

# AOAC INTERNATIONAL BYLAWS

As Amended September 26, 2010

## ARTICLE I

### Name

The name by which this Association shall be known is "AOAC INTERNATIONAL" (hereinafter referred to as the "Association").<sup>1</sup>

## ARTICLE II

### Purpose

The primary purpose of the Association is to promote methods validation and quality measurements in the analytical sciences.

## ARTICLE III

### Membership

#### *Section 1. Types of Membership*

There shall be three (3) types of membership in the Association: Individual Members, Sustaining Member Organizations, and Organizational Affiliates.

#### A. Individual Members

There shall be four (4) categories of Individual Members in the Association: Members, Retired Members, Student Members, and Honorary Members.

#### B. Sustaining Member Organizations

There shall be one (1) category of Sustaining Member Organizations.

#### C. Organizational Affiliate

There shall be one (1) category of Organizational Affiliate.

#### *Section 2. Qualifications for Membership*

#### A. Individual Members

##### [1] Members

Qualifications for Members shall be a degree in science, or equivalent as approved by the Board of Directors, and interest in supporting and furthering the purpose and goals of the Association. Such scientists shall be eligible for membership provided they are engaged, or have been engaged, directly or indirectly, in a field relevant to the purpose of the Association.

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<sup>1</sup> AOAC INTERNATIONAL was incorporated in the District of Columbia on January 20, 1932, as the Association of Official Agricultural Chemists. On November 10, 1965, the name of the corporation was changed to the Association of Official Analytical Chemists, and on September 12, 1991, the current name was adopted.

[2] Retired Members

A current Member who is no longer actively engaged, directly or indirectly, in a field relevant to the purpose of the Association but who has served the Association as a Member for at least ten (10) years shall be eligible for Retired Member status upon written request and payment of the annual Retired Member dues. Any special benefits accorded Retired Members shall be determined by the Executive Director.

[3] Student Members

Any full-time student working toward an undergraduate or graduate degree in the areas of chemistry, microbiology, food science or other related science shall be eligible for Student Membership in AOAC INTERNATIONAL.

[4] Honorary Members

Honorary Members shall be persons recognized for their substantial contribution toward the achievement of the objectives of the Association. They shall be nominated by the Board of Directors and may be elected by a two-thirds vote of the Individual Members voting.

B. Sustaining Member Organizations

A Sustaining Member Organization shall be any agency of a local, state, provincial, national, or international government; a university, college, or academic department; or any firm, business, or organization with an interest in supporting and furthering the purpose of the Association. Every Sustaining Member Organization must have a designated representative(s). All such Sustaining Member Organization representatives must meet the qualifications for Members and become Individual Members with all the rights and privileges thereof.

C. Organizational Affiliate

An Organizational Affiliate Organization shall be any agency of a local, state, provincial, national, or international government; a university, college, or academic department; or any firm, business, or organization with an interest in supporting and furthering the purpose of the Association. Every Organizational Affiliate must have a designated representative(s). All such Organizational Affiliate representatives must meet the qualifications for Members and become Individual Members with all the rights and privileges thereof.

***Section 3. Application for Membership***

Applications or requests for membership shall be submitted to the Association's headquarters office. Membership shall become effective upon approval of the application or request, payment of any required membership dues, entry on the membership rolls, and assignment of a member number.

#### ***Section 4. Expulsion***

The Board of Directors, at any duly called meeting of the Board, by a two-thirds vote of those holding office, may terminate the membership of any member who in its judgment has violated the Bylaws or has been guilty of conduct detrimental to the best interests of the Association. Any member convicted of a felony is subject to immediate expulsion from the Association. Expulsion of a member by the Board of Directors shall be final and shall cancel all rights, interest, or privileges of such member in the services or resources of the Association. Any member, for whom expulsion is proposed, for reasons other than conviction of a felony, shall be entitled to not less than 60 days advance notice of the charges, the date upon which a hearing will be scheduled, and the right to present evidence in defense. The date and place of any such hearing, if held other than at the headquarters or annual meeting site of the Association, must be reasonable with respect to the location of any individual so charged.

#### ***Section 5. Dues, Membership Year, and Waivers***

- A. Annual dues for membership in the Association shall be fixed by the Board of Directors, subject to approval by the majority of the Individual Members voting by ballot by any of the following means (whichever is deemed appropriate by the Board at the time): mail, telephone call, telegram, cablegram, electronic mail or other means of electronic or telephonic transmission.
- B. Honorary Members of the Association shall be exempt from payment of dues and annual meeting registration fees.
- C. The membership year and the delinquency date shall be determined by the Board of Directors.
- D. The authority to grant waivers of membership dues rests with Executive Director.
- E. Student Member dues shall be one-third of regular Member dues, rounded up to the nearest \$5.00 increment.

#### ***Section 6. Members in Good Standing; Rights and Privileges***

All Individual Members who maintain their membership by payment of dues as required under these Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privileges of membership.

### **ARTICLE IV Officers**

#### ***Section 1. Elected Officers***

The elected officers of the Association shall be Individual Members and shall consist of a President, President-Elect, Secretary, Treasurer, and Immediate Past President.

##### **A. President**

The President shall be the principal elected officer of the Association, shall preside at meetings of the Association and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee. He or she shall also, at the annual meeting of the Association and at such other times as he or she shall deem proper, communicate to the

Association or the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the welfare and further the purpose of the Association and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

#### B. President-Elect

In the absence of the President, or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

#### C. Secretary

The Secretary shall give notice of all meetings of the Association, keep a record of all proceedings, attest documents, and, in general, perform such other duties as are usual of the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

#### D. Treasurer

The Treasurer shall be responsible for the funds and securities of the Association; serve as financial officer of the organization and as Chairperson of the Finance Committee; manage the Board of Director's review of and action related to the Board of Director's financial responsibilities; serve as the chief Board liaison in overseeing and reviewing the annual audit, and in general, perform such other duties as are usual of the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

#### E. Immediate Past President

The Immediate Past President shall serve as advisor to the President and Directors and perform such other duties as may be assigned from time to time by the President or by the Board of Directors.

### *Section 2. Appointed Officers*

The appointed officers shall include the Executive Director and such other appointed officers as may be designated by the Board of Directors from time to time.

#### A. Executive Director

The day-to-day administration and management of the Association's offices shall be vested in a salaried manager employed or appointed by, and directly responsible to, the Board of Directors. This manager shall have the title of Executive Director with responsibility for the management and direction of all operations, programs, activities, and affairs of the Association, as approved or delegated by the Board of Directors. The Executive Director shall have direct responsibility for employment and termination of employment and the determination of compensation for staff members within the budgetary framework determined by the Board of Directors. The Executive Director functions as the chief operating officer of the Association within the guidelines established by the policies and procedures of the Board of Directors and, as necessary, with the

concurrence of the President. The Executive Director shall have such other duties as may be prescribed by the Board.

B. Other Appointed Officers

Other appointed officers shall have such duties as may be prescribed by the Board.

**ARTICLE V**  
**Nominations, Elections, Terms, and Appointments to the Board of Directors**

*Section 1. Nominating Committee*

The Nominating Committee shall annually recommend to the Board of Directors a slate of Individual Members as potential nominees for the elected positions where vacancies will occur. The Nominating Committee shall consist of five (5) members who shall be three (3) immediate Past Presidents, as available, and two (2) Individual Members-at-Large of the Association. If three Past Presidents are not available to serve, other Individual Members-at-Large shall be appointed by the President to the extent necessary to form the five (5)-member committee.

*Section 2. Elections and Terms of Office*

The President-Elect, the Secretary, Treasurer, and the Directors of the Board of Directors shall be elected by a majority of Individual Members voting, from a slate of nominees recommended annually by the Board of Directors.

Terms of office for all Officers and Directors shall begin with the adjournment of the annual meeting following their election and shall end with the adjournment of the annual meeting occurring nearest the expiration of their term. The six (6) Directors shall be elected to staggered three-year terms with two Directors elected to full three-year terms each year, but not to more than two (2), consecutive, three-year terms. Appointment or election to fill an unexpired term shall not affect the eligibility of a person to subsequently be elected to two (2) full terms. The Secretary shall be elected to a one-year term and may be re-elected to successive one-year terms. The Treasurer shall be elected for a one-year term and may be re-elected to successive one-year terms. The President-Elect shall be elected to a one-year term; whereupon the current President-Elect shall become President and the current President shall become the Immediate Past President, each serving a one-year term.

*Section 3. Appointments*

Directors-at-Large are appointed by the Board in accordance with Article VI, Section 2. Directors-at-Large are appointed for one (1) year terms, renewable at the discretion of the elected Board.

**ARTICLE VI**  
**Board of Directors**

*Section 1. Composition*

The Board of Directors shall consist of eleven (11) elected members to include the President, President-Elect, Secretary, Treasurer, Immediate Past President, six (6) Directors, and up to three (3) appointed Directors-at-Large, all of whom shall be Individual Members of the Association. The elected Board shall

reflect the makeup of the Association membership and shall not be dominated by any single interest.

### ***Section 2. Powers and Duties***

The Board of Directors shall provide supervision, control, and direction of the affairs of the Association, shall determine the Association's policies or changes therein within the limits of the Bylaws, shall actively prosecute its purpose, and shall have discretion in the disbursement of its funds. It may adopt such rules and procedures for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Directors may appoint up to three (3) Directors-at-Large, if, in their opinion, such appointments advance the purpose of the Association. Directors-at-Large shall be accorded the same voting privileges as elected Directors.

### ***Section 3. Meetings***

Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet, in person or via telephone conference call, upon call of the President at such times and places as he or she may designate within the policies adopted by the Board, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by any of the following means (whichever is deemed appropriate by the President at the time): mail, telephone call, telegram, cablegram, electronic mail or other means of electronic or telephonic transmission to each member of the Board at his or her last recorded address or number at least fourteen (14) days in advance of in-person meetings or forty-eight (48) hours in advance of conference call meetings.

### ***Section 4. Quorum***

A quorum for any meeting of the Board is six (6) Board members elected in accordance with Article V (1). Any less number may: (1) set a time to adjourn, (2) adjourn, (3) recess, or (4) take measures to obtain a quorum.

### ***Section 5. Absence***

Any member of the Board of Directors unable to attend a meeting of the Board shall notify the President and state the reason for his or her absence. If a member of the Board is absent from two (2) consecutive meetings, he or she may be removed by a two-thirds vote of the Board Members then in office.

### ***Section 6. Compensation***

Members of the Board of Directors, as such, shall not receive any compensation for their services as Board members, but the Board may, by resolution under policies it may adopt, authorize reimbursement of expenses incurred in the performance of members' duties. Such authorization may prescribe conditions and procedures for approval and payment of such expenses. Nothing herein shall preclude a Board member from serving the Association in any other capacity and receiving compensation for such services, if compensation is customarily paid for such services.

### ***Section 7. Resignation or Removal***

Any member of the Board may resign at any time by giving written notice to the President, Secretary, Treasurer, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

Any member of the Board may be removed by a three-fourths vote of the Board members then in office and present at any regular or special meeting of the Board.

***Section 8. Vacancies: Members of the Board***

If a vacancy should occur in the membership of the elected Board of Directors, any Past President may be appointed by action of the remaining members of the Board to temporarily fill such vacancy until the next regularly scheduled election. At the next regularly scheduled election nominations will be presented to fill the vacancy for the unexpired portion of the term remaining.

***Section 9. Vacancies: President and Other Officers***

If the office of the President shall become vacant, the President-Elect shall thereupon become President of the Association for the unexpired term, followed by his or her duly elected term. In the event the office of President becomes vacant at a time when the office of President-Elect is also vacant, the Presidency shall be filled for the remainder of the term by the action of the Board of Directors. If any other officer position shall become vacant, the office may be filled for the remainder of the term by action of the Board.

**ARTICLE VII  
Committees**

***Section 1. Committee Formation***

The Board of Directors shall form and adopt terms of reference for such standing or special boards, committees, subcommittees, task forces, or task groups as may be required by these Bylaws or as the Board may determine necessary to carry out the affairs of the Association.

***Section 2. Committee Appointments***

Subject to the requirements of these Bylaws and the specific terms of reference adopted by the Board, the President shall make the appointments to fill the vacancies occurring in the Association's standing or special boards, committees, subcommittees, task forces, or task groups.

**ARTICLE VIII  
Official Methods of Analysis**

The Board of Directors (BoD) is empowered to develop written policies and procedures for the study, adoption, and change in status of the Official Methods of Analysis of AOAC INTERNATIONAL. Implementation of the policies and procedures shall be delegated to an Official Methods Board (OMB).

***Section 1. Composition of the Official Methods Board***

The Official Methods Board shall consist of a chair and a vice chair, and members who are recommended by the chair. The chair, vice chair and members are appointed by the President of AOAC INTERNATIONAL. The OMB shall be composed of members representing a balance of government, industry, and academia as appropriate to the scope of the group and shall not be dominated by any single interest.

***Section 2. Purpose of the Official Methods Board***

The OMB shall serve the Association in a scientific and advisory capacity on methods and the process of their adoption. The OMB shall be responsible for implementation of procedures adopted by the BoD, according to the principles in section 3 below.

***Section 3. Principles of the Official Methods Program***

- A. Adequate records of technical data, discussions, and decisions on the study, adoption, and change of status of Official Methods of Analysis shall be maintained for a reasonable time.
- B. Timely notice of proposed method studies, adoption, or change in status shall be published in an Association publication that is circulated to the members.
- C. Opportunity shall be provided for materially interested parties to submit input during method study and adoption procedures and to submit comments on the adoption, use of, or change in status of specific methods.
- D. Methods submitted to the OMB for inclusion in the OMA shall be thoroughly studied, scientifically reviewed, and available in published form prior to adoption as Final Action by the OMB.
- E. The OMB shall adopt methods as Final Action.

**ARTICLE IX  
Meetings**

***Section 1. Annual Meeting***

The annual business meeting of the Association shall be held at the time and place decided by the Board of Directors. A special meeting of the entire Association may be called by the Board of Directors; announcement thereof shall be made at least thirty (30) days prior to the time of said meeting.

***Section 2. Quorum***

One hundred Individual Members who are present in person or by proxy and entitled to vote shall constitute a quorum at any meeting of the Association which is duly called pursuant to the provisions of these Bylaws.

**ARTICLE X  
Voting**

***Section 1. Voting by Ballot***

By direction of the Board of Directors, unless otherwise required by these Bylaws or conducted under alternative procedures established under these Bylaws, voting on any matter, including the election of officers and directors, the election of Honorary Members, amendment of the Bylaws, and the approval of dues, may be conducted by ballot of the voting membership by any of the following means (whichever is deemed appropriate at the time): mail, telephone call, telegram, cablegram, electronic mail or other means of electronic or telephonic transmission, and the question(s) thus presented shall be determined according to the votes received, provided in each case votes of at

least five (5) percent of the voting membership shall be received. Any and all action taken in pursuance of a vote by any of the means indicated above (whichever the Board deemed appropriate at the time) in each case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting and shall become effective, unless otherwise provided for in these Bylaws or otherwise stated in the ballot, on the day following certification of the vote.

***Section 2. Voting by Proxy***

At any duly called meeting of Individual Members, a member-of-record, as determined thirty (30) days prior to any meeting and who is entitled to vote, may vote by proxy executed in writing by the Individual Member or his or her duly authorized attorney-in-fact. No proxy shall be valid for more than eleven (11) months after the date of its execution unless otherwise provided in the proxy.

**ARTICLE XI  
Earnings and Assets**

***Section 1. Non-Profit Status***

A. Regardless of any provision of the Bylaws which may be construed otherwise:

- [1] No part of the net earnings of the Association shall under any circumstances inure to the benefit of any member or individual.
- [2] The Association shall not be operated for a private profit.

B. On lawful dissolution of the Association and after settlement of all just obligations of the Association, the Board of Directors shall distribute all remaining assets of the Association to one (1) or more organizations selected by the Board of Directors which have been held exempt from Federal Income Tax as organizations described in section 501(c)(3) of the Internal Revenue Code of 1954.

***Section 2. Political Activities***

- A. No substantial part of the Association's activities shall consist of carrying on propaganda or otherwise attempting to influence local, state, or national legislation. All activities of the Association shall be determined by the Board of Directors.
- B. The Association shall not participate or intervene in any manner in any campaign on behalf of any candidate for a political office.

**ARTICLE XII  
Sections**

***Section 1. Sections***

The Board of Directors shall set geographic limits and grant authority to groups of Individual Members of the Association residing or working in the same geographical areas for the establishment of Sections.

***Section 2. Purpose of Sections***

The purpose of Sections shall be to promote and further the purpose of the Association.

***Section 3. Membership in Sections***

Individuals interested in the purpose of the Section shall be eligible for Section membership. Only Individual Members of the Association shall be eligible for election to the Executive Committee of the Section.

***Section 4. Bylaws of Sections***

Subject to approval of the Board of Directors, each Section shall adopt, for its own governance, bylaws not inconsistent with these Bylaws.

***Section 5. Dissolution of Sections***

When any Section shall cease to function as a Section for a period of more than one year, or if its membership shall be less than ten (10) Individual Members of the Association for a period of one (1) year, the Board of Directors may terminate the existence of such Section.

***Section 6. Actions of Sections***

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

**ARTICLE XIII  
Technical Divisions**

***Section 1. Purpose***

Technical Divisions shall represent communities of interest within the Association which have the purpose of furthering the purpose of the Association through the development of the analytical sciences either in a commodity-based or scientific discipline-based field. Their activities shall not duplicate the organizational structure nor conflict with the policies or procedures for the adoption of official methods of analysis by the Association.

***Section 2. Creation, Combination, Discontinuance, or Change***

Technical Divisions may be created, existing Technical Divisions may be combined or discontinued, or the name of a Technical Division may be changed under policies and procedures adopted by the Board of Directors. Each Technical Division shall adopt bylaws not inconsistent with these Bylaws. The jurisdiction of each Technical Division shall be described in its bylaws. No act of any Technical Division or its members shall be considered an act of the Association unless expressly authorized, ratified, or affirmed by the Board of Directors.

**ARTICLE XIV  
Indemnification**

The Association shall have the power to pay, by indemnity, reimbursement, or otherwise, to or for the use of any person designated by resolution of the Board of Directors who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the Association), by reason of the fact he or she is or was a director, officer, committee member, employee or agent of the Association, or was serving as such for another at the request of the Association, against expenses (including legal, accounting, witness and other), judgments, fines, and

amounts paid in settlement so long as such person was not found by a court of competent jurisdiction to have been willfully negligent of the interests of the Association or such person had reasonable cause to believe that his or her conduct was lawful.

**ARTICLE XV**  
**Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Association may adopt.

**ARTICLE XVI**  
**Amendments to the Bylaws**

These Bylaws may be amended, repealed, or altered, in whole or in part, by a three-fourths vote: (a) of the Individual Members at any annual business or duly called special meeting of the Association, provided notice of any amendment proposed for consideration shall be sent by any of the following means (whichever may be deemed appropriate at the time): mail, telephone call, telegram, cablegram, electronic mail or other means of electronic or telephonic transmission to the last recorded address or number of each Individual Member at least thirty (30) days prior to the date of the meeting; or (b) by approval of the Individual Members through ballot sent by any means indicated above in accordance with the provisions of Article X, Voting.

All proposed amendments of these Bylaws shall be presented in writing to the Board of Directors. The Board shall present the proposals to the Association membership, with recommendations. All amendments to the Bylaws, unless otherwise stated, will become effective at the adjournment of the meeting where action is taken or on the day following the certification of a vote by mail ballot.