

## **Chapter X**

### **BY-LAWS**

#### **Article I—Membership**

Terms:

Board of Directors shall include Officers (past-president, president, president-elect, treasurer, and secretary) and Directors.

Executive Committee shall include Officers, only.

#### ***Section 1. Classes of Membership***

Membership in the Council shall be of six classes, namely:

- A. Member-Bodies
- B. Individual Members
- C. Sustaining Members
- D. Honorary Members
- E. Student Members
- F. Retired Members

#### ***Section 2. Eligibility***

**(a) Member-Bodies.** Any non-profit society, association, or organization of national scope, interested in color and desirous of participating in the activities of the Council for the furtherance of its aims and purposes as set forth in Article II of the Constitution, shall be eligible for membership as a Member-Body.

**(b) Individual Members.** Any person interested in color and desirous of participating in the activities of the Council for the furtherance of its aims and purposes as set forth in Article II of the Constitution shall be eligible for individual membership.

Any society, organization, or corporation not eligible for membership as a Member-Body as set forth in subsection (a), but interested in color and desirous of participating in the activities of the Council as set forth in Article II of the Constitution, shall be eligible for individual membership by the designation of a named person who shall be an individual member.

**(c) Sustaining Members.** Any person, society, association, or organization, interested in color and desirous of participating in the activities of the Council for the furtherance of its aims and purposes as set forth in Article II of the Constitution, shall be eligible for membership as a sustaining member.

**(d) Honorary Members.** Any person who, as a Council member, has rendered signal service to the Council or to those fields served by the individual Member-Bodies of the Council, in such manner as to aid in accomplishing the objectives of the Council, is eligible for Honorary membership.

**(e) Student Members.** Any person who is a junior, senior, or graduate full-time student registered in a college or university of recognized standing and is interested in color and desirous of participating in the activities of the Council for the furtherance of its aims and purposes as set forth in Article II of the Constitution shall be eligible for student membership. This eligibility shall cease when the student leaves the college or university, at which time the student member may be encouraged to apply for individual membership in the Council.

**(f) Retired Members.** Any individual member of the Council who retires from active employment related to color may, upon application to the Secretary, request change in membership status to that of retired member.

#### ***Section 3. Application for Membership***

All applications for membership in the Council shall be made on forms supplied for the purpose and shall give the information required regarding the applicant's qualifications for membership in the class for which application is made.

## ***Section 4. Election to Membership***

**(a) Member-Bodies.** Applications for admission as a Member-Body shall be acted upon by the Board of Directors. A three-fourths (3/4) affirmative vote of the total membership of the Board shall be required for election of a Member-Body. Such elections may take place between meetings of the Board or at regular or special meetings of the Board.

**(b) Individual, Student, Sustaining, and Retired Members.** Application for admission to individual, student, or sustaining membership shall be processed upon payment of dues. Applications for change of membership status to retired member shall be acted upon by the Board of Directors.

**(c) Honorary Members.** Nominations for Honorary membership may be made by any member of the Council using forms provided for the purpose. The application for Honorary membership shall be acted upon by the Board. A three-fourths (3/4) affirmative vote of the total membership of the Board shall be required for election to Honorary membership.

## ***Section 5. Rights and Privileges***

**(a) Voting Rights.** The right to vote for officers and directors shall be granted to: individual, retired, and Honorary members;. Excepting the right to vote for directors and officers, the right to vote on all matters brought before the Council shall be granted to Board of Directors..

**(b) General Rights and Privileges.** All individual members, retired members, and Honorary Members of the Council shall be entitled to serve as officers or directors, to receive all publications of the Council, and to attend all meetings of the Council and have the privilege of the floor. Student members and sustaining members or their representatives shall have all the above general rights and privileges, except that they shall not be eligible for election as officers or directors.

## ***Section 6. Termination of Membership***

**(a) Voluntary Termination.** Any member may terminate membership by ceasing to pay annual dues. Failure to pay dues shall be considered cause for terminating membership.

**(b) Expulsion.** Should it be thought desirable to expel any member of any class, the matter shall be brought to the attention of the Board of Directors. If the Board decides that it should be considered, the Board shall appoint an ad-hoc committee to investigate, such investigation to include but not be limited to (1) a review of the charges, (2) discussion with the member involved, and (3) offer of a formal hearing before the ad-hoc committee to which both the member and those bringing the matter before the Board would be invited and at which documentary evidence would be presented and there would be opportunity for questioning on both sides.

If the matter is not resolved by the ad-hoc committee, for example by withdrawal of the charges or resignation, the Board, on receipt of the report of the ad-hoc committee, may consider expulsion of the member. A vote in favor of expulsion of three-fourths (3/4) of the total membership of the Board, shall be required for the expulsion of a member.

## ***Section 7. Dues***

The membership dues shall be determined by the Board of Directors on the advice of the Finance Committee. As a general rule, the dues of sustaining members shall be greater than those of individual members, and those of individual members shall be greater than those of student and retired members. Honorary members shall pay no dues.

All dues shall be paid annually, and in advance. The Council shall not have the power to levy any general assessment on its members or to enforce a payment of any amount beyond the annual membership dues.

## **Article II--Meetings**

## ***Section 1. Annual Meeting***

During each year, there shall be held the annual meeting of the Council, for the transaction of such business as may properly come before the Council.

The Secretary shall give notice of the annual meeting of the Council, specifying participation information, by email or other electronic means not less than thirty (30) days before the meeting. A copy of the notice shall be mailed to all members who request it in writing.

## ***Section 2. Special Meetings***

Special meetings of the Council may be called at any time by the Board of Directors or the President. They shall be called by the President or the Secretary after receipt of a request in writing by five (5) members of the Board. Such requests shall state the purpose or purposes of the proposed meeting.

The Secretary shall give notice by mail of each special meeting of the Council to all voting delegates not less than ten (10) days and not more than sixty (60) days before the meeting. The notice shall state the purpose or purposes of the meeting.

## ***Section 3. Quorum***

At any meeting of the Council, a quorum shall consist of at least one-third (1/3) of the total number of voting members or their proxies and, except as otherwise provided for by these By-Laws, the majority of such quorum shall decide any question that may come before the meeting.

## ***Section 4. Voting***

At the discretion of the Board of Directors, the Council may be canvassed by polling each individual entitled to vote pursuant to Article I, Section 6 (a), either directly or by means of proxies given to one or more persons designated by the Board, which person or persons shall vote as provided in said proxies at the next meeting of the Council.

Each individual entitled to vote shall be entitled to only one (1) vote unless the voter holds proxies from other persons eligible to vote.

## ***Section 5. Parliamentary Rules***

The latest edition of *Roberts Rules of Order* shall be the governing parliamentary authority of the Council in all cases not definitely provided for by its Constitution, By-Laws, or Standing Rules.

## **Article III--Officers**

### ***Section 1. Officers Enumerated***

The officers of the Council shall be a Past-President, President, a President-Elect, a Secretary, and a Treasurer.

### ***Section 2. Eligibility, Time of Election, and Assumption of Office***

The officers shall be elected from among the eligible members of the Council as specified in Article I, Section 6 (b).

Election of officers shall be by ballot as provided in Section 3. Such election shall take place in January of each year in which election of officers is required. The officers shall assume their duties at the end of the annual meeting following their election.

### ***Section 3. Mode of Election***

The officers shall be elected by the membership at large, each eligible member getting one vote. It shall be the duty of the Nominating Committee to obtain the consent of each nominee to stand for election and to submit its report to the Board of Directors prior to the fall meeting of the Board.

The report of the Nominating Committee shall be sent to all voting members at least thirty (30) days before the date on which ballots are provided to the voting delegates. Additional nominations may be made at the request of five (5) voting members, provided they are forwarded to the Secretary within twenty (20) days after the report of the Nominating Committee is sent out. The Secretary shall give notice of all additional nominations to all voting members at least ten (10) days before the ballot is provided to the membership at large.

### ***Section 4. Terms of Office***

The officers shall be elected for a term of two (2) years or until their successors are elected.

The President-Elect shall succeed to the office of President at the completion of the term of the President. The President shall succeed to the office of Past-President upon completion of the term.

No officer except the Secretary and the Treasurer shall be eligible for re-election except when such eligibility is established by a three-fourths (3/4) vote of a quorum of the Board of Directors.

The term "re-election" as used in this instrument shall be construed to mean only the election of individuals to succeed themselves.

### ***Section 5. Duties***

The duties of the President, President-Elect, Past-President, Secretary, and Treasurer shall be the usual ones performed by such officers, and are described in the Standing Rules of the Council. In addition, the officers shall be members of the Board of Directors with all of the rights and privileges of such membership.

The Secretary shall keep minutes of the business transacted by the Board of Directors, shall send copies of the minutes to each member of the Board, and shall archive the minutes, after approval by the President. The Secretary shall keep all records of the Council other than the financial records, which shall be kept by the Treasurer.

The Treasurer shall be charged with the responsibility for the general funds of the Council and for such special funds as may from time to time be placed in his or her custody or control by order of the Board of Directors. The Treasurer shall pay the bills of the Council that have been approved by the Board, either through the adoption of an annual budget or by special action. The Treasurer shall be the chair of the Finance Committee.

### ***Section 6. Vacancies***

In the event of a vacancy in the office of President, the President-Elect shall succeed to that office. A vacancy in the office of the President-Elect shall be filled by special election of the voting members. In the event of a vacancy occurring in the other offices, the remaining members of the Board of Directors by an affirmative vote of a majority thereof shall fill such vacancy for the period of the unexpired term.

## **Article IV--Directors**

## ***Section 1. Composition and Eligibility***

There shall be six (6) to nine (9) directors, who shall be elected from among the eligible members of the Council as specified in Article I, Section 6 (b).

## ***Section 2. Terms of Office***

The directors shall be elected for terms of three (3) years or until their successors are elected. The terms of up to three (3) directors shall expire each year. None of the directors shall be eligible for re-election except when such eligibility is established by an affirmative vote of three-fourths (3/4) of a quorum of the Board of Directors.

## ***Section 3. Time of Election and Assumption of Duties***

The election of directors shall take place annually. The newly-elected directors shall assume their duties at the end of the annual meeting following their election.

## ***Section 4. Mode of Election***

The election of directors shall be carried out in the same manner as the election of officers, as set forth in Article III, Section 3.

## ***Section 5. Duties***

The directors shall be part of the Board of Directors and shall fulfill the duties of Board membership as set forth in Article V, Section 2.

## ***Section 6. Vacancies***

In the event of a vacancy occurring among the directors, the remaining members of the Board of Directors by an affirmative vote of the majority thereof may fill such a vacancy for the period of the unexpired term.

A director may be removed from office for just causes by a three-fourths (3/4) vote of the remaining members of the Board of Directors. Absence of a director from three meetings of the Board without prior written notice to the President or the Secretary may be considered just cause for removal of the director from office.

## ***Article V. Board of Directors***

### ***Section 1. Composition***

The Board of Directors shall consist of the officers, and the directors.

### ***Section 2. Duties***

Subject to the laws of the State of New York, the ultimate general authority and responsibility for the policies and affairs of the Council shall be vested in Board of Directors.

The duties of the Board of Directors shall be those pertaining to the executive, financial, or general administrative business of the Council. The Board shall conduct the business of the Council during the interim between the annual meetings, shall develop earnestly and carefully the aims and purposes of the Council, shall supervise the expenditures of all monies, and shall fix the time and place of the annual meeting of the Council.

The Executive Committee, defined in Article VI, Section 1 (a), shall be responsible for the conduct of the business of the Board of Directors between Board meetings. The vote of the Executive Committee upon any proposition, except as otherwise provided by these By-Laws, may be conducted by mail, email, or telephone, or at a meeting of the Committee, but any action shall be confirmed at the next meeting of the Board.

### ***Section 3. Meetings***

At least one meeting of the Board of Directors shall be held each year. Other meetings may be held at such other times and at such places as the President may direct or five (5) members of the Board shall propose in writing. The Board may adopt rules and regulations governing its procedures, the times and places of its meetings and the notices to be given concerning them, and other matters with respect to the conduct of its business.

### ***Section 4. Quorum***

At any meeting of the Board of Directors a majority of the Board members shall constitute a quorum and, except as otherwise provided by these By-Laws, a majority of such a quorum shall decide any question that may come before the meeting.

### ***Section 5. Proxy***

A member of the Board may delegate, to the President, another member of the Board of Directors to serve as proxy, but no member may hold or exercise proxies for more than one member.

## **Article VI--Committees, Delegates, and Representatives**

### ***Section 1. Standing Committees***

**(a) Executive Committee.** The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, and immediate Past President. It shall meet when necessary and have all the powers of the Board of Directors, except that the Executive Committee cannot modify any action taken by the Board. All actions of the Executive Committee shall be submitted at the next meeting of the Board for its approval.

**(b) Nominating Committee.** The President shall appoint a Nominating Committee of five (5) members, namely the President-Elect, the immediate Past President, any other Past President, and two additional members different from those of any of the aforementioned persons. The immediate Past President shall be the chair of the Nominating Committee.

**(c) Other Standing Committees.** The President shall appoint, with the approval of the Board of Directors, the following additional standing committees: By-Laws, Finance, Interest Groups, Problems, and Publications, and may appoint other standing committees that from time to time are deemed necessary for conducting the business of the Council.

### ***Section 2. Ad-Hoc Committees***

Ad-hoc committees may be appointed by the President, with the approval of the Board of Directors, when required to conduct the business of the Council. Ad-hoc committees shall be appointed for a limited objective and shall be discharged by the President when the objective has been achieved.

### ***Section 3. Duties of Committees***

The duties of standing and ad-hoc committees shall be those defined in the Standing Rules of the Council.

## ***Section 4. Representatives and Delegates***

The President shall submit to the Board of Directors nominations for representatives and delegates to other organizations. Such representatives and delegates shall be elected by the Board for such terms as their respective duties require.

## **Article VII--Official Publications**

The Council shall publish the ISCC News and other publications that the Board of Directors deems necessary or desirable. Each member of all classes of membership in the Council shall receive an annual subscription to the ISCC News and shall receive such other publications as the Board may authorize for distribution to members.

## **Article VIII--Fiscal Year**

The fiscal year of the Council shall last from January 1 to December 31, inclusive.

## **Article IX--Standing Rules**

### ***Section 1. Definition***

Standing Rules are written statements of operating procedures and details of the organization of the Council.

### ***Section 2. Adoption and Amendment***

The Board of Directors shall adopt or amend Standing Rules, provided that two-thirds (2/3) of all members of the Board shall vote in favor of adoption or amendment, at any regular or special meeting of the Board. The text of the affected Standing Rules shall be published in the ISCC News as soon as possible after approval by the Board.

## **Article X--Amendments**

These By-Laws may be altered, amended, or repealed by a two-thirds (2/3) vote of the Board of Directors. Recommendations may be brought to the Board of Directors when signed by ten (10) voting members of the Council.

## **Article XI--Suspension of Rules**

The Board of Directors by a two-thirds (2/3) vote of the entire Board may suspend a By-Law or Standing Rule for a stated purpose and for a specific time not to exceed six (6) months.