

Section: **3** Revised: **02-24-02**

Subject: **Bylaws**

**AALAS BYLAWS**

Article I - Membership

- Section 1. The membership of the Association shall consist of individual members, member institutions, member branches, commercial members, affiliated organizations, life members, and honorary members who uphold the Mission of the Association.
- Section 2. The Board of Trustees shall establish qualifications, rights, privileges and dues for each category and level of membership.
- Section 3. Applications for membership shall be made upon an official form prescribed and furnished by the Association.
- Section 4. A member may be expelled for actions considered contrary to the Mission and objectives of the Association. Charges of adverse actions must be submitted in writing to the Executive Committee. A member so charged shall be entitled to a due process hearing before the Executive Committee. If a majority of the Executive Committee agrees that the evidence presented supports the charges, the matter shall be referred to the Board of Trustees for final disposition.

Article II - Board of Trustees

- Section 1. The membership shall be organized into geographical trustee districts, as determined by the Board of Trustees. The purpose of establishing districts is to provide representation of the membership.
- Section 2. The Board of Trustees is the supreme authority of the Association and as such may set policies and procedures consistent with these Bylaws for conducting the affairs of the Association and its governance. The Board of Trustees shall consist of twenty-one AALAS National Members.
- Section 3. Sixteen of the Trustees shall be elected by the Trustee districts, two from each district, pursuant to the policies and procedures established by the Board of Trustees. The remaining Board members shall be the President, the Vice President, the Vice President-Elect, the immediate Past-President and the Secretary/Treasurer.
- Section 4. Each district shall elect an Alternate Trustee. Alternate Trustees shall be entitled to attend all meetings of the Board, but may not vote at any meeting or have the privilege of the floor. In the event that a Trustee position becomes vacant, then this vacancy shall be filled by the district's Alternate Trustee for the remainder of the term.
- Section 5. The terms of Trustees and Alternate Trustees shall be three years, with the term commencing at the close of the National Meeting in the year they are elected. Trustees may be elected to serve only one additional consecutive three-year term. Trustees' terms shall be staggered. AALAS National Membership in good standing for the past five consecutive years shall be required for eligibility for election to the Board of Trustees.
- Section 6. Petitions to nominate members for election to the position of Trustee must be signed by at least twenty-five AALAS National Members from the candidate's district. Nomination petitions shall be submitted to the Executive Director not less than 180 days before the opening of the National Meeting. If the Executive Director receives by the specified deadline only one or no approved nomination petitions for a qualified candidate for Trustee from any district, the Nominations Committee, working with the two District Trustees and Alternate Trustee, will identify appropriately qualified candidate(s) to put on the ballot for the Board of Trustees. The petition requirement shall be waived for candidates solicited by the Nominations Committee. The Executive Director shall conduct the election by mail ballot in sufficient time to complete the return counting of the ballots before the opening of the National Meeting.

- Section 7. Trustees and Alternate Trustees are elected by a plurality vote (defined as “The number of votes cast for a winning candidates, if this number is less than a majority but more than that cast for any other candidate”).
- Section 8. In districts in which there is an Alternate Trustee position open and no qualified candidate is running, then the Trustee candidate receiving the second-most number of votes shall be offered the option of accepting the Alternate Trustee position. Accepting the Alternate Trustee position does not preclude that candidate from running for a Trustee position during the next election in which said position is open in the candidate's district. If a Trustee ceases to be eligible to vote in the District represented, that Trustee’s term shall automatically terminate. The Board of Trustees may adopt additional policies and procedures addressing removal of a Board member.
- Section 9. If a Trustee ceases to be eligible to vote in the district represented, that Trustee’s term shall automatically terminate. The Board of Trustees may adopt additional policies and procedures addressing removal of a Board member.
- Section 10. The Board of Trustees shall convene for a face-to-face meeting at least twice a year. Meetings of the Board of Trustees, except executive sessions, shall be open to all AALAS National Members. Additional meetings may be called by the President, but only with the concurrence of a majority of the Board of Trustees. Additional meetings may also be called by the Board itself, but only if approved by a two-thirds majority.
- Section 11. Notice of all meetings of the Board shall be directed in writing to the current address of the Trustee on file with the Association, and such notice shall be issued at least 30 days before the stated time of the meeting. Such meeting notice may be given electronically.
- Section 12. The Board of Trustees may meet by telephone conference or electronic web conference at the call of the President, provided a majority of the Board waives the notice requirement and there is opportunity afforded in the telephonic or electronic meeting for discussion among the Board. Such telephonic or electronic meetings may also be called by a petition by two-thirds of the Board.
- Section 13. Trustees shall not hold any other elected Association position, nor serve as a member of any Association committee, except ad hoc or as a Board of Trustee liaison.
- Section 14. Questionnaires or surveys of the Association membership shall only be conducted with the approval of the Board of Trustees.
- Section 15. The Board of Trustees employs the Executive Director.

#### Article III - Officers

- Section 1. All Officers must be AALAS National Members. The Officers of the Association shall be the President, the Vice President, the Vice President-Elect, the immediate Past-President, and the Secretary/Treasurer. Except as otherwise provided in these Bylaws, the Board of Trustees may establish qualifications for and duties of these offices. Officers shall not hold any other elected Association position, nor serve as a member of any Association committee, except ad hoc or as a Board of Trustee liaison, or in an ex officio position as provided in the policies and procedures.
- Section 2. A Vice President-Elect and Secretary/Treasurer shall be elected by the entire membership. National Membership in good standing for the past five consecutive years shall be required for eligibility for election to these offices.
- Section 3. A nominating committee shall nominate two AALAS National Members as candidates for the office of Vice President-Elect and may nominate up to two AALAS National Members as candidates for Secretary/Treasurer. Additional candidates who are AALAS National Members may be nominated for Vice President-Elect or Secretary/Treasurer, provided each candidate obtains a petition signed by two hundred AALAS National Members of the Association. Nominating petitions must be submitted to the Executive Director at least 180 days before the opening of the National Meeting of the Association.

- Section 4. The Executive Director shall mail ballots for the offices of Vice President-Elect and Secretary/Treasurer in sufficient time to complete the return and counting of the ballots before the opening of the National Meeting. Only ballots postmarked or actually received within 30 days of the postmarked date of the Executive Director's distribution of the ballots will be counted. Ballots received more than 35 days after the postmarked date of the Executive Director's distribution shall also be disregarded, regardless of the postmarked date they bear.
- Section 5. On the completion of their respective predecessor's one-year term of office, the Vice President-Elect shall become Vice President, the Vice President shall become President, and the President shall become the immediate Past-President. This progression is effective annually at the close of the National Meeting.
- Section 6. Vacancies in the office of President shall be filled by the Vice President or Vice President-Elect, in that order, succeeding to the office of President. An individual succeeding to the office of President in this manner shall serve the remainder of the term of the office filled by succession, plus one additional full term, and then proceed to the office of Past President. If a presidential vacancy cannot be filled by this line of succession, the Board of Trustees shall elect an interim president to hold office until a special election of the membership is conducted. If elected by the Board of Trustees under these conditions before June 1 of a calendar year, an interim president shall serve until the next National Meeting. If elected by the Board of Trustees after June 1, the interim President shall serve until the National Meeting of the following year or until a special election of the membership is conducted. Vacancies in the offices of Vice President or Vice President-Elect may be filled during the next general election or by a special election called at the discretion of the Board of Trustees. Insofar as practicable, special elections under this provision shall follow the nominating provisions in Section 3; however, the Board of Trustees may determine to reduce the time permitted for the submission of nominations to less than one hundred eighty days.
- Section 7. The Secretary/Treasurer shall be eligible for two, consecutive three-year terms.
- Section 8. The Secretary/Treasurer shall have the responsibility for oversight of the Association's financial affairs and shall prepare draft budgets for submission to the Executive Committee.
- Section 9. The President shall preside over all meetings of the Board of Trustees, the Executive Committee and the National Meeting of the Association. The Vice President and Vice President-Elect shall assist the President. In case the President is unable to perform the duties and functions of the Office of President, these responsibilities shall pass to the Vice President.

#### Article IV – Conflict of Interest

An annual written commitment to abide by the association Conflict of Interest policy is a condition precedent for an Officer or Trustee to take or retain his/her office.

#### Article V - Executive Committee

- Section 1. The Executive Committee shall consist of the elected officers.
- Section 2. The Executive Committee shall meet as appropriate at the call of the President, including electronic or telephonic meetings of the Executive Committee.
- Section 3. The Executive Committee and Executive Director report to the Board of Trustees and conduct business of the Association as prescribed by the Board of Trustees.
- Section 4. The Executive Committee shall prepare budgets for submission to the Board of Trustees for approval.
- Section 5. The Executive Committee supervises and evaluates the Executive Director on behalf of the Board of Trustees.

Article VI - Committees and Boards

- Section 1. This Association shall have such committees as may be specified from time to time by the Board of Trustees. All members of committees shall be AALAS National Members. Unless otherwise specified, the term “committee” is used in these Bylaws to include standing committees and boards of the Board of Trustees, ad hoc committees, and advisory councils.
- Section 2. The Vice President shall appoint committee Chairs who will serve during the Vice President’s term as President. The Board of Trustees shall approve Chairs of standing committees and boards and advisory councils. Any committee member may be removed or replaced by the President when the President considers such to be in the best interest of the Association. Ex officio committee members shall be non-voting unless specified otherwise.

Article VII - National Meeting

The National Meeting of the Association shall be held annually at a time and place designated by the Board of Trustees. Fees may be charged for registration, exhibits, products and services.

Article VIII - Member Branches and Affiliate Organizations

- Section 1. Member Branch. A Member Branch is a group of AALAS National Members and others in a local area dedicated to supporting the Mission and philosophy of the Association and which desires to use the name American Association for Laboratory Animal Science in its own organizational title. A Member Branch status shall be authorized by a two-thirds vote of the Board of Trustees in response to a request signed by a minimum of ten AALAS National Members residing within the designated local area and shall remain in effect so long as a minimum of ten AALAS National Members are members of the Member Branch. A Member Branch must meet criteria as established by the Board of Trustees. The Board of Trustees shall have authority to approve or reject official names of Member Branches.
- Section 2. Affiliate Organization. An organization or group with a purpose consistent with the mission of the Association may apply for affiliation with the Association. Affiliate Status shall be authorized by a two-thirds vote of the Board of Trustees. An Affiliate Organization must meet criteria as established by the Board of Trustees.
- Section 3. The Board of Trustees may terminate the affiliation with a Member Branch or Affiliate Organization for activities inconsistent with the Association’s Mission or objectives.

Article IX - Indemnification

The Association shall hold harmless present and former Association trustees, officers, committee members, and employees against all liabilities and costs, including attorney's fees, reasonably incurred because of any claim or lawsuit to which such person may be made a party by reason of any good faith action taken or omitted to be taken for the Association in connection with their position. In the event of death, this indemnification shall extend to a covered person's estate. To the extent available, the Association shall insure against any potential liability under this Article.

Article X - Procedures

Procedures and other items not specified by the Constitution and Bylaws or by action of the Board of Trustees shall be in accordance with *The Standard Code of Parliamentary Procedure*, by Alice Sturgis.

Article XI - Amendments

The Board of Trustees may amend these Bylaws by a two-thirds vote at any face-to-face meeting at which a quorum is present. Proposed Bylaws Amendments are presented by or through a member of the Board of Trustees. Notice of proposed Bylaws changes shall be promulgated to the membership a minimum of 30 days before the BOT meeting at which the changes are to be considered. Notification may be by posting proposed amendments on the AALAS web site after publication of a prominent notice distributed to the membership of their availability for review.

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