



## BYLAWS OF THE SOCIETY OF COSMETIC CHEMISTS

### ARTICLE I. NAME AND PURPOSE

The name of this organization shall be the Society of Cosmetic Chemists. Dedicated to the advancement of cosmetic science, our purpose is to disseminate scientific information, innovations, and research in the cosmetics and personal care industry; provide education, technical publications, and specialized communities of practice for the exchange of information; improve professional competence and recognition of cosmetic scientists; and create public confidence in the industry.

### ARTICLE II. MEMBERSHIP

Any individual with responsibilities in an organization that engages in scientific or technical work, or any individual associated with a business that is affiliated with the cosmetics and personal care industry shall be eligible to become a member of the Society in a manner consistent with policies and prerequisites established by the Board of Directors. All members shall be members of the National Society and shall be associated with a local chapter, when practicable.

1. **Membership Classifications & Eligibility Requirements** – The membership classifications and eligibility requirements as adopted by the Board of Directors are:
  - A. **General Member** – Engaged in scientific or technical work in the cosmetics and personal care industry or in related governmental or academic areas. Minimum of a bachelor's degree earned in the chemical, physical, medical, pharmaceutical, biological, or related sciences and technology.
  - B. **Affiliate Member** – Interested in the objectives of the Society, but not qualified for General Membership. Affiliate Members are entitled to all General Membership privileges. After 5 consecutive years of membership in good standing, Affiliate Members shall be transferred to General Member classification.
  - C. **Junior Member** – Possesses a bachelor's degree in the chemical, physical, medical, pharmaceutical, biological, or related sciences and technology and is currently enrolled full-time pursuing a graduate or post-graduate degree from an accredited college or university. Proof of full-time enrollment required. Junior Members may not vote or hold elected office within the Society or its Chapters.
  - D. **Student Member** – Fully matriculated undergraduate students in a scientific or cosmetics/personal care program at an accredited college or university. Proof of full-time enrollment required. Student members may not vote or hold elected office within the Society or its Chapters.
  - E. **Emeritus Member** – Members 65 years of age or older who have been a dues-paying member in good standing for 25 consecutive years may request to be transferred to Emeritus Member status, subject to review and approval of the Board of Directors. Emeritus members may not hold elected office within the Society or its Chapters.
  - F. **Retired Member** – Members retired from the industry, over 55 years of age, and a dues-paying member in good standing for at least 15 consecutive years may apply for Retired Member status. Retired members may not hold elected office within the Society or its Chapters.
  - G. **Fellow Designation** – General Members who have achieved full maturity in the profession, as evidenced by a record of outstanding achievement and leadership, may be conferred a Marketing Fellow or Technical Fellow designation by the Society by the Board of Directors upon recommendation of the Fellow Certification Committee.
  - H. **Honorary Member** – Conferred by the Board of Directors to individuals for distinguished service to the industry, Honorary members may not vote or hold elected office within the Society or its Chapters.

- I. **Educator Member** – Employed full-time as an educator (dean, teacher, professor, or general educator) from an accredited college or university in a program related to the cosmetic sciences, including but not limited to the disciplines of chemistry, pharmacy, chemical engineering, business law, or general business. Educator members may not vote or hold elected office within the Society or its Chapters.
  - J. **International Member** – Persons who meet General or Affiliate member eligibility requirements but primarily work or reside outside the U.S. or Canada. International members will receive electronic communications only. International members shall have one vote on each matter put forth to the membership for a vote, except that they shall not be eligible to hold elected office within the Society or its Chapters.
2. **Applications for Membership** - Applications for membership shall be submitted through SCC Headquarters which has the authority to approve or deny applications from individuals who apply for membership under this Article, except for requests for Fellow, Honorary, or Emeritus status which are subject to approval of the Board of Directors. The Society may deny an individual from membership for cause (as defined in Article XII, Section 2) in a manner consistent with policies established by the Board of Directors.
3. **Membership Dues**
- A. Annual membership dues, proration of dues, reactivation fees, late fees, or any other fee assessments shall be determined and collected in a manner authorized by the Board of Directors.
  - B. No dues shall be levied upon or charged to Emeritus or Honorary Members.
  - C. Membership dues are levied for the calendar year, January through December.
  - D. To remain in good standing, dues payments for the membership year must be received by December 31st of the prior year.
  - E. The Society, by a two-thirds vote of the Board of Directors, may levy upon the members an assessment for special projects, circumstances, or emergencies.
4. **Termination and Reactivation of Membership**
- A. Former members who seek reactivation of membership must pay the reactivation fee then in effect to return to member in good standing status.
  - B. Any member who fails to pay dues or any other financial obligation to the Society may be terminated from membership in a manner consistent with policies established by the Board of Directors.
  - C. The Society may terminate or suspend an individual from membership for cause (as defined in Article XII, Section 2), in a manner consistent with policies established by the Board of Directors.
  - D. Dues refunds shall not be made to those members who are terminated from employment or change member class prior to the end of the membership year of the Society.
5. **Changes in Membership Class**
- A. A member's classification is deemed annually by the class in which dues are assessed. To the extent that a subsequent change in a member's employment would cause a change in a member's classification, such change will be effective immediately.
  - B. For the purposes of determining eligibility for and continuation in elected or appointed offices of the Society, the classification of a member in effect at the date of nomination for office shall be deemed effective for the entire term of that office.
  - C. Any Emeritus or Retired member who has been approved for that class may not revert back to any other membership category.
  - D. Any Student or Junior member, upon migration to another membership class, may not revert back to Student or Junior member class, regardless of whether they have re-enrolled full-time in an accredited program.

## **6. Rights and Powers of the Members**

- A.** Every member in good standing of the Society shall be entitled to attend the Annual Business Meeting and any special meetings of the membership pursuant to Article IX, Section 3 of these Bylaws.
- B.** General, Affiliate, Emeritus, Fellow, Retired, and International Members (hereinafter collectively referred to as the “Voting Members”) shall be entitled to one (1) vote on any Bylaws amendments, for elected officers and directors, or for any other proposal put before the membership for a vote. All other classes of membership are ineligible to vote.
- C.** Voting members shall be entitled to vote upon all proposals brought before any duly called meetings of the Society (pursuant to Article IX) when attending in-person. Voting by proxy is prohibited.

## **ARTICLE III. BOARD OF DIRECTORS**

- 1. Governing Body** - The governing body of the Society shall be the Board of Directors. The following shall constitute the Board of Directors for the term and under the conditions further specified in these Bylaws:
  - A.** Five (5) elected Officers of the Society (as specified in Article V), each of whom shall have one (1) vote;
  - B.** Two (2) elected Area Directors from each Area (as specified in Article VII, Section 1), each of whom shall have one (1) vote;
  - C.** Immediate Past President of the Society, who participates as an ex-officio member and has no vote;
  - D.** SCC’s Chief Executive Officer, who acts in advisory capacity as an ex-officio member and has no vote; and
  - E.** A representative of the IFSCC, who participates as an ex-officio member and has no vote.
- 2. Area Directors** - The Area Directors function as elected representatives of the Chapters in their Areas. Two Area Directors shall be elected for each Area. The Senior Director for an Area is determined by the earliest election-to-office date. All Area Directors shall be General Members in good standing. Area Directors are required to:
  - A.** Participate in all Board of Directors meetings;
  - B.** Plan and facilitate Area Council meetings (Article VII, Section 3);
  - C.** Communicate frequently with Chapters within their respective Area;
  - D.** Act as a liaison between the national office, Board of Directors, and their respective Chapters; and
  - E.** Perform other duties, projects, or assignments as approved by the Board of Directors.
- 3. Powers of the Board** - The Board of Directors may exercise all powers requisite for the purposes of the Society, not inconsistent with these Bylaws, including, but not limited to, the authority to prescribe the policies and procedures of the Society and to enact resolutions binding upon the Officers, Board, committees, members, and staff.
- 4. Regular Meetings** - Regular meetings of the Board of Directors shall be held at least two (2) times per membership year. Notice shall be sent to each member of the Board of Directors at least twenty (20) days in advance of said meeting, to the extent practicable. At such meetings, the presence of fifty percent (50%) of the elected Board Members shall constitute a quorum. All proposals brought before the Board for a vote must be affirmed by a simple majority of those present to be approved.
- 5. Special Meetings** - A special meeting of the Board of Directors may be called by the President of the Society or at the written request of twenty-five percent (25%) of the members of the Board of Directors. To the extent practicable, at least ten (10) days advance notice must be given for any special meeting of the Board of

Directors.

6. **Acknowledgements** – Each Board member shall, on an annual basis, sign acknowledgements with respect to the Society’s policies, as appropriate.
7. **Terms of Office** – Terms of office shall be as follows; both successors and elected national board positions take office on January 1st:
  - A. President, Vice President, and Vice President-Elect shall each serve for a term of one (1) year, none of which may serve consecutive terms.
  - B. Secretary and Treasurer are elected to two (2) year terms, neither of which may serve consecutive terms.
  - C. Area Directors are elected for a term of three (3) years; none of which may serve consecutive terms.
8. **Presidential Term Limits** – Unless otherwise provided for in these Bylaws, no member shall be eligible to serve more than two (2) terms as the President of the Society, regardless of the length of time between terms.
9. **Officer Vacancies** – If the office of the President, Vice President or Vice President-Elect shall for any cause become vacant:
  - A. President – The unexpired portion of the annual term of President shall be filled by the Vice President of the Society.
  - B. Vice President – The unexpired portion of the annual term of Vice President shall be filled by the Vice President-Elect of the Society.
  - C. Vice President-Elect – The unexpired portion of the annual term of Vice President-Elect shall be filled by special election.
10. **Area Director Vacancies** – If the office of any Area Director shall for any cause become vacant, the position shall be filled for the remainder of the calendar year via an appointment by the Board of Directors. Recommendations from the Area Council will be considered for appointment. A new Area Director shall be elected during the next regular election to fill the remainder of the vacant term.
11. **Removal of Board Members** – Any member of the Board of Directors that is found to be at cause for removal at the discretion of the National Board of Directors is subject to the provisions set forth below in Article XII.

#### ARTICLE IV. EXECUTIVE COMMITTEE

1. **Executive Committee** - The Executive Committee of the Society shall consist of:
  - A. The five (5) elected officers of the Society (Article V), each of whom has one (1) vote; and
  - B. The SCC’s Chief Executive Officer, who participates in an advisory capacity and has no vote.
2. **Functions** - The Executive Committee's functions are:
  - A. Pursue the vision and Strategic Plan of the Society;
  - B. Plan, direct, and assure proper administration of all Society activities and resources; and
  - C. Exercise the role of the Board of Directors between meetings of that body.
3. **Authority** – The Executive Committee may authorize any Officer, agent, or employee, in the name of and on behalf of the Society, to execute or deliver any instruments; such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors or the Executive Committee, no Officer, agent, or employee shall have the power or authority to bind the Association or any of its members.

- 4. Meetings** - The Executive Committee shall meet as deemed necessary and shall report on all actions taken by it at the next meeting of the Board of Directors. A simple majority of the members of the Executive Committee present at the meeting shall constitute a quorum. All questions brought before the Executive Committee for a vote must be affirmed by a simple majority of those present to be approved.

## **ARTICLE V. ELECTED OFFICERS**

- 1. Officers** – The Officers of the Society shall be the President, Vice President, Vice-President Elect, Treasurer and Secretary, all of whom shall be General Members. The Vice President-Elect, Secretary and Treasurer shall be elected and hold office as provided for in these Bylaws (Article VIII).
- 2. President** - The President serves as chief elected officer, representing all the members and the best interests of the organization; exercises personal leadership in the motivation of other Officers, Board Members, committee chairs, and members; influences the establishment of goals and objectives for the organization; acts as inspirational leader and serves an important role in monitoring and evaluating organizational performance and effectiveness; works in partnership with the CEO by delegating authority and responsibility to provide leadership continuity. Within the limits of the Bylaws and Board policies, the President is responsible for and has authority to:
- A.** Preside over all meetings of the Board of Directors, the Executive Committee, and any other national meetings of members.
  - B.** Ensure that the Board of Directors and Executive Committee are kept informed on the general conditions and operations of the Society.
  - C.** Work with the CEO in developing annual goals that are consistent with the mission and strategic plan of the Society.
  - D.** Appoint chairpersons of committees and representatives to other organizations/boards as provided for in these Bylaws or the annually adopted Committee Charters.
  - E.** Support policies, programs, and budgets adopted by the Board of Directors.
  - F.** Promote interest and active participation in the Society.
  - G.** Report activities of the Board and the Society to members.
  - H.** Manage the performance of the other elected Officers and the CEO.
  - I.** Have such other powers and duties incident to the office of President prescribed by the Board of Directors, the Executive Committee, or these Bylaws.
- 3. Vice President** – The Vice President has the primary responsibility to clarify the short-term aspects of the Society’s strategic plan and to build the team that will implement these objectives during their succeeding term as President. The Vice President shall also:
- A.** Assume the duties of the President in the absence or incapacity of the President.
  - B.** Represent the Society at the request of the President.
  - C.** Serve as the Chairperson of the Committee on Chapter Affairs (COCA).
  - D.** Serve as officer liaison to assigned committees.
  - E.** Have such other powers and duties incident to the office of Vice President prescribed by the Board of Directors, the Executive Committee, or these Bylaws.
- 4. Vice President-Elect** – The Vice President-Elect supports the Vice President and President in the implementation of the Society’s strategic plan. The Vice President-Elect shall also:
- A.** Assume the duties of the President or Vice President, as appropriate, in the absence or incapacity of one or

both.

- B.** Represent the Society at the request of the President.
  - C.** Serve as a member of the Committee on Scientific Affairs (COSA).
  - D.** Serve as the Chairperson of the Governance Task Force.
  - E.** Serve as officer liaison to assigned committees.
  - F.** Have such other powers and duties incident to the office of Vice President-Elect prescribed by the Board of Directors, the Executive Committee, or these Bylaws.
- 5. Treasurer** - The Treasurer shall be responsible for monitoring the fiscal affairs of the Society and is tasked with carrying out the policies and directions of the Board of Directors. The Treasurer shall also:
- A.** Have power to disburse such funds of the Society as shall be required in the conduct of its affairs and the carrying on of its activities.
  - B.** Have authority to sign any check, draft, or other order of the Society for the payment of money.
  - C.** Work, in conjunction with the accounting firm, auditors, and staff to prepare financial statements for the Board of Directors and the Executive Committee in such form and frequency as they may direct.
  - D.** Develop and maintain the appropriate budgetary procedures; oversee and authorize the expenditure of funds; and ensure that all funds, physical assets, and other property of the Society are administered with care.
  - E.** Review and approve/deny Chapters' Mid-Year and Year-End Financial Report submissions.
  - F.** Serve as the Chairperson of the Audit & Finance Committee.
  - G.** Serve as officer liaison to assigned committees.
  - H.** Have such other powers and duties incident to the office of Treasurer prescribed by the Board of Directors, the Executive Committee, or these Bylaws.
- 6. Secretary** - The Secretary shall perform all such duties associated with the office of Secretary of a non-profit under the laws of the State of Delaware including, but not limited to:
- A.** Keep, or provide for keeping of, official minutes of all meetings of the Board of Directors, the Executive Committee, and meetings of the Voting Members.
  - B.** Provide for the secure custody and safeguard of the Certificate of Incorporation and any other corporate documents of the Society.
  - C.** Oversee the election process and certification of ballot results.
  - D.** Record and communicate to the members all resolutions of the Board of Directors or any such other information as the Board of Directors, the Executive Committee, or the President shall direct.
  - E.** Serve as officer liaison to assigned committees.
  - F.** Have such other powers and duties incident to the office of Secretary prescribed by the State of Delaware, the Board of Directors, the Executive Committee, or these Bylaws.

## **ARTICLE VI. CHIEF EXECUTIVE OFFICER**

- 1. Chief Executive Officer (CEO)** – The CEO is the chief executive officer of the Society whose basic functions are to:
- A.** Serve as chief of staff representing SCC members, the Executive Committee, and the Board of Directors.
  - B.** Assist in the development of the Society's strategic plan goals and objectives.
  - C.** Oversee products and services designed to meet the need of the members and chapters.
  - D.** Provide visionary and strategic leadership in implementing the mission and business plan of the Society.
  - E.** Work in partnership with the President to provide effective support to successfully implement Society

objectives.

2. **Responsibility and Authority** - Within the limits of the Bylaws and Society's policies, the CEO is responsible for and has authority to:
  - A. Formulate and recommend basic policies and procedures.
  - B. Ensure that the Executive Committee is kept informed on operations and other important factors.
  - C. Implement Bylaws, policies, and programs adopted by the Executive Committee and the Board of Directors.
  - D. In cooperation with the Treasurer and the staff, implement the appropriate budgetary procedures; oversee and authorize the expenditure of funds; and ensure that all funds, physical assets, and other property of the Society are safe-guarded.
  - E. Ensure that proper member records, financial accounts, and other documents are maintained as provided in the Society's records retention policy.
  - F. Oversee the direction and coordination of staff in support of programs, projects, and activities.
  - G. Employ, supervise, and motivate the employees of the Society, including oversight in use of consultants or independent contractors.
  - H. Assess employee performance in relation to established goals and objectives and administer promotions and terminations.
  - I. Recommend compensation increases and benefits for all staff, subject to Executive Committee approval.
  - J. Serve as an ambassador for SCC through speeches, interviews, events, and other opportunities.
  - K. Authorize and execute contracts or other instruments as authorized by the Executive Committee, Board of Directors, or established policies.
  - L. Participate in all meetings of the Executive Committee, Board of Directors, and committees as assigned; serve as parliamentarian thereat and provide for arrangements, notices, agendas, and minutes.

## ARTICLE VII. AREAS & AREA COUNCILS

1. **Areas** – An Area will consist of several chapters and is generally grouped by geographical and other relevant representation factors. Area composition may be reevaluated as needed and adjusted by resolution of the Board of Directors.
2. **Composition of Area Council** – There shall be an Area Council for each of the Areas designated in conjunction with Article X, Section 4 above. The composition of each Area Council shall be as follows:
  - A. The Chair and Chair-Elect from each chapter (known as Area Councilors); and
  - B. The two (2) Area Directors for that Area.
3. **Area Councilors** – The Chair and Chair-Elect of each chapter shall be designated as the Area Councilors for their chapter. In the event one or both Area Councilors cannot attend an Area Council meeting, the chapter may select a proxy(ies) to represent the chapter at that meeting.
4. **Area Council Meetings** – Area Council meetings shall be held at least two (2) times per membership year. The meetings, planned by the Area Directors, occur at such time and place and in a manner mutually agreed upon. Each Area Councilor (or proxy, as the case may be) in attendance shall have one (1) vote for any matter put forth for consideration. Area Directors do not vote unless there is a tie, in which case only the Senior Area Director (as defined in Article III, Section 2) shall cast a vote.
5. **Quorum** – A quorum is established at any Area Council meeting if attended by at least twenty-five percent



(25%) of Area Councilors (or proxies) duly authorized to vote.

## ARTICLE VIII. NOMINATIONS & ELECTIONS

1. **Nominations** – The Nominations & Elections Committee shall affirm and put forth candidates for all national offices. The committee Chair is the Immediate Past President and the committee composition shall be as set forth in the Committee Charter.
2. **Election by Members** – Voting for members of the Board of Directors shall be made by written or electronic ballot, sent to eligible voting members at least thirty (30) days prior to the ballot closing deadline. Eligible voting members are defined as members in good standing as of July 1<sup>st</sup> of the calendar year in which the election will take place. All votes must be received by the published deadline; any ballots received after that date will not be counted. A simple majority vote shall elect. Should there be a tie, a run-off election shall be conducted.
3. **Ballot Certification** – The Secretary shall oversee the HQ staff’s certification of election results.

## ARTICLE IX. COMMITTEES, ADVISORY GROUPS, AND TASK FORCES

1. **Types** – The following is a list and definition of the specific type of work groups that can be formed by SCC. All groups must be populated with SCC members in good standing; other individuals who are not SCC members may serve as a subject matter experts or industry representatives when appropriate, appointed by the President. SCC’s volunteer leadership groups may be called committees, task forces, work groups, or advisory groups. For purposes of simplicity, hereinafter the use of the word “committee” shall reference these groups as a whole.
  - A. **Committee** – A group formed via Committee Charter adopted annually by the Board of Directors, officially delegated to perform a function, such as investigating, considering, reporting, acting on a matter, or recommending action; or
  - B. **Advisory Group** – A group that provides advice and/or oversight to other groups; or
  - C. **Task Force** – A temporary group established to work on a single defined task or activity.
2. **Minutes** – All committees shall have written meeting minutes which shall be distributed, reviewed, and approved by the committee at their next meeting. Each Committee is required to submit a written report of activities to the Board of Directors prior to their next meeting, or upon request of the Executive Committee.
3. **Formation** – The President has the power to form any standing or ad hoc committee deemed necessary, subject to the adoption of a resolution by the majority of the Executive Committee. Any committee approved by the Executive Committee shall have one or more members.
4. **Ad Hoc** – Ad hoc committees shall be designated annually, or on an as-needed basis, by resolution of the Executive Committee on behalf of the Board of Directors. Generally, an ad hoc committee either dissolves following the completion of its purpose or if it is incorporated into ongoing operations, shall be governed by a Committee Charter (Article IX, Section 7).
5. **Standing Committees & Task Forces** – The following committees shall be formed annually. The Chairperson, scope of duties and responsibilities, and composition of each is defined in the Charter adopted annually by the Board of Directors.
  - A. **Audit & Finance Committee**



- B.** Committee on Chapter Affairs (COCA)
  - C.** Conduct & Disciplinary Action Committee
  - D.** Governance Committee
  - E.** Nominations & Elections Committee
- 
- 6. Eligibility** – Subject to the restrictions defined in these Bylaws, the Committee Charter, or in SCC’s Policy Manual, any member in good standing shall be eligible for committee membership.
  - 7. Committee Charter** – In addition to such duties as may from time to time be assigned, the composition, duties, and powers of each committee shall be as specified in the Charter, adopted annually by the Board of Directors.
  - 8. Appointment of Chair** – A Chairperson of each committee shall be appointed by the President and ratified by the Executive Committee, except where provided for in these Bylaws.
  - 9. Duties of Chair** – The Chairperson, or the Vice Chairperson if the Chairperson is unable to be present, of each committee shall preside at all meetings and provide a written report of its activities for each regular meeting of the Board of Directors, Executive Committee, or when called upon to do so.
  - 10. Terms** – Terms of service for the Chairperson, Vice Chairperson, and committee members are defined in, and governed by, the Charter adopted annually by the Board of Directors.
  - 11. Resignation** – Any Chairperson may resign at any time by giving written notice to the President. Any Vice Chairperson or committee member may resign at any time by giving written notice to the Chairperson. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.
  - 12. Vacancies** – A vacancy in the Chairperson position of any committee may be filled at any time for the unexpired portion of the term by Presidential appointment.
  - 13. Removal of Committee Members** – Committee Chairpersons, Vice Chairpersons, or members that are found to be at cause for removal at the discretion of the National Board of Directors are subject to the provisions set forth below in Article XII.

## ARTICLE X. MEETINGS

- 1. Annual Meeting** – The annual business meeting functions as the annual meeting of the members of the Society for the transaction of any business relating to the affairs of the Society and typically takes place in conjunction with the Annual Scientific Meeting and Showcase. If, due to a national emergency or other substantive reason, such annual meeting of the members of the Society cannot be held, the Board of Directors or the Executive Committee may, by resolution, provide for other means of action by the members as necessary. The President may dispense with all business of the Annual Meeting, except for the announcement of election results.
- 2. Special Meetings** – Special meetings of the membership may be called by the President, by the Executive Committee, by a majority vote of the Board of Directors or by written request of at least ten percent (10%) of the voting members in good standing delivered to the Secretary. Written notice and purpose of said meeting shall be sent to each member by the Secretary not less than thirty (30) days prior to the meeting. The specific purpose(s), and no others, of any special Meeting shall be the only business considered at that meeting.

3. **Notice** – The Secretary shall give notice to each member in good standing not less than forty-five (45) days prior to the any meeting of the membership, but no failure or defect in the delivery of the notice shall invalidate the meeting or any procedure taken thereat.
4. **Actions** – Any action required or permitted to be taken at a meeting of the body of Board of Directors, the Executive Committee, or any committee may be taken without a meeting if, prior or subsequent to the action, all members consent thereto in writing and the written consents are filed with the minutes of the proceedings of the body.
5. **Other Meetings** – Committees shall meet at intervals established by their chairpersons in order to accomplish their duties. The President, the Executive Committee, or the Board of Directors may call a Special Meeting of any committee upon written notice sent to each committee member at least seven (7) days in advance of said meeting.
6. **Quorum** – A quorum is established at any Annual or Special Meetings of the Voting Members if such meeting is attended in person by at least one percent (1%) of members duly authorized to vote.
7. **Rules of Order** – All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Society's Articles of Incorporation, or policies adopted by the Board of Directors or the membership.

## ARTICLE XI. CHAPTERS

1. **Recognized Chapters** – The Society recognizes Chapters as approved by the Board of Directors based on geographical locations within the United States and Canada. As such:
  - A. All recognized chapters shall sign and abide by the terms of the Society's Chapter Affiliation Agreement then in effect.
  - B. The Society encourages and provides guidance in the formation of a chapter via Board adopted policies.
  - C. Rules governing the establishment and administration of chapters shall be determined by the Board of Directors.
  - D. All persons affiliated with a chapter must be members of the National Society.
  - E. Members in other geographic areas outside the United States and Canada shall, collectively, be deemed International Members.
2. **Chapter Bylaws** – All chapters shall operate under their own Chapter Bylaws which are subject to review and approval by the Board of Directors. Revisions of, or amendments to, Chapter Bylaws shall be submitted to the Governance Committee for review and are subject to approval by the Board of Directors before becoming valid. No provision of a Chapter's Bylaws shall be valid which is inconsistent with the Society's Articles of Incorporation, Bylaws, or the laws of the state in which the chapter is incorporated or otherwise operates, or that which has not been reviewed and approved by the Board of Directors.
3. **Chapter Officers & Terms** – The chapters shall have a leadership structure similar to that of the Society, wherein:
  - A. Each chapter shall have a Chair, Chair-Elect, Secretary, Treasurer, and any other officer provided for in the Chapter Bylaws.
  - B. Terms are for one (1) year unless otherwise specified in the Chapter's Bylaws.
  - C. Term limits, if any, shall be governed by the Chapter's Bylaws.

4. **Areas** – The chapters will be grouped into Areas, for purposes of representation and communication, as may be established by the Board of Directors from time to time, in its sole discretion.
5. **Termination or Suspension of a Chapter** – The Society’s Board of Directors, in its sole opinion, shall have the right after investigation of the facts to revoke the affiliation of any Chapter which:
  - A. Is considered inactive for a period of two (2) years;
  - B. Has materially failed to comply with the provisions of the Affiliation Agreement or with the Society’s Bylaws, policies and procedures;
  - C. Has been involved in an act discreditable to the industry or Society;
  - D. Is operating in detriment of the Society;
  - E. Has valid member concerns that have been brought to the attention of the Society via a petition signed by at least ten percent (10%) of the chapter’s membership.
6. **Chapter Election Procedures** – Each chapter shall conduct annual elections in accordance with the following guidelines and any other policies as established by the Board of Directors. Unless otherwise specified in the Chapter’s Bylaws, the Chapter Secretary shall be responsible for organizing and monitoring the chapter election and must:
  - A. Validate the eligibility of each candidate with the SCC headquarters prior to ballot placement;
  - B. Arrange for the creation and delivery of a ballot to eligible voting members of the chapter in accordance with Chapter Bylaws;
  - C. Certify, or arrange for the certification of, the ballot results; and
  - D. Notify the candidate(s) of official results.

Should there be a tie, a run-off election shall be conducted.
7. **Committee on Chapter Affairs** – The Committee on Chapter Affairs (COCA) shall meet at least annually. COCA functions as an opportunity for elected chapter leaders to network, share best practices and resources for chapter success, and provide feedback to the Society on chapter support needs.
8. **Removal of Chapter Officers and/or Board Members** – Chapter officers and board members, whether elected or appointed, that are found to be at cause for removal at the discretion of the Chapter or National Board of Directors are subject to the provisions set forth below in Article XII.

## ARTICLE XII. REMOVAL FOR CAUSE

1. **Removal for Cause** – Any member of the Board of Directors, Chapter Officer or Board Member, Director, Councilor, Committee Chairperson/Vice Chairperson/Member, or member class of SCC may be removed for cause at the recommendation of the Society’s Board of Directors.
2. **Cause** – As defined by the Board of Directors, cause includes but is not limited to misconduct, gross negligence, dereliction of duties, incapacity, conflict of interest, violation of Society or Chapter Bylaws and Policies & Procedures, harassment, discrimination, violation of state or federal law, or other good cause which harms the reputation of SCC.
3. **Notice** – Any member accused of conduct for which removal is proposed shall be given written notice of said charges from the Secretary within five (5) days of the Board’s receipt of any such complaint and shall have

fourteen (14) days to respond, in writing, in a manner consistent with policies established by the Board of Directors. Upon delivery of said notice, member shall be subject to suspension of their membership and if appropriate, at the sole discretion of the Board of Directors, relieved of any elected or other official duties or status as an active member in good standing until such time as an investigation, formal hearing, and disposition of charges may take place.

4. **Suspension** – A member shall be subject to immediate suspension if, after a complaint is filed and investigated, it is reasonably determined that such conduct or incident occurred. During the suspension period, said member may not act in any official capacity on behalf of the SCC at the chapter or national level.
5. **Investigation** – The Board of Directors, or its designee(s), shall conduct a thorough investigation of all complaints which may include, but is not limited to:
  - A. Conducting an immediate review of the allegation(s).
  - B. Securing and preserving any documents, emails, or phone records relevant to the investigation.
  - C. Requesting and reviewing all relevant documents, including electronic communications.
  - D. Interviewing all parties involved, including any relevant witnesses.
  - E. Creating a written documentation of the investigation which contains the following:
    - i. List of all documents reviewed;
    - ii. List of names of those interviewed, along with a detailed summary of their statements;
    - iii. Timeline of events; and
    - iv. Summary of prior incidents, reported or unreported, relevant to the complaint.

During the course of investigation of any complaints, member shall cooperate fully and provide written and/or oral details of such incidents when requested. Failure to do so may result in action up to and including termination of membership. Further, any retaliation against an individual who has made a complaint or any individual cooperating with an investigation will not be tolerated and is grounds for immediate, permanent termination of membership.

6. **Formal Hearing** – At the conclusion of the investigation, any individual for whom removal is proposed:
  - A. **At the National level** shall be entitled to not less than sixty (60) days' notice of the charges, the date upon which the hearing will be scheduled, and the right to present evidence in defense of said charges. The date, time, and place of any such hearing must be reasonable with respect to the location of any individual so charged. The individual charged may waive, in writing to the CEO, the sixty (60) day notice period to expedite the hearing, if practicable and mutually agreed upon.
  - B. **At the Chapter level** shall be entitled to not less than thirty (30) days' notice of the charges, the date upon which the hearing will be scheduled, and the right to present evidence in defense of said charges. The date, time, and place of any such hearing must be reasonable with respect to the location of any individual so charged. The individual charged may waive, in writing to the CEO, the thirty (30) day notice period to expedite the hearing, if practicable and mutually agreed upon.
7. **Hearing by Independent Body** – The Conduct & Disciplinary Action Committee shall preside over all removal for cause hearings. The committee shall review the complaint, consider evidence from all parties to the complaint, and determine whether there is sufficient cause to warrant removal of the individual from their elected office and/or temporarily or permanently (depending upon the severity of the charges) terminate their membership. Attendance of fifty percent (50%) of the committee shall constitute a quorum; a two-thirds majority vote of committee members in attendance shall decide the outcome.
8. **Disposition of Charges** – Within five (5) days of conclusion of the hearing, a written summary of the decision

made by the Conduct & Disciplinary Action Committee shall be made available to the involved parties and the Board of Directors. The decision of the Conduct & Disciplinary Action Committee is final and cannot be appealed.

### **ARTICLE XIII. RESERVE FUND AND OTHER INVESTMENTS**

- 1. Reserve Fund** – A reserve fund shall be established and maintained by the Society for the purpose of providing operating funds should the Society fall into financially difficult times, thereby insuring continuous operation of its activities. The balance of the reserve fund shall be maintained at a level that is consistent with policies established by the Board of Directors.
  - A.** Appropriations shall be made from the principal of the reserve fund only upon affirmative vote of a simple majority of the entire Executive Committee.
  - B.** Income from the reserve fund shall be considered operating income.
- 2. Other Investments** – The Executive Committee shall have the power to establish, maintain, direct, and control utilization of principal funds, other than the reserve fund, for specified purposes consistent with the objectives of the Society, such purposes to be stated by the Executive Committee when and if such funds are established.

### **ARTICLE XIV. INDEMNITY**

- 1. Indemnification** – To the extent permitted by applicable law, the Society shall indemnify any person who was or is a party, or who is threatened to be made a party, to any threatened or pending claim, action, suit, or proceeding by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Society.
- 2. Insurance** – The Society shall procure and maintain insurance coverage for the benefit of such indemnified individuals and the Society.

### **ARTICLE XV. GENERAL**

- 1. Fiscal Year** – The fiscal year of the Society shall be from January 1st through December 31st.
- 2. Membership Year** – Membership in the Society shall be on a calendar year basis, from January 1st through December 31st.
- 3. Headquarters Office** – The headquarters office shall be maintained at such location as approved by the Board of Directors.
- 4. Dissolution** – In the case of dissolution of the Society and liquidation of its affairs, whether voluntary or involuntary, or whether by operation of law or otherwise, none of the property or assets of the Society, nor any proceeds thereof, shall be distributed to or shall inure to the benefit of any member or private individual. Any assets remaining after the payment of all obligations shall be distributed to such similar organization(s) which enjoy exemption under 501(c)3 of the Internal Revenue Code of 1954 as the Executive Committee may determine and direct. The Committee's decision as to asset beneficiary(ies) shall be final and conclusive upon all persons in any way interested.

### **ARTICLE XVI. AMENDMENTS**

1. **Proposals** - Proposals to amend the Bylaws may be initiated by suggestion of the Executive Committee, Board of Directors, Area Council, or by a written petition to the Secretary of the Society signed by at least five percent (5%) of the Voting Members in good standing. The Secretary shall certify the petition to the Board of Directors, and it shall direct by resolution that the proposal be submitted to the Voting Members for vote.
2. **Emergency Proposals** – In the event of an emergent situation, proposed amendments may be prepared by the Board of Directors and presented to all Area Councilors at a Special Meeting for approval, subject to the notice requirements in Article IX, Section 2. If a simple majority of Area Councilors present at the meeting approve of the proposed amendment(s), the Board of Directors shall direct by resolution that the proposal be submitted to the Voting Members for vote.
3. **Submission to Members** - The Secretary shall deliver proposed Bylaws amendments to every Voting Member in good standing on the 1st of the month in which the written or electronic ballot shall be delivered. Ballot voting shall remain open for thirty (30) days after the ballots are delivered; no votes received after that date shall be counted.
4. **Certification of Balloting** - The Secretary shall oversee the certification of the ballot results. If at least two-thirds of those voting approve such proposal it shall become effective as an Amendment to these Bylaws.