

BY-LAWS OF SOCIETY OF COSMETIC CHEMISTS

(Incorporated under the laws of Delaware)

As Amended March 15, 1966

ARTICLE I

NAME, OFFICES, OBJECT AND CORPORATE SEAL

SECTION 1. *Name.* The name of the corporation is Society of Cosmetic Chemists, hereinafter called the SOCIETY.

SECTION 2. *Offices.* The principal office of the SOCIETY, unless otherwise ordered by the Board of Directors, shall be at No. 100 West 10th Street in the City of Wilmington, County of New Castle, State of Delaware, and the name of the resident agent in charge thereof shall be The Corporation Trust Company, 100 West 10th Street, Wilmington, Delaware. The SOCIETY may also have offices at such other places as the Board of Directors may, from time to time, designate.

SECTION 3. *Purposes.* This SOCIETY is organized and will be operated exclusively for charitable and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. No profit or private benefit shall inure to any persons from the income or property of the SOCIETY.

Notwithstanding any provision to the contrary, no Member, Officer or Governing Body of this SOCIETY shall be permitted to act in any manner inconsistent with the purposes of this SOCIETY and provisions of Section 501 (c) (3) of the Internal Revenue Code, or its equivalent in any subsequent Internal Revenue acts.

SECTION 4. *Corporate Seal.* The SOCIETY shall have a corporate seal which shall consist of two concentric circles, between which shall be the name of the SOCIETY, and in the center shall be inscribed the year of its incorporation and the words "Corporate Seal, Delaware."

ARTICLE II

MEMBERSHIP

SECTION 1. *Membership.* The SOCIETY shall consist of three classes of Members, namely: *Active* Members, *Honorary* Members, and *Emeritus* Members. Persons interested in the objects of the SOCIETY shall be eligible for Membership as defined in ARTICLE II, SECTIONS 2, 3, and 4, of these By-laws.

SECTION 2. *Active Membership.* The Board of Directors may elect to Active Membership persons who have (1) majored in the fields of Chemistry, Pharmacy, Chemical Engineering, Medicine, Physics, or other related sciences, and are recipients of degrees from accredited colleges or universities; or, (2) matriculated for not less than two years in an accredited college or university with recognized credit in the above stated fields of Science and who, thereafter, have been engaged in a technical capacity in the Toilet Goods Industry for not less than five years; or, (3) been deemed eligible upon examination of their qualifications by the Board of Directors. However, no more than two applicants shall be accepted in any one year under clause (3).

To be eligible for Active Membership, applicants shall qualify in accordance with one of the three stated specifications; shall file with the Secretary of the SOCIETY an application endorsed by three Members of the SOCIETY who are qualified to do so by right of full Membership privileges; and, shall pay the initial stated annual dues. If approved by the Board of Directors, they shall be elected to Active Membership by the majority vote of the Directors present at the meeting at which their names are presented.

SECTION 3. *Honorary Membership.* Any Member may nominate for Honorary Membership any person whom he deems worthy of such honor. All nominations must be made in writing to the Secretary of the SOCIETY, together with reasons for conferring this honor.

The Secretary shall notify each Member of the Board of Directors and of the Advisory Committee of any such nominations received together with submitted reasons.

The Advisory Committee shall review the qualifications of each Candidate and by majority vote shall decide what

recommendation to make to the Board of Directors in respect to each individual.

The Board of Directors shall then, and only then, vote on each Candidate, who shall be considered elected to Honorary Membership upon receiving at least two-thirds of the votes cast at the meeting.

An Honorary Member shall be entitled to all the privileges of an Active Member for life but shall not be entitled to vote or hold Office. He is exempt from payment of dues. However, an *Active Member* who has been elected to Honorary Membership may retain his right to vote and hold Office by continuing to pay dues.

Honorary Members are elected only by and to the National Society.

SECTION 4. *Emeritus Membership.* Any member who has reached the age of sixty years, has retired from active, remunerative work and who has been a Member for ten years, may through request or by nomination in his behalf transfer to Emeritus Membership by application to the Secretary of the SOCIETY.

The Secretary shall then refer such request or nomination to a Committee composed of the Secretary, Treasurer, and the Chairman of the Membership Committee, and upon its favorable recommendation and approval by the Board of Directors such Member shall be entitled to the designation Emeritus Member and to all the privileges of an Active Member for life, with exemption from payment of dues, but an Emeritus Member shall not be eligible for election as an Officer or Director.

SECTION 5. *Termination of Membership.* The voluntary resignation of any Active Member shall become effective immediately upon receipt by the Secretary of such request in writing from the Member.

SECTION 6. *Termination of Privileges.* All rights, powers, privileges,

obligations or duties of a Member, Director or Officer shall cease upon the death, resignation, or other termination of such Member, Director or Officer from the rolls of the SOCIETY.

SECTION 7. *Renewal of Membership.* Any active Member who shall resign while in good standing may be restored by request in writing to the Secretary of the SOCIETY and by payment of the stated annual dues for that year in which he requests reinstatement.

ARTICLE III

MEETINGS

SECTION 1. *Annual Meeting.* Each year, the Board of Directors, by a majority vote, shall set the Annual Meeting on a date in December to be held at the principal office of the SOCIETY or at such other time and place as the Board of Directors shall designate. Notice of not less than two weeks before the date of such meeting shall be mailed by the Secretary to each Member at his recorded address stating the object of such meeting.

SECTION 2. *Special Meetings.* A special meeting of the SOCIETY may be held at any time or place upon the call of the President or Secretary, provided not less than two weeks notice is sent by the Secretary to each Member at his recorded address stating the object of such meeting.

SECTION 3. *Quorum.* Not less than fifty Members of the SOCIETY shall form a quorum at any Annual or Special Meeting of the SOCIETY at which business is transacted.

SECTION 4. *Voting Privilege at Meetings.* At all meetings of the SOCIETY each Member in good standing shall be eligible to cast one vote in person. Any Member in arrears for dues shall not be eligible to vote.

All questions, presented for action, except those for which decision is regulated by statute, shall be determined by a majority vote of the eligible Members present.

ARTICLE IV

GOVERNING BODY

SECTION 1. *Board of Directors.* The governing body of the SOCIETY shall be known as the Board of Directors which shall consist of the Officers, namely: President, President-elect, Secretary, Treasurer, four Elected Directors and, to represent the established Chapters, the Chairman of each established Chapter or in his absence his designate delegate who is a Member of the respective Chapter.

All Chairmen of Chapters, or in their absence their designate delegates, shall enjoy the temporary status of Directors of the SOCIETY only while attending a meeting of the Board of Directors, but the quorum of the Board of Directors, shall not be affected in any manner by the absence of any or all representation from the established Chapters.

SECTION 2. *Authority.* The Board of Directors shall have control over the affairs of the SOCIETY, including the direction and management of its activities and the control and disposal of its property and funds. It shall have the powers and authority especially conferred upon it by the Certificate of Incorporation and by the By-laws including such right, power and authority as may be exercised by the SOCIETY in its privileges as a non-profit corporation organized under and subject to the laws of the State of Delaware, in the provisions of the Certificate of Incorporation, and in the By-laws of the SOCIETY.

SECTION 3. *Election.* The Officers and those Elected Directors elected each year, in accordance with ARTICLE VI, SECTION 3, of these By-laws, shall take office at the close of the Annual Meeting each year; and, except for the Elected Directors or when appointed to fill an unexpired term, shall serve for one year or until successors are duly elected and take office.

Elected Directors shall serve for two years or until successors are duly elected and take office. The Directors shall be so grouped that two shall be elected and two retired each year, and such retired Elected Directors shall be eligible for re-election to such office for not more than one additional term.

No member may serve as President-elect for more than three terms of office.

The Secretary and Treasurer shall be eligible to re-election to such office for not more than four consecutive terms, following which there shall be a lapse of at least one year before they may again become eligible for election to such office.

SECTION 4. *Filling Vacancies.* Whenever for any reason a vacancy shall occur on the Board of Directors, the remaining Members of the Board of Directors shall have the power to elect a Member of the SOCIETY to fill such vacancy until the next annual election.

SECTION 5. *Limitation of Privileges.* All Officers and Members of the Board of Directors shall be Members of the SOCIETY.

No Member of the Board of Directors shall receive any remuneration for service performed for the SOCIETY but upon prior authorization by the Executive Committee may be allowed reimbursement for expenses incurred for attendance at meetings or when performing duties as a Member of the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS AND DEFINED COMMITTEES

SECTION 1. *Regular Stated Meeting.* The Board of Directors shall hold at least two regular meetings in each calendar year. Notice of such stated meeting shall not be necessary if such meeting is convened immediately following the Annual Meeting. Five

elected Members of the Board of Directors shall constitute a quorum.

SECTION 2. *Special Meetings.* A special meeting of the Board of Directors may be called by the President at any time. A special meeting of the Board shall be called by the President or the Secretary at any time upon the request of two of its elected Members.

Notice of all special meetings to be held by the Board shall be sent to each Member of the Board of Directors, including the Chairman of established Chapters, not less than one week prior to the stated meeting.

SECTION 3. *Procedure.* The Board of Directors shall hold its regular or special meetings at the stated principal office of the SOCIETY or at such other place as it may designate. The Board of Directors may transact any business pertaining to the SOCIETY at any of its meetings.

Except wherein these By-laws require an otherwise vote by the Board of Directors, any action taken by a majority vote of the Members of the Board of Directors present at any meeting duly called and convened shall have full force and effect.

SECTION 4. *Advisory Committee.* This Committee shall consist of the President, the President-elect, and the five most recent active Past-Presidents who are Members of the SOCIETY. The most recent active Past-President shall serve as Chairman.

The Advisory Committee shall have the privilege to initiate matters pertinent to the welfare of the SOCIETY and shall consider such matters referred to it by the Board of Directors for study. It shall make appropriate recommendation to the Board of Directors.

SECTION 5. *Executive Committee.* In the Interim period of the meetings of the Board of Directors, this Committee, consisting of a majority of the Board of Directors, may meet at the

call of the President. The President shall serve as Chairman. This Committee shall have all the powers of and act in lieu of the Board of Directors, provided such action is taken by the unanimous vote of those present and that a report of its actions is submitted at the next meeting of the Board of Directors.

SECTION 6. *Finance Committee.* This Committee shall consist of the President-elect, who shall serve as Chairman; the Chairman of the Advisory Committee; and two Elected Directors appointed by the President. Three members shall constitute a quorum.

The Finance Committee shall study the Annual Budget of the SOCIETY and of each Chapter, as prepared and submitted by the respective Treasurers not later than November 1st of each year, and shall make appropriate recommendation to the Board of Directors for its considered action at its next regular meeting.

The Finance Committee shall consider and recommend appropriate action for any financial matters of the SOCIETY and of the Chapters referred to it by the Board of Directors for study.

The Treasurers of the SOCIETY and of each Chapter shall have the privilege of attendance at such meetings of the Finance Committee when the budget estimates are being considered, but they shall not have the power of vote.

ARTICLE VI

PROCEDURE FOR NOMINATIONS AND ELECTIONS

The President-elect, Secretary, Treasurer and the four Elected Directors of the SOCIETY shall be chosen and elected in accordance with the provisions of this ARTICLE of these By-laws.

SECTION 1. *Nominating Committee.* The President shall appoint three Members to serve as a Nominating

Committee, two of whom shall be from the Membership at large, and such appointment shall be made not later than June 1st of each year.

SECTION 2. *Nominations.* Prior to September 15th, the Secretary shall send to each member of the Society a nomination ballot on which the Member may write in for each office the name of one Society Member and for Elected Directors the names of not more than two Society Members.

The Member shall seal his ballot in a plain envelope marked "Ballot" and shall enclose this envelope in a sealed envelope bearing his handwritten signature; and, to be valid, it must be returned to and received by the Secretary of the SOCIETY not later than October 5th of each year.

The Secretary shall then meet with the Nominating Committee to open these envelopes and count the total returns for each Member proposed and prepare an Election Ballot as directed in SECTION 3 of this ARTICLE of these By-Laws.

Any interested Member of the SOCIETY may be an observer to these proceedings, provided that such Member makes no attempt to influence the Nominating Committee or to interfere with its stated functions.

SECTION 3. *Preparation of the Election Ballot and Method of Balloting.* For each Office there may be not more than two candidates, and for Elected Directors not more than four candidates.

The list of candidates for each office shall include the name of the consenting member who has received the largest number of votes for that office on the nomination ballot, provided that the candidate so selected received the highest number of votes above five per cent of the total membership of the SOCIETY.

The Nominating Committee may place in nomination at least one candidate for each office in addition to

those determined by the nomination ballots; and it shall be the duty of the Nominating Committee to name one candidate for each office when none is determined by the nomination ballots, as herein provided.

The list of candidates for Elected Directors shall include the names of the two consenting members who shall have received the largest number of votes for Elected Directors on the nomination ballots, provided that these two candidates have received the highest number of votes above three per cent of the total membership of the SOCIETY. It shall be the duty of the Nominating Committee to make certain that there are at least two candidates on the election ballot.

If any nominee shall receive nominating votes sufficient to entitle him to be a candidate for more than one elective position, the Nominating Committee shall notify the nominee, and the Committee in consultation with the nominee shall decide that office for which he shall be a candidate.

Under the title of each position on the election ballot the Nominating Committee shall list alphabetically the names of the candidates therefor, without any other designation. The Nominating Committee shall certify to the Secretary that each person whose name appears on the election ballot has consented to hold office if elected.

The Secretary shall arrange for the printing of the election ballot as received from the Nominating Committee and shall send a copy to each member of the SOCIETY prior to October 25th. To be valid such ballot must be returned and received by the Secretary not later than November fifteenth. Election ballots so received shall be the only ballots which shall be counted.

Three tellers, none of whom is a candidate for office, shall be appointed by the President. The tellers shall receive the election ballots from the Secretary; if deemed necessary they

shall verify the signatures against the master list of Members. The tellers shall count the votes and deliver to the Secretary all election ballots in a sealed package, together with a signed report certifying the number of votes for each name on the Election Ballot.

These proceedings may be observed by any interested Member of the SOCIETY, provided the Member does not interfere with the business of the tellers.

The candidates receiving the highest vote for each Office and the two candidates receiving the highest number of votes for Directors shall be declared elected. In the case of a tie vote, the Advisory Committee shall elect from the tied candidates. The results of the election shall be announced by the President at the Annual Meeting.

The Election Ballots, packaged and sealed shall remain in the custody of the Secretary until the next election unless surrendered to the tellers, by order of the Board of Directors, for the purpose of verifying the votes for the election of any officers. Any candidate shall have the right to demand a recount within fourteen days after announcement of the results has been made at the Annual Meeting.

ARTICLE VII

OFFICERS

SECTION 1. The Officers of the SOCIETY shall be a President, President-elect, Secretary and Treasurer, all of whom shall be Members of the Board of Directors.

SECTION 2. The Board of Directors may appoint other Officers and Agents who may reside and/or act anywhere in the world. Appointed Officers need not be members of the Board of Directors. Appointed agents need not be Active or Honorary Members of the Society or of the Board of Directors. Such appointed Agents shall hold their offices for such term or terms and shall exercise such powers and

perform such duties and receive such compensation for their services as shall be determined by the Board of Directors. The appointment by the Board of any person to be an Agent of the SOCIETY shall not necessarily confer upon such appointee Active or Honorary Membership in the SOCIETY.

SECTION 3. Except for the office of President, vacancy in any office by reason of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term, in accordance with ARTICLE IV, SECTION 4, of these By-laws.

If the President should die, resign, be incapacitated, or otherwise vacate his office, the President-elect shall take over his duties until such time as that President-elect becomes President.

If both the President and President-elect should die, resign, be incapacitated, or otherwise vacate their offices on or after June 1 of any year, the most recent Past President, capable of so doing, and confirmed by the Board of Directors, shall perform all the functions of the President for the remainder of that year; a new President and President-elect shall be nominated and elected for the ensuing year, in the usual manner.

If both the President and President-elect shall vacate their Offices before June 1 of any year, the most recent Past President, capable of so doing, and confirmed by the Board, shall temporarily perform all the functions of the President; however, within one (1) month the Advisory Committee shall recommend to the Board of Directors one (1) or more Candidates to fill the Office of President. The new President shall be elected from these Candidates by a majority vote of all the surviving Members of the Board of Directors. For the ensuing year, both a President and President-elect shall be nominated and elected, in the usual manner.

ARTICLE VIII

POWERS AND DUTIES OF OFFICERS

SECTION 1. *President.* The President shall be the chief executive Officer of the SOCIETY. He shall preside at all meetings of the Board of Directors and at all meetings of the Members of the SOCIETY. He shall have general supervision, direction, and active management of the business and affairs of the SOCIETY. He shall direct the performance of all orders and resolutions as issued and adopted by the Board of Directors. He shall execute all contracts, deeds, bonds, and other instruments in writing as authorized by the Board of Directors in the name of the SOCIETY. He shall have the general powers of supervision and management usually vested in the Office of President of a nonprofit corporation under the laws of Delaware.

SECTION 2. *President-elect.* In the absence of the President, the President-elect shall exercise all the functions of the President. He shall serve as Chairman of the Finance Committee. He shall keep the Policy Manual up to date and shall distribute a copy to each Committee Chairman in January of each year.

SECTION 3. *Secretary.* The Secretary shall keep the permanent records and minutes of the meetings of the SOCIETY and of the Board of Directors, which minutes shall be signed by him. He shall keep the Membership roll of the Active Members, a separate Membership roll of the Honorary Members and shall properly record all newly-elected Members. He shall be responsible for and have access to all records of the SOCIETY, and of its Chapters upon demand by the Board of Directors, and to its Corporate Seal, which he shall affix and attest to as directed by the Board of Directors. He shall perform all such duties as are associated with the Office of a

secretary of a nonprofit corporation under the laws of Delaware.

SECTION 4. *Treasurer.* The Treasurer shall have the custody of all of the funds and property of the SOCIETY. He shall take such steps as may be necessary to collect moneys due and payable to the SOCIETY. When necessary and proper he shall endorse on behalf of the SOCIETY all checks, notes, or other obligations and evidences of money payable and received by the SOCIETY or coming into his possession, and, shall deposit the funds arising therefrom together with all other funds of the SOCIETY coming into his possession, in such banks as may be selected as the depositories of the SOCIETY, or properly care for them in such manner as the Board of Directors may direct. He shall have access to the financial records of the Chapters. He shall prepare the annual budget estimate of the SOCIETY and shall submit it to the Finance Committee not later than November 1st of each year.

Whenever required by the Board of Directors or by the President, he shall exhibit a complete and true statement of his cash account, of the securities, and other property in his possession, custody, and control. He shall enter regularly in the books-of-accounting belonging to the SOCIETY, to be kept by him for such purpose, an accurate account of all money received and paid by him on account of the SOCIETY together with all other business transactions. He shall perform all duties which are associated with the Office of Treasurer of a nonprofit corporation under the laws of Delaware. The Treasurer shall be bonded. Each year he shall cause to have published the audited Annual Report of the financial status of the SOCIETY.

SECTION 5. *Assistant Secretary and Assistant Treasurer.* The Secretary may appoint one or more Assistant

Secretaries and the Treasurer may appoint one or more Assistant Treasurers who may, but need not, be Members of the SOCIETY and shall not on account of their appointment to such positions be constituted Members of the SOCIETY. Upon order by the Secretary any Assistant Secretary may sign any document requiring the signature of the Secretary of the SOCIETY and may affix the corporate seal thereto. The Assistant Secretaries, Assistant Treasurers, and other Agents of the SOCIETY shall be under the direct supervision of the person to whom they are appointed Assistant or Agent thereof, unless otherwise provided by the Board of Directors.

ARTICLE IX

FISCAL YEAR

SECTION 1. The Fiscal year of the SOCIETY shall commence on the first day of January in each year and shall terminate on the thirty-first day of December.

ARTICLE X

DUES

SECTION 1. The annual dues of Active Members shall be of such amount as the Board of Directors shall determine and shall be due and payable on or before January 1st of each year.

Beginning October 1st of each year the annual dues of Active Members elected during the last three months of each calendar year shall be accepted as payable for the year beginning on January 1st of the next year. A statement of dues for the ensuing year shall be sent to each Active Member during November of each year along with a notice that any Member whose dues are unpaid by April 1st of that year will cease to be a Member as of that date and lose all privileges of membership, including receipt of the JOURNAL.

Any Member in good standing who has resigned may be reinstated upon

payment of dues for the then current year; however, a Member who has been dropped for non-payment of dues shall be obligated to pay all previous arrears of dues standing in his name before he may be considered for reinstatement.

SECTION 2. Honorary Members and Emeritus Members shall be exempt from payment of dues.

ARTICLE XI

DUTIES AND CONDUCT

SECTION 1. Contravention of the By-laws and the rules of this SOCIETY, or unprofessional or unethical conduct as described in the code of ethics, shall subject the offender to censure, suspension, or expulsion, as determined by the vote of the Executive Committee, provided the accused shall have had at least two weeks' notification in writing from the Secretary of the SOCIETY stating the charges preferred.

SECTION 2. Charges against a Member shall not be presented to the SOCIETY but shall be submitted in writing to the Secretary, to be submitted to the Executive Committee within one week, who shall then, within one month thereafter, satisfy itself of the validity of such charges. If this Committee deems the accusation warrants consideration, the Secretary shall transmit to the accused a copy of the charges and cite him to appear before such Committee on a specific date to make answer in his own behalf. Should he fail to appear in person or to be represented by attorney after a second notice (sent 30 days later), the Committee shall proceed with the trial, and its action shall be final in all cases. The decision and recommendations of this Committee, together with any or all evidence upon which its conclusions have been based, shall be sealed and kept on file by the Secretary. The Executive Committee shall report (1) that the charges are not sustained; or (2)

that the charges are sustained in whole or in part and that the accused be (a) censured; (b) suspended for a definite time; or (c) expelled. Censure, suspension or expulsion from the SOCIETY shall require the unanimous vote of the Executive Committee.

SECTION 3. The trial shall be conducted in private executive session of the Executive Committee.

SECTION 4. A Member suspended for a stated period of time shall automatically be reinstated at the expiration of that time.

SECTION 5. Unless authorized by the Board of Directors, Members of the SOCIETY shall not knowingly or willfully allow the name or seal of the SOCIETY or its assets to be used by any person who is not a Member of the SOCIETY. The name of the SOCIETY shall not be used in any way by any Member to further or foster the advertising of a Member or a nonmember.

SECTION 6. No debts shall be incurred on behalf of the SOCIETY by any Officer of the SOCIETY, or of a Chapter, nor by any Member unless authorized by the Board of Directors or by such authority as is delegated by the Treasurer.

ARTICLE XII

STANDING COMMITTEES

SECTION 1. At each Annual Meeting or as soon thereafter as may be convenient, the President shall appoint the Chairman of each of the following standing committees. The Chairman shall then, with the approval of the President, appoint the personnel of his state committee.

- Arrangements
- International Affairs
- Laboratory Methods
- Library
- Literature Award
- Medal Award
- Membership

Placement
 Publications
 Public Relations
 Scientific Program
 Seminar

The President and the Secretary shall have the privilege of attending all meetings of the Committees.

Each Committee shall use the Policy Manual for guidance of its duties.

ARTICLE XIII

INTERNAL ORGANIZATION

SECTION 1. The SOCIETY shall be further governed by such standing rules and regulations as shall be recommended by the Board of Directors and voted upon by a majority of the Members of the SOCIETY present and voting at the next regular meeting of the Members of the SOCIETY. These rules and regulations shall be binding on all Members.

ARTICLE XIV

BY-LAWS AND AMENDMENTS

SECTION 1. An official copy of these By-laws shall be kept in the custody of the Secretary who shall make the proper alterations in this copy whenever these By-laws are amended.

Suggestions for amendments to these By-laws may originate in (1) The Advisory Committee, (2) the Board of Directors, or (3) a petition presented to the Secretary and signed by not less than twenty-five Members of the SOCIETY in good standing. The Advisory Committee shall formulate all such suggested amendments and submit them to the Board of Directors together with a statement of approval or disapproval. If the Board of Directors by a majority vote approves the proposed amendment, the Secretary shall mail a copy of such proposed amendment together with an explanation and a dated ballot to each Member of the SOCIETY entitled to vote. To be valid such ballot shall be returned to the Secretary of

the SOCIETY not later than thirty days from date stated on the ballot. The proposed amendment shall be adopted if approved by a majority vote of the ballots returned.

Any proposed amendment not approved by the Board of Directors within ninety days from the time it is submitted to the Secretary or the Advisory Committee may be brought to vote of the Membership in the aforementioned manner by a petition signed by not less than seventy-five members in good standing.

ARTICLE XV

PARLIAMENTARY AUTHORITY

The rules contained in Robert's "Rules of Order," current revised edition, shall govern the action of the Society of Cosmetic Chemists in all cases to which they are applicable and in which they are not inconsistent with the Certificate of Incorporation and the By-laws of the SOCIETY.

ARTICLE XVI

CHAPTERS

SECTION 1. The SOCIETY shall have the right to establish local Chapters in the United States, its territories and possessions, as well as in foreign countries.

SECTION 2. Each Chapter shall have the following officers: Chairman, Chairman-elect, Secretary, and Treasurer. The Offices of Secretary and Treasurer, or Chairman-elect and Treasurer may be held by one person, but the Offices of Chairman-elect, Secretary and Treasurer may not be held by one person.

SECTION 3. All Chairmen of Chapters shall enjoy the status of Directors of the SOCIETY only while attending a meeting of the Board of Directors, but the quorum of the Board of Directors shall not be affected in any manner by the absence of any or all Chapter Chairmen.

The Chairman of a Chapter may delegate his powers described in this

Section to his designate delegate, who is a Member of the respective Chapter, to attend the meeting of the Board of Directors.

SECTION 4. In the absence of the Chairman, the Chairman-elect shall exercise all functions of the Chairman.

SECTION 5. Each Chapter shall draw up a set of By-laws under which, following approval by the Board of Directors of the SOCIETY, it shall be governed. These By-laws shall be derived from, and be adapted to, the requirements of the individual Chapters except that no provision of such By-laws shall be in contravention to any provision of the By-laws of the SOCIETY, either in fact or in spirit. Proposed amendments to the By-laws of a Chapter shall be submitted to the Board of Directors of the SOCIETY for approval before adoption by a Chapter.

SECTION 6. The Board of Directors shall have the right to amend the By-laws of any Chapter if it deems such action necessary for the protection of the SOCIETY. A unanimous vote of the elected Board of Directors is required in support of such amendment.

SECTION 7. Each Chapter shall file a set of its By-laws with the Secretary of the SOCIETY.

SECTION 8. When election of Chapter Officers occurs the Chapter Secretary shall notify the Secretary of the SOCIETY of results of such election giving the names, residence and business addresses of the elected Officers.

SECTION 9. The Treasurer of each Chapter shall prepare and submit an Annual Budget estimate to the Finance Committee of the SOCIETY not later than November first of each year.

Upon approval by the Board of Directors of the SOCIETY of the annual budget of each Chapter, a check shall be transmitted by the Treasurer of the SOCIETY to the Treasurer of the Chapter on February

first of each year for \$5.00 of the annual dues paid into the SOCIETY by each Member affiliated with that Chapter. This provision shall not be retroactive in any respect. This arrangement shall apply only to the Chapters in the United States, its territories and possessions, but not to Chapters in foreign countries, with whom special arrangements shall be made individually.

Prior to February first of each year, the Treasurer of each Chapter shall notify the Finance Committee of any unspent moneys remaining in the accounts of the Chapter. The Finance Committee of the SOCIETY shall have the privilege of recommending to the Board of Directors that such sums over and above \$500.00 be applied to the succeeding annual budget of the Chapter or be returned to the treasury of the SOCIETY.

SECTION 10. Chapter status may be granted to not less than twelve Members who shall apply to the SOCIETY.

SECTION 11. Each member of the Society may designate his wish to become a member of any one Chapter. Such written declaration, forwarded to the Secretary of the Society, shall entitle that Chapter to receive \$5.00 of each annual membership fee thereafter paid into the Society Treasury by that member while he is a member of that Chapter. A member may change his affiliation to another Chapter by notifying the Secretary of the Society of his wish to do so. At least once every three years the Secretary of the Society shall check each member's preference for Chapter membership by asking him to indicate on a suitable questionnaire either the Chapter of his choice or his desire not to be a member of any Chapter. The Secretary of the Society shall notify the Society Treasurer of any transfers and shall notify the Chapter Secretaries of any transfers of members affecting their Chapters. A member may maintain membership in Chapters

in addition to the one he has designated as his primary choice by paying directly to the Treasurer of each of the other Chapters of his choice the \$5.00 annual fee for Chapter membership.

SECTION 12. The Board of Directors of the Society shall have the right to revoke the charter of any Chapter which is inactive for a period of one year or is deemed to be operating to the detriment of the Society. Within two months after receipt by the Secretary of the Society of a letter signed by three Society members, stating that any one Chapter has been inactive for

one year or is operating to the detriment of the Society, and setting forth supporting details, a meeting shall be held by the Advisory Committee which the officers of the Chapter concerned shall be invited to attend in order to discuss the charges. The Advisory Committee shall report to the Board of Directors at the next Board meeting, recommending the action to be taken. The Board may then revoke the charter of the Chapter by a unanimous vote of all Board members present, excepting any who are officers of the Chapter concerned.