

THE UPSTATE NY BRANCH OF THE AMERICAN ASSOCIATION FOR LABORATORY ANIMAL SCIENCE CONSTITUTION

Article 1

Name

The name of this organization shall be the Upstate New York Branch of the American Association for Laboratory Animal Science (AALAS).

Affiliation

The Branch is affiliated with the American Association for Laboratory Animal Science, Cordova, Tennessee, herein referred to as AALAS, a national non-profit educational association, 501 (c) (3), of persons and institutions professionally concerned with the production, care, and study of laboratory animals. Supervision is through the Executive Director of the AALAS. The Branch reserves all rights and privileges granted by the AALAS to its branches.

Article II

Objectives

The objectives of this Branch shall be:

- 1) Promotion of the aims and interests of the AALAS as outlined in Article II of the Constitution of the AALAS.
- 2) Promotion of fellowship and cooperation among those in Upstate New York and others interested in the problems of animal care.
- 3) Sponsor and promote educational programs for branch members and those within the District and all who are engaged in the care and handling of laboratory animals and to disseminate educational information to promote the exchange of knowledge by appropriate means to all AALAS affiliates and other interested groups as feasible.
- 4) Arrange for and conduct the annual meeting of the AALAS when held in this area.

Article III

Membership

- 1) Membership in the Branch shall be open to persons, institutions, and commercial organizations concerned with the production, care and use of laboratory animals.
- 2) Classes of membership and eligibility, therefore, are established in the By-Laws.

Article IV

Voting Power

The privileges of voting shall be vested only to the member as specified under the By-Laws, Article II, who are currently in good standing.

Article V

Officers

The officers of the organization shall be a President, President-Elect, Secretary and Treasurer, all of whom must be members of the Upstate New York Branch, American Association for Laboratory Animal Science in good standing.

Article VI

Council

- 1) The governing body of the Upstate New York Branch of the AALAS shall be the Council, composed of the President, the immediate past President, the President-Elect, the Secretary, the Treasurer, four other elected members and the Chairperson of the program committee if appointed. The four elected members shall be for a two year term. To provide continuity, the terms shall not run concurrently, but shall be divided into two groups of two elected in alternate years. All members of the Council shall be Branch members in good standing, elected by the membership with the exception of the program committee Chairperson who shall be appointed by the President. In the event of a vacancy among the council members, the Council shall name an interim appointee to serve during the unexpired term. The Council thus has the power to fill any vacancies that may occur among the Branch officers.
- 2) The Council shall have general control over the affairs of the Branch. It shall determine policy, administer finances, and recommend the annual dues to be paid by members.

Article VII

Terms of Office

- 1) The President and President-Elect shall be elected for a one-year term and shall not be eligible for consecutive re-election.
- 2) The Secretary and the Treasurer shall be elected for a three year term and shall be eligible without limitation.
- 3) Officers elected shall take office following the close of business at the last meeting of the last meeting of the calendar year, or January 1, as determined by the Council.

Article VIII

Election by Ballot

- 1) At a meeting which shall be held at least one month before mailing of ballots, the slate of the nominating committee and nominations from the floor shall be placed on the ballot.
- 2) The election of officers shall be conducted by mail three weeks prior to the last meeting of the calendar year, no later than November 1.
- 3) The elections committee shall receive and tally all ballots cast.
- 4) The candidate for each office who receives the greatest number of votes shall be declared elected.

Article IX

Quorums

- 1) Fifteen percent of the members in good standing shall constitute a quorum for the consideration of business at any meeting of the Branch.
- 2) For the transaction of business by mail, one-third of the members in good standing shall constitute a quorum, with a three week period allowed for return of ballots.
- 3) At any meeting of the Council, two-thirds of the members shall constitute a quorum.

Article X

By-Laws

The Branch shall establish By-Laws and may amend them from time to time as herein provided.

Article XI

Amendments

An amendment to the Constitution may be proposed by four members of the Council or by at least ten active members of the Branch and shall be filed in writing with the Secretary. The proposed amendment shall be considered at the next scheduled meeting of the Council. If approved by a majority of the Council present and voting, a copy shall be sent by the Secretary to each member of the Branch together with a letter ballot and an abstract of the discussion.

An amendment shall be considered adopted if it receives an affirmation vote of two-thirds of the members voting, providing that at least one-third of the membership shall vote on the issue.

An amendment shall become effective immediately upon adoption.

Article XII

Fiscal Requirements

None of the income of this Branch shall be used for the personal benefit of any officer or member. Further, in the event that the Branch is dissolved, all funds of the Branch shall revert to the National organization, the AALAS.

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501 (c)(3) or corresponding provisions of any subsequent law.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501 (h) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or the Federal government or State or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any year in which the organization is a private foundation as described in Section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941 (d), (b) retain an excess business holdings as defined in Section 4943(c), (c) make any investments in such a manner as to subject the organization to tax under Section 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

UPSTATE NEW YORK BRANCH AALAS BY-LAWS

Article I

Officers

- 1) **President:** The President is the Chief Executive Officer of the Branch. It shall be the duty of the President to preside at all Branch and/or Council meetings. S/he shall convene the Council at least twice each year, and as often as the business of the Branch may require its actions.
- 2) **President-Elect:** In the absence of the President, the President-Elect shall act as the presiding officer. The President-Elect will succeed to the presidency upon expiration of the term of the President. The President-Elect may be appointed the Program Chairperson for regular meetings.
- 3) **Secretary:** The Secretary shall keep the minutes of the meetings of the Branch and Council; s/he shall have charge of all records of the Branch other than financial; s/he shall keep a corrected list of the classes of members and shall send them announcements of meetings of the Branch; s/he shall notify members of their election, and members of committees of their appointments; s/he shall present to the Council at all meetings, all matters that have come to her/his attention and which require the consideration of the Council.
- 4) **Treasurer:** The Treasurer shall receive the membership dues, all interest accruing and paid on invested or other funds of the Branch; s/he shall pay all bills against the Branch. The Treasurer shall be responsible for the Branch accounts (savings, checking). The Treasurer shall report to the Council at each meeting thereof a statement of the current income and expenses. At the opening Branch meeting of the year, s/he shall give a fiscal report. This report shall consist of total income and expenses of the preceding year including the annual meeting.

Article II

Membership

There shall be four classes of membership: Full, Associate, Institutional and Life. Applications for memberships shall be made to the Branch Secretary or the Membership Chairperson and the Council has the authority to approve or disapprove such applications.

- 1) **Full Member.** Any person actively working in the field of laboratory animal care, production, or use is eligible for a full membership. A full member in good standing shall enjoy all the rights and privileges of the Branch including participation in meetings, voting and holding office as provided in the Constitution and By-Laws.
- 2) **Student Member.** Any person interested in laboratory animal care, production, or use, who is enrolled as a full time student taking an equivalent of twelve semester hours is eligible for student membership. Student members will not be eligible to vote, or be elected to office but may otherwise be entitled to the privileges of membership. A person that qualifies, may become a student member upon approval by the membership committee.
- 3) **Institutional Member.** Any institution subscribing to the objectives of the Branch is eligible for this class of membership. An institutional member may designate three representatives who shall have all rights of a full member when such representative is otherwise eligible and elected to full membership.
- 4) **Life Member.** Any full member who retires from active employment in the field of laboratory animal care, production, or use may be conferred a life membership by council action. Life members will not be eligible to vote, or be elected to office but may otherwise be entitled to the privileges of membership.
- 5) **Termination of Membership**
 - a. Any member may withdraw his membership by notifying the Secretary in writing. Any membership may be terminated for cause by two-thirds vote of the Council.
 - b. Dues shall be recommended each year by the Council and presented to the membership for approval. Annual dues cover January through December. The membership directory shall include the names of those members paid by April 1. Any class of member whose dues and/or assessments are unpaid by thirty (30) days prior to mailing of ballots of each year shall be considered as not in good standing. Such a member shall not be entitled to vote, hold office, be a member of a committee, or enjoy other privileges or powers of membership. Good standing may be obtained upon payment of all arrears. The names of those in any class whose dues remain unpaid for the calendar year shall be presented to the Council which shall order the names dropped from the membership rolls.

Article III

Council

- 1) **Meetings** - The Council shall hold at least two meetings each year at such stated times as it may be decided upon, or at the call of the President. If, however, four members of the Council present a written request to the Secretary for a meeting of the entire Council, it shall be the duty of this officer to issue a call for such meeting.
- 2) **Officers** - The President, the President-Elect, the Secretary and the Treasurer of the Branch shall hold office of the same designation in the Council.

Article IV

Committees

The standing committees shall be:

- 1) Executive Committee - Consisting of the President the President-Elect, the Secretary, the Treasurer and the immediate Past President.
- 2) Program Committee - The Chairperson and members of this committee shall be appointed by the President. It shall be the responsibility of this committee with the advice and consent of the Executive Committee to plan Branch Scientific Meetings. The Chairperson of the Program shall become a member of Council.
- 3) Membership Committee - Chairperson and members, one being the Secretary, of which will be appointed by the President. The duties of the committee shall be to accept applications for membership in the Branch and forward the applications for membership to the Secretary.
- 4) Newsletter Committee - Chairperson and members of which will be appointed by the President. The duties of the committee shall be to disseminate information concerning the Branch to appropriate individuals and organizations. The Chairperson shall become a member of the Program Committee.
- 5) Nominating Committee - Chairperson and members of which will be appointed by the President. The committee shall submit to the Secretary a list of nominees for offices to be filled not later than the meeting prior to annual election. The duties shall be to tally all legal ballots received for the annual election and to report the results to the Secretary within one week after the final date for return of ballots.
- 6) Awards Committee - Gather nominations for awards given by this Branch, by the National AALAS, and other awards, Purina Award, for example. It is the committees' responsibility to make sure that the nominees meet all the criteria of each particular award. Particularly, cross-checking Branch membership if the award so states. It is not necessarily imperative that all the awards be given out for the sake of giving them out. If the committee feels that a nominee definitely does not meet the requirements for a particular award, or there are no nominations made for a particular award, then the committee does not have to give the award out., The committee also has the right to make nominations for any award, if they know of an individual who is deserving of that award.
- 7) Historical Committee - Currently, there are four (4) albums. The designated historian shall keep the albums updated to include the activities of this Branch. Some of the items to be included are: minutes of business and council, meetings, roster of officers, trustees, educational activities, newsletters, award recipients, speakers, pictures, news articles of members, scholarship winners, etc.
- 8) Education Committee - The Chairperson to be appointed by the President. The Chairperson shall appoint committee members from geographic areas throughout the Upstate Branch. This committee will establish educational material for the entire membership. Established Standing Committee, June 1974.
- 9) Technical Branch Representative - The President shall appoint an individual at the Technical Branch Representative (TBR) who shall be responsible for: a) maintaining communications with technicians within the Branch, b) maintaining communications with the AALAS Committee on Technician Affairs (CTA) TBR district representative, c) promoting interbranch communications, and d) serving as an advocate within the Branch for National AALAS activities and awards. The TBR will serve a 3-year term which is renewable.

- 10) Such other standing committees as may from time to time be authorized by the Council shall be appointed and serve as designated by the Council.
- 11) The President shall have authority to appoint special committees. These committees shall study and report on matters designated by the President. The term of special committees shall expire upon submission of their reports or upon expiration of the term of the President appointing them.

Article V

Meetings

- 1) Regular meetings are tentatively arranged by the Council in conjunction with the Program Committee Chairperson. Their regular meetings including the annual meeting will not be specific to any particular month of the year, but normally will be called by-monthly during September, November, January, March, and the Annual Meeting (May/June).
- 2) Special meetings are to be called by the Council with due notice to members.
- 3) The order of business at meetings shall be:
 - a) Approval of minutes of previous meeting
 - b) Reports of standing committees
 - c) Reports of special committees
 - d) Unfinished business from previous meeting
 - e) New Business

Article VI

Changes in By-Laws

No alteration shall be made in these By-Laws unless it shall be submitted in writing to Council, entered on the minutes with the names of proposing members, and adopted by two-thirds of the Council members present and voting.

Notification of By-Laws changes shall be presented to Branch members, as well as notification to Constitution Chairperson to revise the Constitution if approved at the next business meeting.