

By-laws of the AMERICAN CRYSTALLOGRAPHIC ASSOCIATION, INC.

(November 1, 1970, with amendments and changes approved November, 1992, July 1995,
December 1999, December 2003, July 2013, May 2014)

PREFACE

The by-laws of this corporation are in the form of a Constitution and the Rules as herein set forth.

CONSTITUTION

ARTICLE I: Name and Office

Section 1.

The name of the corporation shall be American Crystallographic Association, Inc. (herein, "the Association"), which may be referred to by the acronym ACA. It is the successor to American Crystallographic Association, an unincorporated association.

Section 2.

The principal office of the Association shall be located at PO Box 96 Ellicott Station, Buffalo, New York 14205. All communications intended to be directed to the Association shall be addressed to the above address.

Section 3.

American Crystallographic Association, Incorporated, is considered to be a continuation of the unincorporated American Crystallographic Association in membership and in the tenure of officers, of committee members, and of representatives to other bodies. All assets and liabilities of the unincorporated association are carried over in the corporation.

ARTICLE II: Object

Section 1.

The object of this Association shall be to promote the study of the arrangement of the atoms in matter, its causes, its nature and its consequences, and of the tools and methods used in such studies.

ARTICLE III: Membership

Section 1.

Any person actively interested in the purposes of the Association, whose application is approved by ACA Council or its designee, may become a member by payment to the Treasurer of such dues as specified in the Rules. All members are entitled to voting privileges.

Section 2.

Any company, corporation or other organization may, with the approval of the Council, become a Corporate Member, on payment to the Treasurer of such dues as specified in the Rules. Each Corporate Member may empower one individual to vote in its behalf in any of the deliberations of the Association. Such an individual shall have one vote.

Section 3.

Such groups as are approved by the Council may become Affiliated Groups of the Association.

ARTICLE IV: Regional Associate of the International Union of Crystallography

Section 1.

By agreement with the International Union of Crystallography (herein, "the IUCr") the Association is a Regional Associate of the IUCr.

Section 2.

Members resident in any country or group of countries recognized by the Association and the IUCr as forming part of the Region may constitute themselves into a National Division

following the procedures given in the Rules. All members resident in a country or group of countries so constituted shall be members of that National Division.

ARTICLE V: Officers

Section 1.

The officers of the Association shall be a President, Vice President, a Secretary and a Treasurer: these four, plus the President for the previous year and one Representative elected by each National Division, shall be members of the Council which shall have general charge of the affairs of the Association. Additional members may be added to the Council as provided under Article VII. The IUCr may send a non-voting observer to meetings of the Council.

Section 2.

The President and Vice President shall each serve as such for one calendar year. The Vice President elected for one calendar year shall automatically become President the next succeeding calendar year. Having served as Vice President and President, a person is ineligible for re-election to the Vice Presidency. The former Presidents of any predecessor society who have served a full term shall be ineligible for election as Vice President of this Association. The terms of office of the Secretary and Treasurer shall each be three years. The Treasurer shall be elected in the year following the Secretary. The Treasurer shall take office at the beginning of the Association's next financial year. All other officers and members of the Council shall take office on January 1 following their election. Representatives of the National Divisions shall each hold office for three years and shall not be eligible for re-election in the following term.

Section 3.

Except where an incumbent Treasurer or Secretary is being renominated, two nominations shall be made for each office for which elections are to be held. Nominations for all offices except the Representatives of the National Divisions shall be made by the Nominating Committee. The Nominating Committee comprises the Past President, a new member appointed by the current President, and one former member of the committee. The Chair shall have been a member of the Nominating Committee the previous year. No member shall serve more than two years. Additional nominations for any office may be made by a petition signed by five or more Association members. Nominations for the Representatives of National Divisions may only be made by members of their respective Division. The current President shall constitute this Committee no later than September 1 of the year of his/her term. A Call for Nominations should be placed in the Winter issue of ACA *RefleXions*. As a courtesy, the names of the nominees should be submitted to Council a month before the slate of candidates is required.

Section 4.

The election of officers shall be by closed ballots solicited from the whole membership and shall be determined by a majority of those voting. In case no contestant receives a majority, a re-vote shall be taken on the contestants ranking first and second in each successive ballot until one receives a majority; if there is a tie for first rank, the re-vote shall be limited to those tied contestants; if there is a tie for second rank, the re-vote shall be among the first-ranking contestant and those tied for second rank. The election of Representatives of National Divisions shall follow the same procedures

as for the election of officers except that the ballots shall only be solicited from members of the respective National Division.

Section 5.

In the event that the office of President shall become vacant, the Vice President shall succeed to the Presidency for the remainder of the unexpired term and will succeed in the following term in accordance with the provisions of Section 2 of this Article. If any other vacancy occurs in the Council, the remaining members of the Council shall appoint a member of the Association to fill the office for the duration of the unexpired term.

ARTICLE VI: Duties of the Officers and Council

Section 1.

The duties of the Officers and Council of the Association shall be as follows:

1. The President

- (a) To have general administrative charge of the affairs of the Association.
- (b) To preside over all meetings of the Council.
- (c) To preside over all business meetings of the Association.
- (d) To appoint organizers of the scientific meetings of the Association.
- (e) To have such other duties as are specifically enumerated in the By-laws of the Association.
- (f) To be a member, ex-officio, of all committees, except the Nominating Committee.
- (g) To appoint or nominate representatives of the Association.

2. The Vice President

- (a) To act in place of the President when the President is not present or is unable to discharge the duties as specified in Section 1 of this Article.

3. The Secretary

- (a) To keep minutes of all meetings.
- (b) To review membership files.
- (c) To attend to correspondence and notices of the Association.
- (d) To keep a dossier of precedents and procedures, and to inform Council Members, Committee Chairs, and Meeting and Program Chairs of such precedents.
- (e) To be a member, ex-officio, of all committees, except the Nominating Committee.

4. The Treasurer

- (a) Maintain a working knowledge of all fiscal affairs and commitments of the Association.
- (b) Attend meetings of the AIP Committee of Society Treasurers and meetings of the USNCCr as an official representative of ACA.
- (c) Work with ACA staff members for day-to-day operations.
- (d) Attend Financial Review Committee meetings.
- (e) Review monthly account reports.
- (f) Present Financial Report at annual Business Meeting.
- (g) Use results from Continuing Education Committee's review of annual Travel Grant Applications to determine the grant amounts.

5. The Council

- (a) To have general charge of the affairs of the Association, determining all policies and procedures not otherwise specified in the Constitution and Rules of the Association.
- (b) To consider and act upon reports of Standing Committees.

(c) To make an annual budget and authorize a member or members to approve expenditures under each item of the budget.

(d) To act as Trustees of all funds and properties of the Association.

(e) To assume such other duties as are specified in the Constitution and Rules of the Association.

(f) To serve as appropriate as the Association's nominees to national committees for crystallography.

(g) To appoint such persons, paid or unpaid, as it deems necessary to assist in the efficient running of the Association, with such appointments to be reviewed periodically and in any case not less than once every three years. Appointments currently include Chief Executive Officer and Chief Financial Officer.

ARTICLE VII: Additional Members of the Council

Section 1.

Members of the Council other than those listed in Article IV, Section 1, of the Constitution may be added by the same procedure followed for an amendment to the Rules.

ARTICLE VIII: Amendments

Section 1.

An amendment to or an annulment of the whole or any part of this Constitution may be formally proposed by the Council. Council shall circulate the proposal to the whole membership not less than one month before a duly announced business meeting held in conjunction with a scientific meeting of the Association, at which meeting the amendment or annulment will be discussed. It shall then be presented to the whole membership for approval following the procedures described in the Rules. An affirmative vote of at least two thirds of those voting is necessary for the adoption of the amendment or annulment.

Section 2.

An amendment to or an annulment of the whole or any part of this Constitution may be formally proposed by any member at a duly announced business meeting held in conjunction with a scientific meeting of the Association, at which meeting it will be discussed and voted on. If approved by a majority of those present, the amendment or annulment shall be presented to the whole membership for approval following the procedures described in the Rules. An affirmative vote of at least two thirds of those voting is necessary for the adoption of the amendment or annulment.

ARTICLE IX

Section 1.

Unless otherwise required by law, in the event of dissolution of this Association the assets shall be distributed only to a recipient that would qualify as an organization with tax-exempt status as described in Section 501 (c)(3) of the United States Internal Revenue Code of 1964, or any amended or successor section thereto.

ARTICLE X: Procedures Not Otherwise Covered

Section 1.

The rules contained in Robert's Rules of Order Revised shall govern the Association in all cases to which they are applicable, except as otherwise provided by law, the Certificate of Incorporation, or these By-laws.