



BYLAWS OF THE SOUTHEAST CHAPTER OF THE SOCIETY OF COSMETIC CHEMISTS

ARTICLE I. NAME, PURPOSE AND CHAPTER HEADQUARTERS

Section 1. Name. The name of this organization shall be the Southeast Chapter of the Society of Cosmetic Chemists.

Section 2. Purpose. Dedicated to the advancement of cosmetic science, the Society strives to increase and disseminate scientific information through meetings, events, and publications, promote research in the cosmetic science and industry, and set high ethical, professional and educational standards. Our mission is to further the interests and recognition of cosmetic scientists while maintaining the confidence of the public in the cosmetics and personal care industry.

Section 3. Chapter Headquarters. The headquarters of the Chapter shall be in Memphis, TN, and the official mailing address shall be that of the current Treasurer of the Chapter, unless the Chapter shall establish a permanent address for conducting its business.

ARTICLE II. RELATIONSHIP TO THE SOCIETY OF COSMETIC CHEMISTS

Section 1. Affiliation Agreement. The Chapter is subject to the terms and conditions of the Affiliation Agreement with the Society of Cosmetic Chemists (hereinafter referred to as "Society") then in effect.

Section 2. Operations. The Chapter shall operate under these Bylaws which are subject to review and approval by the Society's Board of Directors. Revisions of, or amendments to, Chapter Bylaws shall be submitted to the Governance Task Force, and subsequently to the Board of Directors, for approval before being presented to the membership for vote (Article XII, Section 3). No provision of a Chapter's Bylaws shall be valid which is inconsistent with the national Society's Articles of Incorporation, Bylaws, or the laws of the state in which the Chapter is incorporated or otherwise operates, or that which has not been reviewed and approved by the Board of Directors.

Section 3. Rules and Policies. The Chapter retains the right to adopt its own rules, policies and procedures provided that they are not in contravention to the Society's Bylaws and Policy Manual.

Section 4. Entitlements. The Chapter is entitled to all of the rights, privileges and benefits afforded to Chapters by the Society.

ARTICLE III. MEMBERSHIP

Section 1. The Society retains exclusive rights in determining membership types, annual dues, and membership of the Chapter. Chapter membership is generally based on geographical location or by special request, and subject to approval by the Society.

Section 2. No member shall knowingly or willfully allow the use of the name of the Chapter or Society to further the advertising or commercial purposes of any member or non-member.

Section 3. No person otherwise qualified for membership in the Society shall be denied membership to the Chapter on the basis of race, color, sex, sexual orientation, handicap, nationality, religious affiliation, belief, or belonging to any other protected class.

Section 4. Members are entitled to all the rights, privileges and benefits as provided for in the Society's Bylaws and are bound by the Society's Code of Ethics.

ARTICLE IV. GOVERNANCE

Section 1. Board of Directors. The governing body of the Chapter shall be a Board of Directors. The following shall constitute the Chapter Board of Directors for a term and under the conditions further specified in these Bylaws:

- A.** The five (5) Elected Officers of the Chapter: Chair, Chair-Elect, Treasurer, Treasurer-Elect, and Secretary, each of whom shall have one vote; and
- B.** The Chairs of the following five (5) Committees: nominating, membership, hospitality, newsletter, and social media, each of whom participate in an ex-officio (non-voting) capacity.

Section 2. Powers of the Board. The Chapter Board of Directors may exercise all powers requisite for the purposes of the Chapter, not inconsistent with these Bylaws, including, but not limited to, the authority to prescribe the policies and procedures of the Chapters and to enact resolutions binding upon the Chapter officers, board, committees, and members. No official business may be transacted unless by vote of a simple majority of the entire Chapter Board.

Section 3. Regular Board Meetings. Regular meetings of the Chapter Board of Directors shall be held at least twice each year upon written notice sent to each member of the Chapter Board at least twenty (20) days in advance of said meeting. At such meetings, the presence of fifty percent (50%) of the number of Chapter Board Members at the time of the meeting shall constitute the number needed for a quorum. All questions brought before the Chapter Board for a vote must be affirmed by a simple majority of those present to be approved. At all meetings of the Chapter Board of Directors, the Chapter Chair, if present, shall act as Chairperson.

Section 4. Special Board Meetings - A special meeting of the Chapter Board of Directors may be called by the Chair of the Chapter or at the request of twenty-five percent (25%) of the members of the Chapter Board of Directors. At least ten (10) days advance notice must be given for any special meeting of the Chapter Board of Directors.

Section 5. Acknowledgements. Each Chapter Board member shall, on an annual basis, sign acknowledgements with respect to the Society's policies regarding the Code of Ethics, Code of Conduct, Whistleblower, Conflict of Interest, and others, as appropriate.

Section 6. Executive Committee. The Chapter Executive Committee shall consist of the four (4) elected Officers of the Chapter or five (5) on years with Treasurer-Elect. The Executive Committee shall: i) Pursue the vision and Strategic Plan of the Society; ii) Plan, direct and assure administration of all Society activities; and iii) Exercise the role of the Board of Directors between meetings of that body.

- A. Authority.** The Chapter Executive Committee may authorize any officer or officers, agent or agents, in the name of and on behalf of the Chapter, to enter into any contract or execute or deliver any instruments, and such authority may be general or confined to specific instances; and, unless so authorized by the Chapter Board of Directors or the Chapter

Executive Committee, no officer or agent shall have the power or authority to bind the Chapter or any of its members.

- B. Meetings** – The Chapter Executive Committee shall meet as deemed necessary and shall report all actions taken by it at the next meeting of the Chapter Board of Directors. A majority of the members of the Chapter Executive Committee at the time in office shall constitute a quorum. All questions brought before the Committee for a vote must be affirmed by a simple majority of those present to be approved. At all meetings of the Chapter Executive Committee, the Chair, if present, shall act as Chairperson. In the Chair's absence the Chair-Elect shall act as Chairperson.

Section 7. Officer Vacancies. If the office of any elected officer shall become vacant, then the following shall take effect:

- A.** If the office of the Chair becomes vacant, the unexpired portion of the term shall be filled by the Chair-Elect of the Chapter.
- B.** If any other office becomes vacant, the unexpired portion of the term shall be filled by appointment by the Chapter Board of Directors.

Section 8. Removal for Cause. The Chapter Board of Directors may remove any of its officers, board members, committee chairs, or committee members for cause. Cause, as defined by the Society's Board of Directors, includes, but is not limited to, misconduct, gross negligence, dereliction of duties, incapacity, conflict of interest, violation of National and/or Chapter Bylaws, Policies, the Society's Code of Ethics, or other good cause.

ARTICLE V. ELECTED OFFICERS

Section 1. Officers – The Officers of the Chapter shall be the Chair, Chair-Elect, Treasurer, Treasurer-Elect, and Secretary, all of whom shall be General or Affiliate Members, each of whom shall be elected as provided for in these Bylaws and shall hold office as indicated herein. No officer or director shall be paid a salary, stipend, honorarium or any other form of compensation for service as a Chapter Board member.

- A. Chair** - The Chair serves as chief elected officer, representing all the members and the best interests of the organization; exercises personal leadership in the motivation of other Officers, Board Members, committee chairs, and members; influences the establishment of goals and objectives for the Chapter; acts as inspirational leader; works in partnership with the Chapter Board to develop leadership succession plans; Within the limits of the Bylaws and Board policies, the Chair shall:
 - i.** Preside over, serve as a member of, and attend all meetings of the Chapter Board, the Executive Committee and any other meetings of members.
 - ii.** Ensure that the Chapter Board and Executive Committee are kept informed on the general conditions and operations of the Chapter.
 - iii.** Appoint chairpersons of committees.
 - iv.** Support Bylaws, policies, programs and budgets adopted by the Chapter Board.
 - v.** Promote interest and active participation in the Chapter; report activities of the Board and the Society to members through various mediums.

- vi. Manage the performance of the other elected officers.
 - vii. Serve as an Area Councilor on the Society's Committee on Chapter Affairs (COCA).
- B. Chair-Elect** – The Chair-Elect shall:
- i. Assume the duties of the Chapter Chair in the absence or incapacity of the Chair.
 - ii. Represent the Chapter at the request of the Chair.
 - iii. Serve as an Area Councilor on the Society's Committee on Chapter Affairs (COCA).
 - iv. Have such other powers and duties incident to the office of Chair-Elect and prescribed by the Chapter Board of Directors, the Executive Committee or these Bylaws.
- C. Treasurer/Treasurer-Elect** - The Treasurer/Treasurer-Elect shall be responsible for carrying out the policies and directions of the Chapter Board and shall, among other things:
- i. Have power to disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities.
 - ii. Have authority to sign any check, draft, or other order of the Chapter for the payment of money, unless otherwise ordered by resolution adopted by the Chapter Board or the Executive Committee.
 - iii. Prepare financial statements for the Chapter Board and the Executive Committee in such form and frequency as they may direct.
 - iv. Oversee the custody and safekeeping of all monetary assets of the Society.
 - v. Prepare and submit the Chapters' Mid-Year and Year-End Financial Report submissions to the Society.
 - vi. Attend the annual Treasurer's Meeting conducted by the Society.
 - vii. Have such other powers and duties incident to the office of Treasurer/Treasurer-Elect and prescribed by the Chapter Board of Directors, the Executive Committee, or these Bylaws.
- D. Secretary** - The Secretary shall perform all such duties associated with the office of Secretary of a non-profit under the laws of the State of Tennessee including, but not limited to:
- i. Keep minutes of the meetings of the Chapter Board and the Executive Committee, as well as any business meetings of the Voting Members.
 - ii. Oversee custody of and safeguard the Certificate of Incorporation and any other corporate documents of the Chapter.
 - iii. Oversee the election process and certification of ballot results; or provide for same.
 - iv. Have such other powers and duties incident to the office of Secretary and prescribed by the Chapter Board of Directors, the Executive Committee or these Bylaws.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees. The following committees shall be formed annually. The Committee's Chairperson, scope of duties and responsibilities, and composition of each are determined by the Chapter's Executive Committee.

- A. Nominating Committee
- B. Membership Committee
- C. Hospitality Committee
- D. Newsletter Committee
- E. Social Media Committee

Section 2. Minutes. All committees of the Chapter shall have written meeting minutes and shall submit a written report to the Chapter Executive Committee and/or Chapter Board of Directors for their next meeting.

Section 3. Committee Formation. The Chapter Chair has the power to form any additional ad hoc committee deemed necessary, subject to the adoption of a resolution approving the formation of such committee by the majority of the Chapter Executive Committee. Any committee approved by the Executive Committee shall have one or more members.

Section 4. Eligibility. Any member in good standing shall be eligible for committee membership; other individuals who are not SCC members may serve as a subject matter experts or industry representatives and may be appointed by the Chapter Chair.

Section 5. Appointment of Chair. A Committee Chairperson shall be appointed by the Chapter Chair and ratified by the Chapter Executive Committee, except where and if provided for in these Bylaws.

Section 6. Duties of Chairperson. The Committee Chairperson, or the Committee Vice Chairperson if the Chairperson is unable to be present, of each committee shall preside at all meetings and provide a report of its activities to each regular meeting of the Chapter Board, Executive Committee, or individual Officers when called upon to do so.

Section 7. Removal or Resignation. Any Committee Chairperson, Committee Vice Chairperson, or Committee member may be removed from the position for cause (as defined in Article IV, Section 8) at any time by simple majority vote of the Executive Committee. Any Committee Chairperson or any other member of a committee, advisory group, or task force may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 8. Vacancies. A vacancy in any Committee Chairperson position because of death, resignation, removal, disqualification, or otherwise, may be filled at any time for the unexpired portion of the term by resolution adopted by a majority of the Chapter Executive Committee.

ARTICLE VII. NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

Section 1. Nominations. Any General or Affiliate Member in good standing interested in running for an elected position shall express their interest in writing to the Nominations Committee Chairperson no later than August 1st. The Nominations Committee shall affirm and put forth candidates for all Chapter offices. This Committee's Chairperson is the current Chapter Chair and the other committee members are appointed by the Chairperson. Each candidate's eligibility must be affirmed by the Society and all candidates must be submitted to the Society's HQ Office no later than August 31st.

Candidates for chapter service are subject to eligibility criteria as set forth by the Society's Board of Directors in the annual Policy Manual which may be amended from time to time.

Section 2. Election by Members. Voting for officers shall be made by written or electronic ballot, sent to eligible Voting Members as of July 1st of the calendar year, at least thirty (30) days prior to the ballot closing deadline. All votes must be received by the stated deadline; any ballots received after that date will not be counted. A simple majority vote shall elect. The Chapter shall conduct the annual election in accordance with the following guidelines. The Chapter Secretary shall be responsible for organizing and monitoring the local election and has the responsibility to:

- A. Validate the eligibility of each candidate with the Society's HQ Office;
- B. Arrange for the creation and delivery of ballot to eligible voting members of the Chapter;
- C. Certify, or arrange for the certification of, the ballot results; and
- D. Notify the Candidate(s) of official results.
- E. Hold a run-off election should there be a tie for any elected office.

Section 3. Terms of Office/Term Limits. The terms of office shall be as follows; both successors and elected Chapter board positions take office on January 1st:

- A. Chair and Chair-Elect shall each serve for a term of one (1) year, none of which may serve consecutive terms in the same office.
- B. Secretary shall be elected for one (1) year term and may serve consecutive terms.
- C. Treasurer shall be elected for two (2) years term and may not serve consecutive terms in the same office.
- D. Treasurer-Elect shall be elected for 1 year term to serve as Treasurer the following term.

Section 4. Removal – Any Chapter officer or director may be removed for cause (as defined in Article IV, Section 8) by the Chapter Board of Directors by a two-thirds vote of the directors present and voting at a regular or special meeting for which advance notice of not less than sixty (60) days shall be given, including the specific charges for which the removal is proposed, and in a manner consistent with policies established by the Society's Board of Directors. Any officer or director, for whom removal is proposed, shall be entitled to not less than sixty (60) days advance notice of the charges, the date upon which the meeting will be scheduled, and the right to present evidence in defense of said charges. The date and place of any such meeting must be reasonable with respect to the location of any individual so charged.

ARTICLE VIII. MEETINGS

Section 1. Chapter Meetings. The Chapter shall hold a minimum of two (2) education-based meetings each year. Notice of any meetings shall be communicated to all Southeast Chapter members via the Chapter's newsletter, website, email and/or other means as practicable at least fifteen (15) days prior to the date of the meeting.

Section 2. Special Meetings. Special meetings of the membership may be called by the Chapter Chair, by the Executive Committee, by a majority vote of the Chapter Board or by written request of at least ten percent (10%) of the Voting Members in good standing delivered to the Chapter Secretary. Written notice and purpose of said meeting shall be sent to each member by the

Secretary not less than thirty (30) days prior to the meeting. The specific purpose(s), and no others, of any special Meeting shall be the only business considered at said meeting.

Section 3. Actions. Any action required or permitted to be taken at a meeting of the Chapter Board or the Executive Committee may be taken without a meeting if, prior to the action, all members of the Board of Directors or of the Executive Committee, as the case may be, consent thereto affirmatively in writing and the written consents are filed with the minutes of the proceedings of the Chapter Board of Directors or the Executive Committee, as appropriate.

Section 4. Committee Meetings. Committees shall meet at intervals established by their chairpersons in order to accomplish their duties. The Chapter Chair, Executive Committee, or the Chapter Board may call a Special Meeting of any committee upon written notice sent to each committee member at least seven (7) days in advance of said meeting.

Section 5. Quorum. A quorum is established at any general membership meeting of the Voting Members if such meeting is attended in person by at least thirty percent (30%) of members duly authorized to vote.

Section 6. Rules of Order. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Society's Articles of Incorporation, or policies adopted by the Society Board of Directors or the Chapter Board of Directors.

ARTICLE IX. FINANCES, RESERVE FUND AND OTHER INVESTMENTS

Section 1. Finances. The fiscal and business year of the Chapter is based on the calendar year. The Chapter's proposed annual budget, effective January 1st, shall be prepared by the Chapter Treasurer and submitted to the Chapter Executive Board for approval no later than January 15th. Upon Executive Board approval, the Chapter Treasurer shall transmit the proposed annual budget incorporated within the Year-end Financial Report and any other financial records required or requested to the Society HQ office by January 31st. The Chapter shall employ appropriate financial safeguards, policies and procedures in the stewardship of its funds.

Section 2. Reserve Fund. A reserve fund may be established and maintained by the Chapter for the purpose of providing operating funds should the Chapter fall into financially difficult times, thereby insuring continuous operation of its activities. The balance of the reserve fund shall be maintained at a level that is consistent with policies established by the Chapter Board of Directors.

A. No appropriations shall be made from the principal of the reserve fund except upon affirmative vote of a majority of the entire Chapter Executive Committee.

B. Income from the reserve fund shall be considered as Chapter operating income.

Section 3. Other Investments. The Chapter Executive Committee shall have the power to establish, maintain, direct and control utilization of principal funds, other than the reserve fund, for specified purposes consistent with the objectives of the Chapter, such purposes to be stated by the Chapter Executive Committee when and if such funds are established.

ARTICLE X. INDEMNITY

Section 1. Indemnification. To the extent permitted by applicable law, the Chapter shall indemnify any person who was or is a party, or who is threatened to be made a party, to any threatened or pending claim, action, suit or proceeding by reason of the fact that he or she is or was a Director, Officer, or agent of the Chapter.

Section 2. Insurance. The Chapter shall procure and maintain appropriate insurance coverages and limits for the benefit of such indemnified individuals and the Chapter and in accordance with the provisions of the Affiliation Agreement.

ARTICLE XI. DISSOLUTION/DISAFFILIATION

Section 1. Dissolution. In the case of dissolution of the Chapter and liquidation of its affairs, whether voluntary or involuntary, or whether by operation of law or otherwise, none of the property or assets of the Chapter, nor any proceeds thereof, shall be distributed to or shall inure to the benefit of any member or private individual. After the payment of any outstanding debt, the assets of the Chapter shall be transferred to and become the sole property of the Society upon the dissolution of the Chapter or its disaffiliation from the SCC.

ARTICLE XII. AMENDMENTS

Section 1. Proposals. Proposals to amend these Bylaws may be initiated by suggestion of the Chapter Executive Committee, Board of Directors or by a written petition to the Chapter Secretary signed by at least five percent (5%) of the Voting Members in good standing. Any proposed amendments shall be forwarded to the Society's Governance Committee for review. Upon satisfactory review, the Society's Governance Committee will then submit the proposed Bylaws amendments to the Society's Board of Directors for approval. Upon the Society's Board of Directors' approval, the Chapter Secretary shall submit the proposal to the Voting Members of the Chapter.

Section 2. Emergency Proposals. In the event of an emergent situation, proposed amendments may be prepared by the Chapter Board and presented to Voting Members at a Special Meeting for approval, subject to the notice requirements in Article VIII, Section 2. If a simple majority of Voting Members present at the meeting approve of the proposed amendment(s), it shall become effective as an Amendment to these Chapter Bylaws, provided there is no contravention to the Society's Bylaws in fact or spirit.

Section 3. Submission to Members. The Chapter Secretary shall deliver proposed Chapter Bylaws amendments to every Voting Member in good standing on the 1st of the month in which the written or electronic ballot shall be delivered. Ballot voting shall remain open for thirty (30) days after the ballots are delivered; no votes received after that date shall be counted.

Section 4. Certification of Balloting. The Chapter Secretary shall oversee the certification of the ballot, results for any Amendment(s) to these Bylaws. If at least two-thirds (2/3) of those voting approve any such proposal, it shall become effective as an Amendment to these Bylaws.