



AAALAC International

Bylaws

Approved by BOT-December 12, 2016
Updated by BOD-February 2017
Updated by BOD-May 21, 2017
Updated by Member Organization Delegates-September 24, 2017
Updated by Member Organization Delegates-May 3, 2018
Updated by Member Organization Delegates-May 2, 2019
Updated by Board of Directors – September 18, 2021

BYLAWS
of
AAALAC International
May 2019
Table of Contents

	Page
Article I. Purpose	1
Article II. Offices	1
Article III. Membership	1
3.1 Member Organizations	1
3.2 Member Organization Delegates	1
3.3 Qualifications	2
3.4 Standing	2
3.5 Resignation of Member Organizations and Member Organization Delegates	2
3.6 Removal of Member Organizations and Member Organization Delegates	3
3.7 Powers and Rights	3
3.8 Transferability or Assignability	3
Article IV. Member Meetings and Voting	3
4.1 Regular Annual Meeting	3
4.2 Special Meetings	4
4.3 Notice	4
4.4 Presence at Meetings by Remote Communication	4
4.5 Voting at Meetings and by Electronic and Other Ballots	4
4.6 Quorum and Action at Meetings	5
Article V. Board of Directors	5
5.1 Authority	5
5.2 Election and Composition	5
5.3 Terms of Office	6
5.4 Meetings	6
5.5 Quorum and Voting	6
5.6 Meetings by Remote Communication	6
5.7 Action Without a Meeting	6
5.8 Waiver of Notice for Meetings	7
5.9 Compensation	7
5.10 Resignation	7
5.11 Removal	7
5.12 Vacancies	7
Article VI. Powers and Responsibilities of the Board of Directors	7
6.1 General Powers	7
6.2 Specific Responsibilities	8

	Page
Article VII. Officers	8
7.1 Officers	8
7.2 Election and Terms	8
7.3 Chair	8
7.4 Vice Chair	8
7.5 Vice Chair Elect	9
7.6 Secretary	9
7.7 Treasurer	9
7.8 Immediate Past Chair	10
7.9 Resignation	10
7.10 Removal	10
7.11 Vacancies	10
Article VIII. Committees of the Board	10
8.1 Committees	10
8.2 Audit and Finance Committee	10
8.3 Nominating Committee	11
8.4 Planning Committee	11
8.5 Committee on Governance and Trusteeship	11
8.6. Cohen Award Committee	11
Article IX. Council on Accreditation	11
9.1 Purpose	11
9.2 Membership	11
9.3 Qualifications	12
9.4 Term of Service	12
9.5 President and Vice President	12
9.6 Meetings	12
9.7 Reports	12
9.8 Recommendations	12
9.9 Council Member Emeriti	13
9.10 Ad hoc Consultants and Specialists	13
9.11 Expenses	13
Article X. Accreditation Program	13
Article XI. Chief Executive Officer	13
Article XII. Advisory Groups	14
Article XIII. Amendments	14
Article XIV. Miscellaneous	14
14.1 Fiscal Year	14
14.2 Use of Funds	14
14.3 Checking Account	15
14.4 Investments	15
14.5 Audits	15
14.6 Indemnification	15
14.7 Restrictions on Activities	15
14.8 Political Activity	16
14.9 Conflict of Interest	16
14.10 Gifts	16
14.11 Dissolution and Liquidation	16
14.12 Public Policy Positions	16

BYLAWS

AAALAC INTERNATIONAL

ARTICLE I Purpose

The name of this organization shall be AAALAC International or the “Association.” 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 improve the welfare of animals produced for or used in research, teaching and testing, and to enhance the quality of these activities through accreditation of the animal care and use program. 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 Directors (hereafter may be referred to as the “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.

ARTICLE III Membership

Section 1. Member Organizations

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. Member Organizations must share the values, goals and philosophy, and support the purpose and objectives of AAALAC International according to Article I, as determined at the sole discretion of the Member Organizations. A list of Member Organizations shall be maintained. Each Member Organization shall appoint one individual to serve as the appointee of said Member Organization (hereafter referred to as the “Member Organization Delegate” or “Delegate”) at Member meetings, as further set forth immediately below in Section 2 of this Article.

Section 2. Member Organization Delegates

Each Member Organization shall appoint a Delegate to serve for a period of three years as its designee at Member Organization Delegate meetings (“Member meetings” or “meeting of the Members”) and for voting by ballot outside of Member meetings. The term of office shall begin on January 1 of the first year of the term and conclude on December 31 of the final year of the term. Delegates may serve more than one consecutive term. If the appointed Member Organization Delegate is absent or unable to participate,

Member Organizations may not designate an alternate or substitute designee to serve as a Member Organization Delegate at a Member meeting or to vote by ballot outside of Member meetings for the election of the Board of Directors or any other purpose. However, upon the resignation of a Member Organization Delegate, the Member Organization shall appoint a replacement as stipulated below in Section 5 of this Article. Any action required or permitted to be taken by Member Organizations under these Bylaws shall be taken by vote of the Member Organization Delegates.

No more than two Member Organizations may appoint the same individual to serve as their Member Organization Delegate. In such event, in voting at Member meetings and by electronic or other ballot outside Member meetings said Member Organization Delegate will be entitled to one vote for each Member Organization appointment. Each Member Organization shall be responsible for all costs incurred by the Delegate in attending meetings. A Member Organization Delegate may concurrently serve as either an ad hoc Consultant/Specialist or Council Member Emeritus, but may not concurrently serve on the Council on Accreditation.

Section 3. Qualifications

An organization may be admitted to membership in AAALAC International upon an affirmative vote of two-thirds of the Member Organization Delegates present at a Member Meeting at which there is a quorum or by an electronic vote following the opportunity for a secure online discussion.

In order to demonstrate shared values, goals and philosophy, 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. In addition, upon request 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.

Section 4. Standing

A Member Organization shall be in good standing if it appoints a Member Organization Delegate and supports the purposes and objectives of AAALAC International. A Member Organization that does not appoint a Delegate or does not continue to support the purpose and objectives of AAALAC International shall be deemed not to be in good standing and therefore not entitled to vote.

Section 5. Resignation of Member Organizations and Member Organization Delegates

Any Member Organization may resign effective sixty 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 within 60 days of the date of resignation. Any Member Organization Delegate may resign by delivering a written resignation to the Association at its principal office or to the Chair, Secretary, or Chief Executive Officer. Upon the resignation of a Member Organization Delegate, the Member Organization shall appoint another Member Organization Delegate whose three-year term shall commence upon appointment.

Section 6. Removal of Member Organizations and Member Organization Delegates

A Member Organization not in good standing may be removed from membership upon the affirmative vote of two-thirds of the Member Organization Delegates present at a meeting of the Members; provided, however, that the Member Organization whose removal is sought shall be provided with sixty days written notice of the issue and pending action. 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. Any Member Organization shall have the authority to remove its Member Organization Delegate at any time, with or without cause, and appoint a replacement Member Organization Delegate.

Section 7. Powers and Rights

Member Organizations in good standing, by majority vote except where noted, shall have the following powers and rights of the Association:

- a. To elect the Board of Directors of the Association (i.e., the Officers and Directors) as set forth in Article IV, Section 5 and Article V, Section 2 of these Bylaws;
- b. To approve all amendments to these Bylaws and to the Articles of Incorporation of the Association by the affirmative vote of two-thirds of the Member Organization Delegates in good standing, as set forth in Article XIII of these Bylaws;
- c. To approve, by affirmative vote of two-thirds of the Member Organization Delegates in good standing, the dissolution, merger, or consolidation of the Association;
- d. To admit and remove Member Organizations, as set forth above in Article III, Sections 3 and 6 of these Bylaws;
- e. To elect a member of the Audit and Finance Committee of the Board of Directors, as set forth below in Article VIII, Section 2 of these Bylaws; and,
- f. To increase/decrease the number of Director positions on the Board of Directors beyond the range specified in Article V, Section 2, upon the recommendation of the Board of Directors.

Section 8. Transferability or Assignability

Membership in AAALAC International shall not be transferable or assignable.

ARTICLE IV Member Meetings and Voting

Section 1. Regular Annual Meeting

There shall be a regular annual meeting of the Members. Except as otherwise provided in these Bylaws, meetings shall be conducted in accordance with Robert's Rules of Order. Directors and other Member Organization Delegates wishing to introduce new substantive business should provide written notice of the issue(s) to the Chief Executive Officer at least thirty days prior to the meeting.

Section 2. Special Meetings

Special Meetings of the Members may be called by the Chair of the Board of Directors upon due notice, as set forth immediately below in Section 3 of this Article. Alternatively, the Member Organization Delegates may call a Special Meeting of the Members by submitting the signatures, which may be electronic, of at least one-third of the Member Organization Delegates to the Chair or Secretary of the Board of Directors.

Section 3. Notice

Written notice for the regular annual Member meeting shall be given at least sixty days prior to the proposed meeting date. Written notice for Special Meetings of the Members shall be delivered not less than five days nor more than sixty days prior to the proposed meeting date. Written notice shall be sent to each Member Organization Delegate at the address on file in the records of the Association and will include the place or means (electronic), the date, the hour, and the purpose of the meeting. Notices required to be "written," to be "in writing," to have "written consent," to have "written approval" and the like by or of Member Organization Delegates, Directors, or committee members shall include any communication transmitted or received by electronic means. Notice of all meetings in which an amendment to these Bylaws or to the Articles of Incorporation is to be considered shall also contain a statement of the wording of the proposed Bylaw amendment.

Section 4. Presence at Meetings by Remote Communication

Member Organization Delegates may attend any annual or special Member meetings through telephonic, electronic, or other means of communication by which all in attendance have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 5. Voting at Meetings and by Electronic and Other Ballots

All matters brought before the Member Organization Delegates must be considered and voted upon at a duly called meeting of the Member Organization Delegates, except for the election of the Board of Directors, approval of amendments to these Bylaws, and admittance of an organization to membership as set forth immediately below. Member Organization Delegates may not assign their votes or ballots to any other person or party nor permit any other person or party to cast their votes or submit ballots on their behalf. In order to vote at a meeting of the Members, a Member Organization Delegate must be present, as the term "Presence" is defined in Section 4 immediately above, at a duly called meeting of the Members and cast his or her vote during the meeting. Voting may be permitted by voice, electronic, or other means by which votes can be submitted and received during the course of the duly held meeting.

The election of the Board of Directors, including Officers and Directors, the approval of amendments to these Bylaws, and admittance of an organization to membership may occur at a Member meeting or by separate ballot without a meeting by mail, email, or any other electronic means pursuant to which all Member Organization Delegates entitled to vote thereon are given the opportunity to vote; provided, however, that 1) the number of Member Organization Delegates casting votes would constitute a quorum if such election or vote had been held at a meeting, and 2) in regard to Board elections, voting by ballot occurs in a manner sufficient to allow the timely assumption of Officer and Director positions by January 1 of each year. Nominees who receive the greatest number of votes cast will be elected to office.

Section 6. Quorum and Action at Meetings

A majority of the Member Organization Delegates shall constitute a quorum for the transaction of business at any meeting of the Members. At any meeting of the Members at which a quorum is present, the vote of a majority of those present shall decide any matter unless a different vote is specified by these Bylaws, the Articles of Incorporation, or by law.

ARTICLE V Board of Directors

Section 1. Authority

As further enumerated in Article VI of these Bylaws, the business and affairs of the Association shall be controlled and governed by the Board of Directors, which will be comprised of Officers and Directors, and shall have the right to exercise all powers of the Association that are not expressly reserved to the Member Organizations of the Association by these Bylaws, the Articles of Incorporation, or by applicable law.

Section 2. Election and Composition

The Board of Directors shall be comprised of ten to fifteen persons consisting of: the five elected Officers of the Association, which shall be the Chair, Vice Chair, Vice Chair Elect, Secretary, and Treasurer; three to eight additional Directors; and the President and Vice President of the Council on Accreditation. Directors shall be elected by the Member Organization Delegates.

The President and Vice President of the Council on Accreditation are not elected by the Member Organizations but shall serve on the Board of Directors *ex officio* with full voting authority. The President and Vice President of the Council shall be counted as two of the ten to fifteen directorships permitted under these Bylaws and shall be counted for purposes of determining a quorum and for any other numerical requirements set forth in these Bylaws.

In addition, the Immediate Past Chair shall serve on the Board of Directors *ex officio* without vote. The position of Immediate Past Chair shall not be counted as one of the ten to fifteen directorships nor shall be counted in determining a quorum or for any other numerical requirements set forth under these Bylaws.

A person may serve simultaneously as a Member Organization Delegate and as a member of the Board of Directors. If a Member Organization Delegate's term expires while holding a position on the Board of Directors, the Director or Officer may finish his/her term on the Board of Directors. However, upon the expiration of his/her term as Member Organization Delegate he or she shall no longer serve as the Member Organization Delegate and the Member Organization shall appoint a successor Member Organization Delegate.

The Member Organization Delegates shall strive to maintain a balanced and diverse board composition, recognizing the range of geographic regions, organizational size, and scientific scope of AAALAC's constituent organizations, while seeking to recruit individuals with the select skills and experience needed by the Association at the time of each election.

Section 3. Terms of Office

The term of office for Directors is three years and shall begin January 1 of the first year of the term and conclude December 31 of the final year of the term. Directors may serve no more than two three-year terms. Officer term limits are defined in Article VII of these Bylaws. If a Director chooses to stand for election to another office on the Board before his/her term of office expires, the current office will be considered vacant and will be included on the ballot for the number of years remaining in the vacated term. Therefore, the term of a Director elected to a vacated position will be the amount of time remaining in the vacated term and, after completion of the partial term, that individual may be eligible to stand for election to a second, and final, term (up to three years) as Director. The Director may choose to stand for election to his/her current office, in addition to the other office, if s/he is still in the first term of his/her current position. If the Director is re-elected to his/her vacated position, the term of service will be for the remaining number of years in the vacated term and is considered the second term of service for the position of Director. An individual's total service on the Board of Directors as a Director and/or Officer is limited to twelve years.

Section 4. Meetings

The Board of Directors shall hold regular and/or special meetings of the Board. Special Meetings of the Board of Directors may be called by the Chair of the Board or a majority of the Directors then in office, by giving notice, of the date, time, place, and purpose of such meeting, to all Directors at least three days in advance of such meeting. Notices required to be "written," to be "in writing," to have "written consent," to have "written approval" and the like by or of Directors or committee members shall include any communication transmitted or received by electronic means. Notice of all meetings in which an amendment to these Bylaws or to the Articles of Incorporation is to be considered shall also contain a statement of the wording of the proposed amendment.

Section 5. Quorum and Voting

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. At any meeting of the Board of Directors at which a quorum is present, a majority of those Directors present shall decide any matter, unless a different vote is specified by law, the Articles of Incorporation, or these Bylaws. The Immediate Past Chair, serving in an *ex officio* capacity, shall not be counted in determining the number of directorships or in constituting a quorum.

Section 6. Meetings by Remote Communication

One or more Directors may attend any annual, regular, special, or committee meeting of the Board through telephonic, electronic, or other means of communication by which all Directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 7. Action Without a Meeting

Any action required or permitted to be taken at any Board meeting may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by all of the Directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the Board of Directors.

Section 8. Waiver of Notice for Meetings

Whenever any notice of a meeting is required to be given to any Director under these Bylaws, the Articles of Incorporation, or by applicable law, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 9. Compensation

Directors shall receive reimbursement for expenses reasonably incurred in the course of their Board service, as prescribed in the Travel Expense and Reimbursement Policy, and may receive a reasonable and nominal honorarium in recognition of their time and personal commitment to attending Board meetings. However, Directors, with the exception of President and the Vice President of Council on Accreditation, shall not receive any other compensation from the Association nor shall Directors receive payment for serving the Association in any other capacity.

Section 10. Resignation

Any Director may resign by delivering a written resignation to the Association at its principal office or to the Chair, Secretary, or Chief Executive Officer. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time.

Section 11. Removal

Any Director may be removed, with or without assignment of cause, by a vote of a majority of the Member Organizations in good standing at a meeting of the Members or by a vote of three-fourths of the entire Board of Directors at any meeting of the Directors. No Director shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the Director whose removal is sought.

Section 12. Vacancies

Except as noted elsewhere in these Bylaws, a vacancy occurring in the Directors shall be filled by the Member Organization Delegates subsequent to the next annual meeting or during a special meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VI Powers and Responsibilities of the Board of Directors

Section 1. General Powers

The business and affairs of the Association shall be controlled and governed by the Board of Directors, which shall have the right to exercise all powers of the Association that are not expressly reserved to the Member Organizations of the Association by these Bylaws, the Articles of Incorporation, or by applicable law.

Section 2. Specific Responsibilities

The rights and responsibilities of the Board of Directors shall include, but are not limited to, the following:

- a. Provide leadership and vision;
- b. Review and approve budget;
- c. Employ and dismiss from employ a Chief Executive Officer of AAALAC International;
- d. Increase/decrease the number of Directors on the Board of Directors within the range specified in Article V, Section 2;
- e. Promote current and future Member Organization involvement and engagement;
- f. Set fee structure for Units/Member Organizations;
- g. Ratify Council on Accreditation and Council Member Emeritus membership (i.e., by approval of the ballot);
- h. Affirm Council on Accreditation actions;
- i. Establish Rules of Accreditation and serve as an appellate body regarding the Council’s accreditation determinations as set forth in Article X;
- j. Determine office location;
- k. Distribute assets in event of dissolution as set forth in Article XIV, Section 11.

ARTICLE VII Officers

Section 1. Officers

The Officers of the Association shall be a Chair, a Vice Chair, a Vice Chair Elect, a Secretary, a Treasurer, and an Immediate Past Chair.

Section 2. Election and Terms

The Officers of the Association shall be elected from and by the Member Organization Delegates. The duration of the term of office of each Officer varies by office position and is set forth below in this Article VII under each Officer provision. The terms of office shall begin January 1 of the first year of the term and conclude on December 31 of the final year of the term. Each Officer shall hold office until a successor has been elected and qualified.

Section 3. Chair

The Chair shall preside at meetings of the Board of Directors and the annual meeting of the Members. The Chair, or other proper Officer or agent of the Association authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time. The Chair shall have a primary leadership role in overseeing the general conduct and welfare of the Association. The term of office for the Chair shall be one year. Upon completion of the term, the Chair shall become the Immediate Past Chair.

Section 4. Vice Chair

The Vice Chair shall perform duties as assigned by the Chair. Upon completion of the Chair’s one-year

term of office, the Vice Chair shall become the 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 5. Vice Chair Elect

The Vice Chair Elect shall perform duties as assigned by the Chair and shall assume the position of Vice Chair upon completion of the one-year term of office of the Vice Chair. The Vice Chair Elect shall act as Vice Chair in the absence of the Vice Chair and, when so acting, shall have all the responsibility, powers and authority of the Vice Chair.

Section 6. Secretary

The Secretary, or other proper Officer or agent of the Association authorized by the Board of Directors, shall keep the minutes of the meetings of the Board of Directors and of the Members; ensure that all notices are given in accordance with the provisions of these Bylaws; be custodian of the corporate records; keep record of all Member Organizations and their Delegates; and in general perform all such duties as may from time to time be assigned by the Board of Directors. The term of office for the Secretary shall be three years. No person shall be elected to the office of the Secretary for more than two terms. If the Secretary chooses to stand for election to another office on the Board before his/her term of office expires, the current office will be considered vacant and will be included on the ballot for the number of years remaining in the vacated term. Therefore, the term of the Secretary elected to a vacated position will be the amount of time remaining in the vacated term and, after completion of the partial term, that individual may be eligible to stand for election to a second, and final, term (up to three years) as Secretary. The Secretary may choose to stand for election to his/her current office, in addition to the other office, if s/he is still in the first term of his/her current position. If the Secretary is re-elected to his/her vacated position, the term of service will be for the remaining number of years in the vacated term and is considered the second term of service for the position of Secretary.

Section 7. Treasurer

The Treasurer shall oversee maintenance of the financial records of the Association and the Board of Directors may delegate the administration of these responsibilities to the Chief Executive Officer, Financial Manager and other Executive Office staff, who shall perform such duties subject to the direction and oversight of the Treasurer. The Treasurer will also review expenses incurred by the Chief Executive Officer during the conduct of Association business. The term of office for the Treasurer shall be three years. No person shall be elected to the office of the Treasurer for more than two terms. If the Treasurer chooses to stand for election to another office on the Board before his/her term of office expires, the current office will be considered vacant and will be included on the ballot for the number of years remaining in the vacated term. Therefore, the term of the Treasurer elected to a vacated position will be the amount of time remaining in the vacated term and, after completion of the partial term, that individual may be eligible to stand for election to a second, and final, term (up to three years) as Treasurer. The Treasurer may choose to stand for election to his/her current office, in addition to the other office, if s/he is still in the first term of his/her current position. If the Treasurer is re-elected to his/her vacated position, the term of service will be for the remaining number of years in the vacated term and is considered the second term of service for the position of Treasurer.

Section 8. Immediate Past Chair

The Immediate Past Chair shall be the retiring Chair. The Immediate Past Chair is a non-voting *ex officio* member of the Board of Directors. The position of Immediate Past Chair shall not be counted as one of the ten to fifteen directorships permitted under these Bylaws nor shall be counted in determining a quorum or for purposes of any other numerical requirements set forth under these Bylaws.

Section 9. Resignation

Any Officer may resign by delivering a written resignation to the Association at its principal office or to the Chair, Secretary or Chief Executive Officer. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time.

Section 10. Removal

Any Officer, except for the President and the Vice President of the Council on Accreditation and the Immediate Past Chair, all of whom serve in an *ex officio* capacity, may be removed, with or without assignment of cause, by a vote of a majority of all the Member Organization Delegates in good standing at a meeting of the Members or by a vote of three-fourths of the entire Board of Directors at any meeting of the Directors. No Officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the Officer whose removal is sought.

Section 11. Vacancies

A vacancy occurring in an Officer position in the interim between elections shall be filled temporarily by majority vote of the Board of Directors. An individual appointed by action of the Board of Directors shall serve until a successor is elected by the Member Organization Delegates following the next annual meeting or during a special meeting. An Officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

ARTICLE VIII Committees of the Board

Section 1. Committees

The Board of Directors may create such special committees, in addition to those specified below, as it determines to be in the best interest of the Association. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the Board shall not delegate to such committees those powers which by law may not be delegated. Each committee shall submit to the Board of Directors, at such meetings as the Board may designate, a report of the actions and recommendations of the committee for consideration and approval by the Board of Directors. Any special committee created by the Board may be terminated at any time by the Board of Directors.

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 Board

of Directors and other relevant duties that may be assigned by the Board of Directors. The audit responsibilities shall include selection of an independent auditor, with approval by the Board of Directors; 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 of Directors, 2) the Vice Chair of the Board of Directors, 3) the President of the Council on Accreditation, and 4) the Chief Executive Officer, who shall be excluded from all audit functions of this Committee, and 5) an additional committee member elected by the Member Organization Delegates for a one year term.

Section 3. Nominating Committee

The composition of the Nominating Committee will be appointed at least annually. The Nominating Committee shall follow the Nominating Committee Procedural Guidelines.

Section 4. Planning Committee

In order to ensure that the Association's Strategic Plan remains compelling and relevant to the issues that face AAALAC International, the Planning Committee will assess progress on the Strategic Plan, revisit priorities, identify challenges in accomplishing the objectives and strategies and propose solutions. In addition, as unanticipated, new developments and needs are identified, the Planning Committee will either recommend that new topics be included in the Strategic Plan or that a new Strategic Plan be developed.

Section 5. Committee on Governance and Trusteeship

The Committee on Governance and Trusteeship (CGT) reviews, develops and recommends policies, plans, programs, processes and tools that will enhance the effectiveness and efficiencies of the Board and individual members of the Board in performing their roles in governing the Association.

Section 6. Cohen Award Committee

The Cohen Award Committee shall consist of the three most recent living 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 of Directors and make a formal recommendation to the Board of Directors by May 31 of years in which nominations are acted upon.

ARTICLE IX Council on Accreditation

Section 1. Purpose

The Council on Accreditation (hereafter referred to as 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 (hereafter referred to as the "Rules") established by the Board of Directors under Article X.

Section 2. Membership

The President of the Council, with input from the Chair of the Board of Directors, shall appoint a Council Nominating Committee to identify candidates for election to the Council. The Council Nominating Committee will include equal numbers of members of the Council and the Member Organization Delegates. The Council shall by majority vote select members to the Council from those nominated by the Council Nominating Committee, subject to ratification by the Board of Directors in accordance with Article VI, Section 2, Item g. The Board of Directors shall, after a fair hearing, have authority to remove members from the Council by two-thirds vote. The Council membership shall comprise no fewer than ten individuals whose principal expertise is in directing and/or managing animal care programs, including veterinary care programs, and no fewer than five individuals whose principal expertise is in the administration, management or conduct of 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. An individual may not serve as both a Council Member and a Member Organization Delegate, a member of the Board of Directors (except for the Council President and Vice President), or a member of the AAALAC International staff.

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 of Directors. Members of the Council shall be eligible for re-election for a maximum of four terms, and will be limited to twelve years of service, except as may be determined otherwise by the Board of Directors.

Section 5. President and Vice President

A President and Vice President of the Council shall be elected by the Council membership during each calendar year and shall take office on July 1. The President and Vice President shall serve on the Board of Directors of the Association *ex officio* with full voting authority. The President shall preside at all meetings of the Council and shall be responsible to the Board of Directors 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 of Directors 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 Member Organization Delegates and as otherwise directed by the Chair.

Section 8. Recommendations

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

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 elect Emeriti. 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 up to a maximum of 12 years. The duties and functions of the Council Member Emeriti shall be as provided by the Board of Directors, 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 of Directors 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 Consultant/Specialist Selection Committee appointed by the Council President, and shall possess the same qualifications as members of the Council, as described in this Article IX, Section 3, above. Former Council Members may be retained as Ad hoc Specialists. The duties, functions, and terms of service of the Consultants/Specialists shall be as provided by the Board of Directors, these Bylaws, the Rules of Accreditation, and Council guidelines. An individual who serves as both an Ad Hoc Consultant/Specialist and a Member Organization Delegate shall not forfeit rights and duties as a Member Organization Delegate. However, an individual may not serve as both an Ad Hoc Consultant/Specialist and a member of the Board of Directors or a member of the AAALAC International staff.

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 of Directors 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 Chief Executive Officer. 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 Chief Executive Officer

The Chief Executive Officer, also referred to as “CEO,” shall serve as a full time employee of the Association, with the overall responsibility of implementing the policies and programs of the Board as directed by the Board of Directors, including general management of the Executive Office staff and safekeeping of the Association’s 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 Board of Directors. The Chief Executive Officer shall hire and establish compensation for all other personnel.

ARTICLE XII Advisory Groups

The Board of Directors may, as it determines or at the recommendation of the Member Organizations, establish and terminate such Advisory Groups as are determined by the Board of Directors and interest of Member Organizations. The function of the Advisory Groups shall be to advise and make non-binding recommendations to the Board of Directors or the Member Organizations with respect to matters within the areas of their unique knowledge, skill, experience, and expertise and relevant to the core mission of the Association. Advisory Groups shall serve in an honorary capacity. As such, Advisory Groups do not have right to notice of or to attend or vote at a meeting of the Board of Directors, the Members, or the Council on Accreditation. Such Advisory Groups may include, without limitation, groups involved in global standards and the research environment, agricultural animals in research, non-traditional animals (wildlife), industry, use of animals in education, animal welfare oversight, science and technology, and future directions. The area of purview and responsibilities of each Advisory Group shall be determined by the Board of Directors.

ARTICLE XIII Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the Member Organization Delegates present at a meeting of the Member Organization Delegates in which a quorum is present. The Board of Directors’ support (or lack of support) for the proposed amendment(s) and rationale for that position will be provided. If such vote is held by electronic or other ballot outside a meeting, the proposed amendment(s) is adopted if a majority of Delegates in good standing vote and two-thirds of the votes are affirmative.

ARTICLE XIV 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 the Association was created. No part of the net income of AAALAC International shall inure to the benefit of or be distributable to its Member Organizations, Directors, Officers, Executive Office staff, or other private persons, except that the Association 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 the Association 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 of Directors.

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 of Directors, 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 Audit and Finance Committee, with approval by the Board of Directors. A copy of the report of said audit shall be delivered to AAALAC International at a time appropriate for review by the Audit and Finance Committee and the Board of Directors.

Section 6. Indemnification

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Director of the Association, member of the Council on Accreditation, Council Member Emeriti, Ad hoc Consultant/Specialist, and the Chief Executive Officer and other staff of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board of Directors who are not at that time parties to the proceeding.

This Section 6 constitutes a contract between the Association and the indemnified persons. No amendment or repeal of the provisions of this Section 6 which adversely affects the right of an indemnified person under this Section 6 shall apply to such indemnified person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 7. Restrictions on Activities

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Member Organizations, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. Notwithstanding any other provision of these Bylaws, neither the Association nor any Director, Officer, employee, agent, or any other representative of the Association shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 8. Political Activity

Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, no substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 9. Conflict of Interest

Members of the Board of Directors, Council on Accreditation, former Council, inclusive of Council Emeriti, Ad hoc Consultants/Specialists and AAALAC Executive Office staff must 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 10. Gifts

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

Section 11. Dissolution and Liquidation

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association 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 of Directors shall determine.

Section 12. Public Policy Positions

All public policy positions taken on behalf of AAALAC International must be approved by two-thirds of

the members present at a meeting of the Board of Directors. This approval process does not apply to matters pertaining to AAALAC International's assessment and accreditation of animal care and use programs or to the operations of the Council on Accreditation or the Board of Directors.