

CM&E
Board



Chemical Marketing & Economics Group

NY Section of the American Chemical Society

Advancing the Chemical Industries

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Bylaws of the Chemical Marketing and Economics Group, A Topical Group of the New York Section of the American Chemical Society.

Effective 1 January 2010

Bylaw I - Name and Objectives

- (1) This organization shall be called the New York Chemical Marketing & Economics Group, hereinafter referred to as the "GROUP." It is a Topical Group of the New York Section, herein after referred to as the "SECTION," of the American Chemical Society, herein after referred to as the "SOCIETY." As a Topical Group, the GROUP may continue in existence as long as it renders services considered by the Board of Directors of the SECTION to be effective and consistent with the objectives of the SECTION. The SECTION is a corporation organized for educational purposes and not for pecuniary profit and is therefore tax exempt.
- (2) The objectives of the GROUP are to be consistent with those of the SOCIETY, as stated in the Constitution of the SOCIETY, and with the Bylaws of the SECTION.
- (3) The objectives of the GROUP are to:
 - (a) advance the chemical and related industries and help its members by promoting networking and organizing group meetings (Events) where industry leaders can give their insights on the business, economic and technological developments in energy, materials and life sciences. Sectors of interest include clean technologies, health, nutrition, personal care, venture capital, plastics, petrochemicals, chemicals and enabling technologies such as nanotechnology and biotechnology;
 - (b) develop and carry out strategies for improving event attendance and increasing GROUP membership;
 - (c) encourage communication and understanding between those in the technical function and those in the financial or commercial function of organizations involved with the broadly-defined chemical industry;
 - (d) promote communication and understanding among the academic community, the general public and those employed in chemical-related organizations;
 - (e) provide training and knowledge on the financial, economic and marketing considerations that are pertinent to the chemical industry; and
 - (f) provide physical and virtual forums to present views to our target audience.



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Bylaw II - Territory

The physical territory of the GROUP shall coincide with the territory of the SECTION, which includes areas within a 50-mile radius of New York City Hall. Those areas include the New York Counties of Bronx, Kings, Nassau, New York, Queens, Richmond, Rockland, Suffolk and Westchester, as well as the areas in New Jersey lying east of the Hackensack River and east of Newark Bay. The virtual territory of the GROUP via the internet has no boundaries and the GROUP shall encourage and facilitate the virtual attendance and participation by members and the general public during Event presentations.

Bylaw III - Regulations Accepted

The Constitution, Bylaws and Regulations of the SOCIETY and the Bylaws of the SECTION, insofar as they apply to the affairs of the GROUP, are accepted as binding on the GROUP.

Bylaw IV - Membership

Members of the GROUP are encouraged to be Members or Associate Members of the SOCIETY, but such membership is not required.

Bylaw V - Organization

- (1) The GROUP shall have at least three (3) Officers. Normally these shall be Chair, Secretary, and Treasurer. The Group shall have a Board of Directors, including the Officers (who are also Directors) and up to ten (10) additional Directors. As determined by the Board of Directors, the GROUP may also have one or more of the following Officer positions: Chair Elect, Program Chair, Assistant Secretary, Assistant Treasurer and others as needed. The use of Co-Chairs would be in lieu of having a sole person hold the position of Chair. The Board shall keep the List of Board members limited to only active Directors.
- (2) The Board of Directors shall have the authority to set terms and establish Committees and create and fill additional Temporary Positions as needed.
- (3) There shall be an Audit Committee with at least three (3) Directors, not including the Treasurer or Assistant Treasurer (if one exists) to audit financials. Liability of the Audit Committee shall be limited to fraud.



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- (4) The GROUP shall hold harmless the Board of Directors, Officers, Directors, and Committees for any action beyond fraud or gross negligence.

Bylaw VI - Nominations, Elections and Terms of Officials

- (1) There shall be a Nominating Committee constituting the Officers and at least two (2) other Directors to identify volunteers, manage nominations and schedule elections.
- (2) The GROUP shall hold elections at a Board of Directors meeting once a year, or more often at the discretion of the Board, typically in November of each year. Unless otherwise determined by the Board of Directors, one (1) month before the election, the Nominating Committee shall ask all GROUP members for nominations to each Officer position scheduled for a vote.
- (3) Future Officers and other Directors shall be elected by a vote of the current Board of Directors. Election shall require a majority vote of the Directors present or voting by proxy. Directors who are absent may vote by verbal or written proxy, including E-mail. Votes shall be by secret ballot, unless all voting Directors agree to an open vote.
- (4) In the case of a tie vote for any position, the Chair shall decide the winner.
- (5) Officers and other Directors of the GROUP shall assume office at the close of the December meeting of each year or as determined by the Board of Directors. Officers and other Directors shall hold their positions for three (3) years. Board members may be elected for additional terms, in staggered elections of Directors and Officers, provided that they are able to continue to fulfill their duties as Board members and are able to dedicate the time necessary to further the mission of the Group.
- (6) If the position of Chair-Elect has been filled, that person shall become the Chair the following year, beginning January 1, or when and if the Chair resigns or is recalled by the Board of Directors.

Bylaw VII - Vacancies and Recall of Elected Officials

- (1) A vacancy may occur in an elected position as a result of resignation, recall, death, illness or other condition that renders service impossible.
- (2) Any Officer or Director may be recalled for neglect of duties or conduct injurious to the SOCIETY, SECTION or GROUP. The recall procedure shall be consistent with that of the SOCIETY. A person subject to recall shall be: (a) given at least



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- two written or documented verbal notices by the Board of Directors; (b) afforded the opportunity to respond in writing or in person within two weeks of the last notification; and if there is no response, the Board may move for dismissal. If the person replies, the response is subject to a vote of the Board of Directors, requiring a two thirds vote of the Board of Directors for recall. The recall process shall be completed expeditiously and not exceed two (2) months.
- (3) In event of an Officer's vacancy, except when there is a filled backup position such as Chair-Elect or Assistant Treasurer, all GROUP members shall be notified and given the opportunity to volunteer or suggest nominees to fill the remainder of the vacated term. No sooner than one week later, the Board of Directors shall, by the voting method described in Bylaw VI, select a person to fill the vacancy. As determined by a majority of the Directors, a vote can be done by telephone or e-mail.
- (4) In the event of a recall or resignation of a Director, the Officers must (a) ensure the immediate removal of the Director from the GROUP financial accounts, stationary, website and any other GROUP operational process, and (b) recognize, when possible, such Director's past contributions to the GROUP.

Bylaw VIII - Duties of Officials

- (1) The duties of Officers and other Directors shall be those customarily performed by such officials in other Subsections and Topical Groups in the SECTION. The Officers have the duty to maintain: (a) focus on the objectives and performance of the GROUP and each Director; (b) redundancy of strategic positions including Officers and Directors of key growth initiatives; and (c) a fair distribution of the burden of responsibilities, activities and tasks among all Directors.
- (2) The Nominating Committee - or in its absence, the Chair - shall nominate the persons to fill any of the Temporary Positions described in Bylaw V (2). The Chair - or in the absence of the Chair, an Officer - shall determine the order of business at the monthly GROUP meetings and the Board of Directors' meetings.
- (3) If the Board of Directors chooses to have a Chair-Elect, the Chair-Elect shall assume the duties of the Chair in the absence or incapacity of the Chair.
- (4) The Chair shall: (a) provide leadership and a vision to advance the objectives of the GROUP; (b) develop and carry out strategies to increase Event attendance, membership, efficiency in the Board activities and responsiveness to member feedback; (c) promote Board accountability, transparency and excellence in execution; (d) increase sponsorship and build alliances with other non-profit



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- organizations; (f) enhance knowledge sharing among Directors, develop and update an Operating Manual with the best procedures of the GROUP; and, (g) maintain for the Officers a Confidential Information Document from which partial information may be provided to Board members to perform duties.
- (5) The Secretary in a timely manner shall: (a) issue minutes of the meetings and resolutions of the Board of Directors; (b) maintain a list of names, addresses, phone numbers and emails of the members of the GROUP and the attendees to Events; (c) send out notices of meetings and other communications from the GROUP; (d) prepare and forward the information required by the SOCIETY or the SECTION, including an Annual Report, with prior review and approval of the GROUP Officers, within three (3) months of finalized the calendar year; and (e) perform other duties necessary to the work of that office.
- (6) The Treasurer and the Assistant Treasurer shall be custodians of the monies and other financial and physical assets of the GROUP. The Treasurer and the Assistant Treasurer shall be authorized under conditions to be established by the Board of Directors to draw checks against current funds only for expenses in connection with activities previously authorized. Payments for amounts above \$300 that are not for activities previously authorized shall require the authorization of the Chair, or Co-Chairs, or a simple majority of the Board of Directors. Payments above \$1,000 shall require authorization of a simple majority of the Board of Directors. The Treasurer shall assure that an accurate attendance form is filled out for each Event, listing the persons attending and the amounts paid. The Treasurer shall render a financial report to the Board of Directors within two (2) months of the close of the preceding fiscal year, at the time of retirement from office, and at other times when requested by the Board of Directors. The Treasurer, as part of his duties for the GROUP's finances, with the support of the Assistant Treasurer, shall: (a) ensure that one backup, the Assistant Treasurer or one other active Officer, always has direct access to the GROUP financial accounts, (b) provide copies of the balances of such GROUP accounts within two business days from the request by the Audit Committee, (c) support the smooth operation of the system of reservations, payments, and contractual arrangements for the venue and the internet (e.g. webcast) meeting, (d) send information about reservation payments, if possible within one business day, to the Officers and Event Host. The Treasurer and Assistant Treasurer, shall endeavor to maintain a reasonable level of confidentiality on the GROUP accounts but are not liable, except for fraud or gross negligence, for the use or misuse of such confidential information by another Board member .



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- (7) The Program Director shall: (a) develop the annual Program of Events including webcasts and growth sector strategies to increase attendance and membership; (b) organize, set milestones and, with the help of the Officers, mobilize GROUP resources for the timely execution of each Event in the Program; (c) identify and engage Hosts to secure speakers and drive promotions; (d) develop, with the help of the Officers, promotional GROUP strategies and nurture beneficial relationships with other professional groups; (e) distribute to the Board, monthly or as needed, a general outline of the annual Program including topics, speakers, Hosts and other information;
- (8) The Directors shall attend, in physical or virtual presence via teleconference or the internet, at least three (3) Board of Directors meetings and at least three (3) GROUP Events in each calendar year. The Directors shall actively contribute, by obtaining speakers, by helping to promote the Program, by hosting Events, by inviting colleagues to become members of the GROUP, by suggesting improvements in planning or execution of Events, by participating on Committees, or in some other way.
- (9) The Audit Committee shall review the financial records of the GROUP and submit a written report to the Board of Directors within two months after the end of each calendar year, and at any other time that they are asked by the Board of Directors or wish to do so at their own initiative.
- (10) The Board of Directors shall be the governing body of the GROUP, having power to conduct, manage the business and professional affairs of the GROUP, receive gifts tendered to the GROUP under such conditions as not to influence substantially any policy of the GROUP, and decide all such matters affecting the GROUP'S public relations, general policies and other activities.

Bylaw IX - Finances

- (1) Each year, the Treasurer shall impose dues on members of the GROUP in amounts determined by the Board of Directors. It is anticipated that members of the SOCIETY will pay lower dues than non-members of the GROUP.
- (2) The fiscal calendar year of the GROUP shall be a calendar year (January 1st through December 31st).
- (3) All members of the Board of Directors shall be GROUP members. Nonmembers may attend GROUP Events, but will pay a higher fee.
- (4) The amounts charged for luncheon meetings, as well as the methods of payment, shall be determined by the Board of Directors.



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Bylaw X - Board Meetings and Events

- (1) The Board of Directors shall meet no less than three times per year. A Director's attendance can be physical or virtual via teleconference or the internet.
- (2) A majority of the Board of Directors shall constitute a quorum for the transaction of business at a Board of Directors Meeting. The majority count and vote shall exclude any Director who has been recalled or is being recalled.
- (3) All Directors shall be notified by the Secretary of the date and agenda of Board Meetings at least one week in advance. All Directors shall be provided Minutes by the Secretary within one week after a Board Meeting.
- (4) The rules of order for the conduct of Board of Directors Meetings, if not specifically provided in these bylaws or in those of the SOCIETY or SECTION, shall be in accordance with the most recent edition of *Robert's Rules of Order, Newly Revised*. The use of *Robert's Rules* may be suspended only by unanimous consent of all Directors attending a meeting.
- (5) Except as provided elsewhere in these Bylaws, decisions shall be made by a voice vote of the Directors attending a Board of Directors Meeting. Written, E-mail or verbal proxy voting shall be permitted by Directors who cannot attend the Board of Directors Meeting. Directors shall be encouraged to present in writing motions to the Board or comment before voting at the Board Meeting.
- (6) Weather permitting, the GROUP shall meet for an Event with a speaker ten (10) times per year, on a specified date (generally the first Thursday), from September through June. Each Event will consist of physical component (luncheon and presentation or conference with several presentations) and, whenever reasonably possible, a virtual component (internet presentations).
- (7) The Board of Directors may add a meeting, subtract a meeting or change the date of a meeting if they deem it beneficial because of weather, meeting conflicts or other reason.
- (8) The Program Chair, or Chair or Chair-Elect in the absence of the Program Chair, shall appoint for each Event at least one Director to act as Host, and if needed, a co-Host, to coordinate all Event activities and promotional efforts.

Bylaw XI - Relations with Other Organizations

The GROUP may affiliate with any other professional organization in accordance with the provisions of the Constitution and Bylaws of the SOCIETY and SECTION, subject to



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approval of the Board of Directors of the GROUP. Such affiliations shall be for the sole purpose of organizing and holding joint Events or other meetings with clear and tangible benefits for the GROUP.

Bylaw XII - Dissolution of the Group

Upon dissolution of the GROUP, any assets of the GROUP remaining thereafter shall be conveyed to such organization then existent, within or without the territory of the GROUP, dedicated to the perpetuation of objects similar to those of the GROUP and the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY itself, so long as whichever organization is selected by the governing body of the GROUP 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 GROUP'S dissolution.

Bylaw XIII - Amendment Procedure

- (1) The Board of Directors may elect a Bylaws Committee to propose amendments to these Bylaws.
- (2) All GROUP members should be notified of the amendment process and be invited to submit suggestions.
- (3) The Bylaws Committee shall draft proposed amendments and submit them for consideration to the Board of Directors.
- (4) Any proposed Bylaw changes shall be submitted to all GROUP members, who shall be given an opportunity to comment. Unless otherwise determined by the Bylaws Committee, after one month has passed from the initial submission for comments, the Board of Directors shall vote on the Bylaws. A two-thirds vote of the Board of Directors shall be required in order to change the Bylaws.

These Bylaws, and the corresponding amendments that modify the March 2004 Bylaws, were approved by the CM&E Board on January 7, 2010.