

C. Model Bylaws for AOAC Sections

The following model should be used when setting up Bylaws for an AOAC INTERNATIONAL Section. Their amendment requires approval of the Association's Board of Directors. Areas that need to be filled in by the proposed section are shaded.

BYLAWS of the (insert name chosen for the section) Section of AOAC INTERNATIONAL

ARTICLE I: Conflict of Bylaws

In the event of any conflict between the Bylaws of the (name chosen for the section) Section (hereinafter referred to as the "Section") and AOAC INTERNATIONAL (hereinafter referred to as the "Association"), the latter shall prevail.

ARTICLE II: Name, Address and Geographical Area Served

The name by which this Section shall be known is the "(name chosen for the section) Section of AOAC INTERNATIONAL".

The geographic area of the Section shall include (list specific countries the section will include). The address of the Section shall be (determine an address for the section or state that it will be the address of the elected Secretary of the Section).

ARTICLE III: Purpose and Objectives

The Section shall promote and support the purpose and objectives of the Association, "promoting quality measurements and methods validation in the analytical sciences," as stated in the "AOAC INTERNATIONAL Bylaws", Article II, by:

1. Promoting interest and participation in the Association's purpose and programs;
2. Providing a regional focus and forum for the Association and its members and for addressing regional analytical needs;
3. Providing a means of increasing the knowledge and technical skills of analytical scientists especially through seminars, forums, workshops and other similar technical updates;
4. Providing means to improve communications with the Association's membership;
5. Identifying and communicating with appropriate non-member laboratories, organizations, educational institutions, firms and individuals in the region in order to encourage their participation in Section and Association programs; and
6. Developing cooperative relationships with educational institutions, government, industry and other organizations with an interest in method development and validation.

ARTICLE IV: Membership

Section I. Members. Any interested person shall be eligible for Section membership. However, only current Association members shall be eligible for election to the Section's Executive Committee. The Section Secretary shall maintain a membership list.

Section II. Privileges of Membership. All members of the Section shall be privileged to participate in the affairs and activities of the Section and to vote on Section matters.

Section III. Dues. The Executive Committee, if any, shall establish dues, annually.

ARTICLE V: Officers

Section I. The officers shall be President, President-elect, Secretary, and Treasurer, or Secretary/Treasurer. The officers shall have the responsibility to administer and execute the activities of the Section within the framework of the policies established by the Executive Committee.

Section II. Eligibility. The President, President-elect, Secretary, and Treasurer shall be members of the Association and the Section.

Section III. Terms of Office. The terms of Section officers shall be for (choose number of years the people will serve in the elected position). No individual can hold more than one elected position within the Section at any time. The term of office will begin with the adjournment of the Section meeting at which they are elected.

Section IV. Duties of Officers.

1. The **President** shall be the principal executive officer of the Section and shall:
 - a. be responsible for all the business and affairs of the Sect between meetings of the Executive Committee and in accordance with its policies;
 - b. Shall call regular and special meetings or authorize mail ballots by the Executive Committee as needed;
 - c. Preside at all Executive Committee meetings and at the annual Section Meeting;
 - d. With the approval of the Executive Committee, appoint all committees and designate the Chairman of each, and fill any vacancies occurring herein in accordance with the provisions of these Bylaws; and
 - e. Perform such other duties as are usually pertinent to the office of the President and are assigned by these Bylaws and by the Executive Committee.
2. The **President-elect** shall:
 - a. Serve as a primary program planner for the annual Section meeting;
 - b. Perform the duties of the President in the event that the President is absent or cannot serve;
 - c. Perform such other duties as the President may delegate;
 - d. Succeed immediately to the office of President in the event of the President's resignation or death; and
 - e. Succeed automatically to the office of the President at the expiration of his term of office.
3. The **Secretary** shall:
 - a. Keep a record of the proceedings of all Section meetings;

- b. Record and distribute minutes of all meetings of Executive Committee to Committee members;
 - c. Assist the Executive Committee with mailings and related items for the annual Section meeting;
 - d. Maintain an accurate membership roster of the Section;
 - e. Assist the Executive Committee with the conduct of Section elections, including preparation and distribution of ballots for election of officers and the Executive Committee;
 - f. Keep the Manager, Sections of the Association informed of updates to Section membership rosters and changes in Section Bylaws;
 - g. Serve as official liaison between the Section and the Association; and
 - h. Prepare an annual report of the actions and activities of the Section for the Association.
4. The **Treasurer** shall:
- a. Have charge of the Section's finances according to the financial guidelines set forth by the Association;
 - b. Be responsible for the collection of dues, registration fees, and other monies due the Section, and for all disbursements approved by the Executive Committee, and keep an accurate record thereof;
 - c. Submit an annual report to the Executive Committee of the Section and to the Association detailing all financial transactions and the financial condition of the Section and Subsections of the Section, if applicable; and
 - d. Submit periodic financial reports to the Executive Committee as the members of that Committee deem necessary for their information.

ARTICLE VI: Executive Committee

Section I. Composition. There shall be an Executive Committee comprised of the officers of the Section, the immediate Past President, and (choose number of people that will be members, at-large, most sections choose one person for each area) members, at large, who meet the requirements for voting and membership as stated in Section III below. The members-at-large shall, preferably, be representative of the area the Section serves. The Executive Committee may designate members of committees of the Section to be ex-officio members of the Executive Committee. The President shall preside over all Executive Committee meetings.

Section II. Terms of office. Terms of office of the Executive Committee shall be (choose number of years they will serve in the elected positions).

Section III. Eligibility. All members of the Executive Committee must fulfill the requirements for membership in the Section and in the Association.

Section IV. Duties.

1. The Executive Committee shall be a standing Committee of the Section and have the responsibility for planning the annual Section meeting, and establishing policies and such other activities necessary to meet the objectives of the Association and the Section as set forth in their respective Bylaws.
2. The Executive Committee shall fill any vacancy occurring among its officers or membership. If the office of President becomes vacant, the President-Elect shall serve for the remainder of the term. Such service shall not affect such person's eligibility to become President of the

Section upon adjournment of the next annual Section meeting. In the event that the office of President becomes vacant when the office of President-Elect is also vacant, the Executive Committee shall take action to fill both vacancies.

3. The Executive Committee shall have the power to form, expand, or terminate committees or task forces to carry out the purpose and objectives of the Section, except where such changes are in conflict with these bylaws.
4. The Executive Committee shall oversee the organization and administration of any Subsections of the Section in accordance with Article VIII of these Bylaws.

Section V. Meetings

1. The Executive Committee shall hold at least one meeting a year for the purpose of planning the annual meeting of the Section. Additional meetings may be called as needed by the President or by mutual consent of three members of the Committee with proper advanced notice.
2. A majority of the members of the Executive Committee shall constitute a quorum.
3. If a seated member of the Executive Committee cannot attend a regularly scheduled meeting, he may deliver absentee votes, in writing, to another seated member.

ARTICLE VII: Nominations and Elections

Section I. Nominations. The Past President, President-elect, and two additional members appointed by the Executive Committee shall serve as a Nominating Committee to select candidates for President-elect, Secretary, Treasurer or Secretary/Treasurer and Executive Committee members at large.

Section II. Elections. The ballots for voting shall be presented to the members, either at the annual Section meeting or by mail, at the discretion of the Executive Committee. Candidates receiving a majority of the votes, either: (a) of the members present and voting at the annual meeting; or (b) received in accordance with the provisions of Section XIII, Voting by Mail Ballot, shall be elected to office.

ARTICLE VIII: Meetings

Section I. Section meetings. The Executive Committee shall schedule and carry out an annual meeting of the Section and such other meetings as desired. There shall be at least one meeting of the Section annually. The Executive Committee shall determine, in advance, the time and the place for each meeting. It may call special meetings as needed upon notice to the members at least 30 days prior to the scheduled meeting date.

Section II. Scheduling of meetings. Section meetings should not be scheduled within one month before or after the annual meeting of the Association.

Section III. Quorum. A quorum of the Section shall be the larger of 10 or 10% of the Section members attending the regularly scheduled meeting of the Section.

ARTICLE IX: Fiscal Year

The Executive Committee as required to meet its operational requirements will establish the fiscal year of the Section. This fiscal year must consist of twelve consecutive months and correspond to the operational cycle of the Section as a whole.

ARTICLE X: Dissolution

Section I. Mandatory Conveyance. In the event of voluntary dissolution of this Section or revocation of its Charter by the Association, and after the discharge of all debts and obligations, any remaining funds and property of the Section shall be conveyed to AOAC INTERNATIONAL. Said conveyance shall be made within sixty (60) days after the Section's debts and obligations have been discharged. The Executive Director of the Association shall be notified, in writing, of said action immediately upon its completion.

ARTICLE XI: Amendments to the Bylaws

Section I. Proposals. Amendments to these Bylaws may be proposed by action of the Executive Committee or by petition to the Secretary over the signatures of five (5) Section members.

Section II. Notification. The Secretary shall provide copies of all proposed amendments as well as any explanations, pro or con, that the Executive Committee deems appropriate, to the members attending the annual meeting of the Section. Proposed amendments to be presented at an annual meeting should be received by the Executive Committee for consideration thirty (30) days prior to the scheduled meeting date. Alternately, the Executive Committee may elect to mail copies and explanations of all amendments with ballots for voting to all members of the Section.

Section III. Approvals. A two-thirds vote of the Section members voting on a proposed amendment to these Bylaws shall be necessary for approval.

Section IV. Board Approvals. In addition to the two-thirds vote of the Section members, amendments to the Articles shall also require approval of the Association's Board of Directors.

ARTICLE XII: Voting by Mail Ballot

By direction of the Executive Committee, unless otherwise required by these Bylaws, voting on any matter, including election of officers and amendment of the bylaws may be conducted by mail, provided in each case, votes of at least 10 members or 10% of the membership, whichever is larger, shall be received by the closing date for receipt of the ballots by the Section. Any and all actions taken in pursuance of a mail vote shall be binding upon the Section in the same manner as would action taken at a duly called meeting.

ARTICLE XII: Actions of Sections

No act of the Section or its members shall be considered an act of the Association unless expressly authorized, ratified, or affirmed by the Board of Directors of the Association.

Amended and approved December 1996; Revised December 2001