

**CONSTITUTION OF THE NEW ENGLAND BRANCH
OF THE AMERICAN ASSOCIATION FOR LABORATORY ANIMAL SCIENCE**

2013 CONSTITUTION

Article I – Name

- (1) This organization shall be known as the New England Branch of the American Association for Laboratory Animal Science (NEBAALAS).
- (2) The NEBAALAS shall be incorporated under the laws of the Commonwealth of Massachusetts as a nonprofit educational organization.

Article II – Objectives

- (1) To sponsor and to provide educational and training programs for members and others who are professionally engaged in the production, care, use, and study of laboratory animals.
- (2) To promote fellowship and co-operation among those interested in the objectives of the NEBAALAS.
- (3) To cooperate with other branches in the exchange of information and in the coordination efforts concerning laboratory animal science.
- (4) To comply with the requirements of the American Association for Laboratory Animal Science (AALAS) when their annual meeting is held within our District (AALAS District 1).
- (5) To carry out the program of AALAS at the local level, whenever possible.

Article III – Membership

- (1) Member – A member is considered in good standing when current with their annual dues. Members whose dues are unpaid by March 1 shall be considered not in good standing. Reinstatement may be made only by the procedure for new members. A member will have voting rights in branch elections and in general meetings, access to the Members Only section of the NEBAALAS website, will be listed in the NEBAALAS Membership Database, will receive NEBAALAS publications, will receive event invites and reminders, and will receive discounts (if applicable) on NEBAALAS sponsored meetings and events.
- (2) Honorary Membership – Individuals who have made significant contributions to laboratory animal care and/or to the NEBAALAS shall, upon nomination by a member and affirmative majority vote by the Board of Directors, will become honorary members. Upon filing application to renew their membership, honorary members shall be exempt from paying dues. No more than one honorary member shall be elected within a calendar year.
- (3) Individual Membership – A classification of membership comprised of individuals supporting the human care and use and the science of laboratory animal research. They may be engaged in the management, care, production, sales or study of laboratory animals. An Individual Member in good standing will have access to all the rights of a member. A first time Individual Membership will either need to be sponsored by an active NEBAALAS member or come under review of the Membership Committee to ensure the individual will comply with the objectives of NEBAALAS.

NEBAALAS CONSTITUTION AN BYLAWS

- (4) Institutional Membership – A classification of membership comprised of educational or research facilities/institutions, government or civilian, whose interests can be promoted or aided by the interaction with NEBAALAS. The annual dues shall include six Individual Memberships, one of whom shall be designated as the institutional representative and free classified advertising on the NEBAALAS website. Institutional Members shall have the right to publish they are members of NEBAALAS in their advertisements.
- (5) Vendor Membership – A classification of membership comprised of entities supporting laboratory animal science that are engaged in the promotion of animal-related research activities or the selling, production, and/or providing of services to the laboratory animal science profession. The annual dues shall include two Individual Memberships, listing of the company on the vendor section of the website and the option to sponsor monthly meetings. Vendor Members shall have the right to publish they are members of NEBAALAS in their advertisements.
- (6) At the recommendation of the Membership Committee and by the majority vote of the Board of Directors, membership may be denied or withdrawn for failure to comply with the objectives of the NEBAALAS or for cause.

Article IV – Officers and Board of Directors

- (1) The Officers of the NEBAALAS shall be composed of a Vice-President Elect, Vice-President, President, Immediate Past-President, Secretary, and Treasurer. Officers must be NEBAALAS members in good standing. The Officers oversee the Board of Directors. Officers are encouraged, but not required to be members of National AALAS.
- (2) The Board of Directors is the governing body of the and shall be composed of the:
 - a. Officers;
 - b. Each standing Committee Chairperson of the Program, Nominations/Elections/Awards, General Membership, Vendor Membership, Scholarship, Marketing, Media, and Education Committees; and
 - c. Four (4) New England Branch (NEB) Trustees. Two (2) of the four (4) NEB Trustees shall be selected by the current President and serve a consecutive two-year term.
- (3) If the AALAS District 1 Trustee or Alternate Trustee is a member of the NEBAALAS, that individual shall have Board of Director voting rights for the term of his/her office as the AALAS District 1 Trustee or Alternate Trustee.
- (4) The Board of Directors are expected to attend a majority of the Board of Directors Meetings, or the President has the right to relinquish their position and appoint a suitable replacement to complete the term.
- (5) The Board of Directors shall have general control over the affairs of the NEBAALAS and shall determine policy, administer finances, and decide the annual dues to be paid by members.
 - a. Financial Responsibility and Accountability – the Board of Directors in their administration of the finances of the NEBAALAS will consider the percentage of costs that the branch will incur for sponsored events in relation to the overall available funds. It is important that the Board of Directors does not overspend and jeopardize the operational budget of the NEBAALAS.

NEBAALAS CONSTITUTION AN BYLAWS

Article V – Voting Rights

- (1) Members and Honorary members shall have voting rights in branch elections and general meetings.
- (2) The Board of Directors will have voting rights at the Board of Director Meetings. Necessary to pass a motion is by majority of those present and voting when a quorum of the Board of Directors are present. Each standing Committee gets one vote by a representative Chairperson.

Article VI – Terms of Office

- (1) The Vice-President Elect is a four (4) year commitment, and shall be elected and serve for a one-year term as the Vice President- Elect, then automatically become Vice-President at the termination of the predecessor's term of office. The term shall encompass the completion of the Annual Awards event to the completion of the Annual Awards event the following year.
- (2) The Vice-President is a three (3) year commitment, and shall serve for a one-year term as Vice-President, then automatically become President at the termination of the predecessor's term of office. The term shall encompass the completion of the Annual Awards event to the completion of the Annual Awards event the following year.
- (3) The President is a two (2) year commitment, and shall serve a one-year term as President, and shall not be eligible for immediate re-election. The term shall encompass the completion of the Annual Awards event to the completion of the Annual Awards event the following year at which time the person becomes the Immediate Past-President.
- (4) The Immediate Past President is a one (1) year commitment and shall serve for one-year term. The term shall encompass the completion of the Annual Awards event to the completion of the Annual Awards event the following year.
- (5) The Secretary and the Treasurer shall be elected and serve a minimum two-year term and shall be eligible for consecutive re-election. The term shall encompass the completion of the Annual Awards event to the completion of the Annual Awards event for two (2) consecutive years.
- (6) NEB Trustees selected by the President shall serve for a two-year term and shall be eligible for reappointment within one year of the completion of their previous term. The term shall encompass the completion of the Annual Awards event and to the completion of the Annual Awards event for two (2) consecutive years.
- (7) If there should be an interim vacancy on the Board of Directors, the President will appoint a suitable replacement to complete the term of that position until the next regular election.
- (8) The role of an Ad Hoc Committee shall be to provide the President and/or the Board of Directors council and/or report on a specific matter pertaining to the branch, including branch activities, polices, procedures and operations. An Ad Hoc Committee is a temporary non-voting support mechanism of the Board of Directors.

Article VII – Election by Ballot

- (1) The election of Officers shall be conducted by ballot no later than three (3) months prior to the Annual Awards event. Ballots must be distributed at least four (4) months prior to the scheduled change of office.

NEBAALAS CONSTITUTION AN BYLAWS

The Nominations/Elections/Awards Committee shall distribute ballots for nomination of the Vice-President Elect annually, and for the Secretary and Treasure biannually. Ballot nominations of members are to be signed by 15 members.

- (2) The Nominations/Election/Awards Committee shall receive and tally all ballots cast.
- (3) The candidate for each Office who receives the greatest number of member votes shall be declared elected. The Officers elected shall take office as stated in Terms of Office.
- (4) In case of a tie, the Officers and NEB Trustees vote to decide the winner of the election.

Article VIII – Quorums

- (1) At any general meeting of the NEBAALAS, 25 members shall constitute a quorum for the consideration of business.
- (2) At any meeting of the Board of Directors, nine members of Board Directors shall constitute a quorum.

Article IX – Bylaws

- (1) The NEBAALAS shall establish Bylaws for the Good of the NEBAALAS as herein provided.

Article X – Amendments

- (1) An Amendment to the Constitution may be proposed by four (4) members of the Board of Directors or by at least 25 members and shall be filed in writing with the Secretary. The proposed Amendment shall be considered at the next scheduled meeting of the Board of Directors. If approved by affirmative majority vote the Secretary shall distribute:
 - a. a summary of the proposed Amendment(s);
 - b. a copy of the revised Constitution document to each member accompanied by a ballot;
 - c. the existing Constitution.

An Amendment shall be considered adopted if it receives an affirmative majority vote by two-thirds of the members voting An Amendment shall become effective immediately upon its adoption.

Article XI – Overruling Officers, or Board of Directors

- (1) Any action of the Officers or the Board of Directors may be overruled by the members in the following manner:
 - a. Upon receipt of petition by 15 members, the Secretary will arrange for debate of an issue at near future regularly scheduled general meeting of the NEBAALAS. He/she shall also notify the Chairperson of the Program Committee and the member's at large, of the impending topic and period discussion at least one week before the meeting.
 - b. After debate of an issue at a scheduled general meeting, the Secretary shall distribute to members a summary of the debate for approval or disapproval of the action.
- (2) For the transaction of business proposed at a general meeting shall be by ballot.
 - c. The action shall be considered adopted if it receives an affirmative majority vote by two-thirds of the members voting, with a four-week period allowed for return of the ballot.

Article XII – Indemnification

- (1) The NEBAALAS shall hold harmless present and former Officers, and Committee Members against all liabilities and costs, including attorney's fees, reasonably incurred because of any claim or lawsuit to which such person may be made a party by reason of any good faith action taken or omitted to be taken for NEBAALAS in connection with their position. In the event of death, this indemnification shall extend to a covered person's estate. To the extent available, the NEBAALAS shall insure against any potential liability under this Article.

Article XII – Conflict of Interest

- (1) An annual written commitment to abide by the association Conflict of Interest "COI" policy is a condition precedent for an Officer or Committee Member to take or retain his/her office/position. The COI is generated and administered by the Secretary on an annual basis.