

AOAC INTERNATIONAL
TECHNICAL DIVISION ON REFERENCE MATERIALS

BYLAWS

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 validating or using analytical methods.

ARTICLE 2. MEMBERSHIP

Section 2.1. Enrollment. Any member in good standing of AOAC INTERNATIONAL ("AOAC") 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 AOAC the full annual dues for the fiscal year during which enrollment is made. Thereafter annual dues shall be paid to AOAC, in advance, each year, on or before the date of renewal of AOAC membership. The annual dues shall be in an amount set by the TDRM Executive Committee and approved by the AOAC Board of Directors, but not to exceed 25% of AOAC dues.

Section 2.3. Membership. AOAC Members in good standing 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 more than 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 AOAC Annual Meeting

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 or by ballot 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 TDRM between meetings of the TDRM. The Executive Committee may appoint up to four (4) Members-at-Large if, in their opinion, such appointments advance the purposes of the TDRM. Members at Large shall be accorded the same voting privileges as elected Members.

Section 4.02 Composition: The TDRM Executive Committee shall be composed of eleven (11) elected members to include the five (5) Officers [Chair, Chair-Elect, Immediate Past Chair, Secretary and Treasurer] six (6) elected Members, and up to four (4) appointed Members-at-Large, all of whom shall be Individual Members of the TDRM.

Section 4.03 Terms of Executive Committee: Each Executive Committee member shall serve for a term beginning with the adjournment of the AOAC Annual Meeting at which elected, and ending with the adjournment of the AOAC Annual Meeting nearest the expiration of their term.

The six (6) Members shall be elected to staggered three-year terms, with two Members elected to full three-year terms each year, and may be elected to successive terms. The Secretary and the Treasurer shall be elected for a two-year term and may be re-elected to successive two-year terms. The Chair – Elect shall be elected for a two-year term; whereupon the current Chair-Elect shall become Chair and the current Chair shall become the Immediate Past Chair, each serving a two-year Term.

Section 4.04. Appointments: Members-at Large are appointed by the Executive Committee, for three-year terms, renewable at the discretion of the Executive Committee..

Section 4.05. Controlling Vote. Voting by the Executive Committee will follow the same quorum and controlling vote practices as outlined in Section 3.02 and 3.03.

Section 4.06. Meetings. The Executive Committee shall meet in conjunction with the AOAC Annual Meeting. Special meetings of the Executive Committee may be called upon reasonable notice by the Chair and may be called upon written request by a majority of the Executive Committee.

Section 4.07 Absence: Any Member of the Executive Committee unable to attend a meeting of the EC shall notify the Chair and state the reason for his or her absence. If a member of the EC is absent from three (3) consecutive meetings, he or she may be removed by a 2/3 vote of the Executive Committee members then in office.

Section 4.08 Resignation or removal. Any member of the Executive Committee may resign at any time by giving written notice to the Chair, Secretary, Treasurer, or to the Executive Committee. 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 Chair or the Executive Committee.

Section 4.09 Vacancies: Members of the Executive Committee - If a vacancy should occur in the elected Members of the Executive Committee, any Past Chair may be appointed by action of the remaining members of the EC 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 4.10 Vacancies: Chair and Other Officers –If the office of the Chair shall become vacant, the Chair –Elect shall thereupon become Chair of the TDRM for the unexpired term, followed by his or her duly elected term. In the event the office of Chair becomes vacant at a time when the office of Chair-Elect is also vacant, the Chair shall be filled for the remainder of the term by action of the Executive Committee. If any other officer position shall become vacant, the office may be filled for the remainder of the term by action 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 Chair-Elect, a Treasurer, and a Secretary.

Section 5.02. Immediate Past Chair. The Immediate Past Chair shall serve as the chair of the Nominating Committee.

Section 5.03. 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 AOAC Annual Meeting.

Section 5.04. Chair-Elect. The Chair-Elect shall perform such duties as may be assigned by the Chair, by the membership, or by the Executive Committee. During any period in which the Chair is unable or refuses to act, the Chair-Elect shall perform the duties of the Chair.

Section 5.05. Treasurer. The Treasurer shall annually develop the Technical Division budget, submit to the Executive Committee for approval, propose the recommended budget to the AOAC Board of Directors by Nov. 1, and monitor budget activities.

Section 5.06. Secretary. The Secretary shall issue notices of all meetings of the Technical Division and the Executive Committee, through AOAC, and shall keep a record of the proceedings of the Division and the Executive Committee.

Section 5.07. Term. Each Member of the Executive Committee shall serve for a term of three years beginning with the adjournment of the AOAC Annual Meeting at which they are elected and ending with the adjournment of the AOAC Annual Meeting coinciding with the length of their term and thereafter until their successors shall have been duly elected.

ARTICLE 6. ELECTIONS

Section 6.01. Election. The Chair-Elect, Treasurer, Secretary and any Members of the Executive Committee shall be elected by ballot of the Technical Division membership.

Section 6.02. Nominations.

Subsection 6.02.01. Nominating Committee. The Immediate Past Chair, with concurrence of the Chair, shall select three TDRM members to serve on the nominating committee. Before January 15, the Chair shall appoint a Nominating Committee consisting of the three members suggested by the Immediate Past Chair and one other member of the Executive Committee, excluding the Chair. The names of the Nominating Committee shall be announced. The AOAC 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 slate of the Nominating Committee to the Executive Committee, not later than May 1.

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 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 slate proposed by 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 Slate. The Chair of the Technical Division shall cause the slate to be published in *The Reference Standard* or otherwise published to Technical Division members not later than June 1.

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 no later than July 1. 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 AOAC may be nominated or hold office.

Section 6.04. Voting. All voting 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 by July 15, completed by August 31 and the results reported by the AOAC Staff Liaison at the Annual Meeting of the Technical Division. A nominee for any position must receive a majority of the votes cast to be elected. 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 elections of the Technical Division, the office or position shall be filled by the Executive Committee for the remainder of the term. If the office of Chair shall become vacant, the Chair-Elect shall thereupon become Chair and shall continue to hold the office of Chair for the unexpired term followed by his/her duly elected term.

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 AOAC. The Technical Division shall submit a budget to the AOAC Board of Directors for approval each year according to the procedures and on a schedule determined by the AOAC. The Technical Division may solicit funds or receive gifts in accordance with AOAC policies and with the prior approval of the AOAC Board of Directors. All expenditures of the Technical Division shall be coordinated and authorized through the AOAC headquarters office according to the procedures of the AOAC. 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 AOAC 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 AOAC 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 AOAC or the Technical Division without the prior approval of the AOAC Board of Directors.

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

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 AOAC Board of Directors.

Approved December 8, 1992.
Revised November 28, 1995

Revised September 13, 1998
Revised October 29, 2001
Revised September 22, 2004
Revised September 12, 2005
Revised September 30, 2012