

Michigan Chapter of the North American Catalysis Society

Corporate Bylaws

ARTICLE I. Purposes Provision

The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, including any amendments that may from time to time be made thereto.

ARTICLE II. Offices

The principal office of the Corporation shall be located in place to be determined by the board of directors. The Corporation may have such other offices, either within or without the State of Michigan, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Michigan a registered office, and a registered agent.

ARTICLE III. Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The corporation is organized on a Directorship basis, pursuant to the Michigan Nonprofit Corporation Act (“Act”), Section 302 (MCL 450.2302), and 305 (MCL 450.2305).

Section 2. Number, Tenure, and Qualifications. The number of Directors shall be at least three, and no more than five. Directors shall be elected by vote of the Chapter membership, except that the initial directors of the corporation shall be appointed by the Incorporator of the corporation, pursuant to Section 223 of the Act (MCL 450.2223). The immediate Past-President of the Chapter shall be appointed to a one (1) year term Director position, while the remaining two Directors (other than those elected to fill vacancies) shall serve for two (2) year terms, except as provided below for the initial board of directors. For the initial board of directors, in

order to prevent all board terms expiring at once, the directors shall be divided into two classes of directors, Classes A and B. Directors in Class A shall be appointed by the Incorporator to serve for two (2) years; directors in Class B shall be appointed to serve for one (1) year. In the event of an increase in the number of directors serving, terms shall be established so that the terms of approximately one-third (1/3) of the directors expire each year. Directors shall be eligible for re-election. Directors need not be residents of the State of Michigan, but must be members of the Chapter in good standing.

Section 3. Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held at intervals not to exceed twelve months, at a time and place stipulated to by resolution of the Board of Directors, for ~~the purpose of electing Directors and for~~ the transaction of such other business as may come before the meeting. Until modified by said resolution of the Board of Directors, the annual meeting shall be held in August. Fifteen days written notice shall be provided each member of the Board of Directors. Notice may be given by regular mail, or by electronic transmission. * If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. The Board of Directors may provide by resolution the time and place, either within or without the State of Michigan, for the holding of regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board of Directors or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Michigan, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, fax, or electronic transmission to each Director at his or her address and/or fax number as shown

*“Electronic transmission” means any form of communication that meets all of the following: (a) it does not directly involve the physical transmission of paper; (b) it creates a record that may be retained and retrieved by the recipient; and (c) it may be directly reproduced in paper form by the recipient through an automated process.

by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. The Chair of the Board of Directors shall preside at the meetings of the Board.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors at a regular or special meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

Section 11. Telephonic Conferences. A Director may participate in a meeting of Directors by conference telephone or similar communication equipment by which all persons participating in the meeting may communicate with each other, if all participants are advised of the communication equipment and the names of the participants in the conference are divulged to all participants. Participation in the meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE IV. Officers

Section 1. Officers. The officers of the Corporation shall be a President, one ~~or more~~ Vice-President (~~the number thereof to be determined by the Board of Directors~~), a Secretary/Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except President and Secretary. No officer can serve in any position for consecutive terms except that of the Chapter Representative. An officer shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by more than two officers.

Section 2. Election and Term of Office. Open Officer Positions of the Corporation shall be elected annually by ~~the Board of Directors at the annual meeting of the Board of Directors~~ a majority vote of the Chapter membership in good standing at a meeting to be held at the annual Chapter Symposium. Nominations for open officer positions can be offered to the Board of Directors and Chapter officers by any Chapter member in good standing using either regular or electronic mail, or from the floor of the Annual meeting, before final vote. For the purposes of election at the Annual Symposium, a quorum of the membership is defined as all those members in good standing in attendance. If the election of officers shall not be held at such meeting, such election shall be held at another Chapter meeting as soon thereafter as conveniently may be, with a definition of quorum as the number of members of good standing in attendance. New offices

may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. Chapter elections shall be conducted by the President, or Vice-President.

Section 3. Elections. Chapter membership should be notified by electronic means at least seven (7) days for any meeting wherein elections are conducted. While officers will be typically elected at the Annual Symposium, there may be the need to call a special election for Chapter members to vote on Chapter business. Any Chapter meeting can serve as a forum for election, provided prior notification, where a simple majority vote of the quorum will serve to advance business. A quorum will be defined as the Chapter members in good standing in attendance at said meeting.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall serve as the Chairperson of the Board of Directors, shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall serve a one (1) year term and then shall automatically advance to the position of Director for a one (1) year term of service.

Section 6. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Vice-President shall be solely responsible for the yearly execution of the Chapter annual Awards. The Vice-President shall serve a one (1) year term and then shall automatically advance to the position of President for a one (1) year term of service.

Section 7. Secretary/Treasurer. If required by the Board of Directors, the Secretary/Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. If required by the Board of Directors, the Secretary/Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary/Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and, if the Corporation has a seal, of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary/Treasurer by such Director. The Secretary/Treasurer shall also have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary/Treasurer is solely responsible for ensuring that the collected annual dues of Chapter membership, and the names of those members, are forwarded to the Secretary of the North American Catalysis Society. The Secretary/Treasurer shall be responsible for preparing, or

ensuring the preparation by another party, all filings with governmental agencies, including the corporation's required informational returns with the Internal Revenue Service (Form 990, 990-EZ, 990-N, and/or 990-T, as the case may be). The Secretary/Treasurer shall serve a one (1) year term and then shall automatically advance to the position of Vice-President for a one (1) year term of service.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them in writing by the Secretary/Treasurer or by the President or the Board of Directors.

Section 10. Michigan Chapter Representative to the North American Catalysis Society. Hereafter termed "Chapter Representative," this elected position shall serve as the single vote of the Michigan Chapter at the Annual Meeting of the North American Catalysis Society. In the event of the inability of the Chapter Representative to attend any specific meeting of the North American Catalysis Society Board of Directors, the Board of Directors may appoint an alternative representative as proxy. The Chapter Representative should provide an update to the Board of Directors following an Annual Meeting of the North American Catalysis Society.

Section 11. Compensation. No compensation shall be paid to officers for services rendered to the Corporation in the course of holding office. The Board of Directors may authorize reasonable compensation for services of value performed by an officer independent of his or her office.

~~Section 11. Executive Director. The Board of Directors may employ, terminate, evaluate and fix the salary of an Executive Director of the Corporation. The Executive Director shall be~~

~~the administrator responsible for carrying out the policies of the Board of Directors and Officers and the day to day affairs of the Corporation.~~

Section 12. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee or agent of the Corporation against any liability asserted against such person and incurred by him in any such capacity, rising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability, provided that, when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty to indemnify any such person to the extent such liability is covered by such insurance, except as may be set forth in the Corporation's Articles.

Section 13. Indemnification. To the extent not inconsistent with the law of the State of Michigan and the Articles of Incorporation, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the corporation may be indemnified by the Corporation as provided in the Act.

ARTICLE V. Committees

Section 1. Committees of Directors. The Board of Directors, by written resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; fixing the compensation of the Directors for serving on the Board or on a committee; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the director by law.

Section 2. Other Director Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3 Award Committees. The Vice-President shall be responsible for the appointment and execution of Chapter Awards Committees. For the Excellence in Catalysis Research Award, and the Excellence in Catalysis Research and development Award, the Vice-President will select at least two (2), but no more than four (4) people to annual service in a committee intended to solicit nominations and select the winner of the annual Chapter Award. The Vice-President shall serve as the Chair of this committee and shall have the tie-breaking vote, if needed, during final Award recipient selection. The Vice-President shall report the Award recipient to the Board of Directors before notification of the Award recipient, and the general membership. The solicitation of nominations, and Award recipient selection must occur before the Annual symposium. The Vice-President is also responsible for convening an appropriate Awards committee responsible for selecting winners of the Outstanding Student Presentation, both oral and poster, from eligible graduate students at the Chapter Annual Symposium. In the event of an absence of the Vice-President during the time needed to carry out the duties of any Chapter Award, the President may appoint an alternative to serve in this role for a period of one (1) year.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until the committee member's successor is appointed, unless the committee shall be sooner terminated, or unless such

member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chair. One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI. Contracts, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation who are not specifically so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; provided that such authorization shall be confirmed by written resolution.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Secretary/Treasurer, or officers as provided for above or such officers, or agents of the Corporation and in such manner as shall from time to time be determined by written resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII. Fiscal Year

The Fiscal year of the Corporation shall begin on the first day of August and end on the last day of July in each year.

ARTICLE IX. Seal

The Board of Directors may provide a corporate seal. If a corporate seal is adopted it shall be affixed to a secretary's certificate and filed in the corporate record book.

ARTICLE X. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or by Bylaws of the Corporation, a waiver thereof in

writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. Amendments to Bylaws

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a majority of the Chapter membership in good standing present at any annual or regular meeting or at any special meeting, if at least thirty (30) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE XII. Severability

Each of the sections, subsections and provisions hereof shall be deemed and considered separate and severable so that if any section, subsection or provision is deemed or declared to be invalid or unenforceable, this shall have no effect on the validity or enforceability of any of the other sections, subsections or provisions.

ARTICLE XIII. Conflict of Interest Policy

1. *Purpose.* The purpose of this conflict of interest policy is to protect the interests of the corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
2. *Definitions*
 - A. Interested Person. Any director, **principal** officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - B. Financial Interest. A person has a financial interest if the person has, directly or

indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B below, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. *Procedures*

- A. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
- B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. Similarly, any other interested persons with a possible conflict of interest pertaining to a financial interest shall also leave the meeting.
2. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the remaining members of the board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

1. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee

determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. *Records of Proceedings.* The minutes of the board and all committees with board delegated powers shall contain:
 - A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
 - B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
5. *Compensation*
 - A. A voting member of the board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation and on voting on other members' compensation.
 - B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation and on other members' compensation.
 - C. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. *Annual Statements.* Each director, ~~principal~~-officer and member of a committee with board delegated powers shall annually acknowledge an electronic communication which affirms such person:
- A. Has received a copy of the conflict of interest policy,
 - B. Has read and understands the policy,
 - C. Has agreed to comply with the policy, and
 - D. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
7. *Periodic Reviews.* To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects and will generally take place at the Annual Chapter meeting:
- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
 - B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
8. *Use of Outside Experts.* When conducting the periodic reviews as provided for in Paragraph 7 of this article, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for

ensuring periodic reviews are conducted.

ARTICLE IX. Chapter Membership

A Chapter Member in good standing are defined as individuals who are interested in advancing the field of Catalysis and the objectives as outlined in the Articles of Incorporation. A Chapter Member in good standing has Chapter voting authority, and is granted this authority by paying the annual dues of the Chapter, the cost of which is set by the North American Catalysis Society for the purposes of membership.

ARTICLE X. Chapter Meetings

The Chapter shall conduct at least three meetings a fiscal year to advance the cause of catalysis as set forth in the Articles of Incorporation. One of these meeting per year must be defined as the Annual Symposium. There will be an exception to the need for an Annual Symposium in any year in which the Michigan Chapter is the host Chapter for the Biannual Meeting of the North American Catalysis Society.

Electronic announcement of all Chapter meetings will be given, at minimum, to all Chapter members in good standing by the Secretary/Treasurer at least one (1) week in advance. Meetings are open to both Chapter members and non-members.

ARTICLE XI. Chapter Awards

Section 1. Awards. The Society has established multiple Chapter awards that are given on an annual basis. The selection of the awards and their committees are the responsibility of the Vice-President as laid out in Article V, Section 3. The Michigan Chapter of the North American Catalysis Society Award for Excellence in Catalysis Research, The Michigan Chapter of the North American Catalysis Society Award for Excellence in Catalysis Research and Development, The Michigan Chapter of the North American Catalysis Society Outstanding Student Oral Presentation Award, and The Michigan Chapter of the North American Catalysis Society Outstanding Student Oral Presentation Award.

1. The Michigan Chapter of the North American Catalysis Society Award for Excellence in Catalysis Research and Development, hereafter call “Excellence Award,” shall be given biennially, in even-numbered calendar years, to individual researchers in the state of Michigan and its neighboring states or provinces. This Award formally recognizes individuals who have made outstanding contributions to catalytic science and industrial catalytic science and related technology. This award shall consist of a plaque, and a monetary gift of an amount determined by the Officers and Board of Directors, presented at the Annual Symposium or other suitable meeting.
2. The Michigan Chapter of the North American Catalysis Society Award for Excellence in Catalysis Research, hereafter call “Excellence Award,” shall be given biennially, in odd-numbered years, to individual researchers in North America. This Award formally recognize individuals who have made outstanding contributions to fundamental catalytic science. This award shall consist of a plaque, and a monetary gift of an amount determined by the Officers and Board of Directors, presented at the Annual Symposium or other suitable meeting.
3. The Michigan Chapter of the North American Catalysis Society Outstanding Student Oral Presentation Award, hereafter called “Student Award.” This annual award may be given at the Chapter Symposium to a student oral presenter and shall consist of a certificate of a monetary gift of an amount determined by the Officers and Board of Directors, presented at the Annual Symposium. The number of these awards shall be determined by the Chapter Officers and Board of Directors in attendance at the symposium.
4. The Michigan Chapter of the North American Catalysis Society Outstanding Student Poster Presentation Award, hereafter called “Student Award.”. This annual award shall be given at the Chapter Symposium to a student poster presenter and shall consist of a certificate of a monetary gift of an amount determined by the Officers and Board of Directors, presented at the Annual Symposium. The number of these awards shall be determined by the Chapter Officers and Board of Directors in attendance at the symposium.

Section 2. Nomination Requirements. The nomination process for the Excellence Awards will be initiated by the Vice-President. Solicitation of nomination materials for the Excellence Awards can be carried out through the Chapter Secretary/Treasurer. Each Excellence Award nomination shall include, but shall not be limited to, curriculum vitae, bibliography of significant publications, short proposed citations, narrative statement describing the nominee's qualifications for the award, and one confidential letter of support requested by the nominator. The collection of above materials shall be called the nomination packet. Each nomination packet shall be held by the Chapter for three years, and may be forwarded with any sitting Vice-President for award consideration during that time period. Nomination packets will be submitted to the committee designated by the Vice-President for annual award selection. Student awards are also conducted by the Vice-President the day of the Chapter Symposium, who will organize and Chair a committee to execute final award selection. Nomination eligibility for any student award will be verified by the Vice-President prior to the Chapter Symposium.

Section 3. Award Sponsorship. Any section award may be sponsored by, but not limited to, such entities as memorial trust funds, academic, or industrial sponsorship. The sponsorship of an award will typically involve providing, in whole or in part, the monetary value of the award. The arrangement of any such sponsorship must be passed by a majority vote of the Board of Directors with subsequent administration by the Chapter officers.

ADOPTION OF BYLAWS

I, the undersigned, certify that I am the sole incorporator of the Corporation, and that the above bylaws were adopted by me pursuant to the Michigan Nonprofit Corporation Act, Sec. 231(1)(a) (MCL 450.2231(1)(a)).

/s/ _____

DATE: _____, 2017

_____, Incorporator