

Change in By-Laws

Notice of Meeting

The annual Business Meeting of the American Oil Chemists' Society will be held at 7:30 a.m. Monday, May 6, 1985, at the Franklin Plaza Hotel, Philadelphia, Pennsylvania.

In addition to routine Society business, the following amendments to the Articles of Incorporation and By-laws will be considered.

AMENDMENT: Articles of Incorporation, Article V, Section 2:

The first sentence is to be amended to read: "The president, vice president, secretary, treasurer (or secretary-treasurer) and the immediate past president shall constitute the Executive Committee of the Governing Board." The remaining language of this section shall not be changed.

EXPLANATION:

Currently the Director of Publications and the Chairman of the Publication Committee are one and the same person. This is true not only because of the person involved but by virtue of dictates of the By-laws, Article VII, Section 3, paragraph 1. There are no clear distinctions between the duties of the two positions, so there seems to be no need for two titles for one position.

The Director of Publications is now the only non-elected member of the Executive Committee. In recent years the By-laws have been amended to expand the Governing Board to include key appointed officials as ex officio members, without vote. The following chairpersons now serve in that capacity: Uniform Methods, Examination Board, Education, National Program Planning, Smalley and Publications.

The intent of the amendment is to consolidate the two positions of Director of Publications and Chairman of the Publications Committee into one title (Chairman) which is consistent with other AOCs titles and to provide a consistent organizational structure which limits voting positions on the Executive Committee to persons elected by the AOCs membership.

The AOCs By-laws currently provide that the Chairman of the Publications Committee serves as an ex officio, without vote, on the Governing Board.

AMENDMENTS: By-Laws Article II, Sections 2 and 3

Section 2 is to be amended to add the following paragraph:

"If the application is not approved by the Admissions Committee, the applicant shall be notified in writing of the reason for the rejection. The applicant shall have the right to have the rejection reviewed by the Governing Board. Such review shall be pursuant to a hearing held upon reasonable notice where the applicant shall have an opportunity

to hear the facts supporting the refusal and have an opportunity to present such relevant evidence as the member may desire."

Section 3 is to be amended by replacing the existing language with the following paragraph:

"EXPULSION. A member who has violated the articles of the Society or whose conduct has been prejudicial to the good of the Society or who has violated the code of ethics of the Society may be removed from the role of membership. Such removal must be upon unanimous vote of the Governing Board after the Board has 1) given the member written notice of the charges and 2) held a hearing in which the member is given an opportunity to hear the facts supporting the charges and to present evidence in response to said charges. Said hearing is to be conducted upon reasonable prior notice. Any person, including a nonmember, may prefer charges of such violation by directing said charges in writing to the Governing Board or the secretary of the Governing Board. It shall be the duty of the secretary to prefer charges against a member when facts in support of such violation are presented and a written request is made that charges be preferred."

EXPLANATION:

On advice of legal counsel these two amendments are proposed to provide due process for persons who may be denied membership in the Society and for the filing and hearing of charges against a member which could lead to expulsion from the Society.

AMENDMENT: By-Laws Article VII, Section 3.

The last sentence of the first paragraph, which reads "He shall also serve as Director of Publications." is to be eliminated.

EXPLANATION:

Since the roles of the Director of Publications and the Chairman of the Publications Committee are the same, the titles are redundant. Also, if the proposed amendment to the Articles of Incorporation, Article V, Section 2 (see above) is approved, the title "Director of Publications" will be eliminated.

Amendments to the Articles of Incorporation require a two-thirds vote of members voting on the question and then all members will receive a mail ballot on which to cast their proxy votes. Amendments to the By-laws require a simple majority of a quorum present at the Annual Business Meeting.