

BYLAWS

of the

NEW JERSEY BRANCH OF THE AMERICAN ASSOCIATION FOR LABORATORY ANIMAL SCIENCE, INCORPORATED

A New Jersey Non-profit Corporation

Adopted May 2007

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I. Purpose

The purpose of the New Jersey Branch of the American Association for Laboratory Animal Science, Incorporated, a New Jersey non-profit Corporation (“NJAALAS”) is to sponsor and promote scientific, educational, and training programs for its members who are professionals engaged in the care, handling, study, use, and production of laboratory animals as well as promote the goals and objectives as outlined in the Constitution of National AALAS.

II. NJAALAS Objectives

1. Promoting fellowship and cooperation among persons interested in the mission and philosophy of AALAS
2. Sponsoring and promoting scientific, educational, and training programs for its members who are engaged in the care and handling of laboratory animals
3. Disseminating information to members, other Branches and National AALAS, and the general public as necessary

III. NJAALAS Board of Trustees

1. The NJAALAS Board of Trustees (BOT) will consist of the following Officers: President, President-elect, Secretary, Treasurer, and Immediate Past President. The BOT also includes at least four elected Trustees.
2. Quorum – A majority of members of the BOT (e.g., 5 members), present in person or via teleconference, shall constitute a quorum for the transaction of business matters at any meeting. If less than a majority is present, no transactions can occur. All matters before the BOT shall be decided by a majority vote of those present, unless otherwise required by these Bylaws.
3. Action Without Meetings – Unless otherwise provided by these Bylaws, any action required or permitted to be taken at a meeting of the BOT may be taken without a meeting if, prior to such action, all members consent thereto. Such consents shall be recorded in the meeting minutes.

IV. Meeting Types

1. The BOT will hold at least one meeting a year, or more as needed to conduct the business of the Branch.
2. General Membership Meetings are open to all NJAALAS members. There are typically four General Membership Meetings a year.
3. The Annual Meeting will be held at the end of the year to introduce incoming Officers, Trustees, and Committee Chairs. Other Branch business may be conducted at this time. The current year’s President and incoming President-elect jointly preside over this meeting.
4. Special Meetings – A Special Meeting of the general membership for any Branch business or associated purpose may be called by either the President, or one-third of the BOT, or one-tenth of the members. This meeting may be conducted either electronically or by a physical gathering of Branch members. A quorum is needed for any business to be voted upon.

V. Membership

1. Dues, fees, and assessments shall be established by the BOT, which has the latitude to make any adjustments yearly for inflation. Membership dues are paid annually, for the period from January 1 to December 31 of the current year, to be a member in good standing with NJAALAS.
2. Members in good standing are entitled to vote in all Branch elections and shall receive Branch communications and invitations to NJAALAS functions.

VI. Roles & Responsibilities

1. President
 - Acts as the Chief Executive Officer and Chairman of NJAALAS and is

responsible for the general management and direction of activities and affairs of NJAALAS, subject to the approval by the BOT

- Term – 1 year starting at the Annual Meeting until the next Annual Meeting and is a voting member of the BOT
- Progresses from the position of President-elect, and automatically becomes the Immediate Past President at the end of his/her term
- May not be re-elected as an Officer for a period of 1 year following the completion of his/her term in office
- Acts as liaison between NJAALAS and National AALAS
- Appoints Committee Chairs with the advice and consent of the BOT
- Delegates an individual to record minutes in the absence of the Secretary
- Conducts Branch activities under guidelines set forth in the Constitution, Branch Bylaws, and National AALAS affiliation
- Presides over BOT, Special, and General Membership Meetings
- Provides direction, support, and supervision to all Committee Chairs and BOT members
- Reviews Branch Constitution and Bylaws, and makes appropriate suggestions for changes to the BOT

2. President-elect

- Assumes the duties of the office of the President in the event that the President is unable to perform those responsibilities
- Term – 1 year starting at the Annual Meeting until the next Annual Meeting and is a voting member of the BOT
- Elected member by the general membership to the BOT and automatically becomes the President at the completion of the predecessor's term of office

3. Immediate Past President

- Presides over the BOT or General Membership Meeting at the request of the President or President-elect, or in the case of their absence or inability to act
- Term – 1 year starting at the Annual Meeting until the next Annual Meeting and is a voting member of the BOT
- Maintains the Branch information manual and undertakes assignments as directed by the President

4. Secretary

- Records the minutes of each BOT and any Special Meetings, submits those minutes to the BOT for approval, and archives an electronic copy of approved minutes
- Term – 3 years and can be renewed consecutively; term starts at the Annual Meeting and is a voting member of the BOT
- Elected member by the general membership to the BOT

5. Treasurer

- Acts as the Chief Financial Officer of NJAALAS and is an elected member by the general membership to the BOT
- Term – 3 years and can be renewed consecutively; term starts at the Annual Meeting and is a voting member of the BOT
- Maintains all NJAALAS accounts
- Acts as Signatory for expenses less than \$2500, and with President, President-elect, or Immediate Past President for amounts exceeding \$2500; electronic transfers must be approved by the BOT
- Receives monthly statements and balances the account
- Maintains and shares monthly statements with the BOT
- Receives and deposits revenue from membership dues, special assessments, and all other monies of the Branch
- Maintains copies of deposit slips and all transactions
- Pays all obligations of the Branch authorized by BOT
- Maintains copies of paid receipts on file according to standard business practices
- Prepares financial report and presents for approval at the BOT meetings

- Prepares year-end financial report containing all expenses and income from the previous year at the Annual Meeting
 - Files and submits appropriate tax returns
6. Trustees
- Undertakes assignments as directed by the President
 - Term – 2 years and can be renewed consecutively; term starts at the Annual Meeting and is a voting member of the BOT
 - Approximately half the Trustees shall be elected to full terms annually by the general membership to the BOT

VII. Board of Trustees

1. General Duties & Powers
 - Shall have control and management of the property, affairs, and activities of NJAALAS and shall exercise all powers of NJAALAS and do all lawful acts and things necessary or expedient in the control and management thereof, as are not by law or by the Certificate of Incorporation or by these Bylaws required to be done by voting members
 - Shall act only as a BOT, and individual members shall have no power as such
2. Number of Trustees
 - At present, there are 6 Trustee positions on the BOT
 - The number of Trustees may be increased or decreased by the BOT according to need, but shall be no less than 2 and no more than 8
 - All changes in the number of Trustees must be presented to the general membership for approval
3. Eligibility
 - A member of the BOT must be and remain a voting member in good standing of NJAALAS
 - No person may serve in the same position for more than 2 consecutive terms without approval of the voting members
 - No person may hold more than one position
4. Nomination
 - The Nominating Committee shall present a nomination slate to the voting members
 - Any member in good standing may nominate a NJAALAS member in good standing. The nominee must consent to the nomination.
 - When no further nominations are made, the nominations shall be closed by voice vote from members in good standing present at the General Membership Meeting
 - Following nomination, Officers and Trustees shall be elected by the vote of the members in good standing
5. Election
 - Results of the yearly election ballots are tabulated, and the outcomes announced at the May General Membership Meeting
 - The vote may be done by mail or electronically
 - Questions as to the voting procedures shall be decided by the BOT, whose decision shall be final
 - At the Annual Meeting, the President-elect shall automatically, without election, become the President, and the President shall become the Immediate Past President
 - The Treasurer and Secretary shall be elected to full regular terms in different years
6. Resignations & Removal
 - Any member of the BOT may resign at any time by giving written notice to the President or the Secretary of NJAALAS
 - Such resignation shall be effective upon receipt thereof by NJAALAS or at such

- subsequent time as specified in the notice of resignation
 - Any member may be removed from the BOT, with or without cause, at any time, by the vote of two-thirds of the entire BOT (other than that member)
- 7. Vacancies
 - Any vacancy on the BOT caused by death, resignation, removal, or any other cause (including a vacancy caused by an increase in the number of Trustees) shall be appointed by the current President and approved by the BOT
 - A member appointed to fill a vacancy shall hold office only until the next succeeding annual election of Officers and Trustees, when the general membership shall elect a person to serve the balance of the term of office
- 8. Compensation of Board of Trustees
 - No compensation will be received for services
 - Reimbursements for reasonable prior approved expenses in connection with activities on behalf of, and for the benefit of NJAALAS may be paid upon submission of signed, dated vouchers

VIII. Meetings

1. Organization of Meetings
 - The President (or President-elect in the event that the President is unable to perform those responsibilities) shall preside at every meeting of voting members
 - The Secretary of the meeting shall keep a faithful record of the proceedings
2. Order of Business
 - The order of activities at all meetings of voting members, unless changed by a majority vote, shall be as follows:
 - The meeting is called to order
 - A quorum is established if items for vote are on the agenda
 - The minutes of preceding meeting, if appropriate, are presented for approval
 - Reports of Officers
 - Reports of committees, if any
 - Unfinished business
 - New business
 - Announce the next meeting date, place, and purpose
 - Adjournment
3. Voting
 - Only members in good standing shall be entitled to vote
 - Each member present at the meeting in person shall be entitled to one vote, and the vote of a majority of the voting members voting shall control on any questions brought before such meeting, unless otherwise provided by law, or by these Bylaws
 - At each meeting of members, it may be required to have a list of all members entitled to vote at such meeting
4. Action by Voting Members Without a Meeting
 - No actions which require a meeting of voting members shall be taken without a duly held meeting, unless such action is done in writing via postal mail or electronically as determined appropriate by the BOT

IX. Members

1. Facts
 - NJAALAS shall have different levels of membership, and their respective qualification and rights are set forth in the Article 2 below
 - Unless otherwise expressly so stated in these Bylaws or required by law, all powers of NJAALAS not given to the BOT shall belong to the voting members
 - The only “members” of NJAALAS within the meaning of the New Jersey Nonprofit Corporation Act, N.J.S.A. 15 A: 1-1 ET seq. (The “Nonprofit Act”), shall be its voting members
2. Member Types & Privileges

- Individual Member – Individual members or may be affiliates under prime commercial or elite commercial levels of membership; benefits include voting privileges, NJAALAS Educational Program discounts, access to Continuing Education Units, and discounts to NJ AALAS events
 - Institution Bundle - Affords the same benefits as an Individual Member, ideal for greater than 5 Members not affiliated under Prime Commercial or Elite Commercial Level; allows Institution Bundle administrator management
 - Elite Commercial – Company will receive a Banner Ad on website and 5 individuals will receive all benefits of Individual Members
 - Prime Commercial – Company will receive one Business Card Ad on website and 3 individuals will receive all benefits of Individual Members
 - Lifetime Member – Individual who has been recognized with the Michael Roell Distinguished Service Award; benefits include voting privileges, NJAALAS Educational Program discounts, Continuing Education Units and discounts to NJAALAS events
 - Honorary Member – Individual who has made significant contributions to laboratory animal care and welfare may, upon nomination by the Board of Trustees and election by the voting members, become a NJAALAS Honorary Member. Honorary members shall be exempt from payment of dues
 - Members in good standing must join the Branch each year
 - Membership terminates each December 31st
3. Responsibilities of Voting Members
- The member (or the affiliate entity member) must be current in their annual dues and all NJAALAS fees and assessments
 - The member must be willing to be governed by the terms of these Bylaws and support the aims of NJAALAS
4. Eligibility of Voting Members
- An individual who maintains a professional and personal reputation which is beneficial to laboratory animal science
 - An individual who does not use membership to improperly promote commercial products or services
5. Annual Dues
- Full dues must be paid for a member's first partial year and each year thereafter; the amount of the annual dues shall cover the period from January 1st through December 31st
 - The annual dues shall be set from year to year by resolution of the BOT
 - Annual dues shall be payable to the Treasurer on or before the third Tuesday in March
6. Resignation & Removal
- A voting member may resign at any time by giving notice to the BOT
 - A voting member who resigns automatically resigns all his/her other positions in NJAALAS
 - Any member who has not paid their dues by the third Tuesday in March shall be considered as having resigned from NJAALAS
 - A member may be removed from NJAALAS's membership roles at any time, with cause, by a two-thirds vote of the BOT
7. Compensation & Transfers
- No member shall receive any fee, salary, or remuneration of any kind for his services as a member
 - Members may, at the discretion of the BOT, be reimbursed for reasonable expenses incurred for the benefit of NJAALAS upon presentation of signed, dated vouchers
 - No Individual membership may be transferred

X. Committees of the Board of Trustees

1. Committees

- Subject to these Bylaws, the BOT may establish and abolish committees, which are to be under its control and authority
 - The BOT, by resolution approved by a majority of the entire BOT, may appoint from among the Trustees and voting members one or more committees
 - The BOT may fill any vacancy in a committee
 - The BOT may appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee
 - The BOT may remove any member of such committee at any time, with or without cause
2. Operations of Committees
- It is anticipated that each committee will be reorganized every year by resolution of the BOT, unless otherwise the same procedural rules applicable to the BOT shall apply to its committees
 - The President, with the advice and consent of the BOT, shall appoint a Chair from among the committee members
 - Actions taken at a meeting of each committee shall be kept in a record of its proceedings, which shall be reported to the BOT at its next meeting following such committee meeting
3. Standing Committees
- The committees shall include the Nominations Committee, Programs Committee, Social Media Committee, Membership Committee, Awards Committee, and Education Committee
 - The BOT has the authority to add or remove committees as necessary
4. Limits on Committee Powers
- Each committee, to the extent provided in the resolution which created it or in these Bylaws, shall be responsible to the BOT
 - No committee shall make, alter, or repeal any Bylaw
 - No committee shall elect or appoint any Officer or Trustee, or remove any Officer or Trustee
 - No committee shall make any grants or distributions of funds
 - No committee shall submit to members any action that requires the approval of voting members without prior discussion and approval by the BOT
 - No committee shall amend or repeal any resolution previously adopted by the BOT

XI. Dissolution

1. Voluntary Dissolution
- NJAALAS shall be dissolved upon the three-fourths vote of members present at a meeting of the members, provided that a written notice of the proposed dissolution must be given to all members in good standing entitled to vote
2. Distribution of Assets
- After payment or making provisions for payment of all liabilities, NJAALAS shall distribute, in equal resolve, its remaining assets for the continuance of advocacy, outreach, and educational purposes on behalf of the biomedical research community to an institution or organization (i.e., National AALAS, NJABR, etc.) as determined by the BOT

XII. Miscellaneous

1. Execution of Contracts
- All contracts and all checks, notes, and similar documents for the payment of money over \$2500 shall, unless otherwise directed by the BOT or unless otherwise required by law, be signed by 2 Officers: one of whom must be the Treasurer and the other who must be the President, the President-elect, or the Immediate Past President. The BOT may designate other Officers and agents of NJAALAS, who may execute

contracts, checks, and other papers

2. Loans

- NJAALAS shall not make any loans

3. Force & Effect of Bylaws

- These Bylaws are subject to the provisions of the New Jersey Non-profit Corporation Act, as amended, and NJAALAS's Certificate of Incorporation as it may be amended from time-to-time

If any provisions in these Bylaws are inconsistent with the provisions in the New Jersey Non-profit Corporation Act or the Certificate of Incorporation, the provisions of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency

4. Seal & Fiscal Year

- The BOT shall provide a Corporate Seal which shall be in the form of a circle and shall bear the name of NJAALAS and words and figures indicating the year and state in which NJAALAS was incorporated
- The fiscal year of NJAALAS shall be the year ending December 31st

5. Amendments

- Substantive amendments to these Bylaws may be proposed only by either 10 or more members, or by the BOT
- Approval of amendments may only be given by either a majority vote of the voting members, provided that written notice of the basic form and substance of the proposed amendment is given to the active members at the prior meeting of voting members, or by a majority vote of the entire BOT
- The voting members must be informed at the next General Membership Meeting of any amendment that has been approved by the BOT
- Non-substantive corrections to these Bylaws may be made by a majority vote of the entire BOT; notification to the voting members is not necessary for non-substantive corrections

6. Donations

- Pending review and approval by the BOT, NJAALAS may only conditionally accept a grant, gift or donation that has conditions attached