the Governing Board.

Article VIII - DUES

Section 1 - The Council will be financed by dues collected from the membership as set forth in the By-Laws.

Section 2 - The allocation of all monies collected as dues shall be as specified in the By-Laws.

Section 3 - All dues are due and payable on or before the beginning of each fiscal year. Provisions for the suspension for non-payment of dues shall be set forth in the By-Laws.

Article IX - DISBURSEMENT OF FUNDS

Section 1 - All funds of the Council shall be disbursed in accordance with the By-Laws.

Article X - MEETINGS

Section 1 - The annual meeting of the Council shall be held at a time and place determined by the Governing Board at which the annual reports shall be submitted and newly elected officers installed.

Section 2 - The Governing Board shall convene at least once a year in addition to the Annual Meeting at times and places designated by the President. A four (4) weeks' written notice of these meetings shall be given to all members of the Governing Board.

Section 3 - A quorum of the Governing Board shall consist of at least a majority of Board members.

Article XI - COMMITTEES

Section 1 - The Council shall have standing committee as specified in the By-Laws. All appointments expire at the end of the fiscal year, and are for the term specified in the By-Laws, except for the Nomination Committee whose term is from July 1st to June 30th. Committee appointments may be terminated at any time majority vote of the Executive Committee on recommendation of the President. Other committees may be appointed by the President or Governing Board.

Article XII - PUBLICATIONS

Section 1 - The Council shall publish a newsletter. This newsletter shall be the official publication of the Council and shall be distributed to the membership enumerated in Article IV, Section 1 of the Constitution in accordance with the provisions of the By-Laws.

Section 2 - The Governing Board shall select and approve the Newsletter Editor to serve a three (3) year term.

Section 3 - The Newsletter shall operate on a budget approved by the Governing Board.

Section 4 - The Newsletter Editor shall appoint his co-staff and is responsible for the policy of the Newsletter, subject to overall direction by the Governing Board.

Section 5 - The Council shall encourage publication of scientific papers in reviewed journals covering appropriate fields of interest.

Article XIII -AFFILIATION

Section 1 - The Council may affiliate with other national and/or international scientific organizations provided such affiliation shall further the objective of the Council and shall not jeopardize the status of the Council under Section 501(c)(3) of the Internal Revenue Code (1954).

Section 2 - Affiliation shall allow the Council to maintain status as an autonomous organization, although section, special interest group, or similar status within the structure of another organization shall be permitted. The Council shall obtain representation on the governing body of any organization with which it affiliates.

Section 2 - Affiliation shall be approved by the Governing Board.

Article XIV -GENERAL PROVISIONS

Section 1 - The Council shall not place its name or approval on any commercial product, enterprise or work.

Section 2 -The Council shall not be responsible for any views, theories, or statements advanced in papers or discussion at its meeting or set forth in its publications.

Section 3 -The accounts and records of the Secretary, Treasurer, and any other financial transactions in the name of the Council shall be subjected to an annual audit by, a Certified Public Accountant approved by the Auditing Committee.

Article XV - RULES OF ORDER

Section 1 -The rules contained in Robert's Rules of Order, Revised Edition, shall govern the procedures of the Council and its Governing Board unless superseded by the Constitution or By-Laws of the Council.

Article XVI - REMOVAL FROM OFFICE

Section 1 - It may become necessary to remove from office a member of the Governing Board by reason of inability to perform the duties of the office or because of activities grossly inimical to the Council. To that end, any three (3) voting members of the Governing Board can jointly make a written request for the resignation of any other member.

Section 2 - If an individual has been asked to resign and has declined, the matter can be placed on the agenda of any meeting of the Governing Board by vote of any three (3) members of the Governing Board. The individual whose removal is sought must be notified in writing of this action at least one (1) week in advance of the Governing Board meeting. If notice of this action had been included with the regular agenda of the Governing Board meeting, the Governing Board can conduct a hearing and vote at that meeting. If prior notice of this action had not been included in the agenda, the matter will be considered New Business and there will no hearing and no vote at that meeting, except to schedule another meeting at least twenty-four (24) hours later and to inform, in writing, the individual whose removal has been requested that this action has been taken. The only business at this second meeting will be the hearing and vote on the question of removal from office.

Section 3 - During the proceedings 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 the proceeding. The proceedings will take place under Robert's Rules of Order.

Section 4 - Removal of a member of the Governing Board from office requires the approval of three-fourth (3/4) of the Governing Board who are present and voting.

Article XVII - DISSOLUTION

In event of either voluntary or involuntary dissolution of the Council the funds or assets of the Council, remaining after discharging all just debts of

the Council or its officers in the name of the Council, shall be distributed without encumbrances to a nonprofit group, organization, or institutes of learning engaged in the field of spectroscopy within the contemplation of Section 170 (c)(2) of the Internal Revenue Code (1954). The selection of the recipient or recipients shall be made by the majority vote of the Governing Board in office at the time of dissolution but in no event shall the assets be distributed to any member or members of the Council.

Article XVIII - AMENDMENTS

Section 1 - Any proposed amendment to this constitution shall first be presented to the Governing Board and Constitution and By-Laws Committee for study and initial approval. The proposed amendment shall then be published in the Newsletter and referred to the Local Sections, if any, for a minimum of ninety (90) days of consideration. The voting members shall then vote by letter ballot on the proposed amendment. A two-thirds (2/3) majority of the votes cast shall be required for adoption of the proposed amendment. The results of the balloting and the amendments shall be published in the Newsletter.