

**BYLAWS OF  
THE NORTH AMERICAN CATALYSIS SOCIETY**

**Version of 2 June 2003 Approved by the membership**

We, the members hereof, associate ourselves for these purposes: to promote and encourage the growth and development of the science of catalysis and those scientific disciplines ancillary thereto; to organize and participate in professional meetings of scientists; to report, discuss and exchange information and viewpoints in the field of catalysis; to serve as a central exchange for the several catalysis club(s)/society(ies) (hereafter referred to as societies) concerning information on their activities; and to provide liaison with foreign catalysis societies, with the International Association of Catalysis Societies, and with other scientific organizations and individuals

ARTICLE I  
Name

Section 1. The name of this corporation shall be: The North American Catalysis Society,(NACS).

ARTICLE II  
Membership

Section 1. Any person from North America associated, directly or indirectly, with the fields of endeavor referred to in the purpose clause of these Bylaws, shall be eligible for full membership.

Section 2. All members of any affiliated North American catalysis society(ies) shall become individual members of the NACS in the event of an appropriate resolution of affiliation enacted by the Executive Board of similar governing body of such catalysis society(ies), as hereinafter provided.

Section 3. Any North American catalysis society(ies) in existence at the time of the adoption of these Bylaws may thereafter affiliate with the NACS by resolution of its Executive board or similar governing body.

Section 4. Any North American catalysis society(ies) founded after the adoption of these Bylaws may affiliate with the NACS by resolution of its Executive Board or similar governing body, but only after being invited to do so by the Board of Directors of the NACS.

Section 5. Nothing herein shall preclude members of any catalysis society(ies) from becoming individual members of the NACS, notwithstanding that such catalysis society(ies) may not have been invited to affiliate with the NACS.

Section 6. Persons from outside North America may indicate their interests in joining NACS as Associate Members. As Associate Members they do not have to pay dues, and they are not eligible to vote on elections and other matters pertaining to the NACS.

Section 7. The local clubs shall be entities that are separate from the NACS.

ARTICLE III  
Dues, Finances and Compensation

Section 1. Membership fees shall be paid in such amounts and for such periods as shall be determined by the Board of Directors.

Section 2. The fiscal year of the NACS shall end on December 31.

Section 3. No compensation shall be paid to any officers or directors for their services rendered to the NACS in such capacities; provided, however, that this shall not preclude such officers and directors from being reimbursed for expenses incurred by them in the conduct of their activities in such capacities, at the discretion of the Board of Directors.

ARTICLE IV  
Location

Section 1. The registered office of the NACS shall be located within the Commonwealth of Pennsylvania, at such place as shall be determined by the Board of Directors. The principal office of the NACS shall be located at such place as shall be determined by the Board of Directors without restriction as to jurisdiction.

#### ARTICLE V

##### Officers

Section 1. The officers of the NACS shall consist of a President, Vice-President, Secretary, Treasurer and Foreign Secretary.

Section 2. No one person shall be entitled to hold the office of President and Secretary at any one time.

Section 3. Only members of the NACS shall be eligible for election to office.

#### ARTICLE VI

##### Duties of Officers

Section 1. The President shall be the chief executive officer of the NACS and shall preside at all meetings of the membership and/or the directors; he/she shall call all meetings of the directors; he/she shall have general and active management of the business of the NACS and shall, either directly or by delegation, see that all orders and resolutions of the Board of Directors and that all duties of the officers are properly performed; he/she shall submit interim reports of the operation of the NACS to the membership as and when meetings of the membership shall be held and to the Board of Directors at their various meetings as hereinafter provided; he/she shall appoint all committees except as herein otherwise provided, and he/she shall be an ex-officio member of all committees so appointed; he/she may delegate the performance of any of the foregoing; he/she shall execute any and all contracts and other documents in behalf of the NACS pursuant to authority delegated to him/her for such purposes by resolution duly adopted by the Board of Directors, and he/she shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. The Vice-President shall perform all duties of the office of President in the latter's absence, incapacity or arbitrary refusal to act, and, when so acting, shall have all powers of and be subject to all restrictions upon the office of President. Further, he/she shall perform such other duties as may be prescribed by the Board of Directors or by the President, from time to time.

Section 3. The Secretary shall attend all meetings of the Board of Directors and of the membership and shall perform the following various duties: he/she shall maintain a list of the membership and their addresses; he/she shall record minutes of all meetings in a book to be maintained for that purpose and, when required, shall perform a similar service for all standing committees; he/she shall send to the Board of Directors and/or to the membership all notices as to the business of the NACS and as to the time, date and place of all meetings to be held of the Board of Directors and/or of the membership, respectively; he/she shall engage in, and maintain records of, all correspondence as required by the business of the NACS; he/she shall be the custodian of the corporate seal and of all books and records of the NACS, except as herein otherwise provided; he/she shall attest any and all contracts and other documents, and shall affix the corporate seal as necessary, in behalf of the NACS pursuant to authority delegated to him/her for such purposes by resolution duly adopted by the Board of Directors or by the President, from time to time. In the event of the Secretary's absence, incapacity or arbitrary refusal to act, his/her duties shall be performed by a Secretary Pro Tem appointed by the Board of Directors or by the President.

Section 4. The Treasurer shall be the custodian of all funds as well as financial books and records of the NACS and shall deposit all such funds in the name of the NACS in such depository or depositories as shall be designated by the Board of Directors; he/she shall collect and receive all fees, contributions and grants paid to the NACS; he/she shall pay all vouchers and obligations pursuant to authority duly granted to him/her by the President and Secretary or be resolution of the Board of Directors; he/she shall prepare and submit complete an accurate interim financial reports of the finances of the NACS as and when meetings may be held, as well as to the Board of Directors at any time upon request therefrom, and he/she shall perform such other duties as may be prescribed by the Board of Directors or by the President, from time to time.

Section 5. The Foreign Secretary shall attend all meetings of the Board of Directors and perform the following duties: maintain contact with other catalysis societies outside North America and maintain records of correspondence with these societies, distribute the NACS Newsletter to other catalysis societies and serve those functions of the Secretary with foreign members, serve as one of the two NACS representatives to the Council of the International Association of Catalysis Societies, and perform such other duties as may be prescribed by the Board of Directors or by the President, from time to time.

## ARTICLE VII

### Bonds

Section 1. The Board of Directors may require any of the officers to be bonded at such times and for such amounts as it shall deem necessary.

Section 2. The Board of Directors may require the administrators (trustees) of the Keith Hall Educational Fund and any outside professional who assumes an active role in administering the proceeds of the Fund to be bonded.

## ARTICLE VIII

### Board of Directors

Section 1. The Board of Directors shall consist of members elected by the affiliated catalysis society(ies), one from each, 4 members elected from the members elected at large by the membership of the NACS, and any officers (elected by the Board) who are not already members of the Board.

Section 2. Only members of the NACS shall be eligible for election to the Board of Directors.

## ARTICLE IX

### Duties and Powers of the Board of Directors

Section 1. The property and business of the NACS shall be managed by the Board of Directors.

Section 2. In addition to the general powers of the Board of Directors existing by virtue of their office, the powers and authority expressly given by law, by the terms of the Articles of Incorporation of the NACS, and elsewhere in these Bylaws, the following specific powers are expressly conferred on the Board of Directors.

To appoint and/or remove any and all agents, servants or employees of the NACS, other than the members of the Board of Directors and the officers, and to determine their duties and salaries, as well as to delegate such powers to an officer of the NACS; to authorize the negotiating and executing of all contracts, documents and instruments appropriate for the proper operation of the NACS; to delegate any powers of the Board of Directors to any committee of Board members, not less than two (2) in number, for so long and under such terms as the Board may determine; to establish policies of the NACS and to direct the execution of the same, pursuant to the purposes of the NACS, and generally to do all lawful acts and things as are not herein otherwise delegated or directed to be done by the membership or officers of the NACS.

## ARTICLE X

### Meetings of the Board of Directors

Section 1. The Board of Directors shall meet at least annually at the call of the President. In addition, the Board of Directors shall meet intermittently at such times and places as may be set by resolution duly adopted at duly convened meetings of the Board of Directors.

Section 2. Special meetings of the Board of Directors shall be called by the President and/or Secretary as and when they or either of them shall deem it necessary, or upon the signed written request of any three (3) members of the Board of Directors, the times and places of such special meetings to be determined by the officer calling the same.

Section 3. The Secretary shall send to each member of the Board of Directors, at least one (1) week's prior written notice of any special meeting and at least ten (10) days prior written notice of any annual or intermittent meeting.

Section 4. Notwithstanding Article 20, the Provisions of the ARTICLE may be amended at any regular duly convened meeting by a majority vote of the members of the Board of Directors present and voting at such meeting.

## ARTICLE XI

### Meetings of the Membership

Section 1. Meetings of the membership in general shall be held at such times and places as shall be determined by the Board of Directors.

Section 2. Notices of the meetings of the membership in general shall be given to each member at least thirty (30) days in advance of the date of such meeting, provided that the payment of such member's membership fee is not then in default.

Section 3. Location of national biennial technical meetings of the NACS shall rotate around the membership clubs. For this purpose these meetings shall be operated by the local society. For these meetings the NACS shall be responsible for the selection of the meeting organizers. For this meeting, the operating local society has an "agency" (as defined by the US IRS in 2000) relationship with the NACS for the organization and operation of the meeting.

## ARTICLE XII Notices

Section 1. Notices of all meetings of the membership and of the Board of Directors shall be mailed to each member of the NACS or of the Board of Directors, addressed to such members or directors latest addresses, as recorded in the books of the NACS.

Section 2. Attendance by a member or by a Director at any meeting shall constitute a waiver of notice of such meeting, except where attendance at such meeting is for the express purpose of objecting to the transaction of business because said meeting was allegedly not lawfully or duly called or convened, and where such objection is made immediately following the convening of such meeting.

Section 3. Any notice may be waived in writing, signed by the person or persons entitled thereto, either before or after the time and date stated therein, and such waiver shall be entered into the minutes of the meeting held pursuant to such waiver of notice.

Section 4. Neither the business to be transacted at, nor the purpose of any membership meeting, or any annual or intermittent meeting of the Board of Directors, need be stated in any notice or waiver of notice of such meeting unless otherwise specifically required by law or by these Bylaws. Notice of any special meeting of the Board of Directors shall contain the purpose of, and a brief description of the business to be transacted by such meeting.

## ARTICLE XIII Nominations, Elections and Terms of Office

Section 1. The members of the Board of Directors to be elected by the membership at large shall be elected from a slate of not fewer than seven (7) nominees selected by the Nominations Committee, appointed by the President. Election shall be by mail ballot of the membership of the NACS. Any member of the NACS shall be added to the slate upon receipt by the President of the NACS, no more than on-half of whom shall be members of any one affiliated catalysis society(ies), provided that the petition shall be received by the President prior to the first of January of the year in which new members of the Board of Directors are to be elected. Election shall be by plurality vote. The elected at-large members of the Board of Directors will be seated at the next meeting of the Board of Directors and will be the at-large members who vote for the election of new officers.

Section 2. The one (1) member of the Board of Directors from each affiliated catalysis society(ies) shall be elected by the respective catalysis society(ies) in accordance with its internal procedures.

Section 3. Nominations for the officers shall be made at a Board meeting and elected by the Board of Directors at a meeting of such Board convened with reasonable dispatch after the election of such Board. The officers shall take office on July 1, 2001, and every four years thereafter.

Section 4. The term of office for all officers and members of the Board of Directors shall be four (4) years. All officers and members of the Board of Directors shall continue in their respective capacities until their successors are elected.

Section 5. Any vacancies in the Board of Directors or among the officers arising by reason of death or resignation, shall be filled for the unexpired term by a majority vote of the remaining members of the Board of Directors present and voting at the first meeting held after such death or resignation. In the event that the President is no longer able to serve (for reasons of death or resignation), the Vice-President shall assume his/her duties until a meeting of the Board of Directors within 2 months of the loss of the elected President. In the event that neither the

President nor the Vice President is able to serve, the Executive Committee shall elect one of its members to serve as the operating officer (by majority voting) until an emergency meeting of the Board of Directors can be convened (within 2 months of the vacancies).

Section 6. Election of officers and of members of the Board of Directors shall be by closed, written ballot, whether submitted at a meeting or by mail.

Section 7. Any member who shall have paid his/her dues shall be eligible to hold office in the NACS, whether as an officer or as a member of the Board of Directors.

#### ARTICLE XIV Quorum

Section 1. A quorum for the purpose of holding a meeting of the membership generally shall consist of such members as shall be in attendance at the time and place when such meeting is to convene.

Section 2. A quorum for the purpose of holding any meeting of the Board of Directors shall consist of a majority of all of the members of the Board, exclusive of any member who may have resigned or died. If a quorum is unavailable for any meeting of the Board of Directors, that meeting shall be adjourned to a new time and place, due notice of which shall be given to the members of the Board of Directors, in which event a quorum, for purposes of the said adjourned meeting, shall consist of such members of the Board of Directors as shall be in attendance at the time and place when such adjourned meeting is to convene.

#### ARTICLE XV Voting

Section 1. All matters to be voted upon by the general membership, other than election to the Board of Directors, shall be determined by majority vote of the members voting.

Section 2: The act of the majority of the members of the Board of Directors present at a meeting of the directors at which a quorum is present shall be the act of the Board. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. In the absence of a meeting by a majority of the members of the Board, resolutions can be enacted by unanimous written consent of all the members of the Board.

Section 3. Each member of the Board of Directors shall be entitled to one (1) vote in such capacity at the meeting of the Board, and each member of the NACS shall be entitled to one (1) vote in such capacity.

Section 4. Proxy voting at membership shall be permitted, provided that such proxy is executed in writing by the individual entitled to cast such vote and provided such proxy specifies the meeting at, or the duration for which, such proxy shall be effective.

Section 5. Mail balloting at membership meetings shall be permitted, provided that such mail ballot is signed by the member entitled to cast such vote. If the matter being voted upon is to be the subject of a membership meeting, such mail ballot shall be valid only if received no later than the convening of such meeting. If the matter being voted upon is the subject of a general mail ballot only, such mail ballot shall be valid only if received no later than the date specified for such purpose in the material promulgating to the membership the subject to be voted upon.

#### ARTICLE XVI Inspection of Books, Accounts and Records

Section 1. The books, accounts and records of the NACS shall be open for inspection at any time by any officer or member of the Board of Directors.

Section 2. The books, accounts and records of the NACS shall be open for inspection by any member of the NACS at such reasonable times and places as may be designated by resolution duly adopted by the Board of Directors; provided, however, that the Board of Directors shall designate a time and place for the examination of such books, accounts and records by the membership immediately prior to, during, or immediately following any membership meeting which may be held.

## ARTICLE XVII

### Committees

Section 1. The President shall appoint the Nominations Committee to suggest candidates for officers of the NACS; at the time of elections of the officers, additional nominations may be received from those attending the Board meeting.

Section 2. In addition to such committees as the President may appoint pursuant to these Bylaws, the Board of Directors may establish and appoint, from time to time, such additional standing and/or special committees as it may deem appropriate.

Section 3. The Executive Committee shall be comprised of elected officers and key functional positions within the NACS. Members of the Executive Committee shall be designated by the President, but should include: the President, Vice-President, Secretary, Treasurer, Foreign Secretary, Lead Trustee of the Keith Hall Educational Fund, and the past President.

Section 4. The President may call a meeting of the Executive Committee to seek its advice.

Section 5. An Awards Committee shall be appointed by the President and led by the Vice President, for the purpose of soliciting suggestions for nominations for the professional award. This committee should be selected in a manner to avoid conflict of interests in the award process.

## ARTICLE XVIII

### Corporate Seal

Section 1. The Secretary shall hold the Corporate Seal

## ARTICLE XIX

### Amendments to Bylaws

Section 1. These Bylaws may be amended by a majority vote of the members voting either (a) in person, by proxy or by mail ballot receive at a duly convened membership meeting of the NACS, or (b) by mail ballot circulated at the instance of the Board of Directors, provided that notice of the proposed amendment shall be contained in the notice of such duly convened meeting or in such mail ballot so circulated.

## ARTICLE XX

### Adoption of Bylaws

Section 1. These Bylaws shall be adopted by a majority vote of the general membership as herein provided, and shall become effective immediately thereafter.

## ARTICLE XXI

### Procedural Requirements

Section 1. All meetings of the Board of Directors and all meetings of the membership of the NACS shall be conducted pursuant to Roberts' Rules of Order, these Bylaws, and to any additional rules adopted by such meetings not inconsistent with either of the foregoing.

## ARTICLE XXII

### Professional Awards

Section 1. The NACS has established a series of professional awards for distinction in catalysis. The President is responsible for the selection of a jury for each award, which shall be made up of established technologists in catalysis without having any conflicts of interest in the nominations or award process. Each jury shall be made up of at least 3 persons appointed by the President. Their decisions shall be confidential and reported only to the President, who then tallies the voting, and notifies the winner.

## ARTICLE XXIII

### Keith Hall Educational Fund

Section 1. Within NACS shall be the Keith Hall Educational Fund (Fund), disbursements from only the net income of which shall be made for the support and maintenance of the tax-exempt activities of NACS, including but not limited to national lectureships, seminars and symposia, assistance for attendance at national meetings of NACS for graduate students or post-doctoral fellows, and award recognizing contributions to the furtherance of the field of catalysis. Although the Fund shall be subject to the ultimate administration of the Board of Directors of NACS, it may be administered on a day-to-day basis by "trustees," who shall be appointed by the President of NACS for staggered 6 year terms, with the concurrence of the Executive Committee of NACS. One of these trustees shall be designated by the President as the Lead Trustee, who shall be responsible for reporting the status of the Fund on a quarterly basis to the President and to the Board on an annual basis. These trustees shall receive, hold, invest, and reinvest the assets of the Fund.

ARTICLE XXIV  
Restrictions and Interpretation.

Section 1. No part of the net earnings of NACS shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that NACS shall be authorized and empowered to pay out of pocket expenses for services rendered and to make payments and distributions in furtherance of the purposes of NACS. Approval of the President is required for such expenses, which are to be reported to the Board at its annual meeting.

Section 2. No substantial part of the activities of NACS shall be the carrying on of propaganda, or otherwise attempting to influence legislation. NACS shall be empowered to make the election provided by IRC § 501(h). NACS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation, NACS shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under IRC § 501(a) by reason of description in IRC §501(c)(3), or (ii) by a corporation, contributions to which are deductible under IRC § 170(c)(2).

ARTICLE XXV  
Dissolution

Section 1. Upon the dissolution of NACS, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of NACS, dispose of all of the assets of NACS exclusively for one or more of the purposes of NACS which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of NACS to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of NACS is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for one or more of the purposes of NACS.