

AOAC INTERNATIONAL
TECHNICAL DIVISION ON REFERENCE MATERIALS

BYLAWS

Last Revised On: September 12, 2005

ARTICLE 1. NAME AND PURPOSES

Section 1.1. Name. The name of the Technical Division shall be the Technical Division on Reference Materials of AOAC INTERNATIONAL (the "Technical Division").

Section 1.2. Purpose. The purpose of this Technical Division shall be to improve the quality of analytical measurements through the use of reference materials in validation and use of AOAC methods.

ARTICLE 2. MEMBERSHIP

Section 2.1. Enrollment. Any member in good standing of AOAC INTERNATIONAL (the "Association") may be enrolled as a member of the Technical Division upon written application and recorded payment of Technical Division dues for the current fiscal year.

Section 2.2. Dues: Each member of the Technical Division shall at the time of enrollment pay to the Association the full annual dues for the fiscal year during which enrollment is made. Thereafter annual dues shall be paid to the Association, in advance, each year, on or before the date of renewal of the Association membership. The annual dues shall be in an amount set by the Executive Committee and approved by the Board of Directors of the Association, but not to exceed 25% of Association dues.

Section 2.3. Membership. Members of this Association in good standing who are enrolled in the Technical Division and whose Technical Division dues are not more than three months past due shall constitute the membership of the Technical Division. Membership in the Technical Division shall automatically terminate if a member's dues remain unpaid for three months.

ARTICLE 3. MEETINGS OF THE TECHNICAL DIVISION

Section 3.01. Annual Meeting. The Annual Meeting of the Technical Division shall be held in conjunction with the Annual Meeting of the Association.

Section 3.02. Quorum. After at least 15 days' notice of any meeting of the Technical Division, the members of the Technical Division present at the meeting shall constitute a quorum for the transaction of business.

Section 3.03. Controlling Vote. Action of the Technical Division shall be by majority vote of the members present and voting at a meeting of the Technical Division.

Section 3.04. Special Meetings. Special meetings of the Technical Division may be called by the Chair with the prior approval of a majority of the Executive Committee.

ARTICLE 4. EXECUTIVE COMMITTEE

Section 4.01. Powers. The Executive Committee shall be vested with the powers and duties necessary for the administration of the affairs of the Technical Division between meetings of the Technical Division.

Section 4.02. Composition. The Executive Committee shall be composed of the officers and four members-at-large.

Section 4.03. Terms of Executive Committee Members. Each Executive Committee member shall serve for a term beginning with the adjournment of the Annual Meeting of the Association at which elected and ending with the adjournment of the Annual Meeting three years thereafter.

Section 4.04. Controlling Vote. Action of the Executive Committee shall be by majority vote of the entire Executive Committee.

Section 4.05. Meetings. The Executive Committee shall meet in conjunction with the Annual Meeting of the Association. Special meetings of the Executive Committee may be called upon reasonable notice by the Chair and shall be called upon written request by a majority of the Executive Committee.

ARTICLE 5. OFFICERS

Section 5.01. Officers. The officers of the Technical Division shall be a Chair, an Immediate Past Chair, a Vice Chair, a Treasurer, and a Secretary.

Section 5.02. Chair. The Chair shall be responsible for carrying out the purpose of the Technical Division. The Chair shall: (a) preside at all meetings of the Technical Division; (b) perform other duties usually pertaining to this office; (c) appoint the chairs and members of all committees of the Technical Division who are to act during the Chair's term; (d) perform such duties assigned by the membership of the Technical Division or by the Executive Committee; (e) prepare an annual report of the activities and recommendations of the Technical Division for submission to the Board of Directors at the conclusion of the Annual Meeting of the Association.

Section 5.03 Vice Chair. The Vice Chair shall perform such duties as may be assigned by the Chair, by the membership, or by the Executive Committee. The Vice Chair shall serve as the chair of the Nominating Committee. During any period in which the Chair is unable or refuses to act, the Vice Chair shall perform the duties of the Chair.

Section 5.04 Treasurer. The Treasurer shall annually develop the Technical Division budget, submit to the Executive Committee for approval, propose the recommended budget to the Board of Directors, and monitor budget activities.

Section 5.05 Secretary. The Secretary shall issue notices of all meetings of the Technical Division and the Executive Committee, through the Association, and shall keep a record of the proceedings of the Division and the Executive Committee.

Section 5.06. Term. Each member of the Executive Committee shall serve for a term of three years beginning with the adjournment of the Annual Meeting of the Association at which they are elected and ending with the adjournment of the Annual Meeting of the Association

coinciding with the length of their term and thereafter until their successors shall have been duly elected and qualified.

ARTICLE 6. ELECTIONS

Section 6.01. Election. The officers and any other members of the Executive Committee shall be elected by mail ballot of the Technical Division.

Section 6.02. Nominations.

Subsection 6.02.01. Nominating Committee. The vice chair, with concurrence of the chair, shall select three members to serve on the nominating committee. Prior to six months in advance of the Annual Meeting, the Chair shall appoint a Nominating Committee consisting of the three members suggested by the Vice Chair and one other member of the Executive Committee, excluding the Chair. The names of the Nominating Committee shall be announced. The staff liaison to the Technical Division shall also participate as a non-voting member of the Nominating Committee.

The Nominating Committee shall serve only until the election is complete.

Subsection 6.02.02 Procedures. The Nominating Committee shall exert a diligent effort to obtain suggestions for nominations from the members of the Technical Division. Any meetings will be closed meetings, and all members of the Nominating Committee shall protect and preserve the confidentiality of all discussions and decisions of the Nominating Committee until after the chair of the Nominating Committee presents the report of the Nominating Committee to the Executive Committee, not later than three months prior to the Annual Meeting.

Subsection 6.02.03. Nominees. The Nominating Committee shall select one or more nominees for each officer and member of the Executive Committee to be elected by mail ballot. All nominees must have been contacted in advance and apprised of the responsibilities and have agreed to serve if elected.

Subsection 6.02.04. Actions of the Executive Committee. The Executive Committee may comment promptly on the report of the Nominating Committee. Based upon such comment, the Nominating Committee shall have the right, but not the obligation, to revise its slate of nominees. In the event of any such revision, the Executive Committee shall promptly be advised of such revised slate of nominees.

Subsection 6.02.05. Publication of the Report. The Chair of the Technical Division shall cause such report of the slate to be published in *The Referee* or otherwise published to Technical Division members not later than 90 days prior to the Annual Meeting.

Subsection 6.02.06. Nominees by Petition. Additional nominations may be made by petition signed by at least ten members of the Technical Division and delivered to the Chair of the Technical Division and to the staff liaison of the Technical Division at least 75 days prior to the Annual Meeting. No nominations shall be made from the floor of the Annual Meeting of the Technical Division.

Section 6.03. Eligibility. Only members of the Technical Division who are members of the

Association may be nominated or hold office. No member may be elected to more than two full, consecutive terms for the same office. No member may serve more than four full terms as an Executive Committee member, excluding ex officio service or as immediate Past Chair.

Section 6.04. Voting. All voting for contested elective positions shall be by ballot using any of the following means (whichever is deemed appropriate at the time): mail ballot, telegram, cablegram, electronic mail or other means of electronic communications, submitted to the membership at least 60 days prior to the Annual Meeting and the results reported at the Annual Meeting. A nominee for any position must receive a majority of the votes cast to be elected. If three or more candidates are nominated for the same position and one of the candidates does not receive a majority of the votes cast, a second vote shall be taken at the Annual Meeting to decide between the two candidates receiving the greater number of votes. The Chair shall not vote in any election except in the event of a tie vote.

Section 6.05. Vacancies. If any office or position other than the Chair shall become vacant during the period between meetings of the Technical Division, the office or position shall be filled by the Executive Committee for the portion of the term remaining until the next meeting of the Technical Division. If the office of Chair shall become vacant, the Vice Chair shall thereupon become Chair and shall continue to hold the office of Chair for a term ending at the same time the term as Chair would have ended.

ARTICLE 7. COMMITTEES

Section 7.01. Committees. The Chair with the approval of the Executive Committee shall designate the committees, their duties, and their size, deemed necessary to carry out the purposes of the Technical Division. All committee chairs and committee members shall serve at the discretion of the Chair and with the approval of the Executive Committee.

ARTICLE 8. MISCELLANEOUS PROVISIONS

Section 8.01. Financial. The fiscal year of the Technical Division shall be the same as that of the Association. The Technical Division shall submit a budget to the Association's Board of Directors for approval each year according to the procedures and on a schedule determined by the Association. The Technical Division may solicit funds or receive gifts in accordance with Association policies and with the prior approval of the Association's Board of Directors. All expenditures of the Technical Division shall be coordinated and authorized through the headquarters office of the Association according to the procedures of the Association. If the Technical Division or one of its officers or members incurs a liability without prior authorization, that liability is the obligation of each person responsible for incurring or authorizing the liability.

Section 8.02. No Compensation. No salary or compensation shall be paid by the Technical Division or the Association to the officers of the Technical Division, Executive Committee members, or members of a committee other than reimbursement of ordinary and necessary business expenditures which may, under certain circumstances, be authorized by Association policies.

Section 8.03. Political Activities. Neither the Technical Division nor its members will engage in any political activity or attempt to influence any legislation, regulation, or government official in

the name of the Association or the Technical Division without the prior approval of the Board of Directors.

Section 8.04. Approval by Association. Any action of the Technical Division must be approved by the Association's Board of Directors before the same becomes effective as an action of the Association.

ARTICLE 9. AMENDMENTS

Section 9.01. Amendments. These Bylaws may be amended by a majority vote of the members of the Technical Division voting by any of the following means (whichever is deemed appropriate at the time): mail ballot, telegram, cablegram, electronic mail or other means of electronic communications, provided the substance of such proposed amendment shall first have been approved by a majority of the Executive Committee. No amendment adopted by the Technical Division shall become effective until approved by the Board of Directors of the Association.

Approved December 8, 1992.
Revised November 28, 1995
Revised September 13, 1998
Revised October 29, 2001
Revised September 22, 2004
Revised September 12, 2005