Association for Assessment and Accreditation of Laboratory Animal Care International

Bylaws
BYLAWS
AAALAC INTERNATIONAL

ARTICLE I  Purpose

The name of this organization shall be the Association for Assessment and Accreditation of Laboratory Animal Care International, Inc. (AAALAC International). It is organized and operated exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954.

The primary purpose of AAALAC International as stated in the Articles of Incorporation is to accredit animal care and use programs. The objectives of accreditation are to improve the welfare of animals produced for or used in research, teaching and testing, and to enhance the quality of these programs. These Bylaws are not intended to include purposes or authorize powers different from those provided in the original Articles of Incorporation, 1965, of the American Association for Accreditation of Laboratory Animal Care.

ARTICLE II  Offices

AAALAC International shall have and maintain continuously in Illinois a registered office and have a registered agent whose location is at such registered office, and may have other offices, within or without the State of Illinois, as the Board of Trustees (hereafter referred to as Board) may determine from time to time. The Board may elect to change the principal place of business of AAALAC International (Executive Office) from the State of Illinois. Upon completion of any such change, all documents on file with the State of Illinois shall be revised to reflect such move. The office was moved to Maryland in 1986.

ARTICLE III  Membership

Section 1. Members

Members of AAALAC International shall be organizations (hereafter referred to as Member Organizations) professionally concerned with the care, study and use of animals in scientific research, teaching and testing and must support the purpose and objectives of AAALAC International according to Article I. A list of Member Organizations shall be maintained and on file (Schedule A, appended).

Section 2. Qualifications

An organization may be admitted to membership in AAALAC International upon the approval of two-thirds of the members of the Board. Upon admission of the applicant organization to membership, the Executive Director shall revise Schedule A to include the name of the newly admitted Member Organization.

Each organization applying for membership shall provide copies of its bylaws, information on membership composition, information on funding, relevant position statements on animal care and use and representative publications.
A Member Organization shall provide copies of its annual budget and any amendments to bylaws or official changes in position statements on animal care and use whenever they occur.

Section 3. Standing

A Member Organization shall be in good standing if it pays its dues and appoints a representative (hereafter referred to as a Trustee) to attend and participate in Board meetings. Members in good standing (appointed Trustees) shall have all of the rights and privileges to participate in meetings, vote, and serve as an officer or on a committee of the Board or the Council.

A Member Organization that fails to pay its dues, or does not appoint a Trustee, or does not continue to support the purpose and objectives of AAALAC International may be removed from the Board after having been given sixty (60) days written notice of the issue and pending action. The non-attendance of a duly appointed Trustee or Proxy (See also Article VI, Section 5, Proxy) in more than one annual (regular) meeting over the course of a three year term may also result in the removal of the Member Organization from the Board.

Section 4. Resignation of Members

Any Member Organization may resign effective 60 days after it files with the AAALAC International office its intention to resign. In the event of any such resignation, the resigned Member Organization shall have no claim upon any assets of AAALAC International. Resigning Member Organizations shall be obligated to resolve all fiscal obligations to AAALAC International. The name of the resigned Member Organization shall be removed from Schedule A by the Executive Director within 30 days after such resignation is effective.

Section 5. Removal of Members

A Member Organization not in good standing may be removed from the Board of Trustees when the motion for removal is approved by the affirmative vote of two thirds (2/3) of the members present at a meeting of the Board of Trustees. In the event of any such removal, the removed Member Organization shall have no claim upon any assets of AAALAC International. Removed Member Organizations shall be obligated to resolve all fiscal obligations to AAALAC International. The name of the removed Member Organization shall be deleted from Schedule A (list of Member Organizations) by the Executive Director within 30 days after such removal is effective.

Section 6. Transferability or Assignability

Membership in AAALAC International shall not be transferable or assignable.

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1 Actions required to be "written," to be "in writing," to have "written consent," to have "written approval" and the like by or of members, directors, or committee members shall include any communication transmitted or received by electronic means.

2 Another person authorized to vote or act for the appointed Trustee during their absence from a meeting of the Board, and who has written authorization to vote or act for the appointed Trustee during their absence from a meeting of the Board.
ARTICLE IV  Board of Trustees

Section 1.  Governance

The affairs of AAALAC International shall be authorized and managed by a Board of Trustees. Each Member Organization shall be entitled to appoint one person as Trustee to represent the Member Organization on the Board of AAALAC International. Each Member Organization shall be responsible for all costs incurred by the Trustee in attending meetings of the Board.

Section 2.  Number of Trustees

The number of Trustee positions shall equal the number of Member Organizations in good standing. The failure of a Member Organization to appoint a Trustee, or the failure of a person so appointed to take office as a Trustee, shall result in a vacant position on the Board but shall not reduce the total number of authorized Trustees.

Section 3.  Term of Office

Trustees shall be appointed/reappointed to represent a Member Organization for a term of three consecutive years. A complete year for the purpose of this Section shall begin January 1 and conclude December 31. The Member Organization shall notify AAALAC International of the appointment of a new Trustee or the reappointment of the incumbent Trustee.

Section 4.  Quorum

A majority of the members of the Board shall constitute a quorum for the transaction of AAALAC International business.

Section 5.  Expenses

Trustees will serve without monetary compensation. However, reasonable expenses (as prescribed in the Travel Expense and Reimbursement Policy) incurred by Trustees incident to activities of AAALAC International, may be reimbursed with the approval of the Executive Committee. Expenses related to attendance at the annual BOT meetings are not subject to reimbursement.

ARTICLE V  Powers and Responsibilities of the Board of Trustees

Section 1.  General Powers

The Trustees shall possess all powers specifically granted to the Board by operation of law or common to good corporate practice to achieve the purposes stated in Article I of the Bylaws and as enumerated in the Articles of Incorporation.
Section 2. Specific Powers

The Board shall have the exclusive powers and responsibilities, as described and limited by these Bylaws, to:

a) do all things necessary and proper as required by applicable laws to comply with the laws of each state or country in which AAALAC International is doing business, as defined by the laws of that state or country, except that AAALAC International will retain the right to hold all material in its possession as confidential;

b) employ and dismiss an Executive Director from the employ of AAALAC International;

c) establish and adopt rules, positions, general principles and policies for accreditation of animal care and use programs;

d) ratify the appointment and removal of members of the Council on Accreditation and Council Member Emeriti;

e) receive and affirm the decisions of the Council on Accreditation in granting accreditation status;

f) approve the induction or removal of Member Organizations from the Board of Trustees;

g) serve as an appellate body to review determinations of the Council on Accreditation;

h) move the location of the Executive Office of AAALAC International to such location which, in the opinion of the Board, is in the best interests of the organization;

i) distribute any assets upon the dissolution of AAALAC International; and

j) amend these Bylaws.

ARTICLE VI Meetings of the Board of Trustees

Section 1. Regular Meetings

The Board shall meet annually to conduct business of the organization. Trustees not able to be physically present at a convened meeting may be “present” for quorum and voting purposes through teleconference, webinar, or other electronic communications by means of which all persons participating in the meeting can communicate with each other in real time according to established guidelines adopted by the Board. Except as otherwise provided in these Bylaws, meetings shall be conducted in accordance with Robert’s Rules of Order. Trustees and members of the Executive Committee wishing to introduce new substantive business should provide written notice of the issue(s) to the Executive Director at least forty-five (45) days prior to the meeting.

Section 2. Special Meetings

Special meetings of the Board may be called by the Chair of the Board upon notice. At the discretion of the Chair, a meeting may be conducted through the use of teleconference, webinar, or other electronic
communications by means of which all persons participating in the meeting can communicate with each other in real time.

**Section 3. ** **Notice**

Written notice for the regular meeting of the Board shall be given at least sixty (60) days prior to the proposed meeting date. Written notice for Special Meetings of the Board shall be delivered not less than five (5) days nor more than sixty (60) days prior to the proposed meeting date. In the case of a proposal to remove one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets shall be delivered not less than twenty (20) days nor more than sixty (60) days before the date of the meeting. Written notice shall be sent to each Trustee at the address on file in the records of AAALAC International and will include the place or means (electronic), the date, the hour, and the purpose of the meeting.

**Section 4. ** **Consent Resolution**

Any action requiring a vote by the Board may be taken without a meeting of the Board provided (1) pending action is communicated to all Trustees in writing, (2) a written record of unanimous approval of all members of the Board is obtained, and (3) such action does not violate relevant local, state and national statutes.

**Section 5. ** **Proxy**

Any member of the Board may vote by a written proxy unless such action violates applicable local, state and national statutes. The written proxy may be issued and assigned to another member of the Board or to another individual representing the same Member Organization except that the person so designated shall not be a current member of the Council on Accreditation, Council Member Emeritus or a member of the Executive Office staff.

**ARTICLE VII  Officers**

**Section 1. ** **Corporate Officers**

The officers of the Board shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board may authorize, all of whom shall be elected from and by members of the Board. The officers of the Board shall serve in their respective capacities as the corporate officers of AAALAC International.

**Section 2. ** **Chair**

The Chair of the Board shall preside at all meetings of the Board and Executive Committee. The Chair may sign on behalf of AAALAC International all contracts, documents and instruments as authorized by the Board. The Chair shall be responsible for the general conduct and welfare of the organization.

**Section 3. ** **Vice Chair**

The Vice Chair shall act as Chair in the absence of the Chair and, when so acting, shall have all the responsibility, powers and authority of the Chair.
Section 4. **Secretary**

The Secretary shall be responsible for keeping the minutes of the meetings of the Board, preparing the agenda for each meeting, sending notices duly given, keeping custody of corporate records and the corporate seal, keeping a register of the name and address of each Trustee and each member organization, and in general performing all duties incident to the office of Secretary. The Chair, Board, may delegate the administration of these responsibilities to the Executive Director, who shall perform such duties subject to the direction and oversight of the Secretary.

Section 5. **Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of AAALAC International; receive and give receipts for monies due and payable to AAALAC International from any source whatsoever and deposit all such monies in the name of AAALAC International in such banks or other depositories as may be designated by the Board; see that all authorized accounts payable are paid promptly; see that an adequate accounting system is maintained to ensure a true and accurate accounting of the financial transactions of AAALAC International; provide reports of all such transactions to the Board; and in general perform all duties incident to the office of Treasurer. The Chair, Board, may delegate the administration of these responsibilities to the Executive Director, who shall perform such duties subject to the direction and oversight of the Treasurer.

Section 6. **Nominations**

The Executive Committee shall appoint a Nominations Committee according to Article VIII, Section 3 and shall provide the Nominations Committee with a charge detailing the nominations process.

The Nominations Committee will identify one candidate for each vacant position, with the exception of the Member at Large positions: there should be one more candidate than the available Member at Large positions.

The Nominations Committee will also identify an additional trustee as a candidate for service on the Audit and Finance Committee.

The Nominations Committee will render their recommendations to the Executive Committee and Executive Director six weeks in advance of the annual meeting.

The Executive Director will send the Nominations Committee’s recommendations to and solicit additional nominations from individual members of the Board. Additional nominations from individual members of the Board must be submitted in writing and received by the Chair of the Nominations Committee or Executive Director at least three weeks prior to the annual meeting.

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3 The current Bylaws states “…at least two Member-at-Large positions elected from the Board….”. Currently there are three Member at Large positions (see below reference to the Ad hoc Committee Report recommendations).
Section 7. Election

A final ballot composed of the Nominations Committee’s recommendations and additional individuals identified through the Executive Director’s solicitations of the Trustees for additional nominations will be prepared for the election.

The election of Executive Committee Officers and Trustee to the Audit and Finance Committee will be conducted during the Board meeting or within 45 days following the adjournment of the annual Board meeting.

Nominees who receive a majority of votes cast will be elected to office. Should subsequent ballots be necessary, each subsequent ballot will be handled in the same manner until completion of the balloting process.

Board members will have the option to “Abstain” from voting for each position. Ballots marked “Abstain” contribute to a quorum but not to the calculation of a majority.

Section 8. Term of Office

The term of office for each officer shall be one year. The term shall begin January 1 and conclude December 31. No Trustee may serve more than three (3) consecutive terms in any one office.

Section 9. Vacancies

Any duly elected corporate officer may vacate an office through removal for cause or voluntarily. Any officer may be removed for cause by a two-thirds (2/3) vote of the Trustees attending an annual or special meeting of the Board at which a quorum is present, or by consent resolution (as prescribed in Article VI, Section 4). An officer may also be relieved of responsibilities to the Board by indicating in writing to the Chair of the Board intent to resign. A vacancy shall be filled temporarily by majority vote of the Executive Committee. An individual appointed by action of the Executive Committee shall complete the remainder of the term of the departed officer or serve until a successor is selected by the Board at its next annual or special meeting.

Section 10. Bonding and Security

All officers, agents and employees of AAALAC International responsible for the receipt, custody or disbursement of funds shall give bond for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. AAALAC International shall obtain and pay for such bond. All officers of the corporation will also be provided coverage under a policy of directors and officers liability insurance.
ARTICLE VIII Committees of the Board

Section 1. Executive Committee

The incumbent officers as described in Article VII, Section 1, at least two Members at Large elected from the Board, and the President and Vice President of the Council on Accreditation shall constitute the Executive Committee. The Executive Committee shall serve from January 1 until December 31. Between annual meetings of the Board, the Executive Committee may act on and implement all motions requiring Board action. The Executive Director and other Directors of AAALAC International and the immediate Past Chair of the Board shall be ex-officio members of the Executive Committee, and shall not be entitled to vote. Reasonable expenses of Executive Committee members associated with attending Executive Committee meetings or while conducting AAALAC International business shall be reimbursed (as prescribed in the Travel Expense and Reimbursement Policy).

Section 2. Audit and Finance Committee

There shall be an Audit and Finance Committee with both financial and audit responsibilities. The financial responsibilities shall include review of the Treasurer’s report prior to its presentation to the Executive Committee and the Board, and other relevant duties that may be assigned by the Board. The audit responsibilities shall include selection of an independent auditor, with approval by the Board; review of the arrangements, scope and plan for the audit; consideration of comments from the independent auditor, including those with respect to weaknesses in internal accounting controls and corrective actions taken by management; discussion of matters relating to the financial statements or other results of the audit; review of internal accounting procedures and controls; and other relevant duties that may be assigned by the Board. This committee will consist of at least five members to include 1) the Treasurer of the Board, 2) the Vice Chair of the Board, 3) the President of the Council on Accreditation, and 4) the Executive Director, who shall be excluded from all audit functions of this Committee, and 5) an additional Trustee elected by the Board.

Section 3. Nominations Committee

The Executive Committee shall appoint as necessary, but at least annually, a Nominations Committee consisting of at least three members of the Board, exclusive of incumbent officers. The Nominations Committee shall develop a slate of candidates, exclusive of current members of the Nominations Committee, to serve as officers and for elected committee positions of the AAALAC International Board of Trustees.

Section 4. Cohen Award Committee

The Cohen Award Committee shall consist of the three most recent recipients of the AAALAC International Bennett J. Cohen Award willing to participate. This Committee will evaluate the nominations based upon standards and in accordance with procedures adopted by the Board and make a formal recommendation to the Executive Committee by May 31 of years in which nominations are acted upon.

Section 5. Ex-officio Committee Members

The Chair, or another member of the Executive Committee designated by the Chair, shall be an ex-officio member of each Committee, without a vote.
Section 6. Additional Committees

The Executive Committee and/or the Board may designate Committees for such purposes, powers, and duties as the Board may prescribe to promote the objectives of AAALAC International.

ARTICLE IX Council on Accreditation (Council)

Section 1. Purpose

The Council shall operate a voluntary system of accreditation of animal care and use programs in accordance with these Bylaws and the Rules of Accreditation (Rules) established by the Board under Article X.

Section 2. Membership

The President of Council with input from the Chair of the Board shall appoint a Nominating Committee to identify candidates for election to Council. The Council Nominating Committee will include equal numbers of members of the Council and the Board. The Council shall by majority vote select members to the Council from those nominated by the Committee, subject to ratification by the Executive Committee. The Board shall, after a fair hearing, have authority to remove members from Council by two-thirds (2/3) vote. The Council membership shall comprise no fewer than ten (10) individuals whose principal expertise is in directing and/or managing animal care programs, including veterinary care programs, and no fewer than five (5) individuals whose principal expertise is in the administration, management or conduct of laboratory research, teaching or testing involving the use of animals.

Section 3. Qualifications

The membership of Council shall include only such persons who have the qualifications, skills and capacities through education or experience to conduct evaluations of animal care and use programs. A Council member shall not participate in the evaluation of any program that the member is not eligible or qualified to site visit or with which the member has a real or perceived conflict of interest, as set forth in the Rules of Accreditation.

Section 4. Term of Service

Membership on the Council shall be for a period of three years. Terms shall take effect on July 1 and terminate on June 30, except that interim terms shall take effect as determined by action of the Board. Members of the Council shall be eligible for re-election for a maximum of four terms, and will be limited to 12 years of service, except as may be determined otherwise by the Board.

Section 5. President and Vice President

A President and Vice President shall be elected by the Council membership during each calendar year and shall take office on July 1. The President shall preside at all meetings of the Council and shall be responsible to the Board for the general conduct and leadership of the Council. The Vice President shall act as President in the absence of the President and, when so acting, shall have all the responsibility, powers and authority of the President. Additional officers may be elected by the Council membership to allow the Council to conduct its business in an orderly manner.
Section 6. Meetings

Meetings of the Council shall be held upon call of the Council President or the Chair of the Board whenever, in the opinion of either, there is sufficient business to justify a meeting.

Section 7. Reports

The Council President shall report on the activities and status of the accreditation program at each annual meeting of the Board of AAALAC International and as otherwise directed by the Chair, Board.

Section 8. Recommendations

The Council shall recommend to the Board any actions necessary to further the accreditation program, including any revision to the Rules issued by the Board under Article X. Such recommendations shall not be binding upon the Board.

Section 9. Council Member Emeriti

Council Member Emeriti assisting the Council shall be nominated by a Council Member Emeritus Nominating Committee appointed by the Council President. Council shall by majority vote select Emeriti, subject to ratification by the Executive Committee. The term of service to the Council as an Emeritus shall be for a period of three years with terms eligible for renewal every three years. The duties and functions of the Council Member Emeriti shall be as provided by the Board, these Bylaws, the Rules of Accreditation, and Council guidelines. An individual may not serve as both a Council Emeritus (i.e., lead site visits and make an accreditation recommendation) and a member of the Board or a member of the AAALAC International staff.

Section 10. Ad hoc Consultants and Specialists

Ad hoc Consultants and Specialists assisting the Council shall be identified by an Ad hoc Consultants/Specialist Selection Committee appointed by the Council President, and shall possess the same qualifications as members of the Council, as described in Article IX, Section 3, above. Service to the Council as a Consultant or Specialist shall be for a period of three years with terms eligible for renewal every three years. Also, former Council Members may be retained as Ad hoc Specialists, with terms eligible for renewal every three years. The duties and functions of the Consultants/Specialists shall be as provided by the Board, these Bylaws, the Rules of Accreditation, and Council guidelines. An individual who serves as both an Ad Hoc Consultant/Specialist and a member of the Board shall not forfeit rights and duties as a Trustee.

Section 11. Expenses

Members of the Council, Council Member Emeriti, and Ad hoc Consultants/Specialists shall receive an honorarium and be reimbursed for expenses incurred in attending Council meetings and performing site visits (as described in the Travel Expense and Reimbursement Policy).
ARTICLE X  Accreditation Program

The Board shall be authorized to issue rules concerning the accreditation of animal care and use programs for implementation by the Council, and it may delegate authority to establish such Rules of Accreditation to the Council and Executive Director. The Rules shall include, but shall not be limited to, the standards and requirements for accreditation, the establishment of application fees, the maintenance of confidential records, the awarding of certificates of accreditation, and the procedures for establishing or revising standards, conducting site visits, granting or denying accreditation, and holding hearings concerning withholding or revocation of accreditation.

ARTICLE XI  Executive Officers

Section 1.  Executive Director

The Executive Director shall serve as a full time employee of AAALAC International, with the overall responsibility of implementing the policies and programs of the Board as directed by the Executive Committee, including general management of the office staff and safekeeping of AAALAC International assets. Specific responsibilities and duties may be reviewed and modified by a majority vote of the Board. Salary will be established and approved by the Executive Committee. The Executive Director shall hire and establish compensation for all other Executive Office personnel.

Section 2.  Other Directors

Directors and other executive officer positions may be created and filled based on the needs of the Association. Such positions shall be reviewed by the Executive Committee and approved by a majority vote of the Board. Another Director shall be designated to act as Executive Director in the absence of the Executive Director and, when so acting, shall have all the responsibility, powers and authority of the Executive Director.

ARTICLE XII  Miscellaneous

Section 1.  Fiscal Year

The fiscal year of AAALAC International shall begin on January 1 and end on December 31 of each calendar year.

Section 2.  Use of Funds

All funds shall be used only for the administration of AAALAC International and in the furtherance of the purposes for which AAALAC International was created. No part of the net income of AAALAC International shall inure to the benefit of or be distributable to its members, Trustees, Officers, or other private persons, except that AAALAC International shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I of these Bylaws.
Section 3. **Checking Account**

Funds of AAALAC International on deposit with any bank or trust company shall be subject to withdrawal on the signature of such person or persons as may be determined by resolution of the Board.

Section 4. **Investments**

An investment policy shall be developed and monitored by the Audit and Finance Committee. Subject to ratification and periodic review by the Board, the Audit and Finance Committee will select a professional Investment Advisor and maintain a current investment policy.

Section 5. **Audits**

All accounts of AAALAC International shall be audited annually by independent Certified Public Accountants who shall be selected by the Board. A copy of the report of said audit shall be delivered to AAALAC International at a time appropriate for review annually by its Board.

Section 6. **Indemnification**

Each Trustee, Council member, Consultant, employee and other agent of AAALAC International shall be held harmless and indemnified against all claims and liabilities and all reasonable costs and expenses, including attorney's fees, imposed or incurred in connection with any action, suit or proceeding, or the settlement or compromise thereof, to which the individual may be made a party by reason of any action taken or admitted to being taken by the individual as a Trustee, Council member, Consultant, employee or other agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of the individual's death, shall extend to a legal representative. Such indemnification shall not extend to matters in which a Trustee, Council member, Consultant, employee or other agent shall be found guilty of gross negligence or willful misconduct, and/or to matters settled or otherwise terminated without a final determination on the merits, where such settlement or termination is predicated on the existence of such gross negligence or willful misconduct. To the extent reasonably possible, AAALAC International shall insure against any potential liability hereunder.

Section 7. **Political Activity**

No substantial part of the activities of AAALAC International shall be the carrying on of propaganda, or otherwise attempting to influence legislation. AAALAC International shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 8. **Conflict of Interest**

Members of the Board of Trustees, Council on Accreditation, former Council, inclusive of Council Emeriti, Ad hoc Consultants/Specialists and AAALAC Executive Office Staff must be sensitive to and avoid circumstances that pose a conflict of interest in accord with AAALAC International’s policy statements and guidelines regarding Conflict of Interest. Acceptable standards of professional conduct (as described in the Code of Ethics) must be practiced.
Section 9. Gifts

The Board or the Executive Director may accept on behalf of AAALAC International any grant, contribution, gift, bequest or demise for any general or special purpose of AAALAC International, except that no gift for or from any unit seeking or having received accreditation shall be accepted by a member of the Executive Office staff, Council or Board.

Section 10. Dissolution and Liquidation

Upon dissolution of AAALAC International, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations established and operated exclusively for charitable, educational, literary or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

Section 11. Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two thirds (2/3) of the members present at a meeting of the Board of Trustees.

Section 12. Public Policy Positions

All public policy positions taken on behalf of AAALAC International must be approved by two-thirds (2/3) of the members present at a meeting of the Board of Trustees. This approval process does not apply to matters pertaining to AAALAC assessment and accreditation of animal care and use programs or to the operations of the Council on Accreditation, the Executive Committee, or the Board of Trustees.