



***BYLAWS OF THE
DIVISION OF MEDICINAL CHEMISTRY
OF THE
AMERICAN CHEMICAL SOCIETY**

**BYLAW I
Name and Objects**

Section 1. The name of this organization shall be the Division of Medicinal Chemistry (hereinafter referred to as the "Division") of the AMERICAN CHEMICAL SOCIETY (hereinafter referred to as the "SOCIETY").

Section 2. The objects of the Division shall be the promotion of research in the discovery and development of new medicinal agents and, by its meetings, professional contacts, reports, papers, discussions and publications, to encourage the advancement and dissemination of knowledge of the chemistry and biological activity of substances useful in medicine. The objects of this Division shall be those of the SOCIETY as stated in the Charter and Constitution of the Society. Nothing in these bylaws shall be inconsistent with the Charter, Constitution and Bylaws of the SOCIETY. The Division shall be an authority and advocate for the practice of medicinal chemistry.

**BYLAW II
Members and Affiliates**

Section 1. Membership in the Division is open to all members of the SOCIETY who indicate their wish to join the Division and who pay the annual dues. Application for membership shall be made in writing or electronically to the Membership Chair of the Division.

Section 2. Suitable qualified persons, not members or Society Affiliates of the SOCIETY, who wish to participate in the activities of the Division, may become Division Affiliates upon

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acceptance by the Executive Committee and payment of annual dues. Division Affiliates shall have all the privileges of membership in the Division except that of voting, holding an elected or appointed position, or serving as a member of the Executive Committee.

Section 3. A Society Affiliate of the SOCIETY may apply to the Membership Chair to become a Society Affiliate of the Division. A Society Affiliate who has paid the established Division dues shall have all the privileges of membership in the Division except that of voting, holding an elected or appointed position of the Division, or serving as a voting member of its Executive Committee.

Section 4. Members and affiliates shall have the privilege of receiving advance notices of the meetings and symposia sponsored by the Division; receiving electronic copies of the abstracts of papers to be presented on the program of the Division at the national meetings of the SOCIETY; and contributing to the programs and activities sponsored by the Division.

Section 5. Any member may resign membership in the Division by submitting notification of resignation, in writing, to the Membership Chair of the Division during the year for which dues are paid.

Section 6.

- a. The name of any member of the Division who is in arrears in payment of dues by more than three months shall be removed from the rolls.
- b. An affiliate shall retain affiliate status only so long as payment is made of Division dues. The name shall be stricken from the rolls as soon as the affiliate is in arrears in the payment of dues.

BYLAW III

Officers, Executive Committee, Councilors and Appointed Officials

Section 1. The elected officers of the Division shall be MEMBERS of the SOCIETY. They shall consist of a Chair, Vice-Chair, Secretary, Treasurer, Program Chair, Past Chair, Academic Councilors (2) and Industrial Councilors (2), all with full voting rights. The positions of Secretary and Treasurer may be held by the same person. A Membership Chair appointed by the elected officers shall also serve as a regular member of the Executive Committee with full voting rights. Only elected officers and the Membership Chair, as described above, shall have full voting rights.

- a. Vice-Chairs shall alternate annually between academic and industrial members. The term for Vice-Chair shall be one year. Academic Vice-Chairs shall serve as Chair in the following (second) year, and then as Past Chair in their third year. Industrial Vice-Chairs shall serve as Program Chair during the following two years, then as Chair in their fourth year and as Past Chair in year five.
- b. The term of office for Secretary and Treasurer shall be three years.

- c. The Membership Chair shall serve a term of 3 years.
- d. The Executive Committee shall appoint two Members-at-Large, one from industry and one from academia, who shall serve two year terms. Members-at-Large shall be assigned tasks as specified by the Executive Committee. The Executive Committee shall also appoint a liaison to foreign societies of medicinal chemistry, who will serve a two year term. The duties of the Foreign Liaison shall be to facilitate relationships with medicinal chemistry societies outside the United States. Members-at-Large and the Foreign Liaison shall not be regular members of the Executive Committee, and do not have voting rights.
- e. The Editor-in-Chief of *Annual Reports in Medicinal Chemistry*, and two individuals nominated by the Editor-in-Chief of the *Journal of Medicinal Chemistry*, shall be appointed by the Executive Committee to serve as liaisons between the Division and their respective publications. These individuals are not regular members of the Executive Committee and do not have voting rights

Section 2. Councilors and Alternate Councilors in number as provided under the SOCIETY's Constitution and Bylaws (two Industrial Councilors and two Academic Councilors plus a like number of alternates as outlined below) shall be elected to serve as representatives of the Division on the Council of the SOCIETY. The term of office for Councilors shall be three years and their terms must be staggered. Current elected officers of the Division may not serve as Councilors and Alternate Councilors until their current terms have been completed.

Section 3. The Executive Committee shall consist of the Officers, Councilors, and the Immediate Past Chair of the Division.

Section 4.

- a. The duties of the Chair shall be to preside at meetings of the Executive Committee, to carry into effect the decisions and recommendations of that Committee, to preside at meetings of the Division, to appoint all committees as outlined in the Division Guidelines, and to carry out all those duties required by the Constitution and Bylaws of the SOCIETY. In the absence of the Chair, the duties of the office shall devolve upon the Vice-Chair.
- b. The duties of the Vice-Chair shall be to assist the Chair in advancing the development and activities of the Division and to carry out all those duties required by the Constitution and Bylaws of the SOCIETY. The Vice-Chair shall be Chair of the Long-Range Planning Committee. In the absence of the Chair, the duties of the office shall devolve upon the Vice-Chair.
- c. The Secretary shall keep a record of the proceedings of the Division, the Executive Committee, and the Long Range Planning Committee, and shall discharge such responsibilities as are laid down in the Constitution and Bylaws of the SOCIETY and/or by the Executive Committee of the Division. With the assistance of the Treasurer, the Secretary shall maintain a list of members and affiliates and send to members such notices as the business of the Division may require. The Secretary

shall publish a Division newsletter twice a year, which shall be sent to all members of the Division. The Secretary shall also maintain the Division web site, archives of minutes, abstracts, forms, rosters and newsletters. Together with the Treasurer, the Secretary shall submit a report to the Division at its annual open business meeting and an annual report of the Division to the Committee on Divisional Activities through the Executive Director. All elections for office and changes in office shall be certified promptly by the Secretary of the Division to the Executive Director of the SOCIETY.

- d. The Treasurer shall have charge of the funds of the Division and shall make all disbursements subject to the approval of the Executive Committee. The Treasurer shall assist the Secretary in maintaining a list of members and affiliates and in sending to members such notices as the business of the Division may require. Together with the Secretary, the Treasurer shall submit a report to the Division at its annual meeting and an annual report of the Division to the Committee on Divisional Activities through the Executive Director. In addition, the Treasurer shall discharge such other responsibilities as are laid down in the Constitution and Bylaws of the SOCIETY or by the Executive Committee of the Division.
- e. The Program Chair shall be responsible for arranging the Program of the Division at national meetings of the SOCIETY.

Section 5. The Executive Committee shall act for the Division in the interim between meetings of the Division, and shall have power to fill all vacancies caused by the death, resignation or removal of an officer and shall perform all other duties assigned thereto. Vacancies in the office of Councilor or Alternate Councilor may be filled until the next annual election.

Section 6.

- a. The Officers, Councilors and Alternate Councilors shall be elected by ballot of all members of the Division with voting rights.
- b. At least two months in advance of the spring meeting of the SOCIETY, the Chair shall appoint an Election Nominating Committee of three members in good standing, none of whom shall be current officers or Long Range Planning Committee members, to select one or more nominees for each office of the Division that is to be filled: Chair, Vice-Chair, Secretary, Treasurer, and Program Chair. The members of the Election Nominating Committee shall only be known to the Chair of the Division. At least two individuals shall be selected for each vacancy for the office of Councilor, with the candidate receiving the second-most votes to be named Alternate Councilor. It is most desirable that nominees for the office of Councilor be experienced with matters of both the SOCIETY and the Division. The report of the Election Nominating Committee shall be given at the spring Executive Committee meeting of the Division.

c.

- (1) The Secretary, or in the absence of the Secretary another officer of the Division designated by the Chair, shall prepare the election ballot. Where more than one name per position occurs, the order of names on the ballot shall be chosen by lot.
- (2) The Secretary shall send out the ballots, or an announcement that ballots are available, at such a time as to permit a report of the election results to be given to the membership at the fall business meeting of the Division. A period of at least five weeks must be provided between the date on which the ballots are distributed and the deadline for their return to the Secretary or other officer of the Division designated by the Chair.
- (3) If paper ballots are used, the Secretary or other officer of the Division designated by the Chair shall deliver unopened all ballots received by the deadline to the Tellers. If electronic ballots are used, all ballot submissions shall be checked against a database of eligible Division members using ACS membership numbers to prevent multiple votes. All balloting shall be done in accordance with the Constitution and Bylaws of the SOCIETY, to meet the requirements of (1) fair balloting that is open to all eligible members of the SOCIETY, (2) anonymity, (3) protection against fraudulent balloting, (4) ballot archiving, and (5) the timely reporting and archiving of balloting results.
- (4) .The Secretary shall report the outcome of the election to the Executive Committee.
- (5) The Tellers, who shall be appointed by the officer designated to receive paper ballots (if used), shall count those using the list of members provided by the Secretary to verify eligibility of all those voting. Any ballots not so validated shall be rejected.
- (6) The candidates for the offices of Vice-Chair, Secretary, Treasurer, Academic Councilor and Industrial Councilor, respectively, who receive majority votes of the ballots tallied will be considered elected to their respective offices. In the event of a tie, the Executive Committee shall appoint one of the tied candidates to fill the office.
- (7) Write-in votes for candidates whose names are not listed on the ballot shall be considered valid votes. The Tellers shall count these in the same way as those of candidates designated by the Nominating Committee.

d. The Chair of the Division cannot be nominated for re-election as Vice-Chair.

e. The terms of all Officers shall begin on January 1 following the election.

f. Officers and appointed or ad hoc members of the Executive committee shall take office on January 1 following the election.

- g. Vacancies in any office shall be filled by the Executive Committee. The incumbent so appointed shall serve until the next regular election.

Section 7. Any Division elected official (Officers and elected Executive Committee Members) may be recalled for neglect of duties or conduct injurious to the SOCIETY, as outlined in Society Bylaw V (Recall of Elected Officials). Recall procedures are not applicable to Councilors and Alternate Councilors elected by Divisions.

- a. The elected officials of the Division (Officers or elected Executive Committee members) are subject to recall for neglect of duties or conduct injurious to the SOCIETY.
- b. The recall of an official shall be initiated when a signed petition, indicating in writing the specific charges and reasonable substantiating evidence, is submitted to the Chair from at least five voting members of the Division. In the event the Chair is the official in question, the Vice-Chair or Chair-Elect shall receive the petition and shall assume the duties of the Office of Chair with respect to this issue until the issue is resolved.
- c. The Chair shall without delay determine that the petitioners are aware of the gravity of their actions and the procedures to be followed. The Chair shall seek an alternate resolution to the problem and a withdrawal of the petition at this time. In the absence of a resolution to the problem, the Chair shall notify the members of the Executive Committee and call a special meeting within 30 days.
 - (1) The Executive Committee shall promptly continue the removal process or dismiss the petition as ill-founded or find an alternative solution to the problem. The Chair shall promptly inform the petitioners and the official of the decision of the Executive Committee.
 - (2) If the proceedings continue, the Chair shall assign the duties of the official to another MEMBER of the Division until the issue is resolved.
 - (3) If the proceedings continue, the official shall be offered an opportunity to answer the allegations in the petition before the Executive Committee.

Every reasonable effort shall be made to contact the official throughout this procedure. That effort shall include a certified letter to the last known address on the official SOCIETY membership rolls. Upon notification, the official shall have 30 days to make a written response to the allegations. The Executive Committee shall decide whether to proceed after studying the official's response. The Chair shall inform the official and the petitioners of the decision of the Executive Committee.

If no contact with the official can be made after a reasonable effort, the Executive Committee may remove the official in question with a two-thirds (2/3) vote of the remaining members.

- (4) If the proceedings continue, the official in question shall choose one of the following options:
 - (i) The official may resign.
 - (ii) The official may request a recall vote in the same manner as the original election, which must be consistent with the Division bylaws. The voting membership shall be informed, through brief written statements prepared by the Executive Committee and the official, of the issues involved with the recall vote. Both statements shall be distributed to the voting membership before the vote is taken.
 - (iii) The official may request a hearing and recall vote by the remaining members of the Executive Committee. A two-thirds (2/3) vote of the remaining members of the Executive Committee shall be required to recall the official.
 - (iv) The official may choose not to respond and thus forfeit the position.

d. The vacancy provisions of the bylaws shall be used to fill a vacancy caused by a recall process. The membership of the Division and the Executive Director of the SOCIETY shall be informed of the results of the recall process and replacement of the official.

BYLAW IV Committees

Section 1. The Chair shall, with the advice of the Executive Committee, appoint the Nominating Committee and such other standing and special committees as may be authorized by the Division or its Executive Committee.

BYLAW V Meetings

Section 1. The Division shall meet at each national meeting of the SOCIETY, unless the Executive Committee votes otherwise, provided that the requirements for a minimum number of meetings as specified in the SOCIETY's Bylaws shall be met.

Section 2. The required annual open business meeting of the Division shall be held at the fall meeting of the SOCIETY. Division business that requires a vote of the membership other than election of officers may be conducted at any scheduled open business meeting of the Division.

Section 3. The order of business at any business meeting shall be:

- a. Reading of minutes of previous meetings.
- b. Report of Executive Committee, if required.
- c. Reports of the Secretary, Treasurer, and Program Chair.
- d. Reports of other Committees, as required.
- e. Unfinished business.
- f. New business.

Section 4. Special open meetings of the Division may be called by the Executive Committee, if notice is distributed to the membership or published in the official organ of the SOCIETY at least two months in advance.

Section 5. The fee for registration at any special open meeting shall be decided by the Executive Committee in accordance with the Bylaws of the SOCIETY.

BYLAW VI Publications

Section 1. The Division may establish and sponsor any new publications for the promotion of materials of interest to the membership after obtaining the approval of the Board of Directors of the SOCIETY.

Section 2. The Editors and Editorial Board of each publication published or sponsored by the Division shall be selected by and responsible to the Executive Committee.

Section 3. Publications of the Division shall be made available under such conditions as the Executive Committee provides upon approval of the Board of Directors of the SOCIETY.

BYLAW VII Papers Submitted for Presentation

Section 1. Any member of the SOCIETY may submit papers for presentation on the programs of the Division.

Section 2. No paper by a chemical scientist who is not a member of the SOCIETY shall appear on the program of the Division unless it is a joint paper with one or more Society members or unless the author has been invited to present the paper. The Executive Committee shall be the final judge regarding the acceptability of any papers questioned by the Program Chair, or if rejection of a submission is disputed by the submitting author.

Section 3. Abstract and manuscript requirements for the presentation of papers at meetings of the Division shall be determined by the Executive Committee in accordance with the Constitution and Bylaws of the SOCIETY.

Section 4. The rules for papers presented before meetings of the SOCIETY as outlined in the Bylaws and Regulations of the SOCIETY shall govern the Division.

BYLAW VIII

Dues

Section 1. Members of the Division shall pay annual dues at the rate established by the Executive Committee. Changes in dues shall be subject to ratification by a two-thirds (2/3) majority of all members who are present at a scheduled open business meeting of the Division.

Section 2. Division Affiliates shall pay annual dues of at least one dollar (\$1.00) more than the dues assessed members, and the amount of dues shall be at least two dollars (\$2.00) per annum.

Section 3. Society Affiliates, foreign members and other membership categories not previously mentioned above shall pay dues at the rate established by the Executive Committee. Changes in dues shall be subject to ratification by a two-thirds (2/3) majority of all members who are present at a scheduled open business meeting of the Division.

BYLAW IX

Affiliation

The Division may affiliate with the Committee on Problems of Drug Dependence, Inc., provided that the Division has secured from the said organization a written statement (a) in its governing documents or (b) executed by its President or Executive Officer, declaring that the Division shall not be committed by any action of the said organization in conflict with the Charter, Constitution, or Bylaws of the SOCIETY. This affiliation shall be reauthorized every 5 years.

BYLAW X

Dissolution of Division

Upon dissolution of the Division, any assets of the Division remaining thereafter shall be conveyed to such organization then existent as is dedicated to objects similar to those of the Division and the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY, so long as whichever organization is selected by the governing body of the Division at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provision of the Code as may be in effect at the time of the Division's dissolution.

BYLAW XI

Amendments

Section 1. Any proposal for amendment or amendments of these bylaws may be made by the Executive Committee or by 25 members of the Division. Such a proposal shall be submitted to all members of the Division at least two weeks prior to the annual meeting of the Division and

voted upon at the annual meeting. A two-thirds (2/3) majority of all members who are present at a scheduled open business meeting of the Division must approve the amendment for adoption.

Section 2. Amendments to these bylaws, after adoption by the Division, shall become effective upon the approval of the Committee on Constitution and Bylaws, acting for the Council of the SOCIETY, unless a later date is specified in the amendment.