

# **Bylaws of Washington Branch American Association for Laboratory Animal Science**

## **Article I - Name**

This organization shall be known as Washington Branch AALAS (WBAALAS), (hereinafter referred to as the “Branch”.) The Branch is affiliated with the American Association for Laboratory Animal Science, (hereinafter referred to as “AALAS”). Affiliation with AALAS entitles the Branch to use the name “AALAS” in the Branch name.

## **Article II - Registered Agent; Registered Office**

Section 1. The registered office and the registered agent of the Branch shall be the same as listed on the articles of incorporation. They may be amended by the Board of Directors upon filing of such notices as may be required by law.

Section 2. The Branch may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

## **Article III - Incorporation**

Section 1. The Branch shall be incorporated under the laws of the State of Washington as a nonprofit 501 (c)(3) corporation for educational purposes.

Section 2. The term for which the Branch is organized shall be perpetual; however, in the event of dissolution of the corporation, its assets shall be distributed for educational purposes. Such organizations receiving assets shall at that time qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The preferred organization for distribution is the American Association for Laboratory Animal Science, a nonprofit educational association incorporated in the State of Illinois.

## **Article IV - Branch Objectives**

Section 1. The Branch will carry out the mission and philosophy of AALAS at the local level by:

- A. Promoting fellowship and cooperation among persons interested in the mission and philosophy of AALAS.
- B. Cooperating with AALAS and with other Branches for the exchange of information and coordinating efforts in the field of laboratory animal science.
- C. Sponsoring and promoting education and training programs for its members and others who are engaged in the care and handling of laboratory animals.
- D. Disseminating information to members, other Branches, AALAS, and others as necessary.

## **Article V - Mission**

Section 1. AALAS is a national nonprofit educational association, 501(c)(3), of persons and institutions professionally concerned with the production, care, and study of laboratory animals used in research.

Section 2. The Branch is dedicated to carrying-out the mission and philosophy of AALAS on a local level.

Section 3. The Branch reserves all rights and privileges granted by AALAS to its Branches.

Section 4. Supervision is through the Executive Director of AALAS.

## **Article VI – Fiscal Year**

Section 1. The fiscal year of the corporation shall be the calendar year.

## **Article VII - Officers**

Section 1. The officers of the Branch shall be a President, President Elect, immediate Past President, Secretary, Treasurer, Technician Branch Representative (“TBR”), and such other officers as the Bylaws may from time to time specify. No person may hold two (2) or more offices.

Section 2. Term of office. All officers shall be elected for a period of two (2) years unless otherwise noted in the Bylaws. Only the Secretary, Treasurer, and TBR may be re-elected. Other officers may be elected to the same office after a period of not less than one year after the previous term ends for that specific office.

Section 3. Elections will be held in the second quarter of the year. The term of office is June 1<sup>st</sup> to May 31<sup>st</sup>. On the completion of the predecessor's one-year term of office, the President Elect shall become President, and the President shall become the immediate Past President.

Section 4. If an officer, other than the President, is unable to perform the duties of the office or submits a written resignation to the President, an individual member in good standing shall be elected to serve the unexpired term by a majority vote of the Board of Directors present. If the President is unable to perform the duties and functions of office, these responsibilities shall pass to the President Elect. If both the President and President Elect are unable to perform the duties and functions of office, these responsibilities shall pass to the immediate Past President.

Section 5. Nomination to office. Only individual members in good standing may be nominated as officers. A nominating committee appointed by the President and approved by the Board of Directors shall nominate Individual Members as candidates for the office of President Elect, Secretary, Treasurer, and TBR. Nominations shall not be put forth without the consent of the candidate. The nominating committee shall put forth a best-faith effort to nominate two Individual Members per position. All positions will include a blank write in option.

Section 6. The President Elect, Secretary, Treasurer, and TBR shall be elected by the Branch membership.

Section 7. The President shall preside at all meetings of the Branch and the Board of Directors. If the President is unable to preside at a meeting, this responsibility shall pass to the President Elect. If both the President and President Elect are unable to preside at a meeting, this responsibility shall pass to the immediate Past President.

Section 8. The Secretary shall keep the minutes of the meetings of the Branch and the Board of Directors. They shall have charge of all records other than financial and serve as Chair of the Membership Committee. As Chair, the Secretary shall maintain a current list of Branch members, send meeting announcements to the membership, and notify the Board about meetings. The Secretary serves a two-year term.

Section 9. The Treasurer shall receive membership dues and all other monies of the Branch. They shall pay all obligations of the Branch authorized by the Board of Directors, shall provide to the Board at or before each meeting recent bank statement(s), statement(s) of the current income and expenses, and annually shall submit a complete financial report to the Board showing income and expenses for the calendar year. The Treasurer serves a two-year term.

Section 10. The Branch shall elect a Technician Branch Representative (TBR) to serve as liaison between the Branch and the AALAS national office. TBRs shall be AALAS National Members. TBRs work closely with the Committee on Technician Awareness and Development (CTAD) and AALAS staff to share technicians' activities, ideas, and suggestions with other AALAS branches and the AALAS national office. TBRs help technicians promote biomedical research on a local level and provide technicians with professional opportunities and strategies at the local, district, and national levels. TBRs encourage technician participation in AALAS at a local and national level and request technicians' articles for AALAS publications. The TBR serves for a two-year, renewable term.

## **Article VIII - Board of Directors**

Section 1. The Board of Directors shall be the policy making and legislative body of the Branch.

Section 2. The Board of Directors shall consist of the President, President Elect, immediate Past President, Secretary, Treasurer, TBR, between one (1) and three (3) Directors, and between one (1) and ten (10) non-voting ex-officio members. All members of the Board of Directors shall be members in good standing. An even number of Directors shall not be permitted.

Section 3. Each year one-half of the Directors shall be elected to serve for a term of two (2) years. Elections will be held in the fourth quarter of the year. The term of office is January 1<sup>st</sup> of the year following the election to December 31<sup>st</sup> of the second year following their election. In the event that an office of Director becomes vacant, the President shall, with the advice and consent of the Board of Directors, appoint an Individual Member in good standing to fulfill the unexpired term.

Section 4. An ex-officio Board member is one who becomes a member of a Board not through the regular election process but by virtue of another position that they hold. For example, former past- presidents, newsletter editors, committee members, vendor representatives, etc. Ex-officio board membership is a non-voting position.

Section 5. The President shall convene the Board of Directors at least once a year and as often as the business of the Branch may require. Additional meetings may be called by the President, but only with the concurrence of the quorum of the Board of Directors. Additional meetings may also be called by the Board itself, but only if approved by a majority of Board members.

Section 6. Any Director elected by members may be removed, with or without cause, by two-thirds of the votes cast by board members having voting rights.

## **Article IX - Membership**

Section 1. The membership of the Branch shall consist of Individual Members, Institutional Members, Commercial Members, and Lifetime Members.

Section 2. Applications for membership shall be made upon an official form (paper or electronic) prescribed and furnished by the Branch.

Section 3. Annual dues shall cover the period of January 1<sup>st</sup> to December 31<sup>st</sup> of each year. Dues will be set by the Board as needed. Members will be considered in good standing upon payment of dues for the current year.

Section 4. Individual Member. An Individual Member in good standing shall enjoy all of the rights and privileges of the Branch, including participation in meetings, voting, and holding office as provided in the Bylaws. Individual Memberships are not transferable.

Section 5. Institutional Member. An Institutional Member in good standing shall be entitled to name up to three (3) employees or affiliates as Individual Members who shall enjoy all of the rights and privileges of the branch including participation in meetings, voting, and holding office as provided in the Bylaws. Additional employees or affiliates may be sponsored by the Institutional Member at the current rate for Individual Membership. An Institutional Member shall appoint a Contact Person with whom business shall be transacted. Individual Memberships assigned under an Institutional Member are transferable upon notifying the Secretary in writing.

Section 6. Commercial Member. A Commercial Member in good standing shall be entitled to name up to three (3) employees or affiliates as Individual Members who shall enjoy all of the rights and privileges of the Branch including participation in meetings, voting, and holding office as provided in the Bylaws. Additional employees or affiliates may be sponsored by the Commercial Member at the current rate for Individual Membership. A Commercial Member shall appoint a Contact Person with whom business shall be transacted. Individual Memberships assigned under a Commercial Membership are transferable upon notifying the Secretary in writing.

Section 7. Lifetime Member. A Lifetime Membership may be awarded to Branch members in recognition of their outstanding contributions to the work of the Branch. Nomination of a Life Member may be made by general membership and approved by a majority vote of the Board of Directors. A Lifetime Member shall enjoy all of the rights and privileges of the Branch, including participation in meetings, voting, and holding office as provided in the Bylaws. Lifetime Memberships are not transferable.

Section 8. Any member may withdraw membership by notifying the Secretary in writing. Refund of dues will not be provided.

Section 9. The Board reserves the right to refuse or revoke membership by a majority vote of the Board.

## **Article X – Meetings; Quorum Voting**

Section 1. Annual Membership Meeting. The Branch shall hold at least one Annual Membership meeting a year between January and June. Specific date and time shall be set by the board. Notification of the Annual Membership meeting will be provided to Branch membership no less than ten (10) days and no more than fifty (50) days from the event date. Membership meetings may include educational sessions, social events, service events or a combination of these.

Section 2. Meeting Place. All meetings shall be held at such place as shall be determined by the Board of Directors, and the place at which any meeting shall be held will be stated in the notice of the meeting.

Section 3. Regular Business Meetings. The Board of Directors shall convene at least once a year and as often as the business of the Branch may require. Specific dates and times will be determined by the Board.

Section 4. Other Meetings. The Branch may host district or regional meetings. Other meetings may include business meetings, membership meetings, or a combination of these. The locations, frequency, and types of meetings are determined by the needs and size of the Branch.

Section 5. Quorum. A quorum is considered a majority of the voting Board members.

Section 6. Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objection to the transaction of any business because the meeting was not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice either before or after the time stated for the meeting, shall be equivalent to the giving of notice.

## **Article XI – Committees**

Section 1. This Branch shall have such committees as may be specified from time to time by the Board of Directors. All members of committees shall be Individual Members in good standing.

Section 2. The President, with the advice and consent of the Board of Directors, shall appoint the chairperson and members of all committees except where indicated in the Bylaws. Any committee member(s) may be removed by the President, with the advice and consent of the Board of Directors, when the President considers removal to be in the best interest of the Branch.

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Section 3. Except as otherwise stated in these Bylaws, a majority vote will determine committee actions. The Board of Directors may overrule committee decisions by a majority vote of Board members.

Section 4. There shall be the following standing committees.

- A. Program Committee. The Program Committee shall be responsible for planning all Branch sponsored meetings and activities including selection and development of the topic for each meeting, selection of volunteers to present a specific program, meeting location sites, resource planning, and publicity. The committee shall submit program and event descriptions to the Newsletter Committee for publication in the Branch newsletter, to the Management Information System Committee for publication on the Branch website, and/or request Board approval to disseminate information via email to Branch membership.
- B. Newsletter Committee. The Newsletter Committee shall disseminate information about the national, regional, and local AALAS organization affairs, meeting notifications and other publications that the President, Board of Directors, or committee Chairpersons may authorize to all Branch members through regular publications of a Branch newsletter. The committee shall also serve as a liaison between the Branch and the general public and/or research community (non-members) if required. The Chair of the Newsletter Committee shall also be the Newsletter Editor.
- C. Nominations and Elections Committee. The Nominations Committee shall solicit nominations and shall put forth a best-faith effort to nominate two (2) Individual Members per open position at least thirty (30) days prior to elections held in the fourth quarter of each year and submit these names to the Board of Directors. In the event that the office of President Elect, Secretary, or Treasurer becomes vacant during the year, the committee shall solicit nominations and shall put forth a best-faith effort to nominate two (2) Individual Members in good standing as candidates, and submit these names to the Board of Directors.

After Board approval of nominees, the committee shall provide Branch members with instructions and deadlines for voting in the election. All positions will include a blank write in option. The committee shall tally all ballots received during the election and report the results to the Secretary within one (1) week of the final date for the return of the ballots. The committee shall keep Branch members informed of election results by submitting reports for publication in the Branch newsletter, on the Branch website, and/or by email.

- D. Awards Committee. The Award Committee shall inform Branch membership through Branch website, newsletter, and/or email of all awards offered by the Branch, eligibility criteria, nominating process, and deadlines. The committee shall solicit nominations for each award and will rank nominations for each award choosing an award recipient. Winners are typically announced at the membership meeting(s). The committee will submit the names of winners for publication in the Branch newsletter, on the Branch website, and/or request Board approval to disseminate information via email to Branch membership.
- E. Membership Committee. The Membership Committee shall carry out all activities pertaining to membership as directed by the President, such as soliciting membership, notifying delinquent dues members, prepare reports of membership for the Board of Directors and maintain membership lists. The Chair of the Membership Committee shall be the Secretary.

- F. Management Information System Committee. The Management Information System Committee duties shall include the planning and acquisition of equipment, software, and supplies necessary to maintain Branch records and produce required data and reports. The committee shall develop policies and procedures for the scheduling and proper use of the equipment and software, and formulate or review proposed new Branch information systems. The duties of the committee shall also include maintaining and updating the Branch web site including webmaster/host recommendations and security implementation. The committee shall also periodically review and propose new technology that will enhance maintenance of Branch records, required data and reports, and communication among Branch membership.
- G. Ad Hoc Committees. Other ad hoc committees may from time-to-time be authorized by the Board and shall be appointed by the President. The term of all ad hoc committees shall expire, unless otherwise specified, upon expiration of the term of the President appointing them.

## **Article XII - Dues**

Section 1. Due Date. Members, including Institutional Members and Commercial Members, shall pay dues and fees as established by the Board of Directors. All dues should be paid by April 1<sup>st</sup> of each fiscal year.

Section 2. Failure to Pay. A member who fails to pay annual dues by April 1<sup>st</sup> shall be considered not in good standing. Membership may be reinstated upon payment of dues for the current year. Members whose dues have lapsed for more than twelve (12) months are no longer members of the Branch and will need to re-apply for membership.

Section 3. Reinstatement. Membership may be reinstated upon payment of dues for the current year.

Section 4. Prorating. Dues are not prorated.

## **Article XIII – Procedures**

Section 1. Communication. The Board and the committees may communicate by electronic mail, electronic ballot, postal ballot and/or discussion forum outside of scheduled meetings. Communications sent directly to all Branch membership by electronic or postal mail shall be pre-approved by the Board.

Section 2. Business. A quorum of the Board may conduct business at scheduled meetings, teleconferences, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Section 3. Ballots. Results of ballots shall be binding upon a majority of affirmative vote among returned ballots, with a deadline of not less than fourteen (14) days after being made available to the voting membership.

Section 4. Procedures. Procedures and other items not specified by the Bylaws or by action of the Board of Directors shall be in accordance with the American Association for Laboratory Animal Science (AALAS) policies.

## **Article XIV - Amendments**

Section 1. The Bylaws may be amended by a majority vote among all returned member ballots. Ballots must be provided to the voting membership with a return deadline of no less than fourteen (14) days.