

THE SOUTHEASTERN BRANCH OF THE
AMERICAN ASSOCIATION FOR LABORATORY ANIMAL SCIENCE
CONSTITUTION

Article I - Name

Section 1. The name of this organization shall be the Southeastern Branch of the American Association for Laboratory Animal Science and herein will be referred to as the Branch.

Article II - Affiliation

Section 1. The Branch is affiliated with the American Association for Laboratory Animal Science, Memphis, Tennessee, herein referred to as AALAS, a national non-profit educational association of persons and institutions professionally concerned with the production, care, and study of laboratory animals used in research. Supervision is through the Executive Director of the AALAS. The Branch reserves all rights and privileges granted by the AALAS to its branches.

Section 2. In the event of dissolution of the Branch, all funds and any properties of the Branch shall revert to AALAS, which is a tax-exempt organization incorporated under the laws of the State of Illinois as a non-profit educational organization.

Article III - Objectives

The objectives of the Branch are:

Section 1. To promote the purposes of the AALAS at the Branch level.

Section 2. To promote fellowship and cooperation among members interested in the objectives of the Branch.

Section 3. To cooperate with other branches for the exchange of information and coordination of efforts in the problems of animal care and in the solution of those peculiar to this geographical area.

Section 4. To hold at least one meeting annually to conduct business and for the exchange of scientific information on all phases of laboratory animal science.

Section 5. To make local arrangements for the annual meeting of the AALAS when held in this geographical area.

Section 6. To sponsor and promote professional, educational, and training programs for its members and others who are professionally engaged in the care and handling of laboratory animals.

Section 7. To disseminate information by appropriate means to its members, other branches, AALAS and others as necessary.

Article IV - Membership

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

Article V - Officers

Section 1. There shall be a President, President-elect, Immediate Past-President, Secretary, and Treasurer.

Article VI - Executive Committee

Section 1. The Executive Committee composed of the Officers and four additional elected Directors shall be the legislative and administrative body of the Branch. It shall have charge of the property and financial affairs of the Branch and shall perform all such duties as described in the By-laws.

Article VII - Amendments

Section 1. An amendment to this Constitution may be proposed by five (5) members of the Executive Committee or by ten (10) or more 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 Executive Committee. Any proposed amendment approved by the Executive Committee shall be mailed to each Active member with a mail ballot. The amendment shall be adopted if it receives an affirmative vote by a majority of the Active members voting.

THE SOUTHEASTERN BRANCH OF THE
AMERICAN ASSOCIATION FOR LABORATORY ANIMAL SCIENCE
BY-LAWS

Article I - Membership

Section 1. The membership of this Branch shall consist of four types: Individual, Institutional, Commercial, and Life.

Section 2. Application for membership shall be made upon the official form prescribed by the Branch.

Section 3. An Individual 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.

Section 4. An Institutional member representing a non-profit institution in good standing shall enjoy all the rights and privileges of an Individual member plus the option of fee-free scientific exhibit space at the annual meeting and fee-free space in the publications of the Branch. In addition, the institution has the right to display the membership certificate issued by the Branch.

Section 5. A Commercial member representing a profit making organization interested in laboratory animal care or in the production or marketing of animal care products shall enjoy all the rights and privileges of an Individual member, plus the privilege of displaying products or services at the annual meeting for a fee. Commercial members meeting the requirements of a Life Member are entitled to those benefits upon retirement of commercial status. In addition, the organization has the right to display the membership certificate issued by the Branch.

Section 6. A Life member shall be any member who has reached the age of 65 years and has been a continuous member in good standing for five years. This member shall enjoy all the rights and privileges including membership and meeting registration without fees.

Section 7. Termination of Membership

- a. Any membership may be terminated for actions considered contrary to the objectives of the Branch. These charges of adverse actions must be submitted in writing to the Executive Committee. The matter shall be considered at the next Executive Committee meeting and the membership shall be terminated if the majority of the Executive Committee members present vote affirmatively.

- b. A member may be expelled for the improper use of membership in the Branch to promote commercial products or services.
- c. Any member whose dues and/or assessments are unpaid by July 1 of each year, 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 re-instated upon payment of dues and penalty fee for the current year.

Article II - Annual Dues

Section 1. Annual dues shall cover the period of January 1 to December 31 of each year.

Article III – Elections, Officers and Directors

Section 1. All officers of the branch, except for that of the Treasurer, shall be elected for a period of one year. The Treasurer shall be elected for a period of two years. The officers, the President, President-elect, Immediate Past President, Secretary, and Treasurer must be active members of the branch in good standing.

Section 2. Only the Secretary and Treasurer may be re-elected.

Section 3. Members not eligible to succeed themselves may again be elected as an officer after a period of not less than one year.

Section 4. Each year two active members shall be elected to serve as Directors on the Executive Committee for a term of two years. The Directors must be active members of the branch in good standing.

Section 5. The term of all those elected shall begin at the close of the first executive committee meeting of the fiscal year and shall end at the close of the first executive committee meeting of the following fiscal year. The exception to this would be the two Directors and the Treasurer, whose term will end at the close of the first executive committee meeting two years following their election.

Section 6. The President-elect shall automatically become President at the termination of the predecessor's term of office. In case the President is unable to perform the duties of his/her office, the duties shall devolve upon the President-elect.

Section 7. If any member of the Executive Committee, is unable to perform the duties of his/her office or submits a written resignation to the Executive Committee, an active member shall be elected to serve the remainder of the term by a majority vote of the Executive Committee members present at a special meeting called for that purpose.

Article IV - Officers, Duties of

Section 1. President. It shall be the duty of the President to preside at all meetings of the Branch and the Executive Committee. The President shall convene the Executive Committee and the General Membership at least once each year and as often thereafter as the business of the Branch may require. The President, as the Chief Executive Officer of the Branch, appoints committee chairmen and carries on the other business of the Branch using guidelines developed by the Executive Committee. As stated elsewhere in these By-laws there shall be an annual meeting, which shall be held at a time and place selected by the Program Committee and approved by the Executive Committee. There shall be other meetings as deemed appropriate and/or necessary by the President. Other duties are specified in the President SOP.

Section 2. President-elect. In the absence of the President, the President-elect shall perform the duties of the President. Other duties are specified in the President-elect SOP.

Section 3. Past-President. The shall be a member of the Executive Committee. Other duties are specified in the Past-President SOP.

Section 4. Secretary. The Secretary shall keep the minutes of the meetings of the Branch and the Executive Committee. He/she shall have access to all records other than financial and keep current annual records in conjunction with the Executive Director. Other duties are specified in the Secretary SOP.

Section 5. Treasurer. The Treasurer shall receive verification of membership dues and assessments and all other monies of the Branch through the Executive Director. He/she shall assist the Executive Director in paying all obligations of the Branch authorized by the Executive Committee, shall present to the Executive Committee at each meeting thereof a statement of the current income and expenses, and annually shall submit a complete financial report to the Executive Committee showing income and expenses for the calendar year. This annual report shall be made at the first executive committee meeting of the fiscal year. He/she may be bonded at the expense of the Branch as determined by the Executive Committee. Other duties are specified in the Treasurer SOP.

Section 6. Directors. Directors will serve on the Executive Committee as voting members to voice the opinion of the Membership. Duties are specified in the Director SOP.

Article VI - Executive Committee, Duties of

Section 1. All members of the Executive Committee shall be entitled to vote. A quorum shall be a simple majority of the Executive Committee, including teleconferencing, email messages, and proxies (see Article IX).

Section 2. Members of the Executive Committee may serve only as ex-officio members of standing committees of the Branch.

Section 3. The functions of the Executive Committee shall include, but not be limited to:

- a. Establishing policies appropriate to the Branch objectives stated in the Constitution.
- b. Planning methods for the procurement of funds including annual dues, special assessments, and advertising rates.
- c. Determining the allocation of Branch monies in the budget.
- d. Proposing and recommending amendments to the Constitution and By-laws as provided therein.
- e. Reviewing the annual audit as described in Article VII.
- f. Publishing for general distribution through the Branch Newsletter after each annual meeting an abstract of the minutes and other matters as may be deemed necessary.
- g. Maintaining good public relations and disseminating information concerning the Branch and its activities to appropriate individuals, organizations and news media.
- h. Managing an endowment fund to support the Clinton S. Smith Scholarship.
- i. Evaluation and appointment of an Executive Director on an annual basis.

Section 4. The functions of the Executive Director are specified in the Executive Director SOP and shall include, but not be limited to:

- a. Assisting the officers in conducting SE/AALAS affairs and providing long-term continuity and stability, such as:
 1. Assisting Treasurer in solicitation and collection of dues.
 2. Assisting Executive Committee and Program Committee in planning and arranging meetings.
 3. Assisting in the preparation and distribution of a quarterly Newsletter.
 4. Assisting in preparation and distribution of the Membership Directory.
- b. Serving as an ex-officio member of the Executive Committee.
- c. Maintaining the permanent mailing address for SE/AALAS and receiving correspondence.
- d. Filing timely reports such as IRS forms, notification of officers and membership to

AALAS and news articles for bulletins.

- e. Serving as a liaison between SE/AALAS and AALAS and a central source of information for members regarding AALAS and Branch affairs.
- f. Carry out all activities pertaining to membership such as receiving applications for membership and taking appropriate action, notifying delinquent dues members, preparing reports of membership for the Executive Committee, and publishing an annual membership directory.
- g. Maintaining permanent SE/AALAS records in an orderly, readily accessible manner. Records include, but are not limited to, SE/AALAS correspondence, current roster of membership, tax information, committee reports, and historical documents.

Article VI – Committees and Appointed Positions

Section 1. There shall be the following standing committees of the Branch:

- a. Program
- b. Elections
- c. Communications
- d. Legislative
- e. Award
- f. Audit
- g. Commercial Liaison
- h. TBR SE/CTAD

Section 2. Committee Composition and Actions

- a. The chairman of each standing committee shall be appointed by the President with the approval of the Executive Committee. The committee chairman shall appoint the committee members from the pool of active members in the branch.
- b. The committee chairman shall designate one of these members as committee secretary if the activities or responsibilities of the committee make it necessary.
- c. A member may not be chairperson of more than one (1) committee, but may serve on more than one (1) committee.
- d. A simple majority vote will determine committee actions to be submitted to the Executive Committee.
- e. The Awards Committee shall be composed of at least three members, not all from the

same facility or organization.

- f. Funds required by any committee must be submitted through the Executive Committee for approval before obligating the same.

Section 3. Responsibilities

- b. The Program Committee should consist of the Chair, TBR, Communications Chair, Commercial Liaison Chair, and other individuals as deemed necessary to fulfill the programmatic responsibilities of the SOP.
- c. The Nominations/Elections Committee shall attempt to select at least two (2) Active members as candidates for each elective office by August 1 of each year and submit these names to the President, who in turn shall submit the names to the Executive Committee for certification. Candidates nominated by at least ten (10) Active members and submitted to the President shall also be submitted to the Executive Committee for certification. The Committee shall proceed with the election process according to the Nomination/Election SOP. They will mail and receiving ballots and tabulate results. They will report results of the election to the President who will inform the candidates of the results. The ballots are forwarded to the Executive Director for archiving.
- d. TBR. The Technician Branch Representative, formerly the Chair of the Southeastern Committee on Technician Affairs (SE/CTA), shall be a sub-committee of the Program Committee. Responsibilities will include attending to all matters relating to technicians that the Executive Committee deems appropriate. They shall oversee the Technician Tip Session at each annual meeting, including soliciting presenters and goodie bags from vendors for the speakers, appointing judges and overseeing the selection and presentation of the Best Technician Tip Presentation Award going to the best technician presentation at each meeting. Award consists of a traveling plaque, a certificate, and \$100.00. Other TBR functions of this committee are outlined in the SOP.
- e. The Publications/Communications Committee shall be responsible for the overall content of the website, publication of the branch Newsletter, and other publications that the Executive Committee may authorize. Other responsibilities are outlined in the SOP.
- f. The Legislative Committee shall function by keeping informed and advising the Executive Committee on local, state and federal legislative matters affecting the Branch as outlined in the SOP.
- g. The Awards Committee shall consist of a Chair appointed by the President. The Chair will solicit nominations for all awards presented by SEAALAS through notices in the newsletter and articles on the web site. Nominations to be considered will be mailed to the permanent SEAALAS PO Box and must be postmarked by the advertized deadline. The Executive Director will verify that the nominees are eligible for the award and will forward

nominations to the Chair. Once all nominations are received, the Chair will select a minimum of 3 Committee members to review and chose the award winners. The committee members will be from non-affiliated institutions as to avoid conflict of interest. The Chair will block out all names and addresses on the nominations to make the choice as anonymous as possible. Specific guidelines of this committee are outlined in the SOP. Awards include:

1. Sally Newell Papp Member Participation Award presented yearly to the SE/AALAS member deemed most active in the local, regional, and national organization. Award will consist of a plaque and a minimum \$300 honorarium.
 2. Clinton S. Smith Scholarship which is to provide the recipient with funds to support college study toward an associate, bachelors, masters, or doctorate degree related to a career in Animal Science. The scholarship may be awarded annually and will consist of a plaque and \$500 (subject to available funds). Interest generated by this fund and SE/AALAS operating monies (if necessary) will provide the scholarship. Principal of this fund cannot be used but money may be added to the account.
 3. Technician of the Year Award presented to a SE/AALAS technician for outstanding accomplishments in the animal care field, research, or technician education. Award consists of a plaque and minimum \$500 honorarium.
 4. Purina ProLab Technician Award presented to a member for outstanding accomplishments in the field of animal care. Recipient should be a technician whose responsibilities include daily animal husbandry. This award is funded by Purina, but the Committee is responsible for soliciting nominees and selecting the recipient. The award consists of a plaque and a \$300 honorarium (provided by Purina). Purina also makes a donation to the AALAS Foundation in the recipients' name.
- h. The Audit Committee shall be comprised of the Past President and the President Elect and will conduct an annual audit of all financial records within the first quarter after assuming board positions. The Committee shall elect a professional external auditor if required to comply with federal and state tax codes to maintain our non-profit status, or when problems are identified in the internal audit that can't be resolved to the satisfaction of the executive committee. Other responsibilities are outlined in the SOP.

Section 4. Special and Ad Hoc Committees. Unless otherwise provided in these By-laws, these Branch Committees shall be authorized and appointed by the President, and the appointments of

their members shall expire at the next annual meeting, unless the committee is dissolved prior to that time.

Article VII - Finances

Section 1. All remittances shall be deposited by the Executive Director and /or Treasurer to an account in the name of the Executive Director and Treasurer of the Branch.

Section 2. The Treasurer shall be custodian of the investments of the Branch and shall disburse funds in accordance with duly authorized vouchers.

Section 3. The books of the Branch shall be audited annually by the internal audit committee. The audit committee will select a professional external auditor if required to comply with federal and state tax codes to maintain our non-profit status, or when problems are identified in the internal audit that can't be understood easily.

Section 4. The audit report will be disseminated for approval by the Executive Committee by the end of the first quarter and to the membership in the next published newsletter.

Article VIII - Meeting Protocol

Section 1. Meetings will be conducted in accordance with the latest revised edition of "Roberts Rule of Order", a copy of which shall be in the custody of the Secretary.

Section 2. Order of Business

a. Annual Meeting

1. Approval of the minutes of the previous annual and/or other meeting.
2. Treasurer's Report.
3. Reports of Standing Committees.
4. Reports of Special Committees.
5. Unfinished business from previous meetings.
6. New Business.

b. Special Meeting. The order of business at a special meeting may be altered to address critical business and must be limited to the purpose for which the meeting was schedule or called.

Article IX - Proxies

Section 1. In the event any member of the Executive Committee is unable to attend any regular or special meeting of the Executive committee, in person or by teleconference, he/she may notify in writing the Secretary regarding the name of the individual who is to serve on his/her behalf for that specific meeting. The individual named shall be an Active member of the Branch.

Article X - Conduct of Business by Mail or Electronic Mail (E-mail)

Section 1. When not in regular session the Executive Committee and Standing Committees may conduct business by mail or e-mail ballot as follows: The matter to be voted on shall be phrased so that a "yes" or "no" vote may be cast. A mail or e-mail ballot shall be sent to all members qualified to vote. Each mail ballot to be counted must be marked, signed and returned postmarked not more than fifteen (15) days from its originating postmarked date. Each e-mail ballot to be counted should be returned by reply to the sender with the vote of yes or no in the body of the message and posted no more than fifteen (15) days from the original posting date. A simple majority of the votes cast will determine the action on each matter under consideration and the results will be determined and appropriately declared without unnecessary delay.

Article XI - Amendments

Section 1. An amendment to these by-laws may be proposed by five (5) members of the Executive Committee or by ten (10) of more Active members of the Branch by filing in writing with the Secretary. The proposed amendment shall be considered at the next scheduled meeting of the Executive Committee. The proposed amendment shall be adopted if it receives a majority vote of the Executive Committee.

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